

AUSTRALIAN BUSINESS GROUP

مجلس رجال الاعمال الاسترالي

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AUSTRALIAN BUSINESS GROUP CONSTITUTION IN THE EMIRATE OF ABU DHABI

CONSTITUTION

“The Australian Business Group in the Emirate of Abu Dhabi” (hereinafter referred to as the AusBG) is hereby established. The Central Office of the AusBG is situated in Abu Dhabi.

1 Objectives

1.1 AusBG is a non-profit organisation of companies and individuals whose objectives are:

TO PROVIDE A NETWORKING FORUM FOR MEMBERS TO DEVELOP THEIR BUSINESS ACTIVITIES, THEREBY PROMOTING TRADE AND OTHER RELATIONSHIPS BETWEEN AUSTRALIA AND THE EMIRATE OF ABU DHABI. THE MECHANISMS FOR DOING SO SHALL INCLUDE, BUT NOT BE LIMITED TO:

1.2 Promoting members', and Australian, interests through:

- a) expressing, reflecting and representing the views and interests of its members to government departments and other organisations of the U.A.E., Australia and other countries
- b) preparing, printing and publishing any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of AusBG and its members
- c) make known by way of advertisement or in any other way the objects of AusBG
- d) developing closer cultural and business relationships
- e) organizing, promoting, or participating in competitions, meetings, seminars and exhibitions
- f) encouraging bilateral investment
- g) expanding the regional awareness of Australia, and its trade and cultural assets

1.3 Promoting member networking through:

- a) vehicles for dialogue among its members and between its members
- b) providing facilities for social contact among members
- c) arranging reciprocal concessions and co-operation with other such bodies, associations or clubs
- d) monitoring business and legal developments and provide its members with information so obtained

1.4 This list is not exhaustive, and can be expanded by the Executive Committee to include any lawful activities, which help achieve the objectives of AusBG.

2 Territory

The principal region in which AusBG will conduct its activities is the U.A.E.

3 Membership

3.1 Eligibility

To be eligible for membership, companies or individuals must fall into one of the following categories:-

- 3.1.1 UAE Subsidiaries of Australian Companies
- 3.1.2 Agents of Australian Companies
- 3.1.3 Companies or individuals conducting regular trade/services with Australia
- 3.1.4 Australian citizens employed in the UAE
- 3.1.5 Such other companies or individuals as the Executive Committee in its absolute discretion thinks fit, having regard to the objectives of AusBG in clause 1 above.

For the purposes of clause 3.1 the Executive Committee shall be entitled to request such further information from an applicant as it may require in order to determine the applicants' suitability for membership.

3.2 Membership Categories

- 3.2.1 Corporate Member
- 3.2.2 Corporate Additional Member
- 3.2.3 Individual Member
- 3.2.4 Overseas Member
- 3.2.5 Honorary Member

3.2.1 Corporate Member

3.2.1.1 Subject to the provisions of clause 3.1 above, any corporation, organisation, firm or business can apply to be a Corporate Member, providing they can show a valid relationship with Australia. UAE subsidiaries or branches of Australian companies must apply as Corporate Members.

3.2.1.2 A Corporate Member shall have the right to nominate up to two (2) individual persons employed by the Corporate Member as its representatives by notice in writing to the Secretary. Either or both of these two representatives may be changed during a financial year, without any additional membership fee.

3.2.1.3 A corporate member shall have two voting rights.

3.2.2 Corporate Additional Member

If a Corporate Member wishes to nominate more than two representatives, the additional representatives shall pay an individual membership fee and have individual membership voting rights.

3.2.3 Individual Member

3.2.3.1 Subject to the provisions of clause 3.1 above, an individual person, providing they can show a valid relationship with Australia, and who is ordinarily resident in the UAE, and is not an employee of a UAE subsidiary or branch of an Australian company, can apply to be an Individual Member.

3.2.3.2 An Individual Member shall have one vote.

3.2.4 Overseas Member

Any person who is not ordinarily resident in the UAE and who would otherwise qualify for membership, shall on approval of the Executive Committee of AusBG and payment of the prescribed fee, be entitled to the same rights and privileges of an Individual Member except that they shall have no voting rights.

3.2.5 Honorary Member

3.2.5.1 The Executive Committee of AusBG shall have the power of issuing invitations to become an Honorary Member to those who in the opinion of the Executive Committee are worthy of such distinction by reason of their position or who have rendered or are rendering special services to AusBG.

3.2.5.2 An Honorary Member shall be entitled to the same rights and privileges as Individual Members but shall not be required to pay any entrance fee or yearly subscription.

3.2.5.3 An Honorary Member shall have no voting rights.

3.3 Application by New Members

3.3.1 Candidates for membership must complete an approved application form.

3.3.2 Membership applications will be submitted to the Executive Committee for approval.

3.4 General Provisions with regard to Membership

- 3.4.1 Any Member can resign at any time upon giving notice in writing to the Secretary or Chairman.
- 3.4.2 Membership cannot be transferred
- 3.4.3 If any Member whose conduct in the opinion of the Executive Committee is injurious to the character or interests of AusBG, and cannot explain their conduct to the satisfaction of the Executive Committee, that Member shall be advised in writing to resign. If such resignation is not received within two weeks of such written notice being given, the Executive Committee has the right to cancel such membership if a majority of all Executive Committee members vote in favour.
- 3.4.4 Re-instatement of cancelled membership can take place if a majority of the full Executive Committee deem sufficient changed reasons have occurred.
- 3.4.5 The Executive Committee may in their sole and absolute discretion re-instate any person on such conditions, as the Executive Committee may think fit.

4 Membership Year

The membership year shall be from January 1st to December 31st (of the following calendar year). The executive committee may change the membership year, with three months notice to suit circumstances current at that time, but there shall be no financial impact on fees paid.

5 Membership Fees

- 5.1 Members may be required to pay entrance fees and subscription fees.
- 5.2 The amount of such fees and when they are payable shall be determined by the Executive Committee.
- 5.3 New members joining during the first nine months of the membership year shall pay the full subscription fee of that year. New members joining in the last three months of the membership year shall pay the full subscription fee of the following year.
- 5.4 Annual membership fee will be payable on or before the first three months of the membership year.

Defaults

- 5.5 If any Membership Fee or any other amount due to AusBG remains unpaid more than sixty (60) days from the due date of payment, the Executive Committee may give written notice that unless the fee or other amount is paid within a time prescribed by the Executive Committee, membership of that Member will be liable to cancellation.
- 5.6 Whilst in default, Members shall not enjoy voting rights.
- 5.7 Membership fees shall not be refunded if a member resigns

6 Annual, and Other, General Meetings

6.1 Meetings

- 6.1.1 Any general meetings, except the Annual General Meeting, shall be called

Extraordinary General Meetings.

- 6.1.1.1 Annual General Meetings will be called by the Chairman of AusBG.
- 6.1.1.2 The Executive Committee can call an Extraordinary General Meetings (EGM) at any time with 21 days notice. AusBG Members can call for an EGM providing 51% of paid-up Members are in favor of such a meeting. A membership call for an EGM must be accompanied by petition showing majority (51%) support, and presented to the Chairman / Deputy Chairman / Committee Secretary 30 days prior to the intended date.
- 6.1.2 AusBG shall in each year and on dates and at places to be selected by the Executive Committee hold Annual General Meeting.
- 6.1.3 Not more than 15 months shall elapse between Annual General Meetings, unless effected by Clause 4.

- 6.1.4 All Annual General Meetings shall be called in writing with at least 21 days notice, not including the date of the notice or the day on which the meeting is held.
- 6.1.5 Shorter notice can be permitted if over 50% of the voting members agree to it.
- 6.1.6 The notice shall specify the date, time and place of the meeting and the general nature of the business to be conducted.
- 6.1.7 Accidental omission to send or non-receipt of the notice by any Member shall not invalidate the proceedings of that meeting.
- 6.1.8 In the Annual General Meeting, the consideration of the accounts, balance sheets, and the reports of the Executive Committee and auditors, the appointment of and the fixing of the remuneration of the auditors and the appointment of Executive Committee members shall be considered ordinary business. All other business to be conducted at General Meetings shall be deemed special business.
- 6.1.9 No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. 30% of Voting Members shall be a quorum.
- 6.1.10 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for 14 days. No formal notice of the rescheduled meeting need be given. If at the subsequent meeting there is no quorum, then those present shall constitute a quorum.
- 6.1.11 The Chairman of the Executive Committee shall take the chair at the Annual General Meeting, or in his/her absence, in order the Deputy Chairman or another Executive Committee member chosen by a majority of the Executive Committee present.
- 6.1.12 The Chairman may adjourn the meeting or discussion on any item of business.
- 6.1.13 Resolutions put to the vote shall be decided on a show of hands unless the Chairman and/or at least half the voting members present at the Meeting request a poll. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote.
- 6.1.14 If by way of a show of hands, a resolution will be passed on a simple majority of those present, or if by a poll, then on a majority of votes cast.

6.2 Voting Rights

- 6.2.1 Each Corporate Membership will have two votes, whether or not they have one or two representatives.
- 6.2.2 Corporate Additional and Individual Members will have one vote each.
- 6.2.3 Members must be financial members at the time of General Meetings to be eligible to vote; i.e. entrance and subscription fees that are due must be paid.
- 6.2.4 On a poll, votes may be given either personally or by proxy.
- 6.2.5 Members may appoint a proxy to attend and vote in their place at a General Meeting. A proxy must be a Member. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

“I/We of
being a Voting Member of AusBG hereby appoint

of

as my/our proxy to attend and vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of AusBG to be held on the ___ day of 200__ , and at any adjournment thereof.

Signed this day of 200__

- 6.2.6 Proxies may be mailed, e-mailed or faxed but must be received by the Secretary no later than 5pm of the day of the General Meeting.
- 6.2.7 One member may not carry more than three proxies, in addition to his vote

7 Executive Committee

7.1 Management of AusBG

- 7.1.1 Until otherwise determined by AusBG in General Meeting, AusBG will be managed by an Executive Committee who shall number no more than 12, and shall include no less than 50% citizens/permanent residents of Australia.
- 7.1.2 One of the twelve places will be offered to the incumbent Australian Ambassador, Abu Dhabi. The remaining places will be elected by the membership at the Annual General Meeting.

7.2 Executive Committee Structure

- 7.2.1 Officers. AusBG will have an Executive Committee comprising the following positions:
- Chairperson
 - Deputy Chairperson
 - Treasurer
 - Secretary
 - General Officer - Entertainment & Social Functions (including luncheons)
 - General Officer - Memberships
 - General Officer - Advertising & Promotion (including newsletters, member directories, and other publications)
 - Member - Federal Government Liaison (Australian Ambassador, who may nominate an alternate from the Australian Embassy, Abu Dhabi to attend committee meetings should his/her attendance not be possible for any reason)
 - Ordinary Members

7.2.2 Powers and Duties of the Executive Committee. Duly elected Officers shall perform the following duties:

7.2.2.1 Chairperson

The Chairperson shall represent AusBG and preside over the AGMs, regular business meetings, and Executive Committee meetings. The Chairperson will be eligible to preside for a maximum of two consecutive years.

7.2.2.2 The Deputy Chairperson

The Deputy Chairperson will deputize for the Chairperson as necessary.

7.2.2.3 The Secretary

The Secretary shall maintain the official records of the Group and assist the Chairperson.

7.2.2.4 The Treasurer shall present a budget to the Executive Committee in time for presentation to the Annual General Meeting and provide periodic progress reports regarding the actual financial position during the fiscal year. This will coincide with the renewal of membership by the members.

7.2.2.5 The Federal Government Liaison Officer

The Federal Government Liaison officer will provide linkage between AusBG and the Australian Federal Government.

7.2.2.6 General Officers

The General Officers will form and head sub-committees, made up of other Executive Committee members, for the purpose of discharging their appointed duties - membership; entertainment, promotion, etc.

7.2.3 Other Officers

The Executive Committee may appoint other officers at its discretion to undertake assignments, as it deems appropriate. This includes co-opting participation from outside the membership, where appropriate.

7.2.4 Honorary Committee Members

In the event of the Executive Committee co-opting non-members to act as a principal officer, e.g. Treasurer or Secretary, these positions would be honorary and would not have voting rights on the Executive Committee.

7.2.5 Casual Vacancies

The Executive Committee is empowered to co-opt members to the Executive Committee to fill occasional vacancies until election of Executive Committee members at the next Annual General meeting.

7.3 General

- 7.3.1 A Member of the Executive Committee shall not vote in respect of any contract in which they are interested or any matter arising thereof, and if they do so vote, their vote shall not be counted.
- 7.3.2 The Executive Committee shall make such Banking arrangements reasonably considered necessary or appropriate. Such arrangements shall ensure that AusBG's bank mandate, shall provide that the signatures of not less than two (2) of the Chairperson, Deputy Chairperson, Treasurer and/or Secretary of AusBG shall be required for the drawing of any cheque, on any bank account for AusBG.
- 7.3.3 The Executive Committee shall make minutes in books provided for the purpose.
- 7.3.4 A minimum of six elected Executive Committee members must be present for there to be a quorum at an Executive Committee meeting.
- 7.3.5 In order to remain on the Executive Committee, Executive Committee Members must attend at least 8 of the 12 monthly Executive Committee meetings, and not be absent from three consecutive Executive Committee meetings, held in each elective year. In the event that any member does not perform the minimum attendance, as above, the officer / member will be asked to resign - unless a majority of the full Executive Committee determines special circumstances exist to permit continued Executive Committee membership.
- 7.3.6 Decisions of the Executive Committee will be made by a simple majority, unless otherwise stated in the Constitution.

7.4 Elections for Executive Committee Members

- 7.4.1 All elected Executive Committee positions are vacated at the AGM. The elections for Executive Committee members will be held annually at the AGM. Election notices will be issued by fax, together with the Agenda of Proceedings for the AGM.
- 7.4.2 The election notice will identify current Executive Members who are standing for re-election and will seek new nominations (with a seconder) from the Members.
- 7.4.3 Nominations must be received by the Secretary by 5pm on the second day before the AGM. Faxed nominations are permitted, but the originals of those nominations must be handed to the Secretary before commencement of the AGM or they will be deemed invalid.
- 7.4.4 Voting papers will be issued only to Members, i.e. not guests, and then only if positions are contested.
- 7.4.5 The incumbent Chairman shall select two attendees at the AGM for the purpose of collecting, counting and presenting the results of the ballot(s) to the incumbent Secretary. The Secretary will announce the results to the AGM.
- 7.4.6 No more than two elected Executive Committee members will be Federal or State Government officials.

7.5 Appointment to Executive Committee Positions and Terms

- 7.5.1 With the exception of the Federal Government Liaison or where there is a need to fill a casual vacancy, all Executive Members shall be drawn from those members elected at the Annual General Meeting.
- 7.5.2 The period of the appointment of the officer shall be the period between the consecutive AGM's. The term of any officer appointed pursuant to this clause to fill a casual vacancy shall cease at the next AGM, but may be renewed by the Incoming Executive committee.
- 7.5.3 Chairperson
 - 7.5.3.1 The Chairperson is to be drawn from members elected to the Executive Committee and appointed by the Executive Committee through a majority vote at the first meeting of the newly elected committee. The Chairperson must be an Australian citizen or permanent resident of Australia, and cannot be a Federal or State Government official.

- 7.5.3.2 The Chairperson must have been an Executive Committee member for the previous year, and have been successfully re-elected at the AGM.
- 7.5.4 Other Principal Officers
The Deputy Chairperson, Treasurer, Secretary, and General Officers will be selected by the Executive Committee members, through a secret ballot, at the first monthly Executive Committee meeting following the AGM elections.

8 Funds - Receipt and Disbursement

- 8.1 The income and property of AusBG, however derived, shall be applied solely towards the promotion of the objectives of AusBG as set forth in Section 1.
- 8.2 No proportion thereof shall be paid, or transferred directly, or indirectly, to individual members of AusBG; excepting payment in good faith of reasonable and proper remuneration to any officer, employee, member of AusBG in return for services actually rendered to AusBG; or for approved out-of-pocket expenses.
- 8.3 No member of the Executive Committee of AusBG shall be appointed to any full-time salaried office of AusBG. Furthermore, no remuneration or other benefit in money or money's worth shall be given by AusBG to any member of such Executive Committee, except repayment of out-of-pocket expenses, remuneration for part time services, or reasonable and proper rent for premises demised or let to AusBG.
- 8.4 Accounts

True accounts shall be kept of the sum of money received and expended by AusBG, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of AusBG.
- 8.5 Audit.
 - 8.5.1 Once at least in every year the accounts of AusBG shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the auditors.
 - 8.5.2 The Group shall have an Independent Honorary Auditor who shall be elected by the members
- 8.6 Winding Up
 - 8.6.1 Every member of AusBG undertakes to contribute to the assets of AusBG in the event of the same being wound up whilst he is a member, or within one year after he ceases to be a member. Every member undertakes to contribute to the costs, charges and expenses of winding up.
 - 8.6.2 If upon the winding up or dissolution of AusBG there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of AusBG. It shall be given or transferred to some other institution or institutions, having objects similar to the objects of AusBG, and which also prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on AusBG.
 - 8.6.3 Such institution or institutions are to be determined by the Executive Committee members of AusBG at or before the time of dissolution. If and so far as effect cannot be given to the aforesaid provision then to some charitable object. If no such suitable institution can be identified, then a charitable institution will be chosen by the Executive Committee.

9 Constitutional Amendments

- 9.1 No addition, deletion, alteration, or amendment shall be made to or in the regulations contained in the Constitution for the time being in force, unless the same have been previously submitted to and approved by an Extraordinary General or Annual General Meeting.
- 9.2 60 % of the quorum at an AGM, as defined in clause 6.1, are required to approve a change to the Constitution.

10 Dissolution

- 10.1 If no quorum is available, the General Assembly shall be convened at another time, under the same conditions, within the following three weeks, and resolutions shall be adopted by a simple majority.
- 10.2 In the event of dissolution, the General Assembly shall nominate one or more liquidators assigned to liquidate the properties of the AusBG, in cooperation with the Australian Embassy. The net asset shall be allocated to one or more Australian organizations, or otherwise to UAE organizations as the General Assembly or the liquidator may select.

	Title	First Name	Family Name	Signature
1	Mr.	Mohamed	Abdallah	
2	Mr.	Gaby	Awad	
3	Mr.	Brian	Daniels	
4	Dr.	Sasan	Darouger	
5	Mr.	Saadallah	ID	
6	Mr.	Sabah	Ghanawi	
7	Mr.	Alan	Lindberg	
8	Mr.	Sam	Masry	