# Council Charter

**The Australasian Institute of Judicial Administration Limited**

**ABN 13 063 150 739**

**ACN 684 929 191**

A public company limited by guarantee

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## 1. INTRODUCTION

a) In accordance with Rule 9.1 of the Constitution of The Australasian Institute of Judicial Administration Limited (ACN 684 929 191) (**AIJA**), the directors must establish and maintain an advisory body of members, to be known as the Council.

b) This document is a Charter which sets out the role and responsibility of the Council and contains, in clause 3, Guidelines for the composition of the Council as required by Rule 9.1(c) of the Constitution.

## 2. PURPOSE

The Council's role is to:

a) provide advice to the directors in relation to the development and implementation of the AIJA's strategic plans, objectives, vision, mission and values;

b) monitor the AIJA's performance in achieving its strategic plans, objectives, vision, mission and values;

c) exercise such of the powers of the directors as may be delegated to it from time to time; and

d) make recommendations to the directors in accordance with rule 9.1(d) of the Constitution and clause 13 of this Charter.

## 3. GUIDELINES FOR THE COMPOSITION OF THE COUNCIL

a) The Council shall consist of such number of members as the directors determine.

b) The directors are responsible for appointing the members of the Council.

c) Members of the Council must be members of the AIJA.

d) In appointing members to the Council, the directors must have regard to the needs of the AIJA and the desirability of ensuring that the Council appropriately reflects the geographical, jurisdictional, professional and personal attribute diversity of members of the AIJA as a whole.

e) **Judicial Members.** At least nine members of the Council shall, at the time of their appointment, be judicial officers of a Court of the Commonwealth of Australia, New Zealand, Papua New Guinea or of a State or Territory of Australia, provided always that one of the Judicial Members shall be a Judicial Member of a New Zealand court and one shall be a Judicial Member of a court of Papua New Guinea.

f) **Professional Members.** At least six members of the Council shall, at the time of their appointment, be practicing members of the legal profession in Australia, New Zealand or Papua New Guinea.

g) **Members in Government Service.** At least two members of the Council shall, at the time of their appointment, be persons employed as lawyers by the government of the Commonwealth, New Zealand, Papua New Guinea or of a State or Territory of Australia or by a public authority.

h) **Academic Members.** At least two members of the Council shall, at the time of their appointment, be professional law teachers.

i) **Court Administrators.** At least two members of the Council shall, at the time of their appointment, be court administrators.

j) **Tribunal Member(s).** At least one member of the Council shall, at the time of his or her appointment, be a member of a dispute resolving tribunal in Australia, New Zealand or Papua New Guinea.

k) In accordance with Rule 9.1(d) of the Constitution, the Council may at any time, by a resolution passed by at least one-half of its members, make a recommendation to the directors in relation to the contents of these guidelines.

l) The directors must amend these guidelines at the next meeting of directors in accordance with any such recommendation, unless a resolution rejecting the recommendation is passed by at least 75% of all current directors entitled to vote at that meeting.

## 4. TERMS OF APPOINTMENT TO COUNCIL

The provisions of this Rule 4 are all subject to the transition provisions found at Rule 5.

a) The term of office of a Council member commences at the time of appointment by the directors and, unless the member first ceases to be a Council member, ends at the conclusion of the third annual general meeting after the date of appointment.

b) Council members are eligible for reappointment at the end of their term of appointment.

c) All new members appointed to the Council must be given a letter of appointment from the President, which sets out the basis of appointment.

## 5. TRANSITION PROVISIONS

a) As soon as practicable after the date on which the AIJA is converted from being an incorporated association to a company limited by guarantee, the directors are to appoint members to the Council.

b) The directors are to specify the terms of office for those members of the Council as follows:

i. seven Council members will be appointed for a term that ends at the conclusion of the next annual general meeting after their appointment;

ii. seven Council members will be appointed for a term that ends at the conclusion of the second annual general meeting after their appointment; and

iii. all other Council members will be appointed for a term that ends at the conclusion of the third annual general meeting after their appointment.

## 6. INDUCTIONS AND BRIEFINGS

All new members of Council will be given an induction. The induction process involves:

a) a meeting with the President to discuss expectations and responsibilities; and

b) the provision of a package of briefing materials in relation to the AIJA.

**7. DUTIES**

Members of Council are expected to:

a) prepare for Council meetings by reading and considering relevant papers;

b) attend and participate at Council meetings;

c) exercise the degree of care and diligence a reasonable individual would exercise if they were a member of the Council;

d) act in good faith in the best interests of the AIJA and to further the AIJA's purpose;

e) not misuse their position as a member of Council;

f) not misuse information they gain in their role as a member of Council; and

g) disclose any conflicts of interest (real, perceived or potential).

**8. CONTINUING EDUCATION**

a) From time to time the Council will be briefed by management regarding the AIJA and the factors affecting or likely to affect its activities to provide the Council with a broader understanding of the AIJA.

b) Council members are encouraged to keep up-to-date on relevant topical issues.

**9. CONDITIONS OF SERVICE OF COUNCIL MEMBERS**

In addition to any circumstances prescribed by law, the office of a Council member becomes vacant if the Council member:

a) dies;

b) ceases to be a member of the AIJA;

c) is, due to physical or mental impairment, unable to properly perform the duties of a Council member, as determined by a suitably qualified professional nominated by the Board, acting reasonably;

d) is convicted of an indictable offence; or

e) fails to attend (either in person or remotely) any two Council meetings in any 12-month period without leave of absence approved by the President of the AIJA.

Leave of absence under subrule e) may be approved prospectively or retrospectively.

Nothing in Rule 9 prevents a member of Council from vacating office by providing a written notice of resignation to the AIJA addressed to the President or the Secretary. Unless the notice or the law provides otherwise, the resignation takes effect from the date the notice is received.

## 10. MEETINGS OF COUNCIL

a) The Council shall meet at such place and at such time as the directors determine.

b) The Council shall ordinarily meet three times in each calendar year.

c) Each Council meeting typically runs for two hours, and Council members are expected to remain fully present for the entire meeting.

d) Eight members of Council shall constitute a quorum for the transaction of the business of a meeting of the Council.

e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall lapse.

f) Council meetings may be held in two or more places linked together by any technology, or using virtual meeting technology only, provided it gives the members of Council as a whole a reasonable opportunity to participate in proceedings.

g) Council meetings will be chaired by the President of the AIJA or, in the absence of the President, the Vice President or another member of Council nominated by the directors.

h) Questions arising at a Council meeting are (unless a higher number or threshold is required under the law or the Constitution of the AIJA) to be decided by a majority of votes cast by the members present.

i) Members of Council are entitled to vote at meetings of Council in person, but are not entitled to vote by proxy or attorney.

j) If there is an equal number of votes cast for and against a resolution at a Council meeting, then the chair does not have a second or casting vote in addition to any vote the chair may have as a member of Council.

k) Council members are expected to meet their own costs associated with attending Council meetings.

l) The Secretary, or another person appointed by the directors, will take minutes of the proceedings of all Council meetings.

## 11. CONFLICTS OF INTEREST

a) Council members are expected to identify and disclose any action, position or interest which may conflict with an interest of the AIJA. All such interests whether they are real, perceived or potential must be disclosed.

b) No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which he or she is interested and if he or she does so vote his or her vote shall not be counted.

## 12. OBSERVERS

a) The directors may, if they consider it necessary or desirable, appoint observers to the Council from time to time, for such terms as they determine at the time of appointment.

b) Observers shall be entitled to attend meetings of the Council and participate in deliberations, but are not entitled to vote.

c) The appointment of any observer may be revoked by the directors at any time upon notice in writing to the observer.

**13. REVIEW OF COUNCIL CHARTER**

a) The directors will review this Charter at least once every two years and may resolve to amend it at any time.

b) The Council may at any time, by a resolution passed by at least one-half of its members, make a recommendation to the directors in relation to the contents of this Charter.

c) Any such recommendation must be considered by the directors at the next meeting of directors and, if approved, this Charter must be amended in accordance with the approved recommendation as soon as practicable after that meeting.