



Arboriculture **Australia**[™]

**The Board of Directors,
Member Advisory &
Committee's
Handbook**

Director & Committee's Handbook

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2 INTRODUCTION

Arboriculture Australia Ltd is the peak national organisation promoting and representing Tree workers, Arborists, Professional Tree Management, Urban Forestry and Utility and Vegetation Management throughout Australia and the Asia Pacific region.

Arboriculture Australia Ltd is a not-for-profit Company and has statutory requirements and obligations under the *Corporations Act 2001*

This document is designed to:

- Assist potential Directors, Member Advisory Committee & Committee Chairs (**to be known as the Executive Committee**) on their commitment and obligations;
- Assist Members in committee roles and functions;
- Provide a reference for existing and potential Executive Committee and Committee, and
- Demonstrate how the organisation operates.

2.1 PROFESSIONAL CODE OF CONDUCT

Applies to all Directors, Advisors, and Committee Chairs

- Show commitment to the organisation;
- Show respect for other Executive Committee members by not undermining others and by supporting decisions made by the Board, even if they disagree with the decision made;
- Maintain confidentiality - Executive Committee shall consider all communications between themselves to be confidential unless otherwise noted;
- Will conduct themselves in a respectful manner at meetings, be considerate of other attendees and refrain from engaging in any conduct that brings discredit upon the organisation;
- Do not speak on behalf of the association and or the Board of Directors unless authorised to do so;
- Do not interfere with the management of the organisation;
- Attend meetings regularly, listen carefully and participate in discussions;
- Read all required material prior to attending meetings and ask questions if unsure of information provided or its accuracy;
- Contact meeting chair, Chair or meeting administrator if unable to attend a board meeting prior to the meeting, or as soon as practicable after the meeting. An Executive Committee member that is absent from three consecutive board meetings, without the consent of the Board, may be removed from office;
- Volunteers for tasks, including committees, conferences and workshops and be prepared to take a leadership role;
- Act with integrity at all times;
- Declare all conflicts of interest; and,
- Develop skills and knowledge related to Board business.

At no time shall a current or former Executive Committee member of Arboriculture Australia Limited make reference to their position as an Executive Committee member, or any other elected position, on any document that is not related to company business.

Reference shall not be included on listed company or personal business cards, websites, email footers or letters. If representing Arboriculture Australia, no reference to personal business can be made. The only time an Executive Committee member may state their position is in a resume, biography that is for a professional speaking event or if applying for another not for profit director or committee position.

Executive Committee members are responsible for safeguarding proprietary and confidential information. As a general rule, any matters not publicised by Arboriculture Australia should be viewed as confidential. An Executive Committee member should never give confidential business, member or company information to people outside of the association.

An Executive Committee member shall not, either during or after their time on the Board of Arboriculture Australia, without the prior consent of the Arboriculture Australia directly or indirectly, divulge to any person or use the confidential information for his/her own, or another's, benefit.

3 DIRECTORS

3.1 CURRENT DIRECTORS

The Board of Directors consists of six (6) Directors; however, vacancies may occur from time to time. Please consult the current Director's list via the website.

3.2 OFFICE BEARERS

The following office bearer positions are appointed by the Board at the first Board meeting following the Annual General Meeting.

- Chair
- Deputy Chair
- Secretary
- Treasurer

3.3 ELIGIBILITY

All Directors holding office in the company must:

- Be voting members of the company and have been a member of the company for at least the two calendar years prior to the year in which they are nominated;
- Reside in Australia;
- Be a member in good standing of the company; and,
- Have demonstrated values of honesty, integrity and commitment to the goals of the company.

3.3.1 DESIRED ATTRIBUTES OF A DIRECTOR

- Strong communication skills
- Industry expertise and background knowledge
- A strategic thinker
- Prepared to commit to their given role
- Integrity and credibility
- Financial knowledge
- Sound working knowledge of the association's goals and activities
- International awareness
- Ability to act in a diplomatic manner
- Ability to meet commitments
- Reliable internet access and ability to communicate effectively by email
- Ability to compose and edit basic word and excel documents

3.4 TENURE

Directors are elected for staggered three-year terms, with two Directors to be elected at each Annual General Meeting.

3.5 TIME COMMITMENT

A minimum commitment of four hours per week is required for all positions on the Board of Directors. The anticipated hours per week commitment required for the Chair and Vice Chair is eight hours per week.

3.6 MEETINGS

- Two face to face meetings - usually around July and November (Board and Executive Committee)

- Annual conference including the Annual General Meeting
- 8 teleconferences – approximately 1-2 hours

The meeting schedule is documented after the AGM. Agenda items are called for two weeks prior to each meeting and the final agenda copy sent out one week prior to the meeting.

The minutes are recorded for each meeting and a copy sent to all Directors and Advisors, with the original kept at the Arboriculture Australia administration office. An audio recording of each meeting will be taken for the sole purpose of assisting the minute taker to complete accurate minutes. All recordings will be destroyed once the minutes have been completed and approved by the Chair.

3.7 ROLES & RESPONSIBILITIES

3.7.1 **DIRECTOR** - is charged with the responsibility for the following:

- Directors will abide by all relevant laws for conducting business;
- Fiduciary duty;
- Directors professionally participate in Arboriculture Australia activities such as the annual conference, ATCC, committees and workshops;
- Expected to undertake a role and/or initiative created at board level;
- Directors follow direction of the board;
- Directors will conduct themselves in a professional and respectful manner at all times when representing Arboriculture Australia;
- Communicate with staff in a professional manner; and,
- Directors representing Arboriculture Australia on a committee will ensure Arboriculture Australia interests are protected and will report back to Board. A Director cannot hold the position of Committee Chair apart from the Treasurer on the Finance Committee.

3.7.2 **CHAIR** - is charged with the responsibility for the following:

- Chair and manage responsibilities of the Board;
- Report to the members at the AGM and at regular intervals during the year;
- Produce an agenda for such board meetings;
- Produce (or allocate a suitable person to write) the Director's Update for each edition of the *Bark™* ;
- Encourage and motivate other directors; and,
- Develop and maintain the Strategic direction of the organization.

3.7.3 **DEPUTY - CHAIR** - is charged with the responsibility for the following:

- Assist the Chair and other Directors in achieving the goals of the association;
- Oversight of the administration office
 - Conduct staff performance reviews as required, but at a minimum of 6 monthly intervals
 - Maintain ongoing communications with the Operations Manager to ensure the office functions are being satisfactorily completed
 - Deliver directions of the Board to the Operations Manager
- Act as Chair when the Chair is absent.

3.7.4 **TREASURER** - is charged with the responsibility for the following:

- Ensure the financial documents are produced as required;
- Approval of accounts payable;
- Track Arboriculture Australia financial affairs;
- Prepare an annual budget (Jan-Dec) in November prior to financial year;
- Track financial affairs of Arboriculture Australia initiatives;
- Report to the Board at regular intervals;
- Report to the general membership annually;
- Liaise with accountant for annual review of the company financials;
- Ensure all legal requirements are met (e.g. quarterly BAS, yearly tax return, ASIC return), and
- A public officer is a company's representative to the ATO and is responsible for the company's obligations under [Section 252 of the INCOME TAX ASSESSMENT ACT 1936](#). The public officer is responsible for the company complying with the act and is also liable for the same penalties as the company if there are any violations. A company only ever has one public officer who needs to be:
 - At least 18 years of age
 - Ordinarily reside in Australia
 - Be capable of understanding the nature of the person's appointment as the public officer of the company.

The public officer does not need to be a director of the company though they often are.

3.7.5 **COMPANY SECRETARY** - is charged with the responsibility for the following:

- Complete all documentation associated with company affairs;
- Complete and sign all documentation required by ASIC.

3.7.6 **MEETING ADMINISTRATOR** - is charged with the responsibility for the following:

This is a designated administration staff role

- Ensure all minutes are recorded and then filed at administration office;
- Produce all necessary documents;
- Assist the Chair in correspondence;
- Assist in preparation of agendas;
- Circulate all agendas & minutes;
- Notification of meeting times and locations; and,
- Make travel arrangements for the Board for meetings.

4 MEMBER ADVISORY COMMITTEE

4.1 CURRENT ADVISORS

The member advisory committee consists of four (4) Advisors. For further information, please refer to the constitution. Please consult the current Member Advisory Committee list via the website.

4.2 ELIGIBILITY

To be eligible to be an Advisor, the nominee must comply with all of the following criteria –

- Have been Chair or Deputy Chair of the Board, or previous President or Vice-president of the Company, or President or Vice President of the National Arborist Association of Australia,
- Not be a current Director of the company (but may be a serving member of a committee);
- Be a member in good standing of the Company;
- Have demonstrated values of honesty, integrity and commitment to the goals of the company, and
- Served as a Director of the company for a minimum of five years.

4.2.1 DESIRED ATTRIBUTES OF AN ADVISOR

- Strong communication skills
- Industry expertise and background knowledge
- A strategic thinker
- Prepared to commit to their given role

- Integrity and credibility
- Financial knowledge
- International awareness
- Ability to act in a diplomatic manner
- Ability to meet commitments
- Ability to compose and edit basic Microsoft Word and Excel documents
- Reliable internet access and ability to communicate effectively by email
- Long-term commitment to and participation in developing the industry

4.3 TENURE

Advisors shall serve indefinitely, subject to the provisions of the Constitution. Advisors cannot be held liable for the operation of the company.

Where the Advisors are required to make a decision, a quorum of Advisors is one less than the total number of Advisors at the time of making the decision, but not less than two.

4.4 TIME COMMITMENT

There is no minimum hour per week commitment for Advisors. Advisors serve on a “need to” basis.

4.5 MEETINGS

Advisors are expected to attend all Executive Committee meetings. Advisors are also encouraged to attend Board meetings including teleconferences. This is also extended to Standing and Industry Committees.

4.6 ROLES & RESPONSIBILITIES

The Advisors are charged with the following duties –

- Upholding the Constitution of the Company;
- Protecting the interests of the Members of the Company;
- Providing guidance and mentorship to the Board of Directors and Executive Committee;
- Investigating complaints and ethical issues raised against members or office holders.

Advisors cannot conduct the business of, or exercise any other power of the company, other than directing the Board of Directors to call a General Meeting as described in Section 8 of the Constitution of Arboriculture Australia Ltd:

8.2 Requisition of General Meetings

The directors may whenever they think fit, and they shall forthwith upon the requisition of at least one hundred (100) Members or such Members who are together entitled to a least 5% of the total voting rights, who at the date of the deposit of the requisition have the right to vote at a General Meeting, or at the request of a quorum of the Advisory Members, proceed to convene a General Meeting of the Company. In the case of such a requisition, the provisions of Sub-Rules 8.3 to 8.5 shall apply. Only those Members who are entitled to vote at General Meetings shall be entitled to receive notice of General Meetings.

The Advisors can investigate the operation of the company to ensure the Constitution is being upheld by the Directors and the interests of the members are being maintained. To this end, the Advisor can –

- Require the Directors to make available within a reasonable timeframe any records, reports or information as may be required by the Advisor to fulfil their role;
- Attend any meeting of the Company, Board of Directors or Committees thereof.

5 COMMITTEE CHAIRS

5.1 CURRENT COMMITTEE CHAIRS

The Committee Chair is appointed by the Arboriculture Australia Board. The current Committee Chairs are:

Standing Committees:

1. Finance
2. Education
3. Work, Health & Safety (WHS)
4. Contributing State Associations (VTIO, WATG & SASA)
5. State-based (Australian Capital Tree Community, New South Wales, Northern Territory Arboriculture Association & Tasmania Arboriculture Association)
6. Utility Arborist Association Australia (UAAA)
7. Practicing Arborist
8. Membership, Communications & Marketing

Industry Committees:

1. Speakers & Presenters (Conference, Workshops & Seminars)
2. Special Technical Reference Groups
3. Council of Tree & Landscape Appraisers (CTLA) (Special Purpose)
4. Women in Arboriculture (WiA)
5. National Urban Forestry Alliance (NUFA)

5.2 ELIGIBILITY

To be eligible to be a Committee Chair, the nominee must comply with all of the following criteria –

- Committee Chairs are appointed based on their business and technical expertise and should represent various disciplines and geographical regions within the committee's interests.

5.2.1 DESIRED ATTRIBUTES OF A COMMITTEE CHAIR

- Strong communication skills
- Industry expertise and background knowledge
- A strategic thinker
- Prepared to commit to their given role
- Integrity and credibility
- Financial knowledge
- International awareness
- Ability to act in a diplomatic manner
- Ability to meet commitments
- Ability to compose and edit basic word and excel documents
- Reliable internet access and ability to communicate effectively by email

5.3 TENURE

The Committee Members and Chair will serve for the period defined in each specific Committee Structure and Policy Document. They may be re-appointed as per the committee policy.

5.4 TIME COMMITMENT

Each Committee and its Chair must adhere to their own unique committee structure and policy. Please refer to your respective policy for more information.

5.5 MEETINGS

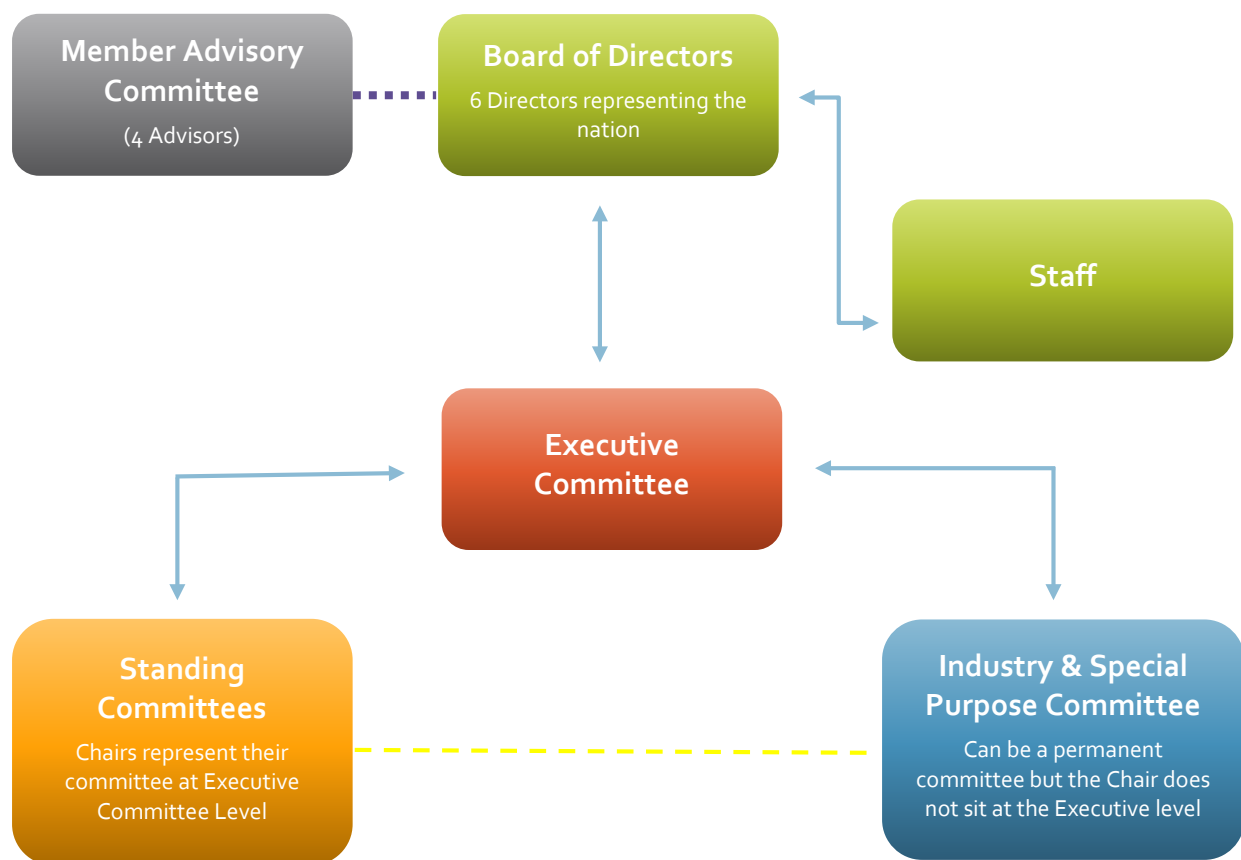
The Committee Chair shall ensure meetings of their committee are conducted in terms of that Committee's policy.

The Committee Chair of each Standing Committee, being a member of the Executive Committee, shall attend meetings as per the terms of the Executive Committee.

5.6 ROLES & RESPONSIBILITIES

Each Committee has its own unique structure and policy to adhere to. Please refer to your respective policy for more information.

6 ORGANISATIONAL CHART 2016



7 INDUCTION KIT - CHECKLIST

The following documents are to be reviewed and can be found on the website.

- Arboriculture Australia Strategic Plan and Operational Manual
- Constitution of Arboriculture Australia Limited
- Merger Document
- Arboriculture Australia Protocols, Policies and Procedures
- Arboriculture Australia Membership Application Brochure