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AKTA KOPERASI 1993

PERATURAN-PERATURAN KOPERASI 2010

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## AKTA KOPERASI 1993

## PERATURAN-PERATURAN KOPERASI 2010

PADA menjalankan kuasa yang diberikan oleh seksyen 86 Akta Koperasi 1993 [*Akta 502*], Suruhanjaya, dengan kelulusan Menteri, membuat peraturan-peraturan yang berikut:

## BAHAGIAN I

## PERMULAAN

**Nama dan permulaan kuat kuasa**

1. (1) Peraturan-peraturan ini bolehlah dinamakan **Peraturan-Peraturan Koperasi 2010**.

(2) Peraturan-Peraturan ini mula berkuat kuasa pada 1 Januari 2011.

**Tafsiran**

2. Dalam Peraturan-Peraturan ini, melainkan jika konteksnya menghendaki makna yang lain—

“akaun teraudit” termasuklah penyata kewangan, dan laporan Lembaga dan laporan juruaudit di bawah subseksyen 59(1) Akta;

“institusi perbankan” ertinya mana-mana bank, syarikat kewangan atau bank perdagangan yang dilesenkan di bawah Akta Bank dan Institusi-Institusi Kewangan 1989 [*Akta 372*], mana-mana bank Islam yang dilesenkan di bawah Akta Bank Islam 1983 [*Akta 276*] atau mana-mana institusi kewangan pembangunan yang ditetapkan di bawah Akta Institusi Kewangan Pembangunan 2002 [*Akta 618*];

“penyata kewangan” ertinya akaun perdagangan dan untung rugi, akaun pembahagian keuntungan, kunci kira-kira dan apa-apa penyata yang ditentukan oleh Suruhanjaya.

## BAHAGIAN II

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**Permohonan bagi pendaftaran**

3. (1) Suatu permohonan bagi pendaftaran sesuatu koperasi hendaklah dibuat kepada Suruhanjaya dalam borang yang dinyatakan dalam Jadual Pertama dan hendaklah ditandatangani mengikut subseksyen 6(1) Akta.

- (2) Tiap-tiap permohonan bagi pendaftaran hendaklah disertai dengan—
- (a) tiga salinan undang-undang kecil yang dicadangkan bagi koperasi yang ditandatangani oleh pemohon;
  - (b) satu salinan minit mesyuarat agung permulaan yang ditandatangani mengikut perenggan 6(2)(b) atau (c) Akta; dan
  - (c) fi bagi pendaftaran yang ditetapkan dalam Peraturan-Peraturan Koperasi (Fi) 2010 [P.U. (A) 131/2010].

(3) Jika permohonan yang dikemukakan di bawah subperaturan (1) tidak mematuhi Akta atau Peraturan-Peraturan ini, Suruhanjaya boleh mengembalikan permohonan itu kepada pemohon dan mengarahkan supaya apa-apa perubahan yang perlu dibuat kepada permohonan itu dalam tempoh yang dinyatakan oleh Suruhanjaya.

#### **Maklumat tambahan sebelum pendaftaran**

4. Suruhanjaya boleh secara bertulis pada bila-bila masa selepas menerima permohonan bagi pendaftaran dan sebelum permohonan itu ditentukan, menghendaki pemohon supaya memberikan maklumat tambahan yang berhubungan dengan perkara yang berikut:

- (a) kepentingan ekonomi bakal anggota jika koperasi yang dicadangkan didaftarkan;
- (b) daya maju aktiviti yang akan dijalankan oleh koperasi yang dicadangkan;
- (c) kecukupan modal bagi permulaan operasi koperasi yang dicadangkan; dan
- (d) keupayaan orang untuk mengarah dan menguruskan hal-ehwal koperasi yang dicadangkan mengikut undang-undang kecilnya yang dicadangkan.

#### **Pendaftaran**

5. (1) Selepas memberikan pertimbangan yang sewajarnya kepada permohonan bagi pendaftaran atau permohonan yang diubah menurut subperaturan 3(3) dan apa-apa maklumat tambahan yang diberikan berhubung dengan permohonan itu, Suruhanjaya hendaklah—

- (a) apabila berpuas hati bahawa pemohon boleh didaftarkan; dan
- (b) selepas menerima fi bagi pendaftaran yang ditetapkan dalam Peraturan-Peraturan Koperasi (Fi) 2010,

mengeluarkan kepada pemohon suatu perakuan pendaftaran.

(2) Selepas pendaftaran koperasi oleh Suruhanjaya, kesemua tiga salinan undang-undang kecil koperasi itu hendaklah ditandatangani dan dimeterai oleh Suruhanjaya, dan satu salinan undang-undang kecil yang ditandatangani dan dimeterai sedemikian hendaklah dikembalikan kepada koperasi itu bersama-sama dengan perakuan pendaftaran yang dikeluarkan oleh Suruhanjaya.

## BAHAGIAN III

## KEWAJIPAN DAN OBLIGASI KOPERASI

**Undang-undang kecil**

6. Sesuatu koperasi hendaklah memperuntukkan perkara yang berikut dalam undang-undang kecilnya:

- (a) nama dan alamat berdaftar koperasi;
- (b) kawasan operasi koperasi;
- (c) tujuan yang baginya koperasi ditubuhkan dan maksud yang baginya kumpulan wangnya boleh digunakan;
- (d) kelayakan yang dikehendaki bagi keanggotaan dalam koperasi, terma bagi penerimaan masuk anggota dan cara penggantungan dan pemecatan anggota;
- (e) hak dan liabiliti anggota;
- (f) cara untuk mendapatkan modal koperasi;
- (g) cara pelantikan, pengosongan jawatan, penggantungan, peletakan jawatan dan pemecatan pegawai koperasi, selain anggota Lembaga, dan kewajipan dan kuasa pegawai itu;
- (h) cara memanggil dan menjalankan mesyuarat dan hak untuk mengundi;
- (i) penjalanan am urusan koperasi itu;
- (j) pengagihan untung bersih teraudit koperasi;
- (k) pemberikuasaan pegawai koperasi untuk menandatangani dokumen bagi pihak koperasi;
- (l) cara menerima dan mengeluarkan syer atau yuran anggota; dan
- (m) cara dan peratusan pembayaran yang dibuat melalui kumpulan wang yang diwujudkan daripada pengagihan untung bersih teraudit bagi kebajikan anggotanya dan masyarakat.

**Pindaan undang-undang kecil**

7. (1) Sesuatu koperasi boleh, selepas pendaftarannya, meminda undang-undang kecilnya mengikut cara yang berikut:

- (a) tiap-tiap pindaan hendaklah dibuat mengikut sesuatu ketetapan yang diluluskan oleh undi majoriti di mesyuarat agung koperasi;
- (b) sesuatu notis yang tidak kurang daripada lima belas hari sebelum mesyuarat agung itu hendaklah diberikan kepada anggota atau perwakilannya; dan
- (c) tidak kurang daripada dua pertiga daripada jumlah keseluruhan anggota atau perwakilan koperasi, atau kedua-duanya, mengikut mana-mana yang berkenaan, hendaklah hadir di mesyuarat agung itu.

(2) Walau apa pun subperaturan (1), Suruhanjaya boleh, melalui arahan bertulis, mengisytiharkan bahawa—

- (a) dalam hal sesuatu koperasi asas yang mesyuarat agung dihadiri oleh anggota individu, kuorum bagi pindaan undang-undang kecil adalah sebagaimana yang dinyatakan dalam Jadual Kedua, mengikut mana-mana yang kurang; atau
- (b) dalam hal sesuatu koperasi yang mesyuarat agung dihadiri oleh perwakilan, kuorum bagi pindaan undang-undang kecil adalah satu pertiga daripada jumlah keseluruhan perwakilan koperasi itu, atau lima ratus perwakilan, mengikut mana-mana yang kurang, yang hadir di mesyuarat agung itu.

(3) Tiada undang-undang kecil boleh dipinda di bawah subperaturan (2) melainkan jika dua pertiga daripada anggota atau perwakilan yang hadir di mesyuarat agung itu mengundi untuk menyokong meluluskan ketetapan mengenai cadangan itu.

(4) Koperasi hendaklah mengemukakan suatu permohonan bagi pendaftaran pindaan kepada undang-undang kecilnya dalam borang yang dinyatakan dalam Jadual Ketiga dalam masa tiga bulan dari tarikh mesyuarat agung yang meluluskan pindaan itu, dan permohonan itu hendaklah disertai dengan—

- (a) tiga salinan pindaan kepada undang-undang kecil itu;
- (b) satu salinan ketetapan mesyuarat agung yang meluluskan pindaan itu; dan
- (c) fi pendaftaran yang ditetapkan dalam Peraturan-Peraturan Koperasi (Fi) 2010.

(5) Jika Suruhanjaya meluluskan permohonan yang dibuat di bawah subperaturan (4), Suruhanjaya hendaklah mendaftarkan pindaan kepada undang-undang kecil itu dan mengembalikan kepada koperasi satu salinan pindaan yang diperakui oleh Suruhanjaya bersama-sama dengan perakuan pendaftaran pindaan kepada undang-undang kecil itu.

## **Penama**

8. (1) Tiap-tiap koperasi hendaklah menyimpan suatu Daftar Penama.

(2) Penama boleh menjadi seorang anggota koperasi jika dia diterima masuk mengikut undang-undang kecil koperasi itu.

(3) Mana-mana anggota koperasi yang bukan beragama Islam boleh, secara bertulis, di hadapan sekurang-kurangnya dua saksi yang mengakusaksikan perkara yang sama atau melalui suatu akuan yang dibuat dengan sewajarnya, menamakan mana-mana orang yang kepadanya syer, pulangan atau kepentingan atau nilai syer, pulangan atau kepentingan itu atau apa-apa wang yang disebut dalam seksyen 24 Akta yang kena dibayar kepadanya boleh, apabila anggota itu mati, dibayar atau dipindahkan mengikut seksyen sedemikian, dan boleh dengan cara yang seumpama, dari semasa ke semasa, membatalkan atau mengubah penamaan itu.

(4) Melainkan jika undang-undang kecil koperasi memperuntukkan bagi apa-apa cara pengiraan yang lain, nilai syer, pulangan atau kepentingan anggota yang dibayar kepada penama di bawah subperaturan (3) hendaklah, tertakluk kepada akaun teraudit yang terakhir bagi koperasi itu, terdiri daripada jumlah wang yang sebenarnya dibayar oleh anggota itu untuk memperoleh syer, pulangan atau kepentingan sedemikian.

(5) Jika penama ialah seorang kanak-kanak, resit yang diberikan olehnya atau penjaganya bagi apa-apa wang yang dibayar kepada kanak-kanak itu oleh koperasi adalah suatu pelepasan tanggungan yang mencukupi bagi koperasi berkenaan dengan wang itu.

### **Salinan catatan buku**

9. Bagi maksud seksyen 16 Akta, suatu salinan apa-apa catatan dalam sesuatu buku koperasi boleh diperakui melalui suatu akuan yang bertarik dan ditandatangani oleh pengerusi, setiausaha atau mana-mana orang yang diberi kuasa oleh Lembaga koperasi, dan adalah suatu salinan benar catatan sedemikian.

## **BAHAGIAN IV**

### **HAK DAN LIABILITI ANGGOTA**

#### **Menandatangani akuan**

10. (1) Sebelum seseorang diterima masuk sebagai anggota sesuatu koperasi, dia hendaklah menandatangani suatu akuan bahawa dia akan terikat dengan undang-undang kecil yang sedia ada bagi koperasi itu dan apa-apa pindaan kepada undang-undang kecil itu semasa tempoh keanggotaannya.

(2) Seseorang yang telahpun menjadi anggota atas sebab penyertaannya dalam permohonan bagi pendaftaran koperasi itu dan yang telah menandatangani minit mesyuarat agung permulaan dikehendaki menandatangani surat akuan yang seumpama sebagaimana yang disebut dalam subperaturan (1).

#### **Penggantungan dan penamatan anggota koperasi**

11. (1) Lembaga boleh menggantung mana-mana anggota koperasi jika majoriti anggota Lembaga berpuas hati bahawa anggota itu telah bertindak dengan cara yang memudaratkan kepentingan koperasi atau pergerakan koperasi.

(2) Tiada seorang anggota koperasi boleh digantung melainkan jika dia telah diberikan peluang untuk didengar di mesyuarat agung.

(3) Seorang anggota yang digantung di bawah subperaturan (1) hendaklah, mulai dari tarikh penggantungan itu, berhenti menjalankan segala haknya dalam koperasi itu dan tidak berhak untuk menerima apa-apa faedah selama tempoh penggantungan itu.

(4) Apa-apa penggantungan keanggotaan di bawah subperaturan (1) adalah tertakluk kepada pengesahan majoriti anggota di mesyuarat agung terawal yang diadakan selepas penggantungan itu.

(5) Pengesahan penggantungan keanggotaan anggota itu oleh mesyuarat agung di bawah subperaturan (4) hendaklah disifatkan mula berkuat kuasa dari tarikh penggantungan anggota itu.

(6) Selepas pengesahan penggantungan keanggotaan oleh mesyuarat agung, keanggotaan anggota itu hendaklah ditamatkan mulai dari tarikh mesyuarat agung itu.

(7) Jika penggantungan anggota di bawah subperaturan (1) tidak disahkan oleh mesyuarat agung, koperasi hendaklah mengekalkan jawatan anggota itu, dan apa-apa faedah yang patut diterima oleh anggota itu selama tempoh penggantungannya hendaklah dibayar kepadanya dengan serta-merta.

### **Pemecatan daripada keanggotaan**

12. Sesuatu koperasi hendaklah memecat daripada keanggotaannya mana-mana orang yang diterima masuk sebagai anggota koperasi itu bertentangan dengan seksyen 26 dan 27 Akta.

## **BAHAGIAN V**

### **ORGANISASI DAN PENGURUSAN KOPERASI**

#### **Mesyuarat agung permulaan**

13. (1) Sebagai tambahan kepada seksyen 38 Akta, mesyuarat agung permulaan hendaklah membincangkan perkara yang berikut:

- (a) menimbang dan meluluskan belanjawan tahunan koperasi;
- (b) meluluskan elaun yang diberikan kepada anggota Lembaga dan saraan yang dibayar kepada mana-mana anggota Lembaga yang dilantik sebagai pengarah subsidiarinya, jika ada;
- (c) meluluskan pelantikan suatu panel yang tidak kurang daripada dua orang juruaudit, yang merupakan juruaudit yang diluluskan oleh Suruhanjaya atau pegawai Suruhanjaya, untuk mengaudit akaun koperasi;
- (d) menimbang dan meluluskan ruang lingkup dan had pelaburan yang dibiayai oleh kumpulan wang lebihan koperasi; dan
- (e) menentukan had maksimum keterhutangan koperasi.

(2) Mesyuarat agung permulaan hendaklah dihadiri oleh—

- (a) sekurang-kurangnya lima puluh orang individu, bagi suatu koperasi asas;

- (b) sekurang-kurangnya dua koperasi asas, bagi suatu koperasi menengah; dan
- (c) sekurang-kurangnya dua koperasi menengah atau sekurang-kurangnya satu koperasi menengah dan satu koperasi asas, bagi suatu koperasi atasan.

#### **Fungsi mesyuarat agung tahunan dan mesyuarat agung khas**

14. (1) Fungsi mesyuarat agung tahunan koperasi hendaklah termasuk yang berikut:

- (a) mengesahkan minit mesyuarat agung tahunan yang terdahulu dan mana-mana mesyuarat agung khas yang berselang;
- (b) membentangkan laporan Lembaga dan Jawatankuasa Audit Dalam;
- (c) menimbang dan meluluskan akaun teraudit koperasi dan subsidiarinya, jika ada, termasuk laporan Lembaga di bawah perenggan 59(1)(c) Akta dan laporan juruaudit, dan pengagihan untung bersih teraudit, jika ada;
- (d) melantik anggota Lembaga;
- (e) menimbang dan meluluskan belanjawan tahunan koperasi bagi tahun kewangan yang berikutnya;
- (f) membentangkan suatu laporan berkenaan dengan penerimaan deposit dan pinjaman daripada anggota dan bukan anggota;
- (g) meluluskan elaun yang akan diberikan kepada anggota Lembaga, dan saraan yang akan dibayar kepada mana-mana anggota Lembaga yang dilantik sebagai pengarah subsidiarinya, jika ada;
- (h) meluluskan pelantikan suatu panel yang tidak kurang daripada dua orang juruaudit, yang merupakan juruaudit yang diluluskan oleh Suruhanjaya atau pegawai Suruhanjaya, untuk mengaudit akaun koperasi;
- (i) menimbang dan meluluskan ruang lingkup dan had pelaburan kumpulan wang lebihan koperasi mengikut seksyen 54 Akta;
- (j) menimbang dan meluluskan surat cara skim simpanan, deposit atau pinjaman, jika ada;
- (k) menentukan had maksimum keterhutangan koperasi;
- (l) melantik jawatankuasa yang terdiri daripada enam anggota atau perwakilan dan empat anggota Lembaga, untuk menentusahkan draf minit mesyuarat agung tahunan, jika ada;
- (m) mengisytihar atau mengeluarkan syer bonus, jika ada;
- (n) mendengar, menimbang atau memutuskan apa-apa cadangan atau hal urusan lain koperasi yang baginya suatu notis yang tidak kurang daripada tujuh hari sebelum mesyuarat dipanggil telah diberikan kepada koperasi;

- (o) menimbang dan meluluskan apa-apa cadangan pindaan kepada undang-undang kecil koperasi;
- (p) mendengar dan memutuskan apa-apa aduan yang dibawa oleh mana-mana anggota koperasi yang terkilan dengan keputusan Lembaga, yang baginya suatu notis yang tidak kurang daripada tujuh hari sebelum mesyuarat dipanggil telah diberikan kepada koperasi; dan
- (q) menimbang dan meluluskan mana-mana laporan yang dikehendaki supaya dikemukakan mengikut Peraturan-Peraturan ini.

(2) Walau apa pun subperaturan (1), fungsi yang dinyatakan dalam perenggan (1)(g), (h), (i), (j), (k), (l), (m), (n), (o), (p) dan (q) boleh diputuskan dalam mesyuarat agung khas yang dipanggil di bawah subseksyen 40(1) Akta.

(3) Walau apa pun subperaturan (1), fungsi yang dinyatakan dalam subperaturan itu boleh diputuskan dalam mesyuarat agung khas yang dipanggil oleh Suruhanjaya di bawah subseksyen 40(2) Akta.

#### **Kuorum bagi mesyuarat agung tahunan dan mesyuarat agung khas**

15. (1) Kuorum bagi mesyuarat agung tahunan dan mesyuarat agung khas koperasi yang dipanggil bagi apa-apa maksud, selain untuk meminda undang-undang kecil koperasi itu, adalah seperti yang berikut:

- (a) dalam hal suatu koperasi asas yang dihadiri oleh anggota individu, kuorum adalah sebagaimana yang dinyatakan dalam Jadual Keempat, mengikut mana-mana yang kurang; atau
- (b) dalam hal suatu koperasi yang dihadiri oleh perwakilan, kuorum adalah tidak kurang daripada satu pertiga daripada jumlah keseluruhan perwakilan koperasi itu, yang menghadiri mesyuarat itu.

(2) Sesuatu mesyuarat agung tahunan yang tidak boleh diteruskan kerana tidak cukup kuorum pada tarikh yang ditetapkan hendaklah, jika dipanggil menurut subseksyen 39(1) Akta, ditangguhkan ke tarikh lain yang tidak kurang daripada empat belas hari tetapi tidak lebih daripada tiga puluh hari dari tarikh yang ditetapkan itu.

(3) Sesuatu mesyuarat agung khas yang tidak boleh diteruskan kerana tidak cukup kuorum pada tarikh yang ditetapkan hendaklah—

- (a) jika dipanggil oleh Lembaga, atau atas rekuisisi anggota atau perwakilan menurut subseksyen 40(1) Akta, dibatalkan; atau
- (b) jika dipanggil oleh Suruhanjaya menurut subseksyen 40(2) Akta, ditangguhkan ke tarikh lain yang tidak kurang daripada empat belas hari tetapi tidak lebih daripada tiga puluh hari dari tarikh yang ditetapkan itu.

(4) Walau apa pun subperaturan (1), bagi maksud subperaturan (2) dan perenggan (3)(b)—

- (a) apa-apa jumlah anggota atau perwakilan, yang tidak kurang daripada dua kali jumlah anggota Lembaga, yang menghadiri mesyuarat itu pada tarikh yang lain itu hendaklah disifatkan membentuk suatu kuorum;
- (b) notis penangguhan mesyuarat agung tahunan atau mesyuarat agung khas, mengikut mana-mana yang berkenaan, hendaklah dihantar kepada semua anggota atau perwakilan dalam masa tujuh hari dari tarikh yang ditetapkan;
- (c) perkara yang dicadangkan untuk dibincangkan pada tarikh yang ditetapkan di mesyuarat agung tahunan atau mesyuarat agung khas yang ditangguhkan hendaklah dibincangkan di mesyuarat yang diadakan pada tarikh yang lain itu; dan
- (d) keputusan yang dibuat di mesyuarat agung tahunan atau mesyuarat agung khas yang diadakan pada tarikh yang lain itu melalui undi dua pertiga daripada anggota atau perwakilan yang menghadiri mesyuarat itu dan berhak untuk mengundi hendaklah diterima.

(5) Walau apa pun perenggan (1)(a), Suruhanjaya boleh, melalui arahan bertulis dan atas permohonan suatu koperasi asas yang tidak tertakluk kepada perenggan 37(a) Akta, menentukan bahawa kuorum bagi mesyuarat agung khas koperasi asas itu yang dipanggil bagi apa-apa maksud, selain untuk meminda undang-undang kecil, hendaklah tidak kurang daripada satu perdua puluh daripada jumlah keseluruhan anggota koperasi asas itu.

### **Belanjawan tahunan**

16. (1) Tiap-tiap koperasi hendaklah menyediakan belanjawan tahunan bagi tahun kewangan yang berikutnya dalam apa-apa bentuk yang menunjukkan dengan jelas semua butiran pendapatan dan perbelanjaan dan hendaklah dikemukakan bagi kelulusan mesyuarat agung tahunan.

(2) Perbelanjaan koperasi semasa tahun kewangan itu tidak boleh melebihi lima peratus daripada amaun yang diperuntukkan dalam belanjawan tahunan yang disediakan di bawah subperaturan (1), kecuali dengan kelulusan mesyuarat agung tahunan.

### **Urusan mesyuarat agung wilayah atau kawasan**

17. (1) Sesuatu mesyuarat agung wilayah atau kawasan sesuatu koperasi hendaklah diadakan tidak lewat daripada dua bulan sebelum mesyuarat agung tahunan koperasi itu dan hendaklah membentangkan yang berikut:

- (a) akaun teraudit atau draf akaun koperasi;
- (b) belanjawan tahunan yang akan dibentangkan di mesyuarat agung tahunan koperasi;

- (c) cadangan pindaan kepada undang-undang kecil koperasi, jika ada;
- (d) pemilihan perwakilan ke mesyuarat agung tahunan koperasi; dan
- (e) tertakluk kepada subperaturan (2), cadangan daripada Lembaga dan anggota koperasi.

(2) Apa-apa cadangan daripada Lembaga dan anggota koperasi bagi maksud membentangkan cadangan itu di mesyuarat agung wilayah atau kawasan hendaklah dikemukakan kepada koperasi tidak kurang daripada tujuh hari sebelum mesyuarat itu dipanggil.

(3) Koperasi hendaklah mengadakan dokumen yang mencukupi yang berkaitan dengan perkara yang dinyatakan dalam subperaturan (1) dan mengedarkan dokumen itu kepada anggota yang menghadiri mesyuarat agung wilayah atau kawasan.

(4) Kuorum bagi mesyuarat agung wilayah atau kawasan suatu koperasi adalah sebagaimana yang diperuntukkan dalam undang-undang kecil.

(5) Pemilihan perwakilan di mesyuarat agung wilayah atau kawasan koperasi adalah sah selama dua tahun dari tarikh pemilihan perwakilan itu.

#### **Pelantikan dan tempoh jawatan anggota Lembaga**

18. (1) Dalam menentukan sama ada seseorang layak dan sesuai untuk dilantik sebagai anggota Lembaga, kriteria yang berikut hendaklah diambil kira:

- (a) ketekunan, kewibawaan dan kewajaran keputusannya; dan
- (b) reputasi, perwatakan, integriti dan kejujurannya.

(2) Tertakluk kepada subperaturan (3), tempoh jawatan anggota Lembaga hendaklah tertakluk kepada yang berikut:

- (a) sekurang-kurangnya satu pertiga daripada anggota Lembaga hendaklah mengosongkan jawatan mereka pada setiap tahun di mesyuarat agung tahunan;
- (b) perkiraan yang dinyatakan dalam perenggan (a) hendaklah diulangi secara bergilir-gilir pada setiap tahun di mesyuarat-mesyuarat agung tahunan yang berikutnya berkenaan dengan dua pertiga daripada anggota Lembaga yang lain;
- (c) terma pelantikan anggota Lembaga jika dia mengosongkan jawatannya sebelum mesyuarat agung tahunan; dan
- (d) giliran pengosongan jawatan yang hendaklah diambil kira jika mesyuarat agung tahunan tidak diadakan.

(3) Jika seseorang dilantik sebagai anggota Lembaga oleh Suruhanjaya menurut subperenggan 69(1)(iv)(B) Akta, dia tidak tertakluk kepada perenggan (2)(a), (b) dan (d).

(4) Mana-mana anggota yang mengosongkan jawatannya di bawah subperaturan (2) berhak untuk dilantik semula.

(5) Walau apa pun subperaturan (2), mesyuarat agung tahunan mempunyai kuasa untuk menamatkan pelantikan seluruh atau mana-mana anggota Lembaga, selain anggota Lembaga yang dilantik oleh Suruhanjaya menurut subperenggan 69(1)(iv)(B) Akta, dengan syarat bahawa suatu cadangan bertulis bagi penamatan itu diterima oleh koperasi sekurang-kurangnya tujuh hari sebelum mesyuarat agung tahunan dipanggil.

(6) Seseorang anggota Lembaga boleh mengosongkan jawatannya dengan memberikan notis bertulis yang ditujukan kepada Lembaga empat belas hari sebelum tarikh peletakan jawatan yang diniatkan itu, dan Lembaga boleh menerima peletakan jawatan itu dan mengisi mana-mana kekosongan tertakluk kepada undang-undang kecil.

#### **Butir-butir mengenai anggota Lembaga**

19. (1) Koperasi hendaklah menyerahkan simpan dengan Suruhanjaya suatu senarai anggota Lembaga mengikut perenggan 14(1)(a) Akta yang mengandungi butir-butir yang berkaitan sebagaimana yang ditentukan oleh Suruhanjaya.

(2) Apa-apa perubahan kepada butir-butir anggota Lembaga boleh dibuat, dengan syarat bahawa suatu notis bertulis diberikan oleh koperasi kepada Suruhanjaya dalam masa lima belas hari daripada perubahan itu.

#### **Anggota Lembaga hendaklah menanggung kerugian**

20. Seorang anggota Lembaga koperasi hendaklah menanggung rugi koperasi bagi apa-apa kerugian yang ditanggung oleh koperasi akibat daripada apa-apa transaksi yang disempurnakan olehnya tanpa kebenaran Lembaga.

#### **Penggantungan dan penamatan anggota Lembaga**

21. (1) Lembaga boleh menggantung mana-mana anggota Lembaga, jika majoriti anggota Lembaga berpuas hati bahawa anggota itu telah bertindak dengan cara yang memudaratkan kepentingan koperasi.

(2) Tiada seseorang anggota Lembaga boleh digantung melainkan jika dia telah diberikan peluang untuk didengar di mesyuarat Lembaga.

(3) Mana-mana anggota Lembaga yang digantung di bawah subperaturan (1) hendaklah, mulai dari tarikh penggantungan itu, berhenti menjalankan segala hak, kewajipan dan tanggungjawab sebagai anggota Lembaga koperasi itu, dan dia tidak berhak untuk menerima apa-apa elaun selama tempoh penggantungan itu.

(4) Mana-mana anggota Lembaga yang digantung boleh ditamatkan tertakluk kepada pengesahan majoriti anggota yang diberikan di mesyuarat agung terawal yang diadakan selepas penggantungan itu.

(5) Penamatan anggota Lembaga yang digantung hendaklah berkuat kuasa dari tarikh penggantungannya.

(6) Jika penamatan mana-mana anggota Lembaga tidak disahkan oleh mesyuarat agung, koperasi hendaklah mengekalkan jawatan anggota itu dan apa-apa elaun yang sepatutnya kena dibayar kepada anggota itu selama tempoh penggantungannya hendaklah dibayar kepadanya dengan serta-merta.

### **Tempoh jawatan Jawatankuasa Audit Dalam**

22. (1) Tempoh jawatan setiap anggota Jawatankuasa Audit Dalam ialah satu tahun dan boleh dilanjutkan oleh Lembaga pada setiap tahun.

(2) Apa-apa kekosongan dalam Jawatankuasa Audit Dalam hendaklah diisikan oleh Lembaga dalam masa tiga puluh hari dari tarikh kekosongan itu dengan melantik mana-mana anggota yang layak.

### **Hilang kelayakan sebagai anggota Jawatankuasa Audit Dalam**

23. Mana-mana orang hilang kelayakan daripada menjadi anggota Jawatankuasa Audit Dalam yang ditubuhkan menurut seksyen 42A Akta, jika dia—

- (a) telah disabitkan atas kesalahan di bawah Akta;
- (b) telah ditamatkan sebagai pegawai koperasi;
- (c) menjadi anggota Lembaga koperasi; atau
- (d) mempunyai apa-apa hutang tertunggak yang melebihi enam bulan kepada mana-mana koperasi atau institusi perbankan.

## BAHAGIAN VI

### HARTA DAN KUMPULAN WANG KOPERASI

#### **Penerbitan bon atau debentur**

24. Penerbitan bon atau debentur oleh koperasi adalah tertakluk kepada syarat-syarat yang ditentukan oleh Suruhanjaya.

#### **Syer tidak boleh disandarkan sebagai cagaran**

25. Syer anggota koperasi tidak boleh disandarkan kepada koperasi itu oleh anggotanya sebagai cagaran bagi suatu pinjaman.

**Pemindahan syer**

26. Mana-mana anggota boleh memindahkan syernya kepada anggota yang lain yang melebihi sumbangan minimum yang dinyatakan dalam undang-undang kecil koperasi, dengan syarat bahawa pemindahan itu tidak berkuat kuasa sehingga borang pemindahan ditandatangani oleh anggota yang lain itu dan didaftarkan oleh koperasi itu.

**Pembayaran syer atau yuran daripada Kumpulan Wang Rizab Statutori**

27. Suatu koperasi boleh membuat pembayaran kepada anggotanya daripada Kumpulan Wang Rizab Statutori bagi syer atau yuran yang dikeluarkan oleh anggota, dan hendaklah memastikan bahawa pada setiap masa baki dalam kumpulan wang itu tidak kurang daripada lima belas peratus daripada jumlah syer dan yuran koperasi itu.

**Penerbitan syer bonus**

28. Suatu koperasi boleh, dengan kelulusan bertulis Suruhanjaya, dalam mesyuarat agungnya, mengisytiharkan dan menerbitkan syer bonus di bawah seksyen 55 Akta—

- (a) kepada anggota yang namanya terdapat dalam daftar anggota pada tarikh pengisytiharan syer bonus itu; dan
- (b) berdasarkan syer yang dipegang oleh setiap anggota seperti pada dua belas bulan sebelum tarikh pengisytiharan syer bonus itu.

**BAHAGIAN VII****AKAUN DAN AUDIT****Pelantikan dan tanggungjawab juruaudit**

29. (1) Suatu koperasi yang bercadang untuk mengambil perkhidmatan seorang juruaudit di bawah subseksyen 60(1) Akta hendaklah memastikan bahawa—

- (a) juruaudit itu diluluskan oleh mesyuarat agung tahunan; dan
- (b) suatu surat cara pelantikan yang sepatutnya disempurnakan yang menyatakan tempoh pelantikan itu, fi audit yang boleh dikenakan, ruang lingkup pengauditan dan apa-apa perkara lain yang berkaitan.

(2) Koperasi hendaklah memberitahu Suruhanjaya mengenai pelantikan juruaudit itu dengan mengemukakan kepada Suruhanjaya suatu salinan surat cara pelantikan yang disebut dalam perenggan 1(b).

(3) Koperasi hendaklah menyediakan suatu senarai buku dan dokumen yang telah diserahkan kepada juruaudit dan dibawa keluar dari premis koperasi itu, yang suatu salinan senarai itu, yang di atasnya juruaudit mengaku penerimaannya, hendaklah disimpan oleh koperasi.

(4) Suruhanjaya hendaklah pada setiap masa mempunyai akses kepada kertas kerja pengauditan juruaudit itu.

(5) Jika koperasi gagal mengemukakan kepada juruaudit penyata kewangan yang dikehendaki bagi maksud pengauditan dalam tempoh lima belas hari selepas tamat tempoh yang dinyatakan dalam subseksyen 58(3) Akta, juruaudit hendaklah melaporkan perkara itu kepada Suruhanjaya.

(6) Juruaudit hendaklah menyelesaikan pengauditan koperasi dalam tempoh dua bulan selepas menerima penyata kewangan berserta dengan apa-apa dokumen lain koperasi itu yang dikehendaki bagi maksud pengauditan.

(7) Juruaudit hendaklah, selepas selesai pengauditan itu dalam tempoh yang dinyatakan dalam subperaturan (6), mengemukakan kepada Suruhanjaya laporan pengurusan juruaudit berkenaan dengan koperasi itu.

### **Obligasi juruaudit**

30. Seseorang juruaudit hendaklah pada setiap masa mempunyai akses kepada rekod perakaunan dan rekod lain, termasuk daftar, koperasi dan boleh menghendaki—

- (a) pada masa mengaudit, kehadiran mana-mana pegawai atau bekas pegawai, ejen, pekhidmat atau anggota koperasi yang dia mempunyai sebab untuk mempercayai boleh memberikan maklumat material berkaitan dengan apa-apa transaksi koperasi itu atau pengurusan hal-ehwal dan urusannya; dan
- (b) pengemukaan apa-apa buku atau dokumen yang berhubungan dengan hal-ehwal dan urusan koperasi, atau apa-apa wang tunai atau sekuriti yang dipunyai oleh koperasi itu, oleh mana-mana pegawai atau bekas pegawai, ejen, pekhidmat atau anggota koperasi yang memiliki buku, dokumen, wang tunai atau sekuriti itu di mana-mana tempat dan pada bila-bila masa yang dinyatakan olehnya.

### **Buku, akaun dan penyata kewangan**

31. (1) Menurut seksyen 58 Akta, suatu koperasi hendaklah menyediakan penyata kewangan dalam bentuk yang ditentukan oleh Suruhanjaya.

(2) Suatu senarai terperinci mengenai butir-butir perbelanjaan Lembaga dan pembayaran kepada anggota individu Lembaga hendaklah dimasukkan dalam nota kepada akaun untung rugi koperasi itu.

(3) Rekod yang disebut dalam subseksyen 58(1) Akta hendaklah disimpan oleh koperasi selama tempoh enam tahun selepas tarikh selesai pengauditan itu.

**Pengemukakan maklumat dan dokumen tambahan**

32. Menurut subseksyen 59(2) Akta, Suruhanjaya boleh, bagi membolehkan Suruhanjaya membuat pemerhatian yang sepatutnya mengenai akaun yang diaudit dengan sewajarnya dan kunci kira-kira koperasi dan subsidiarinya, jika ada, menghendaki juruaudit koperasi dan koperasi untuk mengemukakan kepadanya maklumat dan dokumen tambahan.

## BAHAGIAN VIII

## PERTIKAIAN

**Rujukan pertikaian**

33. (1) Sesuatu pertikaian di bawah subseksyen 82(1) Akta boleh dirujuk kepada Suruhanjaya oleh mana-mana pihak kepada pertikaian itu dalam borang yang dinyatakan dalam Jadual Kelima.

(2) Tiap-tiap rujukan pertikaian di bawah subperaturan (1) hendaklah disertai dengan fi bagi penyelesaian pertikaian yang ditetapkan dalam Peraturan-Peraturan Koperasi (Fi) 2010.

(3) Jika suatu pertikaian melibatkan sejumlah wang yang kena dibayar oleh seseorang anggota Lembaga kepada koperasi, rujukan boleh dibuat oleh mana-mana anggota koperasi itu mengikut subperaturan (1).

(4) Jika, menurut perenggan 82(3)(b) Akta, Suruhanjaya memutuskan untuk merujuk suatu pertikaian kepada seorang penimbang tara, Suruhanjaya boleh merujuk pertikaian itu kepada—

(a) seorang penimbang tara tunggal yang dilantik oleh Suruhanjaya; atau

(b) tiga orang penimbang tara yang dilantik seperti yang berikut:

(i) setiap pihak kepada pertikaian itu hendaklah menamakan seorang penimbang tara dalam tempoh lima belas hari dari tarikh pemberitahuan untuk berbuat sedemikian oleh Suruhanjaya; dan

(ii) Suruhanjaya hendaklah menamakan penimbang tara ketiga yang hendaklah juga menjadi Pengerusi.

(5) Bagi maksud subperenggan (4)(b)(i), jika mana-mana pihak kepada pertikaian tidak menamakan seorang penimbang tara dalam tempoh lima belas hari dari tarikh pemberitahuan untuk berbuat sedemikian, Suruhanjaya boleh dengan sendirinya membuat penamaan.

(6) Segala pertikaian, selain pertikaian yang dinyatakan dalam subseksyen 82(1) dan (2) Akta, hendaklah dirujuk kepada mesyuarat agung koperasi untuk penyelesaian.

(7) Apa-apa persoalan tentang sama ada pertikaian tersebut termasuk dalam pengertian subseksyen 82(1) dan (2) Akta hendaklah ditentukan oleh Suruhanjaya dan keputusannya adalah muktamad.

## BAHAGIAN IX

### PERGABUNGAN

#### **Pergabungan sukarela antara koperasi**

34. (1) Tiap-tiap koperasi yang bercadang untuk bergabung dengan koperasi lain hendaklah berunding dengan Suruhanjaya untuk menentukan kemungkinan atau sebaliknya pergabungan tersebut.

(2) Tiap-tiap koperasi yang bercadang untuk bergabung hendaklah menerima pakai suatu ketetapan yang dibuat di mesyuarat agung yang mempersetujui pergabungan itu dan tarikh kuat kuasa pergabungan sedemikian.

(3) Tiap-tiap anggota koperasi hendaklah dimaklumkan tentang ketetapan yang dibuat di bawah subperaturan (2), dan hendaklah diminta untuk menyatakan secara bertulis persetujuannya atau sebaliknya kepada cadangan pergabungan itu dan pemindahan aset dan liabilitinya dalam koperasi kepada koperasi gabungan yang dicadangkan itu dalam borang yang dinyatakan dalam Jadual Keenam.

(4) Sekurang-kurangnya tiga perempat daripada jumlah keanggotaan koperasi seperti pada tarikh ketetapan dibuat di bawah subperaturan (2) hendaklah mempersetujui pergabungan itu dan—

- (a) bahawa koperasi itu menjadi suatu koperasi yang baru yang pendaftarannya dibuat menurut peraturan 3; atau
- (b) bahawa pendaftaran koperasi itu dibatalkan menurut perenggan 71(1)(b) Akta.

(5) Walau apa pun pembatalan pendaftaran koperasi di bawah perenggan (4)(b), koperasi itu hendaklah terus menunaikan kewajibannya dalam menyelesaikan proses pergabungan yang belum diselesaikan pada tarikh pergabungan itu.

(6) Bagi maksud pergabungan, aset anggota hendaklah termasuk—

- (a) syer atau yuran;
- (b) baki keuntungan yang belum dibahagikan pada hari sebelum tarikh pergabungan itu;
- (c) wang dalam mana-mana kumpulan wang rizab dan akaun rizab modal; dan
- (d) wang dalam simpanan khas, deposit dan pinjaman.

(7) Semua penghutang, penjamin dan penggerenti hendaklah dimaklumkan mengenai ketetapan untuk bergabung dan hendaklah diminta untuk menyatakan secara bertulis mengenai persetujuan mereka atau sebaliknya terhadap pemindahan liabiliti mereka dalam koperasi itu kepada koperasi gabungan.

(8) Jika penjamin dan penggerenti membantah pemindahan liabiliti mereka, penghutang hendaklah mendapatkan penjamin dan penggerenti baru sebelum tarikh pergabungan yang dinyatakan dalam subperaturan (2).

(9) Jika seorang penghutang membantah pemindahan liabilitinya kepada koperasi gabungan, penghutang itu hendaklah menyelesaikan semua hutangnya kepada koperasi dalam tempoh yang munasabah sebelum tarikh pergabungan yang dinyatakan dalam subperaturan (2).

(10) Semua pemiutang hendaklah dimaklumkan mengenai cadangan pergabungan itu dan hendaklah diminta untuk menyatakan secara bertulis persetujuan mereka atau sebaliknya terhadap pemindahan liabiliti koperasi, yang kena dibayar kepada mereka, kepada koperasi gabungan itu.

(11) Jika bantahan dibangkitkan menurut subperaturan (10), suatu senarai pemiutang yang membantah itu dan amaun yang kena dibayar kepada mereka hendaklah disediakan.

(12) Akaun semua koperasi yang terlibat dalam pergabungan itu hendaklah ditutup sehari sebelum tarikh kuat kuasa pergabungan itu dan akaun ini hendaklah diaudit dengan sewajarnya dalam tempoh tidak melebihi enam bulan dari tarikh pergabungan itu.

(13) Walau apa pun subperaturan (12), Suruhanjaya boleh, atas permohonan mana-mana koperasi yang terlibat dalam pergabungan itu, melanjutkan tempoh itu kepada apa-apa tempoh lain yang difikirkannya patut.

(14) Segala aset dan liabiliti hendaklah dipindahkan kepada koperasi gabungan pada tarikh pergabungan, tetapi sebelum aset dan liabiliti itu dipindahkan, pengumpulan hendaklah dibuat bagi pembayaran balik kesemua wang yang kena dibayar kepada pemiutang dan anggota yang menentang selepas ditolak apa-apa wang yang kena dibayar daripada mereka kepada koperasi.

(15) Apa-apa perbezaan dalam nilai sebagaimana yang ditunjukkan dalam akaun yang diaudit dengan sewajarnya di bawah subperaturan (12) dan aset dan liabiliti yang dipindahkan pada tarikh pergabungan itu hendaklah diambil kira dan pelarasan selanjutnya hendaklah dibuat dengan sewajarnya oleh koperasi gabungan itu.

(16) Pembayaran balik wang yang kena dibayar kepada anggota yang menentang tidaklah termasuk syer bonus hasil daripada apa-apa penilaian semula aset tetap koperasi itu, dan syer bonus itu hendaklah dipindahkan kepada koperasi gabungan dan hendaklah dipegang sebagai amanah bagi pihak anggota yang menentang sehingga syer bonus itu dipindahkan kepada anggota koperasi gabungan itu.

(17) Syer bonus yang dipegang sebagai amanah di bawah subperaturan (16) adalah layak bagi apa-apa dividen yang diisytiharkan dan boleh dibayar oleh koperasi gabungan itu.

(18) Koperasi gabungan itu hendaklah disifatkan telah mengambil alih aset, hak dan liabiliti koperasi-koperasi yang bergabung pada tarikh pergabungan itu.

## BAHAGIAN X

### AKAUN PELIKUIDASIAN KOPERASI DAN KUMPULAN WANG PUSAT KOPERASI

#### **Akaun Pelikuidasian Koperasi**

35. (1) Wang dalam Akaun Pelikuidasian Koperasi yang dipegang menurut subseksyen 75(8) Akta boleh didepositkan atau dilaburkan oleh Suruhanjaya menurut seksyen 37 Akta Suruhanjaya Koperasi Malaysia 2007 [Akta 665]—

- (a) dalam mana-mana institusi perbankan di Malaysia; atau
- (b) dalam mana-mana sekuriti yang diterbitkan oleh Kerajaan Malaysia, Bank Negara Malaysia atau Kerajaan mana-mana Negeri.

(2) Pendapatan bersih yang dihasilkan daripada deposit atau pelaburan di bawah subperaturan (1) hendaklah dikreditkan kepada Kumpulan Wang Pusat Koperasi.

(3) Suruhanjaya hendaklah menyenggarakan akaun dan rekod lain berkenaan dengan pengendalian Akaun Pelikuidasian Koperasi dan hendaklah menyediakan penyata akaun berkenaan dengan setiap tahun kewangan.

(4) Bagi maksud subperaturan (3), tahun kewangan Akaun Pelikuidasian Koperasi hendaklah bermula pada 1 Januari dan berakhir pada 31 Disember dalam tahun kalendar yang sama.

(5) Akaun Pelikuidasian Koperasi hendaklah diaudit pada setiap tahun oleh Ketua Audit Negara atau seorang juruaudit yang dilantik oleh Suruhanjaya.

#### **Kumpulan Wang Pusat Koperasi**

36. (1) Wang dalam Kumpulan Wang Pusat Koperasi yang dipegang menurut subseksyen 75(8) Akta boleh didepositkan atau dilaburkan oleh Suruhanjaya menurut seksyen 37 Akta Suruhanjaya Koperasi Malaysia 2007—

- (a) dalam mana-mana institusi perbankan di Malaysia; atau
- (b) dalam mana-mana sekuriti yang diterbitkan oleh Kerajaan Malaysia, Bank Negara Malaysia atau Kerajaan mana-mana Negeri.

(2) Suruhanjaya boleh menggunakan Kumpulan Wang Pusat Koperasi dan apa-apa pendapatan daripada deposit atau pelaburan di bawah subperaturan (1)—

- (a) untuk membeli tanah dan bangunan; dan
- (b) bagi faedah dan pembangunan pergerakan koperasi.

(3) Semua pembayaran yang dibuat daripada Kumpulan Wang Pusat Koperasi hendaklah melalui baucar yang diperakui oleh Suruhanjaya atau pegawai atau pekerja Suruhanjaya yang diberi kuasa oleh Suruhanjaya.

(4) Akaun Kumpulan Wang Pusat Koperasi hendaklah pada setiap masa berbaki kredit.

(5) Suruhanjaya hendaklah menyenggarakan akaun yang sepatutnya dan rekod lain berkenaan dengan pengendalian Kumpulan Wang Pusat Koperasi dan hendaklah menyediakan penyata akaun berkenaan dengan setiap tahun kewangan.

(6) Bagi maksud subperaturan (5), tahun kewangan Kumpulan Wang Pusat Koperasi hendaklah bermula pada 1 Januari dan berakhir pada 31 Disember dalam tahun kalendar yang sama.

(7) Akaun Kumpulan Wang Pusat Koperasi hendaklah diaudit pada setiap tahun oleh Ketua Audit Negara atau seorang juruaudit yang dilantik oleh Suruhanjaya.

## BAHAGIAN XI

### PELBAGAI

#### **Laporan oleh orang yang dilantik untuk mewakili koperasi**

37. (1) Mana-mana orang yang telah dilantik untuk mewakili koperasi dalam mana-mana mesyuarat, seminar atau forum lain, sama ada di dalam atau di luar negara, yang baginya perbelanjaan ditanggung oleh koperasi, hendaklah mengemukakan suatu laporan ringkas mengenai mesyuarat, seminar atau forum lain itu yang telah dihidirinya kepada mesyuarat agung tahunan koperasi.

(2) Jika orang itu gagal mengemukakan laporan itu, dia hendaklah membayar balik segala perbelanjaan yang ditanggung oleh koperasi berkenaan dengan kehadirannya di mesyuarat, seminar atau forum lain itu, dan koperasi boleh mendapat balik segala perbelanjaan itu daripadanya seolah-olah ia merupakan suatu hutang yang kena dibayar olehnya kepada koperasi.

#### **Masa bagi menyerah simpan dokumen dan memberi maklumat**

38. (1) Bagi maksud Akta dan Peraturan-Peraturan ini, tarikh penyerahsimpanan, pengemukakan atau pemberian dokumen atau maklumat ialah tarikh penerimaan dokumen atau maklumat itu oleh Suruhanjaya.

(2) Jika sesuatu dokumen atau maklumat dikehendaki supaya diserahkan simpan dengan, dikemukakan kepada atau diberikan kepada Suruhanjaya tetapi masa bagi dokumen atau maklumat itu diserahkan simpan, dikemukakan atau diberikan tidak dinyatakan, dokumen atau maklumat itu hendaklah diserahkan simpan, dikemukakan atau diberikan dalam masa satu bulan atau dalam apa-apa tempoh selanjutnya yang boleh dibenarkan oleh Suruhanjaya, dalam hal keadaan khas, selepas berlakunya keadaan yang kepadanya dokumen atau maklumat itu berkaitan.

### **Ketetapan koperasi yang tidak teratur, dsb.**

39. Mana-mana ketetapan yang berkenaan dengan koperasi atau apa-apa tindakan pegawai koperasi atau Lembaga yang tidak termasuk dalam matlamat atau ruang lingkup koperasi itu sebagaimana yang ditafsirkan dalam undang-undang kecil koperasi itu adalah tidak sah, dan Suruhanjaya boleh mengarahkan supaya rekod mengenai ketetapan atau tindakan itu dipotong daripada rekod koperasi itu.

### **Rayuan**

40. Melainkan jika diperuntukkan secara nyata dalam Akta, tiada rayuan boleh dikemukakan terhadap mana-mana perintah yang dibuat oleh Suruhanjaya dalam apa-apa perkara yang diperkatakan dalam Peraturan-Peraturan ini.

### **Pembatalan**

41. Peraturan-Peraturan Koperasi 1995 [*P.U. (A) 551/1994*] (yang disebut "Peraturan-Peraturan yang dibatalkan") dibatalkan.

### **Kecualian dan peralihan**

42. (1) Semua perintah atau arahan yang dibuat menurut Peraturan-Peraturan yang dibatalkan sebelum tarikh permulaan kuat kuasa Peraturan-Peraturan ini hendaklah, pada dan selepas tarikh permulaan kuat kuasa Peraturan-Peraturan ini, disifatkan dibuat di bawah Peraturan-Peraturan ini dan hendaklah terus berkuat kuasa dan mempunyai kesan sehingga ia dipinda atau dibatalkan di bawah Peraturan-Peraturan ini.

(2) Semua permohonan, kelulusan atau keputusan yang belum selesai di bawah Peraturan-Peraturan yang dibatalkan sebelum tarikh permulaan kuat kuasa Peraturan-Peraturan ini, hendaklah pada dan selepas tarikh permulaan kuat kuasa Peraturan-Peraturan ini, terus diuruskan seolah-olah Peraturan-Peraturan ini belum diperbuat.

(3) Tertakluk kepada subseksyen 95(4) Akta, mana-mana daftar yang disimpan atau disenggarakan atau apa-apa kumpulan wang yang dipegang dan ditadbir menurut Peraturan-Peraturan yang dibatalkan hendaklah disifatkan menjadi sebahagian daripada daftar atau kumpulan wang yang bersamaan di bawah Peraturan-Peraturan ini.



JADUAL KEDUA  
[Perenggan 7(2)(a)]

KUORUM BAGI PINDAAN UNDANG-UNDANG KECIL KOPERASI

Jumlah Keanggotaan Koperasi	Kuorum		
	Sebahagian daripada Jumlah Keanggotaan		Bil. Anggota yang hadir
1,000 dan ke bawah	1/3	atau	150
1,001 hingga 3,000	1/4	atau	300
3,001 hingga 6,000	1/6	atau	500
6,001 dan ke atas	1/8	atau	800

JADUAL KETIGA

AKTA KOPERASI 1993

PERATURAN-PERATURAN KOPERASI 2010

[Subperaturan 7(4)]

PERMOHONAN BAGI PENDAFTARAN UNDANG-UNDANG KECIL KOPERASI  
YANG DIPINDA

Di bawah seksyen 18 Akta Koperasi 1993, kami, yang bertandatangan, memohon supaya pindaan kepada undang-undang kecil koperasi kami didaftarkan, yang bagi maksud itu kami dengan ini mengemukakan tiga salinan pindaan kepada undang-undang kecil yang ditandatangani dengan sewajarnya. Kami juga mengemukakan satu salinan ketetapan mesyuarat agung yang meluluskan pindaan itu yang diperakui dengan sewajarnya.

Butir-butir mesyuarat agung yang meluluskan pindaan adalah seperti yang berikut:

- (a) tarikh mesyuarat agung: .....
- (b) bilangan hari notis yang diberikan untuk memanggil mesyuarat agung:  
.....
- (c) jumlah bilangan \*anggota/perwakilan dalam koperasi seperti pada tarikh mesyuarat agung:  
.....
- (d) bilangan \*anggota/perwakilan yang hadir di mesyuarat agung:  
.....
- (e) bilangan \*anggota/perwakilan yang mengundi untuk menyokong pindaan:  
.....

.....  
(Pengerusi)

.....  
(Anggota Lembaga)

.....  
(Anggota Lembaga)

JADUAL KEEMPAT  
[Perenggan 15(1)(a)]

KUORUM BAGI MESYUARAT AGUNG TAHUNAN DAN  
MESYUARAT AGUNG KHAS KOPERASI

Jumlah Keanggotaan Koperasi	Kuorum		
	Sebahagian daripada Jumlah Keanggotaan		Bil. Anggota yang hadir
15 hingga 50	—	atau	15
51 hingga 1,000	1/3	atau	150
1,001 hingga 3,000	1/4	atau	250
3,001 hingga 6,000	1/8	atau	500
6,001 dan ke atas	1/12	atau	650

JADUAL KELIMA  
AKTA KOPERASI 1993

PERATURAN-PERATURAN KOPERASI 2010  
[Subperaturan 33(1)]

RUJUKAN PERTIKAIAN KEPADA SURUHANJAYA KOPERASI MALAYSIA

Di bawah : Seksyen 82 Akta Koperasi 1993; dan  
Peraturan 33 Peraturan-Peraturan Koperasi 2010

Kepada : Pengerusi Eksekutif  
Suruhanjaya Koperasi Malaysia

Tarikh : .....

Nama Koperasi : .....

Tuan,

Saya/Kami, sebagaimana yang dinyatakan di bawah, mengemukakan rujukan pertikaian dalam perenggan 2 borang ini:

**ANTARA**

(a) Nama :  
Alamat :  
Status dalam Koperasi :  
No. Keanggotaan (jika ada) :

(b) Nama :  
 Alamat :  
 Status dalam Koperasi :  
 No. Keanggotaan (jika ada) :

(c) Nama :  
 Alamat :  
 Status dalam Koperasi :  
 No. Keanggotaan (jika ada) :

**DENGAN**

(d) Nama :  
 Alamat :  
 Status dalam Koperasi :  
 No. Keanggotaan (jika ada) :

(e) Nama :  
 Alamat :  
 Status dalam Koperasi :  
 No. Keanggotaan (jika ada) :

(f) Nama :  
 Alamat :  
 Status dalam Koperasi :  
 No. Keanggotaan (jika ada) :

2. Butir-butir pertikaian adalah seperti yang berikut:

.....  
 .....  
 .....  
 .....

(Sila tambah lampiran jika ruang tidak mencukupi)

3. Saya/Kami, yang bertandatangan di bawah, dengan ini merujuk pertikaian tersebut untuk pertimbangan dan keputusan tuan.

Yang benar,

.....  
 Nama:  
 No. Kad Pengenalan:

.....  
 Nama:  
 No. Kad Pengenalan:

.....  
 Nama:  
 No. Kad Pengenalan:

[UNTUK DIISI OLEH SURUHANJAYA]

Kepada

.....  
.....  
.....  
.....

(Nama dan Alamat Pemohon)

Tuan/Puan,

**Rujukan Pertikaian di bawah seksyen 82 Akta Koperasi 1993**

Merujuk kepada permohonan rujukan pertikaian No. .... bertarih .....

2. Suruhanjaya memutuskan rujukan pertikaian seperti yang berikut:

- (a) Suruhanjaya memutuskan sendiri pertikaian
- (b) Suruhanjaya merujuk pertikaian kepada seorang penimbang tara bagi diselesaikan
- (c) Pemohon memfailkan pertikaian kepada Tribunal Koperasi
- (d) Pemohon memfailkan pertikaian di mahkamah

Terima kasih.

“BERKHIDMAT UNTUK NEGARA”  
“CEMERLANG, GEMILANG, TERBILANG”

Yang benar,

(.....)  
bagi pihak Pengerusi Eksekutif  
Suruhanjaya Koperasi Malaysia

JADUAL KEENAM

AKTA KOPERASI 1993

PERATURAN-PERATURAN KOPERASI 2010

[Subperaturan 34(3)]

SURAT PERSETUJUAN/TENTANGAN KEPADA PERGABUNGAN KOPERASI

Saya.....No. Kad Pengenalan..... yang merupakan seorang anggota ..... Koperasi Terhad, dengan ini—

- (i) \* bersetuju bahawa koperasi saya, .....Koperasi Terhad, bergabung dengan ..... Koperasi Terhad.

- (ii) bersetuju untuk memindahkan semua aset dan liabiliti saya dalam koperasi sebagaimana yang diperuntukkan dalam peraturan 34 Peraturan-Peraturan Koperasi 2010;
- (iii) bersetuju menjadi anggota koperasi gabungan;
- (iv) \* menentang pergabungan itu dan saya mengaku janji untuk menyelesaikan semua hutang dan liabiliti saya kepada koperasi sebelum tarikh pergabungan.

Tandatangan : .....

No. Keanggotaan : .....

Saksi (nama) : .....

Tandatangan : .....

No. Kad Pengenalan : .....

No. Keanggotaan : .....

Alamat : .....

Tarikh : .....

\* Potong mana-mana yang tidak berkenaan

Nota: Jika (i) dipotong, (ii) dan (iii) hendaklah dipotong

Dibuat 25 November 2010

[SKM.IP.(AM): 7955(12); PN(PU<sup>2</sup>)527/XV]

DATO' MANGSOR BIN SAAD  
*Pengerusi Eksekutif*  
*Suruhanjaya Koperasi Malaysia*

Diluluskan oleh

DATO' SRI ISMAIL SABRI BIN YAAKOB  
*Menteri Perdagangan Dalam Negeri,*  
*Koperasi dan Kepenggunaan*

CO-OPERATIVE SOCIETIES ACT 1993

CO-OPERATIVE SOCIETIES REGULATIONS 2010

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## CO-OPERATIVE SOCIETIES ACT 1993

## CO-OPERATIVE SOCIETIES REGULATIONS 2010

IN exercise of the powers conferred by section 86 of the Co-operative Societies Act 1993 [Act 502], the Commission, with the approval of the Minister, makes the following regulations:

## PART I

## PRELIMINARY

**Citation and commencement**

1. (1) These regulations may be cited as the **Co-operative Societies Regulations 2010**.
- (2) These Regulations come into operation on 1 January 2011.

**Interpretation**

2. In these Regulations, unless the context otherwise requires—

“audited account” includes a financial statement, and the report of the Board and the auditor’s report under subsection 59(1) of the Act;

“banking institution” means any bank, finance company or merchant bank licensed under the Banking and Financial Institutions Act 1989 [Act 372], any Islamic bank licensed under the Islamic Banking Act 1983 [Act 276] or any development financial institution prescribed under the Development Financial Institutions Act 2002 [Act 618];

“financial statement” means trading and profit and loss accounts, an appropriation account, a balance sheet and any statement as determined by the Commission.

## PART II

## REGISTRATION

**Application for registration**

3. (1) An application for the registration of a co-operative society shall be made to the Commission in the form as specified in the First Schedule and shall be signed in accordance with subsection 6(1) of the Act.

- (2) Every application for registration shall be accompanied with—
- (a) three copies of the proposed by-laws for the Co-operative society signed by the applicant;
  - (b) one copy of the minutes of the inaugural general meeting signed in accordance with paragraph 6(2)(b) or (c) of the Act; and
  - (c) the fees for registration as prescribed in the Co-operative Societies (Fees) Regulations 2010 [P.U. (A) 131/2010].

(3) Where an application submitted under subregulation (1) is not in conformance with the Act or these Regulations, the Commission may return the application to the applicant and direct any necessary alteration to be made to it within the period as specified by the Commission.

#### **Additional information before registration**

4. The Commission may in writing at any time after receiving the application for registration and before it is determined, require the applicant to provide additional information relating to the following matters:

- (a) the economic interests of the prospective members if the proposed co-operative society is registered;
- (b) the viability of the activities to be carried out by the proposed co-operative society;
- (c) the sufficiency of capital for the commencement of operation of the proposed Co-operative society; and
- (d) the capability of persons in directing and managing the affairs of the proposed Co-operative society in accordance with its proposed by-laws.

#### **Registration**

5. (1) After having given due consideration to the application for registration or the application as altered in pursuance of subregulation 3(3) and any additional information furnished in relation to such application, the Commission shall—

- (a) upon being satisfied that the applicant may be registered; and
- (b) on receipt of the fees for registration as prescribed in the Co-operative Societies (Fees) Regulations 2010,

issue to the applicant a certificate of registration.

(2) Upon the registration of the co-operative society by the Commission, all three copies of the by-laws of the co-operative society shall be signed and sealed by the Commission, and one copy of the by-laws so signed and sealed shall be returned to the Co-operative society together with the certificate of registration issued by the Commission.

## PART III

## DUTIES AND OBLIGATIONS OF CO-OPERATIVE SOCIETIES

**By-laws**

6. A Co-operative society shall provide for the following matters in its by-laws:

- (a) the name and registered address of the Co-operative society;
- (b) the area of operations of the Co-operative society;
- (c) the objects for which the Co-operative society is established and the purposes to which its funds may be applied;
- (d) the qualification required for membership in the co-operative society, the terms for admission of members and the mode of suspension and removal of members;
- (e) the rights and liabilities of members;
- (f) the manner in which the capital of the Co-operative society may be raised;
- (g) the mode of appointment, vacation of office, suspension, resignation and removal of officers of the Co-operative society, other than members of the Board, and the duties and powers of such officers;
- (h) the mode of summoning and conducting of meetings and the rights of voting;
- (i) the general conduct of the business of the Co-operative society;
- (j) the distribution of audited net profits of the Co-operative society;
- (k) the authorization of an officer of the Co-operative society to sign documents on behalf of the co-operative society;
- (l) the manner of receiving and withdrawal of shares or subscription of members; and
- (m) the mode and percentage of payment made by the fund created from the distribution of audited net profits for the welfare of its members and the community.

**Amendment of by-laws**

7. (1) A Co-operative society may, after its registration, amend its by-laws in the following manner:

- (a) every amendment shall be made in accordance with a resolution passed by a vote of majority at a general meeting of the Co-operative society;
- (b) a notice of not less than fifteen days before the general meeting shall be given to its members or delegates; and

- (c) not less than two-thirds of the total number of members or delegates of the Co-operative society, or both, as the case may be, shall be present at the general meeting.
- (2) Notwithstanding subregulation (1), the Commission may, by order in writing, declare that—
- (a) in the case of a primary Co-operative society where the general meeting is attended by individual members, the quorum for amendment of by-laws shall be as specified in the Second Schedule, whichever is less; or
- (b) in the case of a Co-operative society where the general meeting is attended by delegates, the quorum for amendment of by-laws shall be one-third of the total number of delegates of the co-operative society, or five hundred delegates, whichever is less, present at the general meeting.
- (3) No by-laws shall be amended under subregulation (2) unless two-thirds of the members or delegates present at the general meeting vote in favour to pass a resolution of the proposal.
- (4) The Co-operative society shall submit an application for the registration of amendments to its by-laws in the form as specified in the Third Schedule within three months from the date of the general meeting which passed the amendments, and such application shall be accompanied with—
- (a) three copies of the amendments to the by-laws;
- (b) one copy of the resolution of the general meeting passing such amendments; and
- (c) the fees for registration as prescribed in the Co-operative Societies (Fees) Regulations 2010.
- (5) If the Commission approves the application made under subregulation (4), it shall register the amendment to the by-laws and return to the Co-operative society one copy of the amendment certified by the Commission together with a certificate of registration of the amendment to the by-laws.

### **Nominee**

8. (1) Every Co-operative society shall keep a Register of Nominees.
- (2) The nominee may become a member of the Co-operative society if he is admitted in accordance with the by-laws of that Co-operative society.
- (3) Any non-Muslim member of a Co-operative society may, in writing, in the presence of at least two witnesses attesting the same or by a declaration duly made, nominate any person to whom his share, return or interest or the value of such share, return or interest or any money referred to in section 24 of the Act that may be due to him may, upon the death of such member, be paid or transferred in accordance with the said section, and may in a similar manner, from time to time, revoke or vary such nomination.

(4) Unless the by-laws of the co-operative society provide for some other mode of calculation, the value of the member's share, return or interest paid to the nominee under subregulation (3) shall, subject to the last audited account for such co-operative society, be represented by the sum actually paid by the member to acquire such share, return or interest.

(5) If the nominee is a child, the receipt given by him or his guardian for any money paid to that child by the co-operative society shall be a sufficient discharge of the liability of the co-operative society in respect of that money.

### **Copies of book entries**

9. For the purposes of section 16 of the Act, a copy of any entry in a book of a co-operative society may be certified by a declaration dated and subscribed by the chairman, secretary or any person empowered by the Board of the co-operative society, and shall be a true copy of such entry.

## **PART IV**

### **RIGHTS AND LIABILITIES OF MEMBERS**

#### **Signing of declaration**

10. (1) Before a person is admitted to the membership of a co-operative society, he shall sign a declaration that he will be bound by the existing by-laws of the co-operative society and any amendments to such by-laws during the period of his membership.

(2) A person who is already a member by reason of his having joined in the application for the registration of the co-operative society and who has signed the minutes of the inaugural general meeting shall be required to sign a similar declaration as mentioned in subregulation (1).

#### **Suspension and termination of members of co-operative society**

11. (1) The Board may suspend any member of the co-operative society if the majority of members of the Board are satisfied that the member has acted in a manner prejudicial to the interests of the co-operative society or co-operative society movement.

(2) No member of the co-operative society may be suspended unless he has been given an opportunity to be heard in the general meeting.

(3) A member who is suspended under subregulation (1) shall, with effect from the date of suspension, cease to exercise all his rights in the co-operative society and shall not be entitled to receive any benefits during the period of suspension.

(4) Any suspension of membership under subregulation (1) shall be subject to the confirmation of the majority of members at the earliest general meeting held after the suspension.

(5) The confirmation of suspension of membership of that member by the general meeting under subregulation (4) shall be deemed to have effect from the date of suspension of the member.

(6) Upon confirmation of the suspension of membership by the general meeting, the membership of such member shall be terminated with effect from the date of the general meeting.

(7) If the suspension of the member under subregulation (1) is not confirmed by the general meeting, the co-operative society shall retain the position of the member, and any benefits that ought to be received by the member during the period of his suspension shall be paid to him immediately.

### **Removal from membership**

12. A co-operative society shall remove from its membership any person whose admission as a member of the co-operative society is contrary to sections 26 and 27 of the Act.

## **PART V**

### **ORGANIZATION AND MANAGEMENT OF CO-OPERATIVE SOCIETIES**

#### **Inaugural general meeting**

13. (1) In addition to section 38 of the Act, the inaugural general meeting shall discuss the following matters:

- (a) to consider and approve the annual budget of the co-operative society;
- (b) to approve the allowances given to members of the Board and remuneration paid to such members of the Board who are appointed as directors of its subsidiary, if any;
- (c) to approve the appointment of a panel of not less than two auditors, being an auditor approved by the Commission or an officer of the Commission, to audit the accounts of the co-operative society;
- (d) to consider and approve the scope and limit of investments financed by surplus funds of the co-operative society; and
- (e) to determine the maximum limit of indebtedness of the co-operative society.

(2) The inaugural general meeting shall be attended by—

- (a) at least fifty individual persons, for a primary co-operative society;

- (b) at least two primary co-operative societies, for a secondary co-operative society; and
- (c) at least two secondary co-operative societies or at least one secondary co-operative society and one primary co-operative society, for a tertiary co-operative society.

### **Functions of annual general meeting and special general meeting**

14. (1) The functions of the annual general meeting of a co-operative society shall include the following:

- (a) to confirm the minutes of the previous annual general meeting and any intervening special general meeting;
- (b) to present the reports of the Board and the Internal Audit Committee;
- (c) to consider and approve the audited accounts of the co-operative society and its subsidiary, if any, including the report of the Board under paragraph 59(1)(c) of the Act and the report of the auditor, and the distribution of the audited net profits, if any;
- (d) to appoint members of the Board;
- (e) to consider and approve the annual budget of the co-operative society for the following financial year;
- (f) to present a report in respect of accepting deposits and loans from members and non-members;
- (g) to approve allowances to be given to members of the Board, and remuneration to be paid to such members of the Board who are appointed as directors of its subsidiary, if any;
- (h) to approve the appointment of a panel of not less than two auditors, being an auditor approved by the Commission or an officer of the Commission, to audit the accounts of the co-operative society;
- (i) to consider and approve the scope and limit of investments of surplus funds of the co-operative society in accordance with section 54 of the Act;
- (j) to consider and approve the instruments of the saving scheme, deposits or borrowings, if any;
- (k) to determine the maximum limit of indebtedness of the co-operative society;
- (l) to appoint a committee comprising of six members or delegates and four members of the Board, to verify the draft minutes of the annual general meeting, if any;
- (m) to declare or issue bonus shares, if any;

- (n) to hear, consider or decide on any proposal or other business matters of the co-operative society of which a notice has been given to the co-operative society of not less than seven days before the meeting is convened;
- (o) to consider and approve any proposed amendment to the by-laws of the co-operative society;
- (p) to hear and decide on any complaint brought by any member of the co-operative society who is aggrieved by the decision of the Board, of which a notice of not less than seven days before the meeting is convened has been given to the co-operative society; and
- (q) to consider and approve any report required to be submitted in accordance with these Regulations.

(2) Notwithstanding subregulation (1), the functions as set out in paragraphs (1)(g), (h), (i), (j), (k), (l), (m), (n), (o), (p) and (q) may be decided in the special general meeting convened under subsection 40(1) of the Act.

(3) Notwithstanding subregulation (1), the functions as set out in that subregulation may be decided in the special general meeting convened by the Commission under subsection 40(2) of the Act.

### **Quorum for annual general meeting and special general meeting**

15. (1) The quorum for an annual general meeting and special general meeting of a co-operative society convened for any purpose, other than to amend the by-laws of the co-operative society, are as follows:

- (a) in the case of a primary co-operative society attended by individual members, the quorum shall be as specified in the Fourth Schedule, whichever is less; or
- (b) in the case of a co-operative society attended by delegates, the quorum shall be not less than one-third of the total number of delegates of the co-operative society, who are present at the meeting.

(2) An annual general meeting that cannot proceed for want of quorum on the appointed date shall, if summoned pursuant to subsection 39(1) of the Act, be postponed to another date that is not less than fourteen days but not more than thirty days from the appointed date.

(3) A special general meeting that cannot proceed for want of quorum on the appointed date shall—

- (a) if convened by the Board, or on the requisition of the members or delegates pursuant to subsection 40(1) of the Act, be cancelled; or
- (b) if summoned by the Commission pursuant to subsection 40(2) of the Act, be postponed to another date that is not less than fourteen days but not more than thirty days from the appointed date.

(4) Notwithstanding subregulation (1), for the purposes of subregulation (2) and paragraph (3)(b)—

- (a) any number of members or delegates, which is not less than twice the number of members of the Board, who are present at the meeting on that other date shall be deemed to constitute a quorum;
- (b) the notice of the postponement of the annual general meeting or special general meeting, as the case may be, shall be posted to all members or delegates within seven days from the appointed date;
- (c) the matters proposed to be discussed on the appointed date at the annual general meeting or special general meeting which is postponed shall be discussed at the meeting which is held on that other date; and
- (d) the decision made at the annual general meeting or special general meeting held on that other date by a vote of two-thirds of the members or delegates present at the meeting and eligible to vote shall be accepted.

(5) Notwithstanding paragraph (1)(a), the Commission may, by order in writing and on the application of a primary co-operative society which is not subject to paragraph 37(a) of the Act, determine that the quorum for the special general meeting of that primary co-operative society convened for any purpose, other than to amend the by-laws, shall be not less than one-twentieth of the total number of members of the primary co-operative society.

### **Annual budget**

16. (1) Every co-operative society shall prepare an annual budget for the following financial year in such form which indicates clearly all items of income and expenditure and shall be submitted for the approval of the annual general meeting.

(2) The expenditure of a co-operative society during that financial year shall not exceed five per centum of the amount provided for in the annual budget prepared under subregulation (1), except with the approval of the annual general meeting.

### **Business of regional or area general meeting**

17. (1) A regional or area general meeting of a co-operative society shall be held not later than two months before the annual general meeting of the co-operative society and shall table the following:

- (a) audited accounts or draft accounts of the co-operative society;
- (b) the annual budget to be tabled at the annual general meeting of the co-operative society;
- (c) the proposed amendments to the by-laws of the co-operative society, if any;

- (d) the election of delegates to the annual general meeting of the co-operative society; and
- (e) subject to subregulation (2), the proposals from the Board and members of the co-operative society.

(2) Any proposal from the Board and members of the co-operative society for the purposes of tabling such proposal at the regional or area general meeting shall be submitted to the co-operative society not less than seven days before the meeting is convened.

(3) The co-operative society shall provide sufficient documents pertaining to the matters stated in subregulation (1) and circulate them to the members attending the regional or area general meeting.

(4) The quorum for a regional or area general meeting of a co-operative society shall be as provided in the by-laws.

(5) The election of delegates at the regional or area general meeting of a co-operative society shall be valid for two years from the date of the election of the delegates.

#### **Appointment and tenure of office of members of Board**

18. (1) In determining whether a person is fit and proper to be appointed as a member of the Board, the following criteria shall be taken into consideration:

- (a) his diligence, competence and soundness of judgment; and
- (b) his reputation, character, integrity and honesty.

(2) Subject to subregulation (3), the tenure of office of members of the Board shall be subject to the following:

- (a) at least one-third of the members of the Board shall vacate their posts annually at the annual general meeting;
- (b) the arrangement specified in paragraph (a) shall be repeated in rotation annually at the subsequent annual general meetings in respect of the other two-thirds of the members of the Board;
- (c) the terms of appointment of the member of the Board if he vacates his office before the annual general meeting; and
- (d) the rotation of vacation of office to be taken into consideration where the annual general meeting has not been held.

(3) Where a person is appointed as a member of the Board by the Commission in pursuance of subparagraph 69(1)(iv)(B) of the Act, he shall not be subject to paragraphs (2)(a), (b) and (d).

(4) Any member who vacates his post under subregulation (2) is eligible to be reappointed.

(5) Notwithstanding subregulation (2), the annual general meeting has the power to terminate the appointment of the whole or any member of the Board, other than a member of the Board who is appointed by the Commission in pursuance of subparagraph 69(1)(iv)(B) of the Act, provided that a written proposal for such termination is received by the co-operative society at least seven days before the annual general meeting is convened.

(6) A member of the Board may vacate his post by giving a written notice addressed to the Board fourteen days prior to the intended date of resignation, and the Board may accept the resignation and fill any vacancy subject to the by-laws.

#### **Particulars of members of Board**

19. (1) The co-operative society shall lodge with the Commission a list of members of the Board in accordance with paragraph 14(1)(a) of the Act containing relevant particulars as determined by the Commission.

(2) Any changes to the particulars of members of the Board may be made, provided that a written notice is given by the co-operative society to the Commission within fifteen days of such changes.

#### **Members of Board to indemnify loss**

20. A member of the Board of a co-operative society shall indemnify the co-operative society for any loss incurred by the co-operative society as a result of any transaction executed by him without the authority of the Board.

#### **Suspension and termination of members of Board**

21. (1) The Board may suspend any member of the Board, where a majority of the members of the Board are satisfied that such member has acted in a manner prejudicial to the interest of the co-operative society.

(2) No member of the Board may be suspended unless he has been given an opportunity to be heard in the Board meeting.

(3) Any member of the Board who is suspended under subregulation (1) shall, with effect from the date of suspension, cease to exercise all rights, duties and responsibilities as a member of the Board of that co-operative society, and he shall not be entitled to receive any allowance during the period of suspension.

(4) Any member of the Board who is suspended may be terminated subject to the confirmation of the majority of members given at the earliest general meeting held after the suspension.

(5) The termination of the member of the Board who is suspended shall be effective from the date of his suspension.

(6) If the termination of any member of the Board is not confirmed by the general meeting, the co-operative society shall retain the position of the member and any allowance that would have been payable to the member during the period of his suspension shall be paid to him immediately.

#### **Tenure of office of Internal Audit Committee**

22. (1) The tenure of office of each member of the Internal Audit Committee is one year and may be extended by the Board annually.

(2) Any vacancy in the Internal Audit Committee shall be filled by the Board within thirty days from the date of the vacancy by appointing any eligible members.

#### **Disqualification of members of Internal Audit Committee**

23. Any person is disqualified from being a member of the Internal Audit Committee established pursuant to section 42A of the Act, if he—

- (a) has been convicted for an offence under the Act;
- (b) has been terminated as an officer of the co-operative society;
- (c) becomes a member of the Board of the co-operative society; or
- (d) has any overdue debts exceeding six months to any co-operative society or banking institution.

### **PART VI**

#### **PROPERTY AND FUNDS OF CO-OPERATIVE SOCIETY**

##### **Issuance of bonds or debentures**

24. The issuance of bonds or debentures by a co-operative society shall be subject to the conditions as determined by the Commission.

##### **Shares not to be hypothecated as security**

25. The shares of the members of a co-operative society shall not be hypothecated to that co-operative society by its members as a security for a loan.

##### **Transfer of shares**

26. Any member may transfer to another member his shares that exceeds the minimum contribution as specified in the by-laws of the co-operative society, provided that the transfer shall not come into force until the transfer form is signed by that other member and registered by that co-operative society.

### **Payment of shares or subscriptions from Statutory Reserve Fund**

27. A co-operative society may make payment to its members from the Statutory Reserve Fund for the shares or subscription withdrawn by the members, and shall ensure that at all times the balance in that fund shall not be less than fifteen per centum of the total shares and subscriptions of that co-operative society.

### **Issuance of bonus shares**

28. A co-operative society may, with the written approval of the Commission, in its general meeting, declare and issue bonus shares under section 55 of the Act—

- (a) to a member whose name is on the register of members on the date of declaration of the bonus shares; and
- (b) based on the shares held by each member as at twelve months before the date of declaration of that bonus shares.

## **PART VII**

### **ACCOUNTS AND AUDIT**

#### **Appointment and responsibilities of auditor**

29. (1) A co-operative society intending to employ the services of an auditor under subsection 60(1) of the Act shall ensure that—

- (a) the auditor is approved by the annual general meeting; and
- (b) a proper instrument of appointment is executed stipulating the period of such appointment, the audit fees chargeable, the scope of audit and any other relevant matter.

(2) The co-operative society shall notify the Commission of the appointment of the auditor by submitting to the Commission a copy of the instrument of appointment stated in paragraph 1(b).

(3) The co-operative society shall prepare a list of books and documents that have been handed over to the auditor and taken out of the premises of the co-operative society, where a copy of the list, on which the auditor shall acknowledge receipt, shall be kept by the co-operative society.

(4) The Commission shall at all times have access to the audit working papers of the auditor.

(5) If the co-operative society fails to submit to the auditor the financial statements which are required for the purposes of audit within a period of fifteen days after the completion of the period stipulated in subsection 58(3) of the Act, the auditor shall report such matter to the Commission.

(6) The auditor shall complete the audit of the co-operative society within a period of two months after receiving the financial statements together with any other documents of the co-operative society required for the purposes of audit.

(7) The auditor shall, after completing the audit within the period specified in subregulation (6), submit to the Commission the management report of the auditor in respect of the co-operative society.

### **Obligation of auditor**

30. An auditor shall at all times have access to the accounting records and other records, including registers, of the co-operative society and may request—

- (a) at the time of auditing, the attendance of any officer or past officer, agent, servant or member of the co-operative society who he has reason to believe is able to give material information in connection with any transaction of the co-operative society or the management of its affairs and businesses; and
- (b) the production of any book or document relating to the affairs and businesses of the co-operative society, or any cash or securities belonging to the co-operative society, by any officer or past officer, agent, servant or member of the co-operative society who is in possession of such book, document, cash or securities at such place and time as specified by him.

### **Books, accounts and financial statements**

31. (1) In pursuance of section 58 of the Act, a co-operative society shall prepare the financial statements in the form as determined by the Commission.

(2) A detailed list of items of expenditure of the Board and payment to the individual members of the Board shall be included in the notes to the profit and loss account of the co-operative society.

(3) The records as mentioned in subsection 58(1) of the Act shall be kept by the co-operative society for a period of six years after the date of completion of the audit.

### **Submission of additional information and documents**

32. Pursuant to subsection 59(2) of the Act, the Commission may, in order to enable it to make proper observations on the duly audited accounts and balance sheet of the co-operative society and its subsidiary, if any, request the auditor of the co-operative society and the co-operative society to furnish it with information and additional documents.

## PART VIII

## DISPUTES

**Reference of disputes**

33. (1) A dispute under subsection 82(1) of the Act may be referred to the Commission by any party to the dispute in the form as specified in the Fifth Schedule.

(2) Every reference of disputes under subregulation (1) shall be accompanied with the fees for settlement of a dispute as prescribed in the Co-operatives Societies (Fees) Regulations 2010.

(3) Where a dispute concerns a sum of money due from a member of the Board to the co-operative society, reference may be made by any member of the co-operative society in accordance with subregulation (1).

(4) Where, pursuant to paragraph 82(3)(b) of the Act, the Commission decides to refer a dispute to an arbitration, it may refer it to—

(a) a single arbitrator appointed by it; or

(b) three arbitrators appointed as follows:

(i) each party to the dispute shall nominate one arbitrator within fifteen days from the date of notification to do so by the Commission; and

(ii) the Commission shall nominate the third arbitrator who shall also become the Chairman.

(5) For the purposes of subparagraph (4)(b)(i), if any party to the dispute fails to nominate an arbitrator within fifteen days from the date of the notification to do so, the Commission may by itself make the nomination.

(6) All disputes, other than the disputes specified in subsections 82(1) and (2) of the Act, shall be referred to the general meeting of the co-operative society for settlement.

(7) Any question as to whether such dispute falls within the meaning of subsections 82(1) and (2) of the Act shall be decided by the Commission and its decision shall be final.

## PART IX

## AMALGAMATION

**Voluntary amalgamation among co-operative societies**

34. (1) Every co-operative society that intends to amalgamate with another co-operative society shall consult the Commission in order to determine the feasibility or otherwise of such amalgamation.

(2) Every co-operative society which intends to amalgamate shall adopt a resolution made at a general meeting agreeing to the amalgamation and to the effective date of such amalgamation.

(3) Every member of the co-operative society shall be informed of the resolution made under subregulation (2), and shall be asked to state in writing his consent or otherwise to the proposed amalgamation and the transfer of his assets and liabilities in the co-operative society to the proposed amalgamated co-operative society in the form as specified in the Sixth Schedule.

(4) At least three-fourths of the total membership of the co-operative society as at the date of the resolution made under subregulation (2) shall consent to the amalgamation and—

- (a) that the co-operative society becomes a new co-operative society where its registration is made pursuant to regulation 3; or
- (b) that the registration of the co-operative society be revoked pursuant to paragraph 71(1)(b) of the Act.

(5) Notwithstanding the revocation of registration of the co-operative society under paragraph (4)(b), the co-operative society shall continue to discharge its duties in completing the process of amalgamation that has not been completed on the date of amalgamation.

(6) For the purposes of amalgamation, the assets of the members shall include—

- (a) shares or subscription;
- (b) balance of undistributed profits on the day prior to the date of amalgamation;
- (c) monies in any reserve fund and capital reserve account; and
- (d) monies in specific savings, deposit and loans.

(7) All debtors, sureties and guarantors shall be informed of the resolution to amalgamate and shall be asked to state in writing their consent or otherwise to the transfer of their liabilities in the co-operative society to the amalgamated co-operative society.

(8) Where the sureties and guarantors object to the transfer of their liabilities, the debtors shall obtain new sureties and guarantors prior to the date of amalgamation stated in subregulation (2).

(9) Where a debtor objects to the transfer of his liability to the amalgamated co-operative society, the debtor shall settle all his debts to the co-operative society within a reasonable period before the date of amalgamation stated in subregulation (2).

(10) All creditors shall be informed of the proposed amalgamation and shall be asked to state in writing their consent or otherwise to the transfer of liabilities of the co-operative society due to them to the amalgamated co-operative society.

(11) Where an objection is raised in pursuance of subregulation (10), a list of such objecting creditors and the amounts due to them shall be prepared.

(12) The accounts of all co-operative societies involved in the amalgamation shall be closed on a day prior to the effective date of amalgamation and these accounts shall be duly audited within a period not exceeding six months from the date of amalgamation.

(13) Notwithstanding subregulation (12), the Commission may, on the application by any co-operative society involved in the amalgamation, extend the period to such other period as it deems fit.

(14) All the assets and liabilities shall be transferred to the amalgamated co-operative society on the date of amalgamation, but before such assets and liabilities are transferred, allotment shall be made for the refund of all monies due to the dissenting creditors and members after setting off any money due from them to the co-operative society.

(15) Any difference in value as shown in the accounts duly audited under subregulation (12) and the assets and liabilities which were transferred on the date of amalgamation shall be taken into consideration and further adjustment shall be made accordingly by the amalgamated co-operative society.

(16) The refund of monies due to the dissenting members shall not include bonus shares as a result of any revaluation of the fixed assets of the co-operative society, and such bonus shares shall be transferred to the amalgamated co-operative society and shall be held in trust for the dissenting members until the bonus shares are transferred to the members of the amalgamated co-operative society.

(17) The bonus shares held in trust under subregulation (16) shall be eligible for any dividend declared and payable by the amalgamated co-operative society.

(18) The amalgamated co-operative society shall be deemed to have taken over the assets, rights and liabilities of the amalgamating co-operative societies on the date of amalgamation.

## PART X

### CO-OPERATIVE LIQUIDATION ACCOUNT AND CO-OPERATIVE CENTRAL FUND

#### **Co-operative Liquidation Account**

35. (1) The funds in the Co-operative Liquidation Account held pursuant to subsection 75(8) of the Act may be deposited or invested by the Commission in pursuance of section 37 of the Malaysia Co-operative Societies Commission Act 2007 [Act 665]—

- (a) in any banking institution in Malaysia; or
- (b) in any security issued by the Government of Malaysia, Central Bank of Malaysia or the Government of any States.

(2) The net income generated from the deposit or investment under subregulation (1) shall be credited to the Co-operative Central Fund.

(3) The Commission shall maintain accounts and other records in respect of the operation of the Co-operative Liquidation Account and shall prepare statements of accounts in respect of each financial year.

(4) For the purposes of subregulation (3), the financial year of the Co-operative Liquidation Account shall begin on 1 January and end on 31 December in the same calendar year.

(5) The Co-operative Liquidation Account shall be audited annually by the Auditor General or an auditor appointed by the Commission.

### **Co-operative Central Fund**

36. (1) The funds in the Co-operative Central Fund held pursuant to subsection 75(8) of the Act may be deposited or invested by the Commission in pursuance of section 37 of the Malaysia Co-operative Societies Commission Act 2007—

- (a) in any banking institution in Malaysia; or
- (b) in any security issued by the Government of Malaysia, Central Bank of Malaysia or the Government of any States.

(2) The Commission may apply the Co-operative Central Fund and any income from the deposit or investments under subregulation (1)—

- (a) to purchase land and building; and
- (b) for the benefit and development of the movement of the co-operative society.

(3) All payments made from the Co-operative Central Fund shall be by vouchers certified by the Commission or its officers or employees authorized by the Commission.

(4) The accounts of the Co-operative Central Fund shall at all times be in credit balance.

(5) The Commission shall maintain proper accounts and other records in respect of the operation of the Co-operative Central Fund and shall prepare statements of accounts in respect of each financial year.

(6) For the purposes of subregulation (5), the financial year of the Co-operative Central Fund shall begin on 1 January and end on 31 December in the same calendar year.

(7) The accounts of the Co-operative Central Fund shall be audited annually by the Auditor General or an auditor appointed by the Commission.

## PART XI

## MISCELLANEOUS

**Report by person appointed to represent co-operative society**

37. (1) Any person who has been appointed to represent a co-operative society at any meeting, seminar or other forum, whether within or outside the country, for which the expenditure is incurred by the co-operative society, shall submit a brief report of the meeting, seminar or other forum that he has attended to the annual general meeting of the co-operative society.

(2) If such person fails to submit the report, he shall reimburse all the expenditure incurred by the co-operative society in respect of his attendance at such meeting, seminar or other forum, and the co-operative society may recover all such expenditure from him as if it were a debt owing by him to the co-operative society.

**Time for lodging of document and furnishing information**

38. (1) For the purposes of the Act and these Regulations, the date of lodgment, submission or furnishing of a document or information shall be the date of receipt by the Commission of such document or information.

(2) Where a document or information is required to be lodged with, submitted to or furnished to the Commission but the time within which the document or information is to be lodged, submitted or furnished is not specified, the document or information shall be lodged, submitted or furnished within one month or within such further period as the Commission may, in special circumstances, allow after the occurrence of the event to which the document or information relates.

**Irregular resolutions of co-operative society, etc.**

39. Any resolution in respect of a co-operative society or any action of an officer of a co-operative society or the Board which is not within the object or scope of the co-operative society as defined in the by-laws of the co-operative society shall be void, and the Commission may order the record of such resolution or action to be deleted from the records of the co-operative society.

**Appeal**

40. Unless expressly provided in the Act, no appeal shall lie against any order made by the Commission in any matter dealt with in these Regulations.

**Revocation**

41. The Co-operative Societies Regulations 1995 [*P.U. (A) 551/1994*] (referred to as the “revoked Regulations”) are revoked.

**Savings and transitional**

42. (1) All orders or directions made in pursuance of the revoked Regulations before the date of coming into operation of these Regulations shall, on and after the date of coming into operation of these Regulations, be deemed to be made under these Regulations and shall continue to be in force and effect until it is amended or revoked under these Regulations.

(2) All applications, approvals or decisions pending under the revoked Regulations before the date of coming into operation of these Regulations, shall, on and after the date of coming into operation of these Regulations, continue to be dealt with as if these Regulations had not been enacted.

(3) Subject to subsection 95(4) of the Act, any register kept or maintained or any fund held and administered pursuant to the revoked Regulations shall be deemed to be part of a corresponding register or fund under these Regulations.

FIRST SCHEDULE

CO-OPERATIVE SOCIETIES ACT 1993

CO-OPERATIVE SOCIETIES REGULATIONS 2010

[Subregulation 3(1)]

APPLICATION FOR REGISTRATION OF A CO-OPERATIVE SOCIETY

Under section 6 of the Co-operative Societies Act 1993, we the undersigned, apply for our society to be registered as a co-operative society with limited liability under the name of .....

Co-operative Society Limited and having the registered address as follows:  
.....  
.....

We herewith also submit three copies of the by-laws adopted at our inaugural general meeting at which the co-operative society was formed, duly signed for registration and one copy of the minutes of the inaugural general meeting.

## LIST OF APPLICANTS

No.	Name in Full	Identity Card No.	Age	Occupation	Address of Residence	Signature	Remarks

## SECOND SCHEDULE

[Paragraph 7(2)(a)]

## QUORUM FOR AMENDMENT OF BY-LAWS OF A CO-OPERATIVE SOCIETY

Total Membership of Co-operative Society	Quorum		
	Part of Total Membership		No. of Members present
1,000 and below	1/3	or	150
1,001 to 3,000	1/4	or	300
3,001 to 6,000	1/6	or	500
6,001 and above	1/8	or	800

THIRD SCHEDULE

CO-OPERATIVE SOCIETIES ACT 1993

CO-OPERATIVE SOCIETIES REGULATIONS 2010

[Subregulation 7(4)]

APPLICATION FOR REGISTRATION OF AMENDED  
BY-LAWS OF A CO-OPERATIVE SOCIETY

Under section 18 of the Co-operative Societies Act 1993, we, the undersigned, apply that the amendments to the by-laws of our co-operative society be registered, for which purpose we submit herewith three copies of the amendment to the by-laws duly signed. We also submit one copy of the resolution of the general meeting passing the amendments duly certified.

The particulars of the general meeting which passed the amendments are as follows:

- (a) the date of the general meeting: ..... ;
- (b) the number of days' notice given to convene the general meeting:  
..... ;
- (c) the total number of \*members/delegates in the co-operative society as at the date of the general meeting: ..... ;
- (d) the number of \*members/delegates present at the general meeting:  
..... ;
- (e) the number of \*members/delegates who voted in support of the amendments:  
..... ;

.....  
(Chairman)

.....  
(Member of Board)

.....  
(Member of Board)

\* Delete whichever is inapplicable

FOURTH SCHEDULE

[Paragraph 15(1)(a)]

QUORUM FOR ANNUAL GENERAL MEETING AND  
SPECIAL GENERAL MEETING OF A CO-OPERATIVE SOCIETY

Total Membership of Co-operative Society	Quorum		
	Part of Total Membership		No. of Members present
15 to 50	—	or	15
51 to 1,000	1/3	or	150
1,001 to 3,000	1/4	or	250

Total Membership of Co-operative Society	Quorum		
	Part of Total Membership		No. of Members present
3,001 to 6,000	1/8	or	500
6,001 and above	1/12	or	650

## FIFTH SCHEDULE

## CO-OPERATIVE SOCIETIES ACT 1993

## CO-OPERATIVE SOCIETIES REGULATIONS 2010

## [Subregulation 33(1)]

REFERENCE OF DISPUTE TO THE MALAYSIA CO-OPERATIVE SOCIETIES  
COMMISSION

Under : Section 82 of the Co-operative Societies Act 1993; and  
Regulation 33 of the Co-operative Societies Regulations 2010

To : Executive Chairman  
Malaysia Co-operative Societies Commission

Date : .....

Name of  
Co-operative  
Society : .....

Sir,

I/We, as stated below, submit a reference of dispute in paragraph 2 of this form:

**BETWEEN**

- (a) Name :  
Address :  
Status in Co-operative Society :  
Membership No. (if any) :
- (b) Name :  
Address :  
Status in Co-operative Society :  
Membership No. (if any) :
- (c) Name :  
Address :  
Status in Co-operative Society :  
Membership No. (if any) :

AND

(d) Name :  
 Address :  
 Status in Co-operative Society :  
 Membership No. (if any) :

(e) Name :  
 Address :  
 Status in Co-operative Society :  
 Membership No. (if any) :

(f) Name :  
 Address :  
 Status in Co-operative Society :  
 Membership No. (if any) :

2. Details of the dispute are as follows:

.....  
 .....  
 .....

(Please attach annexures if space is insufficient)

3. I/We, the undersigned, hereby refer the said dispute for your consideration and decision.

Yours sincerely,

.....  
 Name:  
 Identity Card No.:

.....  
 Name:  
 Identity Card No.:

.....  
 Name:  
 Identity Card No.:

[TO BE COMPLETED BY THE COMMISSION]

To

.....  
 .....  
 .....

(Name and Address of Applicant)

Sir/Madam,

Reference of Dispute under  
Section 82 of the Co-operative Societies Act 1993

Referring to the reference of dispute application No. .... dated  
.....

2. The Commission decides the reference of dispute as follows:

- (a) The Commission to decide the dispute by itself
- (b) The Commission to refer the dispute to an arbitrator for disposal
- (c) Applicant to file the dispute to the Co-operative Society Tribunal
- (d) Applicant to file the dispute in a court

Thank you.

“BERKHIDMAT UNTUK NEGARA”  
“CEMERLANG, GEMILANG, TERBILANG”

Yours sincerely,

(.....)  
for the Executive Chairman  
Malaysia Co-operative Societies Commission

SIXTH SCHEDULE

CO-OPERATIVE SOCIETIES ACT 1993

CO-OPERATIVE SOCIETIES REGULATIONS 2010

[Subregulation 34(3)]

LETTER OF CONSENT/DISSENT TO THE AMALGAMATION OF  
A CO-OPERATIVE SOCIETY

I, .....Identity Card No. ....

being a member of .....  
Co-operative Society Limited, hereby—

- (i) \* consent that my co-operative society, ..... Co-operative Society Limited, amalgamate with ..... Co-operative Society Limited.
- (ii) agree to the transfer of all my assets and liabilities in the co-operative society as provided in regulation 34 of the Co-operative Societies Regulations 2010;
- (iii) agree to be a member of the amalgamated co-operative society;
- (iv) \* dissent to the amalgamation and I undertake to discharge all my debts and liabilities to the co-operative society before the date of amalgamation.

Signature : .....

Membership No. : .....

Witness (name) : .....

Signature : .....

Identity Card No. : .....

Membership No. : .....

Address : .....

.....

Date : .....

\* Delete whichever is inapplicable  
 Note: If (i) is deleted, (ii) and (iii) shall be deleted

Made 25 November 2010  
 [SKM.IP.(AM): 7955(12); PN(PU<sup>2</sup>)527/XV]

DATO' MANGSOR BIN SAAD  
*Executive Chairman*  
*Malaysia Co-operative Societies Commission*

Approved by

DATO' SRI ISMAIL SABRI BIN YAAKOB  
*Minister of Domestic Trade,*  
*Co-operative Societies and Consumerism*

## P.U. (A) 423.

### AKTA SETEM 1949

#### PERINTAH DUTI SETEM (PEREMITAN) (No. 2) 2010

PADA menjalankan kuasa yang diberikan oleh subseksyen 80(2) Akta Setem 1949 [*Akta 378*], Menteri membuat perintah yang berikut:

#### Nama

1. Perintah ini boleh dinamakan **Perintah Duti Setem (Peremitan) (No. 2) 2010**.

#### Peremitan

2. (1) Lima puluh peratus diremitkan daripada duti setem yang dikenakan ke atas mana-mana perjanjian pinjaman yang disempurnakan antara seorang pembeli warganegara Malaysia, yang dinamakan dalam Perjanjian Jual Beli, dengan sebuah bank, institusi kewangan, syarikat insurans yang didaftarkan