

Council of Presidents Charter

CPA AUSTRALIA LTD ACN
008 392 452

Introduction

The Board of directors (Board) of CPA Australia Limited (organisation) is responsible for the establishment of the Council of Presidents (Council) to assist the Board in meeting its responsibilities. The Council is established under Article 68 of the Constitution and has the power to provide advice to the Board on strategic issues and opportunities.

1. Role of the Council of Presidents

- (a) The Council is to provide advice to the Board on strategic issues and opportunities with an emphasis on sharing the views and preferences of the members as the Council of Presidents, from time to time, best sees fit.
- (b) The Council will assist the Board in communicating the views and decisions of the Board in a constructive way to the Members.
- (c) The Council will engage with Divisional Councils and Branch Councils through two - way discussion between the Divisional and Branch Councils and the Board with the objective of improving members' ability to engage meaningfully with the Board on the organisation's strategy and opportunities. This two - way discussion includes the important and valuable local communications between Division and Branch Councils and local members.
- (d) The Council will make the Board aware, and likewise the Board will make the Council aware, of any issues that may have a significant impact on the organisation's strategy or Member experience as well as those that have significance for any region or globally for the profession. The Board will consider the issues identified and raised by the Council and will provide feedback on those matters to the Council.

2. Powers of the Council

- (a) Subject to Article 68(c), the Council has the powers set out in Article 68(a) of the Constitution, namely, to provide advice to the Board on strategic issues and opportunities. In carrying out its responsibilities, the Council must at all times recognise that responsibility for governance of the organisation rests with the Board.

- (b) The Council has no executive powers, except those that are expressly set out in the Constitution or By-Laws or those powers that have been delegated by the Board and accepted by the Council.

3. Composition and Tenure

3.1. Council membership

- (a) The Council will comprise each Divisional/Branch President.
- (b) The Chief Executive Officer will not be a member of the Council but may attend meetings as an observer and to assist the Council at the invitation of the Chair.
- (c) Subject to clause 4.2 (b), Board members may also attend meetings as observers and to assist the Council at the invitation of the Chair of the Council.
- (d) Subject to clause 4.2 (b), General Managers for the staffed offices for each Division/ Country Heads may also attend meetings as observers and to assist the Council at the invitation of the Chair of the Council.

3.2. Term of membership on Council and support to Council

- (a) Members of Council serve on the Council of Presidents while they are Divisional/Branch Presidents (Article 68 (e) of the Constitution).
- (b) The terms of the Chair and Deputy Chair are as set out in Article 70 of the Constitution with casual vacancies filled in accordance with Article 70 (c).
- (c) The Council Secretary will be the Company Secretary or delegate.
- (d) The Council's work is supported by the Chief Executive Officer (CEO) and their nominee, principally the Executive General Manager Member Experience.

4. Roles and responsibilities of Council members

4.1. Conduct of Council members

Council members are expected to:

- (a) attend all scheduled meetings;
- (b) contribute the time needed to read and understand any papers provided if required;
- (c) apply analytical skills, objectivity and judgement;
- (d) express opinions and provide advice to the Board constructively and frankly, ask questions that go to the fundamental core of the issue and through the Council Chair pursue independent lines of enquiry;
- (e) avoid any conflict of interest and inform the Council where an actual or perceived conflict may become apparent; and
- (f) contribute to an effective process of raising issues, discussing issues and providing advice that is in the best interests of the members of CPA Australia as a whole.

4.2. Meetings

- (a) The Council will meet at least four (4) times per calendar year as set out in Article 68 (d) of the Constitution. Meetings may be face to face, by telephone or other means of communication as set out in Article 69 (g) of the Constitution. Apart from passing resolutions at actual Council meetings, the Council may also pass Written Resolutions in accordance with Article 69 (i) of the Constitution.
- (b) The Chair of the Board of the organisation or in their absence the Deputy Chair of the organisation, will attend the meetings to enable two- way discussions with Divisional Councils, Branch Councils and the Board. The full Board and the General Managers for the staffed offices for each Division / Country Heads will attend at least one face-to-face meeting of the Council of Presidents per year to allow for open discussions with the Council. The Council of Presidents can ask the Chair, Deputy Chair, members of the Board or management as the case may be, to leave the meeting for their own private session.

- (c) In addition, the Chair may invite the CEO and other members of management to attend a meeting or an Item of a meeting of the Council.
- (d) If a member of the Council will no longer be President in the next following year, that member may invite the person who has been elected to be President in the next following year or if the election has not taken place, a continuing Deputy President or their delegate (who must be another Divisional Council member) to the last Council of Presidents meeting for the year. If a member of the Council cannot attend a face to face meeting, that member may invite a Deputy President or their delegate (who must be another Divisional Council member) to the meeting.
- (e) A meeting of the Council will be convened at the request of the Chair or more than 50 percent of the members of the Council (Article 69 (b)) of the Constitution).

4.3. Meeting papers

- (a) The Chair of the Council is responsible for setting the agenda (Article 69 (d)). Council members may submit items for consideration by the Chair to be included in the meeting agenda.
- (b) Meeting papers are prepared and collated by the Council Secretary or their delegate and circulated to all Council members at least five (5) working days prior to Council meetings, wherever possible. The Council Secretary will prepare minutes of meetings and have them approved by the Chair. Minutes of meetings will be submitted to the next meeting of the Committee. Minutes signed by the Chair shall be conclusive evidence of the matters recorded in the minutes. The minutes will be considered by the Council at the next Council meeting.
- (c) A forward meeting plan, including meeting dates and agenda items, will be agreed by the Council each year. The forward meeting plan will cover all of the Council's responsibilities as set out in this Charter and will take into account the Board program so as to align discussions with the Board on issues raised as contemporaneously as possible.

4.4. Attendance at meetings

- (a) All Presidents, or in their absence the Deputy Presidents or their delegate, are expected to attend the meetings of the Council. The Council will determine the quorum which will not be less than half the total number of members plus one (Article 69 (c)).
- (b) If a member of the Council of Presidents is unable to attend or vote at any meeting of the Council of Presidents, they may not authorise the Secretary or any other member of the Council of Presidents to vote on their behalf.

5. Council Expenses

A member of the Council attending any meeting of the Council is entitled to such reasonable travel, accommodation or other out of pocket expenses incurred in accordance with Article 69 (f) of the Constitution and any relevant travel policy.

6. Council and Board Discussions

Where necessary, the Chair of the Board and the Chair of the Council will maintain a regular dialogue on strategic issues and opportunities, drawing on the views of members.

7. Chair and Deputy Chair Election Process

- (a) The Council of Presidents, pursuant to Article 70, may under By-Law 6.6 (a), determine their election procedure for their Chair and Deputy Chair. Prior to the commencement of the first Council of Presidents Meeting in each calendar year, an election will be held for the positions of Chair and Deputy Chair of the Council of Presidents. The Company Secretary or their delegate will first call for nominations for the Chair from the members of the Council. After election of the Chair, the Company Secretary will then call for nominations for the Deputy Chair from the remaining members of the Council.
- (b) A simple electronic election process for each election will be conducted by the Company Secretary or their delegate as Returning Officer. All Council Members will be entitled to vote. At the conclusion of the ballot for the Chair, the Returning Officer will communicate the results to the Council and then conduct the ballot for the Deputy Chair. At the

conclusion of the ballot for the Deputy Chair the Returning Officer will communicate the results to the Council after which the elections will be closed.

- (c) If a casual vacancy occurs for the Chair or Deputy Chair during the term of their appointment, an appointment in accordance with Article 70 of the Constitution must be called within 10 working days and the election for the casual vacancy made in accordance with the procedure set out in clause 7 as relevant.

8. Performance evaluation

- (a) The Chair of the Council may initiate a review of the performance of the Council each year but must at least once every two years. The review will be conducted on a self-assessment basis (unless otherwise determined by the Board) with appropriate input sought from the Board, Council members, Divisional Councils, senior management, and any other relevant stakeholders, as determined by the Board.
- (b) The review will take into account:
- Relevance of the Agenda;
 - Quality and timing of any submitted papers and presentations;
 - Performance of Council members and others present; and
 - Overall effectiveness of the meeting.
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9. Review of Charter

At least once a year the Council will review this Charter to ensure continued relevance to the operations of the powers and objectives of the Council. This review will include consultation with the Board. Amendments to this Charter must be approved by the Board.

10. Consistency with the Constitution

- (a) This Charter may be amended by the Board from time to time following prior consultation with the Council and is subject to the requirements of the Constitution and the law. Whilst this Charter does not form part of the Constitution, this Charter (as in force from time to time) is nevertheless binding on the Council and each of the Council members.

- (b) To the extent there is any inconsistency between this Charter and the Constitution, the Constitution will prevail.

11. Code of Conduct and Confidentiality

- (a) Each Council member has an obligation to comply with the spirit, as well as the letter of the law, the Constitution and the principles set out in the Volunteers' Code of Conduct.

- (b) Unless the Council resolves to the contrary and except where there is an agreed communication for Council members to share with Divisional Councillors, Council members are required to keep Council discussions, Council papers and Council deliberations confidential.

Approved by the Board: 5 November 2018

Amended by the Board: 9 December 2019

Amended by the Board: 14 December 2020