

YAYASAN GURU TUN HUSSEIN ONN BILL 2014

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A BILL

i n t i t u l e d

An Act to establish the Yayasan Guru Tun Hussein Onn, to provide for its functions and powers and other matters incidental thereto, to dissolve the Kumpulan Wang Simpanan Guru, to revoke the Teachers Provident Fund Rules 1962 and to provide for consequential and incidental matters.

[]

ENACTED by the Parliament of Malaysia as follows:

PART I

PRELIMINARY

Short title and commencement

1. (1) This Act may be cited as the Yayasan Guru Tun Hussein Onn Act 2014.

(2) This Act comes into operation on a date to be appointed by the Minister by notification in the *Gazette*.

Interpretation

2. In this Act, unless the context otherwise requires—

“child” includes step child or legally adopted child;

“teacher” means an Education Service Officer appointed by the Education Service Commission;

“appointed date” means the day the dissolved Kumpulan Wang is dissolved;

“Chief Executive Officer” means the Chief Executive Officer appointed under section 19;

“Fund” means the Yayasan Guru Tun Hussein Onn Fund established under section 23;

“the dissolved Kumpulan Wang” means the Kumpulan Wang Simpanan Guru which was established under the repealed Education Act 1961 [*Act 43/61*];

“Board” means the Board of Trustees established under section 9;

“Minister” means the Minister charged with the responsibility for education;

“teacher professionalism development” means any course or training provided to enhance the quality and competency of a teacher;

“Chairman of the Board” means the Secretary General of the Ministry referred to in paragraph 10(1)(a);

“Yayasan” means the Yayasan Guru Tun Hussein Onn established under section 3.

PART II

YAYASAN GURU TUN HUSSEIN ONN

Establishment of the Yayasan

3. (1) A body corporate to be known by the name of “Yayasan Guru Tun Hussein Onn” is established.

(2) The Yayasan shall have perpetual succession and a common seal.

(3) The Yayasan may sue and be sued in its corporate name.

(4) Subject to and for the purposes of this Act, the Yayasan may, upon such conditions as the Yayasan thinks fit—

(a) enter into contracts;

(b) acquire, purchase, take, lease, hold, sell and enjoy any movable and immovable property of every description or any interest in such property vested in the Yayasan; and

(c) convey, assign, surrender, yield up, charge, mortgage, demise, reassign, transfer or otherwise dispose of, or deal with, any movable or immovable property and any interest in such property vested in the Yayasan.

Common seal

4. (1) The common seal of the Yayasan shall bear a device as approved by the Yayasan and the seal may from time to time be broken, changed, altered and made anew as the Yayasan thinks fit.

(2) Until a seal is provided by the Yayasan, a stamp bearing the words “Yayasan Guru Tun Hussein Onn” may be used and shall be deemed to be its common seal.

(3) The common seal of the Yayasan shall be kept in the custody of the Chairman of the Board or any other person authorized by the Yayasan, and shall be authenticated by either the Chairman of the Board or by such other person authorized by the Chairman of the Board in writing.

(4) All deeds, documents and of the Yayasan other instruments purporting to be sealed with the common seal of the Yayasan and authenticated in accordance with subsection (3) shall, until the contrary is proved, be deemed to have been validly executed.

(5) Any deed, document and other instrument which, if executed by a person not being a body corporate, is not required to be under seal may in like manner be executed by a member of the Board or by any officer of the Yayasan authorized in that behalf.

(6) The common seal of the Yayasan shall be officially and judicially noticed.

(7) Every document to which the common seal of the Yayasan is affixed shall be signed by two members of the Board appointed by the Chairman of the Board in that behalf.

PART III

FUNCTIONS AND POWERS OF THE YAYASAN

Functions of the Yayasan

5. The Yayasan shall have the following functions:

- (a) to assist the Ministry responsible for education in organizing activities related to teacher professionalism development;
- (b) to assist any party to carry out research towards the enhancement of the quality of the national education;
- (c) to do all things desirable or expedient or necessary in preserving the welfare of a teacher;
- (d) to assist in the education of the teacher's child as may be determined by the Yayasan; and
- (e) to do all things as the Yayasan considers desirable or expedient or necessary to the performance of its functions under this Act.

Powers of the Yayasan

6. (1) The Yayasan shall have the power to do all things necessary or expedient for or in connection with the performance of its functions.

(2) Without prejudice to the generality of subsection (1), the powers of the Yayasan shall include power—

- (a) to make investment in the company established by the Yayasan for the purpose of generating the income of the Yayasan and receiving of returns on investments from the company;

- (b) to accept contribution given to the Yayasan in the form of token, donation, endowment, gift or bequest;
- (c) to enter into any negotiations, agreements or arrangements that the Yayasan thinks fit in performing its functions;
- (d) to grant loans, financing and scholarships to a teacher or the teacher's child in accordance with the procedures as may be determined by the Yayasan;
- (e) to formulate and implement a human resource development programme or any activities that the Yayasan thinks necessary for the development and improvement of the teaching profession;
- (f) to allocate grants to any party to carry out research in enhancing the quality of the national education;
- (g) to co-operate with any society, corporate body or government agencies for the purpose of performing its functions;
- (h) to impose fees or charges for the services provided by the Yayasan;
- (i) to grant loans, scholarships and advances to its employees; and
- (j) to do anything incidental to any of its functions and powers.

Delegation of the Yayasan's functions and powers

7. (1) The Yayasan may, in writing, delegate any of the functions and powers imposed or conferred on it by this Act, except the power to make subsidiary legislation, to—

- (a) the Chairman of the Board;
- (b) any member of the Board; or
- (c) the Chief Executive Officer.

(2) Any person delegated with such functions and powers shall be bound to observe and have regard to all conditions and restrictions imposed by the Yayasan and all requirements, procedures and matters specified by the Yayasan.

(3) Any function and power delegated under this section shall be performed and exercised in the name and on behalf of the Yayasan.

(4) The delegation under this section shall not preclude the Yayasan itself from performing or exercising at any time any of the delegated functions and powers.

Power to establish companies, etc.

8. The Yayasan may establish companies under the Companies Act 1965 [*Act 125*] to carry on any activity of the Yayasan in the performance of its functions and in the exercise of its powers.

PART IV

BOARD OF TRUSTEES

Board of trustees

9. (1) There shall be a Board of Trustees.

(2) The Board shall—

- (a) be responsible for the administration of the Yayasan;
and
- (b) be responsible for such other matters as provided under this Act.

Membership of the Board

10. (1) The Board shall consist of the following members:

- (a) the Secretary General of the Ministry responsible for education as Chairman;
- (b) the Director General of Education;
- (c) a representative of the Ministry of Finance;
- (d) an Education Service Officer who is serving at the Ministry responsible for education who shall be appointed by the Minister;

- (e) a public servant other than an Education Service Officer who shall be appointed by the Minister;
- (f) an Education Service Officer who has retired who shall be appointed by the Minister; and
- (g) three other persons who have the expertise and experience in finance or investment who shall be appointed by the Minister.

(2) The provisions of the Schedule shall apply to the members of the Board.

(3) The Minister may amend the Schedule by order published in the *Gazette*.

Chairman

11. (1) The Chairman of the Board shall preside over all meetings of the Board.

(2) If the Chairman is absent from the meetings of the Board, he shall appoint any member of the Board to preside over the meeting.

Allowances

12. The members of the Board shall not be paid any fixed monthly remuneration but are eligible to be paid such allowances as the Minister may determine.

Alternate members

13. (1) The Minister may, in relation to each member appointed under paragraphs 10(1)(d), (e), (f) and (g), appoint a person to be an alternate member to attend, as an alternate to such member, meetings of the Board when such member is unable to attend for any reason.

(2) An alternate member who attends the meetings of the Board shall, for all purposes, be deemed to be a member of the Board.

(3) An alternate member shall, unless he sooner resigns his office or his appointment is sooner revoked, cease to be an alternate member when the member in respect of whom he is an alternate member ceases to be a member of the Board.

Tenure of office of members

14. (1) Subject to such conditions as may be specified in his instrument of appointment, every member of the Board appointed under paragraphs 10(1)(*d*), (*e*), (*f*) and (*g*) shall hold office for a term not exceeding three years, unless he sooner resigns or vacates his office or his appointment is sooner revoked.

(2) Every member of the Board appointed under paragraphs 10(1)(*d*), (*e*), (*f*) and (*g*) shall be eligible for reappointment for any period as the Minister thinks necessary.

Revocation of appointment and resignation

15. (1) The appointment of any member of the Board under paragraphs 10(1)(*d*), (*e*), (*f*) and (*g*) may, at any time be revoked by the Minister.

(2) Any member of the Board appointed under paragraphs 10(1)(*d*), (*e*), (*f*) and (*g*) may at any time resign his office by giving a three months written notice to the Minister.

Vacation of office

16. (1) The office of a member of the Board shall be vacated—

(*a*) if he dies;

(*b*) if there has been proved against him, or he has been convicted on, a charge in respect of—

(i) an offence involving fraud, dishonesty or moral turpitude;

(ii) an offence under any law relating to corruption;
or

- (iii) any other offence punishable with imprisonment, whether in itself only or in addition to or in lieu of a fine, for more than three months;
- (c) if his conduct, whether in connection with his duties as a member of the Board or otherwise, has been such as to bring discredit to the Yayasan;
- (d) if he becomes a bankrupt;
- (e) if he is of unsound mind or is otherwise incapable of discharging his duties;
- (f) in the case of a member appointed under paragraphs 10(1)(d), (e), (f) and (g), if he absents himself from three consecutive meetings of the Board without leave of the Chairman of the Board;
- (g) if his appointment is revoked by the Minister under subsection 15(1); or
- (h) if his resignation under subsection 15(2) is accepted by the Minister.

(2) Where a member appointed under paragraphs 10(1)(d), (e), (f) and (g) ceases to be a member of the Board by reason of any provision in this Act, the Minister may appoint another person to fill the vacancy for the remaining term for which the vacating member was appointed in accordance with the provisions applicable.

Committees

17. (1) The Board may establish any committee as the Board considers necessary or expedient to assist in the performance of its functions.

(2) The Board may elect any of its members to be the chairman of a committee.

(3) The Board may appoint any person to be a member of a committee.

(4) A member of a committee shall hold office for such term as specified in his letter of appointment and is eligible for reappointment for any term as may be determined by the Board.

(5) The Board may, at any time, revoke the appointment of any member of a committee.

(6) A member of a committee may, at any time, resign by giving a notice in writing to the chairman of the committee.

(7) The Board may, at any time, discontinue or alter the constitution of a committee.

(8) A committee may regulate its own procedure.

(9) A committee shall be subject to, and shall act in accordance with, any direction given to it by the Board.

(10) The meetings of a committee shall be held at such times and places as the chairman of the committee may determine.

(11) A committee shall cause—

(a) minutes of all its meetings to be maintained and kept in proper form; and

(b) copies of the minutes of all its meetings to be submitted to the Board as soon as practicable.

(12) A committee may invite any person to attend any of its meetings for the purpose of advising the committee on any matter under discussion but that person shall not be entitled to vote at the meeting.

(13) Any minutes made of a meeting of the committee shall, if duly signed, be admissible as evidence in any legal proceedings without further proof.

(14) The members of the committee or any person invited under subsection (12) shall be paid such allowances and other expenses as the Board may determine.

(15) No act done or proceedings taken under this Act shall be questioned on the ground of—

- (a) any vacancy in the membership of, or any defect in the constitution of, a committee; or
- (b) any omission, defect or irregularity not affecting the merits of the case.

Disclosure of interest

18. (1) For the purposes of this section—

“a member of his family”, in relation to a member of the Board or a committee, includes—

- (a) his spouse;
- (b) his parent (including a parent of his spouse);
- (c) his child (including step child or legally adopted child);
- (d) his brother or sister (including a brother or sister of his spouse); and
- (e) a spouse of his child, brother or sister;

“associate”, in relation to a member of the Board or a committee, means—

- (a) a person who is a nominee or an employee of the member;
- (b) a firm of which the member or any nominee of his is a partner;
- (c) a partner of the member;
- (d) a trustee of a trust under which the member or a member of his family is a beneficiary; or
- (e) any corporation within the meaning of the Companies Act 1965, of which the member or any nominee of his or a member of the member’s family is a director or has a substantial shareholding in the corporation.

(2) A member of the Board or any committee established under section 17 who has or acquires a direct or indirect interest whether by himself, a member of his family or his associate in relation to any matter under discussion by the Board or the committee shall disclose to the Board or the committee, as the case may be, the fact of his interest and the nature of that interest.

(3) A disclosure under subsection (2) shall be recorded in the minutes of the meeting of the Board or the committee, as the case may be, in which the matter is discussed and, after the disclosure, the member—

- (a) shall not be present or take part in any discussion or decision of the Board or the committee, as the case may be, about the matter; and
- (b) shall be disregarded for the purpose of constituting a quorum of the Board or the committee, as the case may be,

when the matter is discussed or decided upon.

(4) A member of the Board or the committee who fails to disclose his interest as required under subsection (2) commits an offence and shall, on conviction, be liable to a fine not exceeding one hundred thousand ringgit or to imprisonment for a term not exceeding two years or to both.

(5) No act or proceedings of the Board or the committee shall be invalidated on the ground that any member of the Board or committee has contravened this section.

PART V

EMPLOYEES OF THE YAYASAN

Chief Executive Officer

19. (1) The Chief Executive Officer shall be appointed by the Board, with the approval of the Minister, on such conditions as the Board thinks desirable.

(2) The Chief Executive Officer shall be a person with experience and knowledge in financial matters.

(3) The Chief Executive Officer shall be paid such remuneration and allowances as may be determined by the Yayasan.

(4) The Board shall vest in the Chief Executive Officer such powers and impose upon him such duties as may be determined by the Yayasan.

(5) The Chief Executive Officer shall be responsible for the overall administration and management of the functions and the day-to-day affairs of the Yayasan.

(6) The Chief Executive Officer shall have general control of the employees of the Yayasan.

(7) The Chief Executive Officer shall perform such other duties as the Yayasan may direct from time to time.

(8) In discharging his duties, the Chief Executive Officer shall act under the authority and general direction of the Yayasan.

Temporary exercise of functions of the Chief Executive Officer

20. The Board may appoint any employee of the Yayasan to act as the Chief Executive Officer during any period when—

- (a) the office of the Chief Executive Officer is vacant;
- (b) the Chief Executive Officer is absent from duty or from Malaysia; or
- (c) the Chief Executive Officer is, for any other reason, unable to perform the duties of his office.

Appointment of other employees

21. The Yayasan may, from time to time, employ such number of employees as the Yayasan thinks desirable and necessary and upon such conditions as the Yayasan considers appropriate for carrying out the purposes of this Act.

Yayasan may adopt regulations, etc.

22. The Yayasan may, with the approval of the Minister, adopt with such modifications as the Yayasan thinks fit any regulations, rules, policies, circulars or directives enacted or issued by the Federal Government in relation to any matter under this Part.

PART VI

FINANCE

The Fund

23. (1) A fund to be known as the “Yayasan Guru Tun Hussein Onn Fund” is established and shall be administered and controlled by the Yayasan.

(2) The Fund shall consist of—

- (a) all moneys transferred from the fund of the dissolved Kumpulan Wang;
- (b) all or any part of the charges imposed by or payable to the Yayasan under this Act or any subsidiary legislation made under this Act;
- (c) all moneys derived as income from investments by the Yayasan;
- (d) all moneys derived from the sale, disposal, lease or hire of or any other dealing with any property, mortgages, charges or debentures vested in or acquired by the Yayasan;
- (e) all moneys and property which may in any manner become payable to or vested in the Yayasan in respect of any matter incidental to its functions and powers;
- (f) any costs paid to, or recovered by, the Yayasan pursuant to any act or proceedings, civil or criminal;
- (g) all moneys borrowed by the Yayasan for the purposes of this Act;
- (h) all moneys earned from any services provided by the Yayasan; and
- (i) all other moneys lawfully received by the Yayasan.

Expenditure to be charged on the Fund

- 24.** The Fund shall be expended for the following purposes:
- (a) paying any expenditure lawfully incurred by the Yayasan;
 - (b) paying for the remuneration, allowances, benefits and other expenses of the members of the Board, members of the committees and employees of the Yayasan including the granting of loans and advances, superannuation allowances, retirement benefits and gratuities;
 - (c) purchasing or hiring equipment, machinery and any other materials, acquiring land and any assets, and carrying out any other works and undertakings in the performance of its functions and in the exercise of its powers under this Act or any subsidiary legislation made under this Act;
 - (d) repaying moneys borrowed under this Act and the interest or profit due on the borrowed moneys; and
 - (e) generally, paying or expending any expenses for carrying out into effect the provisions of this Act or any other subsidiary legislation made under this Act.

Conservation of the Fund

25. It shall be the duty of the Yayasan to conserve the Fund by so performing its functions and exercising its powers under this Act or any subsidiary legislation made under this Act as to secure that the total revenue of the Yayasan is sufficient to meet all sums properly chargeable to its revenue account including depreciation and interest on capital, taking one year with another.

Reserve fund

26. The Yayasan shall establish and maintain a reserve fund within the Fund.

Expenditure and preparation of estimates

27. (1) The expenditure of the Yayasan up to such amount as may be authorized by the Minister for any one year shall be defrayed out of the Fund.

(2) Before 1 September of each year, the Yayasan shall submit to the Minister an estimate of its expenditure for the following financial year in such form and containing such particulars as the Minister may direct.

(3) The Minister shall, before 1 January of the following financial year, notify the Yayasan of the amount authorized for expenditure generally or of the amount authorized for each description of expenditure based on the estimate prepared under subsection (2).

(4) The Yayasan may at any time submit to the Minister a supplementary estimate of its expenditure for any one year and the Minister may allow the whole or any part of the additional expenditure to be included in the supplementary estimate.

Bank accounts

28. (1) The Yayasan shall open and maintain an account or accounts with any institution or financial institutions in Malaysia as the Yayasan thinks fit, after consultation with the Minister.

(2) Every such account shall be operated as far as practicable by cheques signed by the Chairman of the Board and Chief Executive Officer or any two members of the Board as authorized by the Chairman of the Board in writing for such purpose from time to time.

Power to borrow

29. The Yayasan may borrow in such form and on such conditions as may be approved by the Minister with the concurrence of the Minister of Finance, any money required by the Yayasan for meeting any of its obligations or discharging any of its duties.

Investment

30. The moneys of the Yayasan shall, in so far as they are not immediately required to be expended by the Yayasan under this Act, be invested in such manner as the Minister may, with the concurrence of the Minister of Finance, approve.

Financial procedure

31. Subject to this Act and the approval of the Minister, the Yayasan shall determine its own financial procedure.

Financial year

32. The financial year of the Yayasan shall begin on 1 January and end on 31 December of each year.

Accounts and reports

33. (1) The Yayasan shall cause proper accounts of the Fund and proper reports of its activities to be kept and shall, as soon as practicable after the end of each financial year, cause to be prepared for that financial year—

(a) a statement of accounts of the Yayasan which shall include a balance sheet and an account of income and expenditure; and

(b) a statement of its activities.

(2) The Yayasan shall cause the statement of accounts to be audited by any independent auditor appointed by the Yayasan.

(3) The Yayasan shall as soon as possible send a copy of the statement of accounts certified by the auditors and a copy of the auditors' report to the Minister who shall cause such statement and report to be laid before both Houses of Parliament.

(4) The Statutory Bodies (Account and Annual Reports) Act 1980 [*Act 240*] shall apply to the Yayasan.

PART VII

GENERAL

Prosecution

34. No prosecution shall be instituted for any offence under this Act without the consent in writing of the Public Prosecutor.

Public servant

35. All members of the Board and of any its committees, and employees and agents of the Yayasan, while discharging their duties under this Act as such members, employees or agents, shall be deemed to be public servants within the meaning of the Penal Code [*Act 574*].

Public Authorities Protection Act 1948

36. The Public Authorities Protection Act 1948 [*Act 198*] shall apply to any suit, action, prosecution or proceedings against the Yayasan or against a member of the Board, a member of a committee, an employee or agent of the Yayasan in respect of any act, neglect or default done or committed by it or him in good faith or any omission by it or him in good faith, in such capacity.

Obligation of secrecy

37. (1) Except for any of the purposes of this Act or for the purposes of any civil or criminal proceedings under any other written law or where otherwise authorized by the Yayasan—

- (a) no member of the Board or any of its committees or any employee or agent of the Yayasan or any person attending any meeting of the Board or any of its committees, whether during or after his tenure of office or employment, shall disclose any information which has been obtained by him in the course of his duties and which is not published in pursuance of this Act; and

- (b) no other person who has by any means access to any information or documents relating to the affairs of the Yayasan shall disclose such information or document.

(2) Any person who contravenes subsection (1) commits an offence and shall, on conviction, be liable to a fine not exceeding one hundred thousand ringgit or to imprisonment for a term not exceeding three years or to both.

Protection from personal liability

38. No member of the Board or any of its committees, and no employee or agent of the Yayasan, shall incur any personal liability for any loss or damage caused by any act or omission in carrying out his powers or in performing his duties under this Act unless such loss or damage is occasioned by an intentional wrongful act or omission on his part.

Representation in civil proceedings

39. Notwithstanding any other written law—

- (a) in any civil proceedings by or against the Yayasan;
- (b) in any civil proceedings against any employee or agent of the Yayasan in relation to the performance of his functions under this Act; or
- (c) in any other civil proceedings in which the Yayasan is required or permitted by the court to be represented, or to be heard, or is otherwise entitled to be represented or to be heard,

any person authorized by the Yayasan for that purpose may, on behalf of the Yayasan, or the employee or agent of the Yayasan, institute such proceedings or appear in such proceedings and may make all appearances and applications and do all acts in respect of such proceedings on behalf of the Yayasan or its employee or agent.

Regulations

40. The Yayasan may, with the approval of the Minister, make regulations as may be necessary or expedient for the purpose of giving effect to the provisions of this Act.

PART VIII

SAVINGS AND TRANSITIONAL

Transfer of powers, *etc.*

41. All powers, rights, privileges, liabilities and obligations which were vested in the dissolved Kumpulan Wang shall, upon its being dissolved pursuant to an order made under section 153 of the Education Act 1996 [*Act 550*], be vested in the Yayasan.

Vesting of property

42. All property, whether movable or immovable, or assets which, immediately before the appointed date were vested in the dissolved Kumpulan Wang shall, on that appointed date, be vested in the Yayasan.

Existing contracts

43. All deeds, bonds, agreements, instruments and working arrangements executed or entered into, under the name of the dissolved Kumpulan Wang in accordance with law immediately before the appointed date or on behalf of the dissolved Kumpulan Wang, as the case may be, shall on the appointed date be deemed to be executed or entered into under the name or on behalf of the Yayasan in accordance with law and valid under this Act.

Transfer of moneys in the Fund

44. All moneys standing in, or payable to the fund of the dissolved Kumpulan Wang immediately before the appointed date shall be transferred to and be deemed to be part of the Fund established under section 23 of this Act.

Continuance of employees

45. Any person who is employed as employees of the dissolved Kumpulan Wang immediately before the appointed date may continue to serve as the employees of the Yayasan as if those persons had been appointed under section 21 of this Act.

Continuance of pending applications, etc.

46. (1) Any application, approval or decision, or appeal immediately before the appointed date which was pending before the dissolved Kumpulan Wang shall, on the appointed date, be dealt with by the Yayasan under this Act.

(2) Any instrument, certificate or document lodged with the dissolved Kumpulan Wang immediately before the appointed date shall, on the appointed date, be lodged with the Yayasan.

Continuance of civil and criminal proceedings

47. (1) Any proceedings, whether civil or criminal or cause of action pending or existing immediately before the appointed date by or against the dissolved Kumpulan Wang, or any person acting on behalf of the dissolved Kumpulan Wang may be continued or instituted by or against the Yayasan as if this Act had not been enacted.

(2) Any appeal brought or any leave to appeal applied for, on or after the appointed date, against a decision given in any legal proceedings immediately before the appointed date to which the dissolved Kumpulan Wang was a party may be brought by or applied for against the Yayasan as if this Act had not been enacted.

Reference in written law or document to the dissolved Kumpulan Wang

48. Any reference in any written law or document in force immediately before the appointed date to the dissolved Kumpulan Wang shall be construed as a reference to the Yayasan.

Continuance of use of name

49. (1) The Yayasan may continue to use the name “Kumpulan Wang Simpanan Guru” for the purpose of maintaining goodwill or for any purpose the Yayasan deems fit.

(2) No other person or any party may use the name of “Kumpulan Wang Simpanan Guru” except with the prior written approval of the Yayasan.

(3) Any person who contravenes subsection (2) commits an offence and shall, on conviction, be liable to a fine not exceeding fifty thousand ringgit.

SCHEDULE

[Section 10]

Times and places of meetings

1. (1) The Board is to hold as many meetings as are necessary for the efficient performance of its function and such meetings are to be held at such places and times as the Chairman of the Board may decide, provided that the Chairman shall not allow more than two months to lapse between meetings.

(2) The Chairman shall call for a meeting if requested to do so in writing by the Minister or by at least two members of the Board.

Quorum

2. The Chairman and four other members of the Board shall form a quorum at any meeting of the Board.

Casting vote

3. (1) Every member of the Board present shall be entitled to one vote.

(2) If on any question to be determined by the Board there is an equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.

Board may invite others to meetings

4. (1) The Board may invite any person to attend any meeting or deliberation of the Board for the purpose of advising it on any matter under discussion, but any person so attending shall have no right to vote at the meeting or deliberation.

(2) A person invited under subparagraph (1) shall be paid such allowances as may be determined by the Board.

Minutes

5. (1) The Board shall cause minutes of all its meetings to be maintained and kept in proper form.

(2) The minutes made of meetings of the Board, if duly signed, shall be admissible in any legal proceedings as *prima facie* evidence of the facts stated in the minutes without further proof.

(3) Every meeting of the Board of which minutes have been made in accordance with subparagraphs (1) and (2) shall be deemed to have been duly convened and held and all members at the meeting to have been duly qualified to act.

Procedure

6. The Board may regulate its own procedure.

Validity of acts and proceedings

7. No act done or proceedings taken under this Act shall be questioned on the ground of—

- (a) any vacancy in the membership of, or any defect in the constitution of the Board; or
- (b) any omission, defect or irregularity not affecting the merits of the case.

Members to devote time to business of the Yayasan

8. The members of the Board shall devote such time to the business of the Yayasan as is necessary to discharge their duties effectively.

EXPLANATORY STATEMENT

The Yayasan Guru Tun Hussein Onn Bill (“the proposed Act”) seeks to provide for the establishment of a body corporate by the name of “Yayasan Guru Tun Hussein Onn” (“Yayasan”) and to provide for its functions, powers, management of the Yayasan and other matters incidental thereto. This Bill provides for the dissolution of the Kumpulan Wang Simpanan Guru and the revocation of the Teachers Provident Fund Rules 1962. This Bill also provide for the savings and transitional in relation to Kumpulan Wang Simpanan Guru which will be dissolved in accordance with the law and is taken over by the Yayasan.

PART I

2. Part I of the proposed Act deals with preliminary matters.
3. *Clause 1* contains the short title of the proposed Act and empowers the Minister to appoint the date for the coming into operation of the proposed Act.
4. *Clause 2* contains the definition of certain expressions used in the proposed Act.

PART II

5. Part II of the proposed Act contains the provisions relating to the establishment of the Yayasan and deals with the functions and powers of the Yayasan.
6. *Clause 3* seeks to provide for the establishment of the Yayasan.
7. *Clause 4* seeks to allow the Yayasan to have a common seal.

PART III

8. Part III deals with the functions and powers of the Yayasan.
9. *Clause 5* and *6* seek to provide for the functions and powers of the Yayasan.
10. *Clause 7* allows the Yayasan to delegate any of its functions and powers to the Chairman of the Board, members of the Board or the Chief Executive Officer.
11. *Clause 8* seeks to empower the Yayasan to establish companies in the performance of its functions and in exercising its powers.

PART IV

12. Part IV deals with the establishment of the Board of Trustees ("Board").
13. *Clause 9* seeks to provide for the establishment of the Board and the powers of the Board.
14. *Clause 10* contains provisions on the membership of the Board.
15. *Clause 11* contains provisions on the duty of the Chairman to preside at the meetings of the Board and the appointment of any member of the Board to carry out the duties of the Chairman during his absence.

16. *Clause 12* seeks to provide for the payment of remuneration and allowances to members of the Board.
17. *Clause 13* seeks to empower the Minister to appoint alternate members.
18. *Clause 14* contains provisions on the tenure of office of the alternate members.
19. *Clause 15* seeks to provide for the revocation of appointment of members of the Board and their resignation.
20. *Clause 16* sets out the circumstances in which the office of a member of the Board becomes vacant.
21. *Clause 17* seeks to empower the Board to establish committees in assisting it.
22. *Clause 18* contains provision requiring a member of the Board or any committee established by the Yayasan to disclose his interest in any matter under discussion by the Yayasan or the committee. Non-disclosure is an offence and is subject to a penalty.

PART V

23. Part V deals with the employees of the Yayasan.
24. *Clause 19* seeks to provide for the appointment and duties of the Chief Executive Officer of the Yayasan.
25. *Clause 20* seeks to empower the Minister to appoint temporarily any employee of the Yayasan to exercise the duties of the Chief Executive Officer where the office of the Chief Executive Officer is vacant or when the Chief Executive Officer is absent or unable to perform his functions.
26. *Clause 21* seeks to provide for the appointment of the employees of the Yayasan.
27. *Clause 22* seeks to allow the Yayasan to adopt any modifications as it deems fit of any regulations, rules, policies, circulars and directives enacted or issued determined by the Federal Government relating to any matters within the ambit of this Part.

PART VI

28. Part VI contains financial provisions.
29. *Clause 23* seeks to provide for the establishment of the “Yayasan Guru Tun Hussein Onn Fund” (“the Fund”).

30. *Clause 24* seeks to provide for the expenditure that may be charged to the Fund.
31. *Clause 25* places a duty upon the Yayasan to conserve the Fund to ensure that the Fund shall be sufficient to meet all sums properly chargeable to its revenue account.
32. *Clause 26* requires the Yayasan to establish a reserve fund within the Fund.
33. *Clause 27* requires the Yayasan to prepare an estimate of its expenditure.
34. *Clause 28* allows the Yayasan to open and maintain bank accounts.
35. *Clause 29* enables the Yayasan to borrow money.
36. *Clause 30* allows the Yayasan to invest the moneys of the Yayasan.
37. *Clause 31* allows the Yayasan to determine its own financial procedure.
38. *Clause 32* states that the financial year of the Yayasan shall begin on 1 January and end on 31 December of each year.
39. *Clause 33* contains provisions requiring the Yayasan to keep proper accounts of the Fund and proper report of the Yayasan's activities and to furnish such accounts and reports to the Minister to be tabled in Parliament. This clause also provide that the Statutory Bodies (Accounts and Annual Reports) Act 1980 [*Act 240*] applies to the Yayasan.

PART VII

40. Part VII contains general provisions.
41. *Clause 34* seeks to provide for the institution of prosecution of offences under the proposed Act.
42. *Clause 35* states that the members of the Board, members of the committees, employees and agents of the Yayasan are deemed to be public servants within the meaning of the Penal Code [*Act 574*].
43. *Clause 36* confers the protection afforded in the Public Authorities Protection Act 1948 [*Act 198*] to any suit, action, proceedings or prosecution against members of the Board, committees, employees or agents of the Yayasan.
44. *Clause 37* deals with the provision relating to the duty to maintain secrecy.
45. *Clause 38* seeks to provide for protection from personal liability for members of the Board or its committee, and employee or agent of the Yayasan.

46. *Clause 39* deals with representation in civil proceedings.
47. *Clause 40* seeks to empower the Yayasan, with the approval of the Minister, to make regulations under the proposed Act.

PART VIII

48. Part VIII contains the provisions for savings and transitional.
49. *Clause 41* contains the provision for vesting of powers, rights, privileges, liabilities, responsibilities and obligations of the dissolved Kumpulan Wang to the Yayasan after being dissolved on the appointed date in accordance with the law.
50. *Clause 42* seeks to provide for the vesting of property from the dissolved Kumpulan Wang to the Yayasan.
51. *Clause 43* seeks to provide for the transition of deeds, bonds, agreements, instruments and working arrangements vested in the dissolved Kumpulan Wang to the Yayasan.
52. *Clause 44* seeks to provide for the transfer of moneys in the fund of the dissolved Kumpulan Wang to the Yayasan.
53. *Clause 45* deals with the offer given to the employees of the dissolved Kumpulan Wang to continue as employees of the Yayasan.
54. *Clause 46* seeks to provide for the continuity of pending applications, approvals or decision, or appeal under the dissolved Kumpulan Wang to be dealt by the Yayasan.
55. *Clause 47* provides for the continuity of civil and criminal proceedings.
56. *Clause 48* states that the reference in written law or documents referring to the dissolved Kumpulan Wang shall be construed as reference to the Yayasan.
57. *Clause 49* allows the use of the name “Kumpulan Wang Simpanan Guru” by the Yayasan and prohibits the use of such name without the approval of the Yayasan.

FINANCIAL IMPLICATION

This Bill will not involve the Government in any extra financial expenditure.

[PN(U)2898]