



Chapter Committee Terms of Appointment

Adopted: 02 December 2016
C001-005 2022





Chapter Committee Terms of Appointment

Document Reference: C001

Version: 005

Adopted: 01 December 2016

Revised: 02 August 2022

This policy is an official publication of the Australian Institute of Building Surveyors and is current as at the date of publication.

© Australian Institute of Building Surveyors

All rights reserved.



Purpose

Congratulations on your appointment as an AIBS Chapter Committee member.

Chapter Committees play an important role in advancing the interests of AIBS and AIBS members in their particular jurisdiction. The particular roles and responsibilities of Chapter Committees are detailed in clause 7.2 of the AIBS By-Laws.

As key representatives of AIBS, Chapter Committees and their members are required to act in the best interests of AIBS and under the direction of the Board.

The purpose of this document is to confirm the responsibilities that your role as Chapter Committee Member entails under the Commonwealth Corporations Act 2001, the AIBS Constitution, By-Laws and Code of Conduct. These responsibilities comprise your Terms of Appointment.

These Terms of Appointment are made by the Board pursuant to clause 5.3(c) of the By-Laws.

We thank you for contributing to the development of AIBS and the profession of building surveying through your membership of an AIBS Chapter Committee.

AIBS – An Overview

AIBS is a non-profit, Limited by Guarantee Company established under the Corporations Act.

The Corporations Act governs the operation of companies (both for and not for profit) within Australia and requires that companies comply with high standards of corporate governance.

AIBS is governed by its Board. The AIBS Board comprises of Directors who are appointed by AIBS members to act on their behalf, consistently with the AIBS Constitution, in the best interests of AIBS and to be responsible for AIBS' overall business performance and compliance with corporate governance and other legislative requirements.

AIBS is a single corporate entity. It is not a federation of organisations.

Chapter Committees are, therefore, subject to the direction of the AIBS Board through the Constitution and By-Laws.

Chapter Committees are charged with numerous responsibilities under the AIBS By-Laws. Each Chapter Committee member is responsible for ensuring that AIBS maintains a high level of corporate governance so that it complies with its legislative and constitutional requirements.



What Is Corporate Governance

Corporate governance is a term used to describe the system by which companies such as AIBS are directed and controlled. Good corporate governance is extremely important for Chapter Committees who have responsibility and who can influence the future growth and success of AIBS.

Good corporate governance achieves the following outcomes:

- enhancements to the performance of the organisation;
- reassurance to members and other stakeholders of the integrity and effectiveness of the organisation;
- enhancement of the organisation's reputation through the accountability of its Board and the transparency of decision-making processes
- better understanding and management of organisational risks;
- better ability to evaluate the effectiveness of the organisation's performance against its objectives.

Chapter Committees are, pursuant to clause 7.2 of the By-Laws, delegates of the Board. The role of Chapter Committees is to support the Board to provide AIBS representation to regulators and legislators and other key statutory bodies within their respective jurisdictions and provide representation to the Board of ideas/issues/concerns of the membership in their jurisdiction.

As a matter of law, the relationship between Chapter Committee members and AIBS is a 'fiduciary' relationship. Such a relationship is one based on trust, care and responsibilities.

The main fiduciary duties owed by Chapter Committee members to AIBS are:

- the duty to act in good faith;
- the duty of care and diligence.

Chapter Committee members are covered under the AIBS Director and Officer Liability Insurance Policy in their conduct of their duties.

To comply with these duties, Chapter Committee members must:

- act in the interests of, and advance the interests of AIBS at all times
- act in a manner consistent with the objectives of AIBS as contained within its Constitution and the strategic, business and other plans adopted by the AIBS Board
- act honestly, with integrity and for a proper purpose



- avoid conflicts of interest
- adequately inform themselves about the subject matter of a decision
- make decisions which benefit AIBS as a whole and which do not confer advantages on one group of stakeholders to the detriment of others.
- not misuse AIBS information. The information provided to you in your role as an AIBS Chapter Committee member is to be considered confidential unless stated otherwise. This information must not be shared with anyone other than the AIBS Board, CEO and other members of your Chapter Committee
- not advance the interests of a competitor organisation, work or provide services for a competitor organisation.

The AIBS Governance Policy provides further information on the roles, responsibilities and management of the Chapter Committee and their relationship to the Board, staff and other committees.

Chapter Committee members must put the interests of AIBS and its members ahead of their personal and business interests and those of their associates. This means that Chapter Committee members cannot make public statements which are critical of AIBS, take legal or other action against AIBS, or undertake work (volunteer or otherwise) for competitor organisations. This does not mean that Chapter Committee members cannot voice disagreement or express opinions, but they must do so internally within the Chapter Committee and in appropriate communications with the Board. Chapter Committee members must be able to act objectively and not in any manner which could give rise to an actual or perceived conflict with the duties that they owe to AIBS and the Board.

If, at any time, a Chapter Committee member believes that they cannot adhere to the duties owed to AIBS, they should consider whether it is appropriate to remain a member of the Chapter Committee. Where, in the opinion of the Board, a Chapter Committee acts contrary to the interests of AIBS, the Board may take action under clause 1.12 of the By-Laws.

Chapter Committee members are expected to adhere to the highest standards of professionalism and professional practice at all times. In accordance with clause 4.3 of the Conduct of Elections Policy, nominees for Chapter Committees who have been subject to disciplinary action and/or suspension or cancellation of their AIBS membership are precluded from nominating for Chapter Committees. Where a Chapter Committee member is subject to disciplinary action during their term on the Chapter Committee, they may be removed from office by the Board.

Chapter Committee members are not obligated to make correct decisions, rather they are obligated to make decisions *correctly*. This means that all applicable AIBS policies and procedures must be followed by Chapter Committees, that due care must be taken to consider all matters put before the Chapter Committee and that decisions are made reasonably and in the interests of AIBS at all times.



AIBS Membership and Chapter Committee Positions

Chapter Committee members must maintain current financial membership of AIBS.

In the event that a Chapter Committee member has not renewed their membership within one (1) month of their renewal date, they will cease to be a member of the Chapter Committee.

Request for re-instatement of their position on the Chapter Committee will be via application to the CEO.

Acknowledgement

As an elected or appointed Chapter Committee member, I acknowledge the roles and responsibilities of a Chapter Committee member as outlined in this document and in accordance with the Corporations Act, AIBS Constitution, By-Laws, Code of Conduct and all other policies and documents adopted by the Board

I further acknowledge that breaching the roles and responsibilities of a Chapter Committee member as summarised in this document constitutes a breach of the By-Laws and can result in action being taken pursuant to clause 1.12 of the By-Laws.

Signed

Date

Name

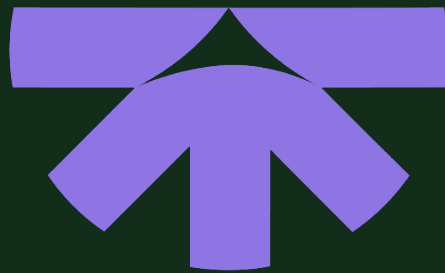
Position



Document Control

Author/s & Positions	AIBS Board of Directors & CEO
Created Date	1 December 2016
Revised Date	2 August 2022
Distribution Usage	External and Internal
Board Approval/s	<ol style="list-style-type: none">01. Approved at the Board electronic meeting dated 1 December 2016.02. Approved at the Board meeting dated 24&25 February 2017.03. 10 October 201804. Approved at the Board meeting dated 22 October 202005. Amendments approved at Board Meeting of 2 August 2022
Comments	

Version	Revision Date	Reviser	Revision Description
0.1	1 December 2016	Board of Directors	First edition
0.2	24 February 2017	CEO, Kelledy Jones Lawyers	Amended version due to Chapter concerns
0.3	10 October 2018	CEO	Updated
0.4	22 October 2022	Kelledy Jones Lawyers	Updated
0.5	2 August 2022	CEO	General update including duties of Chapter committee members



Australia's peak professional body
for **building surveying**

Australian Institute of Building Surveyors

ABN: 53 004 540 836

Suite 5.04

828 Pacific Highway Gordon NSW 2072

P: 1300 312 427

aibs.com.au

E: aibs@aibs.com.au

