



## AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH

### BY-LAW 6.1

#### COMMITTEES

#### 1. INTRODUCTION

(1) Interpretation

Unless inconsistent with the context or subject matter

(a) "Member", for the purposes of this By-Law, means any Member or former Member of the Branch or the estate or personal representative(s) of any such Member or former Member;

(b) Words and expressions defined in Rules of the Branch shall be given the same meaning in this By-Law.

(2) Committees Governed by the Branch Rules

The Finance, Risk and Audit Committee are not Standing Committees as defined in Clause 4(1)(j)(ii) and are established under separate Rules of the Branch Constitution.

(3) Committees Governed by By-Laws

The responsibilities and objects of the various Committees of the Branch are either laid down in the Constitution or are determined by the Branch Council when a particular Committee is established. There are two different types of Committees. Standing Committees are defined in Clause 4(1)(j) of the Rules of the Branch as those Committees established by the Branch Council to administer a permanent function under conditions, objects, or regulations prescribed by the Branch Council. The same clause defines Ad Hoc Committees as those formed by the Branch Council for a specific function, at the conclusion of which they are dissolved.

(4) Relationship between Committees and the Branch Council

(a) The management and control of the business and affairs of the Branch is vested in the Branch Council under Rule 56 of the Constitution. The Branch Council is therefore the decision-making body on matters of policy, and all Committees perform an advisory role. Consequently, where advice on policy matters is being forwarded, resolutions should be expressed as recommendations to the Branch Council.

- (b) Any other Committee proposals should be submitted in writing to the Chief Executive Officer by at least one week prior to a Branch Council meeting to permit inclusion in the agenda and papers for that meeting. As a rule, Committee proposals should, in the first instance, be addressed to Council.
  - (c) Details of any seminars and meetings, including proposed speakers, venues and registration fees, must be authorised by Branch Council before any arrangements are implemented. No contact should be made with proposed speakers before authorisation has been provided.
- (5) Relationship Between Committees and Outside bodies and/or the General Public
  - (a) Any committee contact with outside bodies should be with the authorisation of the Branch Council..
  - (b) Any matter to be put forward to another Branch Council or to Federal Council must be progressed via the Branch Council. Any matter to be put forward to another Branch Secretary or the Federal Chief Executive Officer must be progressed via the Branch Chief Executive Officer.
  - (c) Where correspondence is to be forwarded to the President of a body equivalent to the Branch, this should be drafted for Presidential signature rather than being sent by a committee member.
  - (d) Committees should restrict their outside relationships to technical and related matters, leaving matters of policy to the Branch Council.
- (6) Relationship between Committees and the Media
  - (a) All media contact by committees must be authorised by the Branch Council, whose function it is to arrange media releases and to obtain the President's sanction when required. Any projects of this nature must therefore be referred to the Branch Council.
  - (b) No material should be issued for release except with the authority of the Branch Council or President. The Branch's official stationery must be used for all written media releases.
  - (c) Material for media releases should be submitted to the Chief Executive Officer.
  - (d) No approach should be made to the Branch's Public Relations Consultants without the authority of the President.
- (7) Finance
  - (a) Committees shall advise the Branch Council on matters relating to budget each year as required.
  - (b) Committees must operate within the budgeted allocation of funds.

- (c) Committees must submit to the Chief Executive Officer a full budget for any project outside normal activities for subsequent approval by the Branch Council.

(8) Indemnity

The Branch will at all times keep each and every member of Committees and their respective personal representatives and estates indemnified against all actions, suits, demands and claims, costs and expenses in relation to or arising out of their or any of them acting as members of Committees.

(9) Regulation

- (a) Members of Committees shall cease to be members thereof:
  - (i) if they die;
  - (ii) if they resign in writing to the Chief Executive Officer;
  - (iii) if they are absent from three consecutive meetings without the consent of the Committee;
  - (iv) if in the opinion of the Branch Council, they become incapable of carrying out or refuse to carry out, their duties as Committee Members; or
  - (v) if they cease to be Members of the Branch.
- (b) The Convenor/Chair shall preside at all Committee meetings.
- (c) A quorum shall consist of a majority of the Committee membership.
- (d) If casual vacancies arise during a Committee's normal term of office, the Branch Council, will appoint a member to fill that vacancy for the remainder of the life of the Committee.

## 2. STANDING COMMITTEES

(1) Appointments and Regulation

- (a) Standing Committees shall consist of Members of the Branch except in special circumstances when non-Members may be appointed, and also the President of the Branch whilst holding such office, unless otherwise specified in By-Law 6.2.
- (b) Members of Standing Committees shall be appointed by the Branch Council in accordance with Rule 66, and shall hold office, subject to Clause 2(1)(d), for a period of two years.
- (c) In addition to the appointed membership of Standing Committees, Standing Committees may from time to time and at any time, subject to the Branch Council approval, invite for a period not exceeding the life of the Committee, not more than two persons (whether or not Members of the Branch), who by their special qualifications would aid

in the working of the Standing Committee, to attend as non-voting observers, all, some or part of Committee meetings.

- (d) For all Standing Committees, Members are deemed under Rule 7 to have retired from Committee office on the occasion of the first meeting of the Branch Council to be held after the June General Meeting each odd year, and the Branch Council shall then appoint their successors for the ensuing two years. Unless a letter of resignation is received from the retiring Committee member however, that member is considered available for automatic renomination. In all cases, Branch Council make the appropriate recommendation.
- (e) Members of committees are normally eligible for re-appointment. However, the total time for which an individual member may serve continuously on a committee is governed by the following conditions:
  - (i) for a committee of six or fewer members, no member will normally be appointed for a continuous period in excess of six years,
  - (ii) for a committee of more than six members;
    - the number of years for which any member may be appointed in continuity will not normally exceed the number of members on the committee; and
    - a term of six years will be the usually permitted maximum for those members of a committee who are not willing to progress eventually to office bearer status on that committee.
  - (iii) exceptions to the provisions of Clause2(1)(i)(ii) may be made for:
    - the current Chair of a committee who will normally be expected to continue in that office or as a committee member for a period of at least one year;
    - a continuing office bearer of the Branch who has, per se, a set function on committee;
    - any other appointee at the discretion of the Branch Council.
- (f) Except for the Disputes and Ethics Committee, where the Branch Council appoints the Chair and Vice-Chair, Standing Committees of the Branch each year elect the Office Bearers of the Committee. This should be done at the committee meeting immediately following the first Branch Council meeting held after the June General Meeting. Details of Office Bearers should be communicated in writing to the Chief Executive Officer without delay in order to facilitate Branch administration. Committee appointments, which should be considered, are Chair and Vice-Chair.
- (g) Committee Chair Duty Statement

- (i) To prepare agendas and plans for committee meetings and activities
- (ii) To chair meetings of the committee and working parties thereof
- (iii) To liaise with Branch Council regarding committee proposals for action, and the committee's contribution to the Branch's Strategic Plans
- (iv) To supervise the preparation of Annual Report copy for the committee
- (v) To take responsibility for ensuring that the objects for the committee are addressed in the committee's program and activities
- (vi) To supervise the activities of the committee with a view to ensuring that program plans and targets are achieved
- (vii) To take responsibility for the security of Branch premises at the conclusion of each meeting, ensuring the safekeeping of the key to the building and returning it to the Chief Executive Officer upon completion of the term of office.

The Chair of the Committee reports directly to the President of the Branch Council and to the Branch Council itself, and liaises as required with the Chief Executive Officer or the designated committee secretary.

(h) Committee Vice-Chair Duty Statement

- (i) To deputise for the Chair if required
- (ii) To assist the Chair in the preparation of proposals for presentation to Branch Council
- (iii) Other duties as assigned by the Chair of the Committee or requested by the committee itself

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- (i) Committees shall meet at the discretion of the Chair except for the Professional Provident Fund Policy Advisory Committee, which will usually meet once a year, and may meet together with or without the Trustee for the dispatch of business, and regulate their meetings and proceedings as they think fit, provided they meet at least once in every twelve month period.
- (j) Committees shall from time to time with the Branch Council approval have the power to invite the attendance of other persons as required.
- (k) If any matter or question shall at any time arise that is not provided for by these regulations or any doubt arises as to the interpretation of

these regulations or any one or more of them the same shall be determined by the Committee concerned PROVIDED that should further doubts be raised the matter shall be referred to the Branch Council whose decision shall be final.

(2) Minutes

- (a) Once confirmed, minutes are to be maintained securely and electronically by the Branch.
- (b) Minutes should firstly describe the nature of the meeting, the time and place thereof, and the names of those present, including identification of the Chair, record apologies, and include a motion granting leave of absence.
- (c) A resolution of confirmation of the minutes of the previous meeting should be recorded in the minutes.
- (e) All decisions should be recorded in the form of a resolution, giving the name of the mover and any members who requested that their dissent from a "carried" resolution be recorded.
- (f) Minutes may contain brief narration as well as recording resolutions.
- (g) Minutes should record any future action to be taken and by whom.
- (h) Minutes are confidential and not available for distribution beyond the committee concerned and relevant staff. However, they shall be available for distribution to the Branch Council as required except for those of the Defence, Disputes and Ethics, and Honours and Awards Committees.

(3) Notice of Meetings

- (a) A committee Chair should advise the committee at each meeting of the date of the next meeting and this will be included in the committee minutes. Committees should plan all ordinary meetings for the year and notify the Branch Council and committee members of this meeting program.

4 President's Representatives

- (a). President's representatives must attend all meetings of Standing Committees to which they are assigned.
- b). If the President's Representative is unable to attend, then the Alternative President's Representative for that Committee should attend.
- (c). The President's Representative should present a report on behalf of Council to the Committee on any matter relating to that Committee which has been discussed at Council.

- (d). The President's Representative is to advise the Committee on Council Policies, Branch Rules, By-Laws and Branch Administrative Procedures.
- (e). The President's Representative shall facilitate communication between the Committee and Council. The goal here is to ensure that the Committee and Council objectives are complimentary, and not contradictory.
- (f). The President's Representative may not move or vote on motions.

#### 5 Alternative President's Representatives

- (a). When the President's Representative is unable to attend the Alternative President's Representatives shall attend meetings and perform the roles of the President's Representative.
- (b). They may attend all of the appropriate Committee's meetings for the year even when the President's Representative also attends.
- (c). If present at a Committee Meeting with the President's Representative, the Alternative President's Representative;
  - may not take part in any debate,
  - may not move or vote on motions,
  - has observer status only at the meeting.
- (d). An Alternative President's Representative is free to raise issues with Council about their Committee/s, but this should always be done in conjunction with the President's Representative.

### 3 AD HOC COMMITTEES

#### (1) Appointments and Composition

- (a). The Branch Council appoints Ad Hoc Committees usually on a short-term basis to complete a particular task or tasks, and when these have been completed and reported to the Branch Council, the Ad Hoc Committee is then dissolved.
- (b). Appointments to Ad Hoc Committees are determined by the Branch Council. Where a member appointed to membership of an Ad Hoc Committee is unable to serve, they should advise this to the Chief Executive Officer in writing.
- (c). Ad Hoc Committees are usually somewhat smaller than Standing Committees, and it is expected that all members of the committee will bring some particular expertise to the work of the committee.
- (d). The structure of an Ad Hoc Committee and its operations, are likely to be less formal than those which apply for the Branch Standing Committees. The only office bearer, the Convenor, is appointed by the Branch Council. It is up to the Committee itself to assign other roles, functions, and tasks to committee members according to the needs of the group.

- (e) A member of the Branch Council will usually be appointed to an Ad Hoc Committee to assist with liaison between the committee and the Branch Council.

(2) Functions

- (a) The Branch Council at the time it forms an Ad Hoc Committee in accordance with Clause 4(1)(k)(iii) of the Rules of the Branch, will assign the committee its Terms of Reference.
- (b) Ad Hoc Committees are asked to prepare advice to the Branch Council or to supervise the conduct of a project on behalf of the Branch Council, with regular reporting to the Branch Council to ensure that the task or project remains within the terms of reference.
- (c) It would be inappropriate for any committee to stray beyond its terms of reference, and if an issue arises in which the members of the Ad Hoc Committee feel that they are unduly constrained, then a recommendation should be presented to the Branch Council for modification of the terms of reference.
- (d) The terms of reference assigned to an Ad Hoc Committee by the Branch Council should be kept in constant focus in order to avoid straying from the key functions, which the Branch Council sought to have addressed. It is customary for the Branch Council to set a deadline by which it wishes the committee to report its findings or results. This timeline should be kept in mind and advice provided to the Branch Council if difficulty is likely to be encountered in meeting the due date specified.

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