



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF THE

**AUSTRALIAN CHAMBER
OF COMMERCE
AND INDUSTRY**

**(including amendments approved by Special General Meetings of Members on
6 November 2003 and 29 November 2012)**

MEMORANDUM OF ASSOCIATION

OF THE

**AUSTRALIAN CHAMBER OF
COMMERCE AND INDUSTRY**

AUSTRALIAN CAPITAL TERRITORY

Corporations Act 1989

A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

OF THE

AUSTRALIAN CHAMBER OF COMMERCE AND INDUSTRY

1. The name of the Association is “**AUSTRALIAN CHAMBER OF COMMERCE AND INDUSTRY**”.

2. In this Memorandum unless there is something in the subject or context inconsistent therewith:

"**Chamber**" means Australian Chamber of Commerce and Industry.

"**Members**" means the members for the time being of the Chamber.

"**Year**" means calendar year.

"**Month**" means calendar month.

"**In Writing**" and "**Written**" means and includes printing, lithography and other modes of representing or reproducing words in visible form.

"**Office**" means the registered office for the time being of the Chamber.

"**Register**" means the register of members to be kept pursuant to the Corporations Act.

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

Words importing persons include corporations.

3. The Registered Office of the Chamber will be situated in Canberra.

4. The objects of the Chamber shall be:-

- (1) To promote industry trade and commerce in Australia and its Territories.
- (2) To promote unity of purpose and of action in all matters relating to employers and to promote and foster their general welfare in the interests of Australian industry, trade and commerce generally.
- (3) To improve the relations of employers with their employees.
- (4) To safeguard the interests of employers throughout Australia and its Territories by promoting or opposing by lawful means legislation or other measures affecting or likely to affect employers and Australian industry, trade and commerce generally.
- (5) To appear so far as the law allows in any Court or before any Tribunal Commission Committee or Inquiry whether industrial or otherwise to represent and protect employers as a body or individually.
- (6) To discuss and consider matters affecting employers industry trade and commerce and to collect and disseminate such information relating thereto as may be of use to employers industry governments and the public.
- (7) To establish or assist in the establishment of technical and statistical libraries and to provide therefore copies of Parliamentary and Departmental reports official and other papers having reference to industry trade and commerce of Australia and other countries and to print and publish such periodicals or leaflets as may be deemed desirable.
- (8) To collect classify and publish information which might be of interest to members and others.
- (9) To secure the aid of public opinion to influence government policy in the development advancement and popularising of enterprises engaged in industry trade and commerce.
- (10) To provide secretarial and/or other services for members or any section of members or for any other body for which it is deemed desirable to provide such services.

- (11) To found, subsidise or contribute to any institutions, scholarships or prizes for the purpose of giving effect to any of the objects specified herein.
- (12) To print and publish, or join in printing and publishing any newspapers, periodicals, books, journals or other documents that the Chamber may think desirable.
- (13) To assist or subscribe to any charitable, patriotic, educational or public purpose or aid any fund which may be raised for the benefit or assistance of any person, society or association.
- (14) To acquire copyright or limited copyright in any literary, musical, dramatic, radio or television or cinematographic book or work or the performing right in any literary, musical, dramatic, radio, television or cinematographic book or work, either by assignment or license or otherwise.
- (15) To establish maintain and conduct a social club, (with or without a license to supply spirituous and fermented liquors), for the accommodation of the members of the Chamber and their guests and generally to afford them all the usual privileges advantages conveniences and accommodation of a Club.
- (16) To encourage social intercourse between the members of the Chamber by means of balls, dances, banquets, dinners, luncheons, suppers, cocktail parties, receptions and formal and informal gatherings of all kinds.
- (17) To raise funds by means of subscriptions, donations, appeals, social functions, charging of fees and any other means.
- (18) To apply for and obtain any Act, Ordinance or sanction of Parliament for enabling the Chamber to carry any of its objects into effect or for effecting any modification or alteration in the constitution of the Chamber.
- (19) To insure and keep insured any insurable property of the Chamber against loss or damage by fire or otherwise and to insure and keep insured any servants of the Chamber against risk accident or breach of fidelity in the course of their employment by the Chamber and to effect insurances for the purpose of indemnifying the Chamber in respect of claims by reason of any risk accident or breach of fidelity and to pay

premiums on any such insurance and generally to insure against losses damage risks accident and liabilities of all kinds which may affect the Chamber.

- (20) To receive from its members deposits of money to be employed for the purpose of the Chamber on such terms and conditions as may be agreed upon and with or without payments of interest and to grant deposit receipts or other obligations therefor.
- (21) To form and maintain a library of general literature for the use of its members.
- (22) To advance deposit or lend money (either with or without security) to or with such person or persons company or companies and on such terms as may seem expedient.
- (23) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Chamber is authorised to carry on or possessed of property suitable for the purposes of the Chamber.
- (24) To amalgamate with any other company or association having objects altogether or in part similar to those of the Chamber and to promote or establish any other company or companies for the purpose of acquiring all or any part of the undertaking property and liabilities of the Chamber or of advancing directly or indirectly the objects or interest thereof and to purchase take in exchange subscribe for or otherwise acquire and hold shares in or debentures of any such company and to guarantee the payment of any debentures or other securities issued by any such company.
- (25) To enter into any arrangements with any governments or authorities municipal local or otherwise that may seem conducive to the Chamber's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Chamber may think it desirable to obtain and carry out exercise and comply with any such arrangements rights privileges and concessions.
- (26) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees, ex-employees, members or ex-members of the Chamber or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee

money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

- (27) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Chamber or for any other purpose which may seem directly or indirectly calculated to benefit the Chamber.
- (28) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Chamber may think necessary or convenient for the purpose of its business and in particular any lands buildings easements machinery plant and stock-in-trade.
- (29) To construct maintain and alter any buildings or works necessary or convenient for the purpose of the Chamber.
- (30) To invest and deal with the moneys of the Chamber not immediately required in such manner as may from time to time be determined and to receive moneys on deposit for a fixed period or at call and at interest or otherwise.
- (31) To borrow or raise or secure the payment of money in such manner as the Chamber shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Chamber's property (both present and future) and to purchase redeem or pay off any such securities.
- (32) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Chamber's capital or any debentures debenture stock or other securities of the Chamber or in or about the formation or promotion of the Chamber or the conduct of its business.
- (33) To draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (34) To adopt such means of making known the activities of the Chamber as may seem expedient and in particular by advertising in the media by circular by purchase and exhibition of works of art or interest by publications of books and periodicals and by granting prizes rewards and donations.

- (35) To sell or dispose of the undertaking of the Chamber or any part thereof for such consideration as the Chamber may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Chamber.
- (36) To procure the Chamber to be registered or recognised in any country or place where it may be deemed expedient to carry on business.
- (37) To sell improve manage develop exchange mortgage enfranchise dispose of turn to account or otherwise deal with all or any part of the property and rights of the Chamber.
- (38) To appoint either with or without remuneration agents attorneys under power or other persons or corporations under power of attorney or otherwise in Australia and elsewhere to carry out and complete all or any of the objects of the Chamber and to arrange conduct or manage any matter or concern whatsoever in which the Chamber is now or may from time to time be or become or be about to become interested or concerned to revoke or cancel such appointment and authorities and to remove and if thought desirable re-appoint such agents attorneys or other persons or corporations and determine their powers and to appoint any persons or company or corporation as the attorney or attorneys agent or agents of the Chamber in any part of the world with full powers to do all such acts matters and things as may be thought necessary and expedient in the interest of the Chamber and to delegate such power of appointment to any person or persons company or corporation and from time to time to renew such appointment.
- (39) To promote and hold exhibitions of Australian products and manufacture.
- (40) Generally to enter into execute and carry out all contracts agreements and undertakings of any kind whatsoever.
- (41) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

PROVIDED THAT the Chamber shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which, if an object of the Chamber,

would make it a trade union within the meaning of the Trade Union Act (N.S.W.) 1881, (in its application to the Australian Capital Territory), and the objects of the Chamber shall be construed so as not to extend to nor embrace any such regulation restriction or condition.

5. To income and property of the Chamber whencesoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Chamber, or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Chamber, or to any member thereof, or other person in return for any services actually rendered to the Chamber, or prevent the payment of interest on money borrowed from any members of the Chamber for any of the purposes of the Chamber.
6. If there be any wilful contravention of the fifth paragraph of this Memorandum the liability of every member of the Chamber who so contravenes such paragraph, or knowingly consents to or assists in such contravention, shall be unlimited. Otherwise the liability of the member is limited.
7. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time he is a member or within one year afterwards, for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the annual contributories amongst themselves such amount pro rata of their contributions as may be required not exceeding two thousand dollars (\$2000), or in case of his liability becoming unlimited such other amount as may be required in pursuance of paragraph 6 of this Memorandum.
8. In the event of dissolution of the Chamber, any remainder of its net assets after discharge of all its just debts and other legal and moral obligations, shall not be distributed to its members but shall be distributed to some other organisation with similar ideals and restrictions upon distribution of assets to its members as may be approved by resolution of a General Meeting of the Chamber.
9. Any member may resign from the Chamber on giving six (6) months notice in writing and on paying all subscriptions and other payments due at the date

such resignation takes effect. Any member so resigning shall not be entitled to any share in the assets of the Chamber or to any refund of contributions or other payments.

We the several persons whose names and addresses are subscribed to the Memorandum of Association of the Chamber hereby agree to the foregoing Memorandum of Association.

Names, Addresses and Description of Subscribers

Robert Joseph Webster
2 Buena Vista Avenue
Mosman Sydney Company Director

John Cluny Harkness
403 Barkers Road
Kew Melbourne Company Director

Richard Godfrey Christian Parry-Okeden
5 Lindsay Avenue
Darling Point Sydney Company Director

William Geoffrey Gerard
22 Nottage Terrace
0 Gardens S.A. Company Director

Robert John Foot
18 Clarence Street
Launceston Company Director

Ernest Hearn
9 Teague Street
Victoria Park Perth Company Director

Lionel Joseph McCray
Walker Avenue
Teneriffe Brisbane Company Director

Witness to each of the above signatures.

L. Withall

DATED at Canberra this 24th day of August 1951.

ARTICLES OF ASSOCIATION
OF THE
AUSTRALIAN CHAMBER OF
COMMERCE AND INDUSTRY

ARTICLES OF ASSOCIATION

of the

AUSTRALIAN CHAMBER OF COMMERCE AND INDUSTRY

PRELIMINARY

1. In these Articles unless there is something in the subject or context inconsistent therewith:-

"**Articles**" means the Articles of the Chamber for the time being in force.

"**Chamber**" means "**AUSTRALIAN CHAMBER OF COMMERCE AND INDUSTRY**".

"**Board of Directors**" means the Board of Directors of the Chamber. Each member of the Board of Directors shall exercise the functions and responsibilities conferred upon Directors by these Articles and by the Corporations Law.

"**Chief Executive Officer**" means any person appointed to perform the duties of Chief Executive Officer of the Chamber.

"**Deputy-President**" means the Deputy-President for the time being of the Chamber and includes a person acting as the Deputy-President.

"**Eligible Chamber Member**" means a Financial Member, who:

- (a) Is a body and which in turn has members, and who is recognised by the Board of Directors as a "Peak Chamber of Commerce and Industry for a State or Territory"; and
- (b) Has paid, at the relevant time, an annual subscription greater than the First Threshold Sum, but less than the Second Threshold Sum.

"**Eligible Senior Chamber Member**" means a Financial Member, who:

- (a) Is a body and which in turn has members, and who is recognised by the Board of Directors as a "Peak Chamber of Commerce and Industry for a State or Territory"; and
- (b) Has paid, at the relevant time, an annual subscription equal to or greater than the Second Threshold Sum.

"**Eligible Industry Association Member**" means a Financial Member who is a body and which in turn has members and who is recognised by the Board of

Directors as being an industry representative body and has paid, at the relevant time, an annual subscription greater than the Eligible Industry Threshold Sum.

“Eligible Industry Threshold Sum” means the amount determined by the Board of Directors, from time to time, to be the Eligible Industry Threshold Sum.

“External Business Director” means a person who has been nominated by a Member pursuant to Article 16(a)(vii) and elected by the Board pursuant to Article 9(a)(iii).

“Financial Member” means a Member who has paid all due annual subscriptions to the Company, for the time being.

“First Threshold Sum” means the amount determined by the Board of Directors, from time to time, to be the First Threshold Sum.

“General Council” means the General Council of the Chamber constituted in accordance with Article 10.

“Industry Association Member” means a Financial Member who is a body and which in turn has members and who is recognised by the Board of Directors as being an industry representative body.

“Meeting of the Chamber” means and includes a meeting of the General Council, the Board of Directors, the Annual General Meeting, and a Special General Meeting.

“Member” means a person admitted to membership in accordance with the provisions of Article 3.

“Month” means calendar month.

“Office” means the registered office for the time being of the Chamber.

“President” means the President for the time being of the Chamber and includes the person acting as President.

“Representative” means a person appointed by a member as a representative of a member.

“Second Threshold Sum” means the amount determined by the Board of Directors, from time to time, to be the Second Threshold Sum.

“State” means a State of Australia.

"**Statute**" means the Corporations Act 2001 (Cth).

"**Territory**" means the Australian Capital Territory and the Northern Territory of Australia and each of them.

"**Term**" means a calendar year.

"**Written**" or "**in writing**" includes typing, printing, lithography or other means of reproducing or representing words in a visible form.

"**Year**" means calendar year.

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine and neuter gender and vice versa. Words importing persons include corporations.

MEMBERS

2. The Chamber for the purpose of registration is declared to consist of one hundred and fifty (150) members. The Board of Directors may, subject to Clause 3 hereof, register an increase of members. The seven (7) original subscribing members shall be nominal only and shall not be entitled to receive any Notice or Notices convening any meeting of the Chamber.
3. Any association or other body which in the opinion of the Board of Directors is of a national character, or is a multi-industry association of a statewide character (not being an individual person) and in the opinion of the Board of Directors has similar aims and objects as those of the Chamber and which applies in writing to the Chamber giving such details of itself and its activities as the Board of Directors may require may be admitted to membership by the General Council.

SUBSCRIPTIONS

4. The Subscriptions to the Chamber shall be determined and payable as follows:-

- (a) The annual subscription payable by each Member shall be determined by the General Council prior to the commencement of each ensuing financial year or on the date within such year on which such Member is admitted to membership and the amount so fixed shall then be paid to the Chamber.
 - (b) Subscriptions shall be payable quarterly in advance.
- 5. Should any member not pay any subscription or levy within thirty (30) days after it has become due the Board of Directors shall give notice to that member of that fact. The General Council may if the subscription or levy remains due after expiration of twenty-one (21) days from the date of that notice declare that body's membership forfeited and such body shall thereupon cease to be a member of the Chamber.
- 6. The rights and privileges of every member shall be personal to each member and shall not be transferable by the member's own act or by operation of law provided that where Members amalgamate or merge the rights and privileges of those amalgamating or merging Members under the Memorandum and Articles of Association of the Chamber shall be transferable to the new or merged body and shall be exercisable by that new or merged body.

RESIGNATION

- 7.
 - (a) Any member of the Chamber may resign on giving six (6) months notice in writing and on paying all subscriptions, levies and other payments due at the date such resignation takes effect.
 - (b) Any member which shall resign or for any reasons cease to be a member of the Chamber shall nevertheless remain liable for and shall pay to the Chamber all subscriptions and moneys which were then due and shall pay liabilities which the member may have incurred under these Articles including contingent liabilities incurred whilst a member provided that the subscription liability for the period of notice shall be no greater than the annual subscription applicable pro-rata to the period of six (6) months immediately preceding the date of the notice of intention to resign.
- 8. In the event of the resignation of a member or the forfeiture of membership for non-payment of subscription levies or other moneys such member shall not be entitled to any refund of moneys paid to the Chamber or to have any claim on the assets of the Chamber.

OFFICE BEARERS

9. (a) Where Article 16(a) states that a person is to be “elected”, then all persons to be elected to the office of Director:
- (i) by the Members, including the President and Deputy President and the person to be nominated by the Eligible Industry Association Members, shall be elected at the Annual General Meeting, and the Chief Executive Officer shall:
 - A. call for nominations (including for the External Business Director) not less than eight (8) weeks prior to the holding of the Annual General Meeting;
 - B. close nominations not less than four (4) weeks prior to the holding of the Annual General Meeting.
 - (ii) who are nominated by the Eligible Industry Association Members and recommended by the Board of Directors pursuant to Articles 16(a)(vi) shall be recommended at a Board Meeting held not more than four (4) weeks prior to the Annual General Meeting, according to such procedures as the Board sees fit.
 - (iii) who are elected by the Board of Directors pursuant to Article 16(a)(vii) shall be elected at a Board Meeting, according to such procedures as the Board sees fit.
- (b) Where Article 16(a) states that a person is to be “appointed”, each Member entitled to appoint a Director under Article 16(a) shall submit the name of their appointee to the Chief Executive Officer not less than four (4) weeks prior to the Annual General Meeting of the Company.
- (c) Each Director appointed or elected shall be entitled to hold office from the close of the Annual General Meeting at which their election or appointment was announced to the Members (or in the case of the External Business Director, from the close of the Board Meeting electing the Director) until the close of the next Annual General Meeting and may do so despite the financial status as a member of the Member appointing or nominating them.
- (d) The President of the Chamber shall be Chairman of the Board of Directors, the General Council and the General Meetings of Members. In the absence of the President, the Deputy President shall be the Acting Chairman for that meeting. If the Deputy President is also not present

then the meeting may elect a Chairman from the representatives present, who shall be the Acting Chairman for that meeting.

- (e) A person elected President shall not hold office as President for more than two (2) consecutive terms unless it is resolved by unanimous vote of the Members present at an Annual General Meeting that the person may be eligible to hold that office for a further term or terms but the total consecutive period shall not exceed four (4) years.
- (f) No person shall concurrently occupy the office of President of the Chamber and the office of President (or equivalent most senior elected office) of a Member.
- (g) A person who is elected or appointed to the office of Director may not serve more than eight (8) terms and each term, whether elected or appointed, shall be counted.
- (h) If a casual vacancy of a Director arises:
 - (i) If the Director was elected to office by the Members, the General Council, adopting the voting procedure in Article 15(a), may fill the casual vacancy, provided that the Deputy President shall fill the casual vacancy of the President and, in doing so, shall vacate their office as Deputy President; and
 - (ii) If the Director was elected to office by the Board of Directors, the Board may fill the casual vacancy;
 - (iii) If the Director was a Director who was appointed, the casual vacancy may be filled by the Member who made the appointment, provided that the Member continues to be a Financial Member and if they are not, then the office shall remain vacant;
 - (iv) If the Director was the Immediate Past President, then the office of Immediate Past President shall remain vacant; and

Each person filling a casual vacancy shall be entitled to serve until the close of the next Annual General Meeting.

9A. Notwithstanding anything in this Constitution, for each Director who is to be

- (a) elected by the Members or the Industry Association Members at the Annual General Meeting immediately following the passing of the resolution causing this Article to be included in the Constitution,

- (i) the Notice of Resolution issued to cause this Article to be included in the Constitution shall be deemed a call for nominations and the Board shall circulate the list of nominees immediately prior to the Annual General Meeting, including by notice at the meeting's location; and
 - (ii) the obligations of Article 9(a)(i)B shall not apply;
- (b) elected or recommended by the Board of Directors, other than pursuant to Article 16(a)(vii), shall be nominated, recommended or elected at a Board Meeting held prior to or not more than eight weeks following the Annual General Meeting, according to such procedures as the Board sees fit and Article 9(a)(ii) shall not apply and the Notice of Resolution issued to cause this Article to be included in the Constitution shall be deemed a call for nominations.
- (c) Prior to or no later than eight weeks after the Annual General Meeting, the Board shall advise the Members of the:
 - (ii) Eligible Industry Threshold Sum;
 - (iii) First Threshold Sum;
 - (iv) Second Threshold Sum; and
 - (v) In each case the Members who qualify in each category.

(Note: Article 9A. Transitional Provision operates from November 2012 and, under its term, lapses at the 2013 Annual General Meeting)

THE GENERAL COUNCIL

10. (a) There shall be a General Council of the Chamber comprising:-
- (i) the President;
 - (ii) the Deputy President;
 - (iii) representatives of the Members of the Chamber appointed in accordance with Article 10(d).
- (b) The General Council shall decide all matters in relation to the Chamber except those matters specifically reserved to the Board of Directors, a Special General Meeting, or the Annual General Meeting.
- (c) Without limiting the generality of Article 10(b), the General Council may from time to time make such levy or levies upon members as it may think fit except that no levy or levies shall in any one financial year exceed 25 per cent of the annual subscription payable by the member for that financial year and each member shall forthwith pay to the Chamber upon request the amount of any such levy.
- (d) Each member including members who have merged in accordance with Article 6, shall be entitled to appoint one representative to the General Council provided that each member may nominate up to three alternative representatives. The alternative representatives shall be nominated by forwarding a written nomination to the Chief Executive Officer and may be terminated at any time by the same means.
- (e) The General Council may meet for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit but at least two meetings of the General Council shall be held each year at intervals that shall be as near as practicable six months apart.

Such meetings shall be convened by the Chief Executive Officer by giving not less than twenty one days notice in writing to all members.

Additional meetings of the General Council shall be convened by the Chief Executive Officer at the written request of five or more members of the General Council specifying the nature of the business of such meeting and the articles for convening and procedure for special general meetings under Article 13 shall apply mutatis mutandis to such meetings.

POLICY AND REPRESENTATIVES

TO GENERAL MEETINGS

11. (a) Subject to Article 11(b), each Member shall be entitled to be represented at General meetings of the Chamber by one (1) representative.

A duly appointed representative of a Member shall be the only person entitled to vote for the Member represented. A Member shall advise the name of its appointed representative in writing to the Chief Executive Officer or Secretary before the commencement of a General Meeting of the Chamber.

- (b) At any meeting of the Chamber or of a Council, other than the Annual General Meeting, the representative may be accompanied by up to two (2) advisers. Each member may in addition appoint up to three (3) observers to attend any meeting of the Chamber or a Council by forwarding its nomination of such advisers and observers in writing to the Chief Executive Officer or Secretary prior to the commencement of any such meeting. Advisers and observers shall not be entitled to vote.
- (c) A General Meeting shall have the power to appoint special committees to enquire into and report and/or advise upon any specific matters referred to such special committees by that meeting.
- (d) No person other than a member of the Board of Directors, Council or other Committee of Management of a member or a person who has been such a member within the preceding 3 years, shall be eligible to serve as a representative of a member at a meeting of the Chamber.

A Secretary or paid officer of the Chamber or of a member or of any other association or organisation of employers shall not be eligible to serve as a member of the General Council.

Any challenge to the eligibility of a person under this Article shall be referred to the General Council and the decision of the General Council, under this and the preceding Article, shall be final and binding.

ANNUAL GENERAL MEETING

12. (a) The Annual General Meeting of the Chamber shall be held once in every year at such time, not being more than fifteen (15) months after the holding of the last Annual General meeting, at such place as the Board of Directors shall determine.
- (b) The business of the Annual General Meeting shall be to:
- . confirm the Minutes of the previous Annual General Meeting;
 - . to elect the office bearers for the ensuing year;
 - . to receive and consider the balance sheet and statement of income and expenditure of the preceding year and the report of the Board of Directors;
 - . to declare as duly elected the representatives appointed to the Chamber by the members;
 - . to appoint an auditor if there is a vacancy in the office of auditor;
 - . and to transact any other business which may be brought before it of which due notice has been given by the Chief Executive Officer in writing to all members at least twenty one (21) days prior to the meeting or which may be introduced at the meeting with the unanimous consent of representatives present.
- (c) Two (2) months written notice of the Annual General Meeting of the Chamber shall be given to members by the Chief Executive Officer. At the Annual General Meeting the representative of each member shall be entitled to be accompanied by three (3) delegates appointed by the member but such delegates shall not be entitled to vote.

SPECIAL GENERAL MEETINGS

13. (a) Special General Meetings may be convened by the Chief Executive Officer by giving not less than twenty-one days notice in writing to all members.
- (b) A Special General Meeting shall also be convened by the Chief Executive Officer at the written request of five or more members specifying the nature of the special business.
- (c) Upon receipt of such request the Chief Executive Officer shall give written notice to all members specifying the general nature of the special business and such Special General Meeting shall be held not less than twenty-one days after the receipt of such request.
- (d) The only business to be dealt with shall be that of which notice shall have been given.

PROCEEDINGS AT MEETINGS

14. (a) No business shall be transacted at any meeting of the Chamber unless a quorum of members is present at the time the meeting proceeds to business.
- (b) Save as herein otherwise provided a quorum shall consist of not less than ten (10) members duly represented.
- (c) If within thirty (30) minutes from the time appointed for a meeting of the Chamber a quorum is not present the meeting, if convened upon the request of members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairman shall determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present (being not less than five (5)) shall be a quorum.
- (d) The Chairman of the meeting shall have control of a meeting of the Chamber and his declaration of the result of any show of hands or poll shall be conclusive.
- (e) At all meetings of the Chamber when questions of order or procedure or interpretation of these Articles arise the ruling of the Chairman of the meeting shall be conclusive and final provided always that a

representative present at the meeting may move that the ruling of the Chairman of the meeting be disagreed with and if such a motion be carried by a three-fourths majority of the representatives present and voting then the Chairman shall carry the resolution into effect and the decision contained in the resolution shall be final.

VOTING

15. (a) Subject to this Article every question submitted to an Annual General Meeting, or a question submitted to a meeting under Articles 21 and 27 hereof shall be decided first of all by a show of hands provided that the representative of any member may before or on the declaration of the result demand a poll. If a poll is duly demanded it shall be determined in such manner and either at once or otherwise as the Chairman directs but a poll demanded on the election of an office bearer or on a question of adjournment shall be taken forthwith. Each member duly represented at the meeting shall have one (1) vote and one (1) additional vote for each five hundred (\$500.00) or nearest five hundred dollars (\$500.00) of that member's subscription payable to the Chamber for the then current financial year. The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (b) Except as provided in Article 15(a) every question submitted to any meeting of the Chamber shall be decided first of all by a show of hands provided that the representatives of any member may before or on the declaration of the result demand a poll. If a poll is duly demanded it shall be taken in such manner and either at once or otherwise as the Chairman directs but a poll demanded on a question of adjournment shall be taken forthwith. Each member present shall have one (1) vote. The result of the poll shall be the resolution of the meeting at which the poll was demanded. Unless otherwise specified all questions shall be determined by a simple majority of the votes of representatives present.
- (c) No decision taken at an Annual General meeting or any meeting of the Board of Directors or a question submitted to a meeting under Articles 21 and 27 shall be varied or rescinded except in the manner provided for in Article 15(a).
- (d) A resolution in writing signed by all the members of the Board of Directors for the time being in Australia and constituting a quorum shall be as effective as a resolution passed at a meeting of the Board of Directors duly convened and held and may consist of several documents

in like form each signed by one or more of the members of the Board of Directors.

- (e) For the purpose of Article 15(d) the effective date of such a resolution shall be deemed to be date on which the required number of members of the Board of Directors, as specified in Article 15(d), have signed the resolution, notice of which shall be given by the Chief Executive Officer to all the members of the Board of Directors in accordance with Article 15(f).
- (f) For the purpose of Article 15(d) and (e) a notice shall be given by the Chief Executive Officer to all the members of the Board of Directors either personally or by sending it by post in accordance with the provisions of Article 25(a). Such a notice shall include a closing date for receipt of resolutions signed by member of the Board of Directors which shall be the twenty-first (21st) day after the day of posting the notice.

BOARD OF DIRECTORS

- 16. (a) There shall be a Board of Directors which shall consist of the following persons:
 - (i) A President, elected under Article 9;
 - (ii) Deputy President, elected under Article 9;
 - (iii) Immediate Past President;
 - (iv) Such persons appointed, respectively, by each Eligible Senior Chamber Member, who shall be entitled to appoint up to two (2) persons each, provided that an appointing Member shall not be entitled to appoint more than one person who is a paid employee of the Member;
 - (v) Such persons appointed, respectively, by each Eligible Chamber Member, who shall be entitled to appoint up to one person each;
 - (vi) Such person, if any, who is nominated by an Eligible Industry Association Member and recommended by the Board for election by Industry Association Members pursuant to Article 9;
 - (vii) Such person, if any, who is elected by the Board, being the External Business Director; and
 - (viii) The Chief Executive Officer.

A person is not a paid employee of a Member for the purposes of this Article simply by virtue of the fact that they receive from the Member a director's fee or like remuneration, or is a person deemed by law to be a paid employee whilst serving as a director of a Member.

- (b) A quorum of the Board of Directors shall be not less than half the members of the Board of Directors.
- (c) A member of the Board of Directors shall be deemed to have automatically vacated that office if declared of unsound mind or if declared bankrupt or insolvent or if convicted of a criminal offence which the Statute, or other legislative enactment, provides that a person convicted of such an offence is no longer able to act as a Director. A member of the Board of Directors may also be removed from office by resolution passed by a meeting of the General Council.
- (d) The General Council may also at its discretion appoint a person or persons as Associate Directors. An Associate Director so appointed shall be entitled to attend meetings of the Board and shall at the discretion of the Board be entitled to be heard on any matter but shall not in any event be entitled to vote.

F U N C T I O N S O F T H E B O A R D O F D I R E C T O R S

17. Each member of the Board of Directors as a Director of the Company shall exercise the functions and responsibilities conferred upon Directors by these Articles and by the Statute. The Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Chief Executive Officer shall on the requisition in writing of a member of the Board of Directors summon a meeting of the Board of Directors, and give notice of the business to be transacted at that meeting.

Without limiting the generality of the foregoing the Board of Directors shall:

- (i) meet at least once in each year to consider the company accounts for presentation to the Annual General Meeting and to fix the date and place of the Annual General Meeting.
- (ii) perform such other functions in relation to finances, subscriptions and administration of the Chamber as the General Council shall determine.

- (iii) Appoint an Audit and Risk Committee and other committees from time to time. The Chairperson of the Audit and Risk Committee of the Chamber shall be a Director nominated by the Board of Directors.

CHIEF EXECUTIVE OFFICER

18. (a) There shall be a Chief Executive Officer of the Chamber who shall be appointed by the Board of Directors for such term and upon such conditions as it may think fit.
- (b) The Board of Directors shall have power to suspend or remove the Chief Executive Officer.
- (c) The Board of Directors may vest in the Chief Executive Officer such powers and authorities as it may from time to time determine and the Chief Executive Officer shall exercise all such powers and authorities subject at all times to the control of the Board of Directors.
- (d) The Chief Executive Officer shall not be a member of the General Council of the Chamber but shall on the request of the General Council attend General Council meetings and at the discretion of the General Council shall be heard on any matter but shall not in any event be entitled to vote.

COMMITTEES OF THE CHAMBER

19. (a) The General Council may in its absolute discretion, establish such Forums, Policy Advisory Committees, Executive Officers Meetings and Working Parties as it considers necessary.
- (b) The Forums, Policy Advisory Committees, Executive Officers Meetings and Working Parties shall have such members as the General Council determines and may exercise all the powers and carry out all the functions and duties as determined by the General Council. The Chairpersons(s) of any Forum(s) established from time to time pursuant to this Article shall be elected at the Annual General Meeting but in the event of a casual vacancy occurring following such appointment that vacancy may be filled by a decision of the Board of Directors and any person so appointed shall occupy that position until the next Annual General Meeting but shall be eligible for reappointment at that time should the Annual General Meeting so determine.

FINANCE AND AUDIT

20. At least once in every year the accounts of the Chamber shall be examined by an Auditor who shall prepare a report in accordance with the Statute for the Annual General Meeting. The Chamber shall pay all the reasonable fees and expenses of the auditor. No person being a current representative of a member at any meeting of the Chamber shall be eligible to act as auditor.

ALTERATIONS TO ARTICLES

21. These Articles of Association may be altered by Special Resolution at a Special General Meeting of all members conducted in accordance with Article 13 hereof provided that notice in writing setting forth fully the nature of any proposed alteration has been posted to each member of the Chamber at its registered address at least twenty-one (21) days before the date of the holding of the meeting at which such alterations are to be considered but no such resolution shall be made without the consent of three-fourths of those present and entitled to vote at such meeting. The resolution put to the vote of the meeting shall be decided by a show of hands provided that a representative of any member may demand a poll which shall be conducted in accordance with Article 15(a) hereof.

BORROWING POWERS

22. The General Council may from time to time raise or borrow any sum or sums of money. The General Council may raise or secure the repayment of such moneys in such manner and upon such terms and conditions as it thinks fit, including by mortgage of all or any part of the property, rights and undertakings of the Chamber or by the issue of debentures or debenture stock of the Chamber charged upon all or any part of the property of the Chamber (both present and future).

Every debenture or other security created by the Chamber may be so framed that the same shall be assignable free from any equities between the Chamber and the original or any intermediate holders.

Any debentures, bonds or other securities may be issued at a discount premium or otherwise.

THE SEAL

23. The Board of Directors shall provide for the safe custody of the Common Seal and the said Seal shall not be used except by the authority of the Board of Directors previously given or subsequently ratified and every instrument to which the Seal is affixed shall be signed by two (2) members of the Board of Directors and countersigned by the Chief Executive Officer or some other person appointed by the Board of Directors.

INDEMNITY

24. Subject to the Statute:-
- (a) Every member of the Board of Directors and every agent, auditor, secretary and every officer of the Chamber shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Statute in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.
 - (b) Every representative of a member, every member of any Board and every officer and servant of the Chamber shall be and is hereby indemnified by the Chamber against all costs losses and expenses which any such representative member officer or servant may incur or become liable to by reason of any contract entered into or any act or thing done or omitted to be done by him in the exercise of his duties in any of those capacities respectively and it shall be the duty of the Board of Directors out of the funds of the Chamber to pay all such costs, losses and expenses.
 - (c) No representative or member of the Board of Directors or other officer of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other representative or member of the Board of Directors or officer, or for the joining in any receipt or other act for conformity, or for any loss or expense happening to the Chamber through the insufficiency or deficiency of the title to any property acquired by order of the Chamber or Board of Directors for or on account of the Chamber or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Chamber shall be invested or for any loss or damage

arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto unless the same happen through his own wilful act or default.

NOTICES

25. (a) A notice may be given by the Chamber to any member either personally or by sending it by post by the most expeditious pre-paid postage to the member at its registered address or if the member has no registered address to the address if any supplied by the member to the Chamber for the giving of notices to the member. Where a notice is sent by post as provided herein service of the notice shall be deemed to be effected on the tenth (10th) day after the day of posting the notice.
- (b) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (i) Every member except nominal members and those members who (having no registered address) have not supplied to the Chamber an address for the giving of notice to them; and
- (ii) The Auditor or Auditors for the time being of the Chamber.
- (c) No other person shall be entitled to receive notices of General Meetings.

BY - LAWS

26. (a) The General Council shall have power from time to time but not so as to be inconsistent with the Memorandum and Articles of Association of the Chamber, to make amend or repeal such by-laws as the General Council may deem necessary for effectively carrying out the objects of the Chamber or any of them and all by-laws so made and for the time being in force shall be binding on all members of the Chamber.
- (b) A member of the Chamber shall be entitled upon request to receive a copy of the by-laws of the Chamber.

WINDING UP

27. The Chamber shall not be dissolved unless:-
- (a) A resolution providing for such dissolution is passed by a Special General Meeting of which ninety (90) days' notice shall be given; and
 - (b) Such resolution is confirmed at a further Special General Meeting held not less than ninety (90) days after the meeting referred to in paragraph (a) hereof; and
 - (c) The resolutions referred to in paragraphs (a) and (b) hereof are duly passed by a three-fourths majority of the votes of the representatives present and voting at each meeting. The resolution put to the vote of each meeting shall be decided by a show of hands provided that the representatives of any member may demand a poll which shall be conducted in accordance with Article 15(a) hereof.

Upon the passing of the said resolution the Board of Directors shall in the event of dissolution of the Chamber proceed to realise the property of the Chamber, and any remainder of its net assets, after discharge of all its just debts and other legal and moral obligations, shall not be distributed to its members but shall be distributed to some other organisation with similar ideals and similar restrictions upon distribution to assets to its members as may be approved by resolution of General Meeting of the Chamber.
