

AUSTRALIA AND NEW ZEALAND BUSINESS IN QATAR

CONSTITUTION

1. ESTABLISHMENT AND NAME

- 1.1 There shall be established in Doha a group to be known as the "Australia and New Zealand Business in Qatar ("ANZBIQ") of City Plaza Building, Entrance 4, Level 1 Al Sadd, PO Box 14352, Doha, Qatar.

ANZBIQ shall be a non-profit making organization.

2. OBJECTIVES

- 2.1 The objectives of ANZBIQ shall be to:
- 2.1.1 Promote Qatari - Australian and Qatari - New Zealand relations and to display to the local community and others the interest of Australian and New Zealand business to Qatar;
 - 2.1.2 Provide the opportunity for its members to meet on a regular basis and to act as a forum for the exchange of information related to current and expected business opportunities in Qatar;
 - 2.1.3 Liaise with the Australian and New Zealand Embassies for Qatar on matters of interest to ANZBIQ;
 - 2.1.4 Assist the Australian and New Zealand Embassies by providing contacts and support to delegations, prominent business people and officials visiting Qatar from Australia and New Zealand with a view to promoting bilateral economic relations;
 - 2.1.5 Provide a link with organisations in Australia and New Zealand dedicated to the development of Middle East trade;
 - 2.1.6 Assist the Australian and New Zealand Embassies in providing support to Australian and New Zealand companies and business people establishing or contemplating the establishment of trading links with, or a trading base in, Qatar; and
 - 2.1.7 Liaise with similar business groups in furtherance of the above objectives.
- 2.2 ANZBIQ shall not engage in any activity of a political nature.

3 MEMBERSHIP

- 3.1 There shall be four categories of membership, Individual; Corporate; Overseas and Honorary.
- 3.2 Those eligible for Individual membership are:

- 3.2.1 Any Australian or New Zealand citizen holding a professional or managerial appointment living and working in the State of Qatar; or
- 3.2.2 Any person of Qatari or other nationality holding a senior appointment who lives in the State of Qatar and works for a wholly or partly owned Australian or New Zealand company or a Qatar registered company or business which represents Australian or New Zealand goods and/or services.
- 3.3 Those eligible for Corporate Membership are:
- 3.3.1 Any foreign branch of an Australian or New Zealand organization established in Qatar or a Qatari Company in which an Australian or New Zealand individual or entity owns shares.
- 3.3.2 Any corporation, organization, firm or business in Qatar can also apply to be a Corporate member, providing they can show a valid relationship with Australia or New Zealand. If membership is applied for pursuant to this Clause 3.3.2 approval shall be granted at the discretion of the Committee.
- 3.3.3 A Corporate member shall have the right to nominate two (2) Individual members employed by the Corporate member as its representatives by notice in writing to the Chairperson. Either or both of these two representatives may be changed during a financial year, without any additional membership fee charged.
- 3.3.4 If a Corporate Member wishes to nominate more than two (2) representatives, additional representatives (deemed Corporate Associates) shall pay an individual membership fee and have individual voting rights and enjoy full rights of membership, other than a separate listing in any directory.
- 3.3.5 A Corporate Member shall have no more than five (5) representatives in total.
- 3.4 Those eligible for Overseas Membership are:
- 3.4.1 Any person or entity who is not ordinarily resident or established in Qatar and who would otherwise qualify for membership, shall on approval of the Committee of ANZBIQ and payment of the prescribed fee, be entitled to the same rights and privileges of an Individual Member except that they shall have no voting rights.
- 3.5 Those eligible for Honorary membership are:
- 3.5.1 H.E. The Australia and New Zealand Ambassadors to the State of Qatar who shall be, ex officio, Honorary member of ANZBIQ; and
- 3.5.2 Any distinguished person of the State of Qatar, Australia or New Zealand, or any other country who, in the sole opinion of the committee of ANZBIQ ("the Committee"), demonstrates a proven commitment to the development of ANZBIQ or Qatar Australian and Qatari - New Zealand business ties.
- 3.6 The Committee shall have the right to revoke or not renew any membership in the event that, in the absolute discretion of the Committee, any of the

conditions set forth in this Constitution cease to apply to the individual concerned or the individual concerned brings ANZBIQ into disrepute.

- 3.7 There shall be no restriction on the number of members in ANZBIQ.
- 3.8 Every prospective member, whether Individual or Honorary, shall be proposed and seconded by existing Individual members of good standing.
- 3.9 The Committee will review every application for membership and decide whether it is to be accepted. The Committee shall have absolute discretion in determining whether or not to accept an application or to renew membership as the case may be and will not be obliged to give any reasons for its decisions.
- 3.10 Honorary Members shall pay no fees and have no vote.

4. COMMITTEE

- 4.1 The affairs of ANZBIQ will be administered by the Committee of not more than eight (8) members plus the Senior Trade Commissioner of Austrade for Qatar and Senior Trade Commissioner of New Zealand Trade and Enterprise for Qatar who shall be, ex officio, members of the Committee and entitled to appoint a substitute to attend any meeting in their stead.
- 4.2 The Committee shall:
 - 4.2.1 Be responsible for meeting ANZBIQ's objectives by planning future policy, programs, speakers and events;
 - 4.2.2 Be responsible for accepting or rejecting applications for membership or renewal thereof;
 - 4.2.3 Open and operate a bank account, and signatories on the bank account shall be such of the Committee members as the Committee shall from time to time designate, provided always that any single cheque which is drawn on the ANZBIQ bank account for the sum in excess of Qatari Riyals Two Thousand (QAR 2,000.00) shall be approved in writing by two (2) members of the Committee.
 - 4.2.4 Establish its own rules for the conduct of its business and may vary such rules, subject to complying with Clause 8, and
 - 4.2.5 Not borrow for any purpose whatsoever.
- 4.3 The Committee may:
 - 4.3.1 Appoint sub-committees, and the Chairperson of the sub-committee from amongst the Committee, and invite any member of ANZBIQ either to assist the Committee or to serve on a sub-committee and;
 - 4.3.2 Engage staff and obtain office and other facilities as considered necessary, the costs of which shall be paid out of membership fees.

5. ELECTION OF COMMITTEE

- 5.1 Volunteers for membership of the Committee will be invited from members of ANZBIQ when giving notice of the Annual General Meeting.
- 5.2 Any eligible member who wishes to stand for election to the Committee must notify the nominated Officer in writing not less than four (4) weeks before the date of the Annual General Meeting.
- 5.3 The Committee will circulate the list of candidates to members not less than two (2) weeks prior to the Annual General Meeting.
- 5.4 Election will be by a simple majority of the members voting by secret ballot and proxy votes will be permitted upon such terms as the Committee may establish.
- 5.5 The positions of Chairperson, Vice-Chairperson(s) and Treasurer of ANZBIQ ("the Officers") are to be drawn from the elected Committee and appointed by the Committee through a majority vote at the first meeting of the Committee. The Chairperson must be an Australian or New Zealand citizen. The founding committee (the "Founding Committee") shall be:-

Sonia Barber
Tania Benwell
Tim Chapman
Murray Copeland
Des Holmes (Acting Chairperson)
Michael Otago
Dean Stewart
David Tonkin

- 5.6 The Committee and the Officers will serve for one (1) calendar year, save for the founding year, in which case the Founding Committee shall serve at least until March 2006. Members of the Committee and the Officers may be re-elected.
- 5.7 If for any reason an Officer or a member of the Committee is unable to serve a full year, the vacancy may be filled by the Committee from amongst its other members or by co-opting onto the Committee another member of ANZBIQ.

6. FEES

- 6.1 Every member shall pay an annual membership fee. The annual membership fee shall be due in respect of the Gregorian year ("the Membership Year"). The Membership Year shall commence on 1st January and end on 31st December.
- 6.2 The membership fee will be fixed by the Committee and will be applied towards administrative and other costs, as the Committee shall from time to time determine. The Committee shall have the right to levy additional fees if membership fees are inadequate to cover administrative costs of ANZBIQ.

- 6.3 No reduction in the annual membership fee will be made if a member joins during the first six (6) months of the Membership Year. If a member joins during the second six (6) months of the Membership Year, the membership fee will be reduced by fifty (50) per cent. No refund will be made if a member resigns or has their membership revoked during the course of the Membership Year. Representatives of Corporate members may be transferred, however Individual memberships and Corporate Associates may not.
- 6.4 The annual membership fee will be payable on a date set by the Committee and will be in respect of the Membership Year.
- 6.5 Membership will be deemed to have lapsed if the annual membership fee is not paid within the time prescribed by the Committee.

7. FUNCTIONS

- 7.1 The Committee will arrange a minimum of six (6) functions per year. The date and time of all functions and the programme for the functions will be notified to members in advance.
- 7.2.1 In addition to the foregoing functions (but without limitation) the Committee may arrange functions open to non-members including Qatari and other nationalities, and
- 7.2.2 Functions at which attendance is restricted to certain categories of members, e.g. by reference to the nature of business of particular members.
- 7.3 Members will be encouraged to suggest to the Committee topics for discussion and prospective speakers (who may be either members or guests).
- 7.4 Members will be expected to pay a commercial rate for food or refreshment for themselves and for their guests at all meetings.

8. COMMITTEE MEETINGS

The Committee must meet at least quarterly.

The Committee must circulate an agenda prior to the meetings.

- 8.3 The Committee shall cause minutes to be made.
- 8.4 A minimum of five Committee Members must be present for there to be a quorum, which must include an Officer.
- 8.5 Decisions by the Committee will be made by simple majority. In the event of a tie, the Chairperson shall have a casting vote.
- 8.6 Each Meeting must be chaired by the Chairperson or in his absence one of the other Officers of ANZBIQ.

9. ANNUAL GENERAL MEETING

- 9.1 Not more than 15 months shall elapse between Annual General Meetings (AGM).
- 9.2 The AGM shall be called by the Committee giving not less than six (6) weeks notice to members. Each paid up Corporate and Individual members of ANZBIQ shall be entitled to attend and entitled to one vote at such a meeting. Voting will be by a simple majority and proxy votes will be permitted on such terms as the Committee may establish. To be eligible for inclusion for voting purposes, proxies must be in the hands of the appropriate Officer prior to the start of the AGM. In the event of a tie, the Chairperson shall have a casting vote. Submission of matters by Members to be included in the Agenda must be notified to the Chairperson for consideration by the Committee four (4) weeks before the meeting date, which at the discretion of the Committee may be included as Special Business on the Agenda of the meeting.
- 9.3 Business at the AGM shall include (but not be limited to) a Report of the Committee, the Auditor's Report, election of new Officers and a new Committee from amongst its members in good standing who shall act in such capacity unpaid. An Auditor and Legal Advisor to be nominated by the Committee (and independent there from) shall also require approval of the Members.
- 9.4 No business shall be conducted at any AGM unless a quorum of members is present. A quorum shall be 51% of financial members, present either in person or proxy.
- 9.5 If within 30 minutes from the time appointed for the AGM a quorum is not present, the AGM shall be adjourned for 14 days. If at the subsequent meeting a quorum is not present, then those present shall constitute a quorum.

10. EXTRAORDINARY GENERAL MEETING

- 10.1 The Committee can call an Extraordinary General Meeting (EGM) at any time with 21 days notice. ANZBIQ Members can call for an EGM providing 51% of paid-up Members are in favor of such a meeting. A membership call for an EGM must be accompanied by petition showing Majority (51%) support, and presented to the Chairperson 30 days prior to the intended date.
- 10.2 No business shall be conducted at any EGM unless a quorum of members is present. A quorum shall be 51% of financial members, present either in person or proxy.
- 10.3 If within 30 minutes from the time appointed for the EGM a quorum is not present, the EGM shall be adjourned for 14 days. If at the subsequent meeting a quorum is not present, then those present shall constitute a quorum.

11. GUESTS OF MEMBERS

- 11.1 Members are encouraged to bring professional people or representatives of Australia and New Zealand companies to open meetings and to other meetings as appropriate. The names of all guests shall be notified in advance and the number of guests may be restricted by the Committee. Any Australia and New

Zealand resident of Qatar who is eligible for membership may be brought as a guest to a meeting, but no such person shall be a guest more than twice during a calendar year.

12. INFORMATION

12.1 The Committee will maintain an up-to-date list of all members and their business interests. The Committee will cause to be published a directory of members once in each calendar year on such terms as the Committee shall in its sole discretion determine and each member in good standing shall have the right to request the inclusion of the information relating to him or her in the directory and on ANZBIQ's web site (if available). This information will be available to all members on application to the Committee.

12.2 The Committee will, at its discretion, distribute circulars to members containing information or news considered to be of interest to members.

13. AUDITS AND FINANCIAL YEAR

13.1 The financial year of ANZBIQ shall commence on 1 January and end on 31 December each year.

13.2 The Committee will arrange for the accounts of ANZBIQ to be audited at the end of each financial year and for a report from the Auditor to be presented to members at the Annual General Meeting of the following year

14. AMENDMENTS OF THE CONSTITUTION

14.1 An amendment of the Constitution may be proposed and seconded by paid up members. Proposed amendments shall be submitted to the Chairperson. The Committee must consider the proposed amendment(s) and if in the interests of the Members and ANZBIQ shall circulate the proposed amendment(s) with the notice convening the next Annual General Meeting or at an EGM. An amendment of the Constitution will be adopted if approved by a two-thirds majority of the members voting at the meeting.

14.2 Proxy votes addressed to the Chairperson, or in his absence, the Vice-Chairperson, or the Committee Member acting as Chairperson, will be accepted. In the event of a tie, the Chairperson for that meeting shall have a casting vote. To be eligible for inclusion for voting purposes, proxies must be in the hands of the appropriate Officer prior to the start of the meeting.

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