



## RESTATED AND AMENDED CONSTITUTION<sup>1</sup>

### AUSTRALIAN BUSINESS GROUP ABU DHABI

#### 1. NAME

1.1 The name of the organisation is Australian Business Group Abu Dhabi ("**AusBG**") ("**the Organisation**").

#### 2. OBJECTIVES

2.1 AusBG is a voluntary, not-for-profit organisation.

2.2 The overall objective of AusBG is to provide a platform for Members (as defined in clause 3 below) to develop their businesses and networks, thereby promoting trade and other commercial relationships between Australia and the United Arab Emirates ("**UAE**").

2.3 Other objectives of AusBG include:

- (a) providing an opportunity for Australian business people to meet on a regular basis;
- (b) acting as a forum for the exchange of information related to business opportunities;
- (c) promoting the development of commerce and investment between Australia and the UAE;
- (d) providing a link with both public and private organisations in Australia dedicated to the development of Middle East/ Australia trade and corporate investment;
- (e) promoting the improvement of UAE – Australia commercial relations and to highlight the Australian business community's interest in and commitment to the UAE;
- (f) assisting Australian companies and business people seeking to establish a business or trading base in, or to conduct business, Abu Dhabi;
- (g) heightening awareness among the Australian business community of Abu Dhabi's commercial position in the Middle East; and
- (h) working with individuals and organisations in the UAE on mutual business interests between Australia and the UAE.

- 2.4 AusBG may achieve its objectives by:
- (a) 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;
  - (b) organising, promoting, or participating in events, competitions, meetings, seminars and exhibitions;
  - (c) providing vehicles for dialogue among its members and between its members;
  - (d) providing facilities for social contact among members;
  - (e) arranging reciprocal concessions and co-operation with other such bodies, associations or clubs;
  - (f) monitoring business and legal developments and provide its members with information so obtained;
  - (g) raising funds and inviting and receiving contributions from any persons or corporate bodies whatsoever by way of subscriptions and otherwise.
- 2.5 AusBG may carry on trade provided the trade is exercised in the course of, or is ancillary or incidental to, carrying out the objectives of the Organisation, including but not limited to acquiring insurance (including for members of the Executive Board), instigating or defending legal proceedings against any party, settling any claims with any party, opening and closing bank accounts or financial facilities, and any other activity that the Executive Board agrees, by majority vote, is in furtherance of the Organisation's objectives.
- 2.6 AusBG may do all such other lawful things that may be incidental or conducive to its objectives as determined from time to time by the Executive Board of AusBG ("**Executive Board**").

### **3. MEMBERSHIP**

#### *General*

- 3.1 The general membership of AusBG shall be referred to as, individually, a Member and, collectively, Members.
- 3.2 The Executive Board shall have the right to:
- (a) request such further information from an applicant as it may require to determine the applicants' suitability for membership, whether on a Full or Honorary basis as defined below.
  - (b) approve or reject any application for membership;
  - (c) terminate the membership of any Member or representative of a Member Organisation for good and sufficient reason which includes, but is not limited to, breaches of this Constitution, any standing order of rules issued or which may be issued from time to time, or any conduct likely to bring discredit to AusBG, provided that the Member concerned shall be given written notice and reasons for the proposed termination.
- 3.3 Any Member or representative of a Member Organisation who receives notice of the proposed termination of their membership shall have the right to respond in writing within 14 days of the date of the written notice. The Executive Board shall consider the Member's response at the next scheduled meeting of the Executive Board and, by majority vote, decide on the proposed termination and render its decision in writing.

#### *Full Members*

- 3.4 Full Membership of AusBG shall be open to:

- 3.4.1 Australian citizens employed and/or permanently resident in the UAE and their spouses and other immediate family members
- 3.4.2 UAE subsidiaries of Australian Companies
- 3.4.3 Agents of Australian Companies
- 3.4.4 Companies or individuals conducting regular trade/services with Australia/Australians
- 3.4.5 Such other companies or individuals as the Executive Committee in its absolute discretion thinks fit, having regard to the objectives of AusBG in clause 2 above

(such subsidiaries, agents and companies being "**Member Organisations**") who are interested in promoting the objectives of AusBG and have paid their annual membership fee.

3.5 For the purposes of clause 3.4, the Executive Board (as defined at clause 5 below) shall be entitled to request such further information from an applicant as it may require to determine the applicants' suitability for membership.

3.5 Each Member Organisation may appoint a representative or representatives to attend events and meetings of AusBG on its behalf. The number of such representatives shall be determined at the discretion of the Executive Board. A Member Organisation may change a representative by giving written notice to AusBG of such change. A Member Organisation may not transfer its membership to another company.

3.6 Subject to clause 8.11, each Full Member, whether an individual or a Member Organisation, shall be entitled to 1 vote at Annual and Extraordinary General Meetings, whether attending in person or by proxy in accordance with clause 8.10.

3.7 There shall be no restriction on the number of Full Members in AusBG.

### ***Honorary Members***

3.8 The Australian Ambassador to the UAE shall be an Honorary Member of AusBG.

3.9 A person appointed to the Executive Board as the Emirati Alumni Liaison Officer shall be an Honorary Member of AusBG.

3.10 Resident in the UAE and hold senior positions in the public or private sector may be invited by the Chairperson of AusBG to become Honorary Members after obtaining the majority approval of the Executive Board.

3.11 Honorary Members shall not be liable to pay annual membership fees or any other fees related to their position as Honorary Members and shall be eligible to attend but not to vote at Annual and Extraordinary General Meeting.

3.12 Honorary Members are not permitted to transfer their membership or to nominate alternates to attend meetings in their place.

### ***General***

## **4. MEMBERSHIP FEES**

4.1 All Members (other than Honorary Members) shall pay a non-refundable annual membership fee which shall be determined from time to time by the Executive Board at its discretion.

- 4.2 The annual membership fees shall be applied towards administrative and other costs as the Executive Board shall from time to time determine.
- 4.3 Membership will be deemed to have lapsed if the membership fee is not paid within 90 days of the end of the annual membership period or prior to the Annual General Meeting, whichever is earlier.

## **5. CHAIRPERSON AND EXECUTIVE BOARD**

### ***General***

- 5.1 The affairs of AusBG shall be administered by an Executive Board consisting of a minimum of 6 and no more than 13 Members, constituted as follows:
- (a) Eleven positions shall be elected by the Membership pursuant to clause 5.10 below;
  - (b) One position shall be offered to the incumbent Australian Ambassador who may appoint a representative to act as a proxy at Board Meetings;
  - (c) One honorary position shall be offered to a member of the Emirati business community who is an alumni of an Australian secondary or tertiary education provider nominated by a Member and approved by a majority vote of the Executive Board ("**Emirati Alumni Liaison Officer**").
- 5.2 At least 70% of elected Board Members shall be Australian citizens.
- 5.3 The Executive Board shall consist of a Chairperson, Vice-Chairperson, Treasurer and Secretary as well as other general officers as the Executive Board may consider appropriate including, for example, an Officer for Entertainment and Social Functions, Officer for Memberships, Officer for Advertising and Promotion, a Federal Government Liaison Officer (such position to be undertaken by the Australian Ambassador, who may nominate an alternate from the Australian Embassy to attend Board meetings), and an Emirati Alumni Liaison Officer.
- 5.4 The titles of the elected officers of the Executive Board may be amended from time to time at the discretion of the members of the Executive Board.
- 5.5 Attendance at a majority of Executive Board meetings and AusBG events as well as active participation in, and contribution to, the business of the Executive Board and AusBG are considered essential components of service on the Executive Board.
- 5.6 Members of the Executive Board are not entitled to and shall not receive remuneration for carrying out their role and duties.

### ***Role and Duties of the Executive Board***

- 5.7 The Executive Board shall:
- (a) manage the strategic direction and governance of AusBG as well as its business and day-to-day affairs in furtherance of the objectives of AusBG and in accordance with the relevant laws;
  - (b) meet not less than six (6) times each Financial Year whether in person or by video or teleconference;
  - (c) determine the duties and responsibilities of the officers of the Executive Board. The Executive Board may establish its own rules for the conduct of its business and may vary such rules; and
  - (d) be responsible for the day-to-day operations of AusBG as well as planning future policies, meetings, programs, speakers, and events.
- 5.8 The Executive Board may upon majority approval of voting Board Members:

(a) engage staff and obtain office and other facilities as considered necessary, the costs of which shall be paid out of membership fees and any other revenue of AusBG. Such staff may include a Secretariat to manage the affairs of the Executive Board.

(b) enter contracts of behalf of the organisation in furtherance of the objectives of AusBG;

(c) purchase policies of insurance or indemnity in the name of AusBG and to pay any premiums thereon from funds raised for or on behalf of AusBG to cover the liability of the Chairperson and members of the Executive Board which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust in relation to AusBG and its Members.

(c) open and operate bank accounts in the name of AusBG. Signatories on all bank accounts shall be such officers of the Executive Board as are designated from time to time but in no event shall drawings on such accounts in excess of AED 5,000 be made with the authorisation of less than 2 designated members of the Executive Board.

### ***Election of Executive Board***

- 5.9 With the exception of the Federal Government Liaison Officer, the Emirati Alumni Liaison Officer or where there is a need to fill a casual vacancy, members of the Executive Board shall be elected at the Annual General Meeting from amongst those Members nominated prior to the Annual General Meeting in accordance with clause 5.10.
- 5.10 Nominations for election to the Executive Board shall be invited from the Members when giving notice of the Annual General Meeting. Nominations must be made in writing by Members in the form prescribed by the Executive Board and delivered to the Secretariat of AusBG by email not less than 7 working days prior to the Annual General Meeting. Should nominations exceed vacancies, the election shall be by ballot.
- 5.11 The election shall be by a simple majority of the Members voting. In the event of a tie, the Chairperson shall have the casting vote.
- 5.12 The Executive Board members shall take up their office from the end of the Annual General Meeting for a 2 year term or until replaced at an Annual General Meeting.
- 5.13 At the first meeting of the newly elected Executive Board, the Executive Board will elect the official roles of the Executive Board, including Chairperson and Vice-Chair.
- 5.14 The Chairperson is elected by the members of the Executive Board through a majority vote at the first meeting of the newly elected board. The Chairperson must be an Australian citizen and have been on the Executive Board for the previous year.
- 5.15 The Chairperson is eligible to preside for a maximum of 3 consecutive years and may stand for re-election as Chairperson not less than one year after the initial term.
- 5.16 The Executive Board may appoint other members at its discretion to undertake assignments including co-opting participation from outside the membership where appropriate.
- 5.17 The quorum for meetings of the Executive Board shall be 60% of voting Members of the Executive Board. Resolutions of the Executive Board shall be valid if passed by a majority of the Executive Board members present.
- 5.18 If for any reason a member of the Executive Board is removed from office or is otherwise unable to serve a full term, the vacancy will be advised to the Members and the vacancy may be filled by the Executive Board from any candidates that express an interest in filling the vacancy. The decision of the Executive Board in relation to filling vacancies shall be final.

### ***Removal or resignation of members of the Executive Board***

- 5.19 Any member of the Executive Board may be removed by a majority vote of the members of the Executive Board in any of the following circumstances:
- (a) Fraud, misrepresentation, or other illegal activity (as per the laws of the UAE and/or Australia);
  - (b) Gross negligence or wilful misconduct contrary to AusBG's Code of Conduct;
  - (c) A conflict of interest which is inconsistent with the Conflict of Interest Policy and the objectives of AusBG as stated at clause 2.3 above;
  - (d) The member of the Executive Board has been absent from three meetings of the Executive Board in any Financial Year;
  - (e) Not fulfilling the requirements set out at clause 5.7 above.
- 5.20 The procedure for the removal of a member of the Executive Board shall be as follows:
- (a) The call for a vote to remove a member of the Executive Board (the "**Subject Board Member**") shall be made by one member of the Executive Board and seconded by another member of the Executive Board.
  - (b) The intention and reasons to call for a vote to remove the Subject Board Member shall be recorded in the minutes of a meeting of the Executive Board held in accordance with clause 5.15.
  - (c) Within seven days of that meeting, the Executive Board shall issue a written notice to the Subject Board Member of its intention to call for a vote to remove the member from the Executive Board in accordance with clause 5.18, and invite the board member to provide a (written or oral) response within 30 days.
  - (d) The Executive Board shall consider the response (if any) from the Subject Board Member and vote on the proposed removal of the Subject Board Member at the next regular board meeting, or no later than 30 days of the written notice being served.
  - (e) The Subject Board Member shall not be present either during the deliberations or voting of the Executive Board.
  - (f) The result of the Executive Board's vote shall be recorded in the minutes. The Secretariat shall on behalf of the Executive Board notify the Subject Board Member of the outcome of the vote and provide a copy of the minutes of the meeting at which the vote took place.
- 5.21 In the event any member of Executive Board wishes to resign their position, that member shall provide the Executive Board with 1 month's written notice. The resignation shall take effect upon the expiration of the notice period.

## **6. AUDIT AND FINANCIAL YEAR**

- 6.1 The Financial Year of AusBG shall run from 1 November to 31 October.
- 6.2 AusBG shall have an independent auditor who shall be elected by the Executive Board.
- 6.3 The Executive Board shall arrange for the accounts of AusBG to be audited at the end of each financial year and the report to be presented to Members at the Annual General Meeting.

## **7. CHANGES TO CONSTITUTION**

- 7.1 Any proposal to alter this Constitution must be delivered in writing to the Secretariat of AusBG not less than 28 days before the date of the General Meeting at which it is first to be considered.
- 7.2 Proposed changes to this Constitution shall be submitted to the Executive Board with a request for consideration at the Annual or an Extraordinary General Meeting.
- 7.3 The Executive Board shall circulate the proposed changes with the notice convening the General Meeting. All proposed changes shall require a proposer and seconder and shall be adopted if approved by a majority of the Members representing not less than 75% of the Members voting (in person or by proxy) at the duly constituted meeting for the purposes of considering the amendment.
- 7.4 An alteration to the Constitution will require the approval of two thirds majority of the voting Members present at the General Meeting. At least 14 days before the date of the General Meeting notice shall be posted on the AusBG website with a copy of the proposed alteration.

## **8. MEETINGS**

### ***Annual General Meetings***

- 8.1 The Executive Board shall call an Annual General Meeting once in each Financial Year, and not being more than 15 months after the holding of the preceding Annual General Meeting, such meeting to be held on a date and at a place to be determined by the Executive Board.
- 8.2 Business at the Annual General Meeting shall include but is not be limited to consideration of: the report of the Executive Board; the accounts of AusBG and the independent honorary auditor's report and the election of a new Executive Board.

### ***Extraordinary General Meetings***

- 8.3 The Executive Board:
  - (a) may call an Extraordinary General Meeting if it becomes aware of matters of sufficient importance to AusBG which should, in the Executive Board's opinion, be put to the Members for a vote; and
  - (b) shall call an Extraordinary General Meeting if it receives written notification signed by not less than 15 paid up Members (the "**Notifying Members**") requesting that an Extraordinary General Meeting be called. Such notification must include a detailed outline of the matter which the Notifying Members wish to be put before the Members for a vote.

### ***Conduct of General Meetings***

- 8.4 The Executive Board shall provide Members with not less than 30 days' in writing that an Annual or Extraordinary General Meeting has been called. The notice shall specify the date, time and place of the meeting and the general nature of the business to be conducted. Notices shall be issued by email or another appropriate medium.
- 8.5 A General Meeting may be called by shorter notice if agreed by not less than 51% of the full Members.
- 8.6 Accidental omission to send or non-receipt of a notice by any Member shall not invalidate the proceedings of that General Meeting.
- 8.7 Any Member who wishes to place an item on the agenda of a General Meeting may do so provided that they give notice in writing to the Executive Board at least 3 weeks before the meeting. Any Member may also raise any matter to be considered, and voted upon, by the Members present at a General Meeting.

- 8.8 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time appointed for the General Meeting. A quorum shall consist of 30 Voting Members, whether attending in person or by proxy in accordance with clause 8.10. A "Voting Member" shall mean either a fully paid individual Member or a fully paid representative of a Member Organisation who is entitled to vote in accordance with Section 3. A Voting Member is entitled to one vote.
- 8.9 If within 30 minutes of the time appointed for the General Meeting a quorum is not present, the General Meeting will 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.
- 8.10 Resolutions put to a vote at General Meetings require approval by at least 50% of Members in attendance (either in person or by proxy in accordance with clause 8.12 below. Voting shall take place by way of a show of hands unless the Chairperson and/or at least half of the voting Members present at the General Meeting (either in person or by proxy) request a poll. In the event of a tie, the Chairperson shall have the casting vote.
- 8.11 Members must be fully paid up Full Members at the time of any General Meeting to be eligible to vote.
- 8.12 Members may appoint a proxy to attend and vote in their place at a General Meeting. A proxy must be a Member. The form of proxy posted on the AusBG official website must be received by the Secretariat by email or by hand no later than 24 hours prior to the General Meeting.
- 8.13 Each General Meeting shall be chaired by the Chairperson or, in their absence, by the Vice-Chair and failing him or her, by any other member of the Executive Board.

## **9. DISSOLUTION**

- 9.1 AusBG shall not be dissolved except with the written consent of not less than 75% of the Members.
- 9.2 In the event of AusBG being dissolved, all debts and liabilities legally incurred on behalf of AusBG shall be fully discharged and any remaining assets shall be donated to such local charitable organisation(s) as the Executive Board shall decide.
- 9.3 Notice of dissolution shall be given to the Members in writing at least 30 days prior to the proposed date of dissolution.

## **10. INDEMNITY**

- 10.1 The Members shall indemnify and hold harmless the members of the Executive Board from, and against, any and all losses, claims, costs, liabilities, damages and expenses whatsoever resulting from each Executive Board members' appointment and the discharge of his or her duties as a member of the Executive Board.

## **11. GOVERNING LAW AND JURISDICTION**

- 11.1 AusBG is formed in accordance with, and this Constitution shall be governed by and construed in accordance with the laws of the United Arab Emirates as applied in the Emirate of Abu Dhabi.
- 11.2 Any dispute arising out of or in connection with this contract, including any question regarding its existence, validity or termination, shall be subject to the exclusive jurisdiction of the Abu Dhabi Global Market Courts, provided the parties have first attempted to resolve the dispute through mediation as set out in clause 11.3 below.



11.3 If any dispute arises in connection with this agreement, the parties agree to enter, in the first instance, into mediation in good faith to settle such a dispute and will do so in accordance with the ADGM Court Practice Direction 13 (Court-Annexed Mediation).

## **12. ADOPTION OF RESTATED AND AMENDED CONSTITUTION**

12.1 This Constitution has been duly approved by the Members on 25 November 2020.