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**CONSTITUTION**

**OF**

**THE AUSTRALIA ARAB CHAMBER OF COMMERCE  
& INDUSTRY INC.**

**Dated 18 November 2009**

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*Corporations Act*

Company Limited by Guarantee

**THE CONSTITUTION OF  
THE AUSTRALIA ARAB CHAMBER OF COMMERCE & INDUSTRY INC.**

**INTRODUCTION**

**1. Nature and Objects of the Chamber**

1.1 The Chamber is a public company limited by guarantee.

1.2 The replaceable rules contained in the Law do not apply to the Chamber.

1.3 The Objects for which the Chamber exists are:

- (1) promoting two-way trade and investment between Australia and the member states of the Arab League (Algeria, Bahrain, Comoros, Djibouti, Egypt, Iraq, Jordan, Kuwait, Lebanon, Libya, Mauritania, Morocco, Oman, Palestine, Qatar, Saudi Arabia, Somalia, Sudan, Syria, Tunisia, United Arab Emirates, Yemen and all future member countries of the Arab League), specifically:
  - (a) the export of Australian goods and services, including raw materials and farm commodities, manufactured products, professional services, and intellectual property and expertise, to the member countries of the Arab League;
  - (b) imports into Australia of goods and services from the member countries of the Arab League;
  - (c) investment flows into Australia from the countries of the Arab League and from Australia into the countries of the Arab League;
- (2) assisting the trade and investment development activities of bi-lateral Chambers based in the Arab League;
- (3) fostering an understanding of Arabic culture and business practices within the Australian business community;
- (4) studying and reviewing, and where thought fit, reporting on any trade agreements (whether in the course of negotiation, already contracted or in the future to be entered into) which affect either directly or indirectly Australia and the abovementioned countries;
- (5) providing information, statistics, export trade opportunities and trade and investment contacts for Australian importers and exporters for the abovementioned countries;

- (6) acquainting the public with the services and aims of the Chamber;
- (7) taking action for the purposes of the Export Market Development Grants Act 1974 (as modified or replaced);
- (8) considering all issues connected with trade between Australia and the countries abovementioned;
- (9) promoting, supporting or opposing legislative or other measures affecting such trade, commerce, export or import;
- (10) promoting the establishment of local Chapters of the Chamber in the cities, regional centres, States and Territories of Australia; and
- (11) Such other objects as are ancillary or conducive to the achievement of the above objects.

## **2. Definitions and Interpretation**

### **2.1 Definitions**

In this Constitution:

- (1) "Appointed Directors" means the persons appointed to the Board in accordance with clause 28.
- (2) "Board" means the governing body of the Chamber established under this Constitution;
- (3) "Business Day" means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Chamber has its registered office;
- (4) "Chairman" means the member of the Board from time to time elected as chair of the Board as contemplated by clause 26.2;
- (5) "Chamber" means The Australia Arab Chamber of Commerce & Industry Inc. ABN 61 001 639 452;
- (6) "Chapter" means a branch of the Chamber established pursuant to clause 109 of this Constitution;
- (7) "Chapter Elected Directors" means the persons nominated from time to time by the Initial State Chapters and appointed to the Board in accordance with clause 27;
- (8) "Chief Executive Officer" means a person appointed to the chief executive position for the Chamber pursuant to clause 47;
- (9) "Corporate Member" means a member that is not a natural person;

- (10) "Directors" means the Chapter Elected Directors and the Appointed Directors for the time being of the Chamber;
- (11) "Eligible Course" for the purposes of clause 10.4 means a course of study at a recognised tertiary institution in Australia which the Board determines, in its absolute discretion, to be eligible for the purposes of determining whether a student enrolled in that course of study has a bona fide interest in supporting the Objects of the Chamber;
- (12) "Initial State Chapters" means the Chapters established in the States of New South Wales, South Australia, Queensland, Victoria and Western Australia;
- (13) "Law" means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (14) "Nominated Representative" means as defined in clause 11.2;
- (15) "Objects" means the objects of the Chamber set out in clause 1.3;
- (16) "Ordinary (Chapter) member" means a person admitted to ordinary membership who has been allocated to a Chapter as contemplated by clauses 11.1(4), 12.1(3) and 12.2;
- (17) "Ordinary (non-Chapter) member" means a person who is admitted to ordinary membership but has been granted the exemption of the Board permitting the applicant to be admitted as an ordinary (non-Chapter) member, without being allocated to a Chapter, as contemplated by clauses 11.1(3) and 12.1(5);
- (18) "Rules" means the Rules promulgated from time to time by the Board for the operation of Chapters as contemplated by clause 109.3;
- (19) "Seal" means the common seal of the Chamber;
- (20) "Secretary" means any person appointed to perform the duties of a secretary of the Chamber and includes an honorary secretary;
- (21) "State" means a State of Australia. For the purposes of this Constitution the Australian Capital Territory and Northern Territory are deemed to be States.

## 2.2 Interpretation

- (1) Reference to:
  - (a) one gender includes the others;
  - (b) the singular includes the plural and the plural includes the singular; and
  - (c) a person includes a body corporate.

- (2) Except so far as the contrary intention appears in this Constitution:
  - (a) an expression has in this Constitution the same meaning as in the Law; and
  - (b) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (3) “Including” and similar expressions are not words of limitation.
- (4) Headings are for convenience only and do not form part of this Constitution or affect its interpretation.

### **3. Powers**

- 3.1 Subject to clause 3.2 the Chamber has all the powers of a natural person, including those specified in the Law, but does not have the power to issue shares.
- 3.2 The powers of the Chamber are ancillary to and exercisable only to pursue the Objects.

### **4. Application of Income and Property**

- 4.1 The income and property of the Chamber, from wherever it is derived, must be applied solely towards the promotion of the Objects.

### **5. No Distribution to Members**

- 5.1 No portion of the income or property of the Chamber may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Chamber.
- 5.2 Clause 5.1 does not prevent:
  - (1) the payment in good faith of remuneration to any officer, servant or 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;
  - (2) the payment of interest at a rate not exceeding 12% per annum on money borrowed from any member of the Chamber;
  - (3) the payment of reasonable and proper rent by the Chamber to a member of the Chamber for premises leased by the member to the Chamber; or
  - (4) the reimbursement of expenses incurred by any member on behalf of the Chamber.

## **6. Limited Liability**

6.1 The liability of the members is limited.

## **7. Guarantee**

7.1 Every member of the Chamber undertakes to contribute an amount not exceeding \$10 to the property of the Chamber in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:

- (1) of the debts and liabilities of the Chamber (contracted before the member ceases to be a member);
- (2) of the costs, charges and expenses of winding up; or
- (3) for the adjustment of the rights of the contributories among themselves.

## **MEMBERSHIP**

## **8. Number of Members**

8.1 The number of members for which the Chamber proposes to be registered is unlimited.

## **9. Categories of Membership**

9.1 The categories of membership are:

- (1) ordinary members, who shall be entitled to all of the rights and privileges of membership and are otherwise subject to this Constitution;
- (2) student members, who shall not be entitled to vote at meetings of the Chamber but shall otherwise be entitled to all of the rights and privileges of membership and are otherwise subject to this Constitution
- (3) life members, who shall have all of the rights and privileges of ordinary membership and are otherwise subject to this Constitution;
- (4) honorary members who shall not be entitled to vote at meetings of the Chamber but shall otherwise be entitled to all of the rights and privileges of ordinary membership and are otherwise subject to this Constitution; and
- (5) associate members, who:
  - (a) shall be entitled to receive notices of, and to attend, meetings of the members of the Chamber but shall not be entitled to be heard or to vote at such meetings;

- (b) shall be entitled to attend at meetings of the Members of the Chamber within the Chapter to which the Associate has been allocated in accordance with this Constitution, and to vote at such meetings in accordance with the By-Laws from time to time promulgated by the Board in relation to the conduct of such meetings of Chapters; and
  - (c) shall not be entitled to be elected as a Chapter Elected Director,
- and are otherwise subject to this Constitution.

9.2 Additional categories of members, if recommended by the Board, may be created from time to time by the members in general meeting.

## **10. Ordinary, Student and Associate Membership**

10.1 Subject to clause 10.2 of this Constitution an ordinary member is:

- (1) a natural person over the age of 18 years; or
- (2) a Corporate Member,

that undertakes to be an active and bona fide supporter of the Objects of the Chamber and has been admitted to membership as an ordinary member in accordance with this Constitution.

10.2 There are 2 categories of ordinary membership, namely:

- (1) Ordinary (Chapter) membership; and
- (2) Ordinary (non-Chapter) membership,

and the question of which category of ordinary membership an ordinary member belongs to shall be determined in accordance with clause 12 of this Constitution.”

10.3 An ordinary (Chapter) member is permitted to be allocated to more than one Chapter. In the event that a member applies for membership of another Chapter, or a Related Body Corporate of a member applies for membership of the same or another Chapter, the application fee and subscription for the further membership may be discounted by such amount as the Board may from time to time decide.

10.4 A student member is a natural person over the age of 18 years who demonstrates to the satisfaction of the Board that they are:

- (1) enrolled in an Eligible Course; and
- (2) a bona fide supporter of the Objects of the Chamber.

10.5 An associate member is a natural person over the age of 18 years who:

- (1) establishes to the satisfaction of the Board, in its sole and absolute discretion, that they are not eligible for ordinary membership of the Chamber but do have

a legitimate interest or interests in Arab affairs and furthering the objects of the Chamber;

- (2) complies with clause 11 of this Constitution and otherwise with the applicable rules from time to time of the Company with respect to admission to associate membership; and
- (3) has been admitted to membership as an associate member in accordance with clause 12 of this Constitution.

## **11. Form of Application**

11.1 An application for membership must:

- (1) be in writing in a form approved by the Board;
- (2) nominate the category of membership (ordinary, student or associate) to which the applicant is seeking admission;
- (3) in the case of an applicant for ordinary membership, whether the applicant applies for ordinary (Chapter) membership or seeks the exemption of the Board permitting the applicant to be admitted as an ordinary (non-Chapter) member;
- (4) in the case of applicants for ordinary (Chapter) membership, student or associate membership, nominate the Chapter to which the member seeks admission having regard to the place of ordinary residence and principal place of business of the applicant;
- (5) be signed by the applicant;
- (6) be signed by the proposer and seconder, each of whom must be members;
- (7) include a signed statement, in a form approved by the Board from time to time, whereby the applicant undertakes that they are and will be an active and bona fide supporter of the Objects of the Chamber and that they will abide by these Rules; and
- (8) be accompanied by any other documents or evidence as to qualification for the type of membership applied for which the Board requires.

11.2 If the applicant will be a Corporate Member it must nominate at least 1 natural person ("Nominated Representative/s") to represent it in the Chamber. The application form must:

- (1) state the name and address of the Nominated Representative/s; and
- (2) be signed by the Nominated Representative/s.

11.3 An application form must be accompanied by:

- (1) an application fee, if any, determined in accordance with clause 17.1; and
- (2) the annual subscription, determined in accordance with clause 18.

## **12. Admission to Membership**

12.1 In respect of each application for membership:

- (1) The Board, or its duly authorised delegate, shall consider the application promptly;
- (2) Subject to clause 12.1(1) the Board shall determine as soon as reasonably practicable whether it accepts or rejects the application for membership;
- (3) Prior to the Board determining whether an application for ordinary (Chapter) membership, student membership or associate membership is to be accepted or rejected, the name of the applicant and the fact of the application for membership having been made must be notified to each Chapter and the application submitted in full to the Chapter to which the applicant seeks to be allocated;
- (4) The Chapter to which the application is submitted in full (and to which the applicant seeks to be allocated) must consider an application for membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant;
- (5) Without limiting the previous paragraphs of this clause 12.1, in the case of an applicant for ordinary membership who seeks the exemption of the Board permitting the applicant to be admitted as an ordinary (non-Chapter) member, in accordance with clause 11.1(3), the Board shall in its sole and absolute discretion by resolution of the Board determine whether:
  - (a) the exemption should be granted to the applicant;
  - (b) the applicant is required to provide further information to the Board to enable it to determine whether the exemption should be granted; or
  - (c) the exemption is refused, in which case the applicant is to be given the opportunity to resubmit their application for ordinary membership, nominating in accordance with clause 11.1(4), the Chapter to which the applicant seeks to be allocated.

12.2 If an application for membership is rejected by the Chapter:

- (1) The Board may not accept the application for membership unless the rejection is successfully appealed by the applicant in accordance with this clause 12.2;
- (2) The applicant may appeal to the Board within 14 days of being notified that the application has been rejected;
- (3) The appeal must be in writing in a form approved by the Board and signed by the applicant;
- (4) The Board must deal with the appeal within 3 months of the date the written appeal is received by the Chamber; and
- (5) The Board will provide at least 14 days notice to the applicant and will deal with the appeal within 3 months of the date the appeal is made.

12.3 If an application for membership, or an appeal under clause 12.2 is rejected by the Board:

- (1) any fees paid by the applicant will be refunded; and
- (2) neither the Chapter nor the Board is required to give any reasons for the rejection.

12.4 If an applicant is accepted by the Board for membership the Secretary must notify the applicant in writing and enter the details of the applicant in the register of members.

### **13. Change of Nominated Representative**

13.1 Each Corporate Member must promptly notify the Secretary in writing of any change in the person nominated as its Nominated Representative. The new Nominated Representative must consent to the nomination in writing.

### **14. Life Membership**

14.1 If in the absolute discretion of the Board, a person has made a significant contribution to the Chamber, whether at national or Chapter level, or both, the Board may, after receiving a written nomination from a Chapter or a Director, award that person life membership of the Chamber.

14.2 A member nominated under clause 14.1 becomes a life member of the Chamber on the nomination being approved by an ordinary resolution of members at a general meeting.

14.3 If the life member is a Corporate Member it must nominate in writing a Nominated Representative within 1 month after it becomes a life member.

14.4 A life member shall not be required to pay an annual subscription to the Chamber but has all the rights and privileges of membership and is otherwise subject to this Constitution.

## **15. Honorary Membership**

15.1 If, in the opinion of the Board, a person has made over a period of years or is deemed able to make a significant contribution to the Chamber, the Board or a State Chapter may nominate that person as an honorary member of the Chamber for the period of one year.

15.2 A person nominated under clause 15.1 becomes an honorary member of the Chamber on the later to occur of:

- (1) the person consenting in writing to be an honorary member; and
- (2) where the nomination has been made by a State Chapter, that nomination being approved by the Board;

15.3 An honorary member which is a Corporate Member may, but need not, nominate a Nominated Representative.

15.4 An honorary member shall not be required to pay an annual subscription to the Chamber and does not have the rights and privileges of membership, but has the right to receive notices of and attend and be heard at any general meeting, and is otherwise subject to this Constitution.

15.5 A person who becomes an honorary member under this clause may at any time after the conclusion of the period of honorary membership again be nominated and approval of the nomination will be in accordance with clause 15.2.

## **16. Register of Members**

16.1 A register of members of the Chamber must be kept in accordance with the Law.

16.2 The following must be entered in the register of members in respect of each member:

- (1) the full name of the member;
- (2) the residential address, facsimile number and electronic mail address, if any, of the member;
- (3) the category of membership;
- (4) the date of admission to and cessation of membership;
- (5) the date of last payment of the member's annual subscription;
- (6) in the case of a Corporate Member, the full name, address, facsimile number and electronic mail address, if any, of its Nominated Representative; and

- (7) such other information as the Board requires.
- 16.3 Each member and Nominated Representative must notify the Secretary in a form acceptable to the Board any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.

## **APPLICATION FEE AND ANNUAL SUBSCRIPTION**

### **17. Application Fee**

- 17.1 The application fee payable by each applicant for membership is the sum the Board determines for each category of membership.

### **18. Annual Subscription**

- 18.1 The annual subscription payable by an ordinary member or a student member of the Chamber is the sum as set by the Board from time to time. The Board may decide to set different subscriptions for individual and Corporate Members, or may set the annual fees according to categories entitling the members to different benefits (but without derogating from the rights of members under this Constitution).
- 18.2 All annual subscriptions are due and payable in such instalments and by such date or dates as the Board from time to time determines.
- 18.3 If a person is admitted to membership of the Chamber during the months of October to June inclusive the Board may reduce the annual subscription payable by the applicant in any manner they see fit.
- 18.4 No annual subscription is payable by any life member or honorary member.

### **19. Unpaid Annual Subscriptions**

- 19.1 If:
- (1) the annual subscription of a member remains unpaid for 2 months after it becomes payable; and
  - (2) a reminder notice has been issued to the member;
- the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Board sees fit.

## **CESSATION OF MEMBERSHIP**

### **20. Resignation**

- 20.1 A member may resign from membership of the Chamber by giving written notice to the Secretary.
- 20.2 The resignation of a member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.
- 20.3 A member who resigns shall not be entitled to any refund of any application fees or annual subscriptions previously paid by the resigning member.

### **21. Failure to Pay**

- 21.1 If a member has not paid all arrears of annual subscriptions under clause 18 or, if paid, the member's rights and privileges are not reinstated, the member ceases to be a member and the member's name must be removed from the register of members.

### **22. Cessation of Membership**

- 22.1 An ordinary member who is an individual ceases to be a member:
- (1) on the death or resignation of the member; or
  - (2) if the member ceases to be a member under clause 21 or is expelled under clause 23.
- 22.2 A Corporate Member ceases to be a member:
- (1) if it is wound up or is otherwise dissolved or deregistered; or
  - (2) if the member ceases to be a member under clause 21 or is expelled under clause 23.
- 22.3 In addition a life member or an honorary member ceases to be a member if the Board, for any reason, requests in writing the resignation of the member and the member does not resign within 2 months after the request is sent.

### **23. Disciplining Members**

- 23.1 If any member:
- (1) wilfully refuses or neglects to comply with the provisions of this Constitution; or
  - (2) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interest of the Chamber;

the Directors may resolve to censure, fine, suspend or expel the member from the Chamber and, in the case of expulsion, to remove the member's name from the register of members.

- 23.2 In exercising their powers under clause 23.1 the Board must not fine a member an amount exceeding the annual subscription of an ordinary member (whether or not the member is an individual or a Corporate Member, or is liable to pay an annual subscription).
- 23.3 At least 1 week before the meeting of the Board at which a resolution of the nature referred to in clause 23.1 is passed the Board must give to the member notice of:
- (1) the meeting;
  - (2) what is alleged against the member; and
  - (3) the intended resolution.
- 23.4 At the meeting and before the passing of the resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member sees fit.
- 23.5 A member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Chamber in general meeting and in that event, a general meeting of the Chamber must be called for that purpose.
- 23.6 If at the meeting a resolution to the same effect as the resolution which was to be considered by the Board is passed by a majority of 2/3 of those present and voting (and the vote must be taken by secret ballot), the member concerned must be punished in the manner resolved and in the case of a resolution for expulsion the member is expelled and the member's name must be removed from the register of members.
- 23.7 If any member ceases to be a member under clause 23.6, the Board may reinstate the member and restore the name of that member to the register of members upon and subject to any terms and conditions they see fit.

## **24. Effect of Cessation of Membership**

- 24.1 If any member ceases to be a member under this Constitution, the member remains liable to pay to the Chamber any money which, at the time of the member ceasing to be a member, the member owes to the Chamber on any account or which it subsequently becomes liable to pay under clause 7 of this Constitution.

## **BOARD**

### **25. Management of the Chamber**

- 25.1 The affairs of the Chamber shall be directed, managed and controlled by and under the authority of the Board, including by appropriate delegations of powers and responsibilities for the day to day running of the Chamber to, and through, the person appointed as the Chief Executive Officer.
- 25.2 Without limiting the powers and duties applicable to the Directors under the *Corporations Act 2001* and otherwise by Law, the Directors must:
- (1) treat as confidential all matters discussed by the Board, and not disclose such matters to any person other than the Directors or its duly authorised delegates, except with the prior consent of the Board;
  - (2) ensure that there is an appropriate policy, which complies with all legal requirements applicable to the Board and the Chamber, for the management of conflicts of interest, whether potential or actual, in the performance of their role as a Director of the Chamber;
  - (3) take individual responsibility to comply with the policies of the Board, including those relating to management of conflicts of interest, confidentiality and any other matter determined by the Board from time to time; and
  - (4) make explicit any delegations of its powers to committees of the Board or to employees of the Chamber.

### **26. Membership of the Board and Election of Chairman and Vice Chairman**

- 26.1 As and from the Annual General Meeting occurring after the adoption of this Constitution, the Board will consist of:
- (1) 5 Chapter Elected Directors appointed in accordance with clause 27; and
  - (2) A minimum of 2 and a maximum of 4 Appointed Directors appointed in accordance with clause 28.
- 26.2 Following each Annual General Meeting the Board will elect one of the Directors to be chair of the Board. No person may hold the position of Chairman for more than 4 consecutive years.
- 26.3 The Directors may also elect from their number a Vice-Chairman and elect or appoint, and remove, such other office bearers as the Directors may decide, who will undertake the functions prescribed from time to time by the Directors.

## **27. Chapter Elected Directors**

27.1 Each Initial State Chapter is entitled to nominate a person for appointment to the Board as a Director, and an alternate, who will hold office for 2 years, subject to the procedures set out in 27.2.

27.2 The procedures are as follows:

(1) Subject to clause 27.3, there shall be a rotational system of election of Chapter Elected Directors such that:

(a) the Chapter Elected Directors for each of Queensland and Victoria stand down, but are eligible for re-election to the Board, every 2 years commencing from the annual general meeting next following the adoption of this Constitution (which occurred on 18 June 2008); and

(b) the Chapter Elected Directors for each of New South Wales, South Australia and Western Australia stand down, but are eligible for re-election to the Board, every alternate 2 years (being the years in which the Chapter Elected Directors rotated under the immediately previous paragraph do not stand down).

(2) Prior to the Annual General Meeting of the Chamber each year the relevant Initial State Chapters must, as required to give effect to the rotations contemplated by clause (1) , select and nominate in accordance with the applicable Rules a person from amongst the ordinary (Chapter) members allocated to that Chapter to be appointed as a Director, together with an alternate, who will take office as a Director with effect from the close of the relevant Annual General Meeting. A nominee:

(a) must be either a current ordinary (Chapter) member of the Chamber or a Nominated Representative of a paid up Corporate Member that is an ordinary (Chapter) member; and

(b) must otherwise comply with any applicable Rules relating to eligibility of persons for selection by State Chapters for appointment as a Director or an alternate.

(3) The alternate will become a Director if the Director for whom he or she is an alternate dies, retires, or is removed, and the State Chapter may then appoint another alternate.

(4) Each Chapter Elected Director (and their alternate) will hold office until the end of the second annual general meeting held after his or her appointment. A Director may be renominated at the expiry of his or her term.

27.3 Notwithstanding any other provision, if a casual vacancy arises because a Chapter Elected Director has ceased to be a Director for any reason, then subject to compliance with any applicable Rules:

(1) the State Chapter that selected and nominated the Director may select and nominate a person to fill the casual vacancy;

- (2) the Board shall accept the nomination and appointment of such person to the Board to fill the casual vacancy; and
- (3) the person so appointed as a Director shall hold office until the next annual general meeting at which the Director who caused the casual vacancy would have been next required to stand down if he or she had not vacated office early.

## **28. Appointment and Term of Appointed Directors**

- 28.1 The Board shall from time to time appoint such other persons to the Board as Directors (Appointed Directors) for a period of 2 years so that, at any given time, there are at least 2 and up to 4 Appointed Directors, on the basis that:
- (1) they are persons, whether or not they are members, whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors; and
  - (2) all such Appointed Directors shall serve for a period of 2 year from appointment, upon expiry of which term they must retire from office but shall be eligible for reappointment provided that they are not then disqualified by law or by this Constitution from being re-elected or reappointed.

## **BOARD MEETINGS**

### **29. Number of meetings**

- 29.1 The Board will meet at least twice in any period of twelve months and preferably immediately following the Annual General Meeting.

### **30. Circulating Resolutions**

- 30.1 The Board may pass a resolution without a Board meeting being held if each of the Directors entitled to vote on the resolution, except a Director absent from Australia who has not left a facsimile number, email or other instant messaging technology address, at which he or she may be given notice, signs or otherwise signify acceptance and returns, by a means and in a manner approved by the Chairman, a document containing a statement that he or she is in favour of the resolution set out in the document.
- 30.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 30.3 The resolution is passed when the last Director signs or signifies acceptance in a readable form which is received by a means and in a manner approved by the Chairman.

30.4 For the purposes of this clause, the following may be treated as a document containing a statement that a Director is in favour of the resolution set out in the document.

- (1) A facsimile addressed to or received by the Chamber and purporting to be signed or sent by a Director;
- (2) An email or other form of instant messaging approved by the Chairman, which is addressed to or received by the Chamber at an address approved by the Chairman and purporting to be given by a Director in favour of a specified resolution.

### **31. Meetings of Board**

31.1 The Board may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.

31.2 The minutes of any meeting of the Board must state the method of meeting and the persons present.

### **32. Calling Board Meetings**

32.1 A Director may at any time, and a Secretary must on the requisition of a Director, call a meeting of the Board.

### **33. Notice of Meeting**

33.1 Reasonable notice of every Board meeting must be given to each Director and alternate Director and Board member except that it is not necessary to give notice of a meeting of Board to any Director who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.

33.2 Any notice of a meeting of Board may be given in writing, and whether by facsimile, electronic mail or any other means of communication.

### **34. Technology Meeting of Board**

34.1 A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.

34.2 If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

34.3 The following provisions apply to a technology meeting:

- (1) each of the Directors and Board Members taking part in the meeting must be able to hear and be heard by each of the other participants taking part in the meeting; and
- (2) at the commencement of the meeting each Director and Board Member must announce his or her presence to all the other participants taking part in the meeting.

34.4 If the Secretary is not present at a technology meeting one of the Directors or Board Members present must take minutes of the meeting.

34.5 A Director or Board Member may not leave a technology meeting by disconnecting his or her link to the meeting unless that participant has previously notified the chair of the meeting.

34.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chair to leave the meeting.

### **35. Chairing Board Meetings**

35.1 The Chairman is the chair of all meetings of the Board.

35.2 At a meeting of Board if:

- (1) no Chairman has been elected as provided by clause 27.2; or
- (2) the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice-Chairman is the chair of the meeting, but if:

- (a) no Vice-Chairman has been elected as provided by clause 27.4; or
- (b) the Vice-Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present must elect a Director present to chair the meeting.

### **36. Quorum**

36.1 The quorum for a Board meeting is 5 Directors entitled to vote. The quorum must be present at all times during the meeting.

36.2 An alternate Director is counted in a quorum at a meeting at which the Director for whom the alternate has been nominated is not present (so long as the alternate is, under the Law, entitled to vote).

### **37. Passing of Board Resolutions**

- 37.1 A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- 37.2 The chair has a casting vote if necessary in addition to any vote he or she has as a Director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

## **ALTERNATE DIRECTORS**

### **38. Rights and Powers of Alternate Director**

- 38.1 If the Director for whom an alternate has been nominated will not be present at a meeting, then he or she may direct that his or her alternate Director is to receive the notice of the meeting of the Directors and the alternate Director shall be entitled to attend and vote in his or her stead.
- 38.2 When an alternate Director exercises the Director's powers, the exercise of the power is just as effective as if the powers were exercised by the Director.

### **39. Suspension or Revocation of Appointment**

- 39.1 The State Chapter may suspend or remove an alternate Director nominated by it by resolution after giving the appointee reasonable notice of its intention to do so.

### **40. Form of Appointment, Suspension or Revocation**

- 40.1 Every appointment, revocation or suspension under clauses 27.1 or 38.1 must be in writing and a copy must be given to the Chamber. The notice may be given by facsimile.

### **41. Termination of Appointment**

- 41.1 The appointment of an alternate Director automatically determines if the alternate Director resigns as a member or from the appointment by written notice given to the Secretary.

## **POWERS OF DIRECTORS**

### **42. Validation of Acts of Directors and Secretaries**

- 42.1 The acts of a Director or Secretary of the Chamber are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

42.2 Where a person whose office as Director is vacated under a provision of the Law purports to do an act as a Director, that act is as valid, in relation to a person dealing with the Chamber in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

#### **43. Powers subject to rights of members**

43.1 The Board may exercise all the powers of the Chamber except any powers that the Law or this Constitution requires the Chamber to exercise in general meeting.

43.2 No article made or resolution passed by the Chamber in general meeting can invalidate any prior act of the Board which would have been valid if that article or resolution had not been made or passed.

#### **44. Borrowing Powers**

44.1 Without limiting the generality of clause 43, but subject to clause 5, the Board may exercise all the powers of the Chamber to borrow money, to charge any property or business of the Chamber and to issue debentures or give any other security for a debt, liability or obligation of the Chamber or of any other person.

#### **45. Appointment of Attorney**

45.1 The Board may appoint any person or persons to be the attorney or attorneys of the Chamber for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Board), for the period and subject to the conditions it sees fit.

45.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Board sees fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

#### **46. Negotiable Instruments**

46.1 Any 2 Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

46.2 The Board may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

## **CHIEF EXECUTIVE**

### **47. Power to Appoint**

47.1 The Board may appoint any person (subject to clause 48.1) to the Chamber's chief executive position (the "Chief Executive Officer"), by whatever title the Board determines from time to time, for the period and on the terms (including as to remuneration) the Board sees fit.

### **48. Not a Member of the Board**

48.1 The Chief Executive Officer:

- (1) will be subject to the governance oversight of the Board;
- (2) will have the powers and responsibilities from time to time delegated to him or her by the Board for the day to day running of the Chamber;
- (3) will not be a Director or member of the Chamber or a Nominated Representative (and if he or she is already a Director or member or Nominated Representative will resign as such during his or her period in office);
- (4) may attend meetings of the Board, except where the Board otherwise requests, but will not have any vote at those meetings.

### **49. Powers**

49.1 The Board may, upon terms and conditions and with any restrictions it sees fit, confer on an executive officer any of the powers that the Directors can exercise.

49.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.

### **50. Withdrawal of Appointment or Powers**

50.1 The Board may revoke or vary:

- (1) an appointment; or
- (2) any of the powers conferred on a Chief Executive Officer.

### **51. Temporary Appointments**

51.1 If a Chief Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a Director, to act temporarily as Chief Executive Officer.

## **SUB-COMMITTEES OF BOARD**

### **52. Sub-Committees of Board**

- 52.1 The Board may from time to time form (or terminate) one or more sub-committees of the Board as may be thought expedient to assist the Board in carrying out its role provided that each sub-committee:
- (1) must contain at least 1 Director;
  - (2) may include 1 or more co-opted persons, each of whom are themselves either a Member of the Chamber or a member of a Member of the Chamber, as voting members of the sub-committee;
  - (3) shall, unless other powers are expressly delegated to it by the Board, not have decision-making power and shall only have power to meet in order to make recommendations to, and provide advice to, the Board as required by the Board; and
  - (4) must exercise any other powers expressly delegated to it by the Board strictly subject to and in accordance with any limitations placed on such delegated powers by the Board.
- 52.2 The effect of a sub-committee properly exercising a power subject to and in accordance with any limitations placed on such delegated power is the same as if the Directors exercised it.
- 52.3 Any sub-committee formed shall conform to any regulations that may be imposed by the Board.
- 52.4 A sub-committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within 10 minutes after the time appointed for holding the meeting the members present may choose one of their number to be the Chairman of the meeting.
- 52.5 A sub-committee may meet and adjourn as it thinks proper, questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 52.6 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such members of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or sub-committee.
- 52.7 The meetings and proceedings of any sub-committee are governed by the applicable provisions in this Constitution regulating the meetings and proceedings of the Board.

## **REMOVAL AND RESIGNATION OF DIRECTORS**

### **53. Removal of Directors**

53.1 Subject to the Law the Chamber may by resolution remove a Director from office.

### **54. Resignation of Director**

54.1 A Director may resign as a Director of the Chamber by giving a written notice of resignation to the Secretary of the Chamber at its registered office.

### **55. Vacation of Office of Director**

55.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Law, the office of a Director becomes vacant if the Director:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) 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;
- (3) is absent from 2 consecutive meetings of Directors, whether or not his or her alternate has attended the meeting in place of the Director, without special leave of absence from the Directors and the Directors declare his or her seat to be vacant;
- (4) ceases to be a paid up member of the Chamber or a Nominated Representative of a paid up Corporate Member (as the case may be) as required by clause 18;
- (5) ceases to have the support of the State Chapter that selected and nominated the Director for appointment as a Chapter Elected Director, such withdrawal of support to be given in writing by the relevant State Chapter to the Board, in a form and following a process which complies with any applicable Rules;
- (6) becomes prohibited from being a Director under or by reason of any order made under the Law;
- (7) is removed by resolution in accordance with clause 53; or
- (8) resigns from office in accordance with clause 54.

## **DIRECTORS' INTERESTS**

### **56. Prohibition on Being Present or Voting**

56.1 Except where permitted by the Law a Director who has a material personal interest in a matter that is being considered at a meeting of Board:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting.

56.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Board is not prohibited by the Law from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

### **57. Director to Disclose Interests**

57.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Chamber must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Board or by written notice to the Secretary.

57.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Board or by written notice to the Secretary the fact and the nature, character and extent of the conflict.

57.3 For the purposes of clauses 57.1 and 57.2, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:

- (1) a guarantee to be given by the Director (or by persons including the Director or by a Corporate Member of which the Director is a member or officer) in respect of a loan to the Chamber; or
- (2) the position of the Director as a Director of a Related Body Corporate of the Chamber.

### **58. Effect of Interest in Contract**

58.1 If a Director has an interest in a contract or proposed contract with the Chamber (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Board, and the Director discloses the nature and extent of the interest or duty at a meeting of the Board or by written notice to the Secretary:

- (1) the contract may be entered into; and

- (2) if the disclosure is made before the contract is entered into:
  - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
  - (b) the Chamber cannot avoid the contract merely because of the existence of the interest; and
  - (c) the Director is not disqualified from the office of Director.

58.2 For the purposes of clause 58.1 “contract” includes an arrangement, dealing or other transaction.

## **59. Other Interests**

59.1 Without limiting clause 57 or clause 58 a Director may to the extent permitted by the Law:

- (1) hold any other office or place of profit under the Chamber (other than the office of auditor or Chief Executive Officer) in conjunction with the office of Director;
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Chamber or in which the Chamber is or may be interested.

## **60. Extension of Meaning of “Chamber”**

60.1 For the purposes of clauses 57, 58 and 59 “Chamber” shall be deemed to include any subsidiary of the Chamber and any other entity in which the Chamber or any subsidiary of the Chamber is or becomes a shareholder or is otherwise interested.

## **61. Other Directorships and Shareholdings**

61.1 A Director of the Chamber may be or become a Director, officer, employee or member of any entity promoted by the Chamber or in which the Chamber may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received as a Director, officer, employee or member of the other entity.

61.2 Subject to the Law:

- (1) the Board of the Chamber may exercise the voting power conferred by the shares or other interest held by the Chamber in another entity in favour of a resolution appointing themselves or any of them as Directors or other officers of the other entity;
- (2) any Director of the Chamber may vote at a meeting of Board of the Chamber in favour of a resolution that the Chamber exercises its voting power conferred

by the shares or other interest held by the Chamber in the other entity to appoint that Director as a Director or other officer of the other entity;

- (3) any Director of the Chamber may be appointed as representative of the Chamber and may vote at a general meeting of the other entity in favour of a resolution appointing that Director as a Director or other officer of the other entity; and
- (4) a Director of the Chamber who is also a Director of the other entity may vote as a Director of the other entity in whatever manner he or she sees fit, including voting in favour of a resolution appointing the Director to any other office in the other entity and a resolution appointing any other Directors of the Chamber as Directors or other officers of the other entity.

## **REMUNERATION OF DIRECTORS**

### **62. No Directors' Remuneration**

62.1 Despite clause 5.2 no Director may receive any remuneration for his or her services in his or her capacity as a Director of the Chamber.

### **63. Directors' Expenses**

63.1 Despite clause 62 the Chamber may pay the Board Members' travelling and other expenses that they properly incur:

- (1) in attending Board meetings or any meetings of committees of Board;
- (2) in attending any general meetings of the Chamber; and
- (3) in connection with the Chamber's business.

63.2 The Board must approve all payments the Chamber makes to its Directors or members.

### **64. Financial Benefit**

64.1 To the extent, if any, required by the Law, a Director must ensure that the requirements of the Law are complied with in relation to any financial benefit given by the Chamber to any Board Member or to any other related party of the Board Member.

## **SECRETARY**

### **65. Terms of Office of Secretary**

- 65.1 A Secretary of the Chamber holds office on the terms and conditions (including as to remuneration) that the Board determines.
- 65.2 The Secretary shall be appointed by the Board in accordance with clause 27.4 at such remuneration and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by the Board.
- 65.3 Nothing herein shall prevent the Board from appointing a member of the Chamber as Honorary Secretary and any member so appointed shall then become an officer of the Chamber and if not already a member of the Board they shall ex officio be a member of the Board without vote.

## **INDEMNITY AND INSURANCE**

### **66. Indemnity**

- 66.1 To the extent permitted by the Law, the Chamber indemnifies:
- (1) every person who is or has been an officer of the Chamber; and
  - (2) where the Board considers it appropriate to do so, any person who is or has been an officer of a Related Body Corporate of the Chamber;
- against any liability incurred by that person in his or her capacity as an officer of the Chamber or of the Related Body Corporate (as the case may be).
- 66.2 In accordance with section 199A of the Law, the Chamber must not indemnify a person against:
- (1) any of the following liabilities incurred as an officer of the Chamber:
    - (a) a liability owed to the Chamber or a Related Body Corporate;
    - (b) a liability for a pecuniary penalty order under section 1317G of the Law or a compensation order under section 1317H of the Law; or
    - (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; or
  - (2) legal costs incurred in defending an action for a liability incurred as an officer of the Chamber if the costs are incurred:
    - (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 66.2(1);

- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by the Australian Securities and 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
- (d) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.

Clause 66.2(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investment Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

- (3) For the purposes of clause 66.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

## **67. Insurance**

67.1 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 or a Related Body Corporate of the Chamber against any liability incurred by the person as an officer of the Chamber or a Related Body Corporate except a liability (other than one for legal costs) arising out of:

- (1) conduct involving a wilful breach of duty in relation to the Chamber; or
- (2) a contravention of section 182 or 183 of the Law.

67.2 In the case of a Board Member, any premium paid under this article is not remuneration for the purpose of clause 62.

## **68. Director Voting on Contract of Insurance**

68.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Chamber or of a Related Body Corporate.

## **69. Liability**

69.1 No officer of the Chamber is liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

## **70. Meaning of “Officer”**

- 70.1 For the purposes of clauses 66, 67, 68 and 69., “officer” means a Board Member, Secretary, or executive officer.

## **INSPECTION OF RECORDS**

### **71. Rights of Inspection**

- 71.1 The Board, or the Chamber by a resolution passed at a general meeting, may authorise a member to inspect books of the Chamber.
- 71.2 A member other than a Director does not have the right to inspect any document of the Chamber, other than the minute books for the meetings of its members and for resolution of members passed without meetings, except as provided by law or authorised by the Board or by the Chamber in general meeting.

### **72. Confidential Information**

- 72.1 Except as provided by the Law, no member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Chamber or any trade secret, secret process or other confidential information of or used by the Chamber.

## **MEETINGS OF MEMBERS**

### **73. Circulating Resolutions**

- 73.1 This clause 73 applies to resolutions which the Law, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Law to remove an auditor.
- 73.2 The Chamber may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 73.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- 73.4 The resolution is passed when the last member signs.
- 73.5 If the Chamber receives by facsimile transmission a copy of a document referred to in this clause 73 it is entitled to assume that the copy is a true copy.

### **74. Calling of General Meeting**

- 74.1 A majority of Directors may call a general meeting whenever they see fit.

74.2 Except as permitted by law, a general meeting, to be called the “Annual General Meeting”, must be held at least once in every calendar year.

74.3 Except as provided in the Law, no member or members may call a general meeting.

## **75. Amount of Notice of Meeting**

75.1 Subject to the provisions of the Law as to short notice, at least 21 days’ notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Chamber.

## **76. Persons Entitled to Notice of General Meeting**

76.1 Written notice of a meeting of the Chamber’s members must be given individually to:

- (1) each member entitled to vote at the meeting;
- (2) each Board Member; and
- (3) the Chamber’s auditor.

76.2 No other person is entitled to receive notice of general meetings.

## **77. How Notice is Given**

77.1 The Chamber may give the notice of meeting to a member:

- (1) personally;
- (2) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (3) by sending it to the facsimile number or electronic address (if any) nominated by the member.

## **78. When Notice is Given**

78.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

78.2 Except as provided by clause 78.3, a notice of meeting sent by facsimile, or other electronic means, is taken to be given on the Business Day after it is sent.

78.3 Service by facsimile or electronic mail is not effective if:

- (1) in the case of service by facsimile, the Chamber’s facsimile machine issues a transmission report which shows that the transmission was unsuccessful;
- (2) in the case of service by electronic mail, the Chamber’s computer reports that delivery has failed; or

- (3) in either case the addressee notifies the Chamber immediately that the notice was not fully received in a legible form.

78.4 A certificate signed by any Chief Executive Officer, Secretary or other officer of the Chamber that the notice was posted or given in accordance with this clause 78 is conclusive evidence of the matter.

## **79. Period of Notice**

79.1 Subject to the Law and this Constitution where a specified number of days' notice or notice extending over any period is required to be given the day of service is not, but the day upon which the notice will expire is, included in the number of days or other period.

## **80. Contents of Notice**

80.1 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (2) state the general nature of the meeting's business;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (4) contain a statement setting out the following information:
  - (a) that the member has a right to appoint a proxy; and
  - (b) that the proxy must be a member of the Chamber.

## **81. Notice of Adjourned Meeting**

81.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

## **82. Accidental Omission to Give Notice**

82.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.

### **83. Postponement of General Meeting**

- 83.1 The Board may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by members as provided by the Law) for not more than 42 days after the date for which it was originally called.
- 83.2 Whenever any meeting is postponed (as distinct from being adjourned under clause 85.3 or clause 86.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

### **84. Technology**

- 84.1 The Chamber may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

### **85. Quorum**

- 85.1 The quorum for a meeting of the Chamber's members is 5 persons entitled to vote and the quorum must be present at all times during the meeting.
- 85.2 In determining whether a quorum is present, individuals attending as proxies or Nominated Representatives are counted. If an individual is attending both as a member and as a proxy or Nominated Representative, the individual is counted only once.
- 85.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or
  - (2) in any other case, the meeting is adjourned to the date, time and place the Board specifies. If the Board does not specify 1 or more of those things, the meeting is adjourned to:
    - (a) if the date is not specified - the same day in the next week;
    - (b) if the time is not specified - the same time; and
    - (c) if the place is not specified - the same place.
- 85.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

### **86. Chair at General Meetings**

- 86.1 The Chairman, if present, presides as chair at every general meeting.

86.2 Where a general meeting is held and:

- (1) there is no Chairman; or
- (2) the Chairman is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice-Chairman of the Chamber if present presides as chair of the meeting or, if the Vice-Chairman is not present or is unwilling to act, the Directors present may appoint 1 of their number to be chair of the meeting and in default of their doing so the members present may appoint any 1 of their number to be chair of the meeting.

86.3 The chair must adjourn a meeting of the Chamber's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

### **87. Business at Adjourned Meetings**

87.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **88. Extraordinary General Meetings**

88.1 Extraordinary General Meetings shall be called by the Board at the written request of not less than 5% of financial voting members or otherwise in accordance with the Law.

## **PROXIES AND CORPORATE MEMBER REPRESENTATIVES**

### **89. Who Can Appoint a Proxy**

89.1 A member who is entitled to attend and cast a vote at a meeting of the Chamber's members may appoint a person as the member's proxy to attend and vote for the member at the meeting. The proxy must be a member.

### **90. Rights of Proxies**

90.1 A proxy appointed to attend and vote for a member has the same rights as the member:

- (1) to speak at the meeting;
- (2) to vote (but only to the extent allowed by the appointment); and
- (3) to join in a demand for a poll.

90.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

90.3 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

90.4 A proxy may be revoked at any time by notice in writing to the Chamber.

## **91. When Proxy Form Must Be Sent to All Members**

91.1 If the Chamber sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (1) if the member requested the form or list - the Chamber must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (2) otherwise - the Chamber must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

## **92. Appointing a Proxy**

92.1 An appointment of a proxy is valid if it is signed by the member making the appointment and contains the following information:

- (1) the member's name and address;
- (2) the Chamber's name;
- (3) the proxy's name or the name of the office held by the proxy; and
- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

92.2 An undated appointment is taken to have been dated on the day it is given to the Chamber.

92.3 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (3) if the proxy is the chair - the proxy must vote on a poll, and must vote that way;
- (4) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this clause 92.3 does not affect the way that the person can cast any votes the person holds as a member.

- 92.4 An appointment does not have to be witnessed.
- 92.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

### **93. Form of Proxy Sent Out by Chamber**

- 93.1 A form of proxy sent out by the Chamber may be in a form determined by the Board but must:
- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
  - (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- 93.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.
- 93.3 Despite clause 93.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

#### **The Australia Arab Chamber of Commerce & Industry Inc.**

ACN 001 639 452

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above named Chamber, appoint \_\_\_\_\_ of \_\_\_\_\_ or, in his or her absence, \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the \*annual general/\*general meeting of the Chamber to be held on \_\_\_\_\_ and at any adjournment of that meeting.

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

Signed on \_\_\_\_\_ .

\* Strike out whichever is not desired.

† To be inserted if desired.

### **94. Receipt of Proxy Documents**

- 94.1 For an appointment of a proxy for a meeting of the Chamber's members to be effective, the following documents must be received by the Chamber at least 24 hours before the meeting:
- (1) the proxy's appointment; and

- (2) if the appointment is signed by the appointor's attorney - the authority under which the appointment was signed or a certified copy of the authority.
- 94.2 If a meeting of the Chamber's members has been adjourned, an appointment and any authority received by the Chamber at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- 94.3 The Chamber receives an appointment or authority when it is received at any of the following:
- (1) the Chamber's registered office;
  - (2) a facsimile number at the Chamber's registered office; or
  - (3) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.
- 94.4 An appointment of a proxy is ineffective if:
- (1) the Chamber receives either or both the appointment or authority at a fax number or electronic address; and
  - (2) a requirement (if any) in the notice of meeting that:
    - (a) the transmission be verified in a way specified in the notice; or
    - (b) the proxy produce the original appointment and authority (if any) at the meeting;
- is not complied with.

## **95. Validity of Proxy Vote**

- 95.1 A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- 95.2 Unless the Chamber has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (1) the appointing member dies;
  - (2) the member is mentally incapacitated;
  - (3) the member revokes the proxy's appointment; or
  - (4) the member revokes the authority under which the proxy was appointed by a 3rd party.

**96. Corporate Member Representative**

96.1 A Nominated Representative may exercise all or any of the rights of the Corporate Member which appointed him or her :

- (1) at meetings of the Chamber's members;
- (2) at meetings of creditors or debenture holders; or
- (3) relating to resolutions to be passed without meetings.

96.2 A Nominated Representative is deemed to have full power to exercise all the rights of the Corporate Member.

**97. Attorney of Member**

97.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of the authority must be produced to the Chamber at least 24 hours before the meeting, in the same way as the appointment of a proxy.

**VOTING AT MEETINGS OF MEMBERS**

**98. Voting**

98.1 At every general meeting the following members shall be entitled to one vote:

- (1) ordinary (Chapter) members;
- (2) Ordinary (non-Chapter) members; and
- (3) life members.

**99. Voting Disqualification**

99.1 A member is not entitled to vote at a general meeting if the annual subscription of the member is more than 2 months in arrears at the date of the meeting or the postponed or adjourned meeting.

**100. Objections to Right to Vote**

100.1 A challenge to a right to vote at a meeting of members:

- (1) may only be made at the meeting; and
- (2) must be determined by the chair, whose decision is final.

100.2 A vote not disallowed following a challenge is valid for all purposes.

### **101. How Voting is Carried Out**

101.1 A resolution put to the vote at a meeting of the Chamber's members must be decided on a show of hands unless a poll is demanded.

101.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

### **102. Matters on Which a Poll May Be Demanded**

102.1 A poll may be demanded on any resolution.

102.2 A demand for a poll may be withdrawn.

### **103. When a Poll is Effectively Demanded**

103.1 At a meeting of the Chamber's members, a poll may be demanded by:

- (1) at least 3 members entitled to vote on the resolution; or
- (2) the chair.

103.2 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

### **104. When and How Polls Must Be Taken**

104.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

104.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

104.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

104.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

## **105. Chair's Casting Vote**

- 105.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a deliberative and casting vote in addition to any vote he or she may have in his or her capacity as a member or proxy.
- 105.2 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

## **ANNUAL GENERAL MEETING**

### **106. Business of an Annual General Meeting**

- 106.1 The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
- (1) the consideration of the annual financial report, Directors' report and auditor's report;
  - (2) the appointment of Directors under clause 27.1;
  - (3) the appointment of the auditor; and
  - (4) the fixing of the auditor's remuneration.

All other business transacted at an annual general meeting and all other business transacted at any other general meeting is special business.

- 106.2 The business of the Annual General Meeting also includes any other business which under this Constitution or the Law ought to be transacted at an Annual General Meeting.
- 106.3 The chair of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Chamber.
- 106.4 If the Chamber's auditor or the auditor's representative is at the meeting, the chair of an Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

### **107. Resolutions Proposed by Members**

- 107.1 No member may at any meeting move any resolution relating to special business unless:
- (1) the member has given not less than 30 Business Days' previous notice in writing of the member's intention to move an ordinary resolution or 2 months' notice in writing of the member's intention to move a special resolution at the

meeting by leaving the notice and a signed copy of the resolution at the registered office of the Chamber; or

- (2) the resolution has previously been approved by the Directors.

107.2 Upon receiving a notice referred to in clause 109.1(1) the Secretary must:

- (1) if the notice convening the meeting has already been despatched, immediately notify the members of the proposed resolution; or
- (2) otherwise include notice of the proposed resolution in the notice convening the meeting.

## **MINUTES**

### **108. Minutes to be kept**

108.1 The Board must keep minute books in which they record within 1 month:

- (1) proceedings and resolutions of meetings of the Chamber's members;
- (2) proceedings and resolutions of Board meetings (including meetings of a committee of Board);
- (3) resolutions passed by members without a meeting; and
- (4) resolutions passed by Board without a meeting.

108.2 The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:

- (1) the chair of the meeting; or
- (2) the chair of the next meeting.

108.3 The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

108.4 Without limiting clause 110.1 the Board must record in the minute books:

- (1) all appointments of officers and executive employees;
- (2) the names of all parties present at all meetings of Board and the Chamber; and
- (3) the method by which a meeting of Board was held.

## **CHAPTERS**

### **109. Chapters**

109.1 The Board may by resolution recognise as a Chapter any local association or group of merchants and other persons who are themselves members of this Chamber and the recognition of which as a State or City or other Chapter as the case may be is, in the opinion of the Board, desirable.

109.2 Without prejudice to the mode of recognition specified in clause 109.1, the following Initial State Chapters are duly recognised:

- (1) the Queensland State Chapter;
- (2) the New South Wales State Chapter;
- (3) the Victoria State Chapter;
- (4) the South Australia State Chapter;
- (5) the Western Australia State Chapter.

109.3 The Board may by resolution at any time:

- (1) promulgate, amend, vary or repeal the Rules for the conduct and administration of any or all of the Chapters;
- (2) Without limiting clause 109.3(1), but subject to prior approval of the members of the Chamber obtained by ordinary resolution of the members at a properly convened general meeting of the members, the Rules may include eligibility criteria for persons nominated for appointment as Chapter Elected Directors;
- (3) withdraw recognition of any Chapter which in the opinion of the Board has ceased to function or has been guilty of conduct prejudicial to interests of members or the good name or commercial status of the Chamber; and
- (4) intervene and assume management of any Chapter, replace the Management Committee of any Chapter or call a new election for members of the Management Committee of any Chapter which in the reasonable opinion of the Board has clearly failed to pursue the Objects of the Chamber and to apply funds allocated to it by the Board of the Chamber in pursuit of those Objects.

### **110. Chapter Management Committees**

110.1 Each Chapter Management Committee shall consist of a minimum of 5 or 20% of the membership, whichever is lesser, and a maximum of 8 including as follows:

- (1) Chairman;
- (2) Vice Chairman; and

(3) other committee members as required.

110.2 The Management Committee of each Chapter shall operate strictly in accordance with the Rules.

## **ACCOUNTS, AUDIT AND RECORDS**

### **111. Accounts**

111.1 The Board must cause proper accounting and other records to be kept in accordance with the Law.

111.2 The Board must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Law.

### **112. Audit**

112.1 A registered Chamber auditor must be appointed.

112.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

## **EXECUTION OF DOCUMENTS**

### **113. Common Seal**

113.1 The Chamber may, but need not, have a Seal.

### **114. Use of Common Seal**

114.1 If the Chamber has a Seal the Board must provide for its safe custody.

114.2 The Seal may not be fixed to any document except by the authority of a resolution of the Board or of a committee of the Board duly authorised by the Board.

114.3 The Chamber executes a document with its Seal if the fixing of the Seal is witnessed by:

- (1) 2 Directors of the Chamber; or
- (2) a Director and Secretary of the Chamber.

## **115. Execution of Documents Without Common Seal**

115.1 The Chamber may execute a document without using the Seal if the document is signed by:

- (1) 2 Directors of the Chamber; or
- (2) a Director and Secretary of the Chamber.

## **116. Execution of Document as a Deed**

116.1 The Chamber may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 114 or clause 115.

## **117. Execution - General**

117.1 The same person may not sign in the dual capacities of Director and Secretary.

117.2 A Director may sign any document as Director, with or without the Seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.

117.3 Clauses 114 and 115 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Chamber.

## **INADVERTENT OMISSIONS**

### **118. Formalities Omitted**

118.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any member financially. The decision of the Board is final and binding on all members.

## **ALTERATIONS**

### **119. Alterations to Constitution**

119.1 This Constitution may be repealed or modified by special resolution.

## **WINDING UP**

### **120. Winding Up**

- 120.1 If upon the winding up or dissolution of the Chamber any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Chamber but must be given or transferred to some other institution or institutions determined by the members of the Chamber at or before the time of dissolution which has similar Objects to the Chamber and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.
- 120.2 If the members do not make the necessary determination under clause 120.1, the Chamber may apply to the Supreme Court to determine the institution or institutions.

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Notes:

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