



**AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INC.**

**BY-LAW 11**

**BRANCH COUNCILLORS**

The directions in this By-Law are supplementary to those provided in Rules 35, 56, 57, 58 and 105 of the Constitution

**1. INTERPRETATION**

Unless inconsistent with the context or subject matter words and expressions defined in the Rules of the Branch shall have the same meaning in this By-Law.

**2. LEGAL OBLIGATIONS**

- (1) Under the Associations Incorporation Reform Act 2012 (Vic) Branch Councillors have the same responsibilities as directors of a company;
- (2) Branch Councillors' primary duty is to the Branch and its members Victoria wide;

**3. ROLES AND RESPONSIBILITIES**

- (1) Strategic:
  - (a) Participate in the development of a vision and strategic direction for the Association within available resources;
  - (b) Participate in the fiduciary requirements pertaining to the development and monitoring of the annual budget and other financial matters for the Association;
  - (c) Act on behalf of the membership of the Branch as a "whole" by ensuring that Federal and Branch Council policies are supported;
  - (d) Identify risks within the organisation and profession and ensure they are acted upon;
  - (e) Encourage succession planning for the organisation that provides Council with the necessary diversity and skills to deliver best practice governance;
  - (f) Communicate the direction and vision of the Branch to the CEO, the membership and third parties.
- (2) Core Values:
  - (a) Abide by the Constitution, By-Laws, and Policies of the Association and Branch;
  - (b) Remain independent of any other body of influence;

- (c) Provide leadership to the membership;
- (d) Meet legal and statutory requirements;
- (e) Treat fellow colleagues with dignity and respect.

(3) An Inclusive and Active Participant:

- (a) Read, research and analyse all meeting papers before attending a Branch Council meeting, and provide reports where appropriate;
- (b) Ensure the necessary mechanisms are put in place for best practice governance;
- (c) Attend meetings as agreed to by Branch Council;
- (d) Constructively identify and bring to Council issues pertaining to the Branch;
- (e) Participate in all Branch Council meetings, relevant actions arising and out-of-session activities;
- (f) Encourage and support fellow Branch Councillors' contribution to debate and decisions;
- (g) Respect and trust the opinions of fellow Branch Councillors and so accept dissent in discussion but accept and externally support final joint decisions

(4) Solution Oriented:

- (a) Ensure operational effectiveness and efficiency.

Adopted by the Branch Council	27/08/2018
Amended by the Branch Council	
Reviewed by the Constitution and Policy Committee	14/03/2023