

Overseas Regional Council Charter

1. Introduction

This Charter sets out the roles, responsibilities, structure and processes of Chartered Accountants Australia and New Zealand (**CA ANZ**) Overseas Regional Councils (excluding the Malaysian Regional Council) adopted by the respective board of an overseas subsidiary of CA ANZ (**Overseas Board**) for their establishment of the respective Overseas Regional Councils as they see fit.

Defined terms in the Supplemental Charter and the By-Laws 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 wholly-owned subsidiaries in the Overseas Regions of Hong Kong, Singapore and the United Kingdom (individually known as an **Overseas Subsidiary**) to each of which they have delegated certain powers and responsibilities.
- 2.3 Pursuant to the constitutional documents of each Overseas Subsidiary, the Overseas Boards have the power to create committees of the Overseas Board. It is envisaged that they will establish an Overseas Regional Council (**ORC**) as one such committee. The Overseas Board will have the power to revoke any delegation to the relevant ORCs wholly or in part at any time.
- 2.4 Subject to the approval by the relevant Overseas Board, each ORC created in accordance with paragraph 2.3 above is authorised to:
 - represent Members within its Region;
 - provide input to the Board on strategic policy and Member issues affecting its Region;
 - act as a key conduit between Members from within its Region and the CA ANZ Council, Board and Management;
 - appoint new members to its ORC in accordance with the constitution of each Overseas Subsidiary Constitution, the Supplemental Charter, By-Laws, Regulations and any other legislative or regulatory instrument applicable to it; and
 - appoint a representative to the CA ANZ Council in accordance with the constitution of each Overseas Subsidiary Constitution, the Supplemental Charter, By-Laws, Regulations and any other legislative or regulatory instrument applicable to it.

3. Roles and Responsibilities

- 3.1 ORCs are responsible for:
 - providing advice to the Board on strategic policy and Member issues affecting its Overseas Region by:
 - representing the interests of Members and providing advice as needed;
 - supporting the decision-making processes of the Board by ensuring that the CA ANZ Council and Management are informed, through objectively canvassing and communicating Member opinion on issues affecting its respective Overseas Region;
 - identifying Member views on pertinent issues and communicating them to CA ANZ Management for consideration;
 - providing feedback to the CA ANZ Council and Management on the effectiveness of local Member engagement and suggesting 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 respective 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 ORC represent the breadth and diversity of the Member base within the respective Overseas Region;
- assisting the Board in raising and maintaining the public profile of CA ANZ in its respective 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 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;
- implementing in its respective Overseas Region, processes to attract and retain suitable Regional Members and assist in attracting and retaining suitable CA ANZ Council and ORC members from its respective Overseas Region; and
- facilitating the Fellowship, Life Membership and other award conferment processes at their respective Overseas Region.

3.2 Subject to the respective Overseas Subsidiary's constitution and the delegation of powers by the respective Overseas Board, each ORC must exercise all rights and responsibilities conferred by this Charter in accordance with CA ANZ authorised policies and procedures and with all due care and diligence.

4. Composition and Meetings

4.1 Membership

Each ORC shall comprise:

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

In addition, a respective ORC may at its sole discretion, appoint its respective representative on CA ANZ Council to its Overseas Regional Council for the term of their appointment on CA ANZ Council.

The Overseas Regional Councillors elected or appointed to an ORC should collectively represent the skill sets and needs of the membership of the respective Overseas Region (collectively the **Overseas Regional Councillors**, and each an **Overseas Regional Councillor**).

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

4.2 Meetings

An ORC must meet at least six times per calendar year.

An ORC may otherwise meet, adjourn and regulate its meetings at it thinks fit.

Meetings may be held using any technology consented to by all Overseas Regional Councillors.

Subject to the powers delegated by the Overseas Board in accordance with the respective Overseas Subsidiary's constitution, each Overseas Regional Councillor has one vote for the purposes of

determining the business of the ORC. Any person appointed as the Chair of an ORC will have a deliberative or casting vote.

4.3 Notice of Meetings

Meeting dates of an ORC will be set at the start of each calendar year with notice being served on each Overseas Regional Councillor of that ORC in accordance with the notice requirements set out in By-Law 149.

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

4.4 Attendance

In accordance with By-Law 100(d), if an Overseas Regional Councillor is absent from two or more consecutive meetings without the leave of the relevant Chair of the ORC, that Chair of the ORC shall inform its respective Overseas Board which may resolve that his/her office be vacated.

4.5 Quorum

The quorum of each ORC will be one half of the total number of the relevant ORC's members plus one (or if that number is a fraction, the next highest whole number).

4.6 Overseas Regional Council Office Bearers

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

The Chair and Vice-Chair of the ORC are to be 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 ORC cannot attend a meeting of the ORC, the Vice-Chair of the ORC will act as Chair of the ORC unless otherwise agreed between the ORC Members present at the meeting.

4.7 Invitees

All CA ANZ Councillors may attend a meeting of an ORC as observers.

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

4.8 Decisions

All decisions of an ORC should be made in the best interests of the Members of the relevant Overseas Region as a whole. That is, any debate and discussion should be full and robust and the ORC should reach a collective view.

4.9 Minutes and Secretariat Services

The Overseas Regional Manager shall be the secretary of the ORC or such other person as agreed by the ORC (**ORC Secretary**).

The ORC Secretary shall take the minutes of ORC meetings.

The ORC Secretary shall prepare and circulate to Overseas Regional Councillors agendas and meeting papers at least seven days prior to an ORC meeting.

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

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

The ORC Secretary will develop an ORC work plan annually, in consultation with the Chair of the ORC, and as approved by the ORC.

5. Term and Vacancies

5.1 Term

The term of an Overseas Regional Councillor is three years.

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

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

Overseas Regional Councillors cannot serve more than two consecutive three year terms.

5.2 Casual Vacancies

In the event of any casual vacancy occurring, the relevant ORC shall inform the relevant Overseas Board, which will decide to appoint an eligible Member to fill the vacancy on such terms as they shall think fit.

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

6. Reporting and Evaluation of Performance

6.1 Reporting

The ORC will report on its activities and outcomes annually to its corresponding Overseas Board and the CA ANZ Board, including providing the minutes of each meeting of the ORC.

The ORC Secretary and Management will facilitate regular reporting to the CA ANZ Council and circulation of ORC meeting minutes to the CA ANZ Council.

The ORC Secretary and Management will also provide regular updates and information to the CA ANZ Council.

6.2 Evaluation of Performance

Each Overseas Board will undertake a pragmatic evaluation of the processes of its corresponding ORC annually to enable continuous improvement.

Each Overseas Board and the CA ANZ Board may further review the operation of each ORC on an annual basis to ensure its compliance with this Charter.

7. Review of Charter

Each Overseas Board is to annually review its corresponding ORC's charter and composition and make any changes it views as necessary.

8. Induction

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

9. Remuneration and Reimbursement of Committee Members

Overseas Regional Councillors shall not be remunerated.

Each Overseas Board may pay the expenses incurred by Overseas Regional Councillor to attend ORC meetings (or any person specifically invited by the ORC to attend one of its meetings) or when the Overseas Regional Councillor is acting on behalf of an Overseas Board.