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# BCA Regional and Special Interest Branch By-laws

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## Background

With approximately 3,000 members across Australia, Blind Citizens Australia (BCA) is the National representative organisation of people who are blind or vision impaired.

BCA's network of branches provides a forum for members from specific geographic areas, or those with special interests, to come together to focus on local or special interest issues, provide peer support and social interaction, and pursue BCA's vision at a state or local level. Branches may exercise autonomy, advocate on a range of local or special interest issues, and arrange activities and events to inform, connect and empower their communities.

These by-laws set out BCA's expectations for branches and their leaders. Branches may modify these by-laws to reflect their individual needs and communities, so long as the modifications conform with the spirit of the by-laws and are approved by the board (See Section 2.0).

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### Context

* 1. Branches must comply with BCA's Constitution, by-laws, policies and procedures.
	2. Branches may not incorporate, except for Blind Citizens Western Australia, whose incorporation pre-dates its establishment as a branch of BCA.
	3. All branch leaders are required to read and sign BCA's Code of Conduct and Appropriate Behaviours Policy.
	4. To satisfy BCA's corporate obligations, branches must seek approval from the CEO or their delegate, before seeking or entering into funding or sponsorship agreements, partnership agreements or other contractual arrangements with external entities. The CEO or their delegate, will assist branches to negotiate such arrangements, where appropriate.
	5. Branches may act upon local or special interest matters, so long as their actions are not inconsistent with the constitution or any relevant by-laws, policies or procedures of BCA. This includes BCA’s public policies and position statements, available on BCA’s website.

### Types of branches

* 1. There are two categories of branches:
		1. **Regional, also referred to as geographical** - consisting of a defined geographical area. Its members are the BCA members living in the area who have not declined to join the branch. Geographical branch boundaries are not to overlap.
		2. **Special Interest** - consisting of members with a mutual interest and who satisfy the requirements for membership of the branch. A defined geographic area is not necessary for such a branch. A branch may limit its membership to people with particular characteristics, with clear justification and with board approval.
	2. A branch may request the board to change its boundaries or special interest if its members request this at a meeting. It is a requirement that all members be notified of the meeting and that such a proposal will be part of its business. At least half of the branch's members present at the meeting and entitled to vote must agree to the request for a boundary change.
	3. The board may change a branch's boundaries or special interest category, if it considers this to be in the best interests of the branch, or BCA.
	4. Upon joining BCA, members have the option to join a local or special interest branch. A member may decline to join a branch and can discontinue their association with a branch at any time.

### Membership

* 1. Members of a branch include full, associate, and junior members of BCA.
	2. An individual may be a member of several special interest branches and one geographical branch concurrently.
	3. An individual who resides in an area where no geographical branch exists, may choose to join a geographical branch with which they have an affinity.
	4. The names and contact details of all members shall be kept in a register of members by branch leaders.
	5. Membership details are only to be used for branch purposes. They cannot be distributed, shared, sold or used for any other purpose.

### Remuneration for branch members

* 1. There is no remuneration for branch members.
	2. All branch positions are voluntary.
	3. Members are entitled to reimbursement of reasonable expenses incurred in performing their duties. Such payments are to be paid and approved by the branch.

### Branch activities

* 1. Branches may organise a range of activities that reflect the needs and interests of their members, including information meetings and forums, advocacy and social gatherings.
	2. Activities may be held in-person, virtually, or a combination of both.
	3. Each branch is required to hold one event each year, at which its leaders will update members on the branch's activities and finances. Elections can be held each year or every second year, in accordance with clause 9,3. These events need not be conducted with the formality of an annual general meeting.
	4. Branch activities will be run in accordance with BCA policies and will comply with all relevant State and Local laws, including those relating to fundraising, food handling and Work Health and Safety.
	5. Branches are encouraged to check with the CEO if they have questions about public liability insurance for any activity they are running.

### Branch leadership

* 1. Branches may be led by either a:
		1. **Committee Structure** consisting of a president, vice-president, secretary, treasurer, and up to three additional committee members; or
		2. **Leadership Team Structure** consisting of a coordinator and up to three assistant coordinators.
	2. Members wishing to establish a branch should indicate in their proposal which structure they prefer to be approved by the board.
	3. Full members can nominate and be elected to a leadership role. Associate members may nominate and be elected to the roles of Assistant Co-ordinator, secretary and other committee members, if a full member is not willing or able to take on these roles.
	4. Whichever structure applies, branches are encouraged to spread the workload as broadly as possible, encouraging smaller working parties to organise particular events, and inviting other members to shadow leaders while fulfilling their roles, with the aim of encouraging new members to seek leadership roles in the future.

### Committee structure

* 1. **The president** has the overall responsibility for managing the operation of the branch. Duties include: chairing branch meetings, facilitating discussion and decision making; taking a lead role in planning and coordinating the activities and work of the branch; delegating where appropriate; acting officially on behalf of the branch and representing it within BCA; and working with committee members to ensure that they understand and carry out their roles efficiently and on time.
	2. **The vice-president** assists the president and steps in when the president is unavailable.
	3. **The secretary** is responsible for ensuring that appropriate records are kept for all branch activities. Duties include: liaising with the president regarding agendas for branch meetings; notifying members of meetings and informing BCA so that events can be publicised and promoted through BCA communications; taking and circulating notes of all decisions reached by the committee and branch; handling and recording all branch correspondence; and maintaining the archives of the branch.
	4. **The treasurer** monitors the financial operations of the branch. Duties include: maintaining accurate financial records for the branch, showing money received and spent with appropriate documentation and justification; ensuring the branch pays invoices appropriately and on time; and reporting to members and BCA once a year regarding branch finances.
	5. **Each committee may include additional committee members** whose duties are not specified, but who undertake delegated tasks when necessary. They play an important role in liaising with branch members. Becoming a committee member can be a way of helping new people to learn about the branch and how to run its activities. Attracting new committee members is an essential element in succession planning.

### Leadership team structure

* 1. Branches with this structure will operate less formally, with fewer expectations regarding procedures and records, e.g.,:
		+ 1. May choose to undertake a smaller and more specific range of activities.
			2. Might never hold formal meetings.
			3. May decide not to operate any bank accounts.
	2. An opportunity must be provided annually for members to receive a report on the branch's activities and finances, if any.
	3. **The coordinator** is responsible for managing the branch. Duties include: leading in planning, coordinating and promoting the branch's work and activities; facilitating branch meetings in a way that fosters discussion and decision making; acting officially on behalf of the branch and representing and communicating about the branch within BCA; deciding which of these duties to delegate to the assistant coordinators or others; and ensuring that branch members receive a report annually about the branch's activities and finances. This need not be delivered at a formal annual general meeting.
	4. **The assistant coordinator** assists the coordinator in the carrying out of all duties.
	5. Either the coordinator or assistant coordinator may be responsible for the branch's finances, including ensuring that accurate notes are recorded of any decisions reached by the branch.

### Review of structure

* 1. If the members of a branch agree, a branch may seek board approval to change their leadership structure. At least half of the branch's members present at a meeting and entitled to vote must agree to request a change in leadership structure.
	2. A branch may design its own leadership structure and seek board approval to implement it. Branch members are to be consulted and vote on whether they support the proposed structure before the proposal is submitted to the board for approval. At least half of the branch's members present at a meeting and entitled to vote must agree to the proposed new structure.
	3. Branches may choose whether terms are for one or two years, and whether to hold elections annually or every two years.
	4. All branch presidents, vice-presidents, treasurers, and coordinators are required to be full members of BCA. Other roles may be filled by associate or junior members.
	5. Members may seek re-election for the same position indefinitely. Branches whose leadership changes from time to time are more likely to attract new committee members, leaders and members. No volunteer can be expected to fulfil a branch role forever.
	6. A committee member or assistant coordinator may resign by notice in writing given to the president or coordinator. If a president or coordinator wishes to resign, a notice in writing is to be submitted to the CEO or their delegate.

### Support for branch leaders and BCA

* 1. BCA will host a meeting each quarter at which branch leaders will meet to discuss issues relating to their branches, National issues requiring branch input, and for induction into BCA policies and branch management. Branch leaders are encouraged to attend, or to send another branch member to attend in their place. These meetings are intended to be collaborative and a place where leaders can support each other, with an aim to assist branch leaders in their work and to build their capacity as leaders.
	2. BCA maintains an email group for branch leaders. Branch leaders are encouraged to post questions to the group, and to contribute their answers and experiences to boost the collective knowledge, skills and confidence of all.
	3. Where BCA is planning or conducts an event where there is a geographical branch, it is hoped that branch leaders and members will contribute to its running, as well as provide local knowledge. Branches will in turn benefit from BCA publicity and an increased profile. Special interest branches are encouraged to contribute material and presentations relevant to their special interests to BCA events.
	4. The CEO or their delegate will provide induction for branch leaders with respect to their role and responsibilities, BCA policies and procedures. BCA staff will assist branch leaders to gain the skills they need to perform their duties.
	5. The board will appoint a current BCA member to the role of **branch liaison coordinator**. This role will support and inform branch leaders and facilitate full and accurate communication and meaningful connection between branch leaders and the board. The board maintains a position description for this role, which can be found on the BCA website.

### Branch elections

* 1. Branches may choose how to conduct elections, but efforts should be made to give all members the opportunity to cast a vote.
	2. At the meeting where elections are to take place, all positions must be declared vacant, with the most senior position being filled first. People may nominate or second themselves; or be nominated by other members.
	3. All nominees must agree to stand and be nominated and seconded.
	4. A member will be declared elected if they receive the highest number of votes.
	5. Branches are to provide the CEO or their delegate with the names and contact details of people elected to branch positions, as soon as possible after branch elections.

### Voting by branch members

* 1. Every branch member is entitled to one vote at branch elections and on any resolution put to the branch.
	2. Any resolution shall be determined by a show of hands, by the voices, or electronically, at the discretion of the individual chairing. In the event of a tied vote, the president or coordinator has a casting vote in addition to their deliberative vote.

### Communicating with members

* 1. Efforts should be made to ensure that all branch members receive information about branch activities. Branch leaders may determine the best ways of communicating with their members. Methods may include email, telephone, phone trees, and / or social media. Efforts should be made to include members who do not have access to technology.
	2. It is highly desirable for members to receive formal notice of an event at which an annual report will be presented, or of a meeting where business includes a proposal to a change of boundaries or leadership structure, modification of by-laws or dissolution.
	3. If received in reasonable time, BCA will assist branches to publicise their activities through regular email communications, BCA website and phone system.

### Records and reporting

* 1. Many branch events will be informal and social in nature. Accurate records of branch activities will assist BCA to demonstrate to stakeholders all that we offer to our members. They are also important should incidents occur, e.g., accidents or injury to a member or volunteer.
	2. The branch secretary or coordinator / assistant coordinator is requested to keep a record of their activities held with the following Information: time, date, venue, name and number of attendees, and a brief explanation of any outcomes from the gathering. These records are to be retained and managed by branch leaders.
	3. The branch president or coordinator must ensure that all records are provided to BCA in electronic format at the conclusion of each financial year.
	4. The branch president or coordinator will ensure that BCA receives an electronic version of the updates given to branch members each year, including a statement about any branch finances, as soon as practicable after it is given to branch members.
	5. Branches will also provide a statement outlining their income, expenditure, assets and liabilities to BCA by the 31st of July each year.

### Governance

[BCA’s Service Charter](https://www.bca.org.au/2021/09/30/bc-news-spring-2021-service-charter/) is in place to protect the safety and wellbeing of people who access our services. The Charter ensures that BCA manages the situation and the wellbeing of all parties involved. The Charter is available on the BCA website by searching “Service Charter”.

### Financial management of a branch

* 1. Each branch must appoint a member responsible for its financial affairs. This member may also have other branch duties.
	2. Each branch may choose whether to maintain its own bank account, or to transact its business through BCA's accounting system.
	3. Branches maintaining bank accounts are to ensure:
		1. that all funds are banked with a reputable mainstream banking institution, preferably using an online platform.
		2. at least three people are authorised to operate the account, including the president and treasurer, or coordinator and assistant coordinator.
		3. all withdrawals of money from the branch's accounts are approved by two signatories.
		4. bank accounts are set up to facilitate two-step authorisation.
		5. accurate accounts are kept of all monies received and spent by the branch and why.
	4. BCA may assist the branch by having the Finance Manager check its accounts from time to time.
	5. Branches without bank accounts may develop budgets for each year or for particular events, predicting likely reasonable expenses and sources of income, provided:
		1. These budgets should be approved with the CEO.
		2. These branches will forward invoices within seven days of receiving them to accounts@bca.org.au to be paid by the Finance Manager, with notes explaining how the branch approved the costs and why they were incurred.
		3. The accounts will be paid on the branch's behalf, with a receipt of the transaction sent to the member managing the branch's financial affairs.
	6. Branches will need to fundraise to meet any anticipated expenses and can remit income earned to BCA.
	7. BCA will provide a process for supporting branches with local funding applications and entering into contracts, as well as guidance for managing their finances.

### Branch assets

* 1. The treasurer or coordinator / assistant coordinator of each branch will keep a register of all items it owns, showing when the item was bought, what it cost and where it is kept.
	2. The treasurer or coordinator / assistant coordinator will ensure that the register is kept up to date with a copy provided to the Financial Manager at the conclusion of each financial year, by the 31st of July.

### Insurance

* 1. BCA will pay an annual premium for:
		1. **Public Liability insurance** to cover the costs and compensation to be paid if a BCA branch is sued; and
		2. **Personal Accident (Volunteers)** insurance which pays an amount to help a volunteer cover their costs while they are recovering, should they sustain an injury while performing approved volunteer duties for BCA.

### Indemnity

* 1. To the extent that the law allows, BCA indemnifies every member in a branch position against any liability incurred by that member, because of their branch role, to an individual other than BCA.
	2. This indemnity extends to the costs and the expenses of defending any proceedings in which an acquittal or judgment is given in favour of the member in the branch position, or that member is granted relief.

### Disputes and mediation

Grievances and disputes shall be managed in accordance with the BCA Constitution and Complaints Policy, copies of which will be provided to each branch.

### Discipline

* 1. If a branch acts inconsistently with **Clause 1 - Context**, the board may dissolve, suspend or otherwise discipline the branch.
	2. The board must give the branch seven days written notice of any proposal to dissolve, suspend or discipline the branch.
	3. No branch can expel, suspend or discipline any branch member. Such matters are to be referred to the board.

### Dissolution of a branch

* 1. A branch may be dissolved if:
		1. A branch holds a meeting to discuss the matter and at least three-quarters of its members in attendance vote to dissolve the branch; or
		2. The board may wind up a branch if it has less than ten members wishing to participate in its management or activities; or
		3. The board may wind up a branch if it does not hold at least one event in a calendar year.
	2. When a branch is dissolved, its assets pass to BCA. The board may have regard to the wishes of the branch members when deciding what to do with branch assets, so long as the assets are used for the benefit of BCA and are not distributed to members.

### Alteration to by-laws

* 1. These branch by-laws may be amended by the board. The board will consult with branch leaders before amending the by-laws, with an opportunity given to branch leaders to discuss any proposed changes with their members.
	2. Branches may modify these by-laws to suit the circumstances of their branch. Branches should give their members a chance to read and consider proposed modifications. At least half of the branch's members present at the meeting and entitled to vote must agree to the modifications.
	3. Modifications to the by-laws must align with BCA’s Constitution, policies and procedures, with all amendments to be pre-approved by the board before being put into operation.

### Interpretation

* 1. In these by-laws:
		1. **Branch leader** refers to a branch president or coordinator.
		2. **Branch position** refers to any member of a branch committee, coordinator, or assistant coordinator.
		3. **CEO** refers to the chief executive officer of BCA, or their delegate.
		4. **The board** refers to the elected governing body appointed by BCA members, responsible for oversight of the organisation, and accountable for BCA’s performance towards its vision and purpose.
		5. **The Finance Manager** is an accounting professional employed by BCA to manage its budget and finances and whose records are accountable to the CEO and board.

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