



# CONDUCT OF AILA STATE CHAPTERS

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*Adopted as an AILA Governance Policy by National Council, May 2015*

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*This version, version three, revised in 2019 and ratified by the Board on 30 April 2019*

## 1.0 INTRODUCTION

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Essential to the conduct of AILA is the establishment of State Chapters in every state and territory in Australia to provide quality services to members and promote the profession. The State Chapters and respective roles are critical to the successful conduct of AILA. They represent state members, provide state leadership, work with the Board as partners to help review and develop national policy and guidance and implement AILA strategy in terms of the particular context of each state.

The current AILA Constitution does not formally or specifically recognise State Chapters. This AILA Governance Policy is instead intended to provide clear recognition of the State Chapters and provide direction to their establishment and conduct.

The conduct of State Chapters are delegated responsibilities as a committee by the Board in accordance with *Clause 20 of The Constitution*.

This Policy replaces the content in the current Governance Manual with respect to State Chapters.

## 2.0 RESPONSIBILITIES OF STATE CHAPTERS

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State Chapters have the following delegated responsibilities that positively contribute to AILA:

- Provide state based representation of AILA in accordance with the Board and National Office on all matters;
- Respond to Board directives / submissions when appropriate;
- Ensuring quality communication with state membership of Executive decision and committee activity;
- Raising or maintaining a public profile for the Institute and the profession within the state or area;
- Develop and implement an annual plan for the state that as a minimum outlines the yearly budget and CPD and Events Program (as outlined below)
- Develop a yearly budget for the state area and maintain responsible expenditure within the budget in accordance with AILA National Office procedures;



- Provide CPD and Events Program within the state area;
- Support the AILA National Conference program;
- Provide program for registration of Landscape Architects within the state area;
- Support accreditation programs for academic institutions in the state area;
- Undertake Awards Program for the state area;
- Promote and Ensure nominations for Awards, Fellows Honours etc... from the state area both internal and external to the profession;
- Ensure appointment and representation on committees on topical issues both internal and external to the profession;
- Ensure conduct of quality meetings and appropriate keeping of records and information;
- Prepare public submissions in consultation with members on matters of landscape architectural relevance;
- Preparing and presenting reports and recommendations for consideration of the Board; and
- Seek sponsorship at State level to support implementation of the Strategic Plan.

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

### 3.0 CONDUCT OF STATE CHAPTER MEETINGS

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The State Executive Chapter meetings are to be conducted:

- at least 2 times a year in the case of Tasmania, Australia Capital Territory and Northern Territory
- At least 6 times a year in the case of Queensland, New South Wales, Victoria, South Australia and Western Australia.

A quorum for the State Executive Chapter meeting is to be At least 51% of the State Chapter Executive.

The meetings can be conducted face to face or electronically. Meeting attendance and outcomes are to be recorded and distributed to National Office.

The State Chapter Executive are welcome at any point to undertake a State Chapter Members Meeting to discuss appropriate topics where all members are welcome. Notice to a State Chapter Members meeting is to be forwarded at least 2 weeks prior to the meeting. These meeting can be conducted alongside other CPD or member events.

### 4.0 CONDUCT OF ANNUAL STATE CHAPTER MEETINGS

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The Annual State Chapter Meeting open to all registered Landscape Architects is to be conducted annually prior to the 31 July and is to include:

- Presentation Annual State Report including summary of financial performance.



- General Business (including open discussion and questions by attendees).
- Election of State Chapter Executive (as required every second year unless it is conducted electronically prior to the meeting).

Notice of the Annual State 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 State 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.

Where appropriate, submission of voting papers, or appointment of a proxy is counted for the purposes of a meeting quorum.

In an election year the State Chapter Executives are to stand down following presentation of reports and general business discussion. An independent registered Landscape Architect is to officiate over the election process, and it is recommended that they be a Fellow.

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

## 5.0 ELECTION OF STATE CHAPTER EXECUTIVES

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The State Chapter Committee shall be known as State Chapter Executives. There is to be a maximum number of 8 people on the State Chapter Executive.

The State Executives shall hold office for two (2) years. There is no maximum term for State Executives, however there is a maximum term of four (4) consecutive years for office bearers (President, Vice President, Secretary and Treasurer).

Former office bearers are encouraged to nominate to stay on the State Executive to assist with successional planning, though this is entirely at their discretion, and also subject to being elected.

The call for nominations is to be made to membership at least four weeks prior to the Annual State Chapter meeting. Election nominations are to be submitted at least two weeks prior to the Annual State Chapter meeting and are to be forwarded with the meeting notice to members.

Nominations shall be in writing signed by a nominator and seconder and by the nominee, all of whom shall be financial registered AILA members.

Voting can be undertaken in 2 different ways:

- Through electronic voting conducted through a secure portal; OR
- Through assembly of votes at the Annual State Chapter meeting, which may include the submission of proxy forms.

Positions will be elected to the State Chapter Executive if supported by a majority of members, whether through the electronic voting OR at Annual State Chapter meeting in person, as a proxy, by submission of a voting paper at the Annual State Chapter meeting.



It is at the discretion of the State Chapter Executive if the election is to be via electronic voting or at the Annual State Chapter meeting. If the voting is to occur at the Annual State Chapter meeting, it is at the discretion of the State Chapter Executive if the voting is by secret ballot or by a show of hands and counting of voting papers and proxies.

In the event that the nominations are less than the maximum number (less than 8), at the discretion of the existing State Chapter Executive, than voting for individual candidates does not need to occur. However the proposed State Chapter Executive consisting of all nominations will need to be supported by a majority vote at the Annual State Chapter Meeting. In the event that the nominations are not supported, a vote will take place at the meeting where each nomination will need to achieve the majority vote to be appointed to the Executive.

Voting papers and proxies are permissible at Annual State Chapter meetings. The approved format is be issued by the National Office.

Only financial Registered members may participate and vote at the Annual State Chapter meeting. On occasions, the Annual State Chapter meeting may be part of another event whereby non-members may be allowed to be observers but not participate in the ACM.

The election process at the State Annual Chapter meeting is to appoint the number of nominated members to the State Chapter Executive, this follows the process for National elections as set out in the Company Constitution. Following the appointment of the State Chapter Executive they will separately meeting to appoint the elected State Chapter Executives to the respective office bearer positions:

- State Chapter Chair (President);
- State Chapter Vice-Chair (Vice-President);
- State Chapter Secretary; and
- State Chapter Treasurer (TAS, ACT and NT only).

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 2 office bearers on the State Executive.

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

- i. The Chapter Executive will appoint a scrutineer who will support and oversee the voting process. It is recommended that this person be the Chapter Manager, the Chief Executive Officer, an AILA Director, an AILA Fellow or a member of the Chapter Executive who is not pursuing and appointment and is knowledgeable of the Conduct for State Chapters Policy. AILA's conflict of interest policy applies and the CEO should be consulted on the final appointment.
- ii. The Chapter Executive will be invited by the scrutineer to nominate their interest in the Office Bearer positions.
- iii. A summary of interested people will be circulated to the full Chapter Executive.



- iv. A meeting or teleconference will be organised and each candidate will have the opportunity to talk to their interest in the respective positions. This meeting should be Chaired by the appointed scrutineer or by another member of the Chapter Executive who is not pursuing an Office Bearer position.
- v. The Chapter Executive may decide not to hold a meeting and appoint candidates via email where there is only one person interested in a position. This could be done through consensus of the group.
- vi. Where there are multiple people interested in a position, or where a vote is requested by a candidate, a vote will be undertaken and administered by the appointed scrutineer. There will be individual voting rounds for each position in the following order:
  - a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer.
- vii. The electronic vote will be administered via email as a secret ballot, unless the Chapter Executive determines by majority that the vote will be by show of hands.
- viii. The vote will be via preferential list voting (i.e. if there are three candidates, an individual will list candidates in order of preference with their preferred candidate listed as '1', (and so on). Candidates may vote for themselves. The candidate with the lowest score will be appointed to the position.
- ix. Chapter Executive members must rank all candidates and send it confidentially back to the scrutineer.
- x. The scrutineer will notify candidates of the outcome of the voting (excluding the count of votes), prior to notifying the balance of the Chapter Executive.
- xi. The process will be repeated for each position until all Office Bearer positions are appointed.
- xii. In the event of a tie for any position, a second round of voting will occur just for the candidates who are tied on the lowest number of votes (i.e, candidates with the highest votes and not tied for the position in question will be removed from the ballot).
- xiii. In the event of a tie in the second round of voting, the decision will be deferred to the AILA Board for a casting vote.
- xiv. The AILA Board may request any or all of the following information from candidates to assist with their decision making:
  - a. A CV or resume;
  - b. That a skills audit be undertaken using the attached matrix;
  - c. Interview candidates; and/or



- d. Seek feedback from or consult with other members of the Executives who are not in contention for the position.

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

## 6.0 ENDORSEMENT OF COMMITTEE BY AILA BOARD

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Following the conduct of the ACM and the Election of State Chapter Executives and Office Bearers, the list of elected State Chapter Executive members are to be presented to the Board for endorsement.

## 7.0 VACANCIES ON THE STATE CHAPTER EXECUTIVE

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In the event of a vacancy on the general State Chapter Executive or to a specific office bearer position, there is no imperative to have an election. The Executive can nominate either an existing State Chapter Executive member to an office bearer role, or seek additional State Chapter Executives from members. The State Chapter Executive are to forward their nomination for additional State Chapter Executives and Office Bearers to the Board for endorsement.

In addition there is no requirement to replace a vacancy if the minimum number of positions have been filled.

## 8.0 ROLE DESCRIPTIONS OF STATE CHAPTER EXECUTIVES

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The following provide role descriptions for the State Chapter Executives. All roles are supported by AILA National Office staff, including State Managers.

### *State 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; to exercise personal leadership in the motivation of other executive members, committee members and staff; to implement the approved strategic plan for the chapter during term of office; to facilitate the chapter executive in understanding its roles and responsibilities; to act as spokesperson and inspirational leader; and to take an important part in monitoring and evaluating chapter performance and effectiveness. The duties include:

- 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

- Presides at and attends all meetings of the State Chapter executive;
- Annually reviews the organisational structure of the chapter for effectiveness in collaboration with the AILA CEO and National Office staff;
- If possible, attend the annual meeting of State Presidents held as part of the annual conference
- Acts as the key point of communication between AILA staff and the Executive. Keeps the chapter executive fully informed on the conditions and operations of the State Chapter;
- Works with the chapter executive and staff in developing and implementing the strategic plan to further the goals and objectives of the State Chapter;
- Oversees chapter committees and task forces, outlining their purpose and duties in the context of the chapter's strategic plan;
- Supports the mission, policies and programs of the State Chapter;
- Promotes interest and active participation in the chapter on the part of AILA;
- Presents an annual report at the State Chapter Annual Meeting;
- Acts as spokesperson for the chapter to the media, legislative bodies and related organizations in collaboration with the National Office staff;
- Reviews applications for senior member and reenrolment registration;
- In cooperation with the treasurer and AILA senior staff, operates within an annual budget, and sees that the finances of the chapter are managed appropriately.
- Conveys the importance of the strategic planning process to the executive and promotes an open-minded approach in critiquing the chapter's strengths and weaknesses related to the chapter's ability to deliver services to all of its members
- Reporting at least twice a year on State-based activities to the Board, and brief the Board face to face should the opportunity arise. A template of this report is found in Appendix 5.

#### *Vice President*

Vice Presidents are responsible to provide support leadership for the State President, They accept the role and responsibilities of the President when requested by the State President or when the State President is unable to accept them. Their duties are to:

- Be conversant with the AILA's Aims, Objectives, Articles, Policies, Activities and procedure;
- Accept initiating and/or supporting roles at the request of the State President;
- Convene and chair meetings when the State President is unable to do so;
- Convene and chair meetings of Committees as required;
- Undertake other work or duties as requested by the President;
- Liaise with Committees and personnel as requested by the President.

#### *State Chapter Treasurer (ACT, TAS and NT only):*

The basic functions of an AILA Chapter Treasurer is to assist in the forward budget planning, realisation of income, maintenance of expenditure at the state level. The duties include:



- Attends all meetings of the State Chapter Executive
- Work with the AILA Staff in annual state budget preparation
- Monitors financial performance at the state level and advises the State Chapter Executive
- Arranges for preparation of Financial Report for presentation at Annual State Chapter meeting

*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 all meetings of the State Chapter Executive
- Arranges for recording of State Chapter Executive Meeting outcomes / minutes
- Arranges for preparation of any public submissions in consultation with members
- Arranges for preparation of any state reports to the Board
- Arranges for 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

## 9.0 HANDOVER TO INCOMING STATE CHAPTER EXECUTIVES

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Successional planning ideally provides retention of a number of existing people on incoming State Chapter Executives and this is encouraged at the State Chapters to ensure good transfer of information and long-term organisational stability and continuity. In particular an outgoing State President, regardless of them being in the State Chapter Executive or not, is encouraged to mentor an incoming State President for a minimum of six 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 coordinated induction of all incoming State Chapter Executives will be delivered by AILA's CEO.

## 10.0 STATE-BASED COMMITTEES

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State chapters are able to establish committees to support their efforts at the state level. These may develop and advise State Executive on strategies, policies and activities of AILA. All state-based committees report to the State Chapter Executive.

In considering the establishment of a new committee, State Executives need to:



- Delegate relevant authority to the Committee and establish a terms of reference.
- Consider the relationship of the committee with any relevant nationally-based committee (ie. State Advocacy group can connect with National Advocacy Committee, and how communication can be facilitated between these groups)
- Develop an appropriate Terms of Reference which clearly outlines the committees' purpose, objectives, membership, accountability, frequency and format of meetings, secretariat responsibility (if any), quorums, reporting requirements and any other relevant information. Note a proposed template of a Term of Reference can be found in Appendix 4 of this policy
- Call-out to the membership to fulfil positions in the committee.
- Review the committees activities on a regular basis – preferably twice annually.
- Be satisfied that the committee is abiding by its Terms of Reference.
- Dissolve a committee when it is relevant to do so.

It is noted that State –based committees do not have automatic rights to act as spokespersons on behalf of AILA, but these are vested in the State Presidents, and relevant delegations under the delegations policy.





## APPENDIX 2: PROXY FORM

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The following is a sample of a proxy form for use at Annual State Chapter Meetings

**(Insert state) State Chapter Annual Meeting Proxy**

I, \_\_\_\_\_

AILA Member Number \_\_\_\_\_

appoint \_\_\_\_\_ in my absence, to be my proxy at the State Chapter  
Annual Meeting to be convened on \_\_\_\_\_ and to vote on my behalf.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_



## APPENDIX 3: VOTING PAPERS

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The following is a sample of a Voting Paper form for use at Annual State Chapter Meetings. Resolutions would normally relate to election of State Chapter Executive Members.

### **(Insert state) State Chapter Annual Meeting Voting Paper**

I, \_\_\_\_\_

AILA Member Number \_\_\_\_\_

vote in the following manner:

- (insert resolution 1). In favour of / against
  
- (insert resolution 2). In favour of / against

Signed: \_\_\_\_\_ Date: \_\_\_\_\_



## APPENDIX 4: TERMS OF REFERENCE FOR A COMMITTEE

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The following is a **sample** of a Terms of Reference, to be used for all committees organised at state level. The Terms of Reference and membership for a state committee are to be re to be endorsed by State Executive.

### **AILA State Education Committee (for sample purposes)**

#### **Terms of Reference**

##### Background

The Australian Institute of Landscape Architects (AILA) is the peak body charged with supporting the profession through advancing landscape education, accreditation and research and supporting AILA's efforts in whole-of-life learning for Landscape Architects.

AILA strives for greater clarity in our policy and in our approach to education, accreditation and research – policies that clearly advance AILA's vision, mission and the profession.

These Terms of Reference (ToR) for the State Education Committee advance this intention by defining the role of the Education Committee and the AILA membership in continuously advancing this area.

##### Purpose of the State Education Committee

The purpose of the State Education Committee is to advise the National Education Committee (NEC) on matters of State/Territory interest that might impact on matters of Landscape Architecture Education, Accreditation and Research.

##### Objectives of AILA's State Education Committee

The objectives of AILA's State Committee are to:

1. Engage with the National Accreditation process (through the NEC) for University program/s in that State/Territory
2. Advise the NEC on State/Territory issues and challenges facing Landscape Education and its future development.
3. Advise the NEC on opportunities and focus areas for research
4. Engage with the State CPD Committee on matters relating to the tertiary education of Landscape Architects.



### State Education Committee Membership

State Executive will appoint the AILA State Education Committee members by receiving expressions of interest from members to fulfill the following requirements:

- A minimum of one Chapter Executive
- 4 - 6 Committee members consisting of a mix of practitioners, academics and possibly a student of landscape architecture
- Committee member's term of appointment shall be two years, with the possibility of an extension for another 2-year term.
- Ideally all AILA membership categories will be represented on the Committee
- The Chair shall be elected by the Committee annually and ratified by State Executive.
- A quorum for a meeting of the State Education Committee will be approximately 60% of the committee membership, and to be determined once the full membership of the committee is known.
- The State Education Committee must adhere to the Board adopted Policies and Procedures in the areas of the Committee's remit.
- The State Education Committee shall provide a written reports to the NEC (via the AILA National Office) on work undertaken, at periodic intervals during the year (as determined by the NEC)

### Meetings and Records

- To facilitate its work the State Education Committee is to hold face-to-face or teleconference meetings at least 3 times a year.
- Each member must attend at least two meetings to remain on the Committee.
- The meeting schedules and agendas are to be set by the Chair in consultation with the Committee members.
- The records of all teleconferences and face-to-face meetings are to contain decisions, recommendations and actions. Detailed minutes are not a requirement.



## APPENDIX 5: TEMPLATE, STATE PRESIDENTS REPORT

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*In line with this policy, State Presidents are to submit a written report twice a year to the Board and brief the Board face to face should the opportunity arise. The below is the preferred template and heading structure for this report. Reports will be requested by national office and most likely be around March and October (or thereabouts).*

### **State Chapter Report to the Board**

**State:**

**President submitting this report:**

**Period of time that this report covers:**

**Date submitted to the Board:**

#### **1. Introduction**

<Insert general comments if any >

#### **2. Building the profile of the profession:**

<insert any state activities relevant to this goal, refer to AILA Strategy if you need any prompts>

- High Schools

#### **3. Advocating to Government:**

<insert any state activities relevant to this goal, refer to AILA Strategy if you need any prompts>

These could include

- lobby government
- refine and expand our policy platform
- participate in public forums on issues of concern
- lodge submissions on specific issues

#### **4. Membership Growth**

<insert any state activities relevant to this goal, refer to AILA Strategy if you need any prompts>

- AILA Fresh

#### **5. Ensuring a sustainable AILA**

<insert any state activities relevant to this goal, refer to AILA Strategy if you need any prompts>

- staff
- sponsorship

#### **6. Any miscellaneous**