

# Articles of Association

## **ARTICLE I: NAME**

This organization shall be known as The Australian Chamber of Commerce in South China and is hereinafter referred to as “the Chamber”.

## **ARTICLE II: OBJECTIVES**

The Chamber's objectives are:

1. To promote the development of trade, commerce and investment between Australia and the People's Republic of China ('China').
2. To provide a forum which facilitates investment and business cooperation between Australia and China.
3. To work with organizations in China, Australia and elsewhere on matters of mutual interest.
4. To maintain relations with other Chambers of Commerce and commercial
5. To do all other lawful things as may be incidental or conducive to the attainment of the foregoing objectives.

## **ARTICLE III: MEMBERSHIP**

### Section A: Types of Membership

Membership in the Chamber is open to individuals and entities who share the objectives of the Chamber. There are two categories of membership: voting and non-voting.

### Section B: Members Rights and Obligations

Members have the right to:

1. Attend annual general meetings and extraordinary general meetings of the Chamber;
2. Vote at the meetings;
3. Waive their right to vote; and
4. Supervise work of the Board and other Officers of the Chamber

Members are obligated to:

1. Pay dues and fees as required by the Board under the Chamber's Articles of Association and bylaws; and
2. Comply with resolutions of the Board and decisions made at the general meetings.

## Section C: Determination of Membership

1. The acceptability of any applicant to membership or for change in classification of membership in the Chamber shall be determined by the Board.
2. Applications for membership shall be submitted to the Chamber office together with all required documentation.

## Section D: Membership Dues and Fees

The Board has full discretion to set the amount of membership dues and fees.

## Section E: Proxy and Absentee Voting

### Proxy Voting:

Any eligible voting member may authorize any other member to vote on their behalf at any Annual General Meeting or Extraordinary General Meeting of the Chamber. Notice of such proxy authorization in writing must be received by the Chamber office in advance of the meeting at which such proxy is to be voted.

### Absentee Voting:

Any eligible voting member may vote at any Annual General Meeting or Extraordinary General Meeting of the Chamber by absentee ballot.

The detailed process for proxy and absentee voting shall be set forth in the Bylaws.

## Section F: Resignation and Termination

1. In order to resign from membership with the Chamber, written notice must be given to the Chamber by the member.
2. The Board shall record the resignation of any member in the records of the Chamber; and
3. The Board may terminate the membership of any member for failure to pay fees, or for any other reason in its absolute discretion, as determined by the Board.

## **ARTICLE IV: MEETINGS OF THE CHAMBER**

### Section A: Annual General Meeting

1. An Annual General Meeting will be held no later than the end of December in each year and 28 days advance written notice shall be given to the membership.
2. The business to be conducted at the Annual General Meeting shall include, but not limited to:
  1. Report of the Board;
  2. A report of the current year's accounts to date; and
  3. Nomination and election of the Board.

## Section B: Extraordinary General Meetings

1. Extraordinary General Meetings of the Chamber shall be convened by the Chair by giving no less than 14 days notice, upon:
  1. The direction of the majority of the Board; or
  2. The request of at least 20% of the votes of voting members
2. Any member who wishes to place a related item on the agenda of an Extraordinary General Meeting may do so provided he or she gives notice to the Secretary one week before the meeting is due to be held.

## Section C: Notice

Written notice of the agenda of the Annual General Meeting or of an Extraordinary General Meeting, as relevant, shall be provided to members in advance of such meeting.

## Section D: Quorum

1. The quorum for the Annual General Meeting and for an Extraordinary General Meeting shall be 10% of the votes of the voting members of the Chamber.
2. In the event of there being no quorum present at any such meeting, the meeting shall be adjourned and reconvened at a place, date and time to be appointed, and should the number then present, including absentee and proxy votes, be insufficient to form a quorum, those present shall be considered a quorum.
3. For the purposes of Article IV D1, each absentee vote cast by eligible voting members and received by the Chamber or proxy votes by eligible voting members held by any person attending any meeting will be counted separately in determining whether a quorum exists.

## Section E: Voting

Decisions of the Annual General Meeting and the Extraordinary General Meeting shall be passed by simple majority.

## ARTICLE V: PRIVILEGE TO HOLD OFFICE

Only a voting member representative or nominee representative of a Corporate Member may hold elective office in the Chamber and serve on the Board.

1. The officers of the Chamber shall consist of:
  1. A Chairman (or "Chair");
  2. A Deputy Chair;
  3. A Secretary; and
  4. A Treasurer.

2. The Chair is the authorized spokesperson for the Chamber unless otherwise designated by the Board. The Chair may assign additional members as spokespersons.
3. Duties of Officers:
  1. The Chair shall exercise general supervision over the affairs of the Chamber, represent the Chamber in external relations, and preside over meetings of the Board, the Annual General Meeting, and Extraordinary General Meetings.
  2. The Deputy Chair, in the absence of the Chair, shall temporarily perform the duties of the Chair.
  3. The Secretary shall keep all records, except financial records, of the Chamber, including minutes of all Annual General Meetings, Extraordinary General Meetings, and meetings of the Board. Records kept by the Secretary shall be available for perusal and copying by any member of the Chamber. In the absence of the Chair and Deputy Chair, the Secretary shall temporarily have the same powers and authority as the Chair and Deputy Chair.
  4. The Treasurer shall keep a correct account of all financial transactions of the Chamber. The Treasurer shall also have oversight of the Chamber's compliance with taxation matters. The Treasurer shall present a report on the year's accounts to the membership at the Annual General Meeting. The Treasurer shall close the yearly accounts and provide the Board with a statement of accounts as soon after the year end as possible. In the absence of the Chair, Deputy Chair and the Secretary, the Treasurer shall temporarily have the same powers and authority as the Chair, Deputy Chair and the Secretary.
4. Election of Officers:

The officers of the Chamber or any replacement of the officers of the Chamber shall be elected by the Board by resolution in writing and attached to these Artsicles. Removal and replacement of the Chair, Deputy Chair and/or other Executive Officers of the Board, when required, will be subject to variation of registration with the relevant regulatory authority.

## **ARTICLE VI: BOARD OF DIRECTORS**

1. Members
  1. The Board shall be the highest decision making authority of the Chamber. The Board shall consist of eleven persons, including the four officers listed in Article V. The Chair shall preside over meetings of the Board.
  2. Members of the Board shall be elected at the Annual General Meeting by the voting members of the Chamber.
  3. A member of the Board shall be removed if they are: 1. no longer an employee of a voting Member; 2. The voting member is no longer a

member of the Chamber; or 3. the representative commits a crime in China.

2. Duty of the Board

1. The duty of the Board is to oversee and make policy decisions with respect to the programs sponsored by the Chamber, to make decisions on matters affecting the Chamber and uphold the Articles of Association.
2. The Board shall elect a Chair from its members at its first meeting to be held as soon as practical after the AGM.
3. The Board shall undertake responsibilities within the Chamber as directed by the Chair.

3. Vacancies on the Board shall be handled in the following manner:

1. In the event the Chair is absent for an unbroken period exceeding three (3) months, submits his or her resignation to the Board, no longer has legal capacity or no longer satisfies the qualifications for office set forth in this Articles of Association, then the Deputy Chair shall assume the office of Chair.
2. If the office of the Chair is vacated in the manner described in Section 4 of this Article VI, and the Deputy Chair for any reason is unable or unwilling to assume the office of Chair, then the Deputy Chair shall be deemed to have resigned his or her office and a new Chair and a new Deputy Chair shall be elected by the Board within 14 days, in accordance with election rules of the Chamber in force from time to time.
3. Whenever a new Chair is appointed or elected according to this Article VI, the position of any remaining officers of the Board which remains vacant shall be filled by election by the Board pursuant to Article V, Section 4.
4. Any vacancies on the Board, other than those to be filled by election of the general membership, shall be filled by the Board until the next Annual General Meeting.

4. Quorum:

1. The quorum for a meeting of the Board shall be more than 50% of the members of the Board. In the event of there being no quorum present at a Board meeting, the meeting shall be adjourned and reconvened at a place, date and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.
2. Board decisions may be reached by a show of hands of Board members at a duly convened Board meeting or by means of balloting by teleconference, mail, facsimile, or e-mail.

## **ARTICLE VII: AUDIT**

1. Auditor

An outside, independent, accredited auditing firm shall be retained to audit the Chamber's accounts each year and to present a report upon them to the Board, which report will also

be communicated to the membership. They may be required by the Chair to audit the Chamber's accounts for any period at any date and make a report to the Board.

## 2. Indemnity of Officers

The Chamber indemnifies each member of the Board out of the assets of the Chamber against any liability incurred by the member of the Board in or arising out of the conduct of the business of the Chamber or in or arising out of the discharge of the duties of the member of the Board.

## **ARTICLE VIII: DISSOLUTION**

### Section A: Means of Dissolution

The Chamber shall not be dissolved, except with the consent of not less than 75% of the votes of voting members of the Chamber expressed either in person, or by proxy at an Annual General Meeting or Extraordinary General Meeting convened for the purpose, or by absentee vote.

### Section B: After Dissolution

1. In the event of the Chamber being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chamber shall be fully discharged, and the remaining funds will be devoted to such local charitable organization or organizations as the voting members shall decide.
2. Notice of dissolution shall be given within seven (7) days of the dissolution to the members.

## **ARTICLE IX: BYLAWS**

By simple majority of the voting members of the Chamber present in person or by absentee or proxy vote at the Annual General Meeting or at any Extraordinary General Meeting, or the Board itself, may make, alter, add to and repeal the Bylaws of the Chamber, as long as they do not conflict with the Articles of Association of the Chamber.

## **ARTICLE X: AMENDMENT OF THE ARTICLES OF ASSOCIATION**

No alteration or additions to this Articles of Association shall be made except by passing of an ordinary resolution at an Annual General Meeting or an Extraordinary General Meeting.

Alterations or additions to the Articles of Association, when required, will be subject to variation of registration with the relevant regulatory authority.

## **ARTICLE XI: COMMENCEMENT OF THE ARTICLES OF ASSOCIATION**

These Articles come into effect upon approval by a majority resolution to adopt these articles at a general meeting on November 29, 2014 and are subject to the applicable laws.