

**RULES FOR THE CHAPTERS OF
THE AUSTRALIA ARAB CHAMBER OF COMMERCE & INDUSTRY INC.**

**PROMULGATED PURSUANT TO ARTICLE 109 OF
THE CONSTITUTION**

1. Purpose

- 1.1 These are the Rules promulgated by the Board of Directors for the conduct and administration of the Chapters of The Australia Arab Chamber of Commerce and Industry Inc. (the "Organisation").

2. Constitution

- 2.1 The Chapter and the members there of shall be bound by the Constitution and the Objects of the Organisation.

3. Interpretation

- 3.1 In the event of inconsistency between these Rules and the Constitution the Constitution shall prevail. Terms defined in the Constitution shall have the same meaning in these Rules unless indicated otherwise.

4. Functions and duties

- 4.1 Each Chapter is a division of the Organisation for all purposes and is not a separate legal entity
- 4.2 Each Chapter shall have the powers and functions delegated to it by the Board of Directors from time to time.
- 4.3 Despite the generality of Rule 4.2, each Chapter is authorised to contract on behalf of the Organisation for local services in accordance with the annual budget approved under Rule 19.3.

5. Alterations

- 5.1 These Rules may only be modified or varied by resolution of the Board of Directors.

MEMBERSHIP

6. Admission of members

- 6.1 The State Committee of the Chapter may grant membership to any applicant in accordance with Clause 12 of the Constitution. The Membership

application together with a note of the decision of the Chapter shall be despatched to the Secretary of the Organisation.

OFFICE BEARERS

7. Election of Office Bearers

- 7.1 The Annual General Meeting of the Chapter shall elect from the members the following office bearers, immediately prior to the closure of the meeting:
- (1) A Chairman. The Chairman is elected for 36 months, and may be re-elected provided that no person may hold the position of Chairman for more than 6 consecutive years (two terms)
 - (2) A maximum of two Vice Chairmen
 - (3) A nominee Director, in accordance with Clause 27.1 of the Constitution, and an alternate who shall serve for two years.
- 7.2 The electoral process comprises several stages:
- (1) Pre-election period
 - (2) Election of State Committee
 - (3) From the ranks of the newly elected State Committee, election of the Chairman, a maximum of two vice Chairmen, a nominee Director and an alternate, in accordance with Rule 7.1.
- 7.3 Executive Officers play a pivotal role in the conduct of Chapter elections. They are to conduct themselves with full impartiality at all times.
- 7.4 In the pre-election period, the Executive Officer must ensure that nominations are managed in accordance with Rule 8.3. The Executive Officer should also encourage all potential candidates to ensure their campaigns are conducted openly, in a positive spirit, and in a manner that is not damaging to the interests of AACCI. The Executive Officer should be responsible for the broadcast of information about all candidates to all members in the relevant Chapter in a timely fashion, well before the convening of the Chapter AGM.
- 7.5 In the course of the AGM, the Chapter Chairman shall be required to pass the Chair to the Executive Officer for the conduct of the elections. Once the position of Chapter Chairman is decided, the Chairman may choose to resume the role of chairing the meeting or may ask the Executive Officer to continue as Chair until the election process is completed. In either case the entire election process will be managed in accordance with Rules 7.1, 10.1 and 10.2 and with Rules 18.1 to 18.5 inclusive. The Executive Officer must also chair that part of the election process relating to the election of the Chapter-elected (or nominee) Director, where a candidate for that position is also the Chapter Chairman.
- 7.6 Proxy voting is admissible for the election of members of the State Committee and of the office bearers, even where individual candidates may

not be known at the time of the allocation of proxies. Members may allocate their proxies to any other voting member who is present at the meeting, thereby permitting that member to vote for candidates in accordance with his choice. Where a candidate is known a member may instruct his proxy to vote for or against that candidate.

- 7.7 All proxies need to be presented at commencement of the election agenda item. The Executive Officer (as returning officer) is required to disclose the existence and number of proxies at the commencement of the voting process in the meeting.
- 7.8 With the exception of Directors appointed in accordance with Clause 28.1 of the AACCI Constitution, all office bearers must be members of their Chapter State Committee.
- 7.9 In the cases of Chapter-elected (or nominee) Directors and of the Alternate Directors, who are appointed under Clause 27.1 of the AACCI Constitution in those roles for a period of two years, those persons shall be elected to their Chapter State Committee also for a period of two years, subject to Rule 11.1.
- 7.10 The Executive Officer shall be responsible for the vote tally. He/she may be assisted in this task by a non-voting member.

STATE COMMITTEE

8. State committee

- 8.1 The management, conduct and control of each Chapter shall be vested in a State Committee. Each member shall have one vote.
- 8.2 The State Committee shall be constituted in accordance with Clause 110 of the Constitution.
- 8.3 Candidates for election to the State Committee must be nominated in writing to the Chairman (or his nominee) of the Chapter at least seven (7) days prior to the Annual General Meeting of the Chapter by a voting member and must be seconded by at least one other voting member. The nominee's consent in writing shall accompany the nomination. A candidate may not nominate or second himself/herself as a candidate.
- 8.4 Where ad hoc vacancies in a State Committee arise, these may be filled by a vote among the existing State Committee members at meetings of the State Committee, subsequent to the Annual General Meeting of the Chapter. The provisions of Rule 8.3 may be waived in the case of ad hoc vacancies, but a candidate will still need to be nominated and seconded by members other than himself.
- 8.5 A corporate member may replace its nominated representative on a State Committee with a different representative. In this case the provisions of Rules 8.3 and 8.4 may be waived.

- 8.6 A member of the State Committee may appoint an alternate to act in his or her stead. The alternate is entitled to receive notices of meetings and to attend meetings, but may only vote in the stead of the appointing member if that member is not present at the meeting. When an alternate exercises the member's powers, the exercise of the power is just as effective as if exercised by the member. The appointment of an alternate ceases automatically if the person who appointed him or her ceases to be a member of the State Committee.
- 8.7 The State Committee may co-opt other persons to attend meetings as observers or advisers, but those persons will not be entitled to vote.

9. Quorum for State Committee

- 9.1 A quorum at meetings of the State Committee shall be five (5) or 50 percent of the voting members of the State Committee, whichever is less.
- 9.2 If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall proceed, but any formal business or decisions taken at the meeting must be ratified by a subsequent meeting with a full quorum.

PROVISIONS RELATING TO OFFICE BEARERS AND THE STATE COMMITTEE

10. Elections

- 10.1 Elections may be by show of hands unless the meeting requires a secret ballot.
- 10.2 Subject to the provisions of Rule 7.1, retiring officer bearers and members of the State Committee shall be eligible for re-election.

11. Removal from office

- 11.1 The State Chapter may by a majority of 75% of the State Committee remove any office bearer or member of the State Committee before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the following Annual General Meeting of the Chapter.

12. Causes for termination

- 12.1 The position of an office bearer or a member of the State Committee shall become vacant if the member:
- (1) ceases to hold his or her position by virtue of the Law;

- (2) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law related to mental health;
- (4) resigns his or her office by notice in writing to the Chapter;
- (5) for more than six months is absent without permission of the State Committee from meetings of the State Committee held during that period;
- (6) is the nominated representative of a Corporate Member that ceases to be a member of the Organisation.

MEETINGS

13. Meetings

- 13.1 An Annual General Meeting of the Chapter shall be held between 1 July and 30 September in every calendar year and shall be held prior to the Annual General Meeting of the Organisation. Any meeting of a Chapter other than the Annual General Meeting is a general meeting.

14. Calling a meeting

- 14.1 The State Committee at the written request of not fewer than 15 percent of the financial members entitled to vote or five financial members entitled to vote, whichever is the greater, shall call a general meeting.

15. Notice of meetings

- 15.1 Notice of the Annual General Meeting of the Chapter shall be despatched to Chapter members at least fourteen days in advance of the date of the meeting. Notice of general meetings shall be despatched to members at least fourteen days in advance of the meeting.
- 15.2 Notice of meeting may be by the methods mentioned in Article 77 of the Constitution.

16. Annual General Meeting

- 16.1 The business of the Annual General Meeting of the Chapter shall be:
 - (1) Chairman's report;
 - (2) report on the Chamber's finances;
 - (3) Election of the office bearers and State Committee.

17. Quorum at General Meetings

- 17.1 No business shall be transacted in any general meeting unless a quorum of members of that Chapter is present at the time when the meeting proceeds to business. A quorum is five members with voting rights for Chapters with a membership of fewer than 50, and ten members with voting rights for Chapters with a membership of 50 and over.

18. Voting

- 18.1 At every general meeting of the Chapter each member of that Chapter shall be entitled to one vote.
- 18.2 The Chairman shall have both a deliberative and casting vote at any general meeting.
- 18.3 The members shall be entitled to vote by proxy at a general meeting subject to lodgement of a proxy form duly completed in accordance with the Constitution.
- 18.4 Voting on any motion shall in the first instance be on the voices or if a show of hands be demanded then by a show of hands. If a ballot shall be called for, scrutineers shall be appointed and such vote will be taken by secret ballot.
- 18.5 Honorary members are not entitled to vote at a General Meeting.

FINANCE

- 19.1 The Organisation conducts one major operating bank account nationally. Accordingly, the Chapter shall account at least monthly to the Chamber for all monies received, utilising the pro-forma spreadsheet provided by the Chamber and the national office shall effect all payments on behalf of the Chapter upon receipt of an appropriate and original Tax Invoice.
- 19.2 The national office will provide the Chapter with a monthly financial report.
- 19.3 The Chapter shall submit an Annual Budget for consideration at a conference of Executive Officers in February/March each year, and for ultimate approval by the Board of Directors.