

Memorandum and Articles of Association

The Australian British Chamber of
Commerce

TABLE OF CONTENTS

1.	INTERPRETATION.....	1
2.	MEMBERSHIP	2
3.	NEW MEMBERS.....	2
3.1	Application.....	2
3.2	Subscription by new Members.....	2
4.	MEMORANDUM AND ARTICLES TO BE AVAILABLE TO MEMBERS	2
5.	REGISTER OF MEMBERS	2
6.	SUBSCRIPTIONS.....	3
6.1	Annual subscription payable.....	3
6.2	No rights until subscription paid	3
6.3	Unpaid subscription	3
6.4	Refunds.....	3
7.	RESIGNATION.....	3
8.	NATIONAL PATRON.....	3
8.1	Board invitation to take up position	3
8.2	Powers of National Patron in respect of general meetings	3
8.3	Subscriptions	4
8.4	Membership on Board	4
9.	NATIONAL BOARD	4
9.1	Composition of Board	4
9.2	Appointment of Board members	4
9.3	Appointment of Chairperson of the Board	5
9.4	Appointment of Deputy Chairperson of the Board	5
9.5	Appointment of Treasurer of the Board	6
9.6	Nomination of the Chairperson, Deputy Chairperson and Treasurer of the Board	6
9.7	Alternate Directors.....	7
9.8	Number of Directors	7
9.9	Term of office.....	7
9.10	Removal and replacement of Directors.....	8
9.11	Remuneration	8
10.	POWERS AND DUTIES OF THE BOARD.....	9
10.1	Controlling body.....	9
10.2	Binding authority	9
10.3	May make bylaws.....	9
10.4	Authority to sign negotiable instruments.....	9
10.5	Intellectual Property	9
10.6	Conduct of proceedings	10
10.7	Invitations to attend Board Meetings.....	10

10.8	Appointment of Replacement Director	10
10.9	Appointment of replacement Chairman, Deputy Chairman and Treasurer	10
11.	STATE COUNCILS	10
11.1	Membership of State Council.....	10
11.2	Composition of State Council.....	10
11.3	Nomination of the Chairperson of State Council.....	11
11.4	Appointment of Chairperson of State Council.....	11
11.5	Nomination of State Councillors.....	12
11.6	Role of State Council.....	12
11.7	Express limits on power of State Council	12
11.8	Conduct of proceedings	13
12.	PROVISIONS AFFECTING THE BOARD	13
12.1	Meetings	13
12.2	Convening of meetings.....	13
12.3	Decision making	13
12.4	Ex-officio members of the Board	14
12.5	Quorum	14
12.6	Absence of Chairperson.....	14
12.7	Delegation of Committee	14
12.8	Committee to conform to directions/regulations of Board.....	14
12.9	Committee - application of provisions of Articles relating to proceedings of Board	14
12.10	Committee - revocation of powers	14
12.11	Circular resolutions - Board of Directors	15
12.12	Meeting via a telecommunication facility	15
12.13	Casual vacancies.....	15
12.14	Eligibility to be Directors.....	15
12.15	Defect in appointment not to affect validity	16
12.16	Vacation of offices of Director	16
12.17	Secretary	17
12.18	Employees consultants and contractors	17
13.	GENERAL MEETINGS OF THE CHAMBER	17
13.1	General meetings of Chamber	17
13.2	Notice of general meetings of Chamber	17
13.3	Degree of notice of general meetings of Chamber.....	18
13.4	Failure to send notice of general meeting of Chamber	18
13.5	Postponement and cancellation of general meetings of Chamber	18
13.6	Annual General Meeting	18
14.	PROCEEDINGS AT GENERAL MEETINGS OF THE CHAMBER	18
14.1	Application of Articles 14.1 to 14.16.....	18
14.2	Chairperson	18
14.3	Quorum required	19
14.4	Proceedings if quorum not present.....	19
14.5	Adjournment	19

14.6	Voting - demand for Poll	19
14.7	Voting - taking of Poll	20
14.8	Voting - equality of votes	20
14.9	Voting - entitlement	20
14.10	Unsound mind - rights of member vis-a-vis general meeting	20
14.11	Voting - objections	21
14.12	Proxy - requirements of instrument of appointment	21
14.13	Proxy - validity of instrument of appointment	22
14.14	Electronic proxy	22
14.15	Proxy - validity of vote	22
14.16	Proxy - validity of appointment at adjourned meeting	23
15.	ACCOUNTS	23
15.1	Requirement to keep and distribute financial records	23
15.2	Inspection by Members	23
16.	AUDIT	23
17.	NOTICES	23
17.1	Service of Notices	23
17.2	Persons entitled to notice	24
18.	INDEMNITY	24
18.1	Indemnification against liability	24
18.2	Indemnification against legal costs	24
18.3	Insuring against liability	25
19.	TRANSITIONAL	25
19.1	Continuity of Offices	25

MEMORANDUM OF ASSOCIATION
OF
THE AUSTRALIAN BRITISH CHAMBER OF COMMERCE

1. The name of the Company is The Australian British Chamber of Commerce ('Chamber').
2. (a) The objects of the Chamber are:
 - (i) to promote, foster and further trade, investment, commerce and industry between Australia and the United Kingdom;
 - (ii) to lead and promote discussion and debate on significant issues affecting business and public affairs of national and international interest and importance; and
 - (iii) to facilitate business networking opportunities for both its members and the business community in general by providing quality functions, events and meetings.
- (b) Solely for the purpose of carrying out the objects of the Chamber, the Chamber has the following powers:
 - (i) to arrange for the amalgamation, affiliation and/or cooperation of the Chamber with all or any similar companies, associations, institutions, or societies within the Commonwealth of Australia, Great Britain or elsewhere (no part of the income or property of which is payable or transferable directly or indirectly by way of dividend, bonus or otherwise by way of profit to members thereof) with a view to the creation of a united body;
 - (ii) to borrow or raise money from the members or otherwise and for securing repayment, to create, execute and issue mortgages, bonds, debentures and debenture stock with or without a charge upon all or any of the property of the Chamber;
 - (iii) to procure the Chamber to be registered or recognised as a body corporate in any place outside the Commonwealth of Australia;
 - (iv) to secure corporate, event and other forms of sponsorship, to charge for attendance and otherwise as deemed appropriate for the Chamber in general and for purposes set out in the objects clause 2(a)(iii) above.
 - (v) all the powers and legal capacity of a natural person,

PROVIDED THAT:

- (A) the powers set out in **section 124(1)** of the *Corporations Law* will not apply to the Chamber except as they are included in this **clause 2**.
 - (B) the Chamber shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Chamber under or by virtue of **clause 3** of this Memorandum of Association.
3. The income and property of the Chamber, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no portion of it shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise, to the members of the Chamber.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Chamber or to any member of the Chamber in return for any services actually rendered to the Chamber or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Chamber or reasonable and proper rent for premises demised or let by any member of the Chamber, but so that no director shall be appointed to any salaried office of the Chamber or any office of the Chamber paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Chamber to a director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Chamber.

The Australian British Chamber of Commerce is a company limited by guarantee. The Company is exempt from income tax by virtue of section 50-40 of the Income Tax Assessment Act 1997.

4. The Chamber must not:
- (a) breach any conditions of the licence granted to it by the Australian Securities & Investments Commission not to use the word 'Limited' in its name;
 - (b) pursue objects or purposes that would have prevented it from being granted the licence;
 - (c) apply its profits or other income to promote objects or purposes that would have prevented it being granted the licence;
 - (d) pay a dividend to its members; or
 - (e) modify its Memorandum or Articles of Association to allow for any of the matters referred to in paragraphs (a) to (d).

5. The liability of the members is limited.
6. Each member of the Chamber undertakes to contribute to the property of the Chamber, in the event of its being wound up during membership or within one year after cessation of membership, for payment of the debts and liabilities of the Chamber contracted before the member ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100).
7. Any property whatsoever which remains after the winding up or dissolution of the Chamber and satisfaction of all its debts and liabilities will not be paid to or distributed among the members of the Chamber, but will be given or transferred to some other institution which has objects similar to the objects of the Chamber and prohibits the distribution of its income and property among its members at least to the extent imposed on the Chamber under **clause 3**. The institution will be determined by the members of the Chamber at or before the time of dissolution and, if no determination is made, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that court as may have or acquires jurisdiction in the matter, and if, in so far as effect cannot be given to this clause, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Chamber and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Chamber and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Chamber shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the *Corporations Law*.
9. Clauses 3 and 8 of this Memorandum of Association contain conditions upon which a licence has been granted to the Chamber by the Australian Securities & Investments Commission whereby the Chamber is permitted to omit 'Limited' from its name. In pursuance of the provisions of the said clauses the Australian Securities & Investment Commission may from time to time, on giving notice to the Chamber of its intention so to do, and after affording the Chamber an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Chamber.

CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

THE AUSTRALIAN BRITISH CHAMBER OF COMMERCE

1. INTERPRETATION

In these Articles:

Accounts means the statutory financial statements of the Chamber described in Article 15.1(a);

Alternate Director means a person appointed as an alternate Director under Article 9.7(a);

Articles means these Articles of Association;

Board means the members for the time being of the Board of Directors of the Chamber constituted in accordance with these Articles;

Board Duty Statement means the document so described issued to a Director upon appointment as revised by the Board from time to time;

Chamber means The Australian British Chamber of Commerce;

Councillor means a member of a State Council;

Director means a member of the Board;

Ex-Officio Director means a Director who is a member of the Board ex-officio in accordance with Article 12.4;

Law means the *Corporations Act 2001 (Cth)*;

Member means a duly appointed member of the Chamber;

Memorandum means the Memorandum of Association of the Chamber;

Nominated Representative means, where a corporate Member or corporate sponsor is asked to nominate an employee or officer to become a Director or a State Councillor the person or persons nominated by the corporate Member or corporate sponsor to the Board for that purpose and who are so appointed;

person includes company, corporation (statutory or otherwise), partnership and firm;

Register of Members means a register of Members kept and maintained by the Chamber;

Secretary means any person appointed to perform the duties of a secretary of the Chamber;

State Council means the members for the time being of any State Council constituted in accordance with these Articles;

year for accounting purposes means the 12 calendar months ending on 31 December.

2. MEMBERSHIP

The Members of the Chamber will be those persons:

- (a) who are Members at the date of adoption of this Article; or
- (b) who become Members pursuant to these Articles.

3. NEW MEMBERS

3.1 Application

Applications for membership of the Chamber may be made in writing or online. Each application will be accompanied by the appropriate subscription and (if applicable) joining fee. Applications for membership may be accepted or rejected at the Board's discretion.

3.2 Subscription by new Members

Membership shall be for a period of 12 months from the beginning of the month membership is obtained in accordance with Article 3.1 and, subject to payment of the annual subscription in accordance with Article 6, continues 12 monthly thereafter.

4. MEMORANDUM AND ARTICLES TO BE AVAILABLE TO MEMBERS

A copy of the Memorandum and Articles of Association will be supplied to a Member on written request. This may require payment of a fee not exceeding that (if any) prescribed by the Law. The copy will be provided within 21 days of the date of the payment or the request whichever is the later.

5. REGISTER OF MEMBERS

The Board will maintain a consolidated Register of Members, which will be kept at a place within Australia permitted by the Law.

6. SUBSCRIPTIONS

6.1 Annual subscription payable

Each Member will pay an annual subscription. The annual subscription will be determined by the Board from time to time. The Board may impose different subscriptions on different categories of membership as it thinks fit.

6.2 No rights until subscription paid

No Member will be entitled to vote or to exercise any other privileges of membership or to receive any information conveyed to Members in the ordinary course, until that Member's annual subscription for the current year has been paid.

6.3 Unpaid subscription

If any subscription, levy or other sum payable under these Articles by a Member remains unpaid for a period of 2 calendar months after the due date then the Board may give notice of the default. If the default is not remedied within 30 days of notice being given, the Board may terminate the Member's membership. The Board may (if it thinks fit) reinstate the Member on payment of all arrears.

6.4 Refunds

No refund of a subscription or any part of a subscription will be made in the event of early cessation of membership.

7. RESIGNATION

A Member may resign at any time by giving written notice of resignation to the Chairman of the Board or his or her delegate appointed for this purpose. The resignation will take effect from the later of the date specified in the notice or the date of its receipt.

8. NATIONAL PATRON

8.1 Board invitation to take up position

The Board may invite such persons distinguished in public affairs, commerce or finance as it considers appropriate to take up the position of National Patron of the Chamber, although the Board shall not be required to make any such appointment.

8.2 Powers of National Patron in respect of general meetings

Where a National Patron is appointed, he or she will be entitled to attend and speak at general meetings of the Chamber but will not be entitled to vote at those meetings.

8.3 Subscriptions

The National Patron will not be required to pay any subscriptions.

8.4 Membership on Board

Where the Board appoints a person as National Patron it may invite that person to become a member of the Board. In such a case, where the National Patron agrees to become a member of the Board, he or she will be entitled to participate as any other member of the Board and shall be entitled to a vote at meetings of the Board.

9. NATIONAL BOARD

9.1 Composition of Board

Membership of the Board will comprise:

- (a) the Chairperson of the Board;
- (b) the Deputy Chairperson or, if Article 9.4(e) applies, Chairpersons of the Board;
- (c) the Treasurer of the Board;
- (d) the Chairperson of each State Council;
- (e) where the Board so determines and in addition to the persons described in paragraphs (a) to (d) inclusive (where they are also members of a State Council) up to three members of a State Council who are nominated by the Chairperson of that State Council;
- (f) where the Board so determines, a Member or Nominated Representative who resides or is based in a State which does not have a State Council and who the Board considers would benefit the Chamber in being a member of the Board;
- (g) where the National Patron is invited to and agrees to become a member of the Board in accordance with Article 8.4, the National Patron; and
- (h) the British Consul-General NSW and Victoria.

9.2 Appointment of Board members

- (a) The persons from time to time holding office as Chairperson of each State Council shall ex-officio (automatically by virtue of their office held) be members of the Board.
- (b) The Chairperson, Deputy Chairperson and Treasurer of the Board and Chairperson of each State Council shall be elected in accordance with Articles 9.3, 9.4, 9.5 and 11.4.

- (c) The Board members referred to in paragraphs (e) and (f) of Article 9.1 shall be appointed by the Board, requiring a unanimous vote of the Board, subject always to Article 9.10(a).
- (d) The intention, which shall be reflected in determinations by the Board under this Article 9, is that, while recognising temporary imbalances including by reason of retirements, resignations or removals, the State Council's in Sydney and Melbourne shall have equal Board representation.

9.3 Appointment of Chairperson of the Board

- (a) The Chairperson of the Board will be such person as:
 - (i) is nominated by a member of the Board;
 - (ii) has their nomination seconded by another member of the Board; and
 - (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.
- (b) The members of the Board will be entitled to nominate and second more than one person for the purpose of election pursuant to Article 9.3(a)(iii).
- (c) For the purpose of this Article 9.3, the members of the Board must only nominate and second such persons as are Members or Nominated Representatives) unless determined otherwise by the Board.
- (d) There shall be no assumption that a Deputy Chairperson will succeed the Chairperson on his or her retirement, resignation or removal.

9.4 Appointment of Deputy Chairperson of the Board

- (a) The Deputy Chairperson of the Board will be such person as:
 - (i) is nominated by a member of the Board;
 - (ii) has their nomination seconded by another member of the Board; and
 - (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.
- (b) The members of the Board will be entitled to nominate and second more than one person for the purpose of election pursuant to Article 9.4(a)(iii).
- (c) For the purpose of this Article 9.4, the members of the Board must only nominate and second such persons as are Members (or Nominated Representatives) unless determined otherwise by the Board.

- (d) The Deputy Chairperson shall not be resident in the same State as the Chairperson of the Board unless the Board resolves otherwise.
- (e) If the Board so resolves under Article 9.4(d) the Board may appoint a further person as a second Deputy Chairperson who shall not be resident in the same State as the Chairperson of the Board.

9.5 Appointment of Treasurer of the Board

- (a) The Treasurer of the Board will be such person as:
 - (i) is nominated by a member of the Board;
 - (ii) has their nomination seconded by another member of the Board; and
 - (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.
- (b) The members of the Board will be entitled to nominate and second more than one person for the purpose of election pursuant to Article 9.5(a)(iii).
- (c) For the purpose of this Article 9.5, the members of the Board must only nominate and second such persons as are Members (or Nominated Representatives) unless determined otherwise by the Board.
- (d) The Treasurer will also be the Secretary unless the Board determines otherwise.

9.6 Nomination of the Chairperson, Deputy Chairperson and Treasurer of the Board

- (a) Every nomination for appointment as Chairperson, Deputy Chairperson or Treasurer of the Board will be:
 - (i) in writing;
 - (ii) signed by a Director as proposer and another Director as seconder; and
 - (iii) signed by the person nominated to signify his or her willingness to accept nomination.
- (b) The nominee (if not a Member) will state the basis of his eligibility to be appointed.
- (c) The nominee must be either a Member or Nominated Representative. The nomination will be lodged with the relevant person designated by the Board not less than 21 days before the date of the relevant Annual General Meeting.

9.7 Alternate Directors

- (a) A Director may appoint paid up Members of the Chamber or a Nominated Representative as his or her alternate for a period not exceeding 8 weeks (or longer if the Board agrees) determined by that Director provided that each Director may only act as the alternate for one other Director at any given time. However, if a Director is an Ex-Officio Director as a result of his or her position as Chairperson of a State Council, or has been appointed following nomination by a State Council being a Councillor of that State Council, that Director must appoint an alternate from among the Members of the State Council of which he or she is Chairperson or Councillor as the case may be. Ex Officio Directors may appoint an alternate other than Consuls-General who must appoint their Deputy Consul-General.
- (b) An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- (c) An Alternate Director is an officer of the Chamber and is not an agent of the appointor.
- (d) The provisions of the Memorandum and Articles of Association which apply to Directors also apply to Alternate Directors.
- (e) The appointment of an Alternate Director:
 - (i) may be revoked at any time by the appointor; and
 - (ii) ends automatically when his or her appointor ceases to be a Director.
- (f) Any appointment or revocation under this Article must be effected by written notice delivered to the Board.

9.8 Number of Directors

There will be not less than 6 Directors.

9.9 Term of office

- (a) Subject to Article 12.6 the Chairperson, Deputy Chairperson and Treasurer of the Board and Chairperson of a State Council will each hold office until the conclusion of the Annual General Meeting 2 years from their time of appointment. The Chairperson, Deputy Chairperson, Treasurer and Chairperson of a State Council will (subject to Articles 9.3 to 9.5 and 11.4) be eligible for re-election.
- (b) Ex-Officio Directors will subject to Article 12.16 hold office only for so long as they hold the office by virtue of which they are entitled to be members of the Board.

- (c) Nominated Representatives will hold office only for one (1) month after the corporate Member who nominated them ceases to be a Member unless the Board determines otherwise.
- (d) A National Patron will hold office until such time as he or she resigns, is removed in accordance with Article 8.4 or his or her office becomes vacant in accordance with Article 12.16.
- (e) Except as above a Director will hold office until the conclusion of the Annual General Meeting two (2) years from the time of their appointment.
- (f) At the end of their term of office as specified in these Articles, all Directors shall be deemed to resign.

9.10 Removal and replacement of Directors

- (a) The Chamber may by ordinary resolution remove any Director or the Chairperson of any State Council.
- (b) Where the seat of an Ex-Officio Director becomes vacant by reason of resignation, where Article 9.9(b) applies or removal in accordance with this Articles 9 or Article 12.16, or otherwise, their seat on the Board shall remain vacant until such time as a new person is appointed to the position by virtue of which the vacating Director was an Ex-Officio Director. At that time, the new appointee shall become an Ex-Officio Director in place of the Director whose seat has been vacated.
- (c) A Director being a Nominated Representative may be removed and replaced by the corporate Member by whom he or she is employed without any requirement for notice except written notice to the Chairperson of the Board.
- (d) If a corporate Member ceases to be a corporate Member for more than one month any Nominated Representative of that corporate Member may be removed by the Board upon notice from the Chairperson of the Board.
- (e) The Board, on the recommendation of the Chairperson, may remove a Director if it determines that the Director has failed to fulfil the requirements of the Board Duty Statement after the Director has been given not less than 14 days written notice to do so.

9.11 Remuneration

- (a) None of the Directors, the Chairperson of a State Council or any State Councillor will receive any remuneration.
- (b) The Directors, the Chairperson of a State Council or any State Councillor may if agreed by the Board in advance of the expense being incurred be paid any travelling and other expenses properly incurred by them in attending meetings

of the Board, any committee of the Board, general meetings of the Chamber, or otherwise in connection with the business of the Chamber.

10. POWERS AND DUTIES OF THE BOARD

10.1 Controlling body

- (a) Subject to the Law and to the other provisions of these Articles, the controlling body of the Chamber will be the Board which will govern and manage the business of the Chamber. The Board may exercise all powers of the Chamber which are not, by the Law or by these Articles, required to be exercised by the Chamber in general meeting.
- (b) Without limiting the generality of paragraph (a), Directors may exercise all the powers of the Chamber to borrow money, to charge any property or business of the Chamber, to issue debentures or give any other security for a debt, liability or obligation of the Chamber.

10.2 Binding authority

The decisions of the Board will be binding upon State Councils.

10.3 May make bylaws

- (a) The Board may from time to time make bylaws for the government of the Chamber:
 - (i) for the furtherance of the purposes for which the Chamber is established; and
 - (ii) for carrying on the business of the Chamber,
 as the Board considers necessary. By laws will be binding upon State Councils. Such bylaws must not conflict with the Memorandum or the Articles or any statutory or other legal requirements.
- (b) The Board may from time to time revoke or alter any bylaw.
- (c) Any bylaw may be repealed by the Chamber in general meeting.

10.4 Authority to sign negotiable instruments

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Chamber will be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board determines.

10.5 Intellectual Property

The ownership and use of the Chamber name and any derivation of it shall be the sole property of the Chamber and controlled solely by the Board. No State Council or

Member shall have any right to use or employ the name or other intellectual property of the Chamber without the written consent of the Board. The Board may withdraw any consent to use the name or other intellectual property of the Chamber at its discretion.

10.6 Conduct of proceedings

Meetings of the Board will be convened, its meetings and its affairs will be regulated, decisions will be made and it will have the same powers of delegation as are provided by Articles 12.1 to 12.18 inclusive.

10.7 Invitations to attend Board Meetings

The Chairperson of the Board or the Board itself may invite such persons as they may consider appropriate to any meeting of the Board. Any person so invited may participate in the deliberations of the meeting to the extent to which they are invited to do so by the Chairperson of the meeting, but shall have no right to vote.

10.8 Appointment of Replacement Director

Where the seat of a Director becomes vacant whether by reason of resignation, where Article 9.9(b) applies or removal in accordance with Article 9 or Article 12.16, or otherwise, the Board may appoint a replacement Director who will hold office until the next Annual General Meeting at which the replacement Director, if he or she seeks it, must face election in accordance with Article 9.

10.9 Appointment of replacement Chairman, Deputy Chairman and Treasurer

Where under Article 10.8 the seat of Chairperson, Deputy Chairperson or Treasurer has become vacant the Board shall, from their number, appoint a replacement Chairperson, Deputy Chairperson or Treasurer as the case may be to hold office until the next Annual General Meeting at which time the replacement, if he or she seeks it, must face election in accordance with Article 9.

11. STATE COUNCILS

11.1 Membership of State Council

There will be a State Council in each of New South Wales and Victoria, and any other State which the Board decides shall have a State Council.

11.2 Composition of State Council

- (a) A State Council will comprise the Chairperson of the State Council elected pursuant to Article 11.4, persons who are appointed pursuant to Article 11.5 and the immediate past Chairperson of that State Council.
- (b) The number of members of a State Council will not be less than 3.

- (c) The immediate past Chairperson of the State Council will remain an ex-officio member of the State Council for 3 years or until his or her successor ceases to be Chairperson of the State Council whichever is earliest.
- (d) The Consuls-General NSW and Victoria will be ex officio State Councillors in their respective States.

11.3 Nomination of the Chairperson of State Council

- (a) Every nomination for appointment as Chairperson of State Council will be:
 - (i) in writing;
 - (ii) signed by a Director as proposer and another Director as seconder; and
 - (iii) signed by the person nominated to signify his or her willingness to accept nomination.
- (b) The nominee (if not a Member) will state the basis of his eligibility to be appointed.
- (c) The nominee must be either a Member or Nominated Representative. The nomination will be lodged with the relevant person designated by the Board not less than 21 days before the date of the relevant Annual General Meeting.

11.4 Appointment of Chairperson of State Council

- (a) The Chairperson of a State Council will be such person as:
 - (i) is nominated by the outgoing Chairperson of the State Council or by the Chairman of the Board;
 - (ii) has their nomination seconded by a member of the Board; and
 - (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.
- (b) The members of the Board will be entitled to nominate and second more than one person for the purpose of election pursuant to Article 11.4(a)(iii).
- (c) For the purpose of this Article 11.4, the members of the Board must only nominate and second such persons as are Members (or Nominated Representatives) unless determined otherwise by the Board.

11.5 Nomination of State Councillors

- (a) Every nomination for appointment as State Councillor will be:
 - (i) in writing;
 - (ii) signed by the Chairperson of the State Council as proposer and another member of that State Council as seconder; and
 - (iii) signed by the person nominated to signify his or her willingness to accept nomination,

and provided to the Board for its consideration and approval.
- (b) The nominee must be either a Member or a Nominated Representative.
- (c) The Board on the recommendation of the Chairperson of a State Council will be entitled to appoint and remove members of a State Council
- (d) The Board will, by written notice, advise the State Council and the nominee of its decision.

11.6 Role of State Council

- (a) The role of a State Council will be on behalf of the Board to manage the revenue generating activities of the Chamber in their State or other States and Territories allocated to them by the Board including in particular hosting events, securing new and renewed memberships and sponsorships, increasing the profile of the Chamber all to be carried out in close coordination with the Board and other State Councils and consistent with the objects of the Chamber.
- (b) The Board will in consultation with the relevant Chairperson of the State Council determine and may from time to time change the responsibilities of a State Council and its Councillors and issue a statement of responsibilities from time to time.
- (c) The Board will provide each State Council with information on the affairs including finances of the Chamber on a regular basis.

11.7 Express limits on power of State Council

A State Council will not:

- (a) institute any legal proceedings;
- (b) take any action which the Board requests it not to take;

- (c) enter into any contract on behalf of the Chamber, other than those entered into in the ordinary course of organising events and activities on behalf of the Chamber; or
- (d) operate bank accounts.

11.8 Conduct of proceedings

Each State Council will meet for the despatch of business and adjourn and otherwise regulate their meetings as the Chairperson of that State Council from time to time thinks fit.

12. PROVISIONS AFFECTING THE BOARD

12.1 Meetings

The Board may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.

12.2 Convening of meetings

- (a) The Chairperson of the Board may from time to time, and at the request of 2 Directors must convene a meeting of the Board.
- (b) A Directors' meeting must be convened by not less than 48 hours notice of a meeting to each Director, as the case may be, unless the Directors unanimously agree otherwise. The notice may be in writing or given using any technology consented to by all the Directors.

12.3 Decision making

- (a) Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors, as the case may be, present and entitled to vote.
- (b) Each Director shall have one vote.
- (c) An Alternate Director has one vote for each Director for whom he or she is an alternate and if such an Alternate Director is a Director, he or she also has a vote as a Director.
- (d) In case of an equality of votes, the Chairperson of the meeting has a casting vote in addition to his or her deliberative vote.
- (e) Where a Director holds more than one office, for example as Treasurer and Secretary, he or she shall have only one vote.

12.4 Ex-officio members of the Board

The Board may resolve that the holder of a particular office (including those referred to in Articles 9.1 (g) and (h)) or a representative of that person will ex-officio (automatically by virtue of their office held) be a member of the Board or that Council. An ex-officio member of the Board appointed under this Article may attend all meetings of the Board, participate in the deliberations but not vote on any matter before the Board.

12.5 Quorum

Three members of the Board of which one shall be the Chairperson or Deputy Chairperson or their delegates and another being Councillors on each of the Victorian and the NSW State Councils will constitute a quorum of the Board.

12.6 Absence of Chairperson

- (a) Where the Chairperson of the Board is not present within 10 minutes after the time appointed for the holding of any Board meeting or is unable or unwilling to act, then if present the Deputy Chairperson or his or her delegate will be Chairperson of the meeting.
- (b) If none of the Chairperson or the Deputy Chairperson or his or her delegate is in attendance or being in attendance is unable or unwilling to act then the Directors may elect another of their number to chair the meeting.

12.7 Delegation of Committee

The Board may delegate any of its powers or functions, not being duties which by these Articles, the Law or the general law may only be exercised or performed by the Board, to one or more committees consisting of such persons as the Board thinks fit. Each such committee must have one member who is a Director.

12.8 Committee to conform to directions/regulations of Board

Any committee so formed will conform to any directions or regulations which may be given or imposed by the Board.

12.9 Committee - application of provisions of Articles relating to proceedings of Board

The provisions of these Articles relating to proceedings of the Board will apply to proceedings of any committee to which the Board has delegated powers. A committee will not however have a power of delegation.

12.10 Committee - revocation of powers

Where the Board delegates any of its powers or functions to a committee, it may at any time revoke that delegation of power.

12.11 Circular resolutions - Board of Directors

- (a) If the majority of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the document was last signed by a Director.
- (b) For the purposes of Article 12.11(a), two or more documents in identical terms each of which is signed by one or more Directors will together constitute one document.
- (c) A reference in Article 12.11(a) to the majority of Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
- (d) Any document referred to in this Article may be in the form of a facsimile transmission or electronic notification.
- (e) The minutes of the meeting of the Board must record that the meeting was held in accordance with this Article.

12.12 Meeting via a telecommunication facility

- (a) Subject to the Law, meetings of the Board may be held whereby the Directors communicate with each other via any technological means consented to by all of the Directors or Councillors. The Directors need not all be physically present in the same place for a meeting to be held. A Director who participates in a meeting held in accordance with this Article is deemed to be present and entitled to vote at the meeting.
- (b) The minutes must record that the meeting was held in accordance with this Article.

12.13 Casual vacancies

- (a) The Board on the recommendation of the Chairperson or Treasurer respectively shall fill any casual vacancy in the office of Chairperson, Deputy Chairperson or Treasurer and, following consultation with any relevant State Council, any vacancy following the resignation or removal of a Director being a member of that State Council or Chairperson of that State Council.
- (b) A person appointed pursuant to this Article will hold office until the conclusion of the next Annual General Meeting of the Chamber.

12.14 Eligibility to be Directors

Only natural persons who:

- (a) are Members or Nominated Representatives of Members (as defined by the Law); or
 - (b) the Board accepts as being suitable,
- are eligible to be Directors.

12.15 Defect in appointment not to affect validity

Notwithstanding that:

- (a) it is afterwards discovered that there was some defect in the appointment of a person to:
 - (i) be a Director; or
 - (ii) be a member of a committee; or
 - (iii) act as a Director,

or

- (b) a person appointed to an office referred to in paragraph (a) subsequently ceases to be qualified to hold that office,

all acts done through any Board meeting or by a committee of the Board or by any person acting as a Director or committee member are as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

12.16 Vacation of offices of Director

The office of a Director shall become vacant if the Director:

- (a) becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Law;
- (c) ceases to be a Director, or would be ineligible to be a director of a company, by operation of **section 201C** of the Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Board;
- (f) in the case of a Director, is absent for more than six months without the permission of the Board, as the case may be, from meetings of the Board held during that period;

- (g) holds any office of profit in the Chamber;
- (h) is directly or indirectly interested, within the meaning of **section 191** of the Law, in any contract or proposed contract with the Chamber, provided always that nothing in this sub-Article shall affect the operation of Article 3 of the Memorandum of Association of the Chamber;
- (i) ceases to be eligible to be a Director, as the case may be, under Article 12.14;
or
- (j) is removed by a resolution of the Chamber.

12.17 Secretary

The Board will, as necessary, appoint a Secretary of the Chamber. Unless the Board so determines the Treasurer will also be the Secretary. The Secretary will hold office on such terms and conditions as to remuneration and otherwise as the Board shall determine.

12.18 Employees consultants and contractors

The Board may engage an employee, consultant or contractor on behalf of the Chamber to perform duties or services and upon terms and conditions prescribed by the Board. No such engagement will be made by a State Council.

13. GENERAL MEETINGS OF THE CHAMBER

13.1 General meetings of Chamber

The Board may whenever it thinks fit convene a general meeting of Members of the Chamber. Members may requisition general meetings of the Chamber pursuant to **sections 249D to 249F** of the Law.

13.2 Notice of general meetings of Chamber

A notice of a general meeting of the Chamber will specify:

- (a) the place, the day and the time of the meeting;
- (b) the general nature of the business to be transacted at the meeting;
- (c) if the meeting is to be held in more than one place, the technology that will facilitate that;
- (d) if a special resolution is to be proposed at the meeting, an intention to propose a special resolution and state the resolution;
- (e) a statement setting out that:

- (i) the Member has a right to appoint a proxy; and
- (ii) the proxy need not be a Member of the Chamber.

13.3 Degree of notice of general meetings of Chamber

Subject to the provisions of the Law allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members in respect of any general meetings of the Chamber.

13.4 Failure to send notice of general meeting of Chamber

The failure or accidental omission to send a notice of a general meeting of the Chamber (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

13.5 Postponement and cancellation of general meetings of Chamber

- (a) The Directors may postpone or cancel any general meeting of the Chamber whenever they think fit (other than a meeting convened as the result of a request of Members under Article 13.1).
- (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Chamber.

13.6 Annual General Meeting

- (a) There will be an Annual General Meeting which will be held not later than nine months after year end or 2 months after the Accounts are available whichever is the later.
- (b) The Annual General Meeting of the Chamber will rotate between Sydney and Melbourne unless the Board resolves otherwise.

14. PROCEEDINGS AT GENERAL MEETINGS OF THE CHAMBER

14.1 Application of Articles 14.1 to 14.16

The provisions of Articles 14.1 to 14.16 apply to general meetings of the Chamber.

14.2 Chairperson

- (a) The Chairperson of the Board, as the case may be, or in the Chairperson's absence: the Deputy Chairperson will be the Chairperson at every meeting of Members.

- (b) If there is a dispute at a general meeting of the Chamber about a question of procedure, the Chairperson may determine the question.

14.3 Quorum required

- (a) No business will be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum will in the case of general meetings of the Chamber be 6 Members personally present.
- (c) For the purpose of determining whether a quorum is present, a person attending as a proxy, attorney, or as representing a corporation that is a Member, will be deemed to be a Member personally present.

14.4 Proceedings if quorum not present

If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) the meeting stands adjourned to such day, and at such time and place, as the Board determines or if no determination is made, to the same day in the next week at the same time and place; and
- (b) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:
 - (i) 2 Members constitute a quorum; or
 - (ii) where 2 Members are not present the meeting will be dissolved.

14.5 Adjournment

- (a) The Chairperson may with the consent of any meeting at which a quorum is present, and will if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- (c) Except as provided by paragraph (b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.6 Voting - demand for Poll

- (a) A resolution put to the vote of a meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (i) by the Chairperson;
 - (ii) by at least 3 Members present in person or by proxy, attorney or corporate representative; or
 - (iii) by a Member or Members present in person or by proxy, attorney or corporate representative and representing at least 5% of the total voting rights of all the Members having the right to vote on the poll.
- (b) Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) The demand for a poll may be withdrawn.

14.7 Voting - taking of Poll

- (a) If a poll is duly demanded, it will be taken in such manner and (subject to paragraph (b)) either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment will be taken forthwith.

14.8 Voting - equality of votes

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote.

14.9 Voting - entitlement

- (a) Each Member entitled to vote at a meeting may vote in person or by proxy, attorney or corporate representative.
- (b) On a show of hands every person present who is a Member or by proxy, attorney or corporate representative of a Member has one vote, and on a poll every Member present in person or by proxy, corporate representative or attorney has one vote.

14.10 Unsound mind - rights of member vis-a-vis general meeting

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his or her committee or trustee or such other person as properly has the management of his or her estate may

exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

14.11 Voting - objections

- (a) An objection may be raised to the qualification of a vote only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (b) Any such objection will be referred to the Chairperson of the meeting, whose decision will be final.
- (c) A vote not disallowed pursuant to such an objection is valid for all purposes.

14.12 Proxy - requirements of instrument of appointment

- (a) An instrument appointing a proxy will be in writing:
 - (i) under the hand of the appointor or his or her attorney duly authorised in writing; or
 - (ii) if the appointor is a corporation by a written appointment in accordance with **section 127** of the Law or signed by the appointor's attorney duly authorised in writing; or
 - (iii) under the hand of such other person as the Board or State Council as the case may be shall reasonably accept.
- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (c) An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- (d) An instrument appointing a proxy will be in the following form or in a form that is as similar to the following form as the circumstances allow:

The Australian British Chamber of Commerce

I/We, _____, of _____ being a Member/Members of The Australian British Chamber of Commerce, appoint _____ of _____ or, in his or her absence, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the _____ meeting of the Chamber to be held on the _____ day of _____ 20____ and at any adjournment of that meeting.

+ This form is to be used *in favour of/against the resolution.

Dated:

+ To be inserted if desired.

* Strike out whichever is not desired.

14.13 Proxy - validity of instrument of appointment

An instrument appointing a proxy or a representative of a company will not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are received:

- (a) not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll,

at such place, facsimile number or electronic address as is specified for that purpose in the notice convening the meeting.

14.14 Electronic proxy

Subject to the Law, for the purpose of Article 14.3, a proxy appointment received at an electronic address specified in the notice of meeting for the receipt of proxy appointments will be taken to have been signed if the appointment:

- (a) includes or is accompanied by a personal identification code allocated by the Chamber to the Member making the appointment; or
- (b) has been authorised by the Member in another manner approved by the Directors and specified in or with the notice of meeting.

14.15 Proxy - validity of vote

A vote given in accordance with the terms of an instrument or proxy or a power of attorney is valid despite:

- (a) the previous death or unsoundness of mind of the principal;
- (b) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power,

if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Chamber before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

14.16 Proxy - validity of appointment at adjourned meeting

A proxy's appointment is valid at an adjourned meeting.

15. ACCOUNTS

15.1 Requirement to keep and distribute financial records

- (a) The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Law, provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.
- (b) The Board will provide to each State Council with unaudited quarterly Accounts and audited annual Accounts for the Chamber including information by State in a form determined by the Treasurer as soon as practicable after their preparation.

15.2 Inspection by Members

The Board shall from time to time determine in accordance with Article 8 of the Memorandum at what times and places and under what conditions or regulations, the accounting and other records of the Chamber shall be open to the inspection of Members.

16. AUDIT

A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with **section 327** of the Law.

17. NOTICES

17.1 Service of Notices

- (a) A notice may be given by the Chamber to any Member either by serving it on him or her personally or by sending it by post, facsimile or electronic notification to him or her at his or her address as shown in the Register of Members or the address supplied to the Chamber for the giving of notices.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting a letter containing the notice; and
 - (ii) on the day after the day on which it was posted.

- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) on the day after its despatch.

17.2 Persons entitled to notice

- (a) Notice of every general meeting will be given in the manner authorised by Article 17.1 to:
 - (i) every Member;
 - (ii) every member of the Board; and
 - (iii) the auditor for the time being of the Chamber.
- (b) No other person is entitled to receive notices of general meetings.

18. INDEMNITY

18.1 Indemnification against liability

To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Chamber, the Chamber indemnifies every person who is or has been an officer of the Chamber against any liability, not including liability for legal costs, other than:

- (a) a liability owed to the Chamber;
- (b) a liability for a pecuniary penalty order under **section 1317G** of the Law or a compensation order under **section 1317H** of the Law;
- (c) a liability that is owed to someone other than the Chamber or a related body corporate and did not arise out of conduct in good faith.

18.2 Indemnification against legal costs

To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Chamber, the Chamber indemnifies every person who is or has been an officer of the Chamber against any legal costs incurred in:

- (a) defending an action for liability incurred as an officer, other than costs incurred:

- (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 18.1; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities & Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.
- (b) responding to actions taken by the Australian Securities & Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

18.3 Insuring against liability

The Chamber may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Chamber against a liability:

- (a) other than a liability arising out of:
 - (i) conduct involving a willful breach of duty in relation to the Chamber; or
 - (ii) a contravention of **sections 182 or 183** of the Law; or
- (b) for costs and expenses incurred by the person as such an officer in defending proceedings, whether civil or criminal and whatever the outcome.

In this clause 'officer of the Chamber' includes Directors, State Councillors and senior executives.

19. TRANSITIONAL

19.1 Continuity of Offices

Upon the adoption of this Constitution and subject to any other resolutions passed at the Annual General Meeting or at the meeting of the Board on 26 August 2009:

- (a) the person who held the office of Chairperson of the Board will continue in that role for a term of 2 years;
- (b) the person who held the office of Chairperson Victoria will become Deputy Chairperson for a term of 2 years;

- (c) the persons who is Treasurer and Secretary will continue in those roles for a term of 2 years;
- (d) the person who held the office of State Chairman will continue in that role for a term of 2 years;
- (e) the persons who are State Councillors will continue in those roles for a term of 2 years.