



**ASIAN AUSTRALIAN LAWYERS ASSOCIATION INC.
BRANCH TERMS – [INSERT BRANCH NAME]**

1. Definitions

1.1 Capitalised terms used in these Branch Terms have the same meaning as given to them in the Constitution of the Association, and:

Branch Office means the registered office of the Branch, as notified by the Branch-Committee to the Executive Committee from time to time.

Jurisdiction means the [insert jurisdiction, e.g. State of New South Wales].

2. Purpose of the Branch

2.1 The purposes of the Branch is to support the purposes, and promote the purposes, of the Association within the Jurisdiction.

2.2 The Branch Committee will manage and be responsible for the following activities for and on behalf of the Association in the Jurisdiction:

- (a) launching the Branch;
- (b) promoting the Association and its purposes;
- (c) the recruitment of Members;
- (d) sponsorship arrangements with partners;
- (e) management of the Association mentoring program;
- (f) holding of networking and professional development events; and
- (g) such other activities as agreed between the Branch Committee and the Executive Committee.

2.3 The Branch Committee will also work with the Executive Committee to promote the other purposes of the Association.

3. Branch Sub-Committees

3.1 The Branch Committee by Ordinary Resolution may, from time to time, establish such sub-committees with terms of reference as it sees fit for the purpose of carrying out ~~its~~the Branch Committee's responsibilities under these Branch Terms.

~~The Branch Committee must notify the Committee of any establishment of a Branch Sub-Committee.~~

4. Branch Committee Roles

4.1 The Branch President, Branch Secretary or Branch Committee may, from time to time, for the purpose of carrying out their responsibilities under these Branch Terms, delegate or allocate an internal role or specific task to any Branch Committee Member as they see fit and if that Branch Committee Member agrees, provided that the internal role or specific task proposed to be delegated is not required to be performed personally by the Branch President or Branch Secretary under the Constitution.

5. Financial matters

Branch Account

5.1 At an Executive Committee meeting, the Executive Committee by Ordinary Resolution may approve the establishment of a Branch Account for the Branch, provided that the National Treasurer and a majority of Branch Presidents agree.

5.2 If Executive Committee approval has been granted in accordance with cl 5.1, the Branch Committee may open a Branch Account with the same financial institution as the Association bank account from which the following expenditure of the Branch may be made, and the following items of the Branch's revenue is deposited:

(a) **expenses:**

(i) expenses directly relating to the costs of holding a networking or professional development event in the Jurisdiction; and

(ii) any other expenses specifically authorised in writing by the Branch Committee; and

(b) **revenue:**

(i) revenue derived directly from the holding of network or professional development events in the Jurisdiction; and

(ii) any other items of revenue specifically authorised in writing by the Branch Committee.

5.3 ~~If Executive Committee approval has been granted in accordance with cl 5.1, the Branch President or Executive Committee must by Ordinary Resolution establish a Branch Secretary would become a signatory for the Branch Bank Account, but Policy that governs the countersigning of all Branch Account transactions involving the incurring of expenses or and withdrawal of funds from, provided that the Branch Account must be countersigned by the President, National Treasurer or Secretary and Branch Committee agree to the Branch Bank Account Policy.~~

Accounting and Accounting Records

5.4 Accounting of the Association's financial records and the Association's financial statements will be prepared on a consolidated basis.

5.5 The Branch must provide all information required by the National Treasurer or the Association to maintain the financial records of the Association and to enable the Association to prepare its financial statements in accordance with the requirements under the Act and the Constitution.

Budgets

5.6 At least 1 month prior to the end of each Financial Year, the Branch Committee must produce and present an annual financial ~~budget~~budget for approval by the Executive Committee.

~~At least 2 weeks prior to each event to be held by the Branch, the Branch Committee must produce and present a financial budget for the relevant event for approval by the Executive Committee.~~

Funding from the Association Account

5.7 If a Branch Account has been established in accordance with clauses 5.1, 5.2 and 5.3, ~~A~~ percentage of membership fees from ~~NSW Branch~~ members will be paid from the Association Account to the Branch Account to assist with the Branch's financial viability, as agreed between the Branch Committee and the Executive Committee by Ordinary Resolutions passed by the Branch Committee and the Executive Committee~~and recorded in writing from time to time.~~

Financial surpluses from Branch events

5.87 If the Branch makes a financial surplus from a Branch event, the Branch will be entitled to have 60% of that financial surplus set aside for its expenditure on future Branch events, with the total financial surplus amount that can be set aside from Branch events held in one financial year capped at \$2,000.

5.98 The Branch may carry over any amount equal to or less than the capped amount specified in cl 5.7 to the next financial year for its expenditure on events.

6. Back office functions

6.1 All back office, operational and administrative functions, including websites, membership administration, ~~would bear~~ the responsibility of the Executive Committee, except where a local presence is required (e.g. social media from an event).

Proposed amendments to AALA Branch Terms

Introduction

Over the past few weeks, the AALA Secretariat and Governance Subcommittee (ASGC) has undertaken a consultation process with each Branch to review and propose amendments the Branch Terms. It is proposed that the draft amended Branch Terms be applied consistently for each Branch. Further commentary on the rationale for the proposed changes is set out below.

Clause 3 – Branch Sub-Committees

The changes clarify that the Branch Committee, by Ordinary Resolution, may establish sub-committees and specify the terms of reference.

New clause 4 – Branch Committee Roles

Resourcing and capacity constraints have sometimes made the role and workload of the Branch President, Branch Secretary and Branch Committee difficult. To assist with spreading the workload, new clause 4 expressly permits an internal role or specific task to be delegated or allocated to a Branch Committee Member. Such delegation or allocation must be agreed to by the Branch Committee Member, and provided such role or task is not required to be personally performed by the Branch President, Branch Secretary under the Constitution.

This has historically occurred in practice. The changes simply makes it clear such delegation is permitted, and with some additional safeguards.

Clause 5 – Branch Accounts

The ASGC and National Executive Committee is of the view that AALA is not currently at the stage where Branches are able to open their own Branch bank accounts. There is a high degree of sophistication and financial management required at the Branch and national level before Branch Accounts should be able to be opened, for example: the potential need for a Branch Treasurer, preparation of separate financial accounts for Branches that have Branch Accounts, regular reporting, and improved budgeting. However, Art 114.2 of the AALA Constitution specifies that the Branch Terms may provide that the Association may open a Branch Account.

Against this background, new clause 5.1 is a safeguard measure to allow a Branch to open its own Branch Account if the appropriate financial controls and processes are in place, with approval being required by Ordinary Resolution of the Executive Committee and approval required by the National Treasurer and a majority of Branch Presidents.

At the same time of the approvals mentioned above, a Branch Bank Account Policy must also be developed that governs the operation of the Branch Account. Approval of the Branch Bank Account Policy is required by Ordinary Resolution of the Executive Committee and approval required by the National Treasurer and the Branch Committee.

New clauses 5.7 and 5.8 are intended to allow Branches to carry over 60% of the financial surplus from a Branch event to be used for future Branch events (up to an annual cap of \$2,000). This is to recognise the efforts of Branches organising events and to provide additional financial support for future events.