

Attachment 7

Malaysia Australia Business Council Article of Association in Article 16, reads as follows:

16. ALTERATION OF THESE ARTICLES

- (i) *These Articles may be repealed, altered or amended from time to time by a resolution of the Council in General Meeting, after due notice shall have been given under the provisions of Articles 14 hereof, provided that such resolution shall have the support of two-thirds 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 60 days of the General Meeting.*
- (ii) *Such repeals, alteration or amendments shall take effect from the date of their approval by the Registrar of Societies.*

Article	Existing Clauses in ROS Copy	Amendments
5	MEMBERSHIP (ii)(a)(3) who are engaged in the promotion of Australian products or services in Malaysia ;	To REPLACE (ii)(a)(3) which are engaged in the promotion of Australian products or services in Malaysia;
	Reason: Grammatical and punctuation update.	
5	MEMBERSHIP (ii)(b)(3) Businesspersons, being permanent residents of Malaysia who either individually or in association with a corporate entity are prominent investors in Australia;	To DELETE: (ii)(b)(3) NIL
	Reason: Update: Article (ii) (b) (3) as (ii) (b) (4) covers.	
5	MEMBERSHIP (ii)(d) Honorary Members / Honorary Life Members (ii)(d)(1) The Executive Committee may from time to time elect any individual or corporate body to become an Honorary Member or Honorary Life Member of the Council. An Honorary Member or Honorary Life Member shall : (ii)(d)(1)(a) enjoy all the privileges of Corporate or Individual Member ; (ii)(d)(1)(b) not be eligible to vote; or to hold office ; (ii)(d)(1)(c) be exempt from paying the annual subscription for membership	To ADD: (ii)(d) Honorary Members / Honorary Life Members / Honorary Distinguished Life Members (ii)(d)(1) The Executive Committee may, from time to time, elect any individual or corporate body to become an Honorary Member. The Executive Committee may also elect any individual to become an Honorary Life Member and any past Chairman or individual who has made an outstanding contribution to the Council to become an Honorary Distinguished Life Member of the Council. An Honorary Member or Honorary Life Member or Honorary Distinguished Life Member shall: (ii)(d)(1)(a) enjoy all the privileges of Corporate or Individual Member; (ii)(d)(1)(b) not be eligible to vote or to hold office; (ii)(d)(1)(c) be exempt from paying the annual subscription for membership.

	<p>(ii)(d)(2) NIL</p> <p>(ii)(d)(3) NIL</p>	<p>(ii)(d)(2) The Executive Committee may cancel the membership status of an Honorary Member or Honorary Life Member or Honorary Distinguished Life Member if in the opinion of the majority of the Executive Committee, the Honorary Member or Honorary Life Member or Honorary Distinguished Life Member behaves in a manner unbecoming of that member's Honorary status.</p> <p>(ii)(d)(3) The membership of an Honorary Member shall be conferred for such term or duration as the Executive Committee may determine, whereas Honorary Life Membership or Honorary Distinguished Life Membership is bestowed upon the recipient for life unless cancelled in accordance with Article 5 (ii)(d)(2) hereof.</p>
	Reason: To add new category Honorary Distinguished Life Members update and grammatical and punctuation updates.	
5	<p>MEMBERSHIP</p> <p>(ii)(f) Absent Members</p> <p>Any member who intends to be away for a year or more shall notify the Executive Committee of such absence and thereafter he shall deemed to be an absent member. An Absent Member shall pay a proportionate sum of the relevant subscription.</p>	<p>To DELETE:</p> <p>(ii)(f) Absent Members</p> <p>Any member who intends to be away for a year or more shall notify the Executive Committee of such absence and thereafter shall deem to be an absent member. An Absent Member shall pay a proportionate sum of the relevant subscription.</p>
	Reason: Grammar update	
5	<p>MEMBERSHIP</p> <p>(ii)(g) NIL</p>	<p>To ADD:</p> <p>(ii)(g) Associate Members</p> <p>Any persons below the age of 30 who:</p> <ol style="list-style-type: none"> (1) are businesspersons, being citizens of Australia, residing in Malaysia and who are engaged in business or a profession; or (2) are businesspersons, being citizens of Malaysia, who represent Australian companies/firms in Malaysia or who have a substantial interest in trading with Australia; or (3) have educational and other links with Australia; or (4) are nominated by a Member and accepted by the Executive Committee.
	Reason: New membership category added to target young returning Australian university alumni. Grammar and punctuation updates were also made.	

7	<p>ENTRANCE FEES AND ANNUAL SUBSCRIPTION</p> <p>(i) An entrance fee of RM800 shall be payable by Corporate Members. Individual Members shall pay RM200.</p> <p>(ii) An annual subscription of RM800 shall be payable by Corporate Members whilst Individual Members will pay RM200.</p>	<p>To REPLACE Article 7(i) and (ii)</p> <p>(i) An entrance fee of RM1,000.00 shall be payable by Corporate Members. Individual Members shall pay RM250.00. Associate Members shall pay RM100.00.</p> <p>(ii) An annual subscription of RM1,000.00 shall be payable by Corporate Members whilst Individual Members shall pay RM250.00. Associate Members shall pay RM100.00.</p>
Reason: Added new membership category and fee updates.		
8.	<p>MANAGEMENT OF THE COUNCIL</p> <p>(iii) The members of the Executive Committee shall be elected by Individual Members, Life Members and voting principle Representatives of Corporate Members at the Annual General Meeting and shall hold office for a period not longer than two years, after which the Executive Committee member may offer himself for re-election. At each Annual General Meeting, following the Inaugural General meeting one half of the members of the Executive Committee shall stand-down. The selection of committee members to stand down shall in the first instance be those whose terms of two years has or is 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 himself for re-election.</p>	<p>To ADD, DELETE AND REPLACE:</p> <p>(iii) The members of the Executive Committee shall be elected by Individual Members, Life Members and Representatives of Corporate Members at the Annual General Meeting and shall hold office for a period not longer than two years, after which the Executive Committee member may offer himself/herself for re-election provided that a Corporate Member shall not have more than one of his/her Representatives elected to the Executive Committee. At each Annual General Meeting, following the Inaugural General Meeting, one-half of the members of the Executive Committee shall stand down. The selection of Committee Members to stand down shall, in the first instance, be 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 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.</p>
Reason: Updated for clarity and made grammatical and punctuation updates.		
8	<p>MANAGEMENT OF THE COUNCIL</p> <p>(viii) NIL</p>	<p>To ADD:</p> <p>(viii) 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 an alternate Executive Committee Member during such period he/she thinks fit. Any person holding office as an alternate Executive Committee Member shall be entitled to notice of meetings of the Executive Committee and to attend and vote thereat. An alternate Executive Committee Member shall vacate office if his/her appointor vacates office as an Executive Committee Member or removes the appointee from office. Any appointment or removal of an alternate</p>

		Executive Committee Member shall be affected by notice in writing to the Executive Committee under the hand of the Executive Committee Member making the same.
	Reason: Updated for clarity and made grammatical and punctuation updates.	
8	<p>MANAGEMENT OF THE COUNCIL</p> <p>(vi) The Executive Committee may appoint up to 4 ex-officio members to the Committee (in addition to the ex-officio members appointed under Article 12(i)(d) hereof and the other two ex-officio members appointed by the Committee from the members nominated by the Australian High Commission).</p>	<p>To REPLACE:</p> <p>(vi) The Executive Committee may appoint any number of ex-officio members deemed fit to the Committee. Such ex-officio members shall be entitled to attend but have no voting rights at Executive Committee meetings.</p>
	Reason: First noted in the 2016 amended article of association but wasn't updated with ROS. Also made grammatical updates.	
10	<p>MEETINGS OF THE EXECUTIVE COMMITTEE</p> <p>(ii) The Chairman shall preside at all meetings of the Executive Committee. If he is not present within fifteen minutes after the time appointed for holding the meeting, or his office is vacant, the Vice-Chairman shall take the chair, failing which the Committee Members present may choose one of their number to be the Chairman of the Meeting: Provided that at any such meeting the Chairman of that meeting shall, if he thinks it expedient to do so, or the meeting so resolves, vacate the Chair, either generally or for the purposes of any other business in favour of a Chairman to be chosen by the remaining Executive Committee Members.</p> <p>(iii) The Chairman may at any time convene a meeting of the Executive Committee. If he refuses or neglects to do so within seven days after a requisition for that purpose signed by not less than one-third of the members of the Committee has been presented to him, those members may forthwith convene a meeting, and elect a Chairman for that meeting.</p>	<p>To REPLACE:</p> <p>(ii) The Chairman shall preside at all meetings of the Executive Committee. If he/she is not present within fifteen minutes after the time appointed for holding the meeting or his office is vacant, the Vice-Chairman shall take the Chair, failing which the Committee Members present may choose one of their number to be the Chairman of the Meeting; provided that at any such meeting the Chairman of that meeting shall, if he/she thinks it expedient to do so or the meeting so resolves, vacate the Chair, either generally or for the purposes of any other business in favour of a Chairman, to be chosen by the remaining Executive Committee Members.</p> <p>(iii) The Chairman may, at any time, convene a meeting of the Executive Committee. If he/she refuses or neglects to do so within seven days after a requisition for that purpose, signed by not less than one-third of the members of the Committee, has been presented to him/her, those members may forthwith convene a meeting, and elect a Chairman for that meeting.</p>
	Reason: Grammatical update	
11	<p>FUNDS AND FINANCES</p> <p>(ii) All monies not required for current expenses shall be kept with such financial institution(s) as the Executive Committee may decide.</p>	<p>To ADD:</p> <p>(ii) The secretariat office is allowed to keep cash of not more than RM1,000.00 at any one time. Money in excess of that amount must be deposited within seven 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</p>

		Executive Committee may decide. Bank accounts shall be in the name of the Council.
	Reason: To limit risk and provide accountability.	
11	FUNDS AND FINANCES (v) NIL	To ADD: (v) Expenses in excess of RM300,000.00 and above cannot be paid without prior approval of the Executive Committee, and expenses in excess of RM500,000.00 and above cannot be paid without the approval of members at the General Meeting. Expenditure less than RM300,000.00 can be approved jointly by the Authorised Bank Signatories of the Council.
	Reason: To mitigate risk and provide accountability.	
12	GENERAL MEETINGS OF THE COUNCIL (i) An Annual General Meeting of the members of the Council shall be held not later than the end of June in each year, or if not in any year practicable the latest within 15 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:	To REPLACE: (i) An Annual General Meeting of the members of the Council shall be held not later than the end of June in each year, or if not in any year practicable, the latest within 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:
	Reason: Updates to better accommodate timing and flexibility.	
13	PROCEEDINGS AT GENERAL MEETINGS (iv) The Chairman of the Council, or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting. If there be no such Chairman or Vice-Chairman or if any such meeting he be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act, the members present shall choose an 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.	To REPLACE: (iv) The Chairman of the Council, or in his absence the Vice-Chairman, shall preside as Chairman at every General Meeting. If there be no such Chairman or Vice-Chairman, or if any such meeting he/she be not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act, the members present shall choose an 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.
	Reason: Grammatical update	
19	TRUSTEES (iii) A Trustees 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 is unable to perform his duties, or unable to do so satisfactorily. In the event of the death, resignation or removal of a Trustee the	To REPLACE: (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,

	vacancy shall be filled by a new Trustee appointed by a General Meeting as soon as possible.	the vacancy shall be filled by a new Trustee appointed by a General Meeting as soon as possible.
Reason: Grammatical update		
23	<p>FORMATION OF CHAPTERS OF THE COUNCIL</p> <p>(NIL)</p>	<p>To ADD:</p> <p>23 FORMATION OF CHAPTERS OF THE COUNCIL</p> <p>(a) Establishment and Dissolution of Chapters</p> <p>(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 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 the area.</p> <p>(ii) The Executive Committee may dissolve a Chapter:</p> <p>(a) If for a consecutive period of six months, the number of Chapter voting members is below 20;</p> <p>Or</p> <p>(b) If the Chapter refuses to abide by the rules of the Council or the decisions of the General Meeting of the Council or the Executive Committee, or if it is in the opinion of the Executive Committee guilty of conduct detrimental to the Council.</p> <p>(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 2(b) above, the Chapter concerned shall be given 30 days' notice and an opportunity to answer the allegations.</p> <p>(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</p>

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:

		<ul style="list-style-type: none"> (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. <p>(iv) A Chapter Extraordinary General Meeting shall be convened:</p> <ul style="list-style-type: none"> (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. <p>(v) A Chapter Extraordinary General Meeting requisitioned by members shall take place not later than 15 days from the receipt of such requisition.</p> <p>(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.</p> <p>(c) Chapter Committee</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (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
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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 Rules 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 its Byelaws and the Rules 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.

		<p>(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.</p> <p>(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.</p> <p>(ix) The financial year for the Chapter shall follow the Malaysia Australia Business Council.</p> <p>(f) General Provisions Relating to Chapters</p> <p>(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.</p> <p>(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.</p>
	<p>Reason: First noted in the 2014 amended article of association but wasn't updated with ROS. Grammatical and punctuation updates were also made.</p>	