

Chapter Council Charter

1. PURPOSE OF CHARTER

- 1.1. This Chapter Council Charter (**Charter**) sets out the role, composition and responsibilities of a Chapter Council of the Australian Institute of Architects (**Institute**).

Note: references in this Charter to “Council”, “Councillor” or “President” shall mean the National Council, National Councillor or National President respectively, except where specifically referred to as Chapter Council, Chapter Councillor or Chapter President.

2. CONSTITUTION

- 2.1. The conduct of a Chapter Council is governed by the Memorandum and Articles of Association (**Constitution**), a copy of which is available at architecture.com.au/about-us/governance, and by resolutions of the National Council (**Council**).
- 2.2. A **Chapter** is “the body of members residing in a particular Territory.” (A “Territory” is any state or territory of the Commonwealth of Australia or any other area constituted a Territory by resolution of the Council.)
- 2.3. A **Chapter Council** is an “advisory body constituted pursuant to Article 44 in respect of a particular Chapter.”
- 2.4. A **Chapter Councillor** is “a person appointed in accordance with Article 45(1)(b).”
- 2.5. A **Chapter President** is a Chapter-Elected Councillor elected in accordance with Article 15. A Chapter President is a Councillor (and Director) of the Institute and therefore is also subject to the provisions of the Council Charter.
- 2.6. A Chapter Council conducts all its activities consistent with the objects, roles and functions of the Council, including (as set out in the Council Charter):
 - COMPLIANCE: conform with or exceed all requirements of the law and the Council
 - PERFORMANCE: assist the organisation to perform to its best potential
- 2.7. A Chapter Council, while meeting its responsibilities, is mindful of the Institute’s mission and the objects of the organisation as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

- 3.1. The Council has delegated overall authority for the operations and administration of the Institute to the Chief Executive Officer (**CEO**). It has also resolved, through the Delegation of Authority Policy, to delegate certain specific responsibilities to designated staff, committees and, in some instances, Chapter Councils.
- 3.2. The Chapter Council is not required to conduct the Institute’s business activities or be involved in the delivery of services. Chapter staff and the Chapter Manager are responsible for the delivery of activities and services.
- 3.3. The primary responsibilities of the Chapter Council are to:
 - 3.3.1. Provide effective leadership and collaborate with the Chapter Management Team (**Management Team**) in:
 - articulating the Institute’s values, vision, mission and strategies;
 - developing strategic plans and ordering strategic priorities for the Chapter, and
 - maintaining open lines of communication with members and other stakeholders.

- 3.3.2. Establish such committees, policies and procedures, consistent with those of the Council, required to facilitate the most effective discharge of the Chapter Council's roles and responsibilities.
 - 3.3.3. Ensure that the work of Chapter Council and its committees complies with all applicable Council policies, in particular the Delegation of Authority Policy.
 - 3.3.4. Initiate a Chapter Council self-evaluation program and follow-up action to deal with issues arising.
 - 3.3.5. Ensure that the Chapter Council operates in accordance with this Charter and the standards of ethical behaviour embodied in it.
 - 3.3.6. Ensure that all Chapter Councillors, particularly including any who are recently elected or who are regionally-based, have equal access to the information and resources required to fully engage with the Chapter Council and execute their role.
- 3.4. Key roles of the Chapter Council are to:
- 3.4.1. In line with the Institute's strategic plan, identify the strategic priorities for the Chapter and collaborate with Management in articulating the activities and programs designed to implement those priorities.
 - 3.4.2. Identify and respond to issues relevant to the profession and Institute members within the Chapter.
 - 3.4.3. Liaise with State bodies, institutions and authorities to promote and represent the Institute.
 - 3.4.4. Coordinate the work of Chapter committees and communicate their activities to members.
 - 3.4.5. Proactively identify and respond to issues relating to state government-based regulatory, procurement and planning policies and legislation, consistent with the Institute's published public policies.
 - 3.4.6. Communicate state related issues of national relevance to Council or National Executive.
 - 3.4.7. Communicate and consult with members on state matters in accordance with the Member Consultation Policy.

4. MEMBERSHIP AND TERM

- 4.1. The Constitution (Article 45) provides for membership of a Chapter Council as follows:
 - 4.1.1. Voting members:
 - The Chapter-Elected Councillor, who will be the Chapter President;
 - Up to 10 other Chapter Councillors, elected in accordance with Article 46, or appointed in accordance with Article 47;
 - One representative from each Division, if any;
 - One student representative, and
 - One nominated chair of a Chapter Committee or member group.
 - 4.1.2. Others:
 - The Immediate Past Chapter President;
 - A National President or Immediate Past President, who was previously the Chapter President, and

- Any Nationally Elected Councillor may attend Chapter Council meetings as an observer.
- 4.2. The required quorum for Chapter Council meetings will be half the number of Chapter Councillors plus one, unless otherwise resolved by the Chapter Council and endorsed by Council.
 - 4.3. The Chapter Council consists only of non-executive individuals. No member of the Chapter Council may be a paid employee of the Institute.
 - 4.4. Chapter Councillors should attend the maximum possible number of formal Chapter Council meetings and other formal events conducted by the Chapter.
 - 4.5. Chapter Councillors will not serve on Chapter Council for more than 2 years before they must retire or seek re-election.

5. INTEREST AND DECLARATION OF INTEREST

- 5.1. An Interest is a business or other relationship which could, or could reasonably be perceived by others, to now or in the future materially interfere with an individual's ability to act in the best interests of the Institute and not in their own or another person's interests.
- 5.2. An Interest under this Charter includes non-financial interests that might not be considered "material" at law.
- 5.3. Chapter Councillors must be free from any Interest when discussing and deliberating on any Chapter Council business, except where such Interest has been formally declared and recorded as follows:
 - 5.3.1. Chapter Councillors must declare an ongoing Interest, which is to be recorded regularly in the Minutes of any meeting of Chapter Council. If recorded, a Chapter Councillor may without explanation withdraw during discussion of or deliberation on any matter where that Interest may operate.
 - 5.3.2. Chapter Councillors must also declare any Interest that arises in particular circumstances or in the context of business being considered by Council, and the declaration is to be recorded in the Minutes.
 - 5.3.3. An Interest or possible Interest may be raised by the Chapter President, another Chapter Councillor or the Chapter Manager in writing or verbally during a discussion or deliberation by Chapter Council. The Chapter Councillor may then withdraw. If the Chapter Councillor has not withdrawn, Chapter Council must decide before discussion continues whether the Interest is operative and if so, require the Chapter Councillor to withdraw. Alternatively, the Chapter Council may decide to allow the Chapter Councillor to remain present but not take part in discussion and if a vote is required, abstain from voting. If Chapter Council decides that an Interest is operative, the Minutes must record the details of their decision.
- 5.4. The provisions of this clause of the Charter extend to the members and procedures of any Chapter Standing Committee, Taskforce, or ad hoc committee, except that where applicable, the relevant Institute staff member supporting the committee may also raise an Interest or possible Interest for determination by the committee.

6. CHAPTER COUNCIL/CHAPTER STAFF RELATIONSHIP

- 6.1. The roles of the Chapter President and the Chapter Manager are strictly separated. The Chapter President represents the Chapter Council in its dealings with staff, and the Chapter Manager represents the staff in communicating and collaborating with the Chapter Council.

- 6.2. The Chapter Manager is not a member of the Chapter Council, but will generally attend all meetings of the Chapter Council.
- 6.3. In collaboration with the CEO, COO and relevant General Managers, the Chapter Manager manages the operations of the Chapter, providing all necessary direction and instruction to the staff.
- 6.4. The Chapter Manager helps set the agenda, assembles the information and makes recommendations that shape the Chapter Council's discussions. Specifically, the Chapter Manager's responsibilities include:
 - 6.4.1. **Human resources:** recruitment, talent management, terminations and regulatory compliance.
 - 6.4.2. **Planning:** strategic planning (in collaboration with Chapter Council), operational planning and performance evaluation.
 - 6.4.3. **Financial and physical resources management:** budget development and monitoring (for high level review by Chapter Council), and risk management.
 - 6.4.4. **Fundraising:** research, planning and implementation of required fundraising activities.
 - 6.4.5. **Representation:** presenting the Institute's mission, programs, products and services to relevant Chapter stakeholders.
 - 6.4.6. **Standards:** in collaboration with Chapter Council, setting and exemplifying standards for ethical behaviour, commitment, effectiveness and efficiency.
 - 6.4.7. **Vision:** articulating the Institute vision to staff and members.
 - 6.4.8. **Meeting support:** in collaboration with the Chapter President, empowering the Chapter Council through well organised agendas, clear and logical recommendations for action, including options where practical, and effective recording of meeting outcomes.

7. CHAPTER COUNCIL/NATIONAL COUNCIL RELATIONSHIP

- 7.1. The Chapter Council acts as an advisory body to the Council in relation to the interests and activities of the members in the Chapter.
- 7.2. As a director of the organisation and a member of the Council, the Chapter President is the primary communication channel, in both directions, between the Council and the Chapter Council.
- 7.3. Where the Chapter Council wishes to provide advice or information to the Council, or seek advice or information from the Council, it can do so by:
 - Requesting the Chapter President to present the matter to the Council personally at a scheduled Council meeting, or
 - Preparing, or collaborating with the Chapter Manager to prepare, a formal submission to the Council (in the prescribed format). Such submission will be considered initially by the National Executive and subsequently by Council, based on the recommendation of National Executive.
- 7.4. Where a Chapter Council submission involves a request for unbudgeted funds, it must be presented as a formal, written submission and must be accompanied by a detailed business case supporting the request and outlining the strategic outcomes that will be delivered as a result.

8. CHAPTER COUNCIL CULTURE

- 8.1. The Chapter Council actively seeks to promote an 'engaged culture' which is characterised by candour, respect and a willingness to challenge.
- 8.2. Chapter Council meeting agendas limit presentation time in order to maximise discussion time, and allow plentiful opportunities for informal Chapter Councillor interaction.
- 8.3. Chapter Councillors expect their fellow Chapter Councillors to:
 - be honest but constructive
 - be ready to ask questions and willing to challenge the status quo
 - actively seek out other Chapter Councillors' views and contributions
 - spend time on an issue commensurate with its importance
 - share their views, ideas and criticisms without bias or favour
- 8.4. Chapter Councillors will conduct themselves so that they:
 - always come prepared to contribute
 - participate actively in the affairs of the Chapter Council
 - respect their fellow Chapter Councillors and the members and staff of the Institute
 - take responsibility and carry a fair share of the load
- 8.5. In meeting the needs of all stakeholders the Chapter Council will operate in ways that embody the Institute's core values:
 - **One community**, embracing diversity and open communication
 - **Innovation**, demonstrating leadership with courage and creativity
 - **Accountability**, acting with integrity, responsibility and sustainability
 - **Respect**, relating with empathy and recognition of effort
 - **Collaboration**, working together with trust, transparency and fun

9. MEETINGS AND REPORTING

- 9.1. Proceedings of all Chapter Council meetings are minuted and the minutes are circulated to Chapter Councillors, before being reviewed and subsequently approved by the Chapter Council at the next meeting.
- 9.2. Decisions of Chapter Council, whether resolutions or less formal guidance to the Chapter Manager, are reported as 'one voice' unless a Chapter Councillor requests that abstention from voting, or a negative vote, is recorded in the Minutes.
- 9.3. Passing of resolutions is generally by consensus but where necessary a vote may be taken by a show of hands. "Moving and seconding" of proposed resolutions is not required. Moving into "committee" to discuss a proposed resolution is also not required.
- 9.4. Key outcomes of Chapter Council meetings, but not necessarily the full, formal minutes, will be reported through an appropriate channel to members in the Chapter.

10. REVIEW OF CHARTER

- 10.1. The Council will review this Charter periodically to ensure it remains consistent with the Council's objectives and responsibilities.
- 10.2. To assist the Council in undertaking this review, Chapter Councils will provide relevant feedback and suggestions through the Chapter President.

11. PUBLICATION OF THE CHARTER

- 11.1. A copy of the Council Charter and the Chapter Council Charter is available at www.architecture.com.au.