

# AUSTRALIAN REGIONAL COUNCIL CHARTER

## Purpose of Charter

This Charter sets out the responsibilities and structure applicable to the Australian Regional Council (the 'Regional Council') under Chartered Accountants ANZ's Supplemental Charter and By-Laws. It details the manner in which the Regional Councils will operate under the 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 for consideration.

## Constitution

The Regional Councils are formed by Chartered Accountants ANZ under the Supplemental Charter, clause 15 and By-Laws 56-58, 62-72 and 87 – 106.

## Objectives

The Regional Councils represent members in Australia by providing a voice for members in the 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 Regional Councils are to:

- Provide advice to the Board through the Chartered Accountants ANZ Council and management on strategic policy and member issues
- Act as a link between the Board and the members in its Region facilitated through the Council
- Assist the Board in raising and maintaining the public profile of Chartered Accountants ANZ in its Region, including its profile with the relevant State and/or Territory government
- Implement in its Region, processes designed to attract and retain suitable Regional Council members.

## Composition

Regional Councils shall consist of Councillors elected by the members in accordance with the relevant clauses in the By-Laws. Each Regional Council shall comprise of up to 9 Regional Councillors. Any Australian resident member may be nominated as a candidate for the office of elected Regional Councillor nominated by two members in their region, provided they and their nominators are full members of Chartered Accountants ANZ. The nominated candidate is required to be a financial member. No Affiliate or Practice Entity Member or Provisional Member shall be eligible to be elected as a Regional Councillor.

Regional Councillors should encourage members from diverse backgrounds to stand for positions on the Regional Council.

## Terms of Councillors

Subject to the provisions of By-Laws 88(b), 92, 93 and 95, Regional Councillors are elected for a term of three years from 1 January immediately following their election. At the end of their respective terms Regional Councillors are eligible for re-election for a further term of three years. Regional Councillors should serve for no more than two three year terms consecutive or otherwise, not including any period served whilst filling a casual Regional Council vacancy.

Each Regional Council can amend the term of Councillor, in consultation with the Nominations and Governance Committee (NGC), to ensure appropriate action.

## **Appointment/Election Processes**

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

The nominations process occurs in July/August each year with nominations closing on the last business day in August at 12 noon. Nomination forms must be signed by two members and returned with a photo and profile statement for the candidate.

Where the nominations for a particular region are equal to or less than the number of vacancies, the nominees 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 or October each year.

The election date opens at least 21 days prior to the regional AGM each year, with the vote closing 48 hours prior to AGM.

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 Regional Council will be inducted prior to their first meeting. This will be facilitated by the Governance Manager, or the State or Territory Manager.

## **Vacancies**

In the event of any casual vacancy occurring in any Regional Council, the vacancy may be filled by the remaining Regional Councillors appointing an eligible member of Chartered Accountants ANZ to fill the vacancy. However, the member so appointed shall only hold office during the period for which the vacating Regional Councillor would have held office if no vacancy had occurred in accordance with By-Law 97.

## **Office Bearers**

Within 60 days after each ordinary general Regional Council meeting, but not later than 31 December, the members who will be the Regional Councillors in the ensuing calendar year will meet, nominate and elect from among their number, the proposed Chair and Vice-Chair for the ensuing calendar year. Terms for Office Bearers will commence from 1 January the following year for a period of twelve months in accordance with By-Law 103.

The regional representative to the Council may or may not be the Chair of the Regional Council.

## **Duties and Responsibilities**

- Provide advice to the Board through the Chartered Accountants ANZ Council and management on strategic policy and member issues:
  - Represent the interests of members and provide advice needs
  - 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 Chartered Accountants ANZ 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 through the Council and management
  - Appoint a member of Regional Council to the Chartered Accountants ANZ Council
  - 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 Regional Council represent the breadth and diversity of the member base within the region.
- Assist the Board in raising and maintaining the public profile of Chartered Accountants ANZ in its Region, including its profile with the relevant State and/or Territory governments
  - Monitor the implementation of organisational initiatives and Board directives at a regional level and provide feedback to Council and management on execution of those initiatives
  - 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 Regional Council members
  - Assist in attracting and retaining suitable Chartered Accountants ANZ Board, Council and Regional Council members from the region.
- Facilitate the Fellowship, Life Membership and other award conferment processes at regional level.

Decisions should be made in the best interests of members as a whole. That is, any debate and discussion would be full and robust and the Regional Council should reach a collective view.

## Meetings

The Regional Councils shall meet at such places and at such times as they may respectively determine.. Face to face meetings will usually be held, however videoconference and teleconference technology will be utilised where appropriate to enable all participants to take part in the proceedings.

All Regional Councillors are expected to attend each meeting either in person or via videoconference or teleconference. If any Regional Councillor is absent from two or more consecutive meetings without the leave of Regional Council, Regional Council may resolve that his/her office be vacated in accordance with By-Law 100(d).

The Regional Council may also 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 with notice being served on each Regional Councillor in accordance with By-Law 149. Additional meetings may be called by the Chair if required.

Agenda papers will be distributed at least seven days prior to a Regional Council meeting. Members may request hard copies of the agenda material if required.

Regional Council minutes will be circulated to Regional Councillors for feedback within 14 days following a meeting, having been approved by the Chair. Minutes of prior meetings will be discussed and confirmed at the next Regional Council meeting. The minutes of the meeting will also be sent to the CEO when they have been approved by the Chair.

The quorum of the Regional Council will be one half of the total number of the Regional Council members plus one (or if that number is a fraction, the next highest whole number) and may include any Regional Councillors that attends via teleconference or videoconference.

## Work Plan

The Regional Council's Work Plan is developed annually by the State or Territory Manager in conjunction with the Chair and approved by the Regional Council.

## Reporting

The activities and outcomes of the Regional Council will be reported regularly to Council, management and other groups as appropriate. The State Manager will act as Secretariat to the Regional Council to facilitate this reporting.

## 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 Regional Councillors in attending Regional Council meetings (such as taxis, flights and accommodation), any committee or when acting on behalf of Chartered Accountants ANZ.

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