

# Malaysian Council Charter

## 1. Introduction

This Charter sets out the roles, responsibilities, structure and processes of the Malaysian Council (as described in paragraph 2.4 below) (**MORC**).

Defined terms in the Supplemental Royal Charter and the By-Laws of CA ANZ have the same meaning in this Charter.

## 2. Constitution and Authority

- 2.1 CA ANZ is a body politic and corporate created by Royal Charter and registered as a registrable Australian body under the Corporations Act 2001 (**Corporations Act**). CA ANZ is governed by its Supplemental Royal Charter (**Supplemental Charter**), By-Laws and Regulations and certain applicable provisions of the Corporations Act.
- 2.2 CA ANZ has established a wholly owned subsidiary in Malaysia known as CA ANZ (MALAYSIA) SDN. BHD. (**CA ANZ Malaysia**).
- 2.3 The board of directors of CA ANZ Malaysia (**CA ANZ Malaysia Board**) has exercised its right to form an Overseas Regional Council in accordance with Article 209 of its Constitution known as the MORC.
- 2.4 The CA ANZ Malaysia Board delegates to the MORC authority to:
  - represent Members within its Overseas Region;
  - provide input to the Board on strategic policy and Member issues affecting its Overseas Region;
  - act as a link between Members from within its Overseas Region and the CA ANZ Council, Board and Management;
  - appoint new members to the MORC in accordance with the CA ANZ Malaysian Constitution, the Supplemental Charter, By-Laws, Regulations and any other legislative or regulatory instrument applicable to it
  - appoint a representative to the CA ANZ Council in accordance with its Constitution, the Supplemental Charter, By-Laws, Regulations and any other legislative or regulatory instrument applicable to it.

## 3. Roles and Responsibilities

- 3.1 The MORC shall assist and support the CA ANZ Malaysia Board in:
  - providing advice to the Board on strategic policy and Member issues affecting its Region by:
    - representing the interests of Members and providing advice as needed;
    - supporting the decision-making processes of the Board by ensuring that CA ANZ Council and Management are informed, through objectively canvassing and communicating Member opinion, on issues affecting its Overseas Region;
    - identifying Member views on pertinent issues and communicate them to CA ANZ Management for consideration;
    - providing feedback to the CA ANZ Council and Management on the effectiveness of local Member engagement and suggest local plans and strategies to address any issues;
    - assisting Management, when required, by providing or sourcing appropriate skills and experience to be used for strategic and advocacy matters, education and networking events; and
    - creating, where appropriate, Member interest groups in the Overseas Region to further source Member insights;

- acting as a link between the Board and Members in its Overseas Region through the CA ANZ Council and Management by:
  - being aware of issues facing and affecting the membership of CA ANZ and the wider profession; and
  - wherever practical, ensuring that the actions of the MORC represent the breadth and diversity of the Member base within the Overseas Region;
- assisting in raising and maintaining the public profile of CA ANZ in its Overseas Region, including its profile with the relevant regional or national governments by:
  - monitoring the implementation of organisational initiatives and Board directives at a regional level and providing feedback to CA ANZ Council, the Board and Management on execution of those initiatives; and
  - seeking out and promoting events and Member interest groups that are relevant to Member's needs and that will increase Members' sense of connectedness to CA ANZ;
- implement in its Overseas Region, processes to attract and retain suitable regional Members and assist in attracting and retaining suitable CA ANZ Council and MORC members from its Overseas Region; and
- facilitating the Fellowship, Life Membership and other award conferment processes at regional level.

3.2 Each Overseas Regional Councillor of the MORC must exercise all rights and responsibilities conferred by this Charter in accordance with CA ANZ Malaysia authorised policies and procedures (which follows the policies and procedures of CA ANZ) and with all due care and diligence.

#### **4. Composition and Meetings**

##### **4.1 Membership**

The MORC shall comprise:

- 6 elected members from across its Overseas Region; and
- 3 appointed members from across its Overseas Region.

In addition, the MORC may at its sole discretion, appoint its representative on CA ANZ Council to the MORC for the term of their appointment on CA ANZ Council.

MORC members elected or appointed to the MORC should collectively represent the skill sets and needs of the membership of the Overseas Region.

No Provisional Member shall be eligible to be elected as an Overseas Regional Councillor of the MORC.

##### **4.2 Meetings**

The MORC must meet at least six times per calendar year.

The MORC may otherwise meet, adjourn and regulate its meetings at it thinks fit.

MORC meetings may be held by means of audio, or audio and visual, communication by which all Overseas Regional Councillors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

Each Overseas Regional Councillor of the MORC has one vote for the purposes of determining the business of the MORC. Questions arising at any meeting of the Malaysia Regional Council shall be determined by a majority of votes of the Overseas Regional Councillors of the MORC present. The Chair of the MORC shall have a second or casting vote.

##### **4.3 Notice of Meetings**

Meeting dates will be set at the start of each calendar year with notice being served on each Overseas Regional Councillor of the MORC.

Additional meetings may be called by the Chair of the MORC if required.

#### **4.4 Attendance**

If an Overseas Regional Councillor of the MORC is absent from two or more consecutive meetings without the leave of the Chair of the MORC, the MORC may resolve that his/her office be vacated.

#### **4.5 Quorum**

A quorum of the MORC will be one half of the total number of the Overseas Regional Councillors of the MORC plus one (or if that number is a fraction, the next highest whole number).

#### **4.6 MORC Office Bearers**

Within 60 days of the appointment of elected Overseas Regional Councillors of the MORC being announced, but no later than 31 December, the Overseas Regional Councillors of the MORC in the ensuing calendar year will meet, nominate and elect from among their number, the proposed Chair and Vice-Chair of the MORC for the ensuing calendar year.

The Chair and Vice-Chair of the MORC are known as Office Bearers.

An Office Bearer's term will commence on 1 January in the year following their appointment for a period of twelve months and consecutive terms in the same office cannot be served.

If the Chair of the MORC cannot attend a meeting of the MORC, the Vice-Chair will act as Chair of the MORC unless otherwise agreed between the Overseas Regional Councillors of the MORC present at the meeting.

#### **4.7 Invitees**

All CA ANZ Councillors may attend a meeting of the MORC by invitation.

The MORC may invite Management, advisors and such other people to its meetings as it considers necessary.

#### **4.8 Decisions**

All decisions of the MORC are to be made in the best interests of Members of its Overseas Region as a whole. That is, any debate and discussion should be full and robust and however the MORC should reach a collective view.

#### **4.9 Minutes and Secretariat Services**

The secretary of the MORC (**MORC Secretary**) shall be appointed by the MORC for such term, at such remuneration, and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

The MORC Secretary shall take the minutes of MORC meetings.

The MORC Secretary will prepare and circulate to Overseas Regional Councillors of the MORC agendas and meeting papers at least seven days prior to a MORC meeting.

Minutes of each MORC meeting will be circulated to the Overseas Regional Councillors of the MORC for feedback within 14 days following a meeting, having been approved by the Chair of the MORC.

Minutes of prior meetings will be discussed and confirmed at the next MORC meeting. The minutes of the meeting will also be sent to the Chief Executive Officer and the CA ANZ Malaysia Board when they have been approved by the Chair of the MORC.

The MORC Secretary will develop an MORC work plan annually, in consultation with the Chair of the MORC, and as approved by the MORC and the CA ANZ Malaysia Board.

### **5. Term and Vacancies**

#### **5.1 Term**

The term of an Overseas Regional Councillor of the MORC is three years.

An Overseas Regional Councillor's term on the MORC commences on 1 January in the year immediately following their election or appointment to the MORC.

An Overseas Regional Councillor is eligible for re-election or re-appointment to the MORC for a second term of three years.

Overseas Regional Councillors cannot serve more than two consecutive three year terms as a member of the MORC.

## **5.2 Casual Vacancies**

In the event of any casual vacancy occurring, the vacancy may be filled by the remaining Overseas Regional Councillors of the MORC appointing an eligible Member to fill the vacancy.

The Member so appointed to fill the casual vacancy shall only hold office during the period for which the vacating Overseas Regional Councillor of the MORC would have held office if no vacancy had occurred.

## **6. Reporting and Evaluation of Performance**

### **6.1 Reporting**

The MORC will report on its activities and outcomes annually to CA ANZ Malaysia Board and the CA ANZ Board, including the minutes of each meeting of the MORC.

The MORC Secretary will otherwise facilitate regular reporting to CA ANZ Malaysia Board and circulation of the meeting minutes of the MORC to CA ANZ Malaysia Board.

The MORC Secretary and Management will also provide regular updates and information to the CA ANZ Council at the same time it provides such information to CA ANZ Malaysia Board.

### **6.2 Evaluation of Performance**

The MORC will undertake a pragmatic evaluation of its processes annually to enable continuous improvement.

The CA ANZ Malaysia Board may further review the operation of the MORC on an annual basis to ensure its compliance with this Charter.

## **7. Review of Charter**

The MORC is to annually review its Charter and composition and recommend any changes to the CA ANZ Malaysia Board.

## **8. Induction**

All new Overseas Regional Councillors of the MORC will undertake an induction process with CA ANZ prior to their first meeting. This will be facilitated by the MORC Secretary.

## **9. Remuneration and Reimbursement of Committee Members**

Overseas Regional Councillors shall not be remunerated.

CA ANZ Malaysia may pay the expenses incurred by Overseas Regional Councillors of the MORC to attend MORC meetings (or any person specifically invited by the MORC to attend one of its meetings) or when the Overseas Regional Councillor of the MORC is acting on behalf of CA ANZ Malaysia.

