



AUSTRALIAN  
INSTITUTE OF  
LANDSCAPE  
ARCHITECTS

# Chapter Charter

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## 1. Purpose

Essential to the conduct of AILA is the establishment of Chapter Committees, referred to as Chapter Executives, to provide quality services to Members and promote the profession.

The functions of a Chapter are outlined in the AILA Constitution (Section 21).

In relation to the formulation of Chapters the Constitution states:

*The Board must, by governing policy, constitute Chapters of the company to be known as Chapters of AILA, based primarily on the States and Territories in Australia in which Members are located.*

Each Chapter must be led by a Chapter Committee in accordance with the governing policies. These Committees are commonly known as 'Chapter Executives'. The Members of the Chapter Committee must be elected or appointed in accordance with the governing policies.

The Chapter Executives represent Members, provide leadership, work with the Board as partners to help review and develop national policy and guidance, and implement AILA strategies in terms of the context of each Chapter.

## 2. Governance Philosophy, Values and Approach

The AILA Board has determined that AILA will be governed with an emphasis on:

1. A 'fit for the future' mindset informed by our present or past challenges and successes.
2. Strategic issues rather than administrative or operational detail.
3. Being pro-active rather than reactive.
4. A diversity of opinions, views and experiences including connection to country values.
5. Attracting and retaining membership across a spectrum of interests including academic, public practice, not-for-profit, and commercial/private sectors.

6. Taking collective responsibility for all aspects of the Board's performance.
7. Continuous improvement in Board and individual Board member effectiveness.
8. The national interests of AILA acknowledging Chapter-based opportunities.
9. If something is not understood, Chapter executives are duty bound to question it until it is understood.

The Chapter Executive play an integral role in supporting this philosophy.

## 3. Role of the Chapter

The functions of a Chapter are outlined in the AILA Constitution ([Section 21](#))

### Functions and Responsibilities of Chapters

A Chapter's functions are (subject to any additional or variant directions or further determination of the powers and responsibilities by the Board) to (and within the allocated Chapter State/Territory):

- assist with the delivery of national programs and initiating and supporting local programs.
- provide or arrange for programs to engage wider industry and community and promote the profession of Landscape Architects and their work.
- represent AILA in public forums and media opportunities consistently with AILA's policies.
- liaise with AILA stakeholders in respect of AILA's functions undertaken at the local level, including by encouraging collaboration and communication between AILA stakeholders and other Chapters.
- any other function determined by the Board in accordance with the governing policies.

Chapters support the implementation of the AILA Strategic Plan and the achievement of annual priority targets through the activities outlined in the AILA Annual Operational Plan.

Chapters will have the opportunity to be involved in the development of the annual operational plan and will identify opportunities for Chapter 'flair' in implementing agreed initiatives, and to suggest



Chapter specific initiatives within budget and resource constraints.

Chapters have the opportunity to enter into financial arrangements, such as sponsorship, to support these initiatives.

The Chapters are to undertake these responsibilities in accordance with AILA's Board Policies and resolutions – they are to ensure they are consistent with the Board's direction to ensure a cohesive AILA organisation.

#### 4. Function of Chapter Executives

Each Chapter must be led by a Chapter Committee in accordance with the governing policies. These Committees are commonly known as 'Chapter Executives'. The Members of the Chapter Executive must be elected or appointed in accordance with the governing policies.

The Chapter Committee's functions are to:

- provide leadership, direction and services to Members in the Chapter.
- be responsible to and may be directed by the CEO in accordance with the governing policies.
- to provide advice to and facilitate communication between Board and Chapter Members and report to the Board in accordance with the governing policies, without limiting the general powers of the Board pursuant to 15.1(b).
- at all times in undertaking its functions, pursuant to 21.3(c) act in consultation, liaison and communication with, and through, the CEO.

Chapter Committees, in providing leadership, direction and services to Members in the Chapter, are required to: comply with and act in accordance with the AILA Constitution, governing and operational policies and procedures including any relevant Codes of Conduct of AILA:

- comply with and act in accordance with the AILA Constitution, governing and operational policies and procedures including any relevant Codes of Conduct of AILA.

- act in the interests of AILA as a whole and work to achieve AILA's Objects, and to uphold the reputation of AILA.
- keep informed about the organisation and issues relevant to their responsibilities.
- act with honesty, in good faith and disclose conflicts of interest.
- act with reasonable care and make or delegate decisions based on relevant information, proper analysis and management of risk and use AILA resources properly, efficiently and effectively.
- only make Public Statements or act on behalf of AILA with proper authority in accordance with the governing policies and comply with lawful direction given by [those] who have authority to give direction.
- not make improper use of AILA information and protect the privacy and confidentiality of AILA information (Conflict of Interest).

#### 5. Administration

Chapters and Chapter Committees will arrange and negotiate secretarial and administrative support in consultation with the CEO within allocated budgetary constraints and parameters.

Quarterly reports will be completed by the Chapter President, on behalf of the Chapter Executive, to be tabled at AILA Quarterly Board meetings. The format and timing will be advised by the AILA President and CEO. This report is distinct from the ongoing operational activity reporting provided by the Chapter Manager to the AILA CEO.

Chapter Executive Meetings are not required to be minuted, but Chapters are required to keep a record of meetings, attendance at meetings by executive and members and maintain an on-going action list accessible by CEO and AILA Board.

#### 6. Meetings of the Chapter Executive

The Chapter executive meetings are to be conducted:

- at least twice a year in the case of Tasmania, Australia Capital Territory and Northern Territory.



- At least six times a year in the case of Queensland, New South Wales, Victoria, South Australia and Western Australia.
- A quorum for the Chapter Executive meeting is to be at least 51% of the Chapter Executive.

The meetings can be conducted face to face or virtually. Meeting attendance and outcomes are to be recorded and made available to the AILA CEO and AILA Membership (for example, via Memberscape®).

The Chapter Executive are welcome at any point to undertake a Chapter Members Meeting to discuss appropriate topics where all Members are welcome. Notice of a Chapter Members' meeting is to be forwarded at least 2 weeks prior to the meeting.

## 7. Conduct of Annual Chapter Meetings

The Annual Chapter Meeting (ACM) open to all Full Members and is to be conducted annually between July 15 prior to 31<sup>st</sup> August. Other Members of AILA may be permitted to attend as observers.

There is a preference that ACMs be held as a virtual only event to maximise attendance from regional members. In the event that circumstances do not allow this provisions should be made for the ACM to be a hybrid event.

Agenda should include:

- Presentation of Annual Chapter Report including summary of financial performance.
- General Business (including open discussion and questions by attendees).
- Confirmation of Chapter Executive (as required every second year).
- The AILA President or an AILA Board representative address.

Notice of the Annual Chapter Meeting is to be forwarded to Members be at least two (2) weeks prior to the meeting and is to include Annual Reports and any election nominations.

A quorum for the Annual Chapter Meeting is to be:

- Four full Members for Tasmania, Australian Capital Territory and Northern Territory.
- Ten full Members for Queensland, New South Wales, Victoria, South Australia and Western Australia.
- The AILA President or an AILA Board representative.

Where appropriate the provision of a voting tool is to be determined prior to the meeting, if required.

The appointment of a proxy is counted for the purposes of a meeting quorum. The process for appointment of proxies will align to the AILA Constitution.

In an election year, the Chapter Executives are to stand down following presentation of reports and general business discussion and prior to the confirmation of incumbent Chapter Executives.

Meeting attendance and outcomes are to be recorded and distributed to the Chief Executive Officer and AILA membership.

## 8. Nomination and Election of Chapter Executives

The Chapter Executive shall hold office for two (2) years. There is no maximum term for being a member of a Chapter Executive, however there is a maximum term of four (4) consecutive years for office bearers (President, Vice President and Secretary) to hold the same position.

There is to be a maximum number of eight (8) people on the Chapter executive.

- The call for nominations is to be made to Membership at least four (4) weeks prior to the end of the Financial Year.
- nominations are to be submitted at least two (2) weeks prior to the end of the Financial Year.
- If the number of nominations exceed 8, then arrangements will be made with the National Office to conduct an election via an electronic ballot. The candidates with the highest number of votes will be determined to be elected.
  - NOTE: The process for election (roles, responsibilities etc., is detailed in Appendix 1)



- If the number of nominees is less than 8, no election will be held.
- Once all Chapters have held an election, if required, the list of proposed executives for each Chapter will be forwarded to the AILA Board for formal endorsement.
  - Board will conduct due diligence on each candidate.
- The list of nominated executives will be distributed in the meeting notice for each ACM.
- Chapters members vote at the ACM to endorse the new executive and then this is sent to Board for endorsement.

## 9. Appointment of Office Bearers

(See appendix 2 for a description of each role.)

Following the nomination of the Chapter Executive, and prior to the ACM, that Executive will meet separately to appoint Executive Members to the respective office bearer positions:

- Chapter Chair (President);
- Chapter Vice-Chair (Vice-President);
- Chapter Secretary; and
- In Tasmania, Australian Capital Territory and Northern Territory, these roles may be shared by the one person (e.g. joint President and Secretary), however noting that there is to be a minimum of two (2) office bearers on the State Executive.

The following steps outline the nomination and election of Office Bearer positions on a Chapter Executive:

- The Chapter Executive will appoint a scrutineer who will support and oversee the voting process.
  - It is recommended that this person may be the Chapter Manager, the Chief Executive Officer, an AILA Director, or an AILA Fellow/Former Executive Member.
- The Chapter Executive Members will be invited by the scrutineer to nominate their interest in one the office bearer positions.

- A summary of interested people will be circulated to the full Chapter Executive.
- In the event of multiple nominations for the one position a vote from Executive will be required. The process will be:
  - meeting of the executive will be convened by the scrutineer (virtual or face to face).
  - Each nominee for the position will have the opportunity to verbally outline their claims to each position.
  - At the close of the meeting the scrutineer will distribute an electronic ballot to executive (provided by national office).
  - Executive will vote for their preferred nominee.
  - In the event of a tied vote, the matter will be referred via the CEO to the Board for determination.
    - The board may request a statement from each nominee and a resume.
  - Once determined, the scrutineer will inform the executive at the same time.
- The Executive may announce the positions at the ACM following the endorsement of Executive.

NOTE: It is not possible for a Chapter Executive to appoint 'Co-Presidents'. A Chapter Executive may allocate tasks and responsibilities amongst its members as it sees fit however, there will only be one President.

## 10 . Vacancies on the Chapter Executive

In the event of a vacancy on the Chapter Executive – they can nominate either an existing Chapter Executive member to an Office Bearer role or seek additional State Chapter Executive nominees from Members.

The Chapter Executive is to forward its nomination(s) for additional Chapter Executive Members and Office Bearers to the AILA Board for endorsement.

There is no requirement to fill a vacancy if the minimum number of positions has been filled.



## 11. Handover to incoming Chapter Executives

Succession planning ideally provides retention of a number of existing people on incoming Chapter Executives and this is encouraged at the Chapters to ensure good transfer of information and long-term organisational stability and continuity.

In particular, an outgoing Chapter President, regardless of them continuing in the Chapter Executive or not, is encouraged to mentor the next incoming Chapter President for a minimum of six (6) months to assist in transfer of information and continuity of programs.

Office Bearers are expected to arrange quality handover sessions with incoming Office Bearers and be available in the first part of the incoming term to answer questions and assist with responses.

A co-ordinated induction of all incoming Chapter Executives will be delivered by AILA's CEO and President.

## 12. Chapter-based Sub-Committees/ Working Groups

Chapters are able to establish sub-committees to support their efforts at the Chapter level.

These may be formed to undertake set tasks as specified within a sub-committee's Terms of Reference (see template appendix 3). All state-based sub-committees report to the Chapter Executive.

It is noted that as sub-committees of the Chapter Executive, it is preferred that the Executive manage and monitor the work of sub-committees, rather than the Chapter Manager.

## 13. Charter Revision

This policy will be reviewed as required, but generally at no more than 3-yearly intervals.

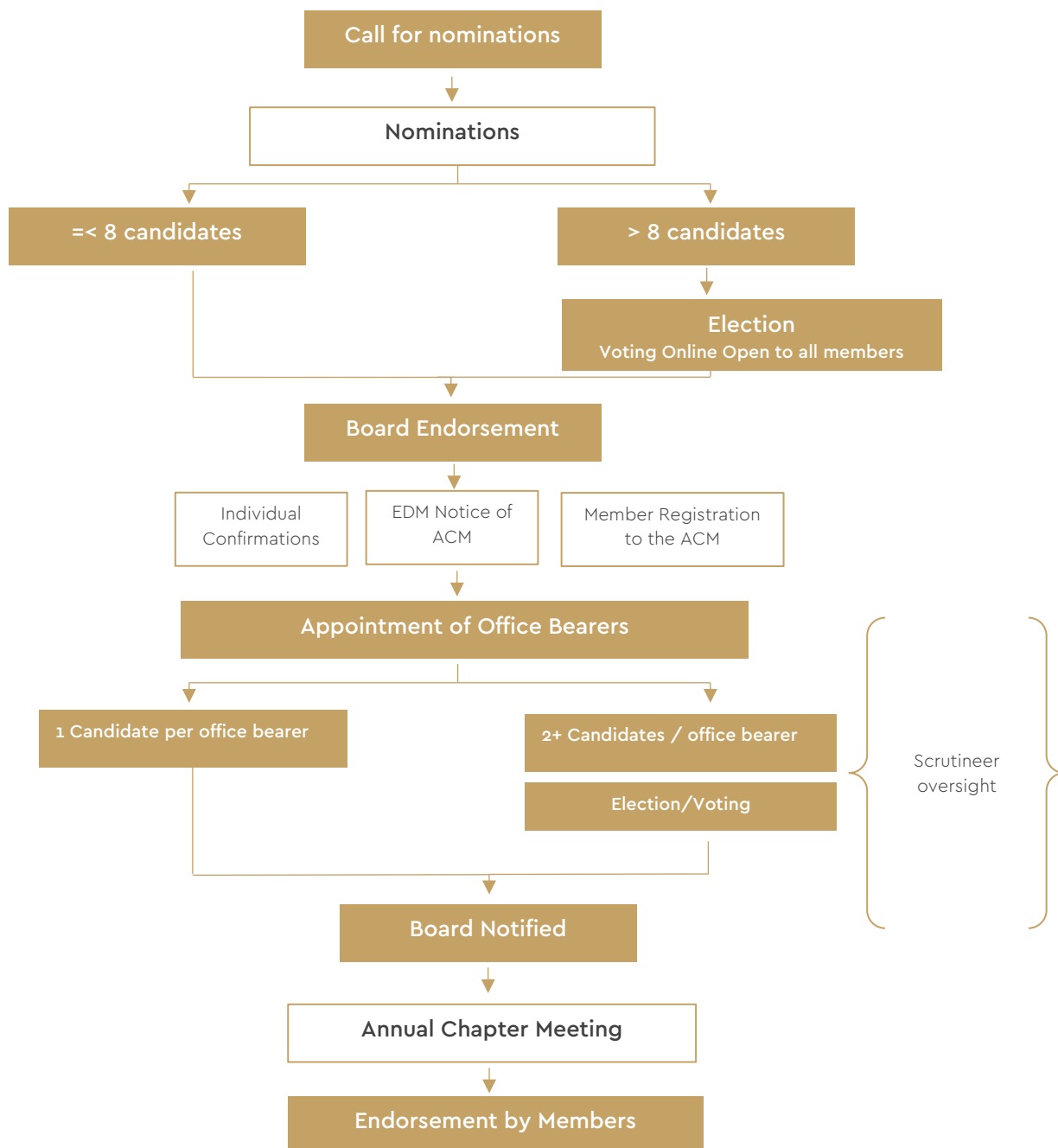
A review will be undertaken by the AILA CEO in conjunction with the Chapter Executives, AILA Staff and endorsed by the AILA Board.

## 14. Related Policies

1. AILA Board Charter.
2. AILA Board and Chapter Executive Expenses Policy.



## Appendix 1 | Chapter Elections Flowchart







## Appendix 2 | Roles Description of Chapter Executives

The following provides role descriptions for the Chapter Executive Office Bearers. All roles are supported by AILA staff, including Chapter Managers.

### Chapter President:

The basic functions of an AILA Chapter President are to serve as chief elected officer at the Chapter level, representing the entire Membership and best interests of the Chapter; exercising personal leadership in the motivation of other Chapter Executive Members, committee Members and staff; implementing the approved strategic plan for the State Chapter during their term of office; facilitating the Chapter Executive in understanding its roles and responsibilities; acting as spokesperson and inspirational leader; and taking an important part in monitoring and evaluating Chapter performance and effectiveness. The duties are as follows:

- Responsible to the Chapter Executive, and through the Chapter, to the Membership for seeing that the programs and policies are in line with the National policies and strategic objectives and reflect the needs and aspirations of the Membership and the mission of AILA.
- Preside at and attend all meetings of the Chapter Executive' either in person or via tele/video conference, or under special circumstances appoint the Vice President to preside and attend in their absence Chapter Annually review the organisational structure of the Chapter for effectiveness in collaboration with the AILA CEO and National Office staff.
- Attend the annual meeting of Chapter Presidents held as part of the annual Festival.
- Act as the key point of communication between AILA staff and the Chapter Executive.
- Present an annual report at the Annual Chapter meeting.
- Act as spokesperson for the Chapter to the media, legislative bodies and related organisations in collaboration with the National Office staff.
- Convey the importance of the strategic planning process to the Chapter Executive and promote an open-minded approach in critiquing the Chapter's strengths and

weaknesses related to its ability to deliver services to all its members.

- Report quarterly on State-based activities to the AILA Board and brief the Board face to face should the opportunity arise. An approved template will be provided.

### Chapter Vice President

The Chapter Vice President is responsible to provide support leadership for the Chapter President, they accept the role and responsibilities of the President when requested by the President or when the President is unable to accept them. Their duties include the following:

- Accept initiating and/or supporting roles at the request of the Chapter President.
- Convene and chair meetings when the President is unable to do so.
- Convene and chair meetings of Committees as required.

### State Chapter Secretary

The basic functions of an AILA Chapter Secretary is to assist in the keeping of the records of committee activity and communication with members at the state level. The duties include:

- Attends meetings of the State Chapter Executive, arranging for alternate in the event of absence.
- Arranges for recording of State Chapter Executive Meeting action list / minutes (former preferred, but Chapter executive decision).
- Facilitates with executive preparation of any state reports to the Board.
- Facilitates with Executive preparation of Annual State Chapter report for presentation at the Annual State Chapter meeting.
- Distributes information of outcomes to the Board and state members.
- Arranges for the Annual State Chapter Meeting including election process. Where applicable the State Chapter Secretary may have the assistance of the State Chapter Manager to assist in this role.