

### 1. Overview

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The purpose of the Branch Charter is to set out the roles, functions and powers for the operation of the Branches of the Australasian Legal Practice Management Association (“ALPMA”).

The ALPMA Constitution was established with consideration to a heads of agreement negotiated between the independently operating associations which existed in the states of Victoria, New South Wales, Queensland and South Australia prior to amalgamation in 2009 and taking into account practicalities and the requirements of the *Corporations Act*. The Constitution has been further amended since that time to its current form.

The Branch Charter must be read in conjunction with the Constitution and other policies and procedures approved by the ALPMA National Board from time to time.

The Charter is not intended to be heavy handed but is written in legal terms and does speak in absolutes.

### 2. Establishment of a Branch

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- (a) The National Board may at its discretion recognise a grouping of members within a particular geographical region as a Branch under Rule 6(a) of the Constitution.
- (b) Branches of ALPMA are established to ensure that services are delivered to members and other activities performed at a local level in accordance with the decisions of the National Board.

### 3. Branch Committees

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#### 3.1 Establishment and Composition

- (a) Each Branch must establish a Branch Committee.
- (b) Each Branch Committee must comprise at least four (4) and a maximum of ten (10) members.
- (c) In accordance with Rule 15.1 of the Constitution, there must be one (1) Board Director on each Branch Committee.
- (d) Where a Branch Committee has not been afforded the right to appoint a Director to the National Board, the National Board will itself appoint one (1) Board Director from amongst its number to serve on that Branch Committee so as to meet the requirements of Rule 15.1 of the Constitution.
- (e) Any Director appointed by the National Board under clause 3.1(d) (above) to serve on the Branch Committee will be considered as one (1) Branch Committee member to meet the requirements of clause 3.1(b) (above).
- (f) Where the number of Branch Committee members is below the required maximum of ten (10) and Branch Committee vacancies cannot otherwise be filled from amongst the members of the Branch, the Branch Committee may nominate and seek the

consent of the National Board to co-opt any person with a demonstrated commitment to objectives of the ALPMA to the Branch Committee. Any person so co-opted, who is not a member of ALPMA, is not afforded voting rights on the Committee.

### 3.2 Portfolios

The Branch Committee will elect from amongst the Branch Committee members:-

- (a) a Chairperson;
- (b) a Treasurer;
- (c) a Learning and Development Co-Ordinator;
- (d) a Sponsorship/Partner Co-Ordinator;
- (e) a Membership Co-Ordinator, and
- (f) where the Branch has been afforded the right to do so by the National Board under Rule 6(b)(i) of the Constitution, one of its members to the National Board.

### 3.3 Meetings

The following paragraphs apply to each Branch Committee, unless alternative procedures are proposed by a Branch Committee and approved by the Board.

- (a) Each Branch committee will meet a minimum of eight (8) times per year, either in person or electronically.
- (b) A quorum for Branch Committee meetings is a simple majority of Branch Committee members or three (3), whichever is the greater.
- (c) Each Branch Committee member present at a meeting is entitled to one (1) vote.
- (d) Decisions will be made by a majority vote of those present in person or by electronic means. An equality of votes or any conflict must be referred to the National Board for resolution.
- (e) Unless otherwise specified within this Charter, the Rules in the Constitution relating to the conduct of meetings of the National Board shall apply to Branch Committee meetings (where references to "President" will be read as references to "Chairperson" and references to "Directors" will be read as references to "Branch Committee members").
- (f) A copy of the minutes and/or action items of each Branch meeting along with the minutes and/or action items for each meeting of any subcommittee created by the Branch must be provided to the National Board within two (2) weeks of the date of that meeting.
- (g) In the event that the number of members of the Branch Committee is reduced to less than four (4), the continuing members may only act in an emergency or for the purpose of filling the vacancies until there are at least four (4) members of the Branch Committee.

### 3.4 Roles, functions and powers

- (a) Whilst many of the day-to-day functions of the Association are delivered at a local level, these functions are performed at Branch level only with and in accordance with the authority of the National Board, delegated under Rule 13.2(a)(vii) of the Constitution. Each Committee is subject to the direction of the National Board under Rule 15.1(a).
- (b) Each Branch Committee will have the roles, functions, powers and responsibilities set out in this Charter, the ALPMA Constitution as well as any specific delegations as determined by the National Board from time-to- time.
- (c) Each member of the Branch Committee must act diligently, honestly and ethically in carrying out their duties as a member of the Branch Committee.
- (d) The Branch Committee, subject to the ALPMA Constitution and any policies adopted by and decisions of the National Board, has the power to perform all such acts and do all such things as are necessary to carry out the following functions:
  - (i) Organise monthly meetings of the Branch Committee;
  - (ii) Organise and deliver learning and development initiatives to Branch members;
  - (iii) Identify and recommend marketing and development opportunities to the National Board and implement such initiatives as the Board approves;
  - (iv) Recommend the acceptance or otherwise of new membership applications for the Branch to the National Board;
  - (v) Build relationships with local existing and potential sponsors;
  - (vi) Build relationships with local industry bodies and related professional associations;
  - (vii) Report to the National Board on a monthly basis or as directed and required by the National Board;
  - (viii) Draft annual budgets for Branch expenditure for the consideration by and approval of the National Board;
  - (ix) Authorise the payment of invoices of up to \$3,000 per calendar month for secretariat services and \$3,000 for other items provided that payment is in accordance with budget limits approved by the National Board;
  - (x) Establish such subcommittees as it deems fit, provided that one (1) Director is appointed to that subcommittee and that the requirements of the Constitution relating to Committees, including Rule 15 are met; and
  - (xi) Assign tasks to the Branch Secretariat. Other activities as approved by the National Board from time to time.
- (e) No member of the Branch Committee may represent that they have authority to speak or otherwise act on behalf of ALPMA unless authorised to do so by the National Board.

### **4. Annual Branch Meetings**

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In order to meet the timetable set down for the ALPMA Annual General Meeting, the following shall apply,

- (a) An Annual Branch Meeting must be held each year.
- (b) The business of the Annual Branch Meeting will be the election and re-election of Branch Committee members.
- (c) Each Branch must request nominations for election to the Branch Committee from the members allocated to that Branch by the National Board at least four (4) calendar months prior to the ALPMA Annual General Meeting.
- (d) Each nomination form must be lodged with the Branch no later than three (3) calendar months prior to the ALPMA Annual General Meeting.
- (e) Each Branch must hold an Annual Branch Meeting at least five (5) weeks prior to the ALPMA Annual General Meeting to enable the members of that Branch to elect the Branch Committee;
- (f) At least three (3) weeks' notice of the Annual Branch Meeting must be given to each member of the Branch and include details of each nominee and a proxy form for voting;
- (g) A quorum for the Annual Branch Meeting shall be 10% of Branch members or as otherwise required by the National Board based on the number of members allocated to the Branch.
- (h) The provisions in the Constitution relating to the conduct of Annual General Meetings (including voting) will apply to the Annual Branch Meeting (where references to "President" will be read as references to "Chairperson" and references to "members" as references to "members allocated to the relevant Branch").
- (i) Alternative procedures (including as to quorum requirements and voting) may be adopted by a Branch Committee provided that such procedures have the prior written approval of the National Board.
- (j) Minutes of each Annual Branch meeting must be signed by the Chairperson of the Branch and provided to the ALPMA Secretary within two (2) weeks of the Annual Branch meeting.

### **5. Branch Committee members**

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#### **5.1 Term of Office**

- (a) Each Branch Committee member elected by the members of the Branch will hold office up to the second Annual Branch Meeting following their election.
- (b) Each Branch Committee member appointed to fill a casual vacancy on the Branch Committee must retire at the next Annual Branch Meeting.
- (c) A Branch Committee member may seek re-election provided that each Branch Committee member may serve for a maximum of five (5) consecutive terms.

- (d) Where possible, appointments of Branch Committee members should be arranged to ensure an orderly rotation and continuity of membership.

### **5.2 Casual Vacancies**

- (a) There will be a vacancy in the office where the Branch Committee member:
  - (i) ceases to be a member of ALPMA under Rule 7.7 of the Constitution;
  - (ii) ceases to be a member of the relevant Branch;
  - (iii) resigns from office by notice in writing given to the Chairperson of the Branch;  
or
  - (iv) without the permission of the Chairperson, fails to attend three (3) consecutive Branch Committee meetings.
- (b) Any casual vacancy on the Branch Committee created under clause 5.2(a) above may be filled by another Branch member subject to a 75% majority vote of the Branch Committee members.

## **6. Nominations**

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Nominations for positions on the Branch Committee must be:

- (a) made by completing the online Nomination form and include 2 referees who are financial members of the Branch
- (b) received by the published due date for nominations and in time to provide members with the required three (3) weeks' notice of the Annual Branch Meeting.

## **7. Disputes between the Branch Committee and the National Board**

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ALPMA's Complaint Management Policy will guide the process for the handling of disputes and complaints.