

NEW ZEALAND REGIONAL COUNCIL CHARTER

Purpose of Charter

This Charter sets out the responsibilities and structure applicable to the New Zealand Regional Council (the 'NZ Regional Council') under Chartered Accountants ANZ's Supplemental Charter and By-Laws. It details the manner in which the NZ Regional Council will operate under the By-Laws. The Charter is approved by the Council as authoritative and is consistent with Chartered Accountants ANZ By-Laws.

The Charter will be reviewed annually and will be updated if appropriate. Any substantive changes to the Charter will be submitted to the Nominations and Governance Committee (NGC) for consideration.

Constitution

The NZ Regional Council is formed by Chartered Accountants ANZ under the Supplemental Charter, clause 15 and New Zealand Appendix to the By-Laws Section 7 & 8.

Objectives

The NZ Regional Council represents members in New Zealand by providing a voice for members in this region, providing input on strategic policy and member issues to the Council and management; and acting as a key conduit between members in the region, local member groups, and Chartered Accountants ANZ governance and management.

The objectives of the NZ Regional Council are to:

- Provide advice to the Board through the Council and management on strategic policy and member issues
- Act as a link between the Board and the members in the New Zealand Region, facilitated through the Council
- Assist the Board in raising and maintaining the public profile of Chartered Accountants ANZ in the New Zealand Region
- Assist in attracting and retaining suitable Council and NZ Regional Council members
- Facilitate the Fellowship, Life Membership and other award conferment processes at regional level as required
- Appoint representatives to the Council annually. (The NZ Regional Council appoints four members to the Council).

Composition

The NZ Regional Council comprises 16 Regional Councillors elected by members as follows from across New Zealand in accordance with the relevant clauses in the New Zealand Appendix to the By-Laws 7.1:

Auckland	6
Wellington	3
Rest of North Island	4
<u>South Island</u>	<u>3</u>
Total	16

In addition, the New Zealand Vice President is an ex-officio member of the NZ Regional Council who is appointed as Chair with full speaking and voting rights in accordance with New Zealand Appendix to the By-Laws section 7.13(a).

Chartered Accountants ANZ Board members, staff and contractors are not eligible for membership of Regional Councils. Regional Councillors may not sit on the NZICA Regulatory Board while they hold this position (other than the New Zealand Vice President, who is an ex-officio member of the New Zealand Regulatory Board).

NZ Regional Councillors are not ex-officio members of LLTs but may attend a LLT meeting at any time. It is expected that Councillors from a region coordinate to ensure that at least one NZ Regional Councillor from each New Zealand region attends each LLT meeting.

Terms of NZ Regional Councillors

Subject to the provisions of the By-Laws, NZ Regional Councillors shall hold office for a term of three years and shall be eligible for re-election for a further term or terms in accordance with the New Zealand Appendix to the By-Laws section 7.5. NZ Regional Councillors should serve for no more than three terms, consecutive or otherwise, not including any period served whilst filling a casual NZ Regional Council vacancy.

Each Regional Council can amend the term of a Regional Councillor, in consultation with the NGC, to ensure appropriate rotation.

Appointment/Election Process

NZ Regional Council elections are conducted by an independent third party, which handles all aspects of the nominations and election process, both postal and online, and also provides Scrutineers for the process in accordance with the requirements under the By-Laws.

Nominations are called by the NZICA Regulatory Board with the nominations process usually occurring in August/September each year. Nomination forms must be signed by two members and returned with a photo and profile statement for the candidate.

It is noted that diversity of candidates is desirable on the NZ Regional Council. NZ Regional Councillors and LLTs should encourage members from diverse backgrounds to stand for NZ Regional Council positions.

Where the nominations for a particular region are equal to or less than the number of vacancies, the nominee(s) are deemed automatically appointed to that position without the need for an election.

Where the nominations for a particular region exceed the number of positions available, then an election will be held. This is conducted by post and online, usually in September/ October each year.

The election date (close of the voting period) must be at least 30 days prior to the New Zealand ordinary Regional general meeting each year.

Following the close of the election the Scrutineer(s) will check the votes and process and advise the CEO. Candidates will be advised of the outcome immediately following this and thereafter, members in their region will be advised of the results via usual communications channels.

Induction

New members commencing on the NZ Regional Council will be inducted prior to their first meeting. This will be facilitated by the New Zealand Governance team.

Vacancies

Where an elected Councillor ceases to hold office for more than three months prior to the scheduled expiry of the Councillor's term of office, an election shall be held to fill the casual vacancy. That Councillor shall hold office only during the period for which the vacating Regional Councillor would have held office if no vacancy had occurred.

Office Bearers

The New Zealand Vice President is the Chair of the NZ Regional Council. The New Zealand Vice President is appointed by the Council from among Council members who reside in New Zealand. The term of office is one year, commencing on 1 January in the year following their appointment.

Duties and Responsibilities of the NZ Regional Council

- Provide advice to the Board through the Council and management on strategic policy and member issues:
 - Represent the interests of members and provide advice needs and preferences for service delivery in the region
 - Support decision-making Board processes by ensuring that Council and management are informed, through objectively canvassing and communicating member opinion on issues
 - Identify member's views on pertinent issues and communicate them to management for consideration
 - Provide feedback to management and Council on the effectiveness of local member engagement and suggest local plans and strategies to address any issues
 - Assist management, when required, by providing or sourcing appropriate skills and experience to be used for strategic and advocacy matters, education and networking events
 - Liaison with advisory groups to ensure relevance, communication and engagement with all member segments
 - Create, where appropriate, member groups in the region to further source member insights.
- Act as a link between the Board and the members in its Region facilitated through the Council
 - Communicate between members in the region, local member groups (such as LLTs), and the governance and management teams as appropriate
 - Attend LLT meeting as the Councillor representing that Region
 - Be aware of issues facing and affecting the membership, Chartered Accountants ANZ and the wider profession
 - Ensure that member issues within particular constituencies are identified – these may be communicated from individual members, groups of members or through formal groups and committees such as Segment Advisory Groups
 - Wherever practical, ensure that the actions of NZ Regional Council represent the breadth and diversity of the member base within the region
 - Represent the Region at Presidential and other events as required.
- Assist the Board in raising and maintaining the public profile of Chartered Accountants ANZ in its Region, including its profile with government
 - Monitor the implementation of management initiatives and Board directives at a regional level and provide feedback to Council and management on execution of those initiatives
 - Represent the region at Presidential and other events as required
 - Seek out and promote events and member interest groups that are relevant to member's needs and that will increase Members' sense of connectedness to Chartered Accountants ANZ.
- Implement in its Region, processes designed to attract and retain suitable NZ Regional Council members
 - Assist in attracting and retaining suitable Council and NZ Regional Council members from the region.

- Facilitate the Fellowship, Life Membership and other award conferment processes at regional level
 - Appoint representatives to the Council annually (The NZ Regional Council will appoint up to four members to the Council. Each year there may be up to four appointments required depending on the rotation cycle).

NZ Regional Council, like a Board, is expected to make decisions and reach a collective view on issues by consensus. That is, any debate and discussion would be full and robust and the NZ Regional Council would reach a collective view. Decisions should be made in the best interests of members as a whole.

Meetings

In accordance with New Zealand Appendix to the By-Laws Section 7.9 NZ Regional Council meetings will be held twice per year. Additional meetings may be called by the New Zealand Vice President or in the circumstance where a written request is received by the New Zealand Vice President from at least ten Councillors.

Meetings may be attended in person or by telephone or videoconference link. All NZ Regional Councillors are expected to attend each face-to-face meeting in person where possible. Members must inform the New Zealand Vice President and the NZ Governance team, if they are not available to attend any given meeting.

If any NZ Regional Councillor is absent from two or more consecutive meetings without the leave of the Regional Council, the Regional Council may resolve that his/her office be vacated pursuant to New Zealand Appendix to the By-Laws 7.7(b).

The Regional Council may invite members of management or others to attend meetings and provide pertinent information as necessary.

Meeting dates will be set at the start of each calendar year and advised to members once confirmed. Travel to NZ Regional Council meetings will be arranged by NZ Regional Councillors directly through the organisation's travel provider.

The NZ Governance team will distribute meeting papers and agendas electronically seven days prior to a NZ Regional Council meeting. Hard copies will be provided on request.

The Chair will prepare the agenda in consultation with the NZ Governance team to ensure that sufficient time is allowed to discuss all identified issues. NZ Regional Councillors may have input into the agenda to request the Chair to include additional items.

The NZ Governance team will prepare the minutes of NZ Regional Council meetings. The draft minutes will be submitted to the New Zealand Vice President for approval within seven days of the meeting and subsequently distributed to New Zealand Regional Council members. The minutes will also be submitted to the Council for information.

Chartered Accountants ANZ New Zealand based Councillors who are not members of the NZ Regional Council will be invited to attend the meetings.

The quorum is not less than eight elected NZ Regional Councillors in accordance with New Zealand Appendix to the By-Laws Section 7.12.

Work Plan

The NZ Regional Council's Work Plan is developed annually by the NZ Governance team, in conjunction with the Chair, and approved by the NZ Regional Council.

Reporting

The activities and outcomes of the NZ Regional Council will be reported regularly to Council, management and other groups as appropriate.

Evaluation of Performance

A pragmatic evaluation process will be undertaken annually to enable continuous improvement. The Board may further review the operation of each Regional Council on an annual basis to ensure their compliance with this Charter.

Reimbursement of Regional Councillors

Chartered Accountants ANZ may pay the expenses incurred by NZ Regional Councillors, or other persons (whether or not members of NZICA) in attending NZ Regional Council meetings (such as taxis, flights and accommodation), any committee thereof or when acting on behalf of Chartered Accountants ANZ.

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