



THE CONSTITUTION OF THE AUSTRALIA BANGLADESH BUSINESS COUNCIL

1. NAME OF THE COUNCIL

The name of the Council is The Australia Bangladesh Business Council.

2. OBJECTS OF THE COUNCIL

The Council seeks to foster the friendship and understanding and commercial activities between Australia and Bangladesh and to promote technical, scientific and economic co-operation, trade investment, tourism and cultural relationship between Australia and Bangladesh. Specifically:

- To promote business trade and investment between Australia and Bangladesh
- To lend all possible practical assistance to its members seeking to enter or develop activities in Australian and Bangladesh markets
- To assess and represent its members and their business interests before governments in Dhaka and Canberra, where appropriate
- To co-operate with other organisations with the purpose of furthering its members interest in national or international arena
- To be involved in community development programs, which may include social services, labour/trade union, appropriate technology transfer, health, education and cultural exchanges

3. MEMBERSHIP & ANNUAL CONTRIBUTIONS

Companies, organisations or individuals whose activities and interests are in accordance with the guideline approved from time to time by the Executive Committee shall be eligible for election to membership of the Council.



Each member shall appoint one person to represent it on the Council, and such person shall have the right to appoint an alternate.

Membership of the Council may be classified as follows:

- Corporate Members
- Individual Members
- Life Members

All members are required to adhere to the Council's policies, procedures and codes of conduct as well as any other applicable rules, policies, procedures and manuals.

New Members

Candidates for membership shall make application in writing in a form determined by the Committee and shall lodge the same with the Secretary. The Committee shall have the power to accept or decline any membership application.

A properly constituted Annual General Meeting or Special General Meeting may appoint any corporation or person as a life member of the Council in recognition of services rendered in promoting the interests and objects of the Council.

Nomination Fees and Subscriptions

Nomination fees and subscriptions shall be determined at the Annual General Meeting in each year. Such fees shall be due on the first day in July of each year and payable prior to the Annual General Meeting each year. If such fees are not paid, continuance of membership shall be at the discretion of the Committee.



Any member wishing to resign must do so in writing prior to the first day in July or be deemed liable for the following year's subscription.

Expulsion and Suspension

The Committee may resolve to censor, fine, suspend or expel, or otherwise deal with any member whose conduct in their opinion is injurious to the interests of the Council. The decision of the Committee in any such case shall be final, unless revoked or varied by a special general meeting called for the purpose and held within one month after notice of such decision shall have been delivered.

4. REGISTER OF MEMBERS

A register of members of the Council shall be kept containing the following information:

- i. The full name of the member and alternate member
- ii. The residential address, facsimile number and electronic mail address, if any, of the member
- iii. The category of membership
- iv. The date of admission to and cessation of membership
- v. The date of last payment of the member's annual subscription
- vi. In the case of a Corporate Member, the full name, address, facsimile number and electronic mail address, if any, of its nominated representative and
- vii. Such other information as the Council requires

5. COUNCIL OFFICE BEARERS

The Officers of the Council shall be elected at the Annual General Meeting and shall consist of the following - Chairperson, Vice Chairperson, Secretary, Assistant Secretary and Treasurer. No person shall be an Officer of the Council unless they shall be a financial member or the nominee of a financial corporate member of the Council.



A Patron, who is not an Office Bearer or Committee member, may be appointed at the Annual General Meeting in each year

6. EXECUTIVE COMMITTEE

Composition

The Executive Committee shall comprise the Office Bearers of the Council and not less than two nor more than eight other members whom shall be financial members or the nominee of a financial corporation and elected at the Annual General Meeting.

Term of Office

Each member of the Executive Committee is, subject to this Constitution, to hold office until the second Annual General Meeting following the date of that member's election to the Executive Committee, but is eligible for re-election.

Powers

The Executive Committee shall be responsible for the general management and control of the affairs of the Council and shall have the power to appoint sub-committees and to co-opt any other member to act on such sub-committee. The Chairperson, Secretary and Treasurer shall be ex-officio members of all sub-committees.

Proceedings

Meetings of the Executive Committee shall be held when necessary and seven days' notice in writing shall be given by the Secretary to each member of the Committee. A quorum at meetings shall be not less than 3 of the total number of Committee members present. The Chairperson shall, in addition to his/her deliberative vote, have a casting vote if there is an equality of votes on any matter.

The Secretary shall maintain a record of the proceedings of all meetings.



Vacancies

Should any Committee member not attend three consecutive meetings without leave of the Committee, he or she shall be deemed to have vacated office. Any casual vacancy among the Office Bearers or members of the Committee may be filled by the Committee and the appointee shall hold office until the next Annual General Meeting.

7. POWERS

The powers of the Council are ancillary to and excusable only to pursue the objects.

The organisation has all of the powers of a natural person including those specified by law.

The Executive Committee on behalf of the organisation shall have the power to:

- To purchase, sell, hold, lease or rent real or personal property
- To borrow, raise or secure the payment of money, to secure the repayment of any debt or liability, contract or guarantee
- To invest the money of the Council
- To do all such other things as are incidental or conducive to the objects of the Council
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8. INCOME AND PROPERTY

The income and property of the Council shall be applied solely towards the promotion of the objects of the Council and no portion thereof shall be paid, transferred or distributed directly or indirectly to the members of the Council.



9. GENERAL MEETINGS

Annual General Meeting

The Annual General Meeting shall be held as soon as possible after the close of the financial year and the Secretary shall give not less than fourteen days' notice in writing thereof to members.

The order of business at Annual General Meetings shall be:

- Apologies
- Minutes of previous Annual General Meeting
- Consideration and adoption of Annual Report of Office Bearers
- Consideration and adoption of Financial Statements and Auditor's report
- Election of Council Office Bearers
- Election of Executive Committee members
- Appointment of Auditor and fixing of the Auditors Remuneration
- General business

Special General Meetings

A Special General Meeting shall be called by the Secretary whenever directed by the Committee, or on a written requisition signed by not less than twenty-five per cent of the financial members of the Council. Notice in writing of all such general meetings of the Council shall be posted to members at least seven days prior to the meeting. Such notice shall set out the business to be transacted at the meeting, and discussion shall be restricted to the matters set out in the notice of meeting.



Proceedings

The Chairperson of the Council, or failing him/her, a member elected by the meeting shall chair all general meetings.

A quorum for all general meetings shall be not less than twenty-five per cent of the financial members of the Council. In the instance of equality of votes, the Chairperson shall have a casting vote in addition to his deliberative vote.

The Secretary shall maintain a record of the proceedings of all general meetings.

10. FINANCE

The financial year of the Council shall commence on the first day of July in each year.

11. VOTING

At every general meeting a member shall be entitled to one vote.

A member is not entitled to vote at a general meeting if the annual subscription of the member is more than one (1) month in arrears at the date of the meeting.

All payments by or on behalf of the Council shall first be passed for payment by the Committee, and all cheques drawn in the name of the Council shall be signed by any two of the Chairperson, Secretary and Treasurer.

The Statements of Income and Expenditure and Balance Sheet of the Council shall be audited at the end of each year, and the Auditor who shall not be a member of the Committee shall be elected at the Annual general Meeting.



12. ALTERATION OF THE CONSTITUTION

This shall be the only Constitution of The Australia Bangladesh Business Council and shall not be altered, varied, added to or repealed unless a minimum two-thirds of financial members present at an Annual General Meeting or at a meeting specifically convened for that purpose are in favour of such alteration, variation, addition or repeal.

13. DISSOLUTION

If and when the Council shall be dissolved and upon the winding up of its affairs, all the property and assets of the Council remaining after all debts and liabilities of the Council shall have been paid or discharged in full, shall become and remain the property of a charitable organisation determined by the financial members at an Annual General Meeting or at a meeting specifically convened for dissolution purposes.

14. ADVISORY BOARD

Composition

i A person nominated as a candidate for membership of the Advisory Board:

- must be a person of good character and integrity;
- must not be an undischarged bankrupt; and
- must meet any other conditions for being a member of the Advisory Board, as adopted by the Executive Committee.

ii The Executive Committee may from time to time appoint new members of the Advisory Board provided that the total number of such members shall not exceed five.



- iii The members of the Advisory Board shall hold office until the second Annual General Meeting following the date of that member's appointment, but is eligible for re-election.

Responsibilities

The responsibilities of the Advisory Board shall be:

- to provide advice on the governance of the Council;
- to provide advice on the strategic direction of the Council;
- to assist the Executive Committee to establish a programme of activities for their term based on the then current strategic business plan; and
- to monitor progress against that programme.

Cessation of membership of the Advisory Board

- i. A person ceases to be a member of the Advisory Board if that person:

- dies;
- resigns by giving one month's notice in writing to the Executive Committee;
- becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- is removed from office;
- becomes a mentally incapacitated person;

- is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 6 months; or



- is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001*.
- ii The Council in general meeting may by special resolution remove any member of the Advisory Board after inviting the views of the member concerned.

Meetings and quorum

- i Subject to this Constitution, the Advisory Board is to make its own rules about the way its meetings are conducted.
- ii A quorum at meetings of the Advisory Board shall be constituted by 2 members.
- iii Questions arising at a meeting of the Advisory Board are to be determined by a majority of the votes cast by the members present and entitled to vote at the meeting.
- iv Each member of the Advisory Board present at a meeting of the Advisory Board is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.