

# **AUSTRALIAN TAMIL CHAMBER OF COMMERCE INC**

## **CONSTITUTION** **24<sup>th</sup> November 2024**

***“To formulate and facilitate quality business to business networking and opportunities to benefit the Australian Tamil commerce community”***

# AUSTRALIAN TAMIL CHAMBER OF COMMERCE INC (ATCC)

## CONSTITUTION

ARTICLE 1 - NAME AND OBJECT	
<b>Section 1.</b>	The name of this organization shall be The Australian Tamil Chamber of Commerce Inc. {hereinafter referred to as "ATCC" and/or the "Chamber"}.
<b>Section 2.</b>	<ul style="list-style-type: none"><li>• ATCC shall be the nexus of the Tamil business community in Australia. It shall develop and foster entrepreneurship and community engagement by:</li><li>• providing members with a forum to network, share ideas and experiences in order to promote mutual business success;</li><li>• supporting emerging enterprises and entrepreneurs through networking, seminars, workshops and conferences;</li><li>• recognizing and promoting the success and contributions of Australian Tamil;</li><li>• promoting charitableness and volunteerism in the community; and</li><li>• facilitating and strengthening opportunities for members in the field of trade and commerce, locally, nationally and globally.</li><li>• Guiding and supporting Australian Tamils to become responsible citizens of Multicultural Australia</li><li>• Working with the greater Australian community to support community development &amp; entrepreneurship</li></ul>
<b>Section 3.</b>	<ul style="list-style-type: none"><li>a) ATCC shall be non-profit and charitable in nature and shall not carry on for profit or gain to its individual members;</li><li>b) ATCC shall be non-sectional and non-sectarian, and shall not lend its support to a candidate for public office, a political party and/or political organisation;</li><li>c) ATCC shall promote the businesses of its members and explore opportunities for its members without bias or partiality.</li></ul>
ARTICLE 2 – INTERPRETATION	

<b>Section 4.</b>	This constitution shall be interpreted in the best interest of the Chamber in a manner that respects and promotes openness, transparency, and democratic values.
<b>Section 5.</b>	This constitution shall be applied effective the date of passage of the constitution.
<b>Section 6.</b>	Wherever the words "the Chamber" occur in this constitution, they shall be understood to mean "The Australian Tamil Chamber of Commerce Inc." as a body.
<b>Section 7.</b>	Wherever the words "The Board of Directors" or "Board" occur in this constitution, they shall be understood to mean "The Board of Directors of the Australian Tamil Chamber of Commerce Inc - ATCC".
<b>Section 8.</b>	Wherever the words "Member in good standing" in referenced in this constitution, it shall be understood to mean that the person is current in his/her membership dues.
<b>ARTICLE 3 – MEMBERSHIP</b>	
<b>Section 9.</b>	<p>The Chamber shall have the following categories of membership and voting legibility at members meeting:</p> <ul style="list-style-type: none"> <li>a) Founding Membership – 1 vote</li> <li>Ordinary Membership –1 vote</li> <li>Lifetime membership – 1 Vote</li> <li>Associate Membership – no vote</li> <li>Corporate Membership – no vote</li> <li>Student Membership – no vote</li> <li>b) Founding membership belongs to the members who were involved in the formation of the Chambers.</li> <li>c) Ordinary and Lifetime membership shall be open to individuals, who identify as Tamils or of Tamil origin.</li> <li>d) Associate Membership is open to all individuals.</li> <li>e) Corporate membership shall be open to any legal entity (Partnership, Corporation etc.) engaged in business.</li> <li>f) Upon application, Student membership shall be given to individuals who have a valid Student Identification and attending university following any tertiary studies. Student membership shall be limited to 3 years for any person. Student members, who are exempt from membership fees, shall not have voting rights at the members meeting and not entitled to hold position of a director/officer of the Board of Directors of the Chamber.</li> </ul>

<p><b>Section 10.</b></p>	<p>a. Any person or organization with interest in business may apply for Associate or Corporate membership (other than for Founding Membership) in the Chamber any time by submitting an application, along with the requisite fees to any member of the Board of Directors or staff. The Board shall approve or reject the membership request within 30 days of receipt of the application. In the event the Board rejects a membership applicant, then it shall provide written reasons for the rejection within 10 days of the Board meeting.</p> <p>b. No one shall be denied membership in the Chamber based on any prohibited grounds of discrimination.</p> <p>c. Members outside Australia are also permitted to obtain the membership as Associate and Corporate.</p> <p>d. Members from ATCC interstate can transfer their membership.</p>
<p><b>Section 11.</b></p>	<p>A member may at any time withdraw from the Chamber by giving written notice to the Vice President - Membership of the Chamber, and upon discharging any lawful liability which is standing upon the books of the Chamber against the member at the time of such notice.</p>
<p><b>Section 12.</b></p>	<p>The Board reserves the right to expel an individual or organization from membership if, in the opinion of the Board of Directors, the conduct of the member is detrimental to the character of the Chamber. Two thirds of the Board members in attendance at a meeting are required to carry out such expulsion of membership. A member cannot be expelled based on any prohibited grounds of discrimination. An individual or the organization who is the subject of the expulsion shall receive notice of the Board meeting in which the decision to expel is to take place, and shall be given the opportunity to present to the Board.</p>
<p><b>Section 13.</b></p>	<p>Membership shall not be transferable and shall automatically cease upon the death of an individual or if an organization ceases to operate.</p> <p>Annual membership shall automatically cease upon failure to make the renewal payment or by notifying the Chambers of their decision not to renew their membership.</p>

**ARTICLE 4 - DUES AND ASSESSMENTS**

**Section 14.**

The dues payable by members of the Chamber shall be determined, from time to time, by the Board of Directors.

**Section 15.**

A member withdrawing from the membership or is expelled from the membership shall forfeit all rights to any return of fees paid and remains liable for any outstanding fees or changes due from the time of termination.

A member who withdraws or expelled from the membership must refrain from using or directly benefitting from any privileges or services associated with the membership from the time of the termination.

**ARTICLE 5 - OFFICERS AND BOARD OF DIRECTORS**

**Section 16.**

- a) The Following positions will comprise the Chamber’s Board of Directors
  - I. President
  - II. Executive Vice President
  - III. Vice President - Internal Affairs and Membership
  - IV. Vice President - Finance
  - V. Vice President - Marketing
  - VI. Vice President - Community Relations
  - VII. Vice -President – Inter State and International Relations, and
  - VIII. 7 other Board members shall be elected from the membership each year at the Annual General Meeting.
- b) They shall remain in office for a period of one year or until their successors are elected, but no such officer or member of the Board of Directors, shall hold the same office for more than two years in succession. The immediate past President shall be an ex-officio member of the Board of Directors without voting privileges until such time he/she ceases to be the immediate Past President.

**Section 17.**

- a. All nominations shall be processed by the Nominating Committee, which shall be appointed by the members during the preceding quarterly meeting prior to the Annual General Meeting.
- b. The Nominating Committee shall ensure that nominees are eligible and for the nominated position to be held by the nominee.
- c. The Nominating Committee is responsible for conducting the election of the Board of Directors, in accordance with the Constitution and proper democratic conventions.
- d. All nominations shall be submitted in writing in the specified form and shall be sent to the Nomination Committee at least 14 days prior to the Annual General Meeting.
- e. The nominees to the Board receiving the highest number of votes shall be elected to a one year term. In such an event, the election for such position shall be decided by vote at the Annual General Meeting.

<p><b>Section 18.</b></p>	<p>Any nominee to the Board of Directors shall be a member in good standing for at least six (6) months prior to the election.</p> <p>No person shall be qualified to stand for election to the Board of Directors if:</p> <ul style="list-style-type: none"> <li>○ He or she is not a voting member of the Chamber;</li> <li>○ He or she is not a designated voting representative of a Chamber member which is an organization;</li> <li>○ He or she is under 18 years of age;</li> <li>○ He or she is of unsound mind and has been so found by a court in Australia or elsewhere;</li> <li>○ He or she is not representing themselves as an individual</li> <li>○ He or she is holding the office of Past President on the Board of Directors in the current fiscal year;</li> <li>○ He or she is a current member of the advisory panel;</li> <li>○ He or she holds public elected office at municipal, provincial or federal level;</li> <li>○ He or she is an un-discharged bankrupt;</li> <li>○ He or she is criminally convicted for which a pardon has not been received.</li> </ul>
<p><b>Section 19.</b></p>	<p>19.1 Persons nominated for the post of President shall have served on the Board for at least 2 years at any point in the Chamber's history.</p> <p>19.2 However, when there are no Persons to comply with the above section 19.1, On an exceptional basis the Chamber could appoint a Person who had served on the Board for 1 year, subject to the following conditions:</p> <ul style="list-style-type: none"> <li>○ The Person should have been involved and supported the Association's activities for more than 2 years</li> <li>○ Should have been either Executive Vice President or Vice President for a minimum of 1 year.</li> <li>○ Attended a minimum of two-thirds of the Committee meetings.</li> </ul>
<p><b>Section 20.</b></p>	<p>Term of the President, Executive Vice President, Vice President - Internal Affairs, Vice President – Finance, Vice President - Membership and Vice President - Community Relations shall be limited for a period of two (2) years on a consecutive basis. There shall be a cooling off period of at least two (2) years before being nominated to any of the same positions.</p>

<b>Section 21.</b>	The maximum term to a Board Member on a continuous basis is limited to six (6) years. A minimum of at least two (2) years shall pass before he or she is nominated to serve on the Board again.
<b>Section 22.</b>	Current members of the Advisory Panel are ineligible for nomination to the Board of Directors. A minimum of one (1) year shall pass before any member of the Advisory Panel is eligible for nomination to the Board.
<b>Section 23.</b>	<p>Board of Directors shall</p> <ul style="list-style-type: none"> <li>• be responsible for management and operations of the Chamber in accordance with the constitution, by-laws and policies that may be passed time to time and other applicable government regulations;</li> <li>• act in good faith in the best interests of the Chamber when carrying out their duties and will not act in any way to promote their own or associates' business activities using their position in the Chambers;</li> <li>• contribute constructively to the discussions of the Board and support the decisions of the Board as a group regardless of their personal viewpoint once the Board decision is made;</li> <li>• exercise due care, diligence and skill of a reasonably prudent person, in exercising their powers and carrying out their duties as a director;</li> <li>• shall take active part in at least one project during a fiscal year;</li> <li>• Shall be in good standing as per section 18.</li> </ul>
<b>Section 24.</b>	Where a member of the Board of Directors dies, resigns office, or meet obligations as per section 18 or section 23, or is absent from three consecutive meetings without satisfactory explanation to the Board of Directors, the Board of Directors may, at any meeting thereof, nominate a member to a be a member of the Board of Directors in place of the member who had died, resigned, or is absent. The member so nominated by the Board of Directors shall be appointed by the majority of the members present at the general meeting.
<b>Section 25.</b>	Any Officer or Board member may be suspended from office or have their tenure of office terminated if, by a vote of two thirds of the Board members present at a meeting, such Board member is deemed to be grossly negligent in the performance of their duties., However, any Officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting. Notice of such an appeal should be first sent to the Board.



<b>Section 26.</b>	The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Australia, the Government, or others as it may determined, or as may be required by vote of a majority of members of the Board present at any Board meeting.
<b>Section 27.</b>	The Board of Directors shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-Law of the Chamber.
<b>Section 28.</b>	Any six (6) or more members of the Board, including 3 office bearers, lawfully met, shall be a quorum, and a majority of such quorum may do all things within the powers of the Board.
<b>Section 29.</b>	The Board of Directors or, at its request, the President may appoint Committees consisting of members of the Board of Directors or of the Chamber or others, to examine, consider, and report under any matter to take such action as the Board of Directors may request, except the Nomination Committee.
<b>Section 30.</b>	The Board of Directors may suspend any Chairperson of a committee from office or have their office terminated for just cause. Any committee may be terminated by the Board of Directors.
<b>Section 31.</b>	No paid employee of the Chamber shall be a member of the Board of Directors. Board of Directors of the Chamber shall receive no remuneration for services rendered but any reasonable expenses incurred on behalf of the Chamber by a Director, with the pre-approval of the Board, may be reimbursed by the Chamber.
<b>Section 32.</b>	No public pronouncements in the name of the Chamber may be made unless authorized by the Board of Directors.

The President or one of the Vice Presidents shall preside over all meetings of the Chamber and Board of Directors. In the absence of any of these Officers, the meeting shall appoint a Chairperson pro temp.

- a) The President shall regulate the order of business at such meetings, receive and propose motions, and provide members present at the meeting with information of particular concern to the Chamber. The President shall, with the Vice President Internal Affairs, sign all papers and documents requiring signature on behalf of the Chamber unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.
- b) Executive Vice President shall lead and coordinate all networking events and lead the Board in the absence of the President.
- c) The Vice President Finance shall be the treasurer of the Chamber. He/she shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a recognized financial institution selected by the Board of Directors. The Vice President Finance shall be responsible for the accurate record keeping of membership dues and the collection of such funds in a timely manner. Out of such funds, the Vice President Finance shall pay amounts approved by the Board of Directors, shall keep a regular account of the income and expenditure to the Chamber, and submit an audited statement thereof for presentation to the Annual General Meeting of the Chamber.
- d) The Vice President Finance, the President and the Executive Vice President shall have signing authority. In the event that anyone of them is unable to be the signing authority, the Board of Directors shall designate another person to be the signing authority. Two of the three signing officers shall sign all notes, drafts and cheques. The Vice President Finance shall be responsible for the delivery of the Audited Financial Statements for the preceding Fiscal Year. The Vice President Finance shall deliver a budget to the Board of Directors for approval within the first 60 days of taking office. Vice President Finance shall provide a finance report comprising a Budget to Actual at each quarterly meeting.
- e) The Vice President - Internal Affairs and Membership shall be responsible for keeping the records of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents, and shall perform all such other duties as properly appertain to the office. The Vice President - Internal Affairs and Membership shall, with the President, sign and, when necessary, seal with the seal of the Chamber of which they shall have custody, all papers and documents requiring signature or execution on its

**Section 33.**

behalf. The Vice President - Internal

Affairs and Membership shall maintain an accurate record of the proceedings of the Chamber.

In addition, the Vice President Internal Affairs and Membership shall be responsible for the development of new members/retention of existing members of the Chamber. The Vice President Internal Affairs and Membership shall ensure proper communication with the membership of the Chamber by releasing timely newsletters, and other creative means of keeping the members abreast of the activities of the Chamber. The Vice President Internal Affairs and Membership shall deliver a plan for the development of new members/retention of existing members of the Chamber to the Board for Directors for approval within the first 60 days of taking office.

and of the Board of Directors. At the expiry of their term of office, the Vice President - Internal Affairs shall deliver to the Chamber all books, papers, and other property of the Chamber.

- e) Vice President Community Relations shall be responsible for developing alliances with other organizations and groups that cater to the objectives of the Chamber. All new alliances shall be subject to Board approval. The Vice President Community Relations shall deliver proposed community engagements for the year to the Board for Directors for approval within the first 60 days of taking office.
- f) The Vice President Marketing - shall be responsible for marketing, and social media activities. He is responsible for building and improving the brand image of ATCC and leading the design and procurement of all merchandising materials. The Vice President Marketing shall deliver a plan for the marketing and budget to the Board for Directors for approval within the first 60 days of taking office.
- g) The Vice President Interstate and International Relations shall be responsible for attending inter-state committee meetings, involves overseeing and managing relationships including policies between different states and overseas chambers. The key responsibilities is developing and implementing policy, diplomatic engagement, interstate coordination, crisis management and trade and economic relations.
- h) At each Quarterly Meeting and at the Annual General Meeting, the President shall deliver a report summarizing the activities of the Chamber for the immediate past quarter including but not limited to community engagements, membership development/retention.
- i) Board of Directors
  - I. shall have the same powers as the office bearers at directors meetings and shall actively support the office bearers in carrying out their defined roles
  - II. Shall be considered for any position of the office bearers in an event such position become vacant prior to seeking a candidate outside of the existing Board.
- j) All members of the Chambers are required to conduct themselves with honesty, transparency and fairness in all dealings related to the Chambers. They must treat all individuals with respect and courtesy, avoiding any form of discrimination, harassment and intimidation. Confidentiality should be maintained of sensitive information acquired through their role.

**ARTICLE 6 – MEETING**

**Section 34.**

The Annual General Meeting of the Chamber shall be held after the month of June in each calendar year at the time and place determined by the Board of Directors. At least 21 days notice of the Annual General Meeting shall be given. By motion at the Annual General Meeting, actions of the Board of Directors or President undertaken on behalf of the Chamber may be ratified.

<b>Section 35.</b>	<p>Regular General Meetings of the Chamber shall be held quarterly (once in three months) at the time and place designated by the Board of Directors. At least 14 days notice of such meetings shall be given.</p> <p>In the event that a board member is unable to attend a general meeting, they are required to submit a formal written apology to the board stating the reasons for their absence. The apology should be provided at the earliest opportunity, preferably prior to the meeting, and it will be recorded in the meeting minutes. Repeated non-attendance without sufficient cause may be subject to review by the board and may lead to termination by the board.</p>
<b>Section 36.</b>	<p>Special General Meetings of the Chamber may be held at any time when summoned by the President, requested in writing by any three members of the Board of Directors, or any ten members of the Chamber. At least 7 days notice of such meetings shall be given. Anyone seeking a Special General Meeting shall specify the purpose of the meeting in writing, and provide any written resolutions to be proposed at the meeting, along with the notice of the meeting.</p>
<b>Section 37.</b>	<p>The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber. A meeting of the Directors may be held by teleconference or another suitable communication system that allows the Directors to participate simultaneously if all directors' consent is required.</p>
<b>Section 38.</b>	<p>Notice of all meetings, except Special General Meetings, naming the time and place of assembly shall be given by the Vice President Internal.</p>
<b>Section 39.</b>	<p>Notice of the meeting to the members shall be sent by electronic mail to the last known e-mail address of each member unless a member request in writing to the Vice President - Internal Affairs to send the notification for the members meeting by regular mail - In which case, notice of the meeting shall be sent by regular mail only to those who have made such a request.</p>
<b>Section 40.</b>	<p>At any annual or general meeting 20 members who are eligible to vote shall be a quorum and, unless otherwise specifically provided. Only members who have paid their annual membership are eligible to vote.</p>

<b>Section 41.</b>	Minutes of the proceedings of all general and Board of Director meetings shall be entered in books to be kept for that purpose by the Vice President – Internal Affairs. The minutes of the Board of Directors meeting shall be forwarded to the Advisory Panel within 21 days of the related meeting
<b>Section 42.</b>	Minutes of the general meetings, annual general meetings and special meetings shall be forwarded to the members within 21 days of the said meeting and shall be presented for members' approval at the next members meeting.

<b>Section 43.</b>	The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
<b>Section 44.</b>	All books of the Chamber shall be open at all reasonable hours to any member of the Chamber free of charge.
<b>ARTICLE 7 - VOTING RIGHTS</b>	
<b>Section 45.</b>	<p>a) Every Founding, Ordinary and Lifetime member in good standing represented at any general meeting/annual general meeting in person shall be entitled to one vote providing that the vote of corporation, or partnership, member shall in each such case, be assigned to individuals.</p> <p>b) Student members shall not have voting privileges at the members meeting.</p>
<b>Section 46.</b>	<p>Voting at Board meetings shall be by roll call. Voting at general meetings/annual general meetings shall normally be by show of hands, except voting for elections which shall be by a secret ballot.</p> <p>Voting via Zoom/ Teams/online is also acceptable, if permitted by Board.</p> <p>If a member is unable to attend, they can nominate a Proxy on their behalf.</p>
<b>Section 47.</b>	The presiding officer shall vote only in the case of a tie.
<b>Section 48.</b>	Motions shall be carried at any Board or general meeting by a simple majority vote of those present except where other than a simple majority is specifically required in this constitution.
<b>ARTICLE 8 - POLICIES AND PROCEDURES</b>	
<b>Section 49.</b>	The Board may invoke policies and procedures as required from time to time with a simple majority of the Board members present. Such policies and procedures as passed shall be binding on the organization, until it is either amended or revoked by the Board. For greater certainty, this section does not give any power to the Board of Directors to amend this constitution for which reference shall be made to the Article 20.
<b>ARTICLE 9 – AFFILIATION</b>	



**Section 50.**

The Chamber, at the discretion of the Board of Directors, shall have power to affiliate or revoke its membership with other any other organization, whose mandate is similar to the ATCC, in which membership may be in the interest of the Chamber.

	<b>ARTICLE 10 - FISCAL YEAR</b>
<b>Section 51.</b>	The Fiscal Year of the Chamber shall commence on the first day of July 1 and run to June 30th in each year.
	<b>ARTICLE 11 – AUDITORS</b>
<b>Section 52.</b>	A licensed Public Accountant shall be appointed as auditors by the members present at the Annual General Meeting, and they shall audit the books and accounts of the Chamber at least once in each year.
<b>Section 53.</b>	The audited financial statement shall be presented by the Vice President Finance at each Annual General Meeting, and at any other time required by the Board of Directors.
<b>Section 54.</b>	The Board of Director shall invite the Auditors to the Annual General Meeting where approval of the audited financial statements is sought from the members.
	<b>ARTICLE 12 – PROCEDURE</b>
<b>Section 55.</b>	Parliamentary procedure shall be followed at all general and Board meetings in accordance with "Robert's Rules of Order*". <i>A handbook for running meetings effectively and efficiently, based on the procedures used in the British parliament. The principles included in the handbook are applicable to any decision-making organization, from Congress to community club committees. The handbook sets the guidelines for such issues as leading debates; recognizing speakers; defining the role of the chair and other officers; proposing, seconding, and voting on motions; and writing and amending constitutions and bylaws.</i>
	<b>ARTICLE 13 – INDEMNITY</b>
<b>Section 56.</b>	The Directors and Officers of the Chamber shall be indemnified and saved harmless out of the assets and profits of the Chamber from and against actions, costs, charges, losses, damages and expenses which they or any of them or any of their heirs, executors and administrators shall or may incur or sustain or by reason of the performance of their duty as a Director or an Officer except when such a Director or Officer shall incur or sustain as a result of his or her failure to act honestly and in good faith, as determined by the Board, with a view of the best interests of the Chamber.
	<b>ARTICLE 14 - INSURANCE FOR DIRECTORS AND OFFICERS</b>
<b>Section 57.</b>	The Chamber shall purchase and maintain errors and omissions insurance (Professional Indemnity) for the benefit of a Director or Officer of the Chamber.

<b>ARTICLE 15 - ADVISORY PANEL</b>	
<b>Section 58.</b>	At the first Board Meeting of the newly elected Board, it shall appoint five (5) to seven (7) persons to an Advisory Panel to guide the Chamber. The members of the Advisory Panel shall be appointed for not more than three (3) years in succession. The Advisory Panel members shall have distinguished him/herself in the community.
<b>Section 59.</b>	Members of the Advisory Panel can attend the Board meetings. Members of the Advisory Panel shall not have voting powers at Board meetings.
<b>Section 60.</b>	Members of the Advisory Panel shall have voting powers at general meetings in the capacity of a regular member who is in good standing.
<b>Section 61.</b>	<p>Advisory Panel should meet with the Board of Directors at least twice a year.</p> <p>Roles of Advisory Panel:</p> <ul style="list-style-type: none"> <li>○ Provide input to the Chamber's strategy;</li> <li>○ Provide guidance to the Board as deemed necessary;</li> <li>○ Participate in the review and development of policies and programs consistent with the mandate of the Chamber;</li> <li>○ Panel may be consulted on significant matters/decision</li> </ul>
<b>ARTICLE 16 - NOMINATION COMMITTEE</b>	
<b>Section 62.</b>	<p>A Nomination Committee of not less than three (3) persons shall be appointed at the last quarterly meeting prior to the elections by the Members in good standing. No person shall be qualified for Nomination Committee if he or she is:</p> <ul style="list-style-type: none"> <li>• Contesting in an election; or</li> <li>• Member of current Board of Directors; or</li> <li>• Member of the current Advisory Panel</li> </ul>
<b>ARTICLE 17 – COMMITTEES</b>	
<b>Section 63.</b>	<p>The Board of Directors shall appoint committees except Nomination Committee, as deemed appropriate for any specific task.</p> <ol style="list-style-type: none"> <li>a) The Committee shall provide a report to the President on a regular basis.</li> <li>b) Any board member may be the Chairperson of the Committee.</li> <li>c) No Committee member can make public statements without the</li> </ol>

approval of the Board

#### **ARTICLE 18 - CONFLICT OF INTEREST**

Directors, officers and members of Advisory Panel of the Chamber shall disclose their conflict of interest or potential conflict of interest to the Board of Directors on a timely basis.

**Section 64.**

- a. The Board of Directors shall not use their position for any personal or monetary gain.
- b. The Board of Directors shall not act in any manner in public that may discredit the Chamber.
- c. The Board of Directors shall disclose to the Board in writing at the Board meeting, any business relationship between them and the Chamber.
- d. The President attending or speaking at any public event, meeting with government officials both in Australia and abroad, and other organizations in his or her capacity as the President of the Board shall inform other members of the Board about his or her participation prior attending or participating at any such event. Having informed the members of Board, the President shall be able to attend or speak as referred above unless objected to by a majority of the Board of Directors.

#### **ARTICLE 19 - RESTRICTED FUNDS**

**Section 65.**

- a) The Board of Directors may set-aside Chamber funds for a specific purpose. Such decision of the Board requires approval by majority of the members in good standing present at the general/annual meeting. The funds so set aside shall only be used for a specific purpose.
- b) In the event that the purpose for which funds were set aside is no longer feasible or not in the best interest of the Chamber, the Board of Directors shall transfer the restricted funds to the general funds of the Chamber. Such a decision of the Board requires approval by a majority of the members present at the general/annual meeting.

#### **ARTICLE 20 - AMENDMENTS TO THE CONSTITUTION**

<b>Section 66.</b>	Any provision of this constitution shall only be amended by 2/3 of the Ordinary or Lifetime members present at the general meeting together with the simple majority of the Founding Members, provided notice of such amendment was proposed and seconded at the previous Board meeting.
<b>ARTICLE 21 – DISSOLVING THE CHAMBER</b>	
<b>Section 67.</b>	On the 2/3 majority decision of the board, the Chamber shall call a special meeting to proceed with the dissolution of the Chamber.
<b>Section 68.</b>	<p>a) On the winding up or dissolution of the Chamber, after satisfying all debts and liabilities, the surplus assets must be given to a suitable charitable entity operating in the Tamil speaking region of South Asia determined by a joint resolution, by 2/3 of the Ordinary and Lifetime members of good standing and a simple majority of the Founding Members.</p> <p>b) The Chamber shall not make any distributions to its members.</p>
<b>ARTICLE 22 – DISPUTE RESOLUTION</b>	
<b>Section 69.</b>	<p><b>Dispute resolution</b></p> <p>(a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and one or more members, one or more directors and the Chambers.</p> <p>(b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 12 until the disciplinary procedure is completed. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it. If those involved in the dispute do not resolve, they must within 10 days tell the directors about the dispute in writing; agree or request that a mediator be appointed; and attempt in good faith to settle the dispute by mediation.</p> <p>(c) The mediator must be chosen by agreement of those involved in the dispute; or where those involved do not agree for disputes between members, a person chosen by the directors; or for a dispute between directors, a person chosen by the President or if the President is a party to the dispute, the directors shall nominate an independent person within the company to select a panel of mediators. The directors will then vote by show of hands to nominate the mediator. A mediator chosen by the directors may be a member or former member of the company; must not have a personal interest in the dispute; and must not be biased towards or against anyone involved in the dispute. When conducting the mediation, the mediator must: allow those involved a reasonable chance to be heard; allow those involved a reasonable chance to review any written statements;</p>

ensure that those involved are given natural justice; and not decide on the dispute.

### **Disciplining members**

- (a) In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the company if the directors consider that the member has breached this constitution; or the member's behavior is causing, has caused, or is likely to cause harm to the Chambers.
- (b) At least 14 days before the directors' meeting at which a resolution will be considered, the Vice President Inter Affairs must notify the member in writing, that the directors are considering a resolution to warn, suspend or expel the member; that this resolution will be considered at a directors' meeting and the date, time and place of that meeting; what the member is said to have done or not done; the nature of the resolution that has been proposed; and that the member may provide an explanation to the directors, and details of how to do so. Before the directors pass any resolution under clause 12, the member must be given a chance to explain or defend themselves by sending the directors a written explanation before that directors' meeting; and/or speaking at the meeting.
- (c) After considering any explanation the directors may:
  - I. take no further action;
  - II. warn the member;
  - III. suspend the member's rights as a member for a period of no more than 12 months;
  - IV. expel the member;
  - V. refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only decide that the directors could have made under this clause); or
  - VI. require the matter to be determined at a general meeting.
- (d) The directors cannot fine a member.
- (e) The Vice President Inter Affairs must give written notice to the member of the decision as soon as possible.
- (f) Disciplinary procedures must be completed as soon as reasonably practical.
- (g) There will be no liability for any loss or injury suffered by the member because of any decision made in good faith under this clause.