VICTORIA

AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH

BY-LAW 5

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) Establishment

Committees are defined and established by Branch Council under Clause 4(1)(k) of the Branch Constitution.

(3) Committees Governed by By-Laws

The responsibilities and objects of the various Committees of the Branch are determined by the Branch Council. There are two types of Committees.

(a) Standing Committees: Governance and Advisory

(b) Ad Hoc Committees: 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 two weeks 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 adhere to the policy of the Branch Council.

(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 or the Federal body must be authorised via the Branch Council and progressed via the 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 shall liaise with other Committees through the Chief Executive Officer.

(e) 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 is to arrange media releases and 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 Chief Executive Officer 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 if they:

(i) die;

(ii) resign in writing to the Chief Executive Officer;

(iii) are absent from a majority of meetings in any given year where the Committee meets more than once in that year, unless granted special leave by Branch Council.

(iv) become incapable of carrying out or refuse to carry out their duties as Committee Members in the opinion of the Branch Council; or

(v) 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 that term of the Committee.

(e) Committees shall meet together, in person or via telecommunications, at such times and places as determined by the Chair. Usually not less than 7 days' notice of any such meeting shall be given to every member 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.

(b) Members of Standing Committees shall be appointed by the Branch Council at its first meeting to be held after the June General Meeting in each odd year and shall hold office, subject to Clause 2(1)(f), for a period of two years unless specified elsewhere in this By-Law.

(c) 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. Any retiring Committee member must renominate using the prescribed procedure to be considered available for renomination.

(e) Standing Committees of the Branch each year elect the Office Bearers, Chair and Vice-Chair, of the Committee. This should be done at the committee meeting immediately following the first Branch Council meeting held after the June General Meeting, except for the Disputes and Ethics Committee and the Finance, Risk and Audit Committee, where the Branch Council appoints the Chair and Vice-Chair. Details of Office Bearers should be communicated in writing to the Chief Executive Officer without delay in order to facilitate Branch administration.

(f) 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 the chair's role is to ensure the meeting is conducted efficiently and that appropriate time is given to the most important issues. The chair's responsibility is to ensure that the meeting flows smoothly by involving all present and not permitting one or two people to dominate the meeting. However, there needs to be a balance between encouraging participation while not hindering discussion and seeking to keep to time (adapted from *AICD Directors Meetings Director Tool*).

(iii) To ensure committee proposals for action are in keeping with the Branch's Strategic Plans

(iv) To draft 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.

(i) 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 and/or CEO

(iii) Other duties as assigned by the Chair of the Committee or requested by the committee itself

(g) Committees shall meet at the discretion of the Chair and regulate their meetings and proceedings as they think fit, provided they meet at least once in every twelve month period.

(h) Committees shall with the approval of the President have the power to invite the attendance of other persons as required.

(i) 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 and record apologies.

(c) Acceptance of the minutes of the previous meeting should be recorded in the minutes.

(d) All decisions should clearly be recorded in the minutes.

(e) Minutes may contain brief narration as well as recording decisions and recommendations.

(f) Any future actions specifying to be taken, by whom and by when should be recorded in the minutes or by other means.

(g) 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 Benevolent Fund Advisory, Defence, Disputes and Ethics, and Honours and Awards Committees.

(3) Notice of Meetings

The 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 well in advance for all ordinary meetings for the year and notify the Branch 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 and/or Branch staff member is to advise the Committee on Council Policies, Branch Rules, By-Laws and Branch Administrative Procedures.

(d) The President's Representative role shall be to facilitate communication at meetings between the Committee and Council. The goal is to ensure that the Committee and Council objectives are complimentary, and not contradictory.

(e) 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 move or vote on motions,

- has observer status only at the meeting.

(d) An Alternative President's Representative is free to raise issues with the CEO and/or 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) It is expected that all Ad Hoc Committees Members will bring some particular expertise to the work of the Committee.

(d) The only office bearer, the Convenor, is appointed by the Branch Council. It is up to the Committee 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) 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) 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 should 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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