



**AUSTRALIA INSTITUTE OF TRAFFIC PLANNING
AND MANAGEMENT LTD**

Branch Charter

Policy Document PD-011

**AITPM Ltd BRANCH CHARTER
DOCUMENT AND DATA CONTROL
PD-011**

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| REVISION STATUS | | | | | | | | |
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1 Overview

Governance of the Institute is vested in the Board of Directors which manages the affairs of the Institute in conformity with the Constitution. The Constitution provides for the establishment of Branches to aid in the administration of the business of the Institute.

The purpose of this Charter is to guide the operation of the Branches and the rights, responsibilities, and roles of the Branch Committees and sub-committees, noting that a range of other Institute Policies and governance documents may also apply to the operations of the Branch.

All policies in this Charter are to be read in the context of the Constitution, other relevant Acts and Regulations, and other Policies adopted by the Board. The guidance contained in this Charter is adopted by the Board and applies from the date shown on the document and as reviewed from time to time.

This Charter will be reviewed by the Board as required annually to ensure currency of content and consistency with the Constitution, Laws, and current policies of the Institute.

2 Establishment and Role of Branches

Branches are established in accordance with the Constitution to represent geographic segments of the Institute's membership. The currently established Branches are:

- Queensland
- New South Wales (incorporating the Australian Capital Territory)
- Victoria (incorporating Tasmania)
- South Australia (incorporating the Northern Territory)
- Western Australia

When referring to a Branch formally they should be known as the "Relevant State" Branch of the Australian Institute of Traffic Planning and Management Ltd, for example the Queensland Branch of the Australian Institute of Traffic Planning and Management Ltd. If being referred to in shortened format the Branches should be referred to as AITPM ("Relevant State"), for example AITPM (New South Wales & ACT).

The role of the Branches is to carry out the objectives of the Institute within the relevant geographic area.

All members residing within the geographic segment are deemed to be members of the relevant established Branch.

Members residing outside Australia are considered to be Overseas members and are not members of a Branch.

3 Branch Governance

3.1 Branch Annual Meeting

A Branch Annual Meeting shall generally be held in the period between 20 June and 31 July, following the close of any Branch ballot, and prior to the National Annual General Meeting of the Institute.

Only financial members of the Branch, of the Grade of Fellow, Member or Associate, are eligible to vote at the Branch Annual Meeting.

The purpose of the Branch Annual Meeting is to:

- announce the results of the Branch Committee election, where relevant;
- confirm and announce the members of the committee for the coming term;
- report to the members of the Branch on the activities of the Branch and the Institute for the prior financial year;
- promote the achievements and directions of the Institute;
- report on or discuss any other business as required by the Institute; and
- provide an opportunity for members to raise any matters for consideration.

The Branch Annual Meeting is to be chaired by the President of the Branch, and in the absence of the President, the Vice-President.

3.2 Branch Committees

Each Branch shall be managed by a Branch Committee, of not more than fifteen (15) ordinary members, a TMN representative and the Chair of the relevant state EPN committee. If no EPN committee exists, then the Branch Committee may select and invite an emerging professional to the branch committee.

The Transport Modelling Network representative(s) are determined in accordance with the procedures set out in the Transport Modelling Network Terms of Reference.

If a committee member resigns or retires between elections, the Branch Committee may appoint an eligible Branch member to fill this position until the next Branch Annual Meeting. Typically, filling vacancies should be firstly offered to the candidate who had the next highest number of votes in the most recent committee election, if one occurred, or if declined, then to a suitable candidate to address any skills, experience, or diversity gaps as selected by the committee.

The Branch Committee shall have the authority to co-opt additional committee members as and when required to fill vacant committee positions, with suitable candidates willing to support the activities of the Branch and to address skills,

experience, or diversity gaps in the committee. Additional committee members beyond the maximum 15 ordinary members may be permitted but these shall have no voting rights.

3.2.1 Branch Committee Eligibility and Election Process

The Branch committee shall be elected by the Branch membership.

Financial members of any membership grades or members via an organisational subscription, are eligible for nomination to the Branch Committee to be maintained for the duration of the term.

The term of Branch Committee members is two years. To ensure continuity of corporate knowledge, it is highly desirable that the terms of the committee members are staggered so that nominally 50% of the committee members retire from their current position on the committee at any Branch Annual Meeting, with the opportunity to apply for re-election to seek another term on committee, subject to any other requirements in this Charter.

The terms of all newly elected members of the Branch Committee commence at the conclusion of the Branch Annual Meeting.

Annually, by the 10th May a call for nomination for vacant Branch Committee positions will be issued.

A period of not less than 14 days will be provided for eligible members to submit their nominations.

Nominees will be requested to submit information to support their nomination, which may be distributed to members during the ballot process, if required.

At the close of nominations, a review of the eligibility of the nominees will be undertaken by the National Secretariat.

If the number of eligible nominations received is equal to or less than the number of vacant positions to be filled, then the candidates nominated shall be declared elected at the Branch Annual Meeting.

Any unfilled positions because of insufficient nominations shall be deemed casual vacancies, which can then be filled at the Branch Committee's discretion.

Where the number of nominations received is greater than the number of vacant positions to be filled, a ballot will be held.

The ballot will be undertaken by electronic means using an appropriately verified external service provider. The ballot preparation and management will be undertaken by the National Secretariat.

A period of not less than 14 days will be provided for eligible members to vote in the electronic ballot.

Only financial members of the Branch, of the Grade of Fellow, Member or Associate, are eligible to vote for the nominees for the Branch Committee.

At the conclusion of the ballot the National Secretariat will release the ballot results to the Branch Secretary.

The Branch Secretary is responsible for arranging the notification of the successful and unsuccessful nominees. This notification should take place within 2 business days of the close of the ballot and should occur in writing, and where appropriate, verbally.

Following confirmation by the Branch Secretary that all nominees have been advised, the National Secretariat shall then be authorised to allow the official notification of the results from the electronic ballot to be released to eligible members via email.

The successful nominees shall commence their two (2) year full term of office at the conclusion of the Branch Annual Meeting.

3.2.2 Election of Office Bearers

As soon as is possible following the election of the committee at the Branch Annual Meeting (but before the National Annual General Meeting), the committee shall meet to appoint the office bearers.

Eligible committee members shall nominate for one position at a time in the order of President, Vice President, Secretary, Treasurer and Membership Officer. If there is only one nomination for a position, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The term of office bearers is one year, with the general intent that the President initially be elected for a two-year term, subject to their re-election to the committee, where required.

The eligibility criteria for the office bearers are:

- **President:** must be a full Member as defined in the Constitution, have previously served on a Branch Committee for at least one full two year term.
- **Vice-President:** must be a full Member, have previously served on a Branch Committee for at least one full two year term.
- **Secretary:** must have previously served on a Branch Committee for at least one year.

- Treasurer: must be a full Member, have previously served on a Branch Committee for at least one year.
- Membership Officer: must have previously served on a Branch Committee for at least one year.

Whilst the convention is typically for two-year office bearer terms, no member shall occupy the office of State Branch President or State Branch Vice President for more than four consecutive years. Members may occupy the other office bearer positions for up to a maximum of eight years.

If an office bearer resigns or retires between elections, the Branch Committee shall elect a replacement from within the committee to fill this position for the unexpired term.

Office Bearers are required to participate in relevant national meetings of the Institute's various committees to support the collaboration and coordination of activities across the Institute.

The Branch Officer Bearers may form a Branch Management Committee and meet as required outside of regular Branch Committee meetings, to support the management of the Branch.

3.2.3 Branch Committee Meetings

The Branch Committee shall meet preferably monthly between February and December each year but no less than four (4) times a year. Minutes of these meetings shall be recorded, and copies forwarded to the National Secretariat.

The committee can meet via electronic means, including video or phone conference.

A quorum for a Branch Committee meeting shall consist of at least 50% of the committee members of whom at least one is an office bearer.

The Branch Committee Meeting is to be chaired by the President of the Branch; and in the absence of the President, the Vice-President; and in the absence of the Vice-President, the Secretary.

3.2.4 Responsibilities of the Branch Committee

The Branch Committee shall be responsible for the day-to-day activities of the Branch and shall keep the Board of Directors and Chief Executive Officer informed of the activities of the Branch.

The Branch Committee shall familiarise itself with the Board Charter, Code of Conduct, Delegations Policy and all relevant policies and procedures approved by the Board of Directors and conduct its affairs in accordance with these.

The Branch Committee shall ensure that membership applications are reviewed by the appropriate Office Bearers in accordance with Delegations Policy.

The Branch Committee shall prepare an annual report of its activities for the Institutes' financial year (1 April to 30 March) and submit this to the CEO by 15 May, for presentation to the Board of Directors. This report may be incorporated in part or in full to the Annual Report of the Institute for the National Annual General Meeting.

The Branch Committee shall annually review the Branch Charter and provide any feedback to the Board of Directors, via the Governance and Strategy Committee, on any matters that may need to be addressed to support the effective governance and operation of the branch.

4 Emerging Professional Network

The Emerging Professional Network within each Branch shall be coordinated by an Emerging Professional Network Committee, of not less than three (3) and not more than fifteen (15) members.

The Chair of the Emerging Professional Network Committee in each Branch must be a financial individual member or subscriber and shall be entitled to a position on the Branch Committee.

If a committee member resigns or retires between elections, the Committee may appoint an eligible Emerging Professional member to fill this position until the next Branch Annual Meeting. Typically, filling vacancies should be firstly the candidate who had the next highest number of votes in the most recent election, if one occurred, or, if not, to be filled by a suitable candidate to address any skills, experience, or diversity gaps in the committee.

The Emerging Professional Network Committee shall have the authority to co-opt additional committee members as and when required to fill vacant committee positions, with suitable candidates willing to support the activities of the Emerging Professional Network Committee and to address skills, experience, or diversity gaps in the committee. Additional committee members beyond the maximum 15 may be permitted but these shall have no voting rights.

4.1 Emerging Professional Network Committee Election Process

The Emerging Professional Network Committee shall be elected by the Branch membership.

Emerging Professionals who are financial members of any individual membership grades, are a member via an organisational subscription, or are a member of the Student grade, are eligible for nomination to the Branch Emerging Professional Network Committee.

The term of Emerging Professional Network Committee members is two years.

The terms of all newly elected members of the Emerging Professional Network Committee commence at the conclusion of the Branch Annual Meeting.

Annually, by the 10th May a call for nomination for vacant Branch Emerging Professional Network Committee positions will be issued.

A period of not less than 14 days will be provided for eligible members to submit their nominations.

Nominees will be requested to submit information to support their nomination, which may be distributed to members during the ballot process, if required.

At the close of nominations, a review of the eligibility of the nominees will be undertaken by the National Secretariat.

If the number of eligible nominations received is equal to or less than the number of vacant positions to be filled, then the candidates nominated shall be declared elected at the Branch Annual Meeting.

Any unfilled positions because of insufficient nominations shall be deemed casual vacancies, which can then be filled at the Emerging Professional Network Committee's discretion.

Where the number of nominations received is greater than the number of vacant positions to be filled, a ballot will be held.

The ballot will be undertaken by electronic means using an appropriately verified external service provider. The ballot preparation and management will be undertaken by the National Secretariat.

A period of not less than 14 days will be provided for eligible members to vote in the electronic ballot.

Only financial members of the Branch, of the Grade of Fellow, Member or Associate, are eligible to vote for the nominees for the Branch Emerging Professional Network Committee.

At the conclusion of the ballot the National Secretariat will release the ballot results to the Branch Secretary.

The Branch Secretary is responsible for arranging the notification of the successful and unsuccessful nominees. This notification should take place within 2 business days of the close of the ballot and should occur in writing, and where appropriate, verbally.

Following confirmation by the Branch Secretary that all nominees have been advised, the National Secretariat shall then be authorised to allow the official notification of the results from the electronic ballot to be released to eligible members via email.

The successful nominees shall commence their two (2) year full term of office at the conclusion of the Branch Annual Meeting.

4.2 Election of Chair

As soon as is possible following the election of the Emerging Professional Network Committee at the Branch Annual Meeting (but before the National Annual General Meeting), the committee shall meet to appoint the Chair.

Eligible committee members who are financial members of any individual membership grade or are a member via an organisational subscription may nominate for the position of Chair. If there is only one nomination, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The term of Chair is two years.

The elected Chair shall represent the Emerging Professional Network on the Branch Committee.

4.3 Emerging Professional Network Committee Meetings

The Emerging Professional Network Committee shall meet no less than four (4) times a year. Minutes of these meetings shall be recorded and provided to the Branch Secretary and the AITPM Secretariat.

The committee can meet via electronic means, including video or phone conference.

A quorum for a meeting shall consist of at least 50% of the committee members and shall be chaired by the Chair; and in the absence of the Chair, another eligible member determined by the meeting.

5 Branch Activities and Duties

The Branch is responsible for liaison with and relationship management of the relevant government agencies and industry stakeholders, including coordination of opportunities for consultation, CPD, partnerships, policy and patrons.

The primary role of the Branch Committee is to prepare and deliver an annual program of activities, working in cooperation and collaboration with the Board, CEO, National Office, and other Branches, as required.

The key activity of the Branch is to develop an annual calendar of events that includes:

- Technical events and forums
- Policy workshops
- Emerging Professionals careers events
- Networking events

Sponsorship of the Branch and its activities should be sought and managed by the Branch Committee with the support of the National Office. The Branch Committee is responsible for attracting and maintaining good relationships with Branch partners and sponsors, and with the locally based representatives of national partners.

The Branch may host the national annual conference, generally once every five years. The Branch Committee shall convene a conference committee which may comprise members of the Branch Committee, other branch members and non-members as is appropriate. Members of the conference committee other than the State Branch President and Board Director, may make an application for the conference convenor(s) outlining their relevant qualifications and experience. The Branch Committee shall review the applications and make recommendations to the Chief Executive Officer for review and subsequent approval by the Board of Directors.

6 Financial Management

The Branch Committee shall prepare an annual Branch operating budget, in line with the financial year of the Institute.

The Treasurer shall work collaboratively with the National Finance Officer to prepare the draft budget using the approved template, budget principles and financial targets, as advised annually.

The draft budget shall be submitted to the Finance Audit and Risk Committee, the National Finance Officer in the final quarter of the calendar year and finalised in the first quarter of the following year by dates advised by the National Finance Officer.

The Finance Audit and Risk Committee shall review the draft annual budget together with any recommendations from the Branch Management Committee and make recommendations to the Board of Directors to finalise the budget.

Branch members and non-members may be charged a registration fee for activities in accordance with the Institute's event pricing policy, as administered by Management. Non-member attendance at Branch activities is at the discretion of the Branch, and some member-only activities are encouraged.

A business case shall be prepared to support any initiatives in the budget process that are beyond business as usual or that are outside the budget cycle that would result in significant changes the Board-approved budget. The business case should identify the aim of the initiative and the desired outcome, the resources required, any sponsorship and member and non-member contributions. The business case shall be submitted to the FARC for review and subsequent approval by the Board.

All income and expenditure for Branch activities shall be accounted for in compliance with the Institutes' policies and procedures and much be in accordance with the financial clauses of the Institute's Delegations Policy.

All purchases need to be supported by tax invoices and must be addressed to Australian Institute of Traffic Planning and Management Ltd. The tax invoices need to be provided electronically to the National Finance Officer, via the nominated processes and systems.

The Branch Committee may nominate up to two members, preferably office bearers such as the Treasurer and President, to be set up with a corporate credit card in their name. These cards will be linked to the Institute's national bank account and utilised for payments related to the affairs of the Branch. The selected credit card holders are responsible for the prudent usage of the cards and must ensure that tax invoices for purchases are promptly provided to the National Finance Officer in accordance with the current finance processes and systems. The credit card will be relinquished as soon as they cease to be a member of the Branch committee or when another branch office bearer is nominated as a preferred card holder.

The Branch Treasurer shall be responsible for managing income and expenditure for Branch activities and managing procurement in accordance with the finance procedures approved by the Board.

The Branch Committee shall seek and secure sponsorship opportunities to support the operations of the branch. Sponsorship agreements shall be in accordance with the agreed Partnership Prospectus or for specific events and be managed in collaboration with the National Office.

7 Media and Communications

The Branch Committee shall contribute to the Institute's communications, including the fortnightly newsletter. Branch members are also to be encouraged to contribute to the Newsletter.

The Branch Committee shall provide a Social Media representative(s) to undertake posting on behalf of the Branch to promote the Branch's activities. The Branch is to monitor the use of social media in accordance with the Social Media Policy approved by the Board.