



COUNCIL OF PRESIDENTS CHARTER

CPA Australia Ltd
ACN 008 392 452

1 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 65 of the Constitution and has the power to provide advice to the Board on strategic issues and opportunities.

2 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 through two - way discussion between the Divisional 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 Divisional 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, on its commitment to ESG (including the identification of existing or foreseeable ESG risks or ESG opportunities for the benefit of members) as well as those issues 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.

3 Powers of the Council

- (a) Subject to Article 65(c) of the Constitution, the Council has the powers set out in Article 65(a), 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.

4 Composition and Tenure

4.1 Council membership

- (a) The Council will comprise each Divisional 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 of the Council.
- (c) Board members may attend meetings as observers and to assist the Council at the invitation of the Chair of the Council.
- (d) In addition, any of the following may attend meetings or an item of a meeting of the Council as observers and to assist the Council at the invitation of the Chair of the Council:
 - (i) Head of Delivery Enablement;
 - (ii) Regional Heads for each Division; and
 - (iii) where appropriate, State/Territory/Country Managers.

4.2 **Term of membership on Council and support to Council**

- (a) Members of Council serve on the Council of Presidents while they are Divisional Presidents (Article 65(e) of the Constitution).
- (b) The terms of the Chair and Deputy Chair are as set out in Article 67 of the Constitution with casual vacancies filled in accordance with Article 67(e).
- (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 Chief Member Experience Officer and the Chief of Member Operations.

5 Roles and responsibilities of Council members

5.1 **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.

5.2 Meetings

- (a) The Council will meet at least four (4) times per calendar year as set out in Article 65(d) of the Constitution. Meetings may be face-to-face, or by using any technology (or any combination of technologies) as considered appropriate by the Chair.
- (b) A resolution of the Council is passed if more votes are cast by Councillors entitled to vote in favour of the resolution than against it.
- (c) Apart from passing resolutions at actual Council meetings, the Council may also pass resolutions without holding a meeting in accordance with Article 66(k) of the Constitution.
- (d) The President of the Board of the organisation or in their absence a Deputy President, will attend the meetings to enable two - way discussions with Divisional Councils and the Board. The Board, Executive Leaders and the Regional 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 and, in the event that this may not be possible, clause 4.2(a) of this Charter will apply. Where appropriate, State/Territory/Country Managers may be invited to attend this meeting (including virtually). The Council of Presidents can ask the President, the Deputy President, members of the Board or management as the case may be, to leave the meeting for their own private session.
- (e) In addition, the Chair of the Council may invite the CEO and other members of management to attend a meeting or an item of a meeting of the Council.
- (f) 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 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 from the same Division or their delegate (who must be another Divisional Council member) to the meeting.
- (g) 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 under Article 66(b) of the Constitution.
- (h) Meetings of the Council of Presidents should be conducted professionally and respectfully in accordance with the organisation's agreed behaviours and values as set out in The CPA Australia Way: <https://www.cpaaustralia.com.au/about-cpa-australia/work-with-us/careers/our-values>

- (i) At the commencement of each Council meeting, the Council Chair will:
 - (i) open with an *Acknowledgment of Country* relevant to the place or places from where the meeting is being held; and
 - (ii) appoint a meeting reviewer from the Council members in attendance to provide a review of the meeting at the end of the meeting incorporating a reflection on how the meeting met CPA Australia's values.

5.3 Meeting papers

- (a) The Chair of the Council is responsible for setting the agenda (Article 66(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 seven days prior to Council meetings, wherever possible. The Council Secretary will prepare minutes of Council of Presidents' meetings which must accurately reflect their proceedings and have them approved by the Chair. Minutes of meetings will be submitted to and considered at the next Council meeting. Minutes signed by the Chair are conclusive evidence of the proceedings recorded in the minutes.
- (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 as contemporaneously as possible on issues raised.

5.4 Attendance at meetings

- (a) All Presidents, or in their absence the Deputy Presidents or their delegates, 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 in accordance with Article 66(c) of the Constitution.
- (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.

6 Council Expenses

A member of the Council attending any meeting of the Council is entitled to reimbursement for such reasonable travel, accommodation or other out-of-pocket expenses incurred in accordance with Article 66(f) of the Constitution and any relevant travel policy.

7 Council and Board Discussions

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

8 Chair and Deputy Chair Election Process

- (a) The Council of Presidents, under Article 67 of the Constitution, may under By-Law 6, 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.
- (b) The Company Secretary or their delegate will call for nominations for the positions of Chair and Deputy Chair from the members of the Council. A candidate may nominate for more than one position but upon election to one position the candidate's nominations for all other positions will automatically lapse.
- (c) If the number of candidates nominated for election does not exceed the number of vacancies, no election will be held and such nominees will be declared elected by the chair after receiving the report of the Company Secretary as Returning Officer.
- (d) If required, a simple electronic election process for each position 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.
- (e) If a casual vacancy occurs for the Chair or Deputy Chair during the term of their appointment, the members of the Council of Presidents in accordance with Article 67 of the Constitution, may appoint a Council member to fill the Council vacancy for as long as the vacating Chair or Deputy Chair would have retained office if no vacancy had occurred. An election for the casual vacancy will be conducted in accordance with the procedure set out in this clause 8 as relevant.

9 Performance evaluation

- (a) The Chair of the Council may initiate a review of the performance of the Council each year and should 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:
 - (i) relevance of the agenda;

- (ii) quality and timing of any submitted papers and presentations;
- (iii) performance of Council members and others present;
- (iv) overall effectiveness of each meeting; and
- (v) demonstration of the agreed behaviours and values in The CPA Australia Way.

10 Review of Charter

At least once a year the Council will review this Charter to ensure it is consistent with the Council's role and powers, applicable law, the Constitution, the By-Laws and relevant standards of corporate governance and recommend any changes to the Board. This review will include consultation with the Board. Amendments to this Charter must be approved by the Board.

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, the By-Laws and the principles set out in the CPA Australia 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.

12 Consistency with the Constitution

- 12.1 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.
- 12.2 To the extent that there is any inconsistency between this Charter and the Constitution or the By-Laws, the Constitution will prevail over both and the By-Laws will prevail over this Charter.

Approved by the Board on 5 November 2018

Amended by the Board on 9 December 2019

Amended by the Board on 14 December 2020

Amended by the Board on 6 December 2021. Effective: 1 January 2022

Amended by the Board on 8 December 2022. Effective: 1 January 2023

Amended by the Board on 4 December 2023. Effective: 1 January 2024