



AUSTRALASIAN CORROSION ASSOCIATION INC COUNCIL CHARTER

Purpose of document

This Charter sets out the core roles for the Council of the Association, how it is structured, and how it works.

Core Council roles

The Council has 2 key roles:

1. Advisory/information conduit;
2. Electoral College.

In short summary, the Council's core role is to act as the key interface between the Branches and Members and the ACA Board.

Council members receive no payment of expenses or honoraria for attending meetings. No person is permitted to be a member of the Council and a member of the Board at the same time, and if a member of the Council is elected to the Board a vacancy is automatically created in the Council membership.

1. Advisory/information conduit role

The Council provides:

- A conduit for the exchange of information between the Branches and ACA governance and management, and a forum for discussion around key issues.
- Advice to the ACA Board on issues affecting the industry and the implications these carry for the services which the Association should be offering members and the wider industry.
- A sounding board for discussion on strategic issues that impact on the corrosion mitigation sector.
- A mechanism through which the Board's views regarding issues facing the industry can be shared with Branches.

While the Council may only infrequently meet formally, the open exchange of information – to and from the Council and its members with the Board and with Management – is encouraged on an on-going basis.

2. Electoral College role

The Council elects members to the ACA Board. Some Rules for the process are set down in the Constitution and Bylaws, but anything which is not specified there in respect of how the election will be carried out is within the power of the Council to determine as a group.

The Council will receive from the Board advice on the right mix of competencies needed for the effective governance of ACA. The Council should aim to deliver these competencies, while recognising that if the available candidates do not between them have the competencies to fill identified gaps the Board has the power to appoint up to two non-members to fill these gaps.

Council members are expected to:

- Consider the performance of the Board, and the recommendations of the existing Board with respect to the skills needed in Board members who are to be elected.
- Identify and introduce to ACA governance appropriate new members to carry out Board roles when required.
- Cast ballots for Board members in a spirit that reflects the appointment of the best possible Board, rather than a Board which has 'representatives'.

How the Council expects to work

A Council meeting will usually be held at the time of the annual ACA conference and may require a full day for deliberations. This will be the meeting at which consideration of the performance of the Board and election of persons to fill any vacancies will be taking place. Depending on the issues which need consideration, there may also be other meetings of the Council from time to time. Consideration will be given to the cost to Council members and to ACA of holding such meetings, and they will usually be by telephone.

The ACA Executive Officer is responsible for ensuring each meeting is minuted, and is expected to attend every meeting. At minimum the ACA Board Chair is expected to attend each Council meeting, and at times other ACA Board members may also attend.

Meeting papers are to be sent out by ACA Centre two weeks in advance of meetings of the Council, but where possible are sent out earlier to allow for a measure of consultation by Council members with their nominating Branch.

The President will determine in consultation with the Executive Officer the agenda for each Council meeting. In addition to any other specific business that is scheduled for the meeting, the ACA Board Chair and Executive Officer shall submit a report to each meeting identifying the strategic issues which ACA has addressed since the last meeting, and summarising the issues which are seen to be becoming important which ACA is being expected to address. The report will be supplemented as necessary by background papers providing greater discussion depth where required. The Council will provide a response to this report, which may be as simple as noting it, or may be as complex as raising a number of issues which the Council believes are essential for the Board to address as a consequence of the report.

Council members are encouraged to propose items for/contribute items to the meeting agenda. If a majority of the Council agrees, advice on matters raised in such proposals shall be sent to the Board for their consideration.

In addition to the communication avenues through the Council, the ACA Board Chair and Executive Officer (EO) are expected to discuss issues facing ACA with Branch Presidents and Secretaries at least

twice per year, either face to face or by teleconference, to ensure the full and free exchange of information.

The Council Structure

The eight branches each nominate two persons to the Council. These Council members are expected to be engaged with the wider sector generally and with their Branch committee in particular, so that they are able to provide their Branch’s viewpoint if appropriate when debates arise at the Council table. Accordingly, in putting persons forward to represent the Branch on the Council, consideration should be given to the following desirable attributes:

- personal qualities such as honesty, integrity, high ethical standards and commitment;
- industry experience and the ability to exercise sound strategic judgement in matters relating to the long-term objectives of corrosion mitigation
- appreciation of and valuing the importance of the industry good focus and so public good that ACA seeks to reflect;
- a passion for their role, a strong vision for the future of the corrosion mitigation industry, and a commitment to attend and participate in Council meetings as they are called;
- commitment to understanding ACA and its sector, and appreciating the interests of ACA’s stakeholder communities (such as industry bodies, employers, employees, customers, Government agencies, etc), while recognising that there are often competing and conflicting objectives amongst these communities; and
- ability to facilitate liaison between the Board/EO of ACA and the Branch - communication skills are important for this.

Branches should give thought to complementarity of the skills of their two nominees, such that they reflect the breadth of the Branch membership.

Further members are the President (who chairs the meetings of the Council) and two Vice Presidents, who are all appointed by the Board and are expected to represent the whole of the membership, and not the Branch from which they come, in any deliberations of the Council.

The final member of the Council is the Public Officer. This person has responsibilities under the South Australian *Associations Incorporation Act 1985* to ensure that actions of the Association are in compliance with the requirements of that Act. The Public Officer is required to be a South Australian resident, and is appointed by the Board.

Charter History and Version Control

Version	Approved By	Date Approved
May 2015	Council (Circulating Resolution)	29 th May 2015