COMPANIES ACT 2016

CONSTITUTION OF THE INTERNATIONAL ISLAMIC UNIVERSITY MALAYSIA

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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CONSTITUTION

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CONTENTS

CHAPTER A

Clause		Page No.
1.	Name	1
2.	Registered office	1
3.	Philosophy of knowledge	1
4.	Vision	2
5.	Mission	2
6.	Objects	4
7.	Investments, *etc*	8
8.	*Shari'ah* compliance	10
9.	Restrictions of payment	11
10.	Amendment	11
11.	Winding up	12
12.	Member's liability	12
13.	Inspection and audit of account	12
14.	Asset Management	13

CHAPTER B

PART I

Article		
1.	Exclusion of Part III Division 1 of the Companies Act 2016	14
2.	Interpretation	14

PART II

THE UNIVERSITY AUTHORITIES

3.	Board of Governors	17
4.	Alternate Board member	18
5.	Functions and powers of the Board	19
6.	Disclosure of interest by members of the Board	21
7.	Terms of membership of the Board	21
8.	Proceedings of the Board	22
9.	Disqualification of Board members	24
10.	Removal of Board members	24
11.	Membership	25
12.	General Meetings	25
13.	Proceedings at general meetings	27

14.	**Validity of acts and proceedings**	**28**
15.	**Minutes and records**	**29**
16.	**Circular resolution**	**29**
17.	**Authentication of documents**	**30**
18.	**Senate**	**30**
19.	**Powers of Senate**	**32**
20.	**Nomination and Remuneration Committee**	**32**
21.	**University Finance Committee**	**33**
22.	**Powers of University Finance Committee**	**34**
23.	**University Risk Management Committee**	**34**
24.	**Audit Committee**	**35**
25.	**University Management Committee**	**35**
26.	**Term of office of University Authorities**	**36**
27.	**Decision by votes**	**37**
28.	**Establishment and maintenance of Teaching Hospital**	**37**

PART III

CONSTITUTIONAL HEAD

29	Appointment of Constitutional Head	38
30	Functions and duties	38

PART IV

PRESIDENT

31	President	39
32	Functions and duties	40

PART V

OFFICERS OF THE UNIVERSITY

33	Rector	41
34	Functions and duties	42
35	Deputy Rector	43
36	Head of Branch Campus	44
37	Executive Director	45
38	Campus Director	46

39	Legal Adviser	47
40	Chief Librarian	48
41	Chief Digital Officer	48
42	Other officers	49

PART VI

CENTRES OF STUDIES

43	Centres of studies	49
44	Establishment of centres of studies	50
45	Dean and Deputy Deans of centre of studies	50
46	Head of department	51

PART VII

RULES AND REGULATIONS

47	Powers to make rules and regulations	51
48	Power to amend or revoke rules and regulations	53
49	Publication of rules and regulations	54
50	Rules and regulations inconsistent with the Act and the Constitution	54
51	Procedure on amending or revoking the Constitution	54

PART VIII

DISCIPLINE

52	Student disciplinary authority	55
53	Staff Disciplinary Committee	56

PART IX

STUDENTS' REPRESENTATIVE COUNCIL AND OTHER STUDENT BODIES

54	Students' Representative Council	57
55	Establishment of other student bodies	58
56	Acts ultra vires the Constitution, Rules and Regulations and Constitutions of the Association or student bodies	58

PART X

GENERAL PROVISIONS

57	Disputes	60
58	Convocation	60
59	Alumni and Alumni Chapter	61
60	Appointment and terms and conditions of service	61
61	Prohibition of gifts	62

62	Royal Professors	62
63	Emeritus Professor	63
64	Admission of student	63
65	Powers of delegation	63
66	Covering duties	64
67	Deprivation of degree *etc.* on ground of grave misconduct	64
68	Disputes as to election determined by the President	65

PART XI

OTHER POWER AND DUTIES

69	Secretary	65
70	Winding up	66
71	Power of borrowing	66
72	Custody of documents	66
73	Notices	66
74	Seal of the University	67
75	Official language and medium of instruction	69
76	English text to prevail	69
77	Indemnity	69

PART XII

FINANCIAL PROVISIONS

78	**Preparation of estimates**	**70**
79	**Financial year**	**70**
80	**Annual estimates**	**70**
81	**No expenditure to be incurred unless included in the approved estimate**	**71**
82	**Supplementary estimates**	**72**
83	**Acceptance of gifts**	**72**
84	**Property given for specific purposes to be separately accounted for**	**73**
85	**Form of contracts**	**73**

PART XIII

TRANSITIONAL PROVISIONS

86	**Interpretation**	**73**
87	**Succession to property, *etc*.**	**74**
88	**Rights, liabilities and obligations of the University**	**74**

PART XIV

ACCOUNTS AND AUDIT

89	**Accounts and Audit**	**74**
90	**Circulation of audited accounts**	**75**
91	**Members entitled to audited accounts**	**75**
92	**Proper accounting and other records**	**76**

CHAPTER A

Name

1. The name of the University shall be the International Islamic University Malaysia (hereinafter referred to as “the University”).

Registered office

2. The registered office of the University shall be situated in Malaysia.

Philosophy of knowledge

3. The University shall be guided by the philosophy and principles which shall include the following:

(a) The meaning and spirit of *Surah Al-‘Alaq, verses* 1 to 5 of the Holy Qur’an as the fundamental constituent principle of the University;

(b) The acceptance of *tawhid* in recognising Allah as the Absolute Creator and Master of the Universe;

(c) The ultimate source of knowledge is the acceptance of Allah as the Absolute Creator and Master of mankind;

(d) The propagation and advancement of knowledge is a trust (*amanah*) from Allah and shall be in conformity with the purpose of Allah's creation of the universe;

(e) Knowledge shall be utilised by mankind as the servant ('*abd*) and vicegerent (*khalifah*) of Allah on earth, in accordance with the will of Allah;

(f) The quest for knowledge is regarded as an act of worship ('*ibadah*); and

(g) The University shall be Islamic and international in character.

Vision

4. Inspired by the worldview of *tawhid* and Islamic philosophy of the unity of knowledge as well as its concepts of holistic education, the University aims at becoming a leading international centre of excellence in education, research and innovation which seeks to restore the dynamic and progressive role of the *ummah* in all branches of knowledge.

Mission

5. (1) Towards actualising the University's vision under clause 4, the University endeavours—

(a) to undertake the special and greatly needed task of reforming contemporary Muslim mentality and integrating Islamic

revealed knowledge and human sciences in a positive manner;

(b) to produce better quality intellectuals, professionals and scholars of distinction by integrating quality of faith (*iman*), knowledge (‘*ilm*) and good character (*akhlaq*) to serve as agents of comprehensive and balanced progress as well as sustainable development in Malaysia and in the Muslim world;

(c) to promote the concept of Islamisation of human knowledge in teaching, research, consultancy, dissemination of knowledge and the development of academic excellence in the University;

(d) to nurture the quality of holistic excellence imbued with Islamic moral-spiritual values, in learning, teaching, research, consultancy, publication, administration and student life;

(e) to exemplify an international community of dedicated intellectuals, scholars, professionals, officers and staff motivated by the Islamic worldview and code of ethics as an integral part of their work culture;

(f) to enhance intercultural understanding and foster civilisational dialogues in Malaysia as well as across communities and nations;

(g) to develop an environment which instils commitment for life-long learning and a deep sense of social responsibility among staff and students.

(2) The Mission Statement of the University shall at all times reflect the following four core elements:

(a) Integration;

(b) Internationalisation;

(c) Islamisation; and

(d) Comprehensive Excellence.

Objects

6. The objects for which the University is established are:

(a) to provide foundational, undergraduate, postgraduate and other programmes with Islam as the guiding principle in their formulation and implementation;

(b) to establish University Authority, other bodies or committees for the University and to make rules and regulations thereto and to do all such other lawful things as are necessary for the management, administration and the attainment of the objects of the University;

(c) to establish the primacy of Islam in all fields of knowledge; to continue with the mission of Prophet Muhammad (Peace be Upon Him), and to promote the tradition of Islam to seek knowledge and

truth as reflected in pioneering works of early Islamic scholars and thinkers;

(d) to widen the options in higher education and to achieve academic excellence;

(e) to carry out all activities through teaching and learning, research, consultancy, advisory, technical services, publications, conferences and extension activities to promote the advancement and unification of knowledge and theology in arts and humanities, sciences and technology by infusing Islamic values and principles in their broadest sense;

(f) to intensify research and innovation activities and to issue general direction pertaining to research facilities of the University;

(g) to collaborate with other universities, institutions and organisations within or outside Malaysia whose objects are similar to the objects of the University, provided always that the University shall not support, collaborate with or be affiliated to any political organisation within or outside Malaysia;

(h) to provide courses of instruction, to hold examinations, to make provisions for research and to take such other steps as may appear necessary or desirable for the advancement and dissemination of knowledge;

(i) to confer degrees, diplomas, certificates or other academic distinctions including joint degrees upon persons who have followed

courses of study approved by the University and have satisfied such other requirements as may be prescribed by Rules and Regulations;

(j) to recognise degrees, diplomas and certificates of other institutions of higher learning for the purpose of admission to the courses and examinations of the University on such conditions as may be prescribed by Rules and Regulations;

(k) to confer honorary degrees or other academic distinctions on persons who have contributed to the advancement of the *ummah,* dissemination of knowledge or who have rendered distinguished public service;

(l) to institute chairs, posts of professors, fellows, lecturers and other offices, and to make appointments thereto;

(m) to establish a University printing press and to publish books and other materials;

(n) to build, equip and maintain libraries, healthcare facilities, archives, exhibitions, laboratories, museums, lecture halls, halls of residence, staff housing and such other buildings or facilities required for the purposes of the University, whether within or outside Malaysia;

(o) to establish any campus or branch campus within or outside the Host Country and to provide and maintain all facilities in such campus or branch campus;

(p) to institute and award fellowships, scholarships, bursaries, medals, prizes and other titles, distinctions, awards and other forms of assistance towards the advancement of education;

(q) to invest in land or securities including trustee investment such funds as may be vested in it for the purpose of endowment, whether for general or special purposes, or such other funds as may not be immediately required for current expenditure, with power from time to time to vary any such investments and to deposit any monies for the time being uninvested with any bank or any financial institution established in or outside Malaysia, in any manner that is consistent with *Shari'ah*;

(r) to purchase, take on lease or in exchange, hire or otherwise acquire and invest in any real and personal estate which may be deemed necessary, or convenient for any of the purposes of the University;

(s) to grant loans or advances to the staff of the University;

(t) to grant loans or financial assistance to deserving students on such terms and conditions as may be approved by the University Finance Committee;

(u) to conduct commercial research for the effective promotion and utilisation of its research findings;

(v) to enter into contracts, to appoint such staff and to establish and administer such trusts, as may be required for the purposes of the University;

(w) to regulate admission of students into the University, regulate students' activities, student bodies, co-operative and organisations, disciplinary measures against any student or groups of students

whose conduct, actions or activities are contrary to the Rules and Regulations;

(x) to appoint and promote staff of the University;

(y) to regulate the conditions of service of the staff of the University, including schemes of service, salary scales, secondment, transfer, leave and discipline;

(z) to establish pension or superannuation or provident fund schemes or such other schemes for the benefit of its staff, and to enter into arrangements with other organisations or persons for the establishment of such schemes;

(aa) to regulate and provide for residence and welfare of officers, staff and students of the University;

(bb) to demand and receive such fees as may be prescribed by Rules and Regulations;

(cc) to do all such other acts and things incidental to the powers aforesaid to further the objects of the University.

Investments, *etc*

7. The University may with the approval of the Minister of Finance—

(a) where it appears to be requisite, advantageous or convenient for or in connection with the discharge of the functions, exercise of the

powers and carrying on of the activities of the University, enter into equity participation, partnership, joint venture, undertaking or any other form of co-operation or arrangement in association with, or otherwise—

(i) any enterprise, company, private undertaking or syndicate or persons constituted for carrying business in Malaysia or elsewhere;

(ii) the Federal or State Government;

(iii) any public body or authority;

(iv) any commission; or

(v) any person;

(b) borrow, for such period and upon such terms as the University may approve, any sums required by the University for meeting its obligations or discharging any of its duties;

(c) secure financing under subclause *(b)* by the issue of Islamic bonds (*Sukuk*), Islamic debentures or debenture stocks of such class and value or by charging, mortgaging, pledging or otherwise creating liens over its property, movable or immovable, upon such terms as the University may deem expedient and in accordance with *Shari'ah*;

(d) acquire and hold for investment, shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by—

(i) any enterprise, company, private undertaking or syndicate of persons constituted for carrying on business in Malaysia or elsewhere;

(ii) the Federal or State Government;

(iii) any public body or authority;

(iv) any commission; or

(v) any person,

provided always that such shares, stocks, debentures, debenture stocks, bonds, obligations and securities shall be in accordance with *Shari'ah*;

(e) acquire shares, stocks, debentures, debenture stocks, bonds, obligations and securities referred to in subclause *(d)* by original subscription, tender, purchase, transfer, exchange or otherwise.

***Shari'ah* compliance**

8. The University shall have powers to do all such things that are incidental or conducive to the attainment of the objects under Clauses 6 and 7 provided that the exercise of such powers shall be in accordance with *Shari'ah*.

Restrictions of payment

9. (1) The income and property of the University howsoever derived shall be applied towards the promotion and advancement of the objects of the University under Clause 6.

(2) No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit, to the Member of the University.

(3) Notwithstanding subclauses (1) and (2), the University may make payment of remuneration, allowances and bonuses to any officer or staff of the University in return for any official or professional services rendered to the University, or to any person engaged by the University for advisory or consultancy or such other services.

(4) A Member or a Member's representative, in any University Authority, shall be entitled to remuneration or other benefit in money or money's worth, upon approval of the members in its general meeting.

Amendment

10. No addition, alteration, amendment or revocation shall be made to the Constitution of the University without the approval of the Registrar charged with the responsibility for companies and the Director General of Inland Revenue Board of Malaysia before it is enforced.

Winding up

11. If upon the winding up or dissolution of the University there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among Member of the University but shall be disposed off and transferred to the Government of Malaysia, and notice of winding up or dissolution of the University shall be notified to the Director General of Inland Revenue Board of Malaysia within fourteen days from the date of winding up or dissolution.

Member's liability

12. The liability of Member of the University is limited. Each Member undertakes to contribute to the assets of the University in the event of it being wound up during the time when he is a Member or within one year thereafter for payment of the debts and liabilities of the University contracted before it ceases to be a Member. The costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributions amongst themselves shall not exceed the sum of one hundred ringgit.

Inspection and audit of account

13. The University shall keep a true and proper account of all monies received and expended by the University. The said accounts shall be open for inspection by a Member or members of the Board of Governors at a reasonable time and in a reasonable manner. The accounts of the University shall be examined at least once a year by one or more auditors appointed by the University. A copy of the

audited accounts shall be forwarded to the Inland Revenue Board of Malaysia yearly.

Asset Management

14. The Director General of Inland Revenue Board of Malaysia may give a written permission to the University for any purchase, possession and disposal of asset or property before it is executed

CHAPTER B

PART I

PRELIMINARY

Exclusion of Part III Division 1 of the Companies Act 2016 [Act 777]

1. The sections in Part III Division 1 of the Act shall not apply to the University, except so far as the same are repeated or contained in this Constitution.

Interpretation

2. In this Constitution unless the context otherwise requires—

"Act" means the Companies Act 2016 [Act 777];

"Board" means the Board of Governors of the University;

"Branch Campus" means any campus other than the main campus as determined by the Board;

"Constitution" means a document referred to in section 34 of the Act;

"Government Member" means government other than the Host Country, which are signatories to the Notes of Exchange on the establishment of the University pursuant to subsection 5A(2) of the Universities and University Colleges Act 1971 [Act 30];

"Host Country" means the Federation of Malaysia;

“Host Member” means the government of the Host Country;

“Main Campus” means the primary location of the University's academic and administration are situated;

“Member” means the Host Member, Government Member and Organisation Member who are signatories to the Notes of Exchange on the establishment of the University pursuant to subsection 5A(2) of the Universities and University Colleges Act 1971 [Act 30];

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

“Office” means the registered office for the time being of the University;

“Officer” means the Rector, Deputy Rector, Executive Director, Head of Campus, Campus Director, Legal Adviser, Chief Digital Officer, Chief Librarian, Dean, Deputy Dean, Director, Deputy Director, Head of Department or holder of any other office created by the Constitution;

“Organisation Member” means international organisations which are signatories to the Notes of Exchange on the establishment of the University pursuant to subsection 5A(2) of the Universities and University Colleges Act 1971 [Act 30];

“Policy” means declaration that guides the direction and plan of action in realising the Policy Statement of the University as approved by the Board;

“Policy Statement” means fundamental declaration that outlines the stance and the direction of the University as approved by the Board;

“Regulations” means the Regulations of the University made under Article 47 of the Constitution;

“Rules” means the Rules of the University made under Article 47 of the Constitution;

“Register” means the Register of Members which is kept pursuant to the Act;

“Seal” means the common seal of the University;

“Secretary” means any person or persons appointed under Article 69 who shall be responsible to perform the duties as the company secretary of the University and shall act in accordance with the provisions of the Act;

“Staff” means any person employed under a contract of service with the University;

“Student” includes any undergraduate student, postgraduate student, part-time student, student under distance learning or off-campus programme, diploma student, matriculation student, exchange and non-graduating student of the University;

“University" means INTERNATIONAL ISLAMIC UNIVERSITY MALAYSIA, a public university established under Section 5A(2) of the Universities and University Colleges Act 1971 [Act 30] and incorporated in Malaysia under the

Companies Act 1965 [Co. No. 198301005860 / 101067-P], a company limited by guarantee and not having a share capital; and

"University Authority" means the Board, the Senate, the University Finance Committee and includes such other bodies as may be prescribed by Rules or Regulations.

PART II

THE UNIVERSITY AUTHORITIES

Board of Governors

3. (1) The Board shall consist of—

(a) the President who shall be the chairman;

(b) the Rector;

(c) one representative from each Government Member and Organisation Member who shall be appointed by the respective Members;

(d) four persons appointed by the Host Member, in which the Secretary General charged with ministry of higher education institution of the Host Country shall be the Deputy Chairman;

(e) one representative from a respected institution, body, entity who shall be appointed by the Board for such term as the Board may decide;

(f) two Muslims of the Malaysian public who shall be appointed by the Board for such term as the Board may decide;

(g) two members of the Senate who are non-executive members of the University appointed by the Senate; and

(h) one of the alumni of the University appointed by the Board.

(2) The Deputy Rectors, Executive Directors, and Legal Adviser shall be ex-officio members of the Board but shall not be entitled to vote.

(3) The Executive Director in-charge of management services shall be the secretary of the Board.

(4) Notwithstanding subarticle 11(1), the Board may, with the approval of the Host Member, admit any other country or any international organisation as a Government Member or Organisation Member of the University.

(5) The appointment of the Board members shall be forwarded to the Director General of Inland Revenue Board of Malaysia for approval before it is enforced.

Alternate Board member

4. (1) Except for members under subarticle 3(1)(a) and (b), each Board member shall have power from time to time to nominate any person subject to the approval of the Board, not being a Board member who is a citizen of the country of the Government Member, and in the case of an Organisation Member

any person who is an officer of that Organisation Member to act as his alternate Board member and at his discretion to remove such alternate Board member.

(2) An alternate Board member shall for all purposes be deemed to have the rights and powers of a member of the Board except the power to appoint an alternate Board member.

(3) Any appointment or removal of an alternate Board member shall be made in writing.

(4) Where a Board member making any such appointment ceases to be a Board member, the person appointed by him shall thereupon cease to have any power or authority to act as alternate Board member.

Functions and powers of the Board

5. (1) The Board shall be the highest governing body responsible for policy making and monitoring the affairs of the University.

(2) The Board may exercise all the powers conferred on the University including matters pertaining to the national interest save in so far as they are by this Constitution or the Rules and Regulations conferred on some other Authority, body or on some other officers of the University.

(3) In addition to the functions and powers under subarticles (1) and (2), the Board shall—

(a) provide strategic planning-oversight of the educational character and mission of the University;

(b) promote efficient and effective management and provide overall review of University operations;

(c) manage the finance of the University;

(d) develop links with the community, corporate sector and industry;

(e) foster global linkages and internationalisation in relation to higher education and research;

(f) recommend the appointment of the Rector;

(g) appoint members of the University Management Committee; and

(h) ensure the implementation of the University's Constitution, Policies, Rules and Regulations and to ensure that every Authority, Officer or committee keeps within its or his powers and terms of reference.

(4) The Board shall have powers on all matters in respect of the University.

(5) The University shall abide by the directives and decisions of the Board.

Disclosure of interest by members of the Board

6. (1) Every member of the Board shall comply with the provisions of sections 219 and 221 of the Act in connection with the disclosure of his interests in the University and in connection with the disclosure, every member of the Board shall state the fact and the nature, character and extent of any office or possession of any property whereby, whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a member of the Board.

(2) A member of the Board having, directly or indirectly—

(a) an interest in a company or an undertaking with which the University proposes to make a contract; or

(b) an interest in a contract or matter under discussion by the University, shall disclose to the Board the fact of his interest and its nature.

(3) A disclosure under subarticle (2) shall be recorded in the minutes of the Board and, unless specifically authorised by the Chairman, such member shall take no part in the deliberation or decision of the Board relating to the contract or matter.

Terms of membership of the Board

7. (1) Each member of the Board, except the President, may serve for a term as may be determined by the respective nominating Member. Where a member is appointed as a representative of any Member by virtue of his office

and thereafter he ceases to hold such office prior to the end of his term as a Board member, his membership shall cease accordingly.

(2) A Member may at any time revoke the appointment of its representative to the Board by giving a notice in writing to the Chairman of the Board.

(3) The Board shall register such notice of revocation within thirty days upon receipt of such notice.

(4) A representative of the Member shall cease to be a member of the Board if the respective Member nominating him ceases to be Member of the University.

(5) A member of the Board may resign by giving notice in writing to the Chairman, and in such an event the Chairman may request the respective Member to submit to the University a new nomination.

(6) In the event the President resigns from his office, the Deputy Chairman shall act as Chairman of the Board until a new President is appointed.

Proceedings of the Board

8. (1) The members of the Board shall meet at least two times in a calendar year in the Host Country for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

(2) The Chairman of the Board may at any time summon a meeting of the Board.

(3) Notwithstanding subarticle (1) and (2), the Secretary shall at the request of a majority of the members of the Board, summon a meeting of the Board at any time.

(4) Five members of the Board shall constitute a quorum for any meeting of the Board.

(5) Matters which require a decision shall be decided by a simple majority of votes.

(6) A meeting of the Board shall be called by notice in writing of not less than seven days or such shorter period as agreed upon by a majority of members.

(7) At the request made by the members of the Board or alternate members of the Board, a notice of a Board meeting may be sent by electronic means, such notice shall be deemed to have been duly served on the members of the Board upon the receipt of the acknowledged receipt notification by an authorised officer of the University.

(8) Subject to section 219 of the Act, a member of the Board who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the University, shall be counted only to make the quorum but shall not participate in any discussion and shall not vote on the contract or proposed contract.

Disqualification of Board members

9. Subject as herein otherwise provided, or to the terms of any subsisting agreement, the following person shall be disqualified from being appointed or being a member of the Board if—

(a) a receiving order is made against him or he makes any arrangement or composition with his creditors;

(b) he is found to be of unsound mind;

(c) the Member for which he represents ceases to be a Member of the University; or

(d) he is prohibited from being a member of the Board by any order made under section 198 of the Act.

Removal of Board Members

10. (1) A member of the Board may be removed before the expiration of his period of office in accordance with section 206 of the Act.

(2) A member who has failed to discharge his duties as a member of the Board may be removed from office by way of ordinary resolution at a meeting.

(3) The member shall be given the right to make oral or written representation not exceeding fourteen (14) days from the date of receipt of the special notice of a resolution to remove him issued by the Board.

Membership

11. (1) Except for the two subscribers to the Constitution of the University, only the Host Member, the Government Member or the Organisation Member can qualify and be admitted as member of the University.

(2) The subscribers to the Constitution of the University shall cease to be members when the Host Member and another member are admitted as members of the University. The name of the Host Member, the Government Member or the Organisation Member shall be entered in the Register accordingly. The number of members with which the University proposes to be registered at any time shall not be less than two, and the University may from time to time admit and increase its membership in accordance with the Constitution.

(3) A Member may provide financial grants and assistance towards the establishment and may contribute to the expenditure of the University.

General Meetings

12. (1) The following provisions as to general meetings shall have effect:

(a) the first general meeting shall be held at such time, not being more than eighteen months after the incorporation of the University, and at such place as the Board may determine;

(b) an annual general meeting shall be held at least once in every calendar year at such time, not being more than fifteen

months after the holding of the last preceding annual general meeting, and at such place as provided for in the Act;

(c) all other general meetings other than the annual general meeting shall be called extraordinary general meeting;

(d) the Board shall on the requisition made in writing by Member representing not less than one-tenth of the total voting rights of the Members having at that date a right to vote at general meetings, convene an extraordinary general meeting;

(e) subject to section 311 of the Act, any requisition made by the Member must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the Office of the University; and

(f) all business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheets and the reports of the Board and Auditors, and any other documents annexed to the balance sheets, finalisation of the appointment of Board members in place of those retiring, the appointment and fixing of the fee of Board members, the appointment and fixing of the remuneration of the Auditors and any resolution or other business of which notice is given in accordance with the Act or the Constitution.

(2) Any Member of the University may by an instrument in writing authorise any person as it thinks fit to act as its representative at any general meeting of the University.

Proceedings at general meetings

13. (1) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

(2) The quorum at any general meeting shall be two Member.

(3) If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Member, shall be dissolved.

(4) In any other case it shall stand adjourned to the same day in the next week or if that day be a public holiday, then to the next business day following such public holiday, at the same time and place or to such other day and such other time and place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, then the meeting shall also be dissolved and a fresh meeting be convened by the University.

(5) The Chairman of the Board shall preside at every general meeting, but if there be no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, or is unwilling to act as chairman, the Deputy Chairman of the Board shall become the chairman of the meeting and if the Deputy Chairman is not present or is unwilling to act as

chairman, the Member present shall elect one of their Member to be the chairman of the meeting.

(6) The Chairman may, with the consent of any Member, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

(7) At all general meetings, resolutions put to the vote of the meeting shall be decided by a majority of the Member, and a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and on entry to that effect in the minute book of the University shall be conclusive evidence thereof, without proof of the number of proportion of the votes recorded in favour of or against such resolution.

(8) In case of an equality of votes, the chairman of the general meeting shall be entitled to a second or casting vote.

Validity of acts and proceedings

14. No act done or proceeding taken under this Constitution shall be questioned on the ground of—

(a) a vacancy in the membership or defect in the constitution of the Board;

(b) a defect in the appointment or qualification of the members of the Board;

(c) a defect in the appointment or qualification of the Secretary of the Board; or

(d) an omission, a defect or an irregularity not affecting the merit of the case.

Minutes and records

15. (1) The Board shall cause proper minutes to be made of all meetings of the Board.

(2) Such minutes of any meeting signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Circular resolution

16. A resolution in writing signed by all of the members of the Board shall be as effective for all purposes as a resolution passed at a meeting of the members of the Board duly convened, held and constituted and may consist of several documents in like form each signed by one or more members of the Board.

Authentication of documents

17. (1) The Secretary or any person appointed by the Board for that purpose shall have power to authenticate any documents affecting the Constitution, any resolution passed by the Board, any books, records, documents and accounts relating to the business of the University and to certify copies thereof or extract therefrom as true copies or extracts.

(2) Where any books, records, documents or accounts are kept elsewhere than at the Office, any officer of the University having the custody thereof shall be deemed to be the person appointed by the Board for the purpose of subarticle (1).

(3) A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with this Article shall be conclusive evidence that such resolution has been duly passed or that such extract is a true and accurate record.

Senate

18. (1) There shall be a Senate established by the Board which shall be the highest academic authority responsible for the management of the academic and student affairs of the University.

(2) The Senate shall consist of—

(a) Rector, who shall be the chairman;

(b) Deputy Rectors;

(c) Executive Directors in charge of finance and management services;

(d) Deans in charge of academic programme;

(e) five professors to be appointed by the Senate;

(f) Dean or Director of divisions or centres as may be determined by the Senate;

(g) Legal Adviser;

(h) Chief Librarian; and

(i) Chief Digital Officer

(3) The Head in charge of admission and record of students shall be the secretary of the Senate.

(4) Members mentioned under subarticle (2)(e) shall be appointed for a period of not exceeding three years and shall be eligible for reappointment.

(5) The Senate may invite any person to attend the meetings of the Senate, but such person shall have no right to vote.

(6) All minutes of its meetings shall be presented to the Board for endorsement.

Powers of Senate

19. (1) The Senate shall have power over the general direction and quality of programmes of studies, teaching, instruction, research and examinations, award of degrees, diplomas and certificates, setting up of departments under any centre of studies, student admission criteria, student development and academic linkages with other institutions.

(2) The Senate may make rules and regulations from time to time in the light of the philosophy, objectives, vision and mission of the University.

(3) The Senate may form committees to regulate the academic and student affairs of the University.

(4) The Senate may delegate any of its functions, powers and duties to any committee or person as it may deem appropriate.

(5) The Senate shall consider any matter transmitted to it by the Board under subarticle 5(4).

Nomination and Remuneration Committee

20. (1) There shall be a Nomination and Remuneration Committee established by the Board.

(2) The composition and terms of reference of the Nomination and Remuneration Committee shall be determined by the Board.

(3) The Nomination and Remuneration Committee shall have the functions to support and assist the Board to identify and nominate suitable candidates for membership of the Board and its subsidiaries; assess Board's effectiveness; and propose remuneration packages that align with the University's objectives and promote good governance practices.

University Finance Committee

21. (1) There shall be a University Finance Committee established by the Board which shall be responsible for regulating and controlling the finances of the University.

(2) The University Finance Committee shall consist of—

(a) Deputy Chairman of the Board, who shall be the chairman;

(b) Rector or his representative; and

(c) one person from the Ministry of Finance to be appointed by the Host Member;

(3) In the event that the chair is left vacant or the Chairman of the University Finance Committee is unable to exercise any of the functions of his office by any reason or whatsoever, the Rector may exercise such functions on behalf of the Chairman.

(4) The Executive Director in charge of financial management of the University shall be the secretary of the University Finance Committee.

Powers of University Finance Committee

22. (1) The University Finance Committee shall have power over the University's budget, grants received from other than the Host Country and such other financial matters which includes regulating and controlling the financial management and affairs of the University, and recommending rules, regulations and policies relating to financial matters for approval of the Board.

(2) Subject to the University's financial policies or any other written law, transaction that requires the Board's resolution shall be presented to the Board.

(3) All minutes of its meetings shall be presented to the Board for endorsement.

(4) The University Finance Committee shall consider any matter transmitted to it by the Board.

University Risk Management Committee

23. (1) There shall be a University Risk Management Committee established by the Board.

(2) The composition and terms of reference of the University Risk Management Committee shall be determined by the Board.

(3) The University Risk Management Committee shall have the functions to support and assist the Board to overview and decide the effective implementation of the University's risk management framework and decide the risks' mitigation progress.

Audit Committee

24. (1) There shall be an Audit Committee established by the Board.

(2) The composition and terms of reference of the Audit Committee shall be determined by the Board.

(3) The Audit Committee shall have the functions to support and assist the Board in various aspects of auditing and internal control oversight that includes overseeing financial reporting, internal controls, appointing external auditors, reviewing audit findings, evaluating internal audit functions and ensuring compliance with laws and policies in line with the accounting standards.

University Management Committee

25. (1) There shall be the University Management Committee established by the University.

(2) The University Management Committee shall consist of—

(a) Rector, who shall be the chairman;

(b) Deputy Rectors;

(c) Executive Directors;

(d) Campus Directors; and

(e) Legal Adviser.

(3) Notwithstanding subarticle (2), the Board may appoint additional officers of the University to be a member of the University Management Committee.

(4) The University Management Committee of the University shall advise the Rector relating to his administrative and management functions as provided under Article 34.

Term of office of University Authorities

26. (1) Except as may be prescribed by the Constitution, the term of office of a person elected or appointed to be a member of a University Authority, except an *ex-officio* member, shall not exceed three years.

Provided that—

(a) where the person is elected or appointed because he holds an office or is a member of some other University Authority or body, he shall cease to be a member of the University Authority if before the expiry of his term of office he ceases to hold such office or to be a member of such University Authority or body; and

(b) a person who retires at the end of his term of office may be eligible for re-election or reappointment.

(2) Where a person is a member of a University Authority *ex-officio,* a person appointed to act for him shall be a member of the University Authority *ex-officio* so long as he is so acting and is otherwise qualified.

(3) The decision of a University Authority shall be valid notwithstanding any vacancy among its members.

Decision by votes

27. (1) Subject to the provisions of the Constitution, a question at any meeting of any University Authority shall be decided by a simple majority of the votes of the members present.

(2) Every member shall have and may exercise one vote each, but in the event of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

Establishment and maintenance of Teaching Hospital

28. (1) The University may establish a hospital for the purpose of teaching and learning.

(2) The University may maintain such hospital, pharmacies and other medical and surgical services as it may deem fit.

(3) The Board shall establish a committee for the purposes of operating and maintaining such teaching hospital.

PART III

CONSTITUTIONAL HEAD

Appointment of Constitutional Head

29. (1) There shall be a Constitutional Head of the University who shall be appointed by His Majesty the Yang di-Pertuan Agong on the recommendation of the Host Member, for a term not exceeding seven years for each term of appointment.

(2) The appointment of the Constitutional Head shall be made by name and on the termination of his term, either through expiry, resignation, death or infirmity of body or mind, the University shall appoint its Constitutional Head in accordance with subarticle (1).

(3) The University shall notify the Board of such appointment.

(4) The term of appointment of the Constitutional Head may be renewed in accordance with subarticle (1).

Functions and duties

30. (1) The Constitutional Head shall have such powers and perform such duties as may be conferred or imposed upon him by this Constitution or any statute, rules or regulations.

(2) The Host Member shall appoint the President upon consent of the Constitutional Head and the Board may proceed to formalise the appointment forthwith.

(3) The Constitutional Head shall preside at the convocations of the University and in the event the Constitutional Head is rendered unable to so preside for whatever reasons whatsoever, the President or the Rector may exercise the said function.

(4) The Constitutional Head may delegate his function in subarticle (3) to the President.

(5) The Constitutional Head may invite—

(a) the Head of State of the Host Member or of a Government Member;

(b) any dignitary representing a Member; or

(c) any other person he so designates,

to preside at a convocation of the University.

PART IV

PRESIDENT

President

31. (1) There shall be a President who shall serve the University for a period not exceeding five years for each term of appointment.

(1A) The President shall be appointed by the Host Member upon the consent of the Constitutional Head.

(2) The terms and conditions of service of the President shall be determined by the Board in its general meeting and shall be binding on the University.

(3) The appointment of the President under subarticle (1) shall be notified to the Board by the University.

(4) Upon the expiry of the period of the appointment, the President may be eligible for reappointment.

(5) The President may resign from office by giving notice in writing to the Host Member and written notification to the Constitutional Head.

(6) Notwithstanding subarticle (1), the Host Member with the consent of the Constitutional Head may at any time, in the interest of the University terminate the appointment of the President.

(7) During any period of any vacancy in the office of the President, the Deputy Chairman of the Board shall act as a covering President.

Functions and duties

32. The President shall—

(a) serve as Chairman of the Board;

(b) advise the Host Member on the appointment of the Rector;

(c) serve as the Appeal Authority for staff and student disciplinary matters or he may set up a committee to decide on such appeals;

(d) preside at convocations of the University upon request by the Constitutional Head;

(e) appoint the covering Rector from amongst the Deputy Rectors upon the expiry of the term of the Rector until a new Rector is appointed; or in the event that the Rector is unable to exercise his powers and duties under Article 34(6); and

(f) appoint a committee to consider the selection of the Rector for the appointment by the Host Member.

PART V

OFFICERS OF THE UNIVERSITY

Rector

33. (1) There shall be a Rector who shall serve the University for a period not exceeding two years for each term of appointment. The appointment of Rector by the Host Member shall be subject to the advice of the President.

(2) The Rector shall hold the office for a maximum period of 6 years.

(3) Notwithstanding subarticle (2), the Host Member may extend the appointment of the Rector beyond the maximum period.

(4) The terms and conditions of service of the Rector shall be determined by the Board and shall be binding on the University.

(5) The Rector may resign from office by giving notice in writing to the Host Member.

(6) Notwithstanding subarticle (1), the Host Member may at any time, in the interest of the University and on the advice of the President, terminate the appointment of the Rector.

Functions and duties

34. (1) The Rector shall be the chief executive officer and shall be responsible for the overall administrative, academic and management functions and the day-to-day affairs of the University.

(2) The Rector shall, subject to the provisions of the Constitution, exercise general supervision over arrangements relating to instruction, research, finance, administration, welfare and discipline in the University, and may perform functions and exercise all powers conferred by the Constitution and any Rules and Regulations.

(3) The Rector shall be the Chairman of the Senate.

(4) The Rector shall act under the general authority and direction of the Board and the Senate.

(5) The Rector shall advise the President on the selection of the Deputy Rector for the appointment by the Board.

(6) If for any substantial period the Rector is unable to exercise any of the functions of his office by reason of illness or any other cause, any one of the

Deputy Rectors may be appointed by the President to exercise such functions on behalf of the Rector.

(7) In the absence of the Rector due to leave or absence, any one of the Deputy Rectors may be appointed by the Rector to exercise such functions on behalf of the Rector.

Deputy Rector

35. (1) There shall be at least one Deputy Rector who shall be appointed by the Board for a period not exceeding three years for each term of appointment.

(2) The terms and conditions of service of the Deputy Rector shall be determined by the Board.

(3) Upon the expiry of the period of the appointment, the Deputy Rector may be eligible for reappointment.

(4) The Deputy Rector may resign from office by giving notice in writing to the Board.

(5) Notwithstanding subarticle (1), the Board may at any time, in the interest of the University and on the advice of the Rector, terminate the appointment of the Deputy Rector.

(6) The Deputy Rector shall assist the Rector in the general administration of the University, and shall exercise such powers and perform such duties as may be delegated by the Rector from time to time.

(7) If for any substantial period any Deputy Rector is unable by reason of illness, leave of absence or any other cause, to exercise any of the functions of his office, the Rector may assign such functions for such period as may be necessary to any other person.

Head of Branch Campus

36. (1) Where there is a Branch Campus, there shall be a Head of Branch Campus, by whatever name called, who shall be appointed by the Board for a period not exceeding three years for each term of appointment.

(2) The Head of Branch Campus shall be the principal executive, administrative and academic officer of the campus and shall perform his functions and discharge his duties under the direction and control of the Rector.

(3) The terms and conditions of service of the Head of Branch Campus shall be determined by the Board.

(4) Upon the expiry of the period of the appointment, the Head of Branch Campus shall be eligible for reappointment.

(5) The Head of Branch Campus may resign from office by giving notice in writing to the Board.

(6) Notwithstanding subarticle (1), the Board may at any time, in the interest of the University and on the advice of the Rector, terminate the appointment of the Head of Branch Campus.

Executive Director

37. (1) There shall be at least one Executive Director who shall be full-time officer of the University and shall have such powers and duties as may be prescribed by Rules and Regulations.

(2) The post of the Executive Director may be known by such other names as may be determined by the Board.

(3) The Executive Director shall be appointed by the Board on the advice of a committee chaired by the Rector.

(4) Subject to the provisions of the Constitution, the terms of office and other conditions of appointment of the Executive Director shall be determined by the Board.

(5) The Executive Director may resign from office by giving notice in writing to the Board.

(6) Notwithstanding subarticle (3), the Board may at any time, in the interest of the University and on the advice of the Rector, terminate the appointment of the Executive Director.

(7) If for any substantial period the Executive Director is unable to exercise any of the functions of his office by reason of illness or any other cause, any Officer may be appointed by the Rector to exercise his functions as the covering Executive Director.

(8) In the absence of the Executive Director due to leave or absence, any one of the Officers may be appointed by the Executive Director to exercise his functions as the covering Executive Director.

Campus Director

38. (1) Where there is a campus within Malaysia situated outside the Main Campus of the University, there shall be a Campus Director who shall be appointed by the Board, from among the members of the academic staff of the University.

(2) The Campus Director shall be the principal executive, administrative and academic officer of the campus and shall perform his functions and discharge his duties under the direction and control of the Rector.

(3) The terms and conditions of service of the Campus Director shall be determined by the Board.

(4) Upon the expiry of the period of the appointment, the Campus Director shall be eligible for reappointment.

(5) The Campus Director may resign from office by giving notice in writing to the Board.

(6) Notwithstanding subarticle (1), the Board may at any time, in the interest of the University, terminate the appointment of the Campus Director.

(7) If for any substantial period the Campus Director is unable to exercise any of the functions of his office by reason of illness or any other cause,

any Officer may be appointed by the Rector to exercise his functions as the covering Campus Director.

(8) In the absence of the Campus Director due to leave or absence, any one of the Officers may be appointed by the Campus Director to exercise his functions as the covering Campus Director.

Legal Adviser

39. (1) There shall be a Legal Adviser of the University and shall have such powers and duties as may be prescribed by Rules and Regulations.

(2) The post of the Legal Adviser may be known by such other names as may be determined by the Board.

(3) The Legal Adviser shall be appointed by the Board on the advice of a committee chaired by the Rector.

(4) Subject to the provisions of the Constitution, the terms of office and other conditions of appointment of the Legal Adviser shall be determined by the Board.

(5) If for any substantial period the Legal Adviser is unable to exercise any of the functions of his office by reason of illness or any other cause, any Officer may be appointed by the Rector to exercise his functions as the covering Legal Adviser.

(6) In the absence of the Legal Adviser due to leave or absence, any one of the Officers may be appointed by the Legal Adviser to exercise his functions as the covering Legal Adviser.

Chief Librarian

40. (1) There shall be a Chief Librarian who shall be full-time officer of the University and shall have such powers and duties as may be prescribed by Rules and Regulations.

(2) The post of the Chief Librarian may be known by such other names as may be determined by the Rector.

(3) The Chief Librarian shall be appointed by the Rector on the advice of a committee chaired by the Rector.

(4) Subject to the provisions of the Constitution, the terms of office and other conditions of appointment of the Chief Librarian shall be determined by the Rector.

Chief Digital Officer

41. (1) There shall be a Chief Digital Officer of the University and shall have such powers and duties as may be prescribed by Rules and Regulations.

(2) The post of Chief Digital Officer may be known by such other names as may be determined by the Rector.

(3) The Chief Digital Officer shall be appointed by the Rector on the advice of a committee chaired by the Rector.

(4) Subject to the provisions of the Constitution, the terms of office and other conditions of appointment of the Chief Digital Officer shall be determined by the Rector.

Other officers

42. The University may appoint such other officers and staff as may be prescribed by Rules and Regulations.

PART VI

CENTRES OF STUDIES

Centres of studies

43. (1) The University shall be divided into such number of centres of studies and may be named as Kulliyyah, School, Institute or Centre, and each of the centres of studies shall represent a branch or branches of the unified concept of knowledge based on the basic concept of Islamic principles and philosophy of knowledge and education as prescribed in this Constitution.

(2) All centres of studies shall be responsible to the Senate for the organisation of courses of studies, teachings and academic instructions in the branch or branches of knowledge within the purview of centres of studies, and may exercise such other functions as may be conferred on all centres of studies by the Rules and Regulations.

Establishment of centres of studies

44. (1) The Board may, on the recommendation of the Senate, establish centres of studies.

(2) The Senate may make rules and regulations for teaching and learning, research and publication and other academic activities of such centre of studies.

Dean and Deputy Deans of centre of studies

45. (1) The Rector shall appoint a Dean and such number of Deputy Deans upon consultation with the academic staff for each centre of studies.

(2) The Dean shall be the head of the centre of studies and shall exercise powers and perform duties as may be vested in him by the Constitution and the Rules and Regulations of the University.

(3) In the absence of the Dean, it shall be lawful for the Deputy Dean or any other senior officer appointed by the Rector to perform such duties of the Dean during such absence.

(4) A Dean and the Deputy Dean shall be appointed for a period not exceeding four years but shall be eligible for reappointment.

(5) Notwithstanding subarticle (4), the Rector may, if he deems fit, revoke any appointment made under subarticle (1) at any time during the term of such appointment.

Head of department

46. (1) The Rector shall appoint a head of department for a period not exceeding four years, but shall be eligible for reappointment.

(2) Notwithstanding subarticle (1), the Rector may revoke such appointment at any time during the term of such appointment.

PART VII

RULES AND REGULATIONS

Powers to make rules and regulations

47. (1) Subject to the Act and the Constitution, the Board may make rules or regulations to deal with any or all of the following matters:

(a) the powers and duties of the officers of the University;

(b) the composition, powers, duties and procedures of the University Authorities;

(c) the establishment of centre of studies;

(d) the methods of appointment and the conditions of service of the officers and staff of the University;

(e) the conduct and discipline of staff of the University;

(f) the management of the library;

(g) the management of teaching and learning facilities including the lecture halls, the laboratories, research institutions, halls of residence and all branches of University activity not specifically provided for in the Constitution;

(h) the remuneration and conditions of service of examiners;

(i) the establishment and regulation of pension, superannuation and provident fund schemes for the benefit of the staffs of the University or any section of them;

(j) the powers, duties and procedures of any committee or other body not specifically provided for in the Constitution;

(k) fees to be charged for courses of study, residence, admission of student, examination, degrees and diplomas, and any other fees that may be levied by the University;

(l) all other matters which under this Constitution may be regulated by Rules and Regulations; and

(m) matters incidental to or consequential upon any of the matters aforesaid.

(2) Subject to the Act and the Constitution, the Senate may make rules or regulations to deal with any or all of the following:

(a) the determination of the degrees, diplomas and other academic distinctions to be conferred by the University;

(b) matters relating to student affairs including the conditions of admission, residence and welfare;

(c) the conduct and discipline of students of the University;

(d) matters relating to the conduct of student elections;

(e) the powers and duties of the Dean of centre of studies or the head of any service divisions or departments;

(f) courses of study or syllabuses or academic programmes;

(g) the appointments, powers and duties of examiners;

(h) the number, conduct and scope of examinations and matters related to examinations; and

(i) the admission of students to the examinations, degree and diploma courses of the University.

Power to amend or revoke Rules and Regulations

48. The Board and the Senate may amend or revoke their respective Rules and Regulations made under Article 47.

Publication of Rules and Regulations

49. All Rules and Regulations made under this Constitution shall be published in a manner to be determined by the Board and the Senate respectively.

Rules and Regulations inconsistent with the Act and the Constitution

50. In the event of—

(a) any provisions of the Constitution being inconsistent with the provisions of the Act;

(b) any Rules or Regulations being inconsistent with the provisions of the Act; or

(c) any Rules or Regulations being inconsistent with the provisions of the Constitution,

the Act or the provisions of the Constitution, as the case may be, shall prevail in that order of priority and such Constitution, Rules or Regulations shall to the extent of the inconsistency be void.

Procedure on amending or revoking the Constitution

51. Subject to Section 36 of the Act, the Board may amend or revoke any provisions of the Constitution, and the amendments or revocation shall be approved by the Registrar charged with the responsibility for companies and Director General of Inland Revenue Board of Malaysia before it is enforced.

PART VIII

DISCIPLINE

Student disciplinary authority

52. (1) The disciplinary authority of the University in respect of every student shall be the Rector, who shall have the power to take any disciplinary action and impose such disciplinary punishment for any misconduct committed by the student in accordance with any disciplinary rules that may be made by the Senate.

(2) The Rector may delegate his disciplinary functions, powers or duties to any officer or committee of employees of the University in respect of any particular student or any class or category of the students of the University within or outside the University.

(3) The disciplinary functions, powers or duties so delegated, may be withdrawn at any time by the Rector.

(4) Any student who is not satisfied with the decision of the Disciplinary Authority of the University under subarticle (1) or the decision made by an officer or committee of the University, to whom the disciplinary functions, powers or duties have been delegated, may appeal to the President or the committee chaired by the President.

Staff Disciplinary Committee

53. (1) The Board shall form a Staff Disciplinary Committee of the University to govern the conduct and discipline of all staff of the University.

(2) The Staff Disciplinary Committee shall consist of—

(a) a representative of the Board as Chairman; and

(b) four officers of the University to be appointed by the Board.

(3) The quorum at any meeting of the Staff Disciplinary Committee shall be three members including the Chairman.

(4) Where there is equality of vote, the Chairman shall have the casting vote.

(5) The Chairman may invite any officer to attend the meeting of the Committee, but such officer shall have no voting right.

(6) The Staff Disciplinary Committee shall have powers to take disciplinary actions and impose such disciplinary punishment for any misconduct committed by the staff in accordance with the staff disciplinary rules made by the Board.

(7) The Staff Disciplinary Committee may delegate any of its powers and duties to any committee of staff of the University in respect of any particular staff of the University within or outside the University.

(8) The Staff Disciplinary Committee shall have no power or jurisdiction over the Constitutional Head.

(9) The Staff Disciplinary Committee shall also have no power or jurisdiction over member of the Board or member of other committees of the Board who is not officer or staff of the University.

(10) Any member of the staff who is not satisfied with the decision other than dismissal made by the Staff Disciplinary Committee under subarticle (6) may appeal to the President or a committee chaired by the President, who shall consider such appeal in any manner deemed appropriate, and shall make decisions accordingly.

(11) The decision of the President on any appeal shall be final and conclusive.

(12) The President may inform the Board any appeal that he has decided under subarticle (10).

PART IX

STUDENTS' REPRESENTATIVE COUNCIL AND OTHER STUDENT BODIES

Students' Representative Council

54. (1) The registered students of each Campus of the University, may constitute a body to be known as the Students' Representative Council (hereinafter in this Constitution referred as "the SRC") of the International Islamic University Malaysia of that respective Campus.

(2) For the purpose of this Article, Campus means a campus that has at least three centres of studies.

(3) Notwithstanding subarticle (2), the Senate may decide a minimum number of centres of studies to constitute a Campus.

(4) The Senate may make rules and regulations for the conduct of elections of the Students' Representative Council and for all matters related thereto.

Establishment of other student bodies

55. (1) Notwithstanding Article 54, it shall be lawful for not less than thirty students of the University with prior approval of the Senate to establish a student body consisting of students of the University for the promotion of a specific object or interest within the University subject to such terms and conditions as the Senate may specify.

(2) All student bodies or organisations established under this Article shall have their own constitution which shall be approved by the Senate.

Acts ultra vires the Constitution, Rules and Regulations and the constitutions of the student bodies

56. (1) If the SRC, any student body or organisation established under Article 55 conducts itself in any manner or in any manner allows itself to be used for actions or activities which in the opinion of the Rector—

(a) is detrimental, prejudicial or contrary to the interest, well-being or reputation of the University or to Islam;

(b) acts in contravention of the Constitution of the University or its own Rules and Regulations, or the Student Disciplinary Rules of the University;

(c) endangers the peace and harmony of the University community or any section of the University community or is prejudicial to public order within or outside the University; or

(d) is prejudicial to the harmonious relations and understanding among Members in international relations,

the Rector may, after giving them the right to be heard, suspend or dissolve the SRC or such student body or organisation.

(2) Any activity conducted by any student on behalf of the SRC or any student body or organisation after the suspension or dissolution of the SRC or such student body or organisation shall be construed as unauthorised activity, and such student shall be liable to disciplinary action including dismissal from the University.

PART X

GENERAL PROVISIONS

Disputes

57. (1) Any dispute between the University Authorities, or between an Officer and a University Authority as to the scope and extent of his or its powers, functions or jurisdiction may be referred by either party to the Constitutional Head and the Constitutional Head may determine the dispute himself or appoint a Dispute Resolution Panel to determine the dispute.

(2) The Dispute Resolution Panel shall be constituted from amongst distinguished persons from within or outside the University who are not officers, staffs or members of the Authority concerned.

(3) The Dispute Resolution Panel shall consist of a chairman and two other members.

(4) The Dispute Resolution Panel shall determine its own procedure.

(5) The decision of the Dispute Resolution Panel shall be final and conclusive and shall be binding on the parties to the dispute.

Convocation

58. (1) A Convocation for the conferment of degrees or other higher education qualifications determined by the University shall be held annually, or as often as deemed necessary by the Senate, on such date as may be approved by the Constitutional Head of the University.

(2) In holding ceremonies for Convocation, the provisions of subarticles 30 (3), (4) and (5) shall apply.

Alumni and Alumni Chapter

59. (1) Subject to the approval of the Board, it shall be lawful for not less than thirty graduates of the University in the Host Country to form and establish an association to be known as the Alumni of the University.

(2) Notwithstanding subarticle (1) and subject to the approval of the Board, it shall be lawful for not less than thirty graduates of the University in any other country to form and establish an Alumni Chapter of the University.

(3) The Alumni and Alumni Chapter of the University shall be governed and administered in accordance with its constitution and rules made by it and no such constitution and rules so made or any amendments thereto shall come into force unless and until approval thereof shall have first been obtained from the Board.

(4) Nothing in this Article shall be construed as constituting the Alumni and Alumni Chapter of the University to be an Authority of the University or as conferring any power thereon to elect as its representatives to the Board.

Appointment and terms and conditions of service

60. (1) All persons employed or to be employed by the University as officers and staff shall be appointed as such by the Board on the advice of the respective appointing committee.

(2) Every person employed by the University under subarticle (1), shall hold office on terms and conditions which shall include provisions relating to—

(a) his conformity to the principles and philosophy of the University as an Islamic institution; and

(b) his specific and general duties as may be determined from time to time.

(3) Nothing in this Article shall prevent the University from entering into a special arrangement with a person to be employed by the University if it is in the opinion of the University expedient to do so.

Prohibition of gifts

61. No gift or division of money shall be made by or on behalf of the University to or among any of its officers and staff except—

(a) by way of bonus, prize, reward, honorarium or special grant or under any provident scheme; or

(b) on such other special circumstances as determined by the Board.

Royal Professor

62. (1) The Board may from time to time, with the recommendation of the Senate, confer a title of Royal Professor of the University to a person of exceptional academic standing after consultation with the Constitutional Head.

(2) The person so appointed shall not at any time exceed three in number.

Emeritus Professor

63. (1) Notwithstanding the provision of Article 60 of the Constitution, the Constitutional Head may, upon the recommendation of the Senate confer the title of Emeritus Professor of the University upon person of exceptional academic distinction or intellect who has contributed significantly to the University and is no longer in service with the University.

(2) Any person conferred the title under subarticle (1) shall hold the title upon such terms and conditions as the Constitutional Head may deem appropriate.

Admission of student

64. A student shall not be admitted to a programme in the University unless he satisfies such requirements as may be determined by the Senate relating to the admission of students.

Powers of delegation

65. (1) Where by the provisions of the Constitution or any Rules or Regulations any officer or authority is empowered to exercise any power or perform any duty, such officer or authority may by instrument in writing subject to the provisions of this Article and to such conditions and restrictions as may be prescribed in such instrument, delegate the exercise of such power or the performance of such duties to any authority or to any committee or to any person described therein by name or office.

(2) A delegation under this Article may be revoked at any time by the officer or authority making such delegation.

(3) No delegation of any power or duty under this Article shall affect the exercise of such power or the performance of such duty by the officer or authority making such delegation.

(4) Nothing in this Article shall apply to any power to make, approve, amend or revoke any Rules or Regulations.

Covering duties

66. Any person who is appointed to assume the covering position of an office shall have all the powers and functions of that office unless otherwise stated.

Deprivation of degree, *etc.* on the ground of grave misconduct

67. (1) If the Senate is of the opinion that any graduate of the University or any person who has received a degree, diploma, certificate or other academic distinction from the University is guilty of grave misconduct, it shall be lawful for the Senate, after consultation with the Board, on the agreement of not less than two-thirds of its members, after giving to the graduate or the person concerned an opportunity of being heard, to deprive of any degree, diploma, certificate or other academic distinction conferred upon him by the University.

(2) Grave misconduct in subarticle (1) means wilfully giving any officer, staff or Authority of the University any information or document which is false or misleading in any material particular in obtaining a degree, diploma, certificate or

other academic distinction from the University or conduct defamatory or derogatory to Islam or to the University.

Disputes as to election determined by the President

68. In any dispute as to whether any person has been duly elected, appointed, nominated or co-opted to membership, or is entitled to be or to remain a member of any University Authority or other body in the University, the dispute shall be referred to the President, whose decision thereon shall be final.

PART XI

OTHER POWER AND DUTIES

Secretary

69. (1) The Board shall appoint any person to be the company secretary or secretaries of the University in accordance with the Act for such term and upon such conditions as it thinks fit.

(2) In the absence of the company secretary or secretaries of the University for whatever reason, the Board may from time to time by resolution appoint any person temporarily to exercise the function of the company secretary or secretaries of the University and such person shall be deemed to be the company secretary or secretaries of the University during the term of their appointment.

(3) The company secretary or secretaries of the University appointed under subarticle (1) and (2) may be removed by the Board.

Winding up

70. In the event of the winding up of the University, the provisions contained in Part A Clauses 11 and 12 of the Constitution shall operate.

Power of borrowing

71. Subject to the Board's approval, the University may borrow or raise funds from time to time for the purposes of the University or secure the payment of such sums as it thinks fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any property or assets of the University or by the issue of debentures (whether at par or at a discount or premium) or otherwise as it thinks fit.

Custody of documents

72. All documents which are material and relevant to the University shall be kept at a central depository as determined by the Rector.

Notices

73. (1) A notice may be served by the University to any Member either personally or by post at his registered address in Malaysia, or if he has no registered address in Malaysia, to the address, if any, within Malaysia supplied by such Member for the serving of such notice to him.

(2) Where a notice is served by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

(3) Notwithstanding subarticle (1), the University may give such notice through electronic medium.

Seal of the University

74. (1) The seal of the University shall be such seal as may be approved by the Board and such seal may in like manner from time to time be broken, changed, altered and made new.

(2) The seal of the University shall be kept in the custody of the Rector.

(3) The seal of the University shall not be affixed to contractual instruments other than a degree, diploma or certificate except in the presence of—

(a) the Rector; and

(b) the Executive Director in charge of financial management of the University,

who shall sign their names to the instrument and such signature shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of the University.

(4) The seal of the University shall be affixed to a degree, diploma or certificate in the presence of—

(a) the Rector; and

(b) the Deans or Directors of the relevant centre of studies, who shall sign their names to the instrument and such signature shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of the University.

(5) Save as provided under subarticles (3) and (4), the seal of the University shall not be affixed to any other instruments unless—

(a) approved by the Board; and

(b) in the presence of at least one member of the Board and the company secretary of the University or such other person as the Board thinks fit, who shall sign their names to the instrument and such signature shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of the University.

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

(7) The University may exercise the powers of Section 62 of the Act and such powers are accordingly hereby vested in the members of the Board.

Official language and medium of instruction

75. (1) The official languages and medium of instructions of the University shall be English and Arabic.

(2) Other languages may be used for teaching and learning whenever deemed necessary.

English text to prevail

76. (1) The official text of the Constitution, and any rules and regulations shall be in English language.

(2) The Constitution, and any Rules and Regulations may be translated into languages other than English language.

(3) In the event of any inconsistency in the interpretation of the official text with any translated text, the English text shall prevail.

Indemnity

77. The President and every other officer for the time being of the University shall be indemnified out of the assets of the University against any liability incurred by him in defending any proceedings taken against him arising out of the discharge of his duties, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence, default, breach of duty or breach of trust.

PART XII

FINANCIAL PROVISIONS

Preparation of estimates

78. It shall be the duty of such officer or officers of the University to prepare for the consideration of the University Finance Committee the estimates of income and expenditure of the University for each financial year.

Financial year

79. For the purposes of this Part, the financial year shall be the calendar year or such other period as the Board may determine.

Annual estimates

80. (1) The University Finance Committee shall present to the Board detailed estimates of revenue and expenditure of the University for the next financial year.

(2) The Board may in its discretion approve, modify or reject all or any of the items appearing in such draft estimates or refer any item back to the University Finance Committee for its consideration or amendments.

No expenditure to be incurred unless included in the approved estimate

81. (1) The University Finance Committee shall be allowed to incur expenses in excess of not more than ten percent of approved annual estimate as approved by the Board.

(2) Subject to the provisions of this Constitution and the Rules and Regulations made by the University Finance Committee, the University Finance Committee may transfer all or any part of the money assigned—

(a) to one item of annually operating expenditure to another item of annually operating expenditure; or

(b) to one capital expenditure to another item of capital expenditure.

(3) The provisions of subarticle (2) shall not apply to—

(a) monies donated or made available as grant or gift to the University by any person, or organisation for specific purpose of research, for building a specific University facility or any specific purpose as condition of such grant or gift;

(b) monies deposited with the University by any person or organisation, wherever by the condition of such deposit any such sum has become repayable;

(c) monies collected and credited to the funds of the University in error;

(d) monies payable by the University under any judgement or order of court;

(e) monies expended by the University in instituting or defending legal proceedings; and

(f) expenditure arising out of any property or monies referred to in Article 83**.**

Supplementary estimates

82. Notwithstanding Article 81 where additional financial provision is required in any financial year, the Board may from time to time approve supplementary estimates inclusive of 10% excess referred to under Article 81(1)**.**

Acceptance of gifts

83. (1) The Board or any persons authorised by the University Management Committee may seek funds for academic and research activities on behalf of the University and accept by way of grants, subvention, endowment, gifts, testamentary disposition or otherwise, property and monies in aid of the finances of the University on such conditions as it may determine.

(2) The University shall keep a register of all donations to the University including the name of donors to the University and any special condition on which any donation may have been given.

Property given for specific purposes to be separately accounted for

84. All property, monies or funds given for any specific purposes shall be applied and administered in accordance with the purposes for which they may have been given and shall be separately accounted for.

Form of contracts

85. (1) Any contract involving the expenditure of the University shall be in writing, signed on behalf of the University by any staff of the University duly authorised by the Board, either specially in any particular case or generally for all contracts below a certain value or otherwise as may be specified in the authorisation.

(2) Any written contract involving expenditure by the University exceeding an amount as may be specified by the Board shall be executed by affixing thereto the Common Seal of the University in accordance with the Constitution.

PART XIII

TRANSITIONAL PROVISIONS

Interpretation

86. For the purpose of Articles 87 and 88, the expression “the appointed date” shall be the effective date of the order establishing the University under the Universities and University Colleges Act 1971 [Act 30].

Succession to property *etc*.

87. (1) Subject to the provisions of the Constitution of the University and to any direction by the Board, all properties and assets which immediately before the appointed date were vested in the University or in any person on behalf of the University, shall on that date vest in the University.

(2) Any land within or outside Malaysia, if any, which immediately before the appointed date has vested in the University, shall on that date vest in the University.

Rights, liabilities and obligations of the University

88. Subject to the provisions of the Constitution of the University, all rights, liabilities and obligations relating to any matter which immediately before the appointed date was the responsibility of the International Islamic University Malaysia shall on that date devolve upon the University.

PART XIV

ACCOUNTS AND AUDIT

Accounts and Audit

89. (1) The University shall cause proper and true accounts to be kept—

(a) of all monies received and expended by the University and the manner in respect of which such income received and expenditure incurred;

(b) of the assets and liabilities of the University; and

(c) of all other matters necessary for showing the true and fair financial state of the University.

(2) (a) The Auditor shall be appointed in accordance with the Act.

(b) The accounts of the University shall be audited annually by an Auditor appointed under subarticle 2(a).

(c) The audited accounts, with any observation made thereon by the Auditor, shall be presented to the Board for approval at the annual general meeting.

Circulation of audited accounts

90. The University Finance Committee shall circulate to members of the Board the audited accounts of the University for the Board's approval before being presented at the Annual General Meeting of the University.

Members entitled to audited accounts

91. A copy of the audited accounts referred to in Article 89 shall be sent to each member of the Board not less than twenty-one days before the Annual General Meeting.

Proper accounting and other records

92. (1) Notwithstanding Article 89 the Board shall—

(a) be responsible for proper accounting and other records to be kept and shall distribute copies of audited accounts and other documents as required by the Act;

(b) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the University or any of them shall be open to the inspection of members not being Board Members;

(c) have any right of inspecting any account or book or paper of the University except as conferred by the Act or authorised by the Board or by the University in the General Meeting; and

(d) from time to time in accordance with the Act cause to be prepared and laid before the University in the General Meeting such income and expenditure, balance sheet and report as referred to in this Article.

(2) The books of accounts shall be kept at the registered office of the University.