

**PROJECT FOR TRANSITION OF IPEd AND MEMBER
SOCIETIES TO IPEd DIRECT MEMBERSHIP**

**Legal & Governance team:
White paper to society members –
IPEd by-laws**

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White paper overview: IPEd Transition by-laws

This set of IPEd Transition by-laws, established under the IPEd Transition constitution, defines the rules governing the operation of branches, sub-branches and special interest groups. These operating units of IPEd, as a direct membership organisation, may be formed by the IPEd Council according to the constitution.

The by-laws may be altered by resolution in an IPEd General Meeting.

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A. Interpretation

- a. The definitions and interpretations contained in IPEd's Constitution apply to these By-laws, except where the term is specific to the national body.
- b. In the event of an interpretation of any By-law rule that conflicts with the Constitution, the Constitution rule or rules shall apply.
- c. These By-laws may be amended from time to time by an ordinary resolution at an IPEd General Meeting.

B. Branch by-laws

1. Nomenclature and boundaries

Each Branch will be known:

- a. by the name 'Institute of Professional Editors' followed by the region name in brackets, or
- b. optionally, by the name of its predecessor society.

2. Role

The primary role of the Branches is to assist IPEd to achieve its Purposes for the Members of a particular region, through providing support and services to Branch Members and representing their views and interests.

3. Responsibilities of Branch Committees

- a. The purpose of each Branch Committee is to:
 - (i) plan and oversee a program of activities and prepare an annual budget that meets the needs of Branch Members
 - (ii) further the purposes of IPEd
 - (iii) provide the IPEd Council with advice on local policy issues and IPEd services
 - (iv) advocate for IPEd within a Branch's region.

These functions have been delegated by the IPEd Council to Branch Committees as Committees of the IPEd Council, and key components of IPEd's governance structure.

- b. Each Branch Committee shall provide reports to the Council, in accordance with the Council's meeting timetable.

4. External representation

- a. Each Branch is responsible for representing IPEd on matters affecting the editing profession within a particular region, subject to IPEd's external representation policy.
- b. A Branch's responsibility for external representation is subject to the restriction in By-law 6 as well as any directions from the Council.
- c. Only the IPEd Council, the Executive Officer (EO) or delegates of the IPEd Council may advocate for and represent IPEd on a national level.

5. Exclusions and restrictions

- a. A Branch will not have authority, power or responsibility in respect of any of the following matters, unless under standing delegation from the Council or with the express approval of the Council:
 - (i) removing or suspending any Member of IPEd

- (ii) in situations where such representations or submissions are inconsistent with any of IPEd's position statements or policies, making representations or submissions to government (federal, state or territory, or local), government departments or instrumentalities, the media, or other agencies external to IPEd in relation to existing or proposed legislation, regulations or policies governing the conduct of editing;
 - (iii) entering into contracts or other legally binding agreements with any party except in accordance with the IPEd Delegated Financial Authority Policy
 - (iv) seeking legal advice on any IPEd matter without the approval of the IPEd Council
 - (v) any other matters determined by the Council from time to time.
- b. Where a Branch Committee forms a view that a Member should be removed or suspended from membership, the Branch Committee shall refer the matter to the Council for determination by the Council in accordance with the Constitution.

6. Branch membership

- a. The assignment of Members to Branches is defined in the Constitution.
- b. Membership of a Branch does not preclude Members from participating in the activities of other Branches, such as seminars, conferences, training programs or any other activity, but a Member will not be eligible to vote at another Branch's meetings and is not eligible to be elected onto any other Branch's Committee.
- c. In all other respects, the provisions of IPEd's Constitution shall apply to membership Classifications and Categories, and the rights and obligations of Members.

7. Members' information

- a. Each Branch Committee will have access to the IPEd records of Members who reside or work in the region for which the Branch is responsible, or of Members who have nominated to participate in that Branch.
- b. Members' details must not be circulated to any agency external to IPEd without the prior approval of the Member and of the Council in accordance with IPEd's privacy policy.

8. Branch committee powers

- a. A Branch Committee shall be elected by the Branch Members who are eligible to vote, in accordance with By-law B.10.
- b. The Branch Committee shall ensure that the Branch:
 - (i) operates in accordance with the Constitution, the By-laws and Code of Ethics and any direction of the Council
 - (ii) promotes the Purposes of IPEd within the Branch's region
 - (iii) exercises such powers of the Council as the Council may delegate to the Branch Committee.
- c. A Branch Committee will, subject to the Constitution, be entitled to appoint one of its Members to be a Councillor on the IPEd Council. It is also entitled to nominate a Member as an Alternate Councillor, and a Member as the Branch's Accreditation Board Delegate.

9. Branch Committee size and composition

Each Branch may determine the appropriate number of Branch Committee members. The minimum size will be the number of Committee members needed to comfortably manage the branch's operations.

10. Branch Committee elections

- a. A Branch Committee must ensure that each election is conducted in accordance with these By-laws and the timetable in the IPEd General Meeting Policy.
- b. The Committee shall appoint a returning officer who shall call, by written notice to all eligible Members, for nominations for election to the Branch Committee. All nominations must be received by the returning officer by the date determined by the Committee such that there is time to give notice of the nominees to Branch members and distribute the ballot paper and proxy forms.
- c. Financial Voting Members are eligible to be nominated for election to the Branch Committee. Provided that a majority of the Branch Committee are Voting Members, the Branch Committee may invite financial Non-voting members to join the Committee.
- d. If the number of nominations for Branch Committee membership is such that a ballot is unnecessary, the Members so nominated shall be declared at the Branch Annual General Meeting to have been elected unopposed.
- e. If the number of nominations for Branch Committee exceeds the number of vacancies, the returning officer shall conduct an election.
- f. Where an election for vacancies on a Branch Committee is required, the returning officer shall provide to each Member eligible to vote the names of each nominee and a proxy form, to be executed and used according to the Constitution.
- g. The voting in the election may be done by means determined by the Committee or in person at a Branch general meeting in accordance with the Constitution.
- h. Members will be given 14 days within which to cast their votes if by post or electronic means from the date on which the election was declared open for voting and any votes received after this period shall be invalid and shall not be counted.
- i. The returning officer shall conduct, or shall ensure the conduct, of a count of all votes that have been received in accordance with By-law B.10h and at the Branch General Meeting.
- j. The returning officer shall declare the number of nominees with the highest numbers of votes, corresponding to the number of vacancies, elected to the positions available on the Branch Committee at the Branch Annual General Meeting.

11. Branch Committee term of office

- a. The Branch Committee members holding office on the date that these By-laws are adopted by IPEd continue in office until the next Branch Annual General Meeting and retire at that meeting, but otherwise continue on the terms and conditions set out in these By-laws.
- b. Elected members of a Branch Committee take office from the date of the Branch AGM for a term of one year.
- c. All members of a Branch Committee are eligible to stand for re-election at the end of their term, but the President may not hold office for more than three consecutive terms.
- d. A position on a Branch Committee immediately becomes vacant if a member:
 - (i) ceases to be attached to the Branch, or
 - (ii) is absent from three consecutive meetings of the Branch Committee without reasonable excuse or the prior consent of the Branch Committee, or
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health, or
 - (iv) resigns by notice in writing to the Branch President, or
 - (v) is removed by a resolution of the Branch Committee in accordance with By-law B.13.

- e. Where a vacancy occurs on a Branch Committee for any reason as defined in B.11d, the Branch Committee shall appoint an eligible Member to fill the position for the remainder of the term of the vacating person by:
 - (i) inviting expressions of interest from interested Members; and
 - (ii) electing the new Branch Committee member from among those who submit an expression of interest.

12. Branch office bearers

- a. The elected Branch Committee members shall elect one of their number as Branch President, and allocate other Committee roles and responsibilities among themselves by agreement or vote.
- b. Each Branch Committee is entitled to appoint an IPEd Councillor, an Alternate Councillor and an Accreditation Board Delegate, and these officers shall be ex officio voting members of the Branch Committee.
- c. Committee members may hold more than one office.
- d. The duties of a Branch President are to:
 - (i) oversee the conduct of meetings of the Branch
 - (ii) preside as chair at general meetings of the Branch and of the Branch Committee
 - (iii) advocate on behalf of IPEd in the region
 - (iv) ensure reports are completed for the IPEd Council on behalf of the Branch Committee and in accordance with the IPEd Meeting Calendar
 - (v) ensure a process whereby the Branch Committee receives full and appropriate information regarding Council directions determined at Council meetings.

13. Removal of Branch office bearers and Branch Committee members

- a. The Branch Committee may:
 - (i) by a resolution approved by of 75% of the Branch Committee, rounded down to the nearest next integer
 - (iii) suspend or remove from office any member of the Branch Committee for conduct or action which is determined by the Branch Committee to be prejudicial to the general interests of IPEd, the Branch, its Members or of the editing profession, so as to render it undesirable in the opinion of the Branch Committee that such person continue to hold office.

14. Sub-committees

- a. A Branch Committee may appoint such sub-committees and working parties as it considers necessary.
- b. The terms of reference and tenure of sub-committees and working parties shall be determined by the Branch Committee.
- c. Sub-committees and working parties shall carry out their responsibilities under the supervision of the Branch Committee, keep adequate records of their proceedings, and submit written reports as required.
- d. Financial Members of all categories are eligible to serve on sub-committees.
- e. Sub-committee chairpersons who are not members of a Branch Committee may attend Branch Committee meetings by invitation of the Branch President or by a resolution of the Branch Committee to that effect, but are not eligible to vote at the Branch Committee meeting.

15. Financial operation of branches

- a. National Office collects membership and other subscriptions and all Branch activity

income and makes all expense payments, manages the IPEd bank accounts and provides accounting for all Branches and IPEd overall.

- b. Each Branch Committee shall prepare an annual operating budget covering all Branch activities, including those for Branch Committee expenses, and income and expenses for Branch and sub-branch events and professional development activities. The budget will be submitted to the National Office according to the timetable in the IPEd Budget Policy.
- c. The National Office will incorporate the submitted Branch budgets in the overall IPEd budget, and present the overall IPEd budget to Council.
- d. The Council will approve a budget for each Branch to enable it to conduct its activities and operations, with appropriate allocation of national subsidies.
- e. The Branch Committee will approve expense commitments in accordance with the Branch budget and the IPEd Delegated Financial Authority policy limits, referring items above their limits to the National Office.
- f. All Branch purchase invoices and expense claims must be approved by two nominated Branch Committee members, and then forwarded by email to the Finance Officer in the National Office.
- g. The National Office will ensure that each Branch receives regular financial reports, including budget-actual reports.
- h. The Branch Committees are responsible for ensuring that Branch and sub-branch activities are carried out in accordance with the Delegated Financial Authority Policy and the Branch operating budgets approved by the Council.

16. Branch general meetings

- a. Each Branch shall hold a Branch Annual General Meeting (AGM) according to the timetable defined in the IPEd Meeting Calendar.
- b. The business of the Branch AGM shall include Branch Committee reports, the declaration of the results of the Branch Committee election, the nomination, if required, of an IPEd Councillor, an Alternate Councillor and an Accreditation Board Delegate, and the presentation of the branch activity program and budget for the current financial year.
- c. Additional General Meetings of a Branch will be held as determined by the Branch Committee or as requested by the Members of that Branch. A Branch General Meeting is a meeting with a formal agenda of business requiring approval or decisions by Members.
- d. A quorum is required for the passing of any resolutions at general meetings. The quorum for any Branch general meeting will be either 20 financial Voting Members of that Branch or 10% of the financial Voting Members of that Branch, whichever number is the lesser.
- e. Ordinary resolutions and questions arising and considered at Branch General Meetings will be decided by a majority of votes.
- f. A general meeting may be requested by Members and shall be called within 60 days of the receipt by a Branch Committee of a request signed by at least 20 financial Voting Members or 10% of the financial Voting Members attached to the Branch, whichever number is the lesser.

17. Minutes of general meetings

- a. The Branch Committee must ensure that minutes are taken and kept of each General Meeting.
- b. The minutes must record the business considered at the meeting, any resolution on which a vote is taken, the mover and seconder of that resolution and the result of the vote.

- c. In addition, the minutes of each Annual General Meeting must include:
 - (i) the names of the Members attending the meeting
 - (ii) any proxy forms received
 - (iii) the results of the Branch Committee election
 - (iii) the Branch Committee reports submitted to the Members
 - (iv) any nominations of an IPEd Councillor, Alternate Councillor and Accreditation Board Delegate.

18. Branch Committee meetings

- g. Each Branch Committee at its first meeting after the Branch AGM each year will determine the number and frequency of its meetings for the ensuing 12 months. The number of meetings scheduled each year should not be fewer than six.
- h. Extra meetings of a Branch Committee may be convened by the Branch President or by request in writing of no less than one-third (rounded up to the next integer if one-third is not a whole number) of the members of the Branch Committee.
- i. A quorum for a meeting of a Branch Committee will be a majority of the members rounded up to the next integer if necessary. Proxies are not permitted.
- j. Resolutions and questions arising and considered at the meeting will be decided by a majority of votes.
- k. Each elected member of a Branch Committee will have a deliberative vote. In the event of an equality of votes, the chair will have a casting vote in addition to his or her deliberative vote.
- l. The approved minutes of each meeting of each Branch Committee must be forwarded to the National Office within 28 days of the meeting at which they were approved.

19. Committee members' interests

Rule 14 of the Constitution applies to Branch Committee members.

20. Sub-branches

- a. A Branch Committee or a number of Branch Members may propose that a Sub-branch be formed to serve a number of Members who reside in a geographic region sufficiently remote from the location of normal Branch activities to restrict the participation of those Members in the Branch activities.
- b. The Council may by resolution establish policies concerning the formation, operation, merging and termination of Sub-branches.
- c. The Branch Committee will consider a proposal for formation of a Sub-branch and submit it to the Council with a recommendation for or against such formation. Factors to be considered by the Branch Committee and Council will include but not be limited to the number of Members who would participate in the Sub-branch, and the distance from the location of the normal Branch activities.
- d. The purpose of a Sub-branch is to arrange meetings and other activities for its Members. The Members of the Sub-branch will elect one or more Coordinators to plan and organise activities, and provide an activity plan to the parent Branch for funding approval.
- e. The parent Branch will incorporate the Sub-branch activities in the Branch budget.
- f. Sub-branch Coordinators will liaise with the parent Branch Committee to arrange any event that involves Branch or other external resources, and to arrange payment of budgeted expenses.
- g. Sub-branch Coordinators shall report on Sub-branch activities to the parent Branch Committee as required by Branch policy.

C. Special Interest Groups

- a. A group of Members, from one or several Branches, may propose that a national Special Interest Group be formed to serve Members who share a special interest, for example a particular editing discipline or the editing of a particular type of writing.
- b. The Council may by resolution establish policies concerning the formation, operation, merging and termination of Special Interest Groups.
- c. The Council will consider a proposal for the formation of a Special Interest Group. Factors to be considered by the Council will include but not be limited to the number of Members who would participate in the Special Interest Group, and the extent to which the special interest is not addressed by Branch activities.
- d. If approved by Council, the purpose of a Special Interest Group is to arrange meetings and other activities for its Members. The Members of the Group will elect one or more Coordinators to plan and organise activities, and provide an activity plan to the National Office for funding approval.
- e. The National Office will incorporate approved Special Interest Group budgets in the IPEd budget for approval by Council.
- f. Special Interest Group Coordinators will liaise with the National Office to arrange any event that involves external resources, and to arrange payment of budgeted expenses.
- g. Special Interest Group Coordinators will report on Group activities to the Council as required by policy.