



**AUSTRALIA INSTITUTE OF TRAFFIC PLANNING
AND MANAGEMENT LTD**

Branch and Network Charter

Policy Document PD-011

**AITPM Ltd BRANCH AND NETWORK CHARTER
DOCUMENT AND DATA CONTROL
PD-011**

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REVISION STATUS								
Rev No	Date	Revision Description	Intl	Sign	Intl	Sign	Intl	Sign
			Prepared		Checked		Approved	
0	08 April 2022	Original draft	KK		Branch Committees			
1	27 April 2022	Draft	KK		Governance & Strategy Committee			
2	13 May 2022	Board approved	KH		Board		Board	
3	27 March 2023	Updates for consultation	KK		Branch Presidents			
4	14 April 2023	Revised Draft for Board	KK		Board			
5	2 May 2023	Board approved version	KK					
6	2 April 2024	Updates for consultation	KK					
7	26 April 2024	Board approved	KK		Board		Board	
8	19 July 2024	Revised Draft for Board	KK/DM					
9	1 August 2024	Board approved	KK/DM		Board		Board	

Contents

1	Introduction	4
2	Governance	4
3	Committee Composition Objectives	4
4	Branches	4
5	Branch Activities and Duties	5
6	Branch Governance	6
6.1	Branch Annual Meeting.....	6
6.2	Branch Committees.....	6
6.2.1	Branch Committee Eligibility and Election Process	7
6.2.2	Election of Office Bearers.....	7
6.2.3	Branch Committee Meetings.....	8
6.2.4	Responsibilities of the Branch Committee.....	8
7	Emerging Professional Network	9
7.1	Emerging Professional Network Committee	9
7.1.1	Election of Chair	10
7.1.2	Emerging Professional Network Committee Meetings	10
8	Transport Modelling Network (TMN)	10
8.1	Role of the TMN.....	10
8.2	TMN Committee.....	11
8.2.1	TMN Committee Election Process	11
8.2.2	Election of Office Bearers.....	12
8.2.3	TMN Committee Meetings.....	13
8.2.4	Responsibilities of the TMN Committee	13
9	Election Process	13
9.1	Call for Nominations.....	13
9.2	Conduct of Ballot.....	14
9.3	Co-opted members -TMN Committee	14
10	Financial Management	15
11	Media and Communications	16

1 Introduction

The purpose of this Charter is to guide the operation of Branches and Networks including the rights, responsibilities, and roles of Branch and Network Committees and sub-committees, noting that a range of other Institute Policies and governance documents may also apply to the operations of Branches and Networks.

All policies in this Charter are to be read in the context of the Constitution, other relevant Acts and Regulations, and other Policies adopted by the Board. The guidance contained in this Charter is adopted by the Board and applies from the date shown on the document and as reviewed from time to time.

This Charter will be reviewed by the Board as required annually to ensure currency of content and consistency with the Constitution, Laws, and current policies of the Institute.

2 Governance

The Constitution vests the governance of the Institute in the Board of Directors. The Chief Executive Officer manages the operations of the Institute on a day-to-day basis in line with the delegations, policies and procedures approved by the Board. Branches and Networks report through the Chief Executive Officer to the Board.

3 Committee Composition Objectives

AITPM recognises the benefits of diversity, while also recognising that diversity comes in many different forms:

- Diversity in gender, cultural, race and age;
- Diversity in representation across the private sector, the public sector and academia;
- Geographical diversity through representation in all States and Territories;
- Diversity in technical expertise.

AITPM seeks to have diverse representation on its committees.

4 Branches

Branches are established in accordance with the Constitution to represent geographic segments of the Institute's membership. The currently established Branches are:

- Queensland
- New South Wales (incorporating the Australian Capital Territory)
- Victoria (incorporating Tasmania)
- South Australia (incorporating the Northern Territory)

- Western Australia

When formally referring to a Branch it should be known as the “Relevant State” Branch of the Australian Institute of Traffic Planning and Management Ltd, for example the Queensland Branch of the Australian Institute of Traffic Planning and Management Ltd. If being referred to in shortened format the Branches should be referred to at AITPM (“Relevant State”), for example AITPM (New South Wales & ACT).

All members residing within the geographic segment are deemed to be members of the relevant established Branch.

Members residing outside Australia are considered Overseas members and are not members of a Branch.

5 Branch Activities and Duties

The role of the Branches is to carry out the objectives of the Institute within the relevant geographic area.

The Branch is responsible for liaison with and relationship management of the relevant government agencies and industry stakeholders, including coordination of opportunities for consultation, CPD, partnerships, policy and patrons.

The primary role of the Branch Committee is to prepare and deliver an annual program of activities, working in cooperation and collaboration with the CEO, National Office, other Branches and Networks, as required.

The principal activity of the Branch is to develop an annual calendar of events that includes:

- Technical events and forums
- Policy workshops
- Emerging Professionals careers events
- Networking events

Sponsorship of the Branch and its activities should be sought and managed by the Branch Committee with the support of the National Office. The Branch Committee is responsible for attracting and maintaining good relationships with Branch partners and sponsors, and with the locally based representatives of national partners.

The Branch may host the national annual conference, generally once every five years. The Branch Committee shall convene a conference committee which may comprise members of the Branch Committee, other branch members and non-members as is appropriate. Members of the conference committee other than the State Branch President and Board Director, may make an application for the

conference convenor(s) outlining their relevant qualifications and experience. The Branch Committee shall review the applications and make recommendations to the Chief Executive Officer for review and subsequent approval by the Board of Directors.

6 Branch Governance

6.1 Branch Annual Meeting

A Branch Annual Meeting shall generally be held in the period between 20 June and 31 July, following the close of any Branch ballot, and prior to the National Annual General Meeting of the Institute.

Only financial members of the Branch, of the Grade of Fellow, Member or Associate, are eligible to vote at the Branch Annual Meeting.

The purpose of the Branch Annual Meeting is to:

- announce the results of the Branch Committee election, where relevant;
- confirm and announce the members of the committee for the coming term;
- report to the members of the Branch on the activities of the Branch and the Institute for the prior financial year;
- promote the achievements and directions of the Institute;
- report on or discuss any other business as required by the Institute; and
- provide an opportunity for members to raise any matters for consideration.

The Branch Annual Meeting is to be chaired by the President of the Branch, and in the absence of the President, the Vice-President.

The Branch Annual Meeting may be held online.

The Member Elected Director for the region is invited to attend the Branch Annual Meeting.

6.2 Branch Committees

Each Branch shall be managed by a Branch Committee, of not more than fifteen ordinary members, a Transport Modelling Network (TMN) representative and the Chair of the relevant state EPN committee. If no EPN committee exists, then the Branch Committee may select and invite an emerging professional to the branch committee.

If a committee member resigns or retires between elections, the Branch Committee may appoint an eligible Branch member to fill this position until the next Branch Annual Meeting. Typically, filling vacancies should be firstly offered to the candidate who had the next highest number of votes in the most recent committee election, if

one occurred, or if declined, then to a suitable candidate to address any skills, experience, or diversity gaps as selected by the committee.

The Branch Committee shall have the authority to co-opt additional committee members as and when required to fill vacant committee positions, with suitable candidates willing to support the activities of the Branch and to address skills, experience, or diversity gaps in the committee. Additional committee members beyond the maximum 15 ordinary members may be permitted but these shall have no voting rights.

6.2.1 Branch Committee Eligibility and Election Process

The term of Branch Committee members is two years and commences at the conclusion of the Branch Annual Meeting. To ensure continuity of corporate knowledge, it is highly desirable that the terms of the committee members are staggered so that nominally half of the committee members retire from their current position on the committee at any Branch Annual Meeting, with the opportunity to apply for re-election to seek another term on the committee, subject to any other requirements in this Charter.

The Branch Committee shall be elected by the Branch membership in accordance with Section 9 of this Charter.

6.2.2 Election of Office Bearers

As soon as is possible following the election of the committee at the Branch Annual Meeting (but before the National Annual General Meeting), the committee shall meet to appoint the office bearers.

Eligible committee members shall nominate for one position at a time in the order of President, Vice President, Secretary, Treasurer and Membership Officer. If there is only one nomination for a position, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The term of office bearers is one year, with the general intent that the President initially be elected for a two-year term, subject to their re-election to the committee, where required.

The eligibility criteria for the office bearers are:

- **President:** must be a full Member as defined in the Constitution, have previously served on a Branch Committee for at least one full two-year term.
- **Vice-President:** must be a full Member, have previously served on a Branch Committee for at least one full two-year term.
- **Secretary:** must have previously served on a Branch Committee for at least one year.

- Treasurer: must be a full Member, have previously served on a Branch Committee for at least one year.
- Membership Officer: must have previously served on a Branch Committee for at least one year.

While the convention is typically for two-year office bearer terms, no member shall occupy the office of State Branch President or State Branch Vice President for more than four consecutive years. Members may occupy the other office bearer positions for up to a maximum of eight years.

If an office bearer resigns or retires between elections, the Branch Committee shall elect a replacement from within the committee to fill this position for the unexpired term.

Office bearers are required to participate in relevant national meetings of the Institute's various committees to support the collaboration and coordination of activities across the Institute.

The Branch office bearers may form a Branch Management Committee and meet as required outside of regular Branch Committee meetings, to support the management of the Branch.

6.2.3 Branch Committee Meetings

The Branch Committee shall meet preferably monthly between February and December each year but no less than four times a year. Minutes of these meetings shall be recorded, and copies forwarded to the CEO.

The committee may meet via electronic means, including video or phone conference.

A quorum for a Branch Committee meeting shall consist of at least fifty percent of the committee members of whom at least one is an office bearer. The Branch Committee Meeting is to be chaired by the President of the Branch; and in the absence of the President, the Vice-President; and in the absence of the Vice-President, the Secretary.

6.2.4 Responsibilities of the Branch Committee

The Branch Committee shall be responsible for the day-to-day activities of the Branch and shall familiarise itself with the Charter, Code of Conduct, Delegations Policy and all relevant policies and procedures approved by the Board of Directors and conduct its affairs in accordance with these.

The Branch Committee shall ensure that membership applications are reviewed by the appropriate Office Bearers in accordance with Delegations Policy and Membership and Subscriptions Policy.

The Branch Committee shall prepare quarterly reporting to the CEO, in an agreed format for the purpose of informing the CEO and Board of Directors of the progress of the Branch against AITPM's Strategic Plan and annual operational priorities.

The Branch Committee shall prepare an annual report of its activities for the Institutes' financial year (1 April to 31 March) and submit this to the CEO by 15 May in an agreed format and timeline, for presentation in part or in full in the Annual Report of the Institute and to the National Annual General Meeting.

The Branch Committee shall review this Charter annually and provide feedback to the CEO, on any matters that may need to be addressed to support the effective governance and operation of the branch.

7 Emerging Professional Network

The Emerging Professional Network (EPN) within each Branch shall be coordinated by an Emerging Professional Network Committee, of not less than three and not more than fifteen members.

The Chair of the EPN Committee in each Branch must be a financial individual member or subscriber and shall be entitled to a position on the Branch Committee.

If a committee member resigns or retires between elections, the Committee may appoint an eligible Emerging Professional member to fill this position until the next Branch Annual Meeting. Typically, filling vacancies should be firstly the candidate who had the next highest number of votes in the most recent election, if one occurred, or, if not, to be filled by a suitable candidate to address any skills, experience, or diversity gaps in the committee.

The EPN Committee shall have the authority to co-opt additional committee members as and when required to fill vacant committee positions, with suitable candidates willing to support the activities of the EPN Committee and to address skills, experience, or diversity gaps in the committee. Additional committee members beyond the maximum fifteen may be permitted but these shall have no voting rights.

7.1 Emerging Professional Network Committee

The EPN Committee shall be elected by the Branch membership.

Emerging Professionals who are financial members of any individual membership grade, are a member via an organisational subscription, or are a Student member at the date that nominations are called, are eligible for nomination to the Branch Emerging Professional Network Committee.

The term of EPN Committee members is two years.

The terms of all newly elected members of the EPN Committee commence at the conclusion of the Branch Annual Meeting.

Elections shall be conducted in accordance with Section 9 of this Charter.

7.1.1 Election of Chair

As soon as is possible following the election of the EPN Committee at the Branch Annual Meeting (but before the National Annual General Meeting), the committee shall meet to appoint the Chair.

Eligible committee members who are financial members of any individual membership grade or are a member via an organisational subscription may nominate for the position of Chair. If there is only one nomination, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The term of Chair is two years, subject to their re-election to the committee, where required.

The elected Chair shall represent the Emerging Professional Network on the Branch Committee.

7.1.2 Emerging Professional Network Committee Meetings

The EPN Committee shall meet no less than four times a year. Minutes of these meetings shall be recorded and provided to the Branch Secretary.

The committee can meet via electronic means, including video or phone conference.

A quorum for a meeting shall consist of at least fifty percent of the committee members and shall be chaired by the Chair; and in the absence of the Chair, another eligible member determined by the meeting.

8 Transport Modelling Network (TMN)

8.1 Role of the TMN

The TMN's role is to connect, foster collaboration and facilitate learning between and for members, practitioners, academia and government stakeholders to ensure that the transport and land use modelling industry is fit and relevant to meet future challenges.

The TMN provides an opportunity for individuals from all sectors, including government, research, software development, data collection and consulting to interact, share knowledge and promote good practice within the modelling community and the wider transport industry.

8.2 TMN Committee

The TMN shall be managed by a Committee comprised of a maximum of twenty-two members:

- TMN chair (two-year term);
- sixteen State/Territory members (two-year term);
- up to three co-opted members (up to one year term);
- immediate past TMN National Chair (one year term);
- New Zealand Modelling User Group (NZMUGS) nominated reciprocal member (one year term - non-voting).

The TMN State/Territory Committee members are filled by local members in the respective state/territory of their primary place of work. There are a maximum of two State/Territory Member positions per state and territory at any one time. These members are elected for a term of two years.

When a State/Territory committee member is elected as TMN Chair or resigns or retires from the Committee, the TMN Committee may appoint an eligible member to fill the vacant position for the balance of the term. The vacancy should be offered to the candidate who had the next highest number of votes in the most recent election in the relevant state, if one occurred, or if declined, then to an eligible candidate to address any skills, experience, or diversity gaps as selected by the committee.

The Committee may seek to co-opt members for a term of up to one year, after which the member shall retire or seek re-nomination. Selection of co-opted members shall be undertaken in accordance with Section 9.3 of this Charter. Co-opted members are not required to be AITPM members.

The TMN Immediate Past National Chair is allocated to a retiring TMN National Chair to support the incoming TMN National Chair and provide a smooth transition for a period of one year.

The TMN NZMUGS nominated reciprocal member is a non-voting position that facilitates the cooperation and linkage with the NZMUGS.

8.2.1 TMN Committee Election Process

The sixteen State/Territory TMN Committee members will comprise of two committee members from each state and territory – who are active in the application or development of transport and land use models and/or in the management of their use. Financial members of any individual membership grades or members via an organisational subscription at the date that nominations are called, are eligible for nomination to the TMN Committee.

Terms for the TMN State/Territory members shall be two years after which members shall retire or seek re-election. One State/Territory member position will be up for election each year to ensure continuity in the committee.

The election process for State/Territory members will take place at the same time as the State Branch Committee elections each year and shall be conducted in accordance with Section 9 of this Charter. AITPM members in each Branch will vote for their preferred TMN State/Territory Committee Members in circumstances where there are more nominations than positions available. States or Territories without a local branch will be allocated or aligned to a State Branch.

8.2.2 Election of Office Bearers

As soon as is possible following the election of the committee at the TMN Annual Meeting (but before the National Annual General Meeting), the committee shall meet to appoint the office bearers.

Eligible committee members shall nominate for one position at a time in the order of President, Secretary and Treasurer. If there is only one nomination for a position, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The TMN National Chair is elected for a two-year term. The term of other office bearers is one year.

The eligibility criteria for the office bearers are:

- TMN National Chair: must be a full Member as defined in the Constitution, have previously served on the TMN Committee for at least one full two-year term.
- TMN Secretary: must have previously served on a TMN Committee for at least one year.
- TMN Treasurer: must be a full member as defined in the Constitution have previously served on a TMN Committee for at least one year.

Whilst the convention is typically for two-year office bearer terms, no member shall occupy the office of National Chair for more than four consecutive years.

If an office bearer resigns or retires between elections, the TMN Committee shall elect a replacement from within the committee to fill this position for the unexpired term.

Office Bearers are required to participate in relevant national meetings of the Institute's various committees to support the collaboration and coordination of activities across the Institute.

The TMN officer bearers may form a TMN Management Committee and meet as required outside of regular TMN Committee meetings, to support the management of the TMN.

8.2.3 TMN Committee Meetings

The TMN Committee shall meet generally each month but not less than six times a year. Minutes of these meetings shall be recorded and provided by the Secretary of the TMN Committee to the AITPM CEO.

The committee can meet via electronic means, including video or phone conference.

A quorum for a meeting shall consist of at least fifty percent of the committee members and shall be chaired by the Chair; and in the absence of the Chair, another eligible member determined by the Committee.

8.2.4 Responsibilities of the TMN Committee

The TMN Committee shall be responsible for the day-to-day activities of the TMN and familiarise itself with this Charter, Code of Conduct, Delegations Policy and all relevant policies and procedures approved by the Board of Directors and conduct its affairs in accordance with these.

The TMN Committee shall prepare quarterly reporting to the CEO as required, in an agreed format for the purpose of informing the CEO and Board of Directors of the progress of the TMN against AITPM's Strategic Plan and annual operational priorities.

The TMN Committee shall prepare an annual report of its activities for the Institutes' financial year (1 April to 31 March) and submit this to the CEO by 15 May in an agreed format and timeline, for presentation in part or in full in the Annual Report of the Institute and to the National Annual General Meeting.

The TMN Committee shall review this Charter annually and provide feedback to the CEO, on any matters that may need to be addressed to support the effective governance and operation of the TMN.

9 Election Process

9.1 Call for Nominations

Annually, by 10 May a call for nominations for vacant Branch and Network Committee positions will be issued.

A period of not less than fourteen days will be provided for eligible members to submit their nominations.

Financial members of any individual membership grade and members via an organisational subscription at the date that nominations are called, are eligible for nomination to the Branch or Network Committee.

Nominees will be requested to submit information to support their nomination, which may be distributed to members during the ballot process, if required.

At the close of nominations, a review of the eligibility of the nominees will be undertaken by National Office.

If the number of eligible nominations received is equal to or less than the number of vacant positions to be filled, then the candidates nominated shall be declared elected at the Branch Annual Meeting.

Any unfilled positions because of insufficient nominations shall be deemed casual vacancies, which can then be filled at the Branch or Network Committee's discretion.

9.2 Conduct of Ballot

Where the number of nominations received is greater than the number of vacant positions to be filled, a ballot will be held.

The ballot will be undertaken by electronic means using an appropriately verified external service provider. The ballot preparation and management will be undertaken by the National Office.

A period of not less than fourteen days will be provided for eligible members to vote in the electronic ballot.

Only financial members of the Branch, of the Grade of Fellow, Member or Associate, at the date that nominations are called are eligible to vote for the nominees for the Branch or Network Committee.

At the conclusion of the ballot the CEO will release the ballot results to the Branch or TMN Secretary.

The Branch or TMN Secretary is responsible for arranging the notification of the successful and unsuccessful nominees. This notification should take place within two business days of the close of the ballot and should occur in writing, and where appropriate, verbally.

Following confirmation by the Branch or TMN Secretary that all nominees have been advised, the National Office shall then be authorised to allow the notification of the results from the electronic ballot to be released to eligible members via email.

9.3 Co-opted members -TMN Committee

Not less than fourteen days before the August TMN Committee meeting nominations will be called by the TMN National Chair. At the August TMN Committee meeting, members of the TMN Committee will submit their vote to the TMN National Chair (or nominee) by email for the co-opted positions on the following basis:

3 points for their first choice;
2 points for their second choice; and
1 point for their third choice.

The three nominees who receive the highest number of points will be deemed elected as co-opted members of the TMN Committee for the ensuing period until 31 July in the following year.

10 Financial Management

Each Branch Committee, incorporating input from the EPN Committee, and the TMN shall prepare an annual operating budget, in line with the financial year of the Institute.

The relevant Treasurer shall work collaboratively with the National Office to prepare the draft budget in the final quarter of the calendar year using the approved template, budget principles and financial targets, as advised annually. The budget will be presented to the Finance Audit and Risk Committee, who may require modifications prior to the budget being finalised for submission and approval by the Board of Directors.

Branch members and non-members may be charged a registration fee for activities in accordance with the Institute's event pricing policy, as administered by Management. Non-member attendance at Branch activities is at the discretion of the Branch, and some member-only activities are encouraged.

A business case shall be prepared to support any initiatives in the budget process that are beyond business as usual or that are outside the budget cycle that would result in significant changes to the Board-approved budget. The business case should identify the aim of the initiative and the desired outcome, the resources required, any sponsorship and member and non-member contributions. The business case shall be submitted to the Finance Audit and Risk Committee via the CEO, for review and subsequent approval by the Board.

All income and expenditure for Branch and TMN activities shall be accounted for in compliance with the Institutes' policies and procedures and much be in accordance with the financial clauses of the Institute's Delegations Policy.

All purchases need to be supported by tax invoices and must be addressed to Australian Institute of Traffic Planning and Management Ltd. The tax invoices need to be provided electronically to the National Office, via the nominated processes and systems.

The relevant Treasurer shall be responsible for managing income and expenditure for Branch or TMN activities and managing procurement in accordance with the finance procedures approved by the Board.

The Branch Committee and TMN Committee shall seek and secure sponsorship opportunities to support the operations of the Branch or TMN. Sponsorship agreements shall be in accordance with the agreed Partnership Prospectus or for specific events and be managed in collaboration with the National Office.

11 Media and Communications

Branch Committees, EPN Committees and the TMN shall contribute to the Institute's communications, including the fortnightly newsletter. Individual members are also to be encouraged to contribute to the Newsletter.

The Branch Committee, EPN Committees and the TMN shall provide a Social Media representative(s) to undertake posting on behalf of the Branch or Network to promote the Branch's or Network's activities and monitor such use of social media in accordance with the Social Media Policy approved by the Board.