



RANZCO

The Royal Australian
and New Zealand
College of Ophthalmologists

ACN 000 644 404

Branch Committee Terms of Reference

The terms of reference stipulate the requirements and processes the Branch Committees shall adhere to in order to accomplish their stated purpose or goal.

Approved by: RANZCO Board

Approval date: 14 July 2017

Next Review: July 2020

Version: 1.0

1. TITLE

Branch Committee Terms of Reference

2. PURPOSE

Each Australian State and New Zealand are represented by a Branch Committee comprising elected and ex-officio members of that Branch. The Branches are established under paragraph 7.1(a) of the By-Law: Membership, Council and Governance.

The purpose of each Branch Committee is to:

- represent the views of members to the Council and Board
- provide advice to the Council and Board, especially in respect of Branch members views
- exercise powers delegated to the them by the RANZCO Board
- communicate the views, activities and achievements of members to the Fellowship
- hold scientific meetings
- provide Branch level support to its members' and associates practice of ophthalmology, education and research activities
- advocate at a Branch level on behalf of members
- undertake other appropriate activities in line with the Objects of the RANZCO Constitution

3. MEMBERSHIP

The Branch Committee is comprised of elected representatives and ex-officio members, who are the Directors resident in the Branch. All elected representatives hold three-year terms, with a maximum of three terms. Following a maximum term, representatives must spend a minimum of one year off the Branch Committee. The process for elections is outlined below. In the case of a casual vacancy or resignation, the Branch Committee, by simple majority, can appointment a replacement. Any time served by the appointed individual counts toward any future term served. Branch Committees should be elected with consideration to the RANZCO Diversity and Inclusion Policy, and the aim of 35% female representation. Maximum terms will start from 2012.

3.1 Chair

The Chair is the Chair of all Branch Committee and General Meetings and is responsible for providing an annual report for Branch activities to the College within 14 days of the end of each financial year and ideally quarterly updates to the College for Eye2Eye. When relevant, the Chair will also provide an update the Board.

3.2 Honorary Secretary

The Honorary Secretary is responsible for the organisation of all Branch Committee and General Meetings, for the recording and distribution of minutes, including to the College within 14 days of each meeting. The Honorary Secretary will be responsible for correspondence and communications to and from the Branch Committee of anything relevant to Branch members.

This position can be combined with the Honorary Treasurer role.

3.3 Honorary Treasurer

The Honorary Treasurer will act in accordance with Section 6 of this Terms of Reference and may be invited to sit on the RANZCO Internal Financial Advisory Committee.

This position can be combined with the Honorary Secretary role.

3.4 Councillors

The number of elected Councillors is according to Paragraph 8.1(b) of the By-Law: Membership, Council and Governance. If a Branch Councillor is unable to attend a Council meeting, the Branch Committee can appoint a replacement representative but must notify the CEO at least seven days before the Council meeting.

3.5 Other elected positions

Not including ex-officio members, the Branch Committee can have a total of 15 members. Each Branch Committee should consider including a rural or remote representative, the regional QEC Chair and hospital heads of department. These roles may be ex-officio.

3.6 RANZCO Directors

Any Fellow in a Branch elected to the Board as a Director of RANZCO holds an ex-officio position on the Branch Committee and is a RANZCO Councillor, but does not count towards to Branch Councillor numbers.

3.7 Observer positions

In line with RANZCO Diversity and Inclusion Policy, the Branch Committee should include an observer position occupied by the relevant member of the Trainee Representative Committee. This individual does not hold voting rights and should be excluded from Committee Meetings where sensitive or confidential issues involving Trainees is being discussed.

4. GENERAL MEETINGS

Each Branch is required to hold an Annual Branch Meeting and, at the discretion of Branch Committee Members or in response to a written request from 5% of the Branch, hold an ad hoc Branch Meeting.

All Branch Meetings are to be held in accordance with the Corporations Act;

- 21 days' clear notice is given to the members of the Branch
- Meeting notices must contain the:
 - date, time and location of the meeting
 - any motions to be voted on
 - in the case of elections, positions available and nominees standing
- Motions for consideration must be sent to and acknowledged by the Branch Secretary at least 22 days prior to a meeting. Motions must have a named proposer and seconder.
- Meetings cannot proceed without a quorum of a majority of Branch members or 15 members, whichever is the lesser
- In the case of Annual Branch Meetings, business to be transacted is;
 - consider a report from the Branch Committee
 - consider the financial statements of the Branch
 - hold elections as required
 - transact any tabled business, which must be communicated with the meeting notice
 - discuss any other general business
- Business on Notice at any Meeting may be discussed and decided at the meeting by a vote of those present and their proxies.
- New Business:
 - New Business may be introduced at a meeting by a proposer and seconder
 - New Business may be discussed at a meeting but may not be decided unless the total number of votes cast exceeds 50% of the number of votes in the Branch

- No member may hold more than three (3) proxies
- Motions are non-binding on the Branch Committee, Council or Board.

5. ELECTIONS AND PROXY VOTES

The Honorary Secretary shall notify all Branch Members of available Branch Committee positions at least six weeks before a scheduled Annual Branch Meeting and call for nominations to fill these positions. Nominations must be provided on the Nominations Form (Appendix A) and must be provided to the Honorary Secretary one month before the Annual Branch Meeting so they have time to circulate the names of all nominees as part of the meeting notice, along with proxy forms (Appendix B).

In the event there are fewer nominations than vacancies, nominations shall be called for at the Annual Branch Meeting.

At the Annual Branch Meeting, votes are taken by secret, first past the post, ballot. The ballot shall list the names of the candidates in order determined by lot. Voting includes all those present in person and by proxy. In the case of a tied vote, an additional secret ballot is to be held for those present at the meeting only. The Chair does not have a casting vote.

The RANZCO Constitution outlines the right to appoint a proxy and validity of votes in certain circumstances in Paragraphs 10.14 and 10.15, respectively.

6. FINANCES

Branch funds will be managed by the Branch Treasurer in accordance with decisions of the Branch Committee and within the scope of RANZCO financial policies and procedures.

Branch Funds are held in dedicated RANZCO-approved bank accounts to which the RANZCO Financial Controller and CEO have viewing and co-signing authority, provided always that no transactions can be authorised without one authorising signature from a Branch office holder, except in extreme circumstances when an authorized Branch officer is not available. Branch funds are quarantined from federal RANZCO funds and have separate accounting and reporting, but figures will be consolidated with all RANZCO funds for audit purposes.

Branch funds may be held in

- at-call accounts authorised by RANZCO and/or
- term deposits authorised by RANZCO and/or
- a dedicated Branch division of the RANZCO Investment Facility.

The Branch Committee may allocate Branch funds among these facilities according to its own investment strategy, but noting funds in the RANZCO Investment Facility must follow the RANZCO approved Investment Mandate and Policy. Any income generated by Branches will go back to the Branches for their use according to their agreed strategy and Objects of RANZCO. The Branch Treasurer's report at the Branch AGM will include the quantity of retained funds, the current investment strategy and the current investment returns.

RANZCO will provide accounting services for Branches and a report of Branch financials to Branch Treasurers monthly. RANZCO will provide an annual report of financial information for each Branch and a summary of all separate Branch accounts with the RANZCO Annual Financial Report. Branch Treasurers will work with the RANZCO Financial Controller to ensure appropriate records are kept, and transactions are updated monthly.

Branch financial limits are managed under the RANZCO Financial Delegations of Authority (Appendix C). Branches should prepare an Annual Budget to ensure they have sufficient cash at hand, when required, to meet expected expenditure. The RANZCO Financial Controller can assist in budget preparation, especially in relation to anticipated income from investments.

Branch membership fees are set by the branch annually. Any proposed increase above CPI must be communicated in writing, with reasons, to the RANZCO Board by 1 April any given year, so that these can be incorporated into annual subscription invoices and explained as necessary.

Any bequests directed specifically to Branches must be managed as per the terms of the bequest, or if this is not clear any income from investments should be applied to education and training within the Branch unless otherwise approved by the RANZCO Board. Non-specific bequests are to be dealt with according to the investments policy in this Clause 6.

7. SCIENTIFIC MEETINGS

The Branch Scientific Meeting must be held with the following in mind:

- Meeting organisers are covered as individuals by RANZCO's general insurance as they form part of an official RANZCO committee, so no additional insurance should be sought.
- Venues and programmes are automatically covered by RANZCO's general insurance. Scientific Meeting organisers should consult with RANZCO to determine the extent of cover, but not take out additional insurance unless advised.
- Every effort should be made to select a Branch Scientific Meeting date which does not conflict and other Branches or major SIG meetings. Ideally there should be a gap of 2 weeks between all meetings.
- Scientific Meeting organisers must consult with the RANZCO Manager – Industry Relationships and Events to develop a sponsorship and exhibition offering and to administer this process.
- Should be conducted according to Medicines Australia, Medicines NZ and Medical Technology Association Australia best practice guidelines for interacting with sponsors. Therefore this will not include opportunities for industry to address the Scientific Meeting during any part of the educational programme, including just prior to or after meal breaks.
- Branches will select their Professional Conference Organisers (PCO) for branch meetings. All contracts relating to Scientific Meetings, including engagement PCO must be approved and signed by the RANZCO CEO. Under the corporate structure of RANZCO, and delegations of authority, Branches do not have legal authority to sign any contracts.

8. LIMITS ON DELEGATED AUTHORITY

The Branches are Committees of RANZCO and as such, must exercise their powers in accordance with the Constitution, By-Laws or any directions of the Directors. Specifically, the Branch Committee and any Committee members are not permitted to sign contracts, open bank accounts, register for an ABN or register a trading name or register for GST purposes without the express and written permission of the RANZCO Board.

9. REVIEW

The Branch Committee shall engage in a reflective, self-evaluation process to improve its effectiveness.

The Terms of Reference shall be reviewed every three years or as otherwise directed by the Board.

Related documents:

RANZCO Constitution

RANZCO By-Law: Membership, Council and Governance

RANZCO By-Law: Diversity and Inclusion

Appendix A: Nomination Form

Nomination Form

[Include name of Branch/SIG, list of positions open for nominations and details of who to return the form to and by what date]

Nominating Candidate

I _____ [name]

of _____ [address]

wish to nominate myself to the position of _____ [position]

Signed: _____ Date: _____

Nominating Fellow One

I _____ [name]

of _____ [address]

wish to nominate _____ [name]

to the position of _____ [position]

Signed: _____ Date: _____

Nominating Fellow Two

I _____ [name]

of _____ [address]

wish to nominate _____ [name]

to the position of _____ [position]

Signed: _____ Date: _____

Appointment of Proxy

The Royal Australian and New Zealand College of Ophthalmologists ACN 000 644 404

[insert name of Branch or SIG]

I _____ [name]

of _____ [address]

being a Fellow of the above named [Branch/SIG] hereby appoint

_____ [name]

of _____ [address]

or, in his or her absence _____ [name]

of _____ [address]

as my proxy to vote for me on my behalf at the meeting of the [name of meeting, date, time and place] and at any adjournment of that meeting.

This form is used to vote in favour of

Chair:

Honorary Treasurer:

Honorary Secretary:

[other positions as required]:

[insert names of the person you want to vote for or leave this section blank if the proxy is making a decision for you at the time of voting]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to [name of Branch/SIG with specified date and time for delivery and contact details]