



ADVANCING BUILT ENVIRONMENT
COST PROFESSIONALS

AIQS CHAPTER & REGION COUNCIL CHARTER

JUNE 2024

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1. INTRODUCTION

The Chapter and Region Councils of the Australian Institute of Quantity Surveyors (AIQS) are committed to ensuring that principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance, commensurate with the organisation's needs. The matters set out in this Charter reflect the governance principles expected of directors as outlined in the Corporations Act 2001 (Cth), other relevant legislative requirements as they arise and the AIQS Constitution & By-Laws.

Chapter & Region Councils have the responsibilities set out in this Charter and will carry out those responsibilities honestly, fairly and diligently, in accordance with the law, the principles of good governance, the AIQS's Code of Conduct, and for the benefit of all stakeholders (members and non-members).

AIQS's corporate governance culture – our way of doing business – including leadership by Chapter & Region Councils, is critical to AIQS's continuing success and is intended to set an example to all those dealing with AIQS of the effective operation of good corporate governance.

2. CHAPTER / REGION COUNCIL RESPONSIBILITIES

2.1 The primary responsibilities of Chapter & Region Councils are to:

- 2.1.1 Provide effective leadership in collaboration with AIQS management staff 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.
- 2.1.2 Establish such committees, policies and procedures, required to facilitate the most effective discharge of the Council's roles and responsibilities.
- 2.1.3 Ensure that the work of the Chapter / Region Council and its committees complies with all applicable Board policies.
- 2.1.4 Initiate a Chapter / Region Council self-evaluation program and follow-up action to deal with issues arising.
- 2.1.5 Ensure that the Chapter / Region Council operates in accordance with this Charter.
- 2.1.6 Ensure that all Chapter / Region Councillors, particularly 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.

2.2 Key roles of the Chapter / Region Council are to:

- 2.2.1 Align with the Institute's strategic plan, identifying initiatives for inclusion in the Chapter / Region annual Operating Plan and collaborate with the AIQS Management Team in articulating how those initiatives are planned to be implemented.
- 2.2.2 Identify and respond to issues relevant to the profession and Institute members within the Chapter / Region.
- 2.2.3 Liaise with local Chapter / Region bodies, institutions and authorities to promote and represent the Institute.
- 2.2.4 Coordinate the work of Chapter / Region Sub-committees and communicate activities to members.
- 2.2.5 Proactively identify and respond to issues relating to the applicable jurisdiction government-based regulatory, procurement and planning policies and legislation, consistent with the Institute's published public policies.
- 2.2.6 Communicate Chapter / Region related issues of national / international relevance to the Board.
- 2.2.7 Communicate and consult with members on Chapter or Region matters.

3. CHAPTER / REGION COUNCILLOR RESPONSIBILITIES

Chapter and Region Councillors are expected to owe the same duties to the Institute as a formally appointed director. These duties include:

- The duty to prevent insolvent trading
- The duty to exercise care and skill
- The duty to act in good faith in the interests of the Institute as a whole
- The duty to exercise their power as a director for a proper purpose
- The duty not to gain an advantage for themselves or someone else or cause detriment to the Institute by improper use of their position; and
- To disclose any material personal interest they may have in a matter that relates to the affairs of the Institute.

They must also:

- act with reasonable care and diligence
- act in good faith in the corporation's best interests and for a proper purpose
- not misuse corporate opportunities; and
- not misuse confidential information.

4. COMPOSITION OF THE CHAPTER COUNCIL

The AIQS By-Laws (Section 36) provides:

- BL.36.1 There shall be Chapter Council of each Chapter consisting of up to 14 Councillors including the following;
- a. Board of Directors member/s
 - b. Not less than one or more than twelve other voting members of the Chapter as decided from time to time by the Chapter
- BL.36.2 In addition to BL.36.1, where the Quantity Surveying Emerging Professional (QSEP) President is not a voting member who has been elected in accordance with BL.34, the Chapter Council may co-opt the QSEP President to participate at Chapter Council as an Observer.
- BL.36.3 It is the policy of the Institute that no Chapter Council should be dominated by the representatives of any single enterprise.
- BL.36.4 The Board of Directors member/s elected within an International Chapter shall not reside in the same country and where Branches exist, shall not reside in the same Branch.
- BL.36.5 The Chapter President and the Board representative positions cannot be held by the same person at the same time.

5. COMPOSITION OF THE REGION COUNCIL

The AIQS By-Laws (Section 52) provides:

- BL.52.1 There shall be Region Council of each Region consisting of up to 10 Councillors including the following:
- a. One Board of Directors member
 - b. Not less than one or more than nine other voting members of the Region as decided from time to time by the Region.
- BL.52.2 It is the policy of the Institute that no Region Council should be dominated by the representatives of any single enterprise.
- BL.52.3 Members from each Region of the International Chapter can only nominate another voting member from within each of their respective Regions to the Board of Directors.
- BL.52.4 Members from each Region of the International Chapter will elect one voting member from within each of their Regions to the Board of Directors.
- BL.52.5 The Region President and the Board representative positions cannot be held by the same person at the same time.

6. CHAPTER / REGION COUNCIL & BOARD RELATIONSHIP

- 6.1 The Chapter / Region Council acts as an advisory body to the AIQS Board in relation to the interests and activities of the members in the Chapter.
- 6.2 The Board Directors on each Chapter / Region Council are the primary communication channel, in both directions, between the Board and the Chapter / Region Council.
- 6.3 Where the Chapter / Region Council wishes to provide advice or information to the Board, or seek advice or information from the Board, it can do so by:
 - Requesting the relevant Board Directors to present the matter to the Board personally at a scheduled Board meeting, or
 - Preparing a formal submission to the Board (in the prescribed format).
- 6.4 Where a Chapter / Region 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.

7. CHAPTER & REGION COUNCIL MEETINGS

The AIQS By-Laws provides:

- 7.1 Chapter Councils shall meet as often as the business of the Chapter shall require but not less frequently than once in every two months. Region Councils shall meet not less frequently than once in every four months.
It is preferred that Chapter Council Meetings will be face-to-face unless otherwise prohibited by government regulation or Public Health Order.
- 7.2 The agenda for each Chapter / Region Council meeting shall be focussed on matters relating to achieving the AIQS strategic goals.
- 7.3 Four members of a Chapter / Region Council shall constitute a quorum.
- 7.4 The Secretary shall on the request of the President, or three members of a Chapter / Region Council convene a meeting of the Chapter or Region.
- 7.5 Notice of Chapter Council Meeting - Short Notice of a Chapter Council meeting may be given, provided the majority of the Chapter Council is in agreement. The accidental omission to give notice to or the non-receipt of notice of a meeting by any member of the Chapter Council shall not invalidate the proceedings at any meeting.
- 7.6 The President shall preside at all meetings of Chapter / Region Council and will perform all duties commonly pertaining to that office provided that in the absence of the Chapter / Region President the Vice-president shall preside and in the absence of both Chapter / Region President and Vice-President, the remaining members present shall choose one of their number to be Chair of the meeting.
- 7.7 At all meetings of a Chapter / Region Council each member of such Council personally present shall have one vote and in the event of any equality of votes the Chapter / Region President shall be entitled to an additional casting vote. If any two members personally present shall so require the voting shall be by secret ballot. There shall be no proxies.
- 7.8 The Proceedings of a Chapter / Region Council and of any Chapter Sub-Committee shall be confidential at the discretion of the Chapter / Region Council.
- 7.9 The Chapter / Region Council shall cause Minutes or other records to be kept for the following:
 - a) Appointments of officers and of members of the Chapter / Region Council and of all Sub-committees.
 - b) The proceedings of all meetings of the Chapter / Region Council and of Sub-Committees appointed by the Council.

A copy of the Minutes of every Chapter / Region Council meeting shall be forwarded to the Chief Executive Officer of the Institute within thirty days of the holding of such meeting.

8. CONFLICT OF INTEREST

- 8.1 Chapter / Region Councillors must keep their Councillor's advised, on an ongoing basis, of any interests that could potentially conflict with those of AIQS and shall advise the Chapter / Region President of any potential material conflict of interest prior to any Chapter / Region Council meeting at which the issue is to be discussed. Any potential conflict of interest must be recorded in the Chapter / Region Council meeting minutes.
- 8.2 If the Interest is recorded, without detailed explanation, the Chapter / Region Councillor should withdraw from discussion of or deliberation on any matter where that Interest may operate, unless requested not to by the President, or after a Chapter / Region Council decision made without that Chapter / Region Councillor's participation.
- 8.3 Where the Chapter / Region Council decides to allow the individual to remain present the Chapter / Region Councillor in question cannot take part in discussion and if a vote is required, abstain from voting. If the Chapter Council decides that an Interest is reasonably likely to apply to the discussion or decision before the Chapter Council, the Minutes must record the details of the Chapter / Region Council's decision about that Interest.

9. CHAPTER / REGION SUB-COMMITTEES & WORKING GROUPS

- 9.1 The Chapter / Region Council may establish Sub-committees and / or Working Groups to which it may delegate duties and responsibilities. The Chapter / Region Council will appoint the members of each Sub-committee / Working Group, and the Chair of each Sub-committee / Working Group.
- 9.2 Terms of Reference or Operating Guidelines will be established for each of the Sub-committee / Working Group, setting out the composition, duties, and responsibilities of the Sub-committee / Working Group, which is reviewed every two years. Every appointee to a Chapter / Region Sub-committee / Working Group is required to complete the applicable Declaration Form.
- 9.3 To ensure Sub-committee / Working Group members are covered by the Institute's Voluntary Workers Insurance and Association Liability Insurance, the Chapter / Region Council must record in its council meeting minutes the names of all Sub-committee / Working Group members and advise the Chief Executive Officer and Operations Manager accordingly.

10. REVIEW OF CHAPTER / REGION EFFECTIVENESS

The Chapter / Region Councillors will participate in an annual review of the Chapter / Region Council's effectiveness in carrying out its responsibilities.

11. CHARTER REVIEW

The Board shall review this Charter every two years or as required.

Any modifications to or replacements of this Charter must be approved by the Board.

12. EFFECTIVE DATE

This Policy is effective from 1 June 2024.