

Generic Rules for Branches

Post 2017 AGM



GENERIC RULES FOR BRANCHES

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GENERIC RULES FOR BRANCHES
OF
THE AUSTRALIAN PSYCHOLOGICAL SOCIETY LIMITED
ABN 23 000 543 788

1. PRELIMINARY

1.1 These Generic Rules are subject to the Constitution of The Australian Psychological Society Limited (the "Society").

1.2 Unless the context otherwise indicates or requires:

- (a) all words and terms contained in these Generic Rules and defined in the said Constitution will have the same meaning as in the Constitution; and
- (b) these Generic Rules will be interpreted in accordance with the interpretation provisions contained in the Constitution.

1.3 Throughout these Generic Rules, unless the context otherwise indicates or requires, the following words will have the following meanings:

"AGM" means the Annual General Meeting of the membership of the Branch;

"Board" means the Board of Directors of the Society, as constituted from time to time;

"Branch" means a Constituent Unit established pursuant to Rules 3, 4 and 5, to further requirements of Members of the Society for regional services;

"Branch Chairs' Forum" means the group convened by the Board in relation to regional operations comprising the Branch Chairs or their nominees;

"Branch Committee" means a Branch committee constituted pursuant to Rule 8;

"Casual Vacancy" means a vacancy arising (for any reason) in a committee position at any time during an incumbent's term of office;

"Committee Members" means those members elected to positions on the Branch Committee in accordance with Rule 8;

"Generic Rules" means these Generic Rules for Branches made in accordance with the Constitution and as amended from time to time;

"Member Groups Committee Manual" means the manual of the Society setting out procedures for Branches, Colleges and Interest Groups;

"Members of the Branch" means those Members of the Society with the postal code of their preferred mailing address within the defined geographic area of the Branch;

"National Office" means the registered office of the Society or such other office of which the Society may notify a Branch from time to time;

"Office Bearer" means an Office Bearer of a Branch elected in accordance with Rule 8;

"Standing Orders" means the Standing Orders of the Board of Directors for the conduct of the business of the Society as may be amended from time to time;

"Written Notice" means written notification of committee meetings through post, email or text message.

1.4 Alterations and additions to these Generic Rules may only be made by the Society in general meeting.

1.5 A copy of these Generic Rules will be available through the Society's website at all times.

2. ROLE

A Branch assists the Society to meet its mission and objectives by servicing the needs of members within a defined geographic area.

3. PURPOSE AND OBJECTS

- 3.1 As a Constituent Unit of the Society, a Branch's primary purpose must always be to act in the best interests of the Society, including being integral to the pursuit of the Society's mission and objectives.
- 3.2 A Branch has four (4) further objectives:
- (a) to implement the strategic plan of the Society as it applies to a Branch;
 - (b) to further the objectives of the Society at the regional level;
 - (c) to further the interests or special needs of Members of the Branch as Members of the Society by fulfilling the functions of a Branch as specified in Rule 4;
 - (d) to represent any special needs of Members of the Branch to the Society.

4. FUNCTIONS OF A BRANCH

- 4.1 The functions of a Branch reflect its role and purpose of servicing the needs of Members of the Society within a defined geographic area. The general functions of a Branch are:
- (a) To support and promote the profession of Psychology and Members of the Society at the regional level.
 - (b) To promote membership of the Society at the regional level.
 - (c) To assist and co-ordinate professional development activities at the regional level.

5. PROCEDURES FOR FORMATION

- 5.1 A proposal to establish a Branch, containing such information and details as are necessary to demonstrate the manner in which the criteria in Rule 6 will be met, will be presented to the Board who will consult with the Branch Chairs' Forum. If the proposal is supported, it will be forwarded to the Board. If the proposal is not supported, the proposer may appeal to the Board.
- 5.2 The Board will consider the proposal in accordance with the criteria in Rule 6 and, if the Board is in favour of such proposal, will forward the proposal to the next annual general meeting of the Society for consideration and approval pursuant to clause 41 of the Society's Constitution.
- 5.3 Following establishment of a Branch, all members of the Society who reside within the boundaries of the Branch will be invited to attend its inaugural meeting where Office Bearers will be elected. The Board will nominate a person to chair the inaugural Branch meeting until the Branch Chair has been elected. Once all Office Bearers have been elected, the Branch will be formally established as a Branch and will be recognised as such by the Society.

6. CRITERIA FOR FORMATION

6.1 The Board may recommend the formation of a Branch to any annual general meeting when, in the opinion of the Board, the following conditions have been met:

(a) **Location**

In the Board's opinion, it is in the best interests of the Society and the Members in the area of the proposed Branch that the branch be established, having regard to the provision of Member benefits and services. The Branch must be identified as a geographical area defined by postcodes falling exclusively within that area, such that the geographical boundaries of the Branch will be formed by the boundaries of perimeter postcodes.

(b) **Name**

The name of a proposed Branch will be "The APS <INSERT LOCATION> Branch"

(c) **Members**

At least ten (10) Members provide written confirmation of intended membership of the Branch.

(d) **Membership**

- (i) Grades of membership of the Branch will be governed by and be in accordance with the Constitution of the Society.
- (ii) The Members of a Branch will be Members of the Society whose postal code for their preferred mailing address is within the geographic boundaries of the Branch.
- (iii) In the case of Members of the Society resident outside of Australia, the last Australian address listed in the Register of Members will determine Branch Membership.
- (iv) A Member of the Society has the right to appeal to the Executive Director of the Society if the member wishes to belong to another Branch.
- (v) All Members of the Society will in relation to the Branch have the same rights and be subject to the same restrictions as they have and are subject to in relation to the Society.

7. ORGANISATION

7.1 A Branch will establish:

- (a) A Branch Committee; and
- (b) Such sub-committees and working parties as are considered necessary or desirable for fulfilling the purposes of a Branch.

8. COMMITTEE AND OFFICERS

8.1 The Branch Committee will be constituted as follows:

- (a) Office Bearers
 - (i) Chair;
 - (ii) Chair-Elect;
 - (iii) Secretary;
 - (iv) Treasurer; and
- (b) Committee Members

Not fewer than three (3) and not more than eight (8) elected Branch Committee Members (other than Office Bearers).

- (c) In the years in which a person is elected to the position of Chair-Elect, the Chair-Elect will also act as Deputy Chair of the Branch Committee. In the years in which there is no Chair-Elect, the Office Bearers of the Branch Committee will elect from amongst their number a Deputy Chair. The Deputy Chair will act in the place of the Chair when the Chair is unable to act.

8.2 The roles and responsibilities of Office Bearers and Committee Members are as defined in the Member Groups Committee Manual.

8.3 (a) The Chair and Chair-Elect must hold the membership grade of Honorary Fellow, Fellow or Member

of the Society. Only elected Members of the Society, namely those holding the grade of Honorary Fellow, Fellow, Member or Associate Member may hold other Office Bearer positions on a Branch Committee and exercise voting rights.

- (b) A paid employee of the Society, whilst eligible to be elected, appointed or co-opted to a Branch Committee, is not eligible to be elected, appointed or co-opted as an Office Bearer and is not entitled to exercise voting rights.
- (c) The exact number and composition of representatives of Constituent Units other than Branches on the Branch Committee will be determined by Members each year at the AGM. It is desirable for Branch Committees to appoint at least one student representative onto the Branch Committee. In regions where there are active Colleges and/or Interest Groups it would be desirable for these Units to be represented on the Branch Committee.

8.4 The term of office for Office Bearers and Committee Members will be two (2) years unless otherwise stated in this Rule.

8.5 The Office Bearer position of Chair-Elect will be for a term of one (1) year before assuming the position of Chair for a single term of two (2) years as referred to in Rule 8.4 above.

8.6 Elections for Office Bearers and Committee Members will be held at the AGM to fill vacant positions on the Branch committee.

8.7 The maximum period permitted to serve as an Office Bearer or Committee Member, or a combination of both, on a Branch Committee other than Chair-Elect is four (4) sequential years.

8.8 (a) The Branch Committee will have the power to co-opt members to fill any unfilled or casual vacancy until the next AGM.

- (b) Notwithstanding Rule 8.7 and unless stated in this Rule, in circumstances where a Casual Vacancy occurs on a Branch Committee and there is, at that time, no other Branch member available to serve except for a Branch member having, in the same

year, already completed the maximum of four (4) sequential years, the Branch Committee may, but only then, co-opt that member to fill the Casual Vacancy.

- (c) A person co-opted to fill a Casual Vacancy under (b) above and who serves one (1) year or less in that position, may disregard that period of service for the purpose of calculating their maximum sequential years of service on a Branch Committee. For the avoidance of doubt, the period served as a co-opted Committee member will re-set the commencement of sequential years of service on a Committee to zero.
 - (d) In exceptional circumstances, the Branch Committee may also co-opt an outgoing Office Bearer (other than a Chair or Chair-Elect) to fill any casual vacancy arising for one (1) additional year to enable the recruitment of new Office Bearers. Recruitment activities should have commenced at least six (6) months prior to the end of the outgoing Office Bearer's second term and continued unsuccessfully for exceptional circumstances to exist.
- 8.9 Subject to this Rule 8, a co-opted member of a Branch Committee will have the same rights and responsibilities as Branch Office Bearers and Committee Members.
- 8.10 In addition to the circumstances specified in the Constitution, the office of a member of the Branch Committee will become vacant if such a member of the Branch Committee:
- (a) resigns his or her office by notice in writing to the Secretary;
 - (b) is absent for more than six (6) months from meetings of the Branch Committee held during that period without permission of the Branch Committee; or
 - (c) ceases to be a Member of the Society .
- 8.11 All members of the Committee must adhere to the Member Group Committee Code of Conduct as set out in the Standing Orders.

First AGM for the position of Chair-Elect

- 8.12 Notwithstanding anything to the contrary elsewhere in these Rules, including Rule 8.5, if at the first AGM at which the position of Chair-Elect becomes an Office Bearer position on a Branch Committee:
- (a) the person who took office as Chair at the AGM in the immediately preceding year has then served one (1) year of their term of office, they will continue in the position of Chair until the end of the next AGM, at which time their term of two (2) years as Chair will end and the Chair-Elect will take office as Chair; or
 - (b) the Chair has completed the second year of their term at the end of the AGM (the outgoing Chair), then the Branch Committee in its discretion, may permit the outgoing Chair to serve one (1) further year (unless they are unable or unwilling to continue), or shall co-opt a Branch member holding the grade of Member as Chair until the end of the next AGM at which time the Chair-Elect had assumed the office of Chair in accordance with Rule 8.5.

Succession when there is a vacancy in the position of Chair or Chair-Elect

- 8.13 If the office of Chair becomes vacant for any reason before the AGM in any year when there is a Chair-Elect, then the Chair-Elect shall assume the office of Chair and shall hold that office to the end of the term that they would have served as Chair had the Chair's office not become vacant and the Chair-Elect had assumed the office of Chair in accordance with Rule 8.5.
- 8.14 If the office of Chair becomes vacant for any reason before the AGM in any year when there is no Chair-Elect then:
- (a) the Deputy Chair, or if the Deputy Chair is absent, unable or unwilling to act, a Branch member holding the grade of Honorary Fellow, Fellow or Member co-opted by the

Branch Committee (including from amongst its number), will act as Chair until the end of the next AGM.

- (b) a Chair shall be elected to take office at the next AGM occurring after that vacancy in accordance with Rule 9.1 (however replacing the word 'Chair-Elect' with 'Chair'), who shall hold office for a term of two (2) years until the end of the second AGM after they took office as Chair; and
 - (c) a Chair-Elect shall be elected to take office at the AGM occurring after the AGM at which the Chair took office, pursuant to Rule 8.5 and in accordance with Rule 9.1, who will assume the position of Chair at the AGM following their taking office as Chair-Elect.
- 8.15 If the office of Chair-Elect becomes vacant, then:
- (a) a Chair shall be elected to take office at the next AGM occurring after that vacancy in accordance with Rule 9.1 (however replacing the word 'Chair-Elect' with 'Chair'), who shall hold office for a term of two (2) years until the end of the second AGM occurring after they took office; and
 - (b) a Chair-Elect shall be elected to take office at the AGM occurring after the AGM at which the Chair took office, pursuant to Rule 8.5 and in accordance with Rule 9.1, who will assume the position of Chair at the AGM occurring after they took office as Chair-Elect.
- 8.16 If there is a vacancy in the office of Chair-Elect in the period from the date when nominations open to the date of the AGM at which time the Chair-Elect would have taken office as Chair (thereby leaving insufficient time for a Chair to be elected in accordance with Rule 9.1), the Branch Committee shall co-opt a Branch member holding the grade of Honorary Fellow, Fellow or Member (including from amongst its number) as Chair. In these circumstances, the (co-opted) Chair will hold office until the end of the AGM occurring after the AGM at which the Chair-Elect would have taken office as Chair. At this time, a Chair shall be elected in accordance with Rule 9.1 and then a Chair-Elect shall be elected in accordance with Rule 9.1.

9. NOMINATION AND ELECTION PROCEDURES

- 9.1 The call for nominations and the conduct of the election of Office Bearers and Committee Members (i.e. when more nominations are received than there are positions to be filled) will be by electronic vote and will be in accordance with the procedures set out in the Member Groups Committee Manual.

10. MEETINGS OF A BRANCH

- 10.1 The Branch Committee is to hold a minimum of six (6) meetings throughout the financial year of the Society with a maximum of a two (2) month interval between meetings to conduct the business of the Branch.
- 10.2 Meetings of the Branch Committee will be called by the Chair, Chair-Elect or, in the absence of the Chair, by the Deputy Chair, as and when necessary.
- 10.3 The quorum of a Branch Committee meeting will be four (4) Branch Committee Members.
- 10.4 The Branch Committee may call general meetings of the Branch at such time and at such place as it deems expedient.
- 10.5 At least one general meeting of members of a Branch is to be the AGM which should be held approximately twelve (12) months, but not more than eighteen (18) months, following the previous AGM, and will whenever possible be held during the period between October and December each calendar year.

- 10.6 All members wishing to vote in relation to nominations for contested Branch Committee positions at the AGM must do so in person.
- 10.7 In Branches where there are more than twenty (20) members a minimum of ten (10) Members of a Branch can request a general meeting of Members of a Branch, however if there are fewer than twenty (20) members in a Branch a minimum of six (6) Members of a Branch can request a general meeting of a Branch. The request for a general meeting must be in writing and specify the reasons for the request as well as the business to be conducted at the meeting. The general meeting must be held within one month after the request is received by the Secretary.
- 10.8 The giving of notices for such a meeting and the method of conduct of such meeting will be in accordance with the procedures set out in the Member Groups Committee Manual.
- 10.9 In Branches where there are more than twenty (20) members a quorum at any general meeting will be ten (10) members and in Branches where there are less than twenty (20) members a quorum at any general meeting will be six (6) members.
- 10.10 Each Branch Committee will cause minutes to be kept of its meetings and of the meetings of its subcommittees and its working parties.

11. BRANCH PUBLICATIONS

- 11.1 A Branch may publish for its members a newsletter, after approval by the Board of the initial publication of that newsletter.
- 11.2 The Chair of a Branch in consultation with the Office Bearers will oversee Branch publications.
- 11.3 The Branch Committee will manage the Branch's website, bulk email and social media channels as outlined in the Member Groups Committee Manual.

12. ACTIVITIES

- 12.1 A Branch will acknowledge its status as a unit of the Society in all materials, with inclusion of the Society's logo, name and ABN number, unless a special case has been made to the Board.
- 12.2 All media releases made by a Branch must be ratified prior to release by the Executive Director of the Society and such other person appointed by the Board.
- 12.3 All submissions made by a Branch must be ratified by the Board or if time does not allow, by the Executive Director of the Society and such other Director or person appointed by the Board.
- 12.4 A Branch is to hold a minimum of three (3) continuing professional development events or activities for the members of a Branch in each financial year of the Society.

13. POWERS, DUTIES AND PROCEEDINGS OF THE BRANCH COMMITTEE

- 13.1 The Branch will be subject to any directions from the Board. The property and affairs of the Branch will be directed and managed by the Branch Committee and such Committee will manage the affairs of the Branch in so far as practicable in the same manner in relation to the Branch as the Board is required to do in relation to the Society as a whole.
- 13.2 No Branch or member of a Branch is permitted to enter into any contract on behalf of the Society which purports to legally bind the Society and all contracts must be forwarded to the National Office for consideration and review.
- 13.3 The Branch Secretary at the request of the Chair or of any three (3) members of the Branch Committee will at any time summon a meeting of the Branch Committee by giving at least seven (7) days written notice to all members of the Committee.

- 13.4 An extraordinary or emergency meeting of the Branch Committee may be convened on less than seven (7) days written notice with the approval of the Branch Chair providing that all reasonable efforts have been made to so notify all members of the Branch Committee of the meeting, including the nature of business to be discussed, and at least two-thirds (2/3) of the Branch Committee have acknowledged receipt of the notice to the Secretary.
- 13.5 The Branch Chair or an appointed proxy from the Branch Committee is expected to attend the Branch Chairs' Forum on a date as determined by the Board.
- 13.6 The Treasurer will be the person authorised to monitor Branch finances and to approve Branch expenditure as directed by the Committee and must abide by procedures and policies as outlined in the Member Groups Committee Manual.

14. FINANCE

- 14.1 A Branch may receive an annual Allocation of funds which will reflect the number of members within the Branch as well as the expected functions for the Branch.
- 14.2 Allocation 'rules' are as set out in the Standing Orders of the Board of Directors.
- 14.3 The administration of Branch finances will be conducted through the National Office.
- 14.4 A Branch Committee will ensure that funds are used for activities that benefit the Branch and its members and income and expenditure are such that the Branch maintains a viable operational level of funds.
- 14.5 The Treasurer will be the person authorised to monitor Branch finances and to approve Branch expenditure as directed by the Branch Committee and must abide by procedures and policies as outlined in the Member Groups Committee Manual.

15. REPORTS

- 15.1 Each Branch Committee will review expenditure of the Branch funds at each Branch Committee meeting, and approve the financial report to be presented by the Treasurer at the AGM.
- 15.2 Each Branch Committee will present an Annual Report at each AGM.
- 15.3 The Branch Chair must submit an Annual Report by the end of February of the Branch's activities for the previous twelve (12) month period to the Member Group team at the National Office to enable it to report to the Board
- 15.4 A Branch from time to time may be required to present further reports as requested by the Board.

16. DISSOLUTION

- 16.1 If at any time it is desired to abolish a Branch or to suspend the functions of a Branch, then a request in writing by the current Chair of the Branch must be made to the Executive Director of the Society.
- 16.2 Once received, the Executive Director of the Society will notify all Branch members that a request has been received and call a general meeting of the Branch. A motion for dissolution or suspension will be placed before that meeting.
- 16.3 If moved, this motion will be referred to the Board for their ratification. The motion, once ratified will take effect immediately.
- 16.4 Should the Board notify the Branch of their disapproval of all or any of the resolutions, they will be considered by a general meeting of the Society and the decision of such a meeting will be final.
- 16.5
 - (a) Any Branch which does not maintain an adequate level of functioning and a minimum activity level over a twelve (12) month period, in accordance within the various provisions of these Generic Rules will be suspended by the Board.
 - (b) A suspended Branch will be required to liaise with the Executive Director of the Society in order to determine whether:
 - (i) it is likely that it will subsequently become viable and if so to formulate a developmental plan to achieve this objective; or
 - (ii) it is unlikely to become viable in which case the Board may resolve to disband the Branch.