

BRANCH COMMITTEE GUIDELINES



IPWEA

INSTITUTE OF PUBLIC WORKS
ENGINEERING AUSTRALASIA



VERSION CONTROL

Document Control	Branch Committee Guidelines
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Document ID : Guidelines for the Branch Management Committee V2.docx

Rev No	Date	Revision Details	Author	Reviewer	Approver
V2	March 2025	Update to Branch Committee Guidelines	IPWEA		



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INTRODUCTION

This handbook has been prepared to assist you in understanding and fulfilling your role as a Branch Committee member.

About IPWEA

Previously known as the Institute of Municipal Engineering Australia (IMEA), the Institute of Public Works Engineering Australasia (IPWEA) is the Peak association for the public works professionals across Australia and New Zealand. IPWEA provides services to its members and advocacy on their behalf.

In recent times, the organisation has expanded its traditional local government engineering focus to broader public works, covering all tiers of government as well as the private sector, which comprises 40% of IPWEA membership. Almost all of Australia and New Zealand's professional consultancy firms that specialise in public sector infrastructure – including roads, water, power, rail, ports and airports – have managers and staff who are members of IPWEA.

IPWEA is a Technical Society of Engineers Australia, providing savings and additional benefits to members including accreditation of qualifications, training, networking and exchange of specialist expertise.



PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

1.1 Branch Rules definitions and Articles of Association interpretation apply

1.1.1 Unless otherwise defined in clause 1.2, an expression defined in, or imported into, the Branch Rules has the same meaning in these guidelines.

1.1.2 The interpretation provisions in the Articles of Association apply to these guidelines.

1.2 Other definitions

In these guidelines:

Ad Hoc Sub-Committee means a sub-committee referred to in clause 7.1.3.

Annual Strategic and Operational Plan means the annual strategic and operational plan approved or adopted under clause 19.2.

Articles of Association means the Articles of Association for the Company.

Branch Rules means the Rules for the Branch.

CEO means the Chief Executive Officer of the Company.

Company means the Institute of Public Works Engineering Australasia Limited.

Director means a director of the Company.

Secretary means the company secretary of the Company.

Standing Sub-Committee means a sub-committee referred to in clause 7.1.4.

Branch Manager means the person engaged as the state manager or country head of the Branch from time to time.

Strategic and Operational Plan means an operational plan and budget for the Branch, including the forecasted activities and financial projections for an upcoming financial year.

Sub-Committee means an Ad Hoc Sub-Committee or Standing Sub-Committee.

Sum means the sum of money transferred to the Company as provided for in a Deed of Restructure.



BRANCH COMMITTEE ROLES AND RESPONSIBILITIES

2. ROLES AND RESPONSIBILITIES

- 2.1 The Branch Committee's key role is member engagement, local support for the Company, and helping guide content relevant to the local market. The Branch Committee is an essential link between the Members, the Directors and the Company.
- 2.2 In undertaking its role, the Branch Committee will:
 - 2.2.1 in conjunction with the Branch Manager, develop and implement annual engagement plans for Members that align with the organisational strategy and reflect member inputs, including research insights;
 - 2.2.2 enhance relationships with key stakeholders, including employers, government, and educational institutions, through representation in the community by promoting the Company brand to decision-makers;
 - 2.2.3 leverage the Company's and the Branches' relationships with community leaders to create external advocates and supporters;
 - 2.2.4 provide a forum for professional debate on relevant issues impacting the organisation and the profession;
 - 2.2.5 contribute towards the effective representation of all Members, including succession planning and management of Sub-Committees and networks;
 - 2.2.6 promote the skills, qualifications, and professionalism of Members; and
 - 2.2.7 advocate for the Branch, the Company and Members in its region and spheres of influence.

3. MEMBER ENGAGEMENT

To ensure Committee Members are in touch with membership issues and concerns, they are expected to actively engage with Members at events, such as networking events, workshops, and conferences.

4. AWARDS

- 4.1 The Company has several awards and honours that recognise members who have contributed significantly to the Company. The Branch Committee can make nominations to the Board Emeritus Members and other awards that are presented at the International Public Works Conference.
- 4.2 All policies governing the awarding of honours and awards are at the sole discretion of the Board and the Secretary will advise the Branch Committee when nominations are being called.



5. DISCUSSION GROUPS

- 5.1 Discussion groups (**DGs**) provide a forum for IPWEA members to share knowledge, hear from subject matter experts, and discuss topics of common professional interest.
- 5.2 DGs form part of the member engagement framework within Divisions and enable members to network with one another, contribute to the profession and gain relevant continuing professional development.
- 5.3 DGs are established by their respective Branch Committees. Committee Members may attend DGs to offer support or information as part of the Branch Committee's role in actively engaging with members.



POWERS AND DUTIES OF BRANCH COMMITTEE

6. BRANCH COMMITTEE TO MANAGE

- 6.1 The business of the Branch is managed by the Branch Committee under delegated authority from the Directors as provided for in these guidelines.
- 6.2 Subject to these guidelines, the Branch Committee may exercise all the powers of the Company that the Corporations Act, the Governing Documents, these rules or a meeting of Members does not require to be exercised by a meeting of Members.

7. DELEGATIONS BY COMMITTEE MEMBERS

- 7.1 Subject to the authorities delegated to the Branch Committee by the Company, the Committee Members may delegate any of their powers or delegated authorisations to:
 - 7.1.1 a Committee Member;
 - 7.1.2 the Branch Manager;
 - 7.1.3 an ad hoc sub-committee of Committee Members and/or other persons;
 - 7.1.4 a standing sub-committee of Committee Members and/or other persons;
 - 7.1.5 any other person.
- 7.2 A delegation must be in writing.
- 7.3 The Branch Committee may revoke or vary a delegation.
- 7.4 A delegation does not derogate from the powers of the Branch Committee to act in any matter.
- 7.5 A Sub-Committee or other delegate must exercise their powers in accordance with any directions given by the Branch Committee.

8. SUB-COMMITTEES

- 8.1 A delegation to a Sub-Committee may be by way of written terms of reference for that Sub-Committee approved by the Branch Committee.
- 8.2 An Ad Hoc Sub-Committee may only operate for a period up to 12 months as determined by the Branch Committee.
- 8.3 A Standing Sub-Committee will operate until the Branch Committee so determines.
- 8.4 All delegations to Standing Sub-Committees must be reviewed at the first Branch Committee meeting held after July 1 each year.
- 8.5 The Branch Committee may remove and appoint replacement or new members of a Sub-Committee at any time.
- 8.6 The Branch Committee may appoint any person as chairperson of a Sub-Committee.



- 8.7 Rules about proceedings of Branch Committee meetings in the Branch Rules apply to meetings of all Sub-Committees, unless the Branch Committee otherwise determines.
- 8.8 All Sub-Committees must furnish regular reports of their activities to the Branch Committee.
- 8.9 Within 10 days of a sub-committee being established the terms of reference for that sub-committee must be provided to the Secretary.

9. VALIDATION OF ACTS

The acts of the Branch Committee meetings, a Sub-Committee or delegate of the Branch Committee are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.

10. ATTORNEYS AND AGENTS

- 10.1 With the prior approval of the CEO, the Branch Committee may appoint any person to be the attorney or agent of the Branch for any purpose, to exercise any of their powers (including the power to delegate), for any period and on any terms the Branch Committee thinks fit.
- 10.2 The Branch Committee may revoke or vary an appointment made or the powers delegated under this clause 10, and must revoke or vary and appointment if directed by the CEO.
- 10.3 The Branch Committee must notify the secretary of the Company in writing of any revocation of, or variation to, an appointment under this clause 10 within 10 Business Days of that revocation or variation taking effect.



OTHER OBLIGATIONS

11. PARTICIPATION ON BOARDS, COMMITTEES OF OTHER PROFESSIONAL PUBLIC WORKS/ENGINEERING ORGANISATIONS

- 11.1 A Committee Member may concurrently serve on the board, council or committee of another professional public works/engineering organisation. The relevant Committee Member must advise the Branch Committee in writing as soon as is practicable after confirmation of any such appointment.
- 11.2 The Branch Committee must maintain a register containing details of:
 - 11.2.1 appointments of Committee Members under clause 11.1; and
 - 11.2.2 matters on which a Committee Member may have a potential conflict of interest as a result of any appointment on another board, council or committee.

12. SUCCESSION PLANNING

Committee Members and the Branch Manager should consider their role in succession planning. Members within the sphere of influence of a Branch Committee can be encouraged to become involved in discussion groups, that consider diversity in the succession pipeline, including with reference to areas such as experience, expertise, and personal traits (which includes but is not limited to gender, ethnicity, and cultural background).

13. COMMITTEE MEMBERS AS REPRESENTATIVES OF THE BROADER MEMBERSHIP AND AMBASSADORS

As elected representatives from the Membership, each Committee Member has a responsibility to be ambassadors for the Company and to use their sphere of influence to increase and improve the engagement Members have with the Company.

14. CODE OF CONDUCT FOR VOLUNTEERS

- 14.1 As a Committee Member, you are a volunteer. The Company is committed to providing volunteers a safe, enjoyable, and equitable environment in undertaking their role with the Company.
- 14.2 Committee Members' obligations include that they:
 - 14.2.1 always act with integrity toward the Branch, the Company and its Members and must not knowingly misrepresent the views or policies of the Company;
 - 14.2.2 not allow themselves to be involved in any conduct by persons that may, directly or indirectly, affect the honest or impartial exercise of their official functions;
 - 14.2.3 be aware that they are not permitted to take advantage of property or information of the Company or their position with the Company or opportunities arising from these for personal gain; and



- 14.2.4 adhere to the Company's Policy 48 Code of Conduct and Policy 60 Social Media.

15. CONFLICTS OF INTERESTS

- 15.1 Conflicts of interest may arise from time to time. If a conflict arises a Committee Member is required to declare any potential conflicts of interest at the relevant meeting.
- 15.2 A Committee Member who has a potential conflict of interest in a matter that is being considered by the Branch Committee must notify the other members of the nature and extent of the interest and its relationship to the matter being considered by the Branch Committee. Disclosures of interests under this clause must be recorded in the minutes of meetings.
- 15.3 If the Branch Committee determines that the Committee Member has a material conflict of interest in the matter, the Committee Member:
- 15.3.1 must not, unless the Branch Committee determines otherwise:
- (a) be present while the matter is being discussed; or
 - (b) be heard on the matter; and
- 15.3.2 is not entitled to vote on the matter.
- 15.4 A failure to make disclosure under this clause does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

16. GIFTS

In exercising their obligation to act with objectivity, volunteers should not accept any gifts or entertainment, which may expose that Committee Member or their Branch to a potential conflict of interest. As a guide, a Committee Member should report any gift or entertainment with a value greater than AU\$75 offered to them by a third party when undertaking a role or task on behalf of the Company.

17. CONFIDENTIALITY AND PERSONAL INFORMATION

- 17.1 Unless otherwise specified, all Branch Committee papers are confidential. In fulfilling their functions, Committee Members are reminded of their obligations of confidentiality. Information about Members or prospective members is not to be used by Committee Members or third parties for personal use.
- 17.2 Any person who has access to any 'personal or sensitive' information, including a Committee Member or a volunteer, must only use, collect and disclose that information in accordance with the Company's Policy 50 Privacy.



INDEMNITY AND INSURANCE

18. INDEMNITY

- 18.1 The Company must indemnify each person who is or has been a Committee Member against:
 - 18.1.1 any liability (except for legal costs) incurred by that person as an Committee Member; and
 - 18.1.2 reasonable legal costs incurred in defending an action for a liability by that person as a Committee Member.
- 18.2 The Company need not indemnify a person under this clause in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 18.3 Where a person seeks to rely on the indemnity contained in this clause, that person must:
 - 18.3.1 immediately notify the Company of any claim which gives rise to or could give rise to a liability of the Company to that person under the indemnity;
 - 18.3.2 permit the Company to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
 - 18.3.3 not make any admission without the prior written consent of the Company;
 - 18.3.4 promptly render all reasonable assurance and co-operation to the Company as requested by the Company.



BUDGET, FINANCE AND STRATEGIC PLAN

19. STRATEGIC AND OPERATIONAL PLAN

19.1 Strategic and Operational Plan

The Branch Committee must prepare and submit to the CEO for approval a Strategic and Operational Plan for the following financial year no later than 1 May in each year.

19.2 Approval of the Strategic and Operational Plan

19.2.1 The CEO may, on receipt of a Strategic and Operational Plan:

- (a) approve the Strategic and Operational Plan; or
- (b) require a meeting with the Branch Committee with a view to refining the terms of the Strategic and Operational Plan.

19.2.2 The Branch Committee and the CEO must work together to refine the Strategic and Operational Plan until it is in a form that is acceptable to both parties.

19.2.3 The parties agree that in the discussion/negotiation of the Strategic and Operational Plan they will be fair, reasonable and accurate and each party must use its best endeavours to deal with any request for further information or clarification as promptly as possible.

19.2.4 On final approval or confirmation of the Strategic and Operational Plan, it becomes the Annual Strategic and Operational Plan.

19.2.5 If the parties are unable to agree on a proposed Strategic and Operational Plan prior to the commencement of the financial year to which it relates, the CEO is deemed to have approved a Strategic and Operational Plan at the level of the most recent Annual Strategic and Operational Plan, adjusted for inflation.

20. REPORTING

20.1 The Branch Manager must provide the CEO with a quarterly report containing management accounts and a report of the Branch's activities and performance during the relevant quarter. The Branch Committee must use reasonable endeavours to assist the Branch Manager to provide each report within one month of the end of each calendar quarter.

20.2 If requested by the CEO, within five months of the end of each financial year, the Branch Committee must provide the CEO with an annual report that provides a consolidated report of the Branch's performance during the preceding 12 months.

21. FINANCE

21.1 Subject to clause 21.2:

21.1.1 the Branch will not operate its own accounts;



- 21.1.2 all monies received or debts incurred are those of the Company; and
- 21.1.3 the Branch Management will be authorised to carry out the day-to-day financial activities of the Branch in accordance with, and subject to any limitations within, the financial delegations determined by the Directors from time to time.
- 21.2 Notwithstanding clause 21.1:
 - 21.2.1 the Sum must be deposited into and held in a separate bank under the control of the Branch Committee;
 - 21.2.2 any transactions in respect of that bank account may be approved in any manner as is determined by the Branch Committee from time to time; and
 - 21.2.3 the Company must not take any steps to remove the right of the Branch Committee to access and control that bank account.



AMENDMENT

22. AMENDMENT OF GUIDELINES

The Branch Committee and the Directors may modify these guidelines, or a provision of these guidelines, by agreement in writing.