

PERLEMBAGAAN BAGI**PERTUBUHAN INDUK****MAJLIS PERDAGANGAN MALAYSIA AUSTRALIA (MALAYSIA AUSTRALIA BUSINESS COUNCIL)**

(PPM-001-10-20011986)

ARTICLE 1 NAME AND REGISTERED ADDRESS

The name of the society shall be the “Majlis Perdagangan Malaysia Australia” or in English, the “Malaysia Australia Business Council” (hereinafter referred to as the “Council”). The registered office of the Council shall be at C-26-3A, 3 Two Square, No 2 Jalan 19/1, 46300 Petaling Jaya, Selangor or at such other address as may be determined by the Executive Committee.

ARTICLE 2 OBJECTS

The objects and aims of the Council shall be:

- (i) To promote and foster close business and commercial relations between Malaysia and Australia, in particular mutual understanding, goodwill, harmony and fraternity amongst the business communities of both countries;
- (ii) To facilitate advocacy, interaction and exchange of ideas, experience and information between people involved or interested in enhancing business, trade or investment between Malaysia and Australia;
- (iii) To generate and promote awareness of opportunities or risks relating to business, trade and investment in Malaysia and Australia, including laws and regulations, government policies and incentives;
- (iv) To support Malaysian business interests in Australia, and Australian business interests in Malaysia, by making representations or submissions to appropriate bodies or agencies;
- (v) To liaise and work with organisations in Malaysia and Australia with aims similar to those of the Council;
- (vi) To carry out such other activities and support such other objects in Malaysia as are consistent with the above.

ARTICLE 3 PATRONS AND ADVISORS

The Executive Committee may with the view to enhancing the stature of the Council, invite the serving Malaysian Minister charged with international trade and investment and the serving Australian High Commissioner to Malaysia or if they decline, any other two (2) Malaysian or Australian citizens of high rank or distinction to become Patrons of the Council for such term or terms as the Executive Committee may deem appropriate. The Executive Committee may also invite any number of eminent persons to be Senior Advisors to the Council, or to form an Advisory Board of the Council, for such term or terms as the Executive Committee may deem appropriate.

ARTICLE 4 MEMBERSHIP

The Council shall have the following categories of members and membership:

(a) Corporate Membership

Any non-natural person, unincorporated association or government agency, may apply for Corporate Membership of the Council if it meets any of the following criterion:

- (1) it is an Australian owned business or enterprise operating in Malaysia or is engaged in a commercial activity in Malaysia; or
- (2) it is a Malaysian owned business or enterprise operating in Australia or is engaged in a commercial activity in Australia; or
- (3) it is engaged in the promotion of products or services in Malaysia or Australia.

Corporate Members shall be entitled to nominate four (4) individual representatives to participate in activities and events of the Council, whose names and the identity of the sole Principal Representative will be entered into the Register of Corporate Representatives maintained by the Council. Only the Principal Representative identified and registered with the Council may stand for election as a member of the Executive Committee.

(b) Individual Membership

Any individual who is a citizen of Malaysia or Australia, or who is lawfully entitled to reside in Malaysia may apply for Individual Membership of the Council if he or she owns or operates a business or enterprise engaged in a commercial activity in Malaysia or Australia.

(c) Life Members

Any Individual Member who has paid the lump sum stated in Article 6(iii) hereof shall become a Life Member.

(d) Honorary Members

(1) The members of the Council in general meeting (hereafter referred to as "the Council in Meeting") may elect any person or entity meeting the criteria for Individual Membership or Corporate Membership as an Honorary Individual Member or as an Honorary Corporate Member, as the case may be, for such duration as the Council in Meeting deems appropriate, including in the case of Honorary Individual Members for life, provided that there shall be no more than ten

(10) Honorary Members at any time.

(2) The Council in Meeting may also on the election of an Honorary Life Member, confer on that Honorary Life Member the title of "Distinguished Honorary Life Member" ("DHLM"), if that individual has served with distinction as a past Chairman of the Council, provided that there shall be no more than five (5) DHLM at any time.

(3) Honorary Members shall not be required to pay membership subscriptions but shall be entitled to attend all member activities of the Council provided that Honorary Corporate Members shall only be entitled to one representative and no Honorary Member or its corporate representative shall be entitled to be an Office Bearer or participate or vote at meetings of the Council or the Executive Committee.

(4) The Executive Committee may cancel the membership of an Honorary Member if in the opinion of the Executive Committee, such Honorary Member ceases to qualify for membership in accordance with Article 5(iii) or behaves in a manner unbecoming of that member's Honorary status.

(5) The title of Honorary Life Chairman shall be conferred on YAM Tunku Dato' Seri Shahabuddin Tunku Besar Burhanuddin. The Honorary Life Chairman shall be an ex-officio member of the Executive Committee with no voting rights but may attend and deliberate on matters tabled before the Executive Committee.

(e) Absent Members

Any Individual Member who is in good standing and who intends to be away from Malaysia for more than six (6) months, may apply to the Executive Committee to be an Absent Member for a period not exceeding two (2) years, during which time, payment of membership subscriptions and the right to vote for that member shall be suspended for the time that the member is away. An Absent Member shall cease to be a member of the Council after two (2) years and must reapply for membership thereafter.

(f) Junior Members

Any person who is aged 18 to 24 and who has not started full time employment but who has links to Australia, may apply to be a Junior Member. A Junior Member will cease to be a Junior Member upon reaching the age of 25 or when he or she is engaged in full time employment.

(g) Application for Membership

All applications for Corporate, Individual or Junior Membership must be made in writing to the Executive Committee in the prescribed form, supported and sponsored by 2 subscription paying members in good standing in the Council.

ARTICLE 5 CESSATION OF MEMBERSHIP

(i) All members shall be deemed to have subscribed to this Constitution and shall be bound by its terms.

(ii) The Executive Committee may issue to any member a "show cause" notice if the Executive Committee believes that a member has acted contrary to the provisions of this Constitution including any approved Codes of Conduct, governance procedure, breach of confidence, other lawful directive or decision made pursuant to this Constitution. If the member in question fails to respond to the show cause notice or provides grounds which in the opinion of the Executive Committee are insufficient to justify the actions or omissions of that member, the Executive Committee may by further notice in writing terminate the membership of that member.

(iii) A member shall cease to become a member of the Council upon:

- (a) Giving written notice of that member's intention to cease to be a member;
- (b) Being an Individual Member, dies, is disqualified from being an Office Bearer under section 9A of the Societies Act 1966;
- (c) Being a Corporate Member, enters into liquidation, judicial management or receivership; or
- (d) Ceases to meet the criteria for membership.

(iv) A member that has ceased to be a member shall have no further claims against the Council but the Council shall continue to have claims for any antecedent breaches of this Constitution by the member prior to the termination of membership, including the payment of unpaid annual subscription.

ARTICLE 6 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

(i) All new members or former members reapplying for membership shall pay the following Entrance Fees as a condition of their membership:

- a. RM1,000.00 for Corporate Membership;
- b. RM250.00 for Individual Membership;
- c. RM100 for Junior Membership.

or such other entrance fee for the various membership categories, prescribed by the Executive Committee, from time to time.

(ii) Members shall pay the following Annual Subscriptions:

- d. RM1,000.00 for Corporate Membership;
- e. RM250.00 for Individual Membership and
- f. RM100.00 for Junior Membership

or such other Annual Subscription for the various membership categories, prescribed by the Executive Committee, from time to time.

(iii) A lump sum payment equivalent to the aggregate of the Entrance Fee and ten times (10X) the Annual Subscription for Individual Membership may be paid by an Individual Member to become a Life Member of the Council. A Life Member shall upon paying the lump sum payment, be exempt from paying further annual subscriptions as long as that member survives. The lump sum payment made for Life Membership shall not be refundable after two (2) years of the commencement of Life Membership. If a Life Member dies within two (2) years of commencement of his Life Membership, the estate of that Life Member shall be entitled to recover a sum not exceeding fifty percent (50%) of the amount paid for Life Membership at the discretion of the Executive Committee. The Executive Committee may, from time to time, vary the amount of the lump sum payment for Life Membership.

(iv) The full Entrance Fee and Annual Subscription shall become due upon conferment of membership and thereafter shall be paid each year no later than thirty (30) days after the commencement of each calendar year provided that any member who joins the Council after June 30 in any calendar year shall pay half the annual subscription for that year.

ARTICLE 7 MANAGEMENT OF THE COUNCIL

(i) The management of the Council shall be vested in an Executive Committee which shall be its governing body. The Executive Committee shall comprise five (5) Office Bearers namely, the Chairman, two (2) Vice-Chairmen, a Honorary Secretary and a Honorary Treasurer, and seven

(7) other members. Office Bearers shall be elected members of the Executive Committee and (subject to Article 7(ii)) appointed, in the event of a vacancy, from amongst the elected Executive Committee members by consensus of the executive members or if there is no consensus, by popular one-person-one-vote affirmation of the elected Executive Committee members and on the basis of the highest number of votes in support of an Office Bearer position. An Executive Committee member may vote for himself/herself in respect of an Office Bearer position.

(ii) In the appointment of Office Bearers, the Executive Committee shall observe the following eligibility requirements:

(a) the Chairman shall have served as an Executive Committee member for no less than two

(2) terms;

(b) a Vice-chairman shall have served as an Executive Committee member for no less than one (1) term;

(c) the Honorary Treasurer shall be a person familiar with the interpretation of financial statements or the preparation of accounts; and

(d) the Honorary Secretary shall be a person with experience in the administration or management of businesses.

(iii) Only Individual Members, Life Members, Honorary Individual Members and Principal Representatives of Corporate Members who are not disqualified under section 9A of the Societies Act 1966 are eligible to be Executive Committee members. If required by the Registrar of Societies, Office Bearers of the Council and every officer performing executive functions must be a Malaysian citizen.

(iv) Each Executive Committee member shall hold office for a term of two (2) years, after which the Executive Committee member shall be deemed to retire but may offer himself/herself for re- election.

(v) At each Annual General Meeting, following the inaugural General Meeting, one-half of the members of the Executive Committee shall retire. The selection of Executive Committee Members to retire shall, in the first instance, be those whose term of two (2) years have or will be completed at the date of the Annual General Meeting where an election is required. If these members do not amount to half the members required to retire, then other Executive Committee members shall be asked to retire voluntarily, or if there are insufficient number of volunteers, the remaining number of Executive Committee members to retire shall be determined by drawing of lots between all the Executive Committee Members whose terms will not have expired by the date of the General Meeting. All Executive Committee members retiring in accordance with this Article 7(v) may offer themselves for re-election.

(vi) Where the number of all persons seeking election do not exceed the positions required to be filled, all duly nominated candidates seeking election to the Executive Committee shall be deemed elected for a term of two (2) years.

(vii) Nominations for election to the Executive Committee shall be signed by two (2) members of the Council and the nominee and shall be lodged with the Honorary Secretary not less than six (6) days before the day of each Annual General Meeting.

(viii) The Chairman of the Council shall not serve more than two (2) terms of two (2) years each. Upon the expiry of a Chairman's term of office or his retirement from that position, he/she will become an ex-officio member of the Executive Committee as the Council's immediate past Chairman until another past Chairman is subsequently appointed. For the avoidance of doubt, if a Chairman is appointed in the middle of his two (2) year term as an Executive Committee member, his term as Chairman shall not exceed the term of his next consecutive re-election to the Executive Committee. A Chairman shall cease to be Chairman if he/she is not re-elected to the Executive Committee or his/her membership, or the membership of the Corporate Member he represents, is terminated.

(ix) The Executive Committee may appoint a representative each from (a) the Malaysian Ministry of Investment, Trade and Industry or other Malaysian trade and industry ministry, (b) the Australian Trade and Investment Commission (AUSTRADE) or other Australian international trade authority and (c) the Australian High Commission to be ex-officio members of the Executive Committee. In addition, the Executive Committee may co-opt, at its discretion and from time to time, representatives of up five (5) large Australian or Malaysian corporations which are Corporate Members, to attend as observers at meetings of the Executive Committee.

(x) A vacancy shall arise whenever an Executive Committee member resigns, or his/her membership or the membership of the Corporate Member he/she represents is terminated. The Executive Committee shall be entitled to co-opt any person eligible for election to the Executive Committee to fill a vacancy in the Executive Committee, but that person shall retire from the Executive Committee at the next Annual General Meeting.

(xi) Any member of the Executive Committee who is a representative of a Corporate Member may, with the approval of the Executive Committee, appoint any other representative of such Corporate Member to be his/her alternate on the Executive Committee. Any person holding office as such an alternate shall be entitled to receive notice of meetings of the Executive Committee and attend and vote thereat. Such an alternate shall vacate office if his/her appointor vacates office as an Executive Committee Member or is removed by his appointor or the Corporate Member that he/she represents.

(xii) All persons appointed to sit in the Executive Committee as ex-officio members shall be entitled to attend meetings of the Executive Committee unless directed otherwise by the Chairman of the Executive Committee. Ex-officio members shall have no voting rights in the Executive Committee unless he/she is also an elected Executive Committee member still serving his term. Nothing in these Articles shall prohibit a duly qualified ex-officio member from standing for election as an Executive Committee member.

(xiii) For the avoidance of doubt, an Office Bearer who resigns from his post or is removed from his post mid-term, shall continue to be an Executive Committee member until the expiry of his/her term as an elected Executive Committee member unless he also resigns or is removed, as an Executive Committee member in accordance with this Constitution.

ARTICLE 8 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

8.1 The Executive Committee shall have the following powers and duties:-

(i) Generally, to manage the affairs of the Council in accordance with its rules and byelaws if any;

(ii) To exercise all such powers and do all such acts and things as may be exercised or done by the Council in accordance this Constitution and its objects, as are not hereby or by law expressly directed or required to be exercised or done by the Council in a General Meeting;

(iii) To appoint sub-committee or sub-committees for specific purposes which may include persons who are not elected members of the Executive Committee;

(iv) From time to time, to make, alter and revoke rules, bye-laws or codes of conduct for the management and proper governance of the Council and for the establishment and functioning of sub-committees and chapters, provided they are consistent with these Articles;

(v) To convene a General Meeting of the Council in the manner set out under Articles 11 and 12 hereof; and

(vi) To authorise expenditure from the funds of the Council in accordance with the objects of the Council, subject to any limitations which may be imposed by the Council in Meeting.

8.2 In the event of any question or matter which is not expressly addressed in these Articles, the Executive Committee shall have power to use its discretion to resolve the question or matter by making a ruling in the best interest of the Council and within the objects of the Council. The decision or ruling of the Executive Committee in addressing such questions or such matters shall constitute a byelaw binding on all members of the Council unless revoked or amended by the Council in Meeting.

ARTICLE 9 MEETINGS OF THE EXECUTIVE COMMITTEE

(i) The Executive Committee shall meet at least once in every three (3) months. Subject to Article 9(iii), the quorum of each meeting shall require the presence of (a) either the Chairman or a Vice- Chairman, and (b) five (5) other elected members of the Executive Committee. Notice calling for an Executive Committee Meeting shall be circulated to its members at least five (5) days before the date fixed for the meeting, unless waived by all those members who form a quorum.

(ii) The Chairman shall preside at all meetings of the Executive Committee, provided that if he/she is not present within fifteen (15) minutes after the time appointed for holding the meeting, a Vice- Chairman shall take the Chair, failing which (provided a quorum is present) the Executive Committee members present may choose one of their number to be the chairman of the meeting. If at any such meeting the chairman of that meeting shall, if he/she thinks it expedient or appropriate to do so, or the meeting so resolves, vacate the Chair, the remaining Executive Committee Members may appoint another chairman of the meeting.

(iii) The Chairman may, at any time, convene a meeting of the Executive Committee. In addition, one- third (1/3) of the members of the Executive Committee may requisition the Honorary Secretary to convene a meeting. If the Honorary Secretary fails, refuses or neglects to do so within seven (7) days after a requisition, those members may forthwith convene a meeting and elect any member at the meeting a chairman for that meeting which may proceed if there is a quorum of no less than the number of the requisitionists.

(iv) Questions arising at any Executive Committee meeting shall be decided by a majority of votes and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

ARTICLE 10 FUNDS AND FINANCES

(i) Subject to the following provisions in this Constitution, the finances of the Council shall come primarily from annual subscriptions, commercial and social events and from private donations in support of its objects. The funds of the Council may be expended for any purpose necessary for the carrying out of its objects, including general administration expenses, the payment of staff salaries, the payment of third party service providers, the actual costs and expenses incurred by office-bearers and staff in the performance of their duties and the cost of preparing financial statements and the audited accounts. The finances of the Council shall not be used for any political activity or for any personal gain of the members or to pay any fines or penalties of any member.

(ii) The secretariat office is allowed to keep cash of no more than RM5,000.00 at any one time. Money in excess of that amount must be deposited within seven (7) days into a bank approved by the Executive Committee. All monies not required for current expenses shall be kept with such financial institution(s) as the Executive Committee may decide. Bank accounts shall be in the name of the Council.

(iii) Subject to Article 20 hereof, the Council's bank accounts shall be operated and signed by two (2) authorised persons appointed by the Executive Committee from time to time.

(iv) As soon as possible after the end of each financial year, a statement of income and expenditure, receipts and payments, and a balance sheet shall be prepared and audited by the duly appointed Auditors. The audited accounts shall be submitted for approval at a Annual General meeting, and circulated with the Notice convening such Annual General meeting. Copies shall also be made available at the registered address or place of meeting of the Council for the perusal of members.

(v) Other than budgeted expenses approved by the Executive Committee or the Council in Meeting,

(a) any expense in a single unrelated transaction in excess of RM50,000.00 shall require the approval of the Executive Committee and (b) any expense in excess of RM200,000.00 shall require the approval of the Council in Meeting. Without prejudice to the foregoing, all expenditure shall also conform to any procurement procedures of the Council.

ARTICLE 11 GENERAL MEETINGS OF THE COUNCIL

(i) An Annual General meeting of the members of the Council shall be held no later than the end of June in each year, or if not practicable, no later than 18 months of the previous Annual General Meeting, upon a date and at a time to be fixed by the Executive Committee, for the following purposes:

(a) to consider the Annual Report of the Executive Committee;

(b) to receive and, if thought fit, approve the audited accounts for the preceding year ended December 31;

(c) to elect members to the Executive Committee in accordance with Article 7;

(d) to appoint or confirm the Auditor for the ensuing year;

(e) to amend the Constitution; and

(f) to transact any other business of which no less than six (6) days' notice shall have been given in writing.

(ii) All other General Meeting of members of the Council shall be called Extraordinary General meetings which shall be convened on the application of not less than fifteen (15) Individual or Corporate Members provided that notice in writing shall be given to the Executive Committee setting forth the business that is to be transacted. The Executive Committee shall convene such a meeting within thirty (30) days of receipt of such notice.

(iii) The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting provided that adequate notice in compliance with Article 13 hereof is given to members of the Council.

ARTICLE 12 PROCEEDINGS AT GENERAL MEETINGS

(i) No business shall be transacted at any General Meeting unless a quorum comprising (a) one half (1/2) of the total number of Council members attending in person, or (b) Council members attending in person equal to twice the total number

of Executive Committee members (excluding ex-officio members), whichever is the lesser. A Corporate Member shall be deemed to attend in person if represented by any one of its duly authorised corporate representatives who shall be entitled to cast four (4) votes on behalf of such Corporate Member on any matter tabled at the meeting.

(ii) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such day in the next week and at such time and place as the Executive Committee may decide, provided that if the meeting was convened as an Extraordinary General Meeting upon the requisition of members of the Council as provided for in Article 11, the Meeting shall be dissolved and no requisition for the same purpose for which the meeting was called shall be entertained until after the holding of the next Annual General Meeting.

(iii) At any adjourned meeting, if the quorum is not present, after fifteen (15) minutes from the time that the meeting is due to commence the members present shall have power to proceed to deliberate the business of the day provided that they shall have no power to amend these Articles or give authorisation to undertake or carry out any transaction or commitment by the Council.

(iv) The Chairman of the Council, or in his absence a Vice-Chairman, shall preside as Chairman at every General Meeting. If there be no such Chairman or Vice-Chairman, or if any such meeting neither shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or both are unwilling to act, the members present shall choose any Executive Committee member to be chairman of the meeting, or if no committee member be present, or if all Executive Committee members decline to take the chair, they shall elect one of their number present to be the chairman.

(v) All proposals or motions at a General Meetings (other than the election of Executive Committee members) shall be decided by a show of hands unless a poll vote is requested. If a poll vote is requested, each Individual and Life Member present shall have one vote each and each Corporate Member present by its representative shall be entitled to 4 votes. All proposals and motions shall be decided by a simple majority of votes cast (either by hand or by poll) unless otherwise prescribed by these Articles.

(vi) Members may vote in person or by proxy in the form prescribed by the Executive Committee from time to time. Proxy forms shall be lodged with the Honorary Secretary of the Council at least twenty four (24) hours prior to the Annual General Meeting.

(vii) In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

ARTICLE 13 NOTICE OF GENERAL MEETINGS

Notice in writing stating the time, place and agenda of a General Meeting shall be circulated to members no less than fourteen (14) clear days before the date of such meeting.

ARTICLE 14 ATTENDANCE RECORDS AT MEETINGS

The names of the Principal Representatives of Corporate Members, Individual Members and Life Members present at all meetings of the Council and of the Executive Committee shall be recorded in the minutes thereof.

ARTICLE 15 ALTERATION OF THE CONSTITUTION

These Articles of the Constitution may be repealed, altered or amended from time to time by a special resolution of the Council in Meeting after due notice shall have been given in accordance with Article 13 hereof, whereby such resolution shall be passed with no less than two-thirds (2/3) of the votes cast in its favour. Any repeal, alteration or amendment passed by a General Meeting shall be submitted to the Registrar of Societies within sixty (60) days of the General Meeting.

ARTICLE 16 PROHIBITIONS ON THE COUNCIL

(i) The Council shall not indulge in any political activity or allow its premises to be used for political purposes.

(ii) Neither the Council nor its members shall attempt to restrict or in any other manner interfere with or engage in any Trade Union activity as defined in the Trade Union Ordinance, 1959.

(iii) The Council shall not be used for any unlawful purposes or for purposes prejudicial to or incompatible with peace, welfare, good order or morality in Malaysia.

ARTICLE 17 DISSOLUTION OF THE COUNCIL

(i) The Council shall not be voluntarily dissolved, except at a duly convened General Meeting with the consent of not less than three-fifths (3/5) of the total number of votes cast by members present and voting by poll vote in accordance with Article 12(v).

(ii) In the event of the Council being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Council shall be fully discharged, and the remaining funds shall be given to some charitable institution to be determined by the Council at the time of dissolution.

(iii) Notice of dissolution will be given within fourteen (14) days of dissolution to the Registrar of Societies.

ARTICLE 18 TRUSTEES

(i) Immovable property of the Council if not registered in the name of three (3) trustees, shall be registered in the name of the Council. Trustees of immovable property must be over 21 years of age and shall be appointed at a General Meeting and hold office at the pleasure of the Council. Trustees shall execute a Deed of Trust in a form acceptable to the Executive Committee. Where immovable property is registered in the name of the Council, all dealings affecting the immovable property shall be under the hand of three (3) Office Bearers of the Council.

(ii) The Trustees shall not sell, withdraw or transfer any of the immovable property of the Council registered in their name, without the consent and authority of a General Meeting of members.

(iii) A Trustee may be removed from office by a General Meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reason he/she is unable to perform his/her duties, or unable to do so satisfactorily. In the event of the death, resignation or removal of a Trustee, the vacancy shall be filled by a new Trustee appointed by a General Meeting as soon as possible.

ARTICLE 19 DUTIES OF THE EXECUTIVE DIRECTOR

19.1 To assist the Executive Committee and the Office Bearers with the exercise of their powers and duties, in particular the duties of the Honorary Treasurer and the Honorary Secretary, the Executive Committee may on behalf of the Council employ or engage the services of any number of personnel or employees including the services of full time Executive Director to operate and run a secretariat for the Council. Without derogating from the generality of the foregoing, the responsibilities of an Executive Director so engaged shall include:

- (i) the day-to-day management of the affairs and operations of the Council, as directed or instructed by the Executive Committee;
- (ii) the preparation of committee papers;
- (iii) sending notices of meetings and preparing meeting agendas;
- (iv) attending all committee meetings and taking minutes;
- (v) the management of resources and expenses;
- (vi) staff recruitment and discipline;
- (vii) the maintenance of proper books and records of the Council;
- (viii) fund raising and membership recruitment;
- (ix) liaising with regulatory authorities and third party suppliers and contractors;
- (x) membership communication;
- (xi) organising events and supporting the work of sub-committees; and
- (xii) such other duties as the Executive Committee may direct or instruct.

19.2 The Executive Director and all personnel employed or engaged by the Council shall report to the Executive Committee, and where requested by the Honorary Treasurer or the Honorary Secretary, report specifically to either of them on matters within their respective duties, but otherwise as directed by the Executive Committee.

19.3 The Executive Director shall be appointed by the Executive Committee on terms and conditions decided by the Executive Committee from time to time.

ARTICLE 20 DUTIES OF THE HONORARY TREASURER

The Honorary Treasurer shall be responsible for the finances of the Council. The Honorary Treasurer shall ensure that accounts and all financial transactions of the Council are properly maintained and shall be responsible for their correctness. The Honorary Treasurer or a person designated by the Honorary Treasurer and approved by the Executive Committee shall be one of the signatories of cheques on behalf of the Council pursuant to Article 10(iii). The Honorary Treasurer may engage the services of any competent person to assist the Honorary Treasurer in the performance of his/her duties at the expense of the Council.

ARTICLE 21 DUTIES OF THE HONORARY SECRETARY

21.1 The Honorary Secretary shall be responsible for the following:

- (i) keeping and maintaining of all books and records;
- (ii) the recording of minutes of proceedings;
- (iii) convening meetings of the Council in accordance with this Constitution;
- (iv) ensuring the proper conduct of proceedings at General Meetings of the Council;
- (v) statutory compliance and compliance with the provisions of this Constitution; and
- (vi) filing the information required under section 14 of the Societies Act 1966.

21.2 The Honorary Secretary may discharge its duties by engaging the services of any competent person or adviser at the expense of the Council.

ARTICLE 22 DUTIES OF THE HONORARY LEGAL ADVISOR

The Honorary Legal Advisor shall be appointed by the Executive Committee following an Annual General meeting for a term ending with the next Annual general Meeting. The Honorary Legal Advisor so appointed shall when requested by the Executive Committee, offer legal counsel to the Executive Committee and the Council on questions of law and procedure affecting the Council and its members and the construction and administration of this Constitution as an in-house legal advisor, but may recommend the appointment of external legal counsel on any matter at the cost of the Council.

ARTICLE 23 INDEMNITY

Every Executive Committee member, Office Bearer, employee, agent, auditor and other officer, for the time being, of the Council shall be indemnified out of the assets of the Council against any liability incurred by him or her in the normal course of performance or discharge of his or her duties in any proceedings, whether civil or criminal, provided that no Executive Committee member, Office Bearer, employee, agent, auditor and other officer shall be indemnified in respect of any negligence, default, mala fides act or omission, breach of duty or breach of trust.

ARTICLE 24 FORMATION OF CHAPTERS OF THE COUNCIL

(A) Establishment and Dissolution of Branches

(i) The Executive Committee of the Council may, by a majority vote taken at a meeting of the Executive Committee, approve the formation of a branch under section 12 of the Societies Act 1966 (hereafter referred to as a "Chapter") in any area wherein there are at least 20 voting members of the Council to look after the interests of members in the area and to further the aims of the Council in that area.

(ii) The Executive Committee may dissolve a Chapter:

- a) If for a consecutive period of six (6) months the number of Chapter voting members falls below 20; or
- b) If the Chapter refuses to abide by the Chapter Byelaws of the Council or the decisions of the General Meeting of the Council or the Executive Committee, or if in the opinion of the Executive Committee carries on activities detrimental to the

Council.

(iii) A decision to dissolve a Chapter shall be made by a majority vote at a meeting of the Executive Committee, provided that before a decision is taken to dissolve a Chapter on the ground stated in paragraph 23(ii)(b) above, the Chapter concerned shall be given 30 days' notice and an opportunity to answer the allegations.

(iv) The Chairman of the Executive Committee shall sign the order of dissolution. Upon receipt of such order, the Chapter shall cease to function except for the purpose of winding-up. Any Chapter aggrieved by an order of dissolution may, by notice in writing to the Chairman of the Executive Committee within 30 days of its receipt, lodge an appeal to the Annual General Meeting. Notwithstanding such an appeal, the order of dissolution shall be operative until set aside, but, in such circumstances, the Executive Committee may appoint from among its members a caretaker Executive Committee to deal with the affairs of the Chapter pending the hearing of the appeal.

(v) In the event of a Chapter being closed for the reason stated in paragraph (ii)(a) above, the Executive Committee shall transfer the remaining members to the nearest Chapter, and in the event of a Chapter being closed for the reason stated in paragraph (ii)(b) above, all members of the Chapter shall remain as members of the Council.

(vi) It shall be the responsibility of the Chairman, Secretary and Treasurer of such Chapter to deliver to the Executive Director of the Council all books, records, money, and other property in the possession of the Chapter, together with a Statement of Accounts of the Chapter from the date of the last submission of accounts to the date of the order of dissolution.

(vii) If the members of a Chapter decide to secede from the Council, its office bearers shall forthwith deliver to the Executive Director of the Council all books, records, money, and other property of the Council, and shall forthwith prepare and deliver to the Executive Director a Statement of Accounts as stated in paragraph (vi) above.

(B) Chapter General Meetings

(i) Every voting member of a Chapter of the Council shall have the right to attend, speak and vote at any General Meeting of his/her Chapter.

(ii) The Chapter Annual General Meeting shall be held not later than 30 March so that notice of the time, date and place shall be given, and copies of the agenda and Statement of Accounts shall be sent to members not less than 14 days before the meeting.

(iii) The business of the Chapter Annual General Meeting shall be:

- (a) To consider the annual report of the Chapter Committee;
- (b) To receive and, if approved, pass the audited accounts for the year ending 31 December last preceding;
- (c) To elect members to the Chapter Committee;
- (d) To appoint Honorary Auditors; and
- (e) To transact any other business of which 10 days' notice shall have been given in writing.

(iv) A Chapter Extraordinary General Meeting shall be convened:

(a) On the instructions of the Executive Committee of the Council; or

- (b) Whenever the Chapter Committee deems it desirable; or
- (c) At the request in writing of not fewer than 10 voting members of the Chapter, stating the objects and reasons for such meeting.

(v) A Chapter Extraordinary General Meeting requisitioned by members shall take place not later than 15 days from the receipt of such requisition.

(vi) At least one-half of the members of the Chapter or twice the number of Chapter Committee Members must be present at any General Meeting for the proceedings to be valid.

(C) Chapter Committee

(i) A Chapter Committee consisting of the following, who shall be termed the office bearers of the Chapter, shall be elected at each Chapter Annual General Meeting:

- (a) Chapter Chairman;
- (b) Chapter Vice-Chairman;
- (c) Chapter Secretary;
- (d) Chapter Treasurer; and
- (e) Four Chapter Ordinary Committee Members.

(ii) Nominations for the above offices shall be proposed and seconded and election shall be by a simple majority at the Chapter Annual General Meeting. At each Annual General Meeting, following the Inaugural General Meeting, one-half of the members of the Chapter Committee shall stand down. The selection of Chapter Committee Members to stand down shall, in the first instance, be decided by those whose terms of two years have or are about

to be completed, thereafter by voluntary resignation and in the final decision by drawing of lots between all of the remaining committee members for the balance of the positions. Any member standing down at the time of election may offer themselves for re-election.

(iii) The duties of the Chapter Committee shall be to manage the affairs of the Chapter in accordance with the Chapter Byelaws of the Council and the instructions of the Executive Committee of the Council and the General Meeting. It shall meet at least four times in a year and one-half of its number shall form a quorum. The Chapter Secretary shall forward a copy of the Minutes of each meeting to the Executive Director of the Council not later than 14 days after the meeting.

(iv) Chapter Committees shall have no executive authority other than such executive authority as is expressly delegated to them by the Executive Committee of the Council.

(D) Duties of Chapter Office Bearers

(i) The Chairman shall, during his term of office, preside at all General Meetings and all meetings of the Chapter Committee and shall be responsible for the proper conduct of all such meetings.

(ii) The Vice-Chairman shall deputise for the Chairman during the latter's absence.

(iii) The Secretary shall conduct the business of the Chapter in accordance with the Chapter byelaws of the Council and shall carry out the instructions of the General Meeting and the Chapter Committee. The Secretary shall be responsible for all correspondence and keeping all books, documents and papers except the accounts and financial records. The Secretary shall attend all meetings and record the proceedings.

(iv) The Treasurer shall be responsible for the finances of the Chapter and shall keep subscription books and other books of accounts of all its financial transactions and shall be responsible for their correctness.

(v) The Ordinary Committee Members shall assist the Chapter Committee in discharging its duties and carry out such duties as authorised by the Chapter Committee.

(E) Chapter Funds and Accounts

(i) All funds accumulated by the Chapters of the Council shall be part of the common assets of the Council.

(ii) The Executive Committee shall decide, from time to time, the percentage of fees and subscription to be forwarded to the Chapter Committee as Chapter Funds and shall also decide what types of expenditure shall be paid from Chapter Funds. Any item of expenditure from Chapter Funds shall be approved by the Chapter Chairman and Chapter Treasurer.

(iii) The Chapter Treasurer shall forward to the Treasurer of the Executive Committee of the Council the fees and subscription received by the Chapter together with a statement of the income and expenditure of the Chapter for the preceding month.

(iv) Subject to the following provisions in this Article, the funds of the Chapter may be expended for any purpose necessary for the carrying out of its objectives, including the expenses of its administration, the payment of salaries, allowances and expenses of its administration, the payment of salaries, allowances and expenses to its office-bearers and paid staff, and the audit of its accounts, but shall on no account be used either for any political activity or for any personal gain of the members or to pay the fine of any member who may be convicted in a court of law.

(v) All monies not required for current expenses shall be kept with such financial institution(s) as the Chapter Committee may decide.

(vi) Subject to Article 23(e)(vii) hereof, all cheques or withdrawal notices on the Council's account shall be signed by two persons as shall be appointed by the Executive Committee.

(vii) The Chapter Treasurer or a person designated by The Honorary Treasurer and approved by the Executive Committee shall be one of the signatories of cheques on behalf of the Chapter.

(viii) As soon as possible after the end of each financial year, a statement of income and expenditure, receipts and payments, and a balance sheet shall be prepared and audited by the duly appointed Auditors. The audited accounts shall be submitted for approval at the next Annual General Meeting and circulated with the Notice for convening such Annual General Meeting. Copies shall also be made available at the registered address or place of meeting of the Council for the perusal of members.

(ix) The financial year for the Chapter shall follow the Malaysia Australia Business Council.

(F) General Provisions Relating to Chapters

(i) Where no special provision has been made in these Byelaws for any matter relating to the management of the affairs of the Chapters, the relevant rule relating

to the management of the Council shall be followed insofar as it is applicable.

(ii) The Annual General Meeting of the Council and the Executive Committee of the Council may give instructions to the general meeting or Chapter Committee of any Chapter regarding the management of its affairs.

UPPM

LAMPIRAN

1. Bendera

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2. Lambang

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3. Lencana

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