

# China Chamber of Commerce in Australia Ltd

ACN 098 571 049

## Constitution

A company limited by guarantee

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# Constitution

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# Constitution

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## 1 Interpretation

### 1.1 Definitions

In this Constitution unless the contrary intention appears:

**Alternate Director** means a person appointed as an alternate director under article 11.9.

**Annual Subscription Fee** means any amount determined in accordance with article 4.6.

**Approved Institution** means a fund, authority or institution which falls within the description of an item in any of the tables in Subdivision 30-B of the Tax Act, which has been established for charitable purposes, and which is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

**Branch Chamber** means any of the branch chambers of the Company set out in article 13.1 and any other branch chambers of the Company recognised by the Directors in accordance with article 13.2.

**Branch Chairman** means a person appointed as a local chairman of a Branch Chamber in accordance with article 12.3.

**Branch Committee** means any of the branch committees established in accordance with article 14.1.

**Branch Committee Member** means any member of a Branch Committee as defined in article 14.2.

**Business Day** means a day other than a Saturday, Sunday or public holiday in Sydney, New South Wales.

**Chairman** means the person appointed chairman of the Company in accordance with article 12.1.

**Committee** means any of the National Executive Committee, National Committee or Branch Committee or any other Committee constituted under article 10.7.

**Company** means China Chamber of Commerce in Australia Ltd (ACN 098 571 049).

**Constitution** means this constitution and a reference to an article is a reference to an article of this constitution.

**Corporations Act** means the Corporations Act 2001 (Cwth).

**Director** means a person holding office as a director, and where appropriate includes an Alternate Director.

**Directors** means all or some of the Directors acting as a board.

**Existing Members** means all Members of the Company entered in the Register of Members and who have not ceased to be a Member under this Constitution prior to the date that this Constitution is adopted by its Members in accordance with the Corporations Act.

**Member** means a person entered in the Register of Members as a member of the Company (including Existing Members) and who has not ceased to be a member in accordance with this Constitution.

**National Committee** means the national committee established in accordance with article 8.1.

**National Committee Member** means any member of the National Committee as defined in article 7.2.

**National Executive Committee** means the national executive committee established in accordance with article 7.1.

**National Executive Committee Member** means any member of the National Executive Committee as defined in 8.2.

**Objects** means the objects specified in articles 2.1 and 2.2.

**Related Body Corporate** means a related body corporate as defined in section 50 of the Corporations Act.

**Register** means the register of Members of the Company and, if appropriate, includes a branch register.

**Registered Office** means the registered office of the Company.

**Representative** means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

**Secretary General** means a person appointed as secretary of the Company in accordance with article 12.5 (and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company).

**Tax Act** means the Income Tax Assessment Act 1936 (Cwlth) or the Income Tax Assessment Act 1997 (Cwlth), as the context requires.

**Vice-Chairman** means a person appointed as a national vice-chairman of the Company in accordance with article 12.2.

## **1.2 Interpretation**

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;

- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;
- (k) a reference to dollars or \$ is a reference to Australian dollars;
- (l) the word "law" includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (m) a chairperson appointed under this Constitution may be referred to as a chairman, chairwoman or as chair, as appropriate.

### **1.3 Corporations Act**

In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) "section" means a section of the Corporations Act.

### **1.4 Replaceable rules not to apply**

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Company.

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## **2 Purpose and objects of the Company**

### **2.1 Principal Objects**

The Company is established to advance the interests of Chinese affiliated corporations, partnerships, associations or other entities registered in Australia and to promote the development of Sino-Australian trade and investment relationships.

### **2.2 Other Objects**

In furtherance of article 2.1, the Objects of the Company include:

- (a) to strengthen relationships, information sharing and network channels between Chinese and Australian enterprises operating in Australia;
- (b) to facilitate communication between the Australian government and the Chinese business community in Australia;
- (c) to co-operate with and strengthen the relationship with the Chinese and Australian Government authorities (Commonwealth, State and local in Australia);



- (d) to foster and promote an understanding of Chinese culture and business practices within the Australian business community;
- (e) to educate Members on the Australian investment and regulatory environment;
- (f) to circulate useful news and trade information to Members through periodical publications and other means;
- (g) to promote and develop relationships in local international trade and commerce for the benefit of the Company or its Members; and
- (h) to do all other things as may be incidental or ancillary to the attainment of these objects.

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### **3 Income and property of the Company**

#### **3.1 Application of income and property**

All income, property and profits of the Company must be applied towards the promotion of the Objects.

#### **3.2 No dividend, bonus or profit paid to Members**

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 3.3.

#### **3.3 Permitted payments by the Company**

Subject to articles 9.8 and 9.10, article 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 9.9 and 9.10;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Company or a Member;
- (d) of interest on money borrowed from an officer of the Company or a Member at a rate to be determined by the Directors and that officer or Member at the time the money is borrowed or
- (e) of reasonable rent for premises let by an officer of the Company or a Member.

#### **3.4 Provision of services**

Article 3.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in accordance with the Company's Objects.

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## **4 Membership**

### **4.1 Becoming a Member**

Except for Existing Members, a person may only become a Member under this Part 4.

## **4.2 Application for Membership**

- (a) Provided that the applicant is in the opinion of the relevant Branch Chamber of good standing and reputation, any Chinese, Australian or foreign person or corporation, government or semi-government entity, partnership or association is eligible to be a Member subject always to submission of a proper application and approval by the relevant Branch Chamber in accordance with articles 4.2(b) and 4.2(c). The Branch Chamber is not required to give reasons for rejection of an application for membership of the Company.
- (b) An entity referred to in paragraph (a) may apply to become a Member by submitting to the relevant Branch Chamber a properly completed application (or if there is no chamber of commerce in the relevant locality, the nearest Branch Chamber). The relevant Branch Chambers may each determine their own qualifications and pre-requisites for membership.
- (c) By completing an application form to a Branch Chamber, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

## **4.3 Admission as a Member**

- (a) Each Branch Chamber must regularly (and immediately upon request by the Sydney Branch Chamber or Secretary General) submit a branch register to the Sydney Branch Chamber showing its Members.
- (b) Except for Existing Members, an entity is admitted as a new member of a Branch Chamber when the entity's application is accepted by the Branch Chamber.
- (c) An entity, through their membership of a Branch Chamber, will become an automatic Member of the Company.

## **4.4 Application fee**

The Directors may resolve from time to time that any entity applying to become a Member must pay an application fee and, if so, how much and when and how it is to be paid.

## **4.5 Register of Members**

Upon admission as a Member, that entity's details will be recorded in the Register by a Branch Committee Member, Director or the Secretary General (as applicable).

The following must be entered in the Register in respect of each Member:

- (a) the full name of the Member;
- (b) the address, facsimile number and electronic mail address, if applicable, of the Member;
- (c) the Branch Chamber of the Member;
- (d) the class of membership of the Member;
- (e) the date of admission and cessation of membership; and
- (f) any other information as required by the Directors or the Branch Chamber.

A Member must promptly notify their Branch Chamber (who will notify the Company) of any change in the Member's details which are recorded in the Register.

#### **4.6 Annual Subscription Fee**

- (a) The Directors may determine and alter the amount of the annual Member subscription fees ("**Annual Subscription Fees**") for each class of Member from time to time at their discretion by ordinary resolution at a meeting of the Directors.
- (b) Members must pay the Annual Subscription Fee as determined by the Directors.

#### **4.7 Directors may create and vary classes and class rights**

The Directors may, subject to this Constitution and the Corporations Act:

- (a) prescribe, revoke and amend the criteria for membership and any classes of membership (but are not obliged to accept persons fulfilling those criteria as Members or Members of a class);
- (b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
  - (i) at least 75% of the Members of that class give their written consent; or
  - (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

#### **4.8 No transfer of Membership**

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

#### **4.9 Ceasing to be a Member**

A person ceases to be a Member on:

- (a) resignation;
- (b) the termination of the person's or entity's membership by the Directors;
- (c) in the case of a natural person:
  - (i) death;
  - (ii) becoming bankrupt or insolvent or making an arrangement for the composition with creditors or the person's joint or separate estate generally; or
  - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or

- (d) In the case of a body corporate:
  - (i) being dissolved or otherwise ceasing to exist;
  - (ii) having a liquidator or provisional liquidator appointed to it; or
  - (iii) being insolvent.

#### **4.10 Resignation**

A Member may by written notice to the Company resign from membership with effect from a specified date occurring not more than 6 months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 19.1.

#### **4.11 Non-payment of Annual Subscription Fee**

If an Annual Subscription Fee for a Member remains unpaid for 3 months after it becomes due, the Member's membership automatically terminates and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

#### **4.12 Censuring, suspension or expulsion of a Member**

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary General must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
  - (i) what is alleged against the Member; and
  - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, a representative of the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit; and
- (d) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

#### **4.13 Termination of membership**

Without limiting article 4.12, the Directors may by written notice to the Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than three months after service of the notice.

#### **4.14 Limited liability**

A Member has no liability as a Member except as set out in this article 4 and article 19.1.

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## **5 General meetings**

### **5.1 Annual general meeting**

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

### **5.2 Business of annual general meeting**

The business of an annual general meeting may include:

- (a) consideration of the Company's financial statements, the directors' statement and report, and the auditor's report on the financial statements;
- (b) election of Directors;
- (c) appointment of, and determination of the remuneration of, the Company's auditor; and
- (d) transaction of any other business which under this Constitution or the Corporations Act ought to be transacted at an annual general meeting.

### **5.3 Convening a general meeting**

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

### **5.4 Members have power to convene general meeting**

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

### **5.5 Use of technology at general meetings**

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

### **5.6 Notice of general meeting**

Notice of a general meeting must be given in accordance with Part 15 and the Corporations Act.

### **5.7 Calculation of period of notice**

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

### **5.8 Cancellation or postponement of general meeting**

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

**5.9 Notice of cancellation, postponement or change of place of general meeting**

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

**5.10 Contents of notice postponing general meeting**

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

**5.11 Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Corporations Act.

**5.12 Business at postponed general meeting**

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

**5.13 Non-receipt of notice**

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

**5.14 Proxy, attorney or Representative at postponed general meeting**

Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Company, at its Registered Office, written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

### **5.15 Director entitled to notice of meeting**

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Company and is entitled to speak at those meetings.

### **5.16 Circulating resolutions**

The Company 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.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

This article 5.16 does not affect the obligation of the Company to hold an annual general meeting under applicable law.

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## **6 Proceedings at general meetings of Members**

### **6.1 Number for a quorum**

Subject to article 6.3, two Members (or the representatives of two Members) present in person or by proxy, attorney or Representative are a quorum at a general meeting of the Company. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and
- (b) where an individual is attending both for a Member and as a proxy, attorney or Representative, that individual is to be counted once for that Member and once for each Member for whom that individual is attending as proxy, attorney or representative.

### **6.2 Requirement for a quorum**

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairperson of the meeting (on the chairperson's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

### **6.3 If quorum not present**

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

#### **6.4 Adjourned meeting**

At a meeting adjourned under article 6.3(b), two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

#### **6.5 Appointment of chairperson of general meeting**

If the Directors have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at a general meeting of the Company.

#### **6.6 Absence of chairperson at general meeting**

If a general meeting is held and:

- (a) a chairperson has not been elected by the Directors; or
- (b) the elected chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairperson of the meeting (in order of precedence):

- (c) a Director chosen by a majority of the Directors present;
- (d) the only Director present; or
- (e) a representative of a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

#### **6.7 Conduct of general meetings**

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairperson under this article is final.

#### **6.8 Adjournment of general meeting**

The chairperson of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the chairperson may, but need not, seek the approval of the Members present in person or by proxy, attorney or Representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.



Unless required by the chairperson, a vote may not be taken or demanded by the Members present in person or by proxy, attorney or Representative in respect of any adjournment.

#### **6.9 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

#### **6.10 Questions decided by majority**

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **6.11 Casting vote for the chairperson**

If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the general meeting is entitled to a casting vote in addition to any votes to which the chairperson is entitled as a Member or proxy, attorney or Representative of a Member.

#### **6.12 Voting on show of hands**

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

#### **6.13 Demanding a poll**

At a general meeting of the Company, a poll may be demanded by:

- (a) at least five Members entitled to vote on the resolution;
- (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) the chairperson of the meeting.

#### **6.14 Poll**

If a poll is effectively demanded in accordance with article 6.13:

- (a) it must be taken in the manner and at the date and time directed by the chairperson and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a chairperson or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

### **6.15 Entitlement to vote**

Subject to this Constitution and to any rights and any restrictions attached to any class of Members:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

### **6.16 Validity of vote in certain circumstances**

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes the Member revokes the appointment or authority.

### **6.17 Objection to voting qualification**

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chairperson of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

### **6.18 Right to appoint attorney**

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

### **6.19 Suspension or if any Annual Subscription Fee not paid**

In addition to any other rights of the Company, if:

- (a) any Annual Subscription Fee is due and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present or represented at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

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## **7 National Executive Committee**

### **7.1 Establishment of the National Executive Committee**

The Directors may establish, and may disband, a National Executive Committee for the purposes of providing guidance and advice to the Directors and for any other informal purposes as the Directors may decide from time to time, including

furtherance of the Objects of the Company. The National Executive Committee's advice is not binding on the Directors.

Subject to articles 7.2, 7.3, 7.4 and 7.6, the Directors have discretion as to the composition, functions and rules for proceedings and frequency of meetings of the National Executive Committee.

## **7.2 National Executive Committee Members**

- (a) Subject to paragraphs (b) and (c), the National Executive Committee comprises the following:
  - (i) the Chairman;
  - (ii) each Vice-Chairman; and
  - (iii) such other National Committee Members or other representatives of Members as the Directors may decide from time to time,(each a "**National Executive Committee Member**").
- (b) The number of National Executive Committee Members appointed at any given time to the National Executive Committee must not exceed 10% of the total number of Members of the Company at that time unless the Directors determine otherwise.
- (c) The number of National Executive Committee members appointed at any given time to the National Executive Committee from one Branch Chamber must not exceed 10% of the total number of Members belonging to that Branch Chamber at that time unless the Directors determine otherwise.

## **7.3 Powers of the National Executive Committee**

Upon adoption of this Constitution, the Directors are deemed to have delegated to the National Executive Committee the following powers:

- (a) establish the policy, mission, Objects and projects of the Company;
- (b) recommend a preferred candidate for appointment as the Chairman of the Company;
- (c) submit the annual report and agenda for the meetings of the Directors;
- (d) consider and decide on the main activities of the Company;
- (e) appoint the Company's consultants, lawyers and other personnel;
- (f) ensure all Annual Subscription Fees are paid to the Company; and
- (g) such other matters as are deemed necessary at the discretion of the Directors.

## **7.4 Meetings of the National Executive Committee**

The National Executive Committee will hold at least one meeting per year.

An emergency National Executive Committee meeting may be called by the Chairman, or at the request of more than one-third of the National Executive Committee Members.

A Member may appoint an alternate person to attend National Executive Committee meetings in place of the National Executive Committee Member represented by it for such period as that Member thinks fit.

#### **7.5 Chairperson of the National Executive Committee**

At a meeting of the National Executive Committee the chairperson will be the Chairman of the Company or a representative appointed by the Chairman (or, if the Chairman is either not able to attend the meeting or appoint a representative in his or her place, then the National Executive Committee Members will may elect one of their number to be the chairperson).

If a meeting of the National Executive Committee is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the National Executive Committee Members involved may elect one of their number to be chairperson of the meeting.

#### **7.6 Questions decided by two-thirds majority**

A question arising at a meeting of the National Executive Committee is to be decided by a two-thirds majority of votes of the National Executive Committee Members present and entitled to vote and that decision is for all purposes a decision of the National Executive Committee.

#### **7.7 Delegation to the Secretary General and the National Committee**

The National Executive Committee may delegate to the Secretary General and/or the National Committee.

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### **8 National Committee**

#### **8.1 Establishment of National Committee**

The Directors may establish, and may disband, a National Committee for the purpose of providing guidance and advice to the National Executive Committee and the Directors and for any other informal purposes as the Directors may decide from time to time. The National Committee's advice is not binding on the National Executive Committee or the Directors.

Subject to article 8.2 the Directors have discretion as to the composition, functions, and rules for proceedings and frequency of meetings of the National Committee.

#### **8.2 National Committee Members**

- (a) Subject to paragraphs (b), (c) and (d), the National Committee comprises the following:
  - (i) each National Executive Committee Member; and
  - (ii) such other Branch Committee Members or other representatives of Members as the Directors may decide from time to time,(each a "National Committee Member").
- (b) The number of National Committee Members appointed at any given time to the National Committee must not exceed 20% of the total number

of Members of the Company at that time unless the Directors determine otherwise.

- (c) The number of National Committee Members appointed at any given time to the National Committee from one Branch Chamber must not exceed 20% of the total number of Members belonging to that Branch Chamber at that time unless the Directors determine otherwise.
- (d) Only one representative of a Member (or its Related Body Corporates) may be appointed to the National Committee at any given time unless the Directors determine otherwise.

### **8.3 National Committee meetings**

The Directors may at any time convene a meeting of the National Committee.

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## **9 Directors**

### **9.1 Number of Directors**

The number of Directors must be not less than five.

### **9.2 Change of number of Directors**

Subject to article 9.1, the Company in general meeting may by ordinary resolution increase or reduce the number of Directors and may also determine any provisions for the rotation or retirement of Directors.

### **9.3 Office held until conclusion of meeting**

A retiring Director holds office until the conclusion of the meeting.

### **9.4 Directors elected at general meeting**

At any general meeting at which a Director retires or otherwise vacates office, the Company may by ordinary resolution fill the vacated office by electing a person to that office.

### **9.5 Director term**

Directors elected at a general meeting will hold office for a period of three years. Subject to applicable law, at the expiry of three years, the Director may be re-elected for a subsequent term or terms.

### **9.6 Eligibility for election as Director**

- (a) A Director must be a Member or a Member's corporate representative.
- (b) Except for:
  - (i) a person who is eligible for election under article 9.7; or
  - (ii) a person recommended for election by the Directors,a person is not eligible for election as a Director at a general meeting of the Company unless a consent to nomination signed by the person has been lodged at the Registered Office at least 30 Business Days before the general meeting or any other period permitted under the Corporations Act but no more than 90 Business Days before the meeting.

### **9.7 Casual vacancy or additional Director**

The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Apart from a Chairman, a Vice-Chairman or a Branch Chairman who is appointed as a Director, a Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

#### **9.8 No remuneration for services as a Director**

A Director must not be paid any remuneration for services as a Director.

#### **9.9 Reimbursement of expenses**

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, a Committee or the Company or when otherwise engaged on the business of the Company.

#### **9.10 Payments to a Director**

Any payment to a Director which is not prohibited under article 9.8 (including a payment permitted under article 9.10) must be approved by the Directors.

#### **9.11 Director's interests**

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in a quorum at the meeting;
- (g) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
  - (i) without any liability to account to the Company for any benefit accruing to the Director; and
  - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

### **9.12 Vacation of office**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company; or
- (c) is not present personally or by Alternate Director at meetings of the Directors for a continuous period of four months without leave of absence from the Directors.

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## **10 Powers and duties of Directors**

### **10.1 Directors to manage the Company**

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

### **10.2 Specific powers of Directors**

Without limiting the generality of article 10.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

### **10.3 Specific responsibilities of Directors**

In addition to the responsibilities placed on Directors at law, the Directors must:

- (a) establish and disband Committees from time to time;
- (b) receive and, if necessary, approve the activity reports of Committees;
- (c) appoint the Chairman, each Vice-Chairman, each Branch Chairman and the Secretary General as described in article 12;
- (d) discuss and decide on important matters relating to the Company;
- (e) propose amendments to this Constitution if and to the extent required; and
- (f) elect or dismiss members of Committees (except Branch Committees) as required from time to time.

### **10.4 Appointment of attorney**

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

### **10.5 Provisions in power of attorney**

A power of attorney granted under article 10.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by

way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

#### **10.6 Signing of cheques**

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

#### **10.7 Committees**

The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

#### **10.8 Powers delegated to the Committees**

A Committee to which any powers have been delegated under article 10.7 must exercise those powers in accordance with any directions of the Directors.

#### **10.9 Powers of delegation**

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

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### **11 Proceedings of Directors**

#### **11.1 Directors' meetings**

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

#### **11.2 Director may convene a meeting**

A Director may at any time, and the Secretary General must on the written request of a Director, convene a meeting of the Directors.

#### **11.3 Use of technology for Directors' meetings**

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

#### **11.4 Questions decided by majority**

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

#### **11.5 Alternate Director or proxy and voting**

A person who is present at a Directors' meeting as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.



#### **11.6 Chairperson of Directors' meetings**

The Directors may elect one of their number as chairperson of their meetings and may also determine the period for which the person remains chairperson.

#### **11.7 Absence of chairperson at a Directors' meeting**

If a Directors' meeting is held and:

- (a) a chairperson has not been elected under article 11.6; or
- (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect one of their number to be a chairperson of the meeting.

#### **11.8 Chairperson's casting vote at Directors' meetings**

If there is an equality of votes cast for and against a question, the chairperson of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

#### **11.9 Appointment of Alternate Director**

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place for such period as the Director thinks fit.

#### **11.10 Alternate Director and meetings**

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

#### **11.11 Alternate Director's powers**

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

#### **11.12 Alternate Director responsible for own acts and defaults**

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

#### **11.13 Alternate Director - expenses and remuneration**

Articles 3.3, 9.8, 9.10 and 9.11 apply to an Alternate Director as if they were a Director.

#### **11.14 Termination of appointment of Alternate Director**

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

### **11.15 Appointment or termination**

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the Director who makes or made the appointment and delivered to the Company.

### **11.16 Alternate Director and number of Directors**

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

### **11.17 Director attending and voting by proxy**

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) the appointment is signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

### **11.18 Quorum for Directors' meeting**

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is two.

### **11.19 Continuing Directors may act**

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the requirements of article 9.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

### **11.20 Chairperson of Committee**

Subject to article 7.5, the members of a Committee may elect one of their number as chairperson of their meetings. If a meeting of a Committee is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairperson of the meeting.

### **11.21 Meetings of Committee**

A Committee may meet and adjourn as it thinks proper.

### **11.22 Determination of questions**

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee entitled to vote.

If there is an equality of votes the chairperson of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

### **11.23 Circulating resolutions**

The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors 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. 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. The resolution is passed when the last Director signs.

### **11.24 Validity of acts of Directors**

All acts done at a meeting of the Directors, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

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## **12 Office Bearers**

### **12.1 Chairman**

- (a) Every three years the Directors will appoint the Chairman of the Company at their discretion by ordinary resolution at a meeting of the Directors. In making the appointment, the Directors may take into account the recommendation of the National Executive Committee.
- (b) The Chairman holds office for three years, after which time he or she must resign and is eligible for re-appointment.
- (c) The Directors may suspend or remove the Chairman from that office at their discretion by ordinary resolution at a meeting of the Directors.
- (d) The Chairman, subject to the directions of the Directors:
  - (i) will from time to time act as chairperson of meetings of the Company and meetings of Directors;
  - (ii) is responsible for the management of the Company and will report to the Directors;
  - (iii) will act as spokesperson for the Company with respect to all media announcements and other communications to the public. The Chairman may appoint a delegate to the role of spokesperson for the Company; and
  - (iv) will perform such other functions as determined from time to time by the Directors.

### **12.2 Vice-Chairman**

- (a) Every three years the Directors will appoint at least three national Vice-Chairmen of the Company at their discretion by ordinary resolution at a meeting of the Directors.
- (b) Each Vice-Chairman holds office for three years, after which time he or she must resign and is eligible for re-appointment.

- (c) The Directors may suspend or remove any Vice-Chairman from that office at their discretion by ordinary resolution at a meeting of the Directors.
- (d) Each Vice-Chairman will perform such functions as determined from time to time by the Directors.

### **12.3 Branch Chairman**

- (a) Every three years the Directors will appoint a local chairman for each Branch Chamber ("**Branch Chairman**") at their discretion by ordinary resolution at a Directors' meeting.
- (b) Each Branch Chairman holds office for three years, after which time he or she must resign and is eligible for re-appointment.
- (c) The Directors may suspend or remove any Branch Chairman from that office at their discretion by ordinary resolution at a meeting of the Directors.
- (d) Each Branch Chairman will perform such functions as determined from time to time by the Directors.

### **12.4 Relationship between Chairman, Vice-Chairman and Branch Chairman**

Any Branch Chairman appointed by the Directors, may also be appointed by the Directors as the national Chairman or a national Vice-Chairman of the Company.

### **12.5 Secretary General**

- (a) The Company must have at least one Secretary General. The Secretary General will be nominated and approved by the Directors.
- (b) The Secretary General holds office for three years, after which time he or she must resign and is eligible for re-nomination.
- (c) The Directors may suspend or remove a Secretary General from that office at their discretion by ordinary resolution at a meeting of the Directors.
- (d) A Secretary General holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Directors. The Secretary General will be responsible for certain management and liaison work of the Company.

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## **13 Branch Chambers**

### **13.1 Branch Chambers of the Company**

The following initial Branch Chambers are duly recognised as follows:

- (a) the Sydney Branch Chamber (the Company's national headquarters);
- (b) the Melbourne Branch Chamber;
- (c) the Perth Branch Chamber; and
- (d) the Brisbane Branch Chamber.

### **13.2 Additional Branch Chambers**

The Directors may establish additional Branch Chambers of the Company at their discretion by ordinary resolution at a Directors' meeting.

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## **14 Branch Committees**

### **14.1 Establishment of Branch Committees**

The Directors may establish, and may disband, a Branch Committee for each Branch Chamber the purposes of managing and operating the day-to-day operations of each Branch Chamber and for any other informal purposes that the Directors may decide from time to time.

The Branch Committee Members may determine the functions, and rules for proceedings and frequency of meetings of its Branch Committee.

### **14.2 Branch Committee Members**

- (a) Each Branch Committee comprises the following:
  - (i) Branch Chairman;
  - (ii) representatives of Members elected by Members of that Branch Chamber; and
  - (iii) such other representatives of Members of that Branch Chamber as the Branch Chairman or the acting Branch Chairman may decide from time to time,(each a "**Branch Committee Member**").
- (b) The number of Branch Committee Members appointed or elected at any given time to a Branch Committee must not exceed 30% of the total number of Members of that Branch Chamber unless the Directors determine otherwise.

### **14.3 Powers of the Branch Committees**

Upon adoption of this Constitution, the Directors are deemed to have delegated to each Branch Committee the following powers within the limits of its own Branch Chamber:

- (a) receive applications for admission as Members of the Company on terms set out in articles 4.2 and 4.3;
- (b) furnish each year to the Directors, a copy of the accounts and a report of the activities of its Branch Chamber during the previous year and such other information as the Directors may require;
- (c) furnish twice a year to the Directors a copy of the branch register;
- (d) ensure all Annual Subscription Fees for its Branch Chamber are paid to the Company;
- (e) pay the costs, charges and expenses incidental to the promotion, management and regulation of the Branch Chamber;
- (f) employ staff, subject to compliance with any budgetary limits set by the Directors and any other requirements of the Directors from time to time;
- (g) raise money; and

- (h) such other matters as are deemed necessary at the discretion of the Directors.

#### **14.4 Meetings of the Branch Committees**

Each Branch Committee may call a meeting of the Members belonging to a Branch Chamber at any time.

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### **15 Seals**

#### **15.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Company.

#### **15.2 Use of common seal**

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary General or another person appointed by the Directors to countersign that document or a class of documents.

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### **16 Inspection of records**

#### **16.1 Inspection by Members**

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

#### **16.2 Right of a Member to inspect**

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors.

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### **17 Service of documents**

#### **17.1 Document includes notice**

In this Part 15, a reference to a document includes a notice and a notification by electronic means.

#### **17.2 Form of document**

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

#### **17.3 Methods of service**

The Company may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;

- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
  - (i) the document is available; and
  - (ii) how the Member may use the nominated access means to access the document.

#### **17.4 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

#### **17.5 Fax or electronic transmission**

A document sent or given by fax or to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) is taken to have been delivered on the day following its transmission.

#### **17.6 Electronic notification**

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

#### **17.7 Evidence of service**

A certificate signed by a Director or a Secretary General stating that a document was sent, delivered or given to a Member by post, fax or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

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### **18 Indemnity and insurance**

#### **18.1 Indemnity**

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person acting in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

## **18.2 Insurance**

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

## **18.3 Contract**

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 18.1 and 18.2 and including provisions relating to rights of access to the books of the Company.

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# **19 Winding up and revocation of DGR endorsement**

## **19.1 Contributions on winding up**

Each Member undertakes to contribute to the Company's property an amount not exceeding \$10 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

## **19.2 Application of property on winding up**

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds or institutions:

- (a) having a public purpose or public objects similar to the purpose and objects of the Company;
- (b) whose constitution or rules prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (c) which is an Approved Institution.

The fund or institution is to be determined by the Directors or, if they determine, by the Members in general meeting, at or before the time of dissolution and in default by application to the court.

## **19.3 Revocation of endorsement as a deductible gift recipient**

If the Company is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked, despite any other provision in this Constitution, all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions must be transferred to an Approved Institution.

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# **20 Accounts**

The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act.



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## **21 Language**

The Chinese version of this Constitution is a translation only. To the extent of any inconsistency between the original English version and the Chinese translation of this Constitution, the English version prevails.

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## **22 Amendment**

This Constitution may be amended or replaced by a special resolution (75% majority) of Members present and entitled to vote at a general meeting.