

Governance Institute of Australia Ltd ABN 49 008 615 950

State Council Charter

1 Purpose

The Board of Directors of Governance Institute of Australia Ltd (**the Board**) has established a State Council in each Australian State and include the two Territories (collectively **Councils**). The Board has done so by delegating its powers to each State Council under Rule 23(i) of the Constitution and sub-section 198D(1)(d) of the *Corporations Act 2001 (Cth)* (CA).

A 'person' as referred to in sub-section 198D(1)(d) of the CA includes a body corporate under sub-section 2C(1) of the *Acts Interpretation Act 1901 (Cth)*.

2 Responsibilities

Each State Council (**Council**) is responsible for:

- supporting the implementation of the strategic plan and key operational objectives at the direction of Management of Governance Institute;
- providing insights to Management to inform strategy and tactical plans;
- providing assistance to the relevant State Manager in the implementation of Governance Institute's strategy and services in the State, by way of example:
 - attracting new members and retaining current members;
 - facilitating introductions to organisations and prospective partners for education and training opportunities;
 - identifying opportunities specific to the state;
 - introducing graduates of Governance Institute courses to relevant state networks;
 - identifying collaborative partnership opportunities for consideration; and
 - identifying event and speaker opportunities that are relevant to the State and provide value to the membership;
- acting as ambassadors for Governance Institute including positively representing Governance Institute at industry events or Government or other stakeholder engagements, as required;
- providing feedback to the Chair or Company Secretary on Board governance related issues raised by members;
- providing feedback on membership and education issues raised by members;
- actively engaging in the identification of candidates for election as Directors to the Board (as defined in the Constitution), including discussions with the Board Chair as to the skills, experience and attributes required at Board level;
- actively engaging in the identification of candidates for election to the State Council, including discussions with the State Council Chair (**the Chair**); and
- any specific direction from the Board.

3 Role

- 3.1 Councils have a key role to play in promoting Governance Institute within their State and community. Councils support Governance Institute's objectives in activities such as attending events or meeting with influential stakeholders to communicate Governance Institute's key messages.
- 3.2 Councils as a whole, are an important group of representatives to support Governance Institute's staff from both a technical and professional perspective. Councils can provide useful input into professional development as well as identifying other needs of members.

- 3.3 Councils are not responsible for the employment and management of Governance Institute staff, management of premises, administration, financial management or delivery of Governance Institute's services.

4 State Councillors

- 4.1 Members of Councils (**State Councillors**) are approved by the Board and shall not be Directors of the Company.
- 4.2 The minimum number of State Councillors of each Council shall be five (5) and the maximum number is eighteen (18) with the aim for geographic and sector distribution.
- 4.3 Representatives on the Board may be invited to attend the relevant Council meetings in an ex-officio capacity.
- 4.4 Each State Councillor is expected to:
- have and maintain a good working knowledge of the activities of Governance Institute in their State;
 - actively participate in deliberations at Council meetings in a collaborative manner;
 - act in good faith in the best interests of Governance Institute and to further its Purpose;
 - not misuse their position as a State Councillor;
 - not misuse information that they gain in their role as a State Councillor;
 - disclose any actual, potential or perceived conflicts of interest;
 - have the capacity to devote the required time and attention to their role and prepare for and attend Council meetings; and
 - attend at least two thirds of the number of meetings held each calendar year.
- 4.5 State Councillors must be members of Governance Institute and are approved by the Board for a term of three (3) calendar years (subject to 4.6 below). If a State Councillor is appointed during a calendar year, the remaining part of that year will not be included in calculating the period of appointment.
- 4.6 State Councillors may serve a maximum of two (2) consecutive terms unless the Board resolves otherwise. Any subsequent appointments will be for a term not exceeding one (1) calendar year.
- 4.7 Unless a State Councillor is on an approved leave of absence they will be deemed to have resigned from Council if they have been absent for three consecutive meetings.
- 4.8 A State Councillor who ceases to be a member of Governance Institute immediately ceases to be a State Councillor.
- 4.9 The Board may at any time resolve to remove a State Councillor from office or appoint a State Councillor, subject to the maximum cap in section 4.2.
- 4.10 State Councillors must strictly comply with the code of professional conduct and ethics of Governance Institute prescribed by the Constitution.

5 Annual Review of Council Composition

- 5.1 Each Council must review its composition at least annually, led by the Chair and involving the State Manager, and will implement any direction from the Board regarding Council composition including, but not limited to, renewal, skills, experience and diversity.
- 5.2 The results of the review in 5.1, together with any recommendations for changes to membership, will be presented in writing to the Board at the last Board meeting of the calendar year. State Councillors must consent to being nominated by signing a form approved by the Board.
- 5.3 The Board may accept or reject any recommendations from the Council, in its sole discretion. Any changes approved by the Board will take effect from 1 January of the next calendar year, unless otherwise determined.
- 5.4 Outside of the annual review, Councils, led by the Chair and involving the State Manager, may identify potential members and make recommendations to the Board in respect of membership at any time, subject to the maximum in section 4.2.

6 Appointment and role of Chair

- 6.1 The Chair of each Council is appointed by the Board on recommendation by the relevant Council to the Board usually at the last Board meeting of the relevant calendar year. The Board reserves the right to appoint any member as a Chair of the State Council.
- 6.2 Each Chair will be appointed for a period of two (2) calendar years, subject to the provisions of section 4.6 above (If a Chair is appointed during a calendar year the remaining part of that year will not be included in calculating the period of appointment).
- 6.3 Each Chair will facilitate the contribution of State Councillors at its meetings and is responsible for ensuring that the principles and processes of Governance Institute for State Councils are adhered to.
- 6.4 Each Chair is authorised to act and speak for their Council between its meetings, including engaging with, but not directing, the State Manager on State-based initiatives. The Chair will report to their Council on decisions and actions taken between meetings of their Council.
- 6.5 Each Council may appoint a Deputy Chair or any other officeholders from their current State Councillors for the efficient conduct of their Council business, with the appointment and terms to be formally recorded in their letter of appointment.

7 Working Groups

- 7.1 Councils may establish working groups comprised of State Councillors or other members of Governance Institute to assist their Council in the discharge of its responsibilities. Any such working groups will act in an advisory capacity only and will report to the Council.

8 Meetings

- 8.1 Each Council must meet at least five (5) times in each calendar year.
- 8.2 The relevant State Chair or State Manager may convene a meeting of a State Council.
- 8.3 The agenda for a Council meeting is determined by the relevant State Chair, in consultation with the State Manager. Each State Councillor may suggest any items of business for inclusion in the agenda at the request of the Chair.
- 8.4 The agenda and supporting papers are to be delivered to State Councillors by the State Manager at least seven (7) days in advance of each meeting (**Distribution Date**). Late papers may be accepted only with the consent of the Chair.
- 8.5 Meetings and the proceedings of each Council are governed by the provisions of the Constitution of Governance Institute regulating meetings and proceedings of the Board.
- 8.6 Any meeting of a Council may be called or held using any technology consented to by a majority of State Councillors of the relevant state. The consent may be a standing one.
- 8.7 A quorum for any meeting of a Council is 50% of its State Councillors.
- 8.8 In the absence of the Chair at any meeting of a Council, State Councillors will elect one of their number a chair for that meeting from their State Council. The election will be by majority vote.
- 8.9 A Council may invite other attendees including staff of Governance Institute and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.
- 8.10 A Council does not have any decision-making authority and may only make recommendations to the Board in accord with this Charter.
- 8.11 State Managers may not be excluded from any meeting of a Council or part thereof. In the event that a State Manager is unable to attend a meeting, another Governance Institute staff member may attend on behalf of the State Manager upon the State Manager having provided the staff member with authority to do so.
- 8.12 All State Councillors and other attendees at a Council meeting are required to keep all information presented (whether written or oral) or discussed at a Council meeting confidential (Confidential Information) and only use and disclose Confidential Information with the express written consent of Governance Institute, unless required by law to do so and shall notify Governance Institute prior to the release of any Confidential Information.

9 Actions, Insights and Issues Report

- 9.1 An Actions, Insights & Issues Report (Report) is to be prepared for each Council meeting by one of the State Councillors.
- 9.2 The Report of a meeting of a State Council is to be reviewed and approved by the relevant State Chair (within 7 business days after the meeting) and circulated to the relevant State Councillors by the State Manager as soon as practicable but not later than the Distribution Date for the papers for the next State Council meeting.
- 9.3 A Council must confirm the Report of each of its Council meetings at its next meeting (or the next practicable meeting if the Report is not available at the next meeting).
- 9.4 A copy of the Chair approved Report must be given to the relevant General Manager of Governance Institute as soon as practicable following approval.

10 Authority

- 10.1 The Board has authorised each Council, within the scope of responsibilities set out in this Charter, to perform the activities required to address its responsibilities.
- 10.2 A Council may not authorise expenditure or incur obligations on behalf of Governance Institute without the express written authorisation of the Board.

11 Evaluating performance

- 11.1 Each Council will undertake performance assessments in the manner requested by the Board.

12 Review of the State Council Charter

- 12.1 Any modifications to or replacements of this Charter must be approved by the Board.
- 12.2 The Board shall review the Charter at least every two (2) years and may do so in consultation with State Councils.

13 General

- 13.1 If there is any inconsistency between any provision of this Charter and the Constitution, the provision of the Constitution prevails to the extent of the inconsistency.

Approved by the Board: 24 June 2026