

# Australian Chamber of Commerce Lao PDR Constitution

## General & Name

1.1 The organisation shall be called the Australian Chamber of Commerce Lao PDR (Austcham Lao), hereinafter referred to as The Association.

1.2 The Association shall operate as a nonprofit, unincorporated organisation authorised by the Ministry of Foreign Affairs of the Lao PDR and administered by the Lao National Chamber of Commerce and Industry.

1.3 The Association shall have its main place of business in Vientiane. Objectives and activities

2.1 (Mission Statement) The Association will bring together Australian and New Zealand businesses and individuals living and working in Laos in order to promote their mutual interests

2.2 (Core Objectives) The Association will achieve this objective by: Providing social and networking opportunities for members Bringing together a wide variety of business interests and government counterparts; Delivering quality services to its members; Representing the interests of members in local forums; and Playing a leading role in uniting the local expatriate community.

2.3 (Activities) Activities shall include, but not be limited to: Networking and social events; Promoting the advancement of Australian and New Zealand business interests in Laos; Providing appropriate guidance to new Australian and New Zealand business entrants; Where appropriate, representing interests of members at government and nongovernment forums; and Conducting meetings, as required by this Constitution.

## Logo

3.1 The logo of Austcham Lao PDR is as depicted hereunder



## Membership

4.1 (Qualification) Full Membership of The Association is available to any person: Who is an Australian or New Zealand citizen engaged in business and/or residing in Laos; or Who is interested in doing business with Australian or New Zealand companies; Who is an employee of the Australian or New Zealand Embassies; or Whose application is approved by the board

4.2 Associate Membership of The Association is available to any person: Whose application is approved by the Board

4.3 (Admission) All members notifying their interest to participate in The Association will be granted membership on inauguration of The Association. After inauguration, written applications for membership of The Association must be submitted to a member of The Board for vetting and they shall raise any concerns regarding qualification for membership with The Board. Membership will become effective from the date of approval by the Board; however a Member's membership shall lapse unless the appropriate Annual Membership Fee is paid to The Association within 30 days of the date of approval.

4.4 (Obligations) Members of The Association shall actively participate and, where appropriate, assist in the activities of The Association and shall pay an Annual Membership Fee.

4.5 (Cessation) Membership of The Association will be cancelled for any of the following reasons:

- The member requests cancellation in writing;
- The Board in its absolute discretion writes to the member advising of the cancellation of membership and refunds the Annual Membership Fee in full;
- The Member's Annual Membership Fee remains unpaid after 90 days of its being due for payment.

4.6 (Membership Rights) Each individual or business which holds a full membership is entitled to one vote at a meeting of The Association.

4.7 (Associate Membership Rights) Associate Members may participate in all activities of the association except vote at a meeting of The Association.

4.8 (Corporate Sponsorship Rights) Corporate Sponsors have the rights as agreed with The Board and amended from time to time.

4.9 (Life Members) The Board may put forward individual people for Life Membership at each Annual General Meeting. Life Members are entitled to all of the rights of Full Members but are not required to pay the Annual Membership Fee.

4.10 (Honorary Members) The Board may put forward individual people for Honorary Membership at each Annual General Meeting. Honorary Members are not entitled to vote at meetings of The Association and are not required to pay the Annual membership fee.

### **Applications for Membership**

5.1 (Applications) Applicants for membership must submit an application in the form prescribed from time to time stating the information required.

5.2 An application for membership must be approved by The Board. Applications will be accepted where:

1. The application is approved by a simple majority of board members present at the first scheduled meeting of The Board after the application was lodged.
2. The application is emailed to all board members and no objections are received by The Secretary.

If an application is approved under 5.3 b, it must be ratified by The Board at a subsequent meeting in order for the membership to be made permanent.

5.3 Applicants should submit their application accompanied by the Annual membership Fee. If accepted for membership, applicants shall be notified within thirty days. The applicant shall become a Member on the date the application is approved by The Board. Should the application for membership not be successful, the Annual Membership Fee shall be returned.

### **Cancellation of Membership**

6.1 (No Refund of Annual Membership Fee) Members who request that their membership be cancelled must notify The Association in writing. Pro-rata reimbursement of fees paid will not be permitted.

### **Annual Membership Fee**

7.1 (Fees) The Annual Membership Fee will be reviewed and if necessary adjusted by the board on an annual basis.

7.2 The Board may amend the membership fee by a simple majority vote of those present at a Board meeting.

7.3 Members joining after the date for renewal of memberships are required to pay a pro-rate adjusted membership fee. The pro-rata fee will be calculated on the basis of the number of months remaining until the date for all membership renewals. Where a member joins part way through a month, the membership fee will be calculated as if they were a member for the full month.

### **Board of Directors**

8.1 (Composition) The Association will have a Board of Directors (The Board) comprising a minimum of 4 positions consisting of the President, Vice President, Secretary and Treasurer. An additional 6 other positions may be filled as required.

8.2 The following positions provide guidance on the usual composition of The Board:

- 1) President
- 2) Vice-President
- 3) Executive Director
- 4) Treasurer

8.3 (Duties) The Board will direct and supervise the activities of the Association and any decisions it makes shall be determined by simple majority vote. At meetings, in the event of a tied vote the President will have an extra deciding vote.

8.4 (Attendance) The Board shall meet regularly, at a time and place determined by The President. If, without good reason or without obtaining prior approval by The Board, any elected member of The Board fails to attend three consecutive regular meetings of The Board, The Board may terminate the appointment of that member by simple majority of those Board members present.

8.5 (Patrons) The Board will invite the Ambassadors of Australia and New Zealand to serve as co-patrons of The Association. Patrons are not required to pay the Annual Membership Fee and are not entitled to vote at meetings of The Association.

### **Election of the Board**

9.1 (Election of The Board) All members of the Board shall be elected by a ballot to be conducted at the Annual General Meeting. The newly appointed Directors will elect from among their number the President of the Chamber, one Vice-President, a Treasurer, and any other posts they may consider appropriate.

9.2 (Eligibility) Any Full Member may stand for election to The Board and shall, ideally, be members from the private sector.

9.3 (No Contest) Should there be only ten candidates for the Board, those candidates shall be deemed to be elected automatically.

9.4 (Contest) The candidates who receive the highest votes in succession will comprise the Board of Directors. If there are candidates with equal votes then lots shall be drawn.

9.5 (Tied Contest) In the event of a tied vote for a Board position, the newly nominated President will have the casting vote.

9.6 (Term) The period of appointment of all members of The Board shall be from the Appointment of the Board for 2 years.

9.7 (Additional Terms) A person who has served for five consecutive terms on the Board can stand for re-election only after a one year break from The Board.

9.8 (Vacancies) A permanent vacancy for the office of President during any year shall be filled by the Vice-President. Should the Vice-President decline to accept the position, The Board will select a new President from among the current Board

## **Election Process**

10.1 (Nominations) At least 4 weeks before each AGM, the President will advise members of the forthcoming election of The Board and call for completed Nomination Application Forms to be submitted to the Executive Director and set an appropriate deadline for their submission. The deadline for submission must be at least 10 days prior to the Annual General meeting.

10.2 (Ballot) In the event of a ballot being required, the Executive Director will advise members which nominations are being contested and will distribute voting forms. The Secretary must provide this information at least one week before the Annual General meeting. Members will be given the option of providing an electronic vote, a proxy in favor of the President or will be able to attend the Annual General meeting and vote directly. An appropriate deadline shall be set requiring electronic votes and proxies to be submitted to an independent auditor.

10.3 (Tally) The Executive Director or Independent Auditor will announce the results of the election during the Annual General Meeting. The tally shall include all electronic votes, proxies and votes submitted during the AGM.

## **Empower of Board**

11.1 (Powers and Duties) The Board is empowered to:

- Manage and regulate the affairs and property of the Association in accordance with the law, and resolutions of meetings of the Association;
- Appoint Directors to posts to fill temporary vacancies in the Board;
- Publish and distribute regulations (including any amendments) of the Association for the information of Members;

- Be the final arbiter in all matters relating to the hiring and termination of staff and advisers; Nominate which of the Directors may sign official documents on behalf of The Association;
- Appoint sub-committees from among their members or any other members of The Association.

11.2 A Director will not be personally responsible for any acts or omissions excepting those involving fraud or wilful wrongdoing.

### **Duties of the Board**

12.1 President — The President will represent The Association at official functions and preside over The Association's meetings.

12.2 Vice-President — The Vice-President will act as President when the President is unavailable.

12.3 Executive Director — The Executive Director will be responsible for the day to day management activities of the Association.

12.5 Treasurer — The Treasurer will be responsible for The Association's finances.

### **Annual General Meetings**

13.1 (AGM) The annual AGM will be held annually at a time and place decided by The Board.

13.2 All Members shall be given written notice of the date, time and place of the Annual General Meeting not less than seven (7) days prior to the date of the meeting, together with the agenda of the meeting. Notice shall be deemed to have been received if sent to the address of Members currently recorded with The Association.

13.3 (Agenda for Annual General Meeting) The following agenda items shall be discussed at each AGM:

- Outgoing President's report;
- Results of the Election of The Board;
- Treasurer's report and Auditor's statement;
- and Other matters.

13.4 (Resolution) Copies of all resolutions to be put in place at the AGM shall be distributed to members at least one week before the meeting.

13.5 (Resolution Method) Resolutions shall be made by a simple majority vote and the President shall, in the event of a tied vote, have an additional casting vote.

13.6 (Minutes of Meeting) The minutes of the AGM shall be recorded by the Executive Director and signed by the Chairman prior to being distributed to Members. All Members shall receive copies of the minutes of the AGM within 30 days of the AGM.

### **Extraordinary General Meetings**

14.1 (Extraordinary General Meetings) An Extraordinary General Meeting may be called by the President or the Vice-President by sending a notice to all members at least 14 days prior to the meeting. The

Chairman shall be obliged to convene an Extraordinary General Meeting when requested to do so in writing by 4 members of The Board, or when The Board considers an Extraordinary Meeting necessary.

## **General Meetings**

15.1 (General Meetings) The Board may determine in its absolute discretion when to hold General Meetings.

## **Procedures for All meetings of the Association**

16.1 (Quorum) A quorum shall consist of not less than one fifth of the Members entitled to vote present in person or by proxy; or who have voted by e-mail, post, facsimile or other electronic means, in the prescribed form and such vote has been received by The Association not less than 24 hours before the meeting. If after a period of thirty (30) minutes subsequent to the scheduled time for a meeting there is no quorum present, the meeting shall be postponed for seven (7) days and if held at the same hour and place further notification to the members shall not be required. A quorum shall be deemed to exist at the subsequent meeting, irrespective of the number of Members present.

16.2 (Method of Voting) Voting at meetings shall be conducted openly by raising of hands unless the Chairman or not less than one quarter of the members present request a vote by secret ballot.

16.3 (Proxies) If this Constitution provides for or The Board decides to allow proxies, any Full Member may vote by proxy provided the power is left to such proxy is in writing. Instruments appointing proxies shall be in such form and be executed in such manner as The Board may from time to time determine, or in a particular case accept.

16.4 (Majority Voting) Motions at a meeting shall be carried by simple majority vote of the Members voting in person or by proxy at the meeting, unless otherwise prescribed in this Constitution, and in the event of a tie, the Chairman shall have a casting vote.

16.5 (Chairman) The President of The Association shall act as the Chairman of meetings of The Association. If the President is absent then the Vice-President will act on his behalf. If the President and Vice-President are absent, The Board will appoint one of the Directors as the Chairman for the purposes of that meeting, but in the event that no Directors are present, a Full Member will be appointed as Chairman for the purposes of that meeting, by simple majority vote.

## **Board Meetings**

17.1 (Frequency) The President shall convene regular Board meetings, on dates determined by the President.

17.2 (Quorum) A quorum for a meeting of The Board shall be the President or Vice- President and 3 other Board members.

17.3 Resolutions shall be made by a simple majority vote of those present and, in the event of a tied vote, the President (or Vice-President in his absence) shall have an additional deciding vote.

17.4 (Auditors) With the approval of the board, the Treasurer shall appoint an auditor for the period from one AGM to the next. In accordance with generally accepted accounting standards in Laos, the auditors shall audit financial statements for the fiscal year in order for them to be submitted to the AGM.

17.5 The Fiscal year runs from 01 July to 30 June each period.

17.6 (Income) The funds of The Association shall be raised from Annual Membership fees, donations, profits generated at The Association's events and any other special contribution.

#### **Amendments to the Constitution**

18.1 This Constitution may be altered only by a motion passed by a simple majority of the Full Members present in person or by proxy or who have voted by e-mail, post or facsimile on other electronic means, in the prescribed form and such vote has been received by The Association not less than 24 hours before the meeting at an Annual General Meeting, or at an Extraordinary General Meeting called partly or wholly for such purpose.

#### **Dissolution**

19.1 (Dissolution) The Association can be dissolved by two-thirds majority vote at an AGM. Funds remaining in the association's accounts will be donated to a charity of the Ambassador of Australia's choosing.