

ASEAN PLUS BUSINESS ALLIANCE (APBA)

Terms of Reference for Council Members

The ASEAN Plus Business Alliance (“APBA”), formerly the China-ASEAN Business Alliance, appoints Council Members to work with its office bearers in advancing APBA’s vision and mission.

APBA’s vision is to be a key business platform for ASEAN-centric partnership and co-operation. Its mission is to promote networking and co-operation among businesses in ASEAN and globally, facilitating trade, investment, business and people-to-people connectivity.

Council Members are working members of APBA’s leadership. They actively contribute to APBA’s programmes, membership, and outreach, and serve as APBA’s points of contact in their respective jurisdictions and sectors.

1. Purpose of the Council

The Council supports the Co-Chairmen, the Honorary Secretary-General and the Honorary Treasurer in:

- shaping and delivering APBA’s strategy, annual plans and priorities;
- advancing APBA’s three pillars of advocacy, capability building and thought leadership;
- growing and engaging APBA’s membership across ASEAN and its partner economies; and
- strengthening APBA’s presence, networks and credibility in the jurisdictions its Council Members represent.

2. Role and Responsibilities of Council Members

Council Members are expected to:

- contribute to discussions and recommendations on APBA’s strategic direction, annual work plan, budget and key initiatives;
- support the planning and delivery of APBA’s forums, summits, dialogues, business missions and capability-building programmes;
- act as APBA’s point of contact for their country, jurisdiction or sector, sharing market, regulatory and business developments relevant to APBA’s members;
- help recruit, engage and retain members, partners and sponsors;
- facilitate introductions to relevant businesses, chambers, trade bodies, government agencies and professional networks;
- contribute articles, commentary, speakers or panellists to APBA’s thought leadership and advocacy work;
- lead or participate in working groups, committees or projects established by APBA; and
- uphold and promote APBA’s mission, values and reputation.

Council Members may be assigned specific portfolios (for example, membership, events, a country or sector focus) by the Co-Chairmen in consultation with the Council.

3. Council Meetings

The Council shall ordinarily meet four times each calendar year. Additional meetings may be convened by the Co-Chairmen, or the Honorary Secretary-General when duly authorized by the Co-Chairmen where required.

Meetings may be held physically, virtually or in hybrid form. Agendas and papers shall, where practicable, be circulated at least seven days before each meeting.

The quorum for a Council meeting shall be one-third of Council Members, together with at least one Co-Chairman. Either of the Co-Chairmen shall be the presiding chair at every Council meeting.

The Council shall seek to reach recommendations by consensus. Where consensus cannot be reached, matters shall be decided by a simple majority of Council Members present, with the presiding Chair having a casting vote. Matters may also be decided by written resolution circulated to all Council Members.

Minutes of each meeting shall be kept by the Honorary Secretariat and circulated to Council Members.

Council Members are expected to attend meetings regularly. A Council Member who is absent from three consecutive meetings without reasonable explanation may have their appointment reviewed under Section 6.

4. Status, Conduct and Authority

Council Members serve in a voluntary, non-executive and honorary capacity. Day-to-day management and administration of APBA remain with the Honorary Secretary-General and the Secretariat.

A Council Member shall not, unless expressly authorised in writing for a specific purpose:

- represent that he or she has authority to speak for or bind APBA;
- enter into any agreement or incur any obligation or liability on behalf of APBA; or
- use APBA's name, logo or materials for personal or commercial purposes.

Council Members may describe themselves as "Council Member, ASEAN Plus Business Alliance" in professional profiles and at events.

Conflicts of interest. Council Members shall act in good faith and in APBA's best interests. They shall declare any actual or potential conflict of interest, including any commercial interest in a matter under discussion, and shall abstain from deciding on that matter where appropriate. A register of declared interests shall be kept by the Honorary Secretariat.

Confidentiality. Council Members shall keep confidential all non-public information received in the course of their role, including member data, which shall be handled in line with APBA's privacy policy and applicable data protection laws, including Singapore's Personal Data Protection Act 2012.

Code of conduct. Council Members shall conduct themselves with integrity and professionalism, and avoid any conduct that may bring APBA into disrepute.

5. Composition

The Council shall comprise the Co-Chairmen, the Honorary Secretary-General, the Honorary Treasurer and such number of Council Members as the Co-Chairmen of APBA may appoint from time to time.

Council Members may be drawn from backgrounds including:

- legal and professional services;
- business and industry;
- investment and finance;
- technology and the digital economy;
- academia and education; and
- chambers of commerce, trade associations and regional organisations.

In appointing Council Members, APBA should seek a balance of geography across ASEAN and its partner economies, sector expertise and professional experience, consistent with its ASEAN Plus orientation.

6. Appointment and Term

Council Members shall be appointed by the Co-Chairmen

The normal term of appointment shall be two years, renewable by mutual agreement.

A Council Member may resign at any time by giving written notice to the Honorary Secretary-General with copy to the Co-Chairmen.

On behalf of APBA the Co-Chairmen may conclude an appointment where it considers this appropriate, after consultation with the Council including where a Council Member is unable to fulfil the expected contribution, has breached these Terms of Reference, or where continued association may be inconsistent with APBA's interests, values or reputation.

7. Chairing and Secretariat Support

Council meetings shall be chaired by one of the Co-Chairmen or such other person as the Co-Chairmen may designate.

The Honorary Secretary-General, supported by the APBA Secretariat, shall coordinate the Council's work, including meeting arrangements, agendas, minutes and follow-up actions.

The Honorary Treasurer, supported by the APBA Secretariat, shall have oversight and direct control over all financial matters involving APBA, reporting to the Council.

8. Remuneration and Expenses

Unless otherwise agreed, the position of Council Member shall be honorary.

Reasonable out-of-pocket expenses incurred on APBA business may be reimbursed where approved in advance by the Honorary Treasurer.

9. Expected Contribution

Council Members are expected to contribute through:

- attendance at the quarterly Council meetings;
- active participation in at least two APBA events, programmes or initiatives each year;
- supporting membership growth and partnerships within their networks;
- sharing market and sector insight relevant to APBA's members; and
- taking on agreed portfolios or projects and reporting on progress to the Council.

The time commitment will vary with the portfolios a Council Member takes on and will be agreed with the Co-Chairmen.

10. Review of Terms of Reference

These Terms of Reference shall be read together with APBA's Constitution, which prevails in case of any inconsistency. They may be reviewed and amended by APBA from time to time to ensure that the Council remains relevant and effective.