

VIC GOVERNANCE GUIDELINES

What is this about?

This is about documenting Vic Branch governance processes in order to make life easier for current and future Committee members.

Governance (never boring!) should be a solid foundation and flexible framework for conducting our activities now and into the future.

Why do we need this?

We in Vic Branch enjoy a fair degree of autonomy in conducting our activities, and our goals are consistent with that of the national association. There are some things we *shall* or *must* do – we are mandated and have no choice. Some things we *may* or *can* do – we have discretion and choose our own path. We also have good knowledge, experience and resources from how we have historically conducted ourselves.

We need this document to:

- Refresh us on AEVA's constitution specifically related to Branches (not national Board or Director)
 - Identify where we choose to go above and beyond our Constitution, or define our own path in areas where we have discretion
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Where do we get more info?

Our starting point is AEVA Constitution. More governance information is available from AEVA website. There is an excellent *jargon free (Word) version of the constitution*, as well as the *Constitution* document itself plus the very useful *Code of Conduct*.

Screen shots are shown on page 2.

How is this document structured?

This document is structured to outline:

1. Guidelines – branch relevant clauses directly copied from Constitution
 2. Gaps – these are good areas, since they allow us autonomy and discretion. A gap could be things not defined or specified, opportunities to clarify, or areas where we can choose our own path.
 3. Going forward – points for how we constructively use the gap, and document and strengthen Vic activities for now and in the future. All points were unanimously Committee approved on 27/3/2024.
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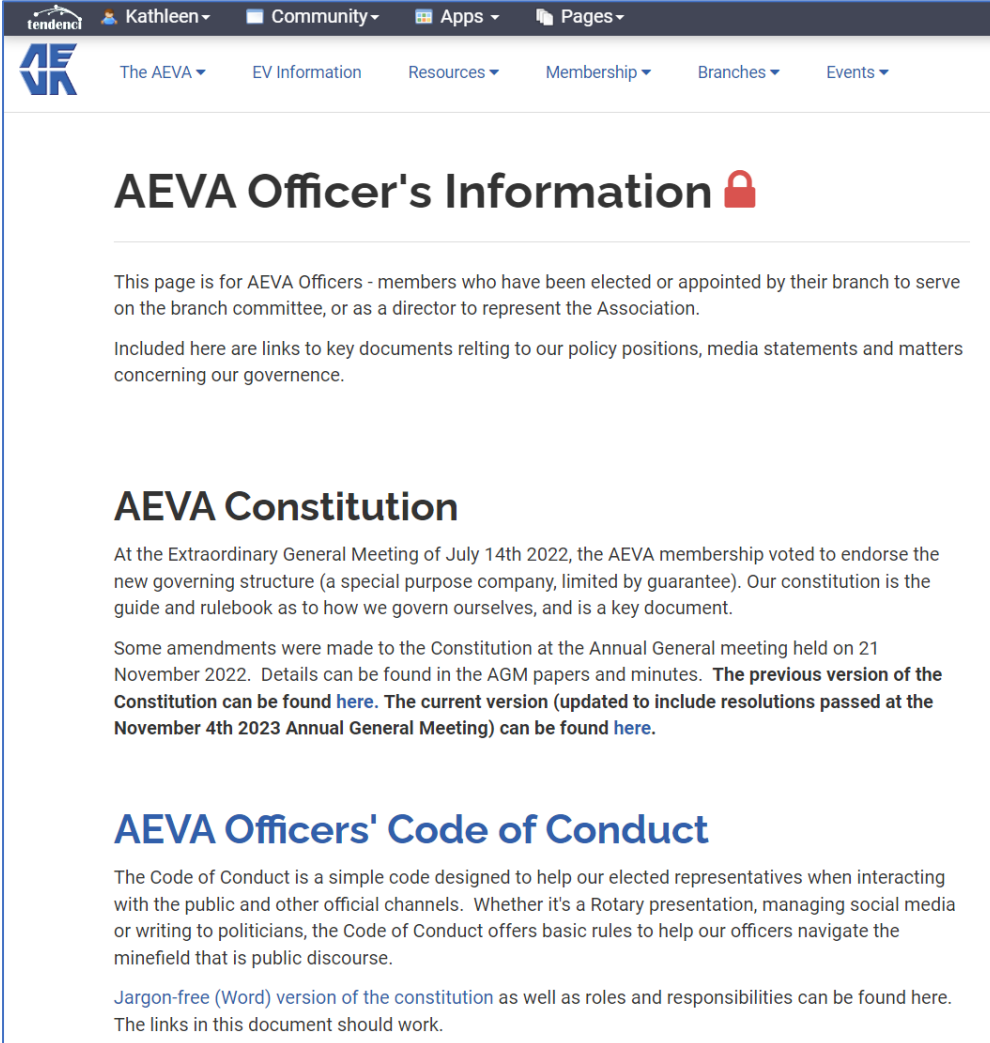
What next? When?

These Vic Governance Guidelines are available to all current and future AEVA members on Vic website homepage.

As the AEVA Constitution is improved every annual general meeting (AGM), this document should also be regularly reviewed and re-approved to capture any major changes and assist with continuous improvement.

SCREEN SHOTS FOR MORE INFORMATION

AEVA members must be logged in to website to view this page <https://www.aeva.asn.au/aeva-officers-information/>



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The AEVA EV Information Resources Membership Branches Events

AEVA Officer's Information

This page is for AEVA Officers - members who have been elected or appointed by their branch to serve on the branch committee, or as a director to represent the Association.

Included here are links to key documents relating to our policy positions, media statements and matters concerning our governance.

AEVA Constitution

At the Extraordinary General Meeting of July 14th 2022, the AEVA membership voted to endorse the new governing structure (a special purpose company, limited by guarantee). Our constitution is the guide and rulebook as to how we govern ourselves, and is a key document.

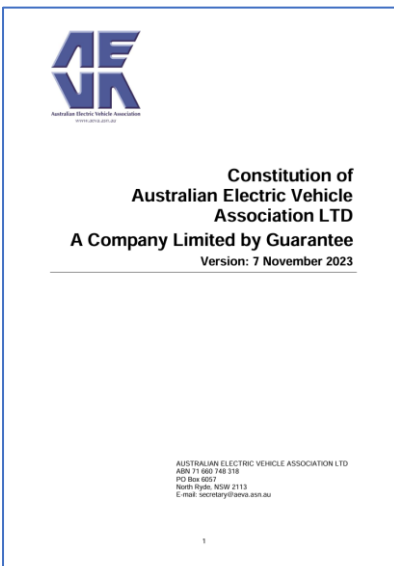
Some amendments were made to the Constitution at the Annual General meeting held on 21 November 2022. Details can be found in the AGM papers and minutes. **The previous version of the Constitution can be found [here](#). The current version (updated to include resolutions passed at the November 4th 2023 Annual General Meeting) can be found [here](#).**


AEVA Officers' Code of Conduct

The Code of Conduct is a simple code designed to help our elected representatives when interacting with the public and other official channels. Whether it's a Rotary presentation, managing social media or writing to politicians, the Code of Conduct offers basic rules to help our officers navigate the minefield that is public discourse.

Jargon-free (Word) version of the constitution as well as roles and responsibilities can be found here. The links in this document should work.

All Guideline extracts that follow are directly copied from current (7 Nov 2023) Constitution:




Australian Electric Vehicle Association
www.aeva.asn.au

**Constitution of
Australian Electric Vehicle
Association LTD
A Company Limited by Guarantee**
Version: 7 November 2023

AUSTRALIAN ELECTRIC VEHICLE ASSOCIATION LTD
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North Ryde, NSW 2113
E-mail: secretary@aeva.asn.au

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GUIDELINES, GAPS & GOING FORWARD

GUIDELINE #1

Page 26 Clause 18.1

18. BRANCH COMMITTEES AND BRANCH ELECTION OF DIRECTORS

18.1 Members of the Branch Committee

- (a) The members of each Branch must elect a Branch Committee. A Branch Committee shall comprise:
 - (i) a Branch Chair
 - (ii) a Treasurer
 - (iii) a Secretary
 - (iv) a Director
 - (v) optionally, one or more General Committee Members.
- (b) The Branch will decide, by resolution at each Annual General Meeting, the number of positions which will comprise the Branch Committee. The number must be at least four, unless the Director also occupies the position of Branch Chair, Treasurer or Secretary, in which case it must be at least three.
- (c) At any time during the year following the Annual General Meeting, the Branch Committee may co-opt up to two additional General Committee Members.
- (d) The Director is appointed for a three year term. The Branch Chair, Treasurer, Secretary and General Committee Members are appointed for a term that expires at the next Annual General Meeting following their election (or co-option). A Branch Committee Member appointed pursuant to clause 13.2 of this Constitution shall hold office until the close of the first Annual General Meeting following their appointment. Branch committee members remain eligible for re-election for further terms.
- (e) The Director must meet the requirements set out on clause 13.2, and must represent the views of the Branch Committee at meetings of the Board. The Board may reject an elected Director, in which case the Branch Committee must organise an election for a replacement Director.

GAP #1

No requirement is specified for a Branch Vice-Chair. Vic Branch have historically included role of Vice-Chair as an executive role, in addition to the above office bearer roles.

Vic Branch have historically conducted activities assuming Director role is included within the executive team as an office bearer.

No guidelines are given regarding the purposes or description of executive or office bearer roles. There appears discretion to define and appoint other executive roles if the Committee finds them to add value to the Branch.

GOING FORWARD #1 – approved

- a. Vic Branch consider the roles listed in the Constitution to be the only 'office bearer' roles. Vic Branch define the executive team to consist of office bearers plus other positions if needed. Vic Branch shall include the role of Vice-Chair as part of the executive team.
- b. Vic Branch shall use the available discretion to decide the number and nature of positions within the Committee, and define other executive roles if they can add value to the Branch.
- c. A new executive role of Technical Advisor will be positioned as of April 2024. This role may be dissolved if circumstances change over time and the role no longer adds value.
- d. All volunteers occupying executive and office bearer roles must be an Ordinary Financial Members of Vic Branch, plus a current member of General Committee and nominate prior to Vic Branch AGM.

18.2 Election of Branch Committee Members

- (a) A Member is eligible to be elected or appointed as Branch Chair, Treasurer or Director if the Member is:
- (i) 18 years or over; and
 - (ii) currently entitled to vote at a General Meeting.
- (b) A Member is eligible to be elected or appointed as Secretary or General Committee Member if the Member is:
- (i) 16 years or over; and

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Constitution

- (ii) currently entitled to vote at a General Meeting.
- (c) The election of Branch Committee Members pursuant to clause 18.1 shall take place in the following manner:
- (i) the election shall take place at the Annual General Meeting of the Branch or, where a casual vacancy is being filled, by a Special General Meeting to which at least 21 days notice has been given;
 - (ii) the Annual General Meeting may be held at a time decided by the Branch Committee, provided it is not earlier than 1 July and not later than 30 September in any year;
 - (iii) any Member may nominate another Member or a Representative of a Member that is not a natural person for election as a Branch Committee Member;
 - (iv) the nominations for Director must be made in writing as prescribed in clause 13.2;
 - (v) for other Branch Committee positions, the nominations may be made orally at the meeting;
 - (vi) once nominations are declared at the meeting, the Chairperson shall appoint a Returning Officer, being a Member that has not been nominated for any position;
 - (vii) for each position set out in clause 18.1, if there are more nominees than positions to be filled, the Returning Officer shall conduct an election using a procedure agreed to by the meeting;
 - (viii) the Returning Officer shall ensure that only Ordinary Financial Members that are part of the Branch participate in the vote;
 - (ix) the Returning Officer shall declare the results of each election, upon which the newly elected Chairperson will preside over the meeting.
 - (x) within seven days, each elected Branch Committee Member shall sign the AEVA code of conduct form enclosed in Annexure B, and return the signed form to the Branch Secretary.

GAP #2

No strict requirements are defined for nominations (excluding minimum age and need to be a member). Wide discretion is given, in that nominations may (or may NOT) be made orally at the Branch AGM. Discretion appears to be given in that the Committee *may* have the right to refuse nominations based on Committee concerns at the time. This right has never been used. Vic Branch have historically accepted all and any nominations and aim to be an inclusive and welcoming team.

No requirements are specified (excluding Director) for nominating in writing prior to AGM. Vic Branch have historically conducted nominations in writing prior to AGM for all General Committee, office bearers and executive roles.

No election or voting criteria are defined for the situation in which there may be more nominees than positions to be filled. Vic Branch have historically experienced one election only. On this occasion each nominee was given equal time and opportunity to present to voters.

GOING FORWARD #2 – approved

- a. Vic Branch shall maximise transparency, fairness and good-faith towards all nominees. Vic Branch requires all nominations for Director, office bearer, executive, plus General Committee roles to be submitted in writing prior to AGM. Nomination forms will be provided.
- b. Vic Branch Committee aim to operate as an inclusive and welcoming team.
- c. Nominees must nominate for General Committee in addition to any other role they wish. All nominations will be made public prior to AGM. Any additional nominations for General Committee may be made orally at the meeting.
- d. If an election is required, nominees and voters should be made aware of selection criteria prior to voting. Selection criteria could consider previous experience, performance, skills, future value add potential, or other factors deemed relevant at the time.
- e. Any people nominating for General Committee after AGM may (or may NOT) be co-opted as per Clause 18.1(c). A General Committee vote must be conducted to co-opt any new members.

18.3 Meetings of the Branch Committee

- (a) The Branch Committees must meet at least four times in each year at the dates, times and places determined by the Branch Committee, and must hold an Annual General Meeting between 1 July and 30 September each year.
- (b) Any votes by the Branch Committee must be passed by majority resolution of the Branch Committee Members voting for that resolution.

18.4 Decisions of Branch Committees

Each Branch Committee must not make any decisions in relation to its Branch in respect of those matters which are reserved for the Company under this clause. The reserved matters are as set out in the Company's AEVA's policies as amended from time to time.

GAP #3

No clear definitions are provided as to what constitutes a Branch Committee meeting. There is nothing prescriptive about:

- the method by which Branch Committees can meet or vote (e.g. in person, via email, via Discord, via phone, via Zoom),
- quorum for a Branch Committee meeting,
- if Director role plus all office bearer roles of Chair, Treasurer and Secretary, plus executive roles of Vice-Chair and Technical Advisor need to be present in a meeting, or
- if Branch Committee meetings need to be documented.

No clear guidelines or limits are provided as to what Branch Committees can or cannot make decisions about, and what are reserved matters. Reserved matters have not been communicated to Branches as part of internal Company AEVA policies.

GOING FORWARD #3 – approved

Vic Branch shall:

- a) Define a Branch Committee meeting and/or vote to be a 'discrete set of communications to all Committee members with a scope and format that is practical for the specific context of operations at the time'. This could mean meet/vote in person, via email, via Discord, via phone, or via Zoom, or other formats if found to be more suitable for that context.
- b) Define a quorum for a Branch Committee meeting as a minimum of:
 - 2 office bearer roles (from Chair, Treasurer, Secretary, Director) plus
 - 1 executive role (from Vice-Chair, Technical Advisor or other position if defined) plus
 - 1 or more of General Committee members.

All Branch Committee members will be provided with fair access and transparent opportunity to input to meeting/vote whether or not they are present at the time.

- c) Document key outcomes and decisions from Branch meetings in the form of written minutes or emails, and share with all Committee members for action and information.
- d) Make decisions about matters that directly affect Branch operations, and seek clarification if needed from national Company for matters that may be considered to be reserved.

18.5 Functions of Branch Committees**(a) A Branch Committee must:**

- (i) submit to the Board an outline of the major activities planned by the Branch to ensure that these do not clash in time or purpose with the activities of other Branches;
- (ii) submit to the Board a budget for the current financial year for approval, in order for the branch distributions to be determined; and
- (iii) advise the Board of the result of branch elections and appointments.

(b) A Branch Committee may:

- (i) subject to the terms of this Constitution, carry into effect all or any of the objects of the Company insofar as they can be carried out by a single Branch and may exercise all such powers of the Company, and do all such acts and things as may be exercised or done by a single Branch of the Company and are not by this Constitution expressly directed or required to be exercised or done by a General Meeting of the Branch or by the Board;
- (ii) advise or act on matters particular to the geographical region of the Branch, being a State or Territory or other local region;
- (iii) submit to the Board any recommendations upon matters of general policy for its consideration either directly or through its elected Director and Branch Committee Members; and
- (iv) authorise payments from branch funds to support the activities of the Branch.

18.6 Casual vacancies on Branch Committees

- (a) Subject to Clause 18.6(b), a Branch Committee may appoint any member of the Branch to fill a casual vacancy on the Branch Committee or as an addition to the Committee
- (b) If the position of Branch Chair becomes vacant more than 90 days prior to the date of the Branch Annual General Meeting, a Special General Meeting shall be called to fill the position of Branch Chair.

GAP #4

No clear definitions are provided for how and who can authorise payments from branch funds to support the activities of the Branch. There is nothing prescriptive about:

- Which positions can authorise or enable spending
- The minimum number of signatures needed to sign off payments
- The approval process for spending monies
- The approval process for re-imburement

GOING FORWARD #4 – reconfirmed (as minuted 7th June 2023)

Vic Branch shall operate with a principle of 'trust and transparency'. The intent is to use a process for Branch spending approval that is sufficiently rigorous without being overly onerous, that protects individual volunteers as well as protects Branch funds. The intent is for bank transactions to be made visible and for the Committee to have oversight.

Vic Branch has resolved that any 2 executive office bearer roles of Chair, Vice-Chair, Treasurer and Secretary have the authority to approve Branch spending up to the value of \$500 between Branch meetings and report that spend at the next meeting for transparency. Any two executive office bearer roles that are bank signatories who did NOT initiate that spend have authority to sign off that spend.

Vic Branch Committee (9 out of 12 in attendance) approved this document 27/3/24 by unanimous vote