
A Guide for Divisional Councillors

2024 Divisional Council Handbook



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Contents

Overview	1
Welcome From Board President	1
Introduction	2
About CPA Australia	2
Our values	3
Our strategy	3
Section 1: Divisional Council's roles and responsibilities	4
Member engagement	5
Intersect with Member Engagement Committee	5
CPA Australia awards	6
Divisional Council committees	7
Discussion groups	7
Special admissions	8
Appointments Council	8
Council of Presidents	8
Section 2: Council operations	9
Number of members on Divisional Council	9
Terms of appointment	9
Filling of casual vacancies	10
Six consecutive year tenure rule	10
Termination Divisional Councillor office position	10
Divisional Council office bearers	11
Divisional Councillor participation on Boards, Councils or Committees of other professional accounting organisations	11
Divisional Council Effectiveness Survey	11
Succession planning	11
Section 3: Council meetings	12
Chair of Divisional Council meetings	12
Attendance requirements and apologies	12
Quorum for meetings	12
Minutes and agendas	12
Divisional Council resolutions	12
Circulating resolutions	13
Meeting protocols	13
Section 4: Guidelines for chairing and participating in meetings	14
Section 5: Divisional Councillors as representatives of the broader membership and ambassadors	15
Section 6: Policy and Advocacy	16
Section 7: Professional development discounts for Divisional Councillors travel and expenditure	17
Expense reimbursements	17
Section 8: Code of Conduct for Volunteers	18
Conflicts of interests	18
Gifts	19
Confidentiality and personal information	19

Section 9: Checklist for new and re-elected Divisional Councillors	20
Section 10: Guide for roles and responsibilities of Appointments Councillors	21
Role of the Appointments Council	21
Appointment of Appointments Councillors	21
Composition of the Appointments Council	21
Appointment process	21
Remuneration	21
Tenure	22
Succession planning	22
Expectations of Appointments Councillors	22
Meetings	22
Confidentiality	23
Nomination Committee	23
Role of the Nomination Committee	23
Composition of the Nomination Committee	23
Appointment process	23
Meetings	24
Section 11: Meeting review guide	25
Review questions	25
Section 12: Useful resources	27

Overview

Disclaimer

This document is a text version of the e-learning module for Divisional Councillors 'Divisional Councillors Handbook' that contains interactive content and videos. The e-module is accessible to current Councillors only, therefore links referred to or videos referenced in this document may not be accessible.

Welcome From Board President

On behalf of the Board and CPA Australia, we would like to extend a warm welcome to all Divisional Councillors.

Congratulations to those recently elected to Divisional Council and appointed as office bearers for 2024.

The role of Divisional Council is an important and valued one. As councillors you are representatives of the broader membership as well as ambassadors, advisors on divisional matters, and influencers within the wider business community. You have the responsibility for making decisions regarding Special Admission applications to CPA status, appointing Divisional Council members to the Appointments Council and nominating members for CPA Australia awards. You also have oversight of discussion groups and committees established to support the performance of council and these provide valuable opportunities to reach a wider member audience.

The 2022–2027 strategy, co-designed in close collaboration with members, is intended to meet the needs of members as the guiding principle in setting CPA Australia's goals and priorities. The strategy incorporates valuable input from members and reflects the evolving professional environment in which we operate. It equips CPA Australia to tackle the major issues shaping the profession with initiatives to stimulate tertiary study of accounting and finance, attract new members from related fields, and empower members to adapt to new technologies and develop interdisciplinary skills.

CPA Australia values the vital contribution of Divisional Councils in developing and delivering the strategy. We also recognise the crucial role of Divisional Councils in providing forums for members to share knowledge and ideas on issues relating to the profession. As Chair and on behalf of the Board, I wish all Divisional Councillors well as we anticipate a productive and exciting year ahead in 2024.

John Curtin Distinguished Professor Dale Pinto FCPA
President & Chair of the Board
CPA Australia

Introduction

This handbook has been prepared to assist you to understand and fulfil your role as a Divisional Councillor. Currently, CPA Australia has 13 Divisions across Australia, New Zealand, Europe, Greater China, Malaysia and Singapore.

The underlying foundation for the operation of Divisional Councils is contained in the [Constitution](#) and [By-Laws](#) of CPA Australia and these should be consulted in the first instance if you have any questions about the operation of Councils. A link to these documents is provided in the 'other resources' section of this handbook.

About CPA Australia

CPA Australia Limited is a company limited by guarantee governed by a [Board of Directors](#) whose specific powers are set out in CPA Australia's Constitution. The stated objectives of CPA Australia are also set out in the Constitution. They are to promote excellence, enterprise and integrity amongst Members and the financial, accounting and business advisory professions generally, to educate Members with respect to their duties and responsibilities as members of the financial, accounting and business advisory professions, and to prescribe the highest standards of ethics and professional conduct for Members.

In fulfilling these objectives, CPA Australia will:

- (a) take an interest in legislative, economic and social matters affecting CPA Australia's objectives,
- (b) affiliate with organisations with similar objectives, and
- (c) do all such other things incidental or conducive to the attainment of CPA Australia's objectives.

CPA Australia's origins date back to the 1880s in Victoria. In 1952, the Australian Society of Accountants was established through the merger of several other bodies and forms the basis of our current organisation, with its name changing to the Australian Society of Certified Practising Accountants in 1990 and then to CPA Australia in 2000.

CPA Australia has released the [2022–2027 Strategic Plan](#) developed over six months of member consultation and focuses on delivering increased value and service for members. It is framed by new vision and purpose statements and consists of four strategic goals that are supported by a number of objectives and initiatives. A brief video by the Chairman of the Board, John Curtin Distinguished Professor Dale Pinto FCPA is included in your online resources.


Core services to Members include education, training, technical support and advocacy. Staff and members work together with local and international bodies to represent the views and concerns of the profession to governments, regulators, industries, academia and the public.

CPA Australia's international presence continues to grow in terms of representation on international bodies and influence in the profession globally. We are thought leaders in Australia and internationally in the areas of relevance to the accounting and finance profession.

Our values


The CPA Australia Way






Create opportunity

- ✔ We look for ways to help each other improve and stay ahead. We're curious, future-focused and always strive for better.
- ✘ We're not afraid to change.
- ? Test question: Are we being brave enough?



Pursue excellence

- ✔ We can be trusted to do what's right and hold ourselves and others accountable to the highest standards.
- ✘ We're never complacent.
- ? Test question: Is this the very best we can do?



Achieve together

- ✔ We're one team, working together in respectful, positive and genuinely caring ways.
- ✘ We're not self-interested or siloed.
- ? Test question: Have we engaged others in the best way possible and really listened?

Our strategy

Strategy at a glance

Our vision

Lead the future of the global accounting profession and develop business professionals with tomorrow's capabilities.

Our purpose

We're partners for progress, strengthening trusted relationships with members and communities.

Our strategic goals

1

Build members' interdisciplinary and contemporary skills to accelerate their career success.

2

Lead, support and advocate for members as the profession evolves.

3

Connect with our ecosystem of members and strategic partners to promote the designation.

4

Attract new members through unrivalled offerings.

Our inclusive, values-led culture supports our people and enables excellence and integrity in all that we do.


Create opportunity


Pursue excellence


Achieve together

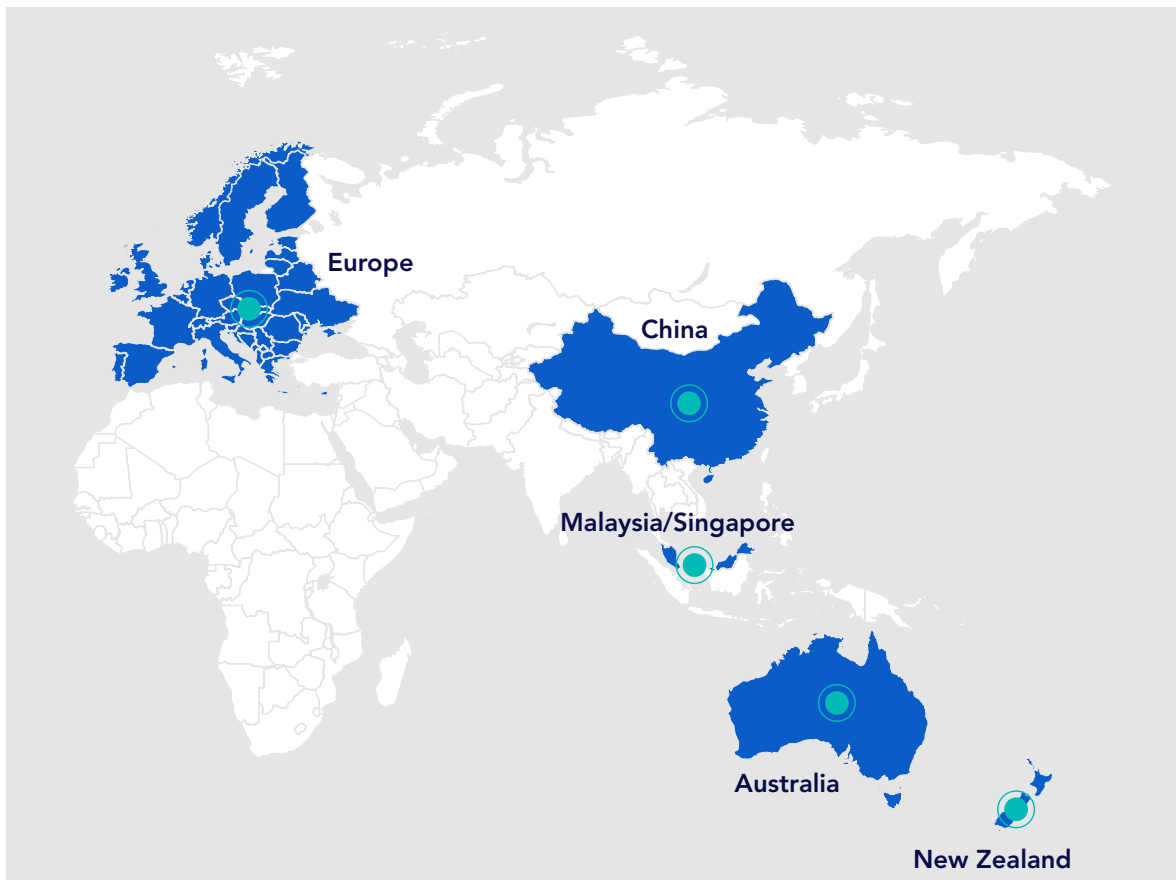
 Understanding Interdisciplinary Skills



5 CPA Australia Strategy 2022 - 2027

Section 1: Divisional Council's roles and responsibilities

Divisional Councils' key role is member engagement and local support for CPA Australia and in helping to maintain the integrity of the designation. Divisional Councils are an important link between the members and CPA Australia's Board and the organisation more broadly. Depending on the size and complexity of the Division, regional committee branches, speciality interest and sector committees or networks may support the work of Divisional Councils in member engagement and advocacy activities.



The role of the [Divisional Councils](#) is to:

1. In conjunction with Regional Heads, develop and implement annual Member Engagement Plans for the Divisional Councils, that align with the organisational strategy and reflect member inputs including research insights.
2. Enhance relationships with key stakeholders including employers, government and educational institutions, through representation in the community by promoting the CPA Australia designation and brand to decision makers. They also leverage the Divisional Councils' relationships with community leaders to create external advocates and supporters.
3. Raise with the Member Engagement Committee (MEC) issues where an enterprise level approach would be beneficial to member engagement.
4. Provide the forum for professional debate on relevant issues impacting the organisation and the profession.

5. Contribute towards the effective representation of all members within the Division including planning and management of committees and networks.
6. Promote the skills, qualifications and professionalism of members.
7. Contribute to the strategy and direction of CPA Australia for the benefit of all its members.
8. Discharge the responsibilities of the Divisional Councils as contained in the Constitution or otherwise delegated by the Board of Directors from time to time including but not limited to:
 - making decisions regarding Special Admission applications to CPA status;
 - appointing Divisional Council members to the Appointments Council;
 - nominating members for CPA Australia awards, including Divisional President's awards; and
 - communicating key messages of the Board to members.

Individual Divisional Councillors act as advocates for CPA Australia and for members of the Division in their regions and spheres of influence.

Member engagement

To ensure Councillors are in touch with membership issues and concerns, they are expected to actively engage with members at CPA Australia events such as member recognition ceremonies, member engagement evenings and CPA Australia Congress.

Each year, the Divisional Council with the assistance of the Regional Head will develop an **Engagement Plan** for the Council. The annual Divisional Council engagement plan should be reviewed continuously for effective volunteer member engagement results as a matter of good practice.

Intersect with Member Engagement Committee

The Member Engagement Committee (MEC) is a committee of the Board and its role is to assist the Board in the effective discharge of its responsibilities in relation to matters involving engagement with all of CPA Australia's members by providing advice:

- to the Board on member-related strategies;
- to the Board on member services and products (at a strategic level);
- on and maximising the effectiveness of communications with members and other key stakeholders; and
- to enhance the external reputation of CPA Australia.

In fulfilling its role, the MEC oversees several areas and activities including:

- making recommendations to the Board for the appointment of members and other persons to external bodies on which CPA Australia is represented;
- making recommendations to the Board for recipients of the [Board Awards and Honours](#);
- determining and approving any CPA Australia-initiated research into member engagement/membership-related issues and overseeing any implementation of actions emanating from such research;
- oversight of the guidelines for the role of [Divisional Councils](#), [committees](#) and [discussion groups](#); and
- certifying that Divisional Council elections have been conducted in accordance with the processes set out in the By-Laws.

The MEC consults with Councils on how best to achieve and support the contributions by the member volunteer networks for engagement. To facilitate continuous improvement and act on member feedback, Divisional Councils may put forward proposals to the MEC that will improve member engagement at an enterprise level. The MEC will keep all Divisional Councils apprised of the progress and outcomes of these proposals via an update issued after each meeting.

Divisional Councils are encouraged to discuss the items in the update and provide any further input through the Regional Head.

Further information regarding about the remit of the MEC is noted in the additional resources.

In addition to local member engagement and advocacy, Divisional Councils have specific roles and responsibilities concerning the following areas.

CPA Australia awards

CPA Australia has a number of honours and awards that recognise members and non-members who have made a significant contribution to CPA Australia. Divisional Councils can make nominations to the Board for Life or Honorary membership, for a Lifetime Achievement Award and for Board of Directors Award for Outstanding Service.

Divisional Councils can grant [Divisional Presidents Awards for Excellence](#) (DPAE) in the areas of: Distinguished Service, Leadership, Emerging Leader, and Achievement in Academia. A summary of CPA Australia honours and awards is included below and full details of the nomination process can be provided by your Regional Head.

All guidelines governing the awarding of honours and awards are at the sole discretion of the Board, with Divisional Councils having delegated authority to grant DPAE. Copies of the Board awards and honours guidelines as they apply from time to time can be obtained from your Regional Head.

CPA Australia Board awards and honours are approved by the Board. The Board Secretariat will advise the Regional Head when nominations are being called, this is usually once per year.

Name of Award or Honour	What it recognises	For
CPA Australia Honour Life Membership CPA (Life Member)	Distinguished and eminent service to CPA Australia or the profession and/or the community through the utilisation of accounting and/or business skills of the highest degree.	Members
CPA Australia Honour Honorary Membership FCPA (Honorary)	Admission of prominent people, and to recognise the achievement of, or contribution to CPA Australia by such individuals.	Non-members
CPA Australia Award Lifetime Achievement Award	Very significant and distinguished service of a high degree to CPA Australia or the accounting profession over an extended period of time.	Members and non members
CPA Australia Award Board of Directors Award for Outstanding Service	Outstanding service and contribution over and above what might reasonably be expected through a voluntary contribution to CPA Australia or the accounting profession in a particular field.	Members and non members

Categories for the DPAE are highlighted below. The awards are intended to recognise service to CPA Australia and to those making a significant contribution in their field. Throughout the year these can be considered and awarded by Divisional Councils.

Category	What the Award recognises	For
Distinguished Service	For provision of significant or high-quality service to CPA Australia as a result of their voluntary activities; particularly those who have initiated, supported and/or implemented legacy contributions to CPA Australia.	Members and non-members
Leadership	For voluntary leadership of a group, significant initiatives or activities that have enhanced CPA Australia and contributed to opportunities and service for members.	
Emerging Leader	Those who are emerging in their field or career, who throughout their association with CPA Australia have demonstrated significant or high-quality leadership or service to CPA Australia.	
Achievement in Academia	For achievement in teaching, learning and research, by tertiary and other research and learning institutions over an extended period of time.	

Further information regarding the DPAE is available in the additional resources section of this Handbook.

Divisional Council committees

In addition to Divisional Councils, CPA Australia, under the guidance of each Divisional Council may form unstaffed regional branch committees and local [committees](#) which offer members the opportunity to increase their professional knowledge and networks.

Full details of the groups supported by Divisional Council is available from the Regional Head.

Divisional Councils are responsible for the operation of these groups and are accountable for their activity.

Discussion groups

[Discussion groups](#) (DGs) provide a forum for members of CPA Australia to share knowledge, hear from subject matter experts and to discuss topics of common professional interest.

DGs form part of the member engagement framework within Divisions and enable members to network with one another, contribute to the profession and gain relevant continuing professional development.

DGs are established by their respective Divisional Council, either directly or through member committees to support the operation of DGs. Divisional Councillors and relevant committee members may attend DGs to offer support or provide information as part of the Council's role in actively engaging with members.

Special admissions

The Board has delegated authority to Divisional Councils to admit experienced and senior members of the accounting profession to CPA Australia with the status of CPA designation. The granting of membership through this pathway should be exercised with great care and add to the integrity of the CPA designation and bring benefit to CPA Australia without any perception of compromising the quality of the CPA designation.

The Regional Head can provide:

- further details regarding the policy and guidelines
- will advise on how your Divisional Council will consider special admissions
- will confirm the Councillors on the sub-committee to consider special admissions prior to recommendations to the full Council.

Reporting on activity through this pathway is conveyed to the Board's Member Engagement Committee on an annual basis.

Appointments Council

The Appointments Council is responsible for appointing the CPA Australia Board of Directors. The Appointments Council's work is supported by the Nomination Committee of the Board, and Company Secretary. The Appointments Council is comprised of a representative from each of the 13 Divisional Councils. When Divisional Council conducts its office bearer elections each year, a representative will be nominated to the Appointments Council as required for a term of 2 years (maximum of two terms).

Appointments Councillors cannot simultaneously act as Divisional Presidents.

Additional information regarding the Appointments Council is available on the [website](#) and in the additional resources.

Council of Presidents

The Council of Presidents (CoP) comprises of the Presidents of each of the Divisional Councils and advises the Board on strategic issues and opportunities, drawing on the views of the members. The responsibility of the CoP includes two-way engagement with Divisional Councils and the Board.

The Council of Presidents [charter](#) is on the website and in the additional resources.

Note: The CoP is currently denoting DC President names from 2023, update will be made in January 2024.

Section 2: Council operations

Number of members on Divisional Council

The number of Divisional Council members is determined by the Board of CPA Australia and must not be less than eight and no more than 18.

Terms of appointment

Divisional Councillors are appointed by election or by filling a casual vacancy. Each Councillor is appointed for a term of three years commencing on 1 January in the year following the year during which the Councillor was elected and expiring on 31 December of the third year of that term.

For example, a Councillor elected in October 2023 will have a three-year term which runs from 1 January 2024 to 31 December 2026.

On the expiry of each such term, the Divisional Councillor may retire or be eligible for re-election for a further term of three years, provided that serving a further three-year term would not result in that Councillor holding office for more than six consecutive years (refer to the section 'six consecutive year tenure rule' below).

Under Article 64 of the Constitution if a Divisional Councillor who is in their sixth year holds the office of Divisional Council President, they are eligible for re-election for a further one year term as a Divisional Councillor but are not eligible for any further subsequent re-election. A Councillor serving as a Deputy President during the last year of their last entitled term as a Divisional Councillor, is eligible for re-election for a further two-year term as a Divisional Councillor but is not eligible for any further subsequent re-election.

Summary table

Term of Appointment	Incumbent	Comments
Three years	New nominee standing for election for their first term Current Councillor standing for re-election for a second term	This is the appointment term and further term for Divisional Councillors.
One year (additional)	Current Divisional Council President	If the Divisional President is completing their sixth consecutive year, they are eligible for subsequent election for an additional one year term.
Two years (additional)	Current Divisional Council Deputy President	If the Divisional Deputy President is completing their sixth consecutive year, they are eligible for subsequent election for an additional two year term.

Filling of casual vacancies

Casual vacancies occur when Councillors resign partway through their three-year term. In accordance with the By-Laws, a Council may fill casual vacancies with members resident in the Division. The vacancy is filled only until the next opportunity to elect unless the appointment would be for less than four months in which case the casual appointment is until 31 December in the year after the person's appointment. The Regional Head will advise on the application of the By-Laws if a casual vacancy occurs. In filling a casual vacancy, the Divisional Council may wish to consider diversity in member representation recognising gaps in the current composition.

Six consecutive year tenure rule

After six consecutive years served on Council, a Divisional Councillor must retire and cannot be re-elected to Council for at least two years following their retirement. The six-year tenure ruling excludes any time served as a Councillor while filling a casual vacancy and any time served as a Councillor prior to 31 December 2008.

Termination Divisional Councillor office position

In accordance with By-Laws 8.8 a person ceases to be a Divisional Councillor if the person:

- ceases to be attached to the Division
- ceases to be a Member
- is elected as a Director to the Board (Persons holding the office of a Director before 31 March 2023 may continue to hold office as a Director until the expiry of their respective terms provided, they have ceased to be a Divisional Councillor by 31 March 2023)
- fails to attend three consecutive meetings of the Council of which they are a member, without the consent of the Council
- resigns by notice in writing to CPA Australia
- is not re-elected pursuant to Article 64 of the Constitution on the expiry of their term in office
- is requested in writing by all the other Councillors of that Division to resign, in such case that Councillor is entitled to appeal to a meeting of the members attached to that Division, not less than 21 days' notice of which must be given promptly after the Councillor requests such a meeting to be held
- becomes insolvent
- becomes a person of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health
- is, or becomes, an employee of CPA Australia
- a resolution is passed at a meeting of the members attached to the Division (of which not less than 21 clear days' notice has been given) declaring that his or her office as a Councillor is to be vacated. To enable this, a member of Divisional Council would need to call a meeting of the Division by giving 21 days clear written notice to each member.

The notice would need to set out the resolution to be considered, for example whether:

- the membership subscription is overdue for 60 days or more, or
- the membership is suspended.

Divisional Council office bearers

Each Divisional Council, prior to 31 December each year, must elect from those Councillors not retiring at the end of the year and those who have been elected as new Councillors for the term commencing on 1 January in the following calendar year, a President and may elect up to two Deputy Presidents. The President of each Divisional Council sits on the Council of Presidents (CoP). Additionally, Divisional Councils elect a representative to the Appointments Council. Under the By-Laws they are elected for one year but their term can be extended for a further year provided they are not required to retire from office as a Divisional Councillor (unless they successfully stand for re-election for one year as allowed for under Article 64 of the Constitution).

Maximum consecutive terms are two years for a President and four years for a Deputy President.

Divisional Council Presidents are not entitled to simultaneously be members of the Appointments Council or the Board.

Employees of the external auditors of CPA Australia are not able to be appointed as an Office Bearer of any Divisional Council or act as a member of the Appointments Council.

Divisional Councillor participation on Boards, Councils or Committees of other professional accounting organisations

Except where it has been determined that it is in the best interests of CPA Australia that members do so serve, and then provided conflicts of interest are managed, members serving on CPA Australia Divisional Councils are not able to concurrently serve on the Boards, Councils or Committees of other professional accounting organisations unless expressly approved by the relevant Regional Head, the responsible Business Unit Executive and the Company Secretary.

Approval will only be granted in exceptional circumstances. For example, where there may be strategic reasons and/or benefit to CPA Australia and where it is clear any confidentiality obligations and potential conflicts can be managed and the interests of CPA Australia will be protected.

Any member wishing to seek this approval should contact their Regional Head in the first instance.

Divisional Council Effectiveness Survey

Divisional Councils evaluate their effectiveness on an annual basis. The evaluation enable Councils to reflect on their own performance and effectiveness and also provide information to management on how the organisation can improve support to Divisional Councils to enable them to fulfil their roles and responsibilities. Respectful and constructive feedback is actively encouraged and welcomed by CPA Australia and is an important way for CPA Australia to improve our service to members and our operations generally. This online survey and the gathering and sharing of information is performed in accordance with the [CPA Australia Privacy Policy](#) and the [members collection notice](#).

Succession planning

Divisional Councillors and Regional Head are highly recommended to consider their role in succession planning for Divisional Council, including establishing a clear line of succession to allow for orderly transitions year on year. Members within the sphere of influence of a Councillor can be encouraged to become involved in committees, branch committees and discussion groups. Additionally, consideration to diversity in the succession pipeline including reference to areas such as experience, expertise and personal traits (which includes but is not limited to gender, ethnicity and cultural background).

Section 3: Council meetings

Chair of Divisional Council meetings

At all meetings of a Council, the President presides as Chair or, in the President's absence, a Deputy President presides as Chair. In the absence of the President and a Deputy President, the Divisional Council may elect a Councillor as Chair of that meeting.

Attendance requirements and apologies

Divisional Councillors are expected to attend all scheduled meetings of a Council. The frequency of meetings will vary from Division to Division with each Council required to meet at least quarterly.

If in the event a Divisional Councillor is not able to attend a scheduled meeting the Councillor should advise the Regional Head prior to the scheduled meeting time who will advise the Chair of the meeting. All Divisional Councillors should note the Council's consent is required under By-Law 8.8 (a)(iv) if a Councillor is unable to attend three consecutive meetings.

Quorum for meetings

The quorum for a Council meeting is half the Council, rounded down if the number of Councillors is an odd number.

Minutes and agendas

All meetings of a Council are to have an agenda and a formal record of the meeting through minutes and an action list. In accordance with current good governance practice, meetings are not electronically recorded. Use of any artificial intelligence (AI) tool to record a meeting or capture minutes is also prohibited. Once the minutes are accepted as true and correct, the Chair of the meeting shall sign the minutes to enable them to be entered formally in the meeting records. These documents are distributed to the Divisional Council at the next meeting.

Divisional staff will forward agendas and all relevant papers to Divisional Councillors, via email, within one week of the upcoming meeting. Divisional Councillors may also access agendas of meetings and supporting papers via the Council Community on '[CPA Member Connect](#).' Meeting papers are loaded by the Divisional staff usually three to five business days in advance of the meeting.

Divisional Council resolutions

A resolution is the formal way in which the Council makes its decisions.

A resolution of a Council is passed if more votes are cast by Councillors entitled to vote in favour of the resolution than against it: that is a simple majority. In accordance with current good governance practice, decisions are recorded in the minutes as a consensus of the collective rather than a counting of votes. Should a Councillor wish their dissent or abstention to be recorded, the Councillor may request this.

In case of an equality of votes on a resolution at a Council meeting, the Chair of the meeting has a casting vote on that resolution in addition to any vote the Chair has in their capacity as a Councillor in respect of that resolution, provided that the Chair is entitled to vote on the resolution and that a quorum of Divisional Councillors is present and entitled to vote on the resolution (refer By-Laws 8.5).

Circulating resolutions

A Divisional Council may pass a resolution without a Council meeting being held if notice in writing of the resolution is given to all Councillors and a majority of the Councillors entitled to vote on the resolution (not being less than the number required for a quorum at a Council meeting) signify that they are in favour of the resolution. This process will be used only when a matter is relatively urgent and cannot wait until the next Council meeting, and debate will not add to the quality of the decision (refer By- Law 8.7).

Meeting protocols

Meetings should be conducted professional and respectfully in accordance with the organisation's agreed behaviours and values as set out in [The CPA Australia Way](#).

At the commencement of each meeting, the Chair will:

- open with and 'Acknowledgment of Country' relevant to the place or places from where the meeting is being held; and for Australian Divisions refer Section 12 for further information.
- appoint a meeting reviewer from those 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](#). A meeting review guide is in Section 11.

Section 4: Guidelines for chairing and participating in meetings

The guide for tips for chairing and participating in a meeting can be found in Section 12.

Section 5: Divisional Councillors as representatives of the broader membership and ambassadors

As elected representatives from the membership, Divisional Councillors have a responsibility to be ambassadors for the organisation and to use their sphere of influence to increase and improve the engagement members have with CPA Australia.

Divisional Councillors are strongly encouraged to be active users of [CPA Member Connect](#) where they can participate in discussions with other members, provide advice and connect with other members. Councillors are identified in the platform with a 'Divisional Councillor' banner. Additionally, Councillors can amplify key messages from CPA Australia staff, post photos and information from CPA Australia events and encourage member engagement via their social networks through the Haiilo platform. The Haiilo handbook is found in Section 12.

Section 6: Policy and Advocacy

CPA Australia's Policy and Advocacy team are committed to engaging with governments, regulators and standard setters to advocate for policies that stimulate sustainable economic growth and have positive business and public outcomes.

More information on their priorities and calls for consultations and submissions can be found on the [CPA Australia website](#).

Section 7: Professional development discounts for Divisional Councillors travel and expenditure

Divisional Councillors play a critical role in member engagement activities and CPA Australia acknowledges the significant time that Councillors contribute to these activities. As members of CPA Australia, all Councillors have requirements to maintain their continuous professional development (CPD). In recognition of the time Councillors contribute to engaging with members in their Divisions, CPA Australia provides Councillors with access to the equivalent of 20 hours complimentary CPD provided by CPA Australia.

This is in addition to any complimentary CPD available to all CPA Australia members. The additional 20 complimentary hours CPD is to be taken in each calendar year and cannot be rolled over to the next year, nor taken by anyone other than the Councillor. The CPD can be in the form of attendance at Congress, conference and PD workshops, webinars with a CPD component. Participation on a complimentary basis for executive leadership programs and courses will be assessed on a case by case basis and will require approval from the Regional Head in consultation with the Learning & Innovation team. Payment for travel is **not** included.

At the commencement of their term, Councillors will automatically receive this discount when they register for events through the CPA Australia events online registration system. Regional Heads can also process manual registrations where required.

Expense reimbursements

All reasonable out of pocket expenses for Divisional Councillors will be met by CPA Australia when asked to undertake representation for or on behalf of CPA Australia business in accordance with the Travel and Business Expenditure Policy. Please retain all receipts. The Regional Head will arrange reimbursement on provision of receipts and associated documentation.

Section 8: Code of Conduct for Volunteers

As a Councillor, you are a volunteer. CPA Australia is committed to providing volunteers a safe, enjoyable and equitable environment in undertaking their role with CPA Australia.

CPA Australia has developed a Code of Conduct for Volunteers which aligns with a member's obligations as described in *APES 110 Code of Ethics for Professional Accountants*.

Councillor's obligations include that they:

- comply with relevant laws and regulations and avoid any conduct that the Councillor knows or should know might discredit the profession;
- always act with integrity toward CPA Australia, its staff and its members and must not knowingly misrepresent the views or policies of CPA Australia;
- always act in accordance with our organisation's values and agreed behaviours set out in [The CPA Australia Way](#);
- are obliged not to unlawfully discriminate, harass, bully or victimise any person protected by CPA Australia's Harassment, Bullying, Discrimination & Equal Opportunity Policy [here](#);
- not allow themselves to be involved in any conduct by persons that may, directly or indirectly, affect the honest or impartial exercise of their official functions, and
- be aware that they are not permitted to take advantage of property or information of CPA Australia or their position with CPA Australia or opportunities arising from these for personal gain; and
- adhere to the organisation's Communications Policy and Social Media Policy.

CPA Australia is committed to creating and maintaining a working environment that is free from unlawful discrimination, harassment, bullying and victimisation and which provides equal opportunity in the workplace for all groups of workplace participants. Accordingly, all workplace participants are obliged not to unlawfully discriminate, harass, bully or victimise any person protected by [CPA Australia's Harassment, Bullying, Discrimination & Equal Opportunity Policy](#).

Conflicts of interests

Conflicts of interest may arise from time to time. If a conflict arises a Councillor is required to declare any conflicts of interest at the relevant meeting.

A Councillor who has a conflict of interest in a matter that is being considered by a Council must notify the other Councillors of the nature and extent of the interest and its relationship to the matter being considered by the Council.

Examples of conflicts may include being employed by the appointed external auditor to CPA Australia, having a personal or professional relationship with: a candidate being considered for Special Admission to CPA Australia, a person presenting for a fee to the Council, committees or discussion groups; or a person being considered by the Council for an award. As well as declaring the interest Councillors should excuse themselves from any discussion or voting on the matter.

Gifts

In exercising their obligation to act with objectivity, volunteers should not accept any gifts or entertainment, which may expose that member or their member group to a potential conflict of interest. As a guide, a member should report any gift or entertainment with a value greater than AU\$75 offered to them by a third party when undertaking a role or task on behalf of CPA Australia.

Confidentiality and personal information

Unless otherwise specified, all Council papers are confidential. In fulfilling their functions, Councillors are reminded of their obligations of confidentiality. Information about members or prospective members is not to be used by Councillors or third parties for personal use.

Divisional Councillors who are appointed to the Appointments Council, Nomination Committee or Council of Presidents acknowledge that their obligations under the Code of Conduct and with respect to notification of conflicts of interest, maintaining Confidentiality and not passing on personal information extend to their holding of positions on these Councils and Committee. Divisional Councillors as members of these Councils and Committee should seek to contribute and make decisions in the interest of meeting the objectives of these Councils and Committee and should not be swayed by outside influences.

Any person who has access to any 'personal or sensitive' information, including a Councillor or a Volunteer, must only use, collect and disclose that information in accordance with CPA Australia's [Privacy Policy](#).

Section 9: Checklist for new and re-elected Divisional Councillors

The following compliance requirements must be met before Councillors can begin their term on Council, attend a meeting or have access to Council papers and information:

- complete the **Statement of Acknowledgement** (SOA) if you are newly elected, re-elected, or appointed to fill a casual vacancy
- complete the e-learning module 'Divisional Council Handbook'
- complete the Talent Release Form if you are filling a casual vacancy
- complete the Conflict of Interest Disclosure form if you have a conflict to declare
- familiarise yourself with the 'Code of Conduct for Volunteers' and the 'Privacy Policy'.

Additionally, to ensure smooth communication and effective operation of the Councils, please ensure that you have completed the steps below:

- review and update your membership details, member profile and communication preferences via the CPA Australia website. Please utilise the password reminder if you have forgotten your password.

These details will be used to maintain a 'Contact List' for Council. Please ensure that any changes to your preferred contact details are communicated to office staff and to your fellow members of Council:

- create an account on Member Connect to be able to access the Council papers and communicate with the other Council members
- diarise all Council meeting dates, times and venues
- diarise dates of Divisional events and activities. Local staff will assist you with event registration where needed, including access to discounted registration where applicable
- familiarise yourself with the [role, responsibilities and privileges associated with a Divisional Councillor](#). If you have any questions, please discuss these with your Regional Head and/or the Council President
- familiarise yourself with CPA Australia's [Constitution](#) and [By-Laws](#).

Section 10: Guide for roles and responsibilities of Appointments Councillors

Role of the Appointments Council

The Appointments Council is a critical component of CPA Australia's governance structure, and its primary role is to appoint the Directors to the Board.

The Appointments Council Charter is available on [CPA Australia's website](#). The Charter is reviewed annually by the Council and amendments are approved by the Board.

Each year the Appointments Council works with the Board and the Nomination Committee to help the Board determine the mix of skills required on the Board and the Selection Criteria for candidates to be assessed against for that year. The Board approves the final Selection Criteria following input from the Appointments Council and the Nomination Committee.

Appointment of Appointments Councillors

Composition of the Appointments Council

The Appointments Council consists of one member from each Divisional Council – 13 members in total (Article 60(a)(i)).

The Divisional President is not eligible to be appointed to the Appointments Council (Article 59(d)).

CPA Australia President acts as the Chair of the Appointments Council. The Chair does not vote (Article 60(a)(ii)). If the President is in the final year of their term as a Director, as determined by Article 58 of the Constitution and standing for re-election, a Deputy President who is either: (i) not in the final year of their term as a Director; or (ii) in the final year of their term as a Director and not standing for re-election, will instead be the chair of the Appointments Council and attend its meetings on the same terms as the President under Article 61 of the Constitution.

The Appointments Council elects from amongst its members two office bearers, a Deputy Chair (Article 60(g) and an Appointor (Article 61(i)). In the Chair's absence, the Deputy Chair will act as chair. The Deputy Chair, or in their absence, the Appointor, will have the casting vote where there are an equal number of votes on any resolution of the Council (Article 61(l)).

Appointment process

Divisional Councillors are directly appointed by the members of their respective Division. The Divisional Council members then appoint a representative from the Divisional Council to the Appointments Council. This allows for all members from each Division to have a say in determining the composition of the Appointments Council that appoints the Board.

Appointments to the Appointments Council should be determined before the end of November each year and advised to the Company Secretary.

Remuneration

The Appointments Council members are volunteers and are not remunerated. However, all travel and associated expenses are covered by CPA Australia.

Tenure

Each Appointments Councillor holds office for a term of two years, commencing on 1 February in the year for which they are appointed and expiring on 31 January in the second year of that term (Article 60(b)).

Each Appointments Councillor is ineligible for reappointment if serving a further two-year term would result in that person being an Appointments Councillor for more than four consecutive years. Any time served as an Appointments Councillor while filling a casual vacancy is excluded (Article 60(c)).

Appointments Council members are entitled to be reappointed for a further two years except when they:

- reach the maximum 4-year tenure;
- are no longer a member of Divisional Council; or
- are elected as Divisional President (as members of the Council of Presidents cannot also be a member of the Appointments Council in accordance with Article 59(d)).

Succession planning

Divisional Councils are encouraged to actively discuss their representation on the Appointments Council and have a succession plan in place for this important position.

At the time of departure, Appointments Council members should brief Divisional Council members on the responsibility and expectations of Appointments Councillors to assist with the transition to a new representative.

Expectations of Appointments Councillors

Meetings

The Council meets on average 6 times throughout the year (February, March, June, July, August, and October).

One meeting is face to face in Melbourne (August) and the remainder are via video. However where appropriate for induction purposes, the February meeting may also be held face to face.

Most meetings are scheduled to run for 2 to 3 hours with the exception of:

- February which may be either a virtual or a face-to-face induction session held in Melbourne and can be scheduled for 4 to 5 hours; and
- August, which is a face-to-face meeting, held in Melbourne and will be scheduled for a full day (9 am to 5 pm AEST). A private meeting for Appointments Council members followed by an informal dinner is traditionally held the day before this meeting (usually a Sunday afternoon).

Preparation time is required before each meeting, with the pre-reading required for the July and August meetings including a significant number of meeting papers for which a number of hours need to be devoted.

There are seven time zones to consider when scheduling meetings for the Appointments Council. Whilst best endeavours are made to accommodate all Appointments Councillors, inevitably the longer meetings are more difficult to schedule at times that suit everyone. Meetings are during the day for the majority of Councillors, however, to accommodate all time zones, virtual or hybrid meetings may be held later in the day or early evening AEST.

Confidentiality

The procedures, deliberations and meetings of the Appointments Council are strictly confidential. Appointments Council members are required to sign a Confidentiality Deed upon appointment.

Appointments Council members are permitted to provide a high-level update to Divisional Councils on proceedings of the Appointments Council only, but no confidential information regarding agenda items discussed, specific areas of focus for Director appointments, the performance of Directors, the project plan for Director appointments, or any applicants for the Board can be shared.

Nomination Committee

Role of the Nomination Committee

The Nomination Committee assists the Appointments Council in the effective discharge of their responsibilities for ensuring that the Board and its Committees comprise individuals who are best able to discharge their responsibilities as Directors and Committee members (as applicable) having regard to the law, the highest standards of governance and the diversity of the membership.

The Nomination Committee Charter is available on [CPA Australia's website](#). The Charter is reviewed annually by the Council and amendments are approved by the Board.

The Nomination Committee engages an independent search firm to assist with the Director appointment process. Applications for the Board are made directly to the advising search firm, who will then assess the candidates, interview an initial long list of candidates, and provide a report on the outcomes of those assessments to both the Appointments Council and Nomination Committee.

The Nomination Committee will determine a short list of candidates to interview and then present recommendations to the Appointments Council for appointments to the Board. The Appointments Council will have an opportunity to provide input into which candidates are included on the short list.

Composition of the Nomination Committee

The composition of the Nomination Committee, as per its Charter, consists of:

- at least two Directors of CPA Australia as appointed by the Board;
- two Appointments Councillors appointed by the Appointments Council; and
- two non-Directors co-opted by the Committee members referred to in this Charter who will provide specific skills and expertise as required.

Appointment process

The Board approves the appointment of the two Directors to the Nomination Committee

The Appointments Council appoints its two representatives on the Nomination Committee.

The Appointments Council has agreed in principle that the Deputy Chair and Appointor of the Appointments Council will be given the first opportunity to nominate for these positions. An open election will be held if either the Deputy Chair or Appointor choose not to accept the position.

The Director and Appointments Council members of the Nomination Committee are responsible for appointing two independent non-Directors to the Nomination Committee. This is facilitated by an advertised search process with the assistance of an independent search firm appointed by the Nomination Committee.

Meetings

The Nomination Committee meets on average 6 times throughout the year (February, April, June, July, August, and November).

Most of the Committee meetings are held virtually via video, however:

- the July meeting may be held face to face in Melbourne; and
- interviews with short listed candidates will be held face to face in Melbourne (and can be held over the course of one week).

Preparation time is required before each meeting, with the pre-reading required for the July and August meetings including a significant number of meeting papers.

Section 11: Meeting review guide

A meeting reviewer is appointed at the commencement of each meeting to provide a review, including a focus on the effectiveness of the meeting having regard to our strategic objectives, values and the information provided by management.

The review provides an opportunity to improve both the conduct of the meetings and Divisional Council and management's contribution to the meetings.

Review questions

Did the meeting align with the Strategic Objectives of CPA Australia?

Have we deferred decisions?

Did we stay strategically focused and not delve into operational matters?

If so, are there any consequences?

Were the meeting papers helpful/informative with the purpose for Divisional Council's consideration clearly identified (i.e. information/discussion/decision)?

Was sufficient and appropriate information provided to enable an informed decision?

Was there adequate time to discuss each item?

Could they have been improved?

What were the strengths of the meeting?

What did we do well?

Suggestions for improvement?

What could we do better?

Was the meeting conducted in accordance with our Values?

Generally? Nominate something (e.g. a decision, discussion) that occurred during the meeting that demonstrates our values – created an opportunity, pursued excellence, where the Divisional Council worked to achieve together.

What is management's reflection of the meeting?

Section 12: Useful resources

[Appointments Council](#)
[Complimentary PD](#)
[Council of Presidents](#)
[Conferences and events](#)
[CPA Australia By-Laws](#)
[CPA Australia Constitution](#)
[CPA Australia Strategy 2022–2027](#)
[Discussion Groups](#)
[Divisional Councils](#)
[Member Engagement Charter \(MEC\)](#)
[Social media guidelines](#)
[The Executive Leadership Team](#)

For the below resources, please access Section 12 of the online course and download them:

- [Acknowledgement of Country Guidelines for Australia Divisions](#)
- [CPA Member Connect User Guide](#)
- [Discussion Group Guidelines](#)
- [Divisional President's Awards for Excellence Guide](#)
- [Expense Claim Form](#)
- [Guidelines Special Admissions and Advancement to CPA Membership](#)
- [Haiilo Handbook](#)
- [Tips for Chairing a Meeting](#)