



ACN 008 532 072  
ABN 49 008 532 072

# By-Laws

*Dated: February 2020*

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- Tailored local product delivery

- Advocacy for PSA at a local level.

An example of key critical policy decisions relevant to pharmacy would include areas such as the future of the pharmacy profession and a decline in membership in a dynamic and volatile environment.

Each Branch Committee will provide regular reports, quarterly feeding into the Board's meeting timetable on the above activities. These will be completed utilising a standard template (to be supplied to Branch Committees). Branch Presidents will be responsible for ensuring feedback and reports are provided to the PSA Board.

## **5. External representation**

- 5.1 A Branch will be responsible for externally representing the Society on matters affecting pharmacy and the pharmaceutical profession within a particular State or Territory subject to the Society's external representation policy.
- 5.2 A Branch's responsibility for external representation is subject to the restriction in By-Law 6.1 as well as any directions from the Board.
- 5.3 Only the CEO and PSA Board or delegates of the PSA Board may advocate and represent the Society on a national level with like national organisations, Commonwealth Government and relevant national officials.

## **6. Exclusions and Restrictions**

- 6.1 A Branch will not have authority, power or responsibility in respect of any of the following matters, unless under standing delegation from the Board or with the express approval of the Board:
  - a. removing or suspending any Member of the Society;
  - b. making representations or submissions to government (federal, state or territory, or local), government departments or instrumentalities, the media, or other agencies external to the Society in relation to existing or proposed legislation, regulations or policies governing the conduct of pharmacy in situations where such representations or submissions are inconsistent with any Society position statements or policies;
  - c. entering into contracts or other legally-binding agreements with any party;
  - d. seeking legal advice on any matter without the approval of the Chief Executive Officer of the Society; or
  - e. any other matters determined by the Board from time to time.
- 6.2 Where a Branch Committee forms a view that a Member should be removed or suspended from Membership, the Branch Committee will refer the matter to the Board for determination by the Disciplinary Committee and/or the Board in accordance with the clause 29 of the Constitution.
- 6.3 If a Branch fails to comply with the By-Laws or a direction from the Board, the Board has, following consultation with the Branch Committee, the power to take over the affairs of that Branch.
- 6.4 The National President will have the right to postpone the determination of an issue by a Branch Committee and refer that issue for Board consideration

if he or she does not consider it appropriate, taking into account the best interests of the Society, for the Branch to make a decision on that issue. Where the National President exercises the right to postpone the determination of an issue after consultation with the Branch President, the National President must refer this to the next meeting of the Board, and the Board may determine how the issue will be resolved. The Branch Committee may request the Board to expedite the consideration of that issue.

- 6.5 The Board may review and revoke any decision of the Branch Committee if the Board considers that such a decision is not in the best interests of the Society.

## **7. Eligibility for Membership**

- 7.1 A person may elect to become a Member of the Branch which is located in the same jurisdiction as the Member's residential or occupational address or, where there is no Branch in either of those jurisdictions, the person may elect to become a Member of any Branch and that Member will have full rights to participate in the activities of the Branch in accordance with these By-Laws.
- 7.2 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 shall not be eligible to vote at another Branch's meetings and is not eligible to be elected onto any other Branch's Branch Committee.
- 7.3 In all other respects, the provisions of the Society's Constitution will apply to Membership categories and sub-categories, and the rights and obligations of Members.
- 7.4 For the purposes of clauses 16.4a and 16.5a of the Constitution, the period of maintained Membership which is required by an Ordinary Member or a fellow to be eligible for life status is:
- a. fifty (50) years; or
  - b. such other period as determined by the Board from time to time in accordance with the Board Policy and Procedure – *Elevation of Members, criteria and process*.

## **8. Members' Information**

- 8.1 Each Branch will have access to the national records of Members of the Society resident or practising in the jurisdiction in which the Branch is located, or of Members who have nominated to participate in that Branch.
- 8.2 Members' details must not be circulated to any agency external to the Society without the prior approval of the Board in accordance with the Society's privacy policy.

## **9. Branch Committee Powers**

- 9.1 A Branch Committee will be formed in each Branch.
- 9.2 The Branch Committee shall ensure that the Branch:
- a. operates in accordance with the Constitution, the By-Laws and any direction of the Board;
  - b. promotes the Objects of the Society within the Branch; and

c. exercises such powers of the Board as the Board may delegate to the Branch Committee.

9.3 The Branch Committee shall be elected by the Members who are eligible to vote, in accordance with By-Law 11.

9.4 A Branch Committee will, subject to clause 65 of the Constitution, be entitled to elect one (or more) of its members to be a Branch-Appointed Director on the Board of the Society.

## **10. Branch Committee Size and Composition**

10.1 The Board shall determine the size of each Branch Committee. The minimum size is 6 and the maximum size is 12. (For the purpose of clarification, the National President is not counted when determining the size of the Branch Committee.)

10.2 The Branch Committee shall be elected from the Financial Ordinary Members of that Branch in accordance with By-Law 11.

10.3 The National President will be an ex officio member of all Branch Committees but will not have voting rights.

## **11. Branch Committee Elections**

11.1 The following categories of Members are not eligible to stand for election to the Branch Committee but they may participate in other committees or working groups established within the Branch:

- a. Associate Members;
- b. Student Members;
- c. Affiliate Members;
- d. International Members;
- e. Incorporated Members; and
- f. Honorary Members and honorary fellows, who are not Pharmacists.

11.2 The CEO must ensure that each election is conducted in accordance with these By-Laws and in accordance with the timetable in clause 66 of the Constitution.

11.3 The returning officer will 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 within 21 days after the date of the written notice.

11.4 If the number of nominations for Branch Committee positions is such that a ballot is unnecessary, the Members so nominated will be declared to have been elected unopposed.

11.5 If the number of nominations for Branch Committee exceeds the number of vacancies, the Returning Officer will conduct an election in accordance with By-Law 11.6.

11.6 Where an election for vacancies on a Branch Committee is required:

- a. the returning officer will forward to each Member eligible to vote:
  - (i) a ballot paper containing:
    1. the names of each nominee, in alphabetical order; and
    2. if provided by the person making the nomination a link to the

- PSA website which will display:
- 2.1 a biographical summary of each nominee (of no more than 200 words); and
  - 2.2 a summary of each nominee's election platform (of no more than 200 words); and
- (ii) a reply paid envelope to enable the Member to submit the ballot;
- b. the CEO may permit an electronic ballot or a postal ballot or both electronic and postal ballot options, both an electronic ballot and a postal ballot shall be conducted as a secret ballot;
  - c. Members will be given 28 days within which to cast their ballots from the date on which the ballot papers are distributed and any ballot papers received after this period shall be invalid and will not be counted;
  - d. the Returning Officer will conduct, or will ensure the conduct, of a count of all ballot papers which have been received by post, facsimile transmission or electronic submission in accordance with By-Law 11.6c; and
  - e. the Returning Officer will declare the number of nominees with the highest number of votes, corresponding to the number of vacancies, elected to the positions available on the Branch Committee by the end of April in the relevant year.
- 11.7 Where there are insufficient numbers of nominations to meet the minimum number of Branch Committee members, the Board may:
- a. permit the Branch Committee to operate with a lesser number of members; or
  - b. agree to the appointment of additional members to the Branch Committee.

## **12. Branch Committee Term of Office**

- 12.1 An elected member of a Branch Committee takes office from 1 July after the relevant election for a term of three years.
- 12.2 All members of a Branch Committee will be eligible to stand for re-election at the end of their three-year term, but no member of the Branch Committee will retain office for more than five terms. The period of 15 years will include any term of office served as an office bearer of the Branch.
- 12.3 Any member of the Branch Committee who has held office for 5 consecutive terms will not be eligible to be elected to the Branch Committee until a minimum of three years has elapsed since they last held office.
- 12.4 A position on the Branch Committee immediately becomes vacant if a member:
- a. ceases to be attached to the Branch;
  - b. is absent from three consecutive meetings of the Branch Committee without reasonable excuse or the prior consent of the Branch Committee;
  - c. 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;
  - d. resigns by notice in writing to the Society;
  - e. is no longer eligible to be on the Branch Committee (pursuant to By-Laws 10 and 11); or
  - f. is removed by a resolution of the Board.

- 12.5 Where a casual vacancy occurs on the Branch Committee, the Branch Committee will appoint an eligible Member to fill the position for the remainder of the term of the vacating person by:
  - a. inviting expressions of interest from interested parties; and
  - b. electing the new Branch Committee member from amongst those who submitted an expression of interest.
- 12.6 Where a casual vacancy has been created as a result of a decision by the Board pursuant to By-Law 14, the appointment under By-Law 12.5 must be approved by the Board.

### **13. Branch Office Bearers**

- 13.1 The office-bearers of the Branch are:
  - a. the Branch President; and
  - b. two Branch Vice-Presidents;each of whom will be elected from and by the members of the Branch Committee.
- 13.2 A ballot process will be implemented by State/Territory Managers for the elevation of Branch office-bearers from the Branch Committee members. The process must include voting as a secret ballot in person at the appropriate Branch Committee meeting, or by electronic ballot.
- 13.3 The office-bearers will hold office for a period of one year from 1 July after the election but, subject to By-Law 12.2, are eligible to stand for re-election.
- 13.4 Branch Committee-elect members can meet prior to the term of office commencing in order to elect officials.
- 13.5 The duties of the Branch President are:
  - a. to oversee the operations at all meetings of the Branch;
  - b. preside as chair at all general meetings of the Branch and of the Branch Committee;
  - c. advocate on behalf of the Society in the state or territory;
  - d. ensure quarterly reports are completed for the PSA Board on behalf of the Branch Committee;
  - e. promote the interests and objects of the Society within the State or Territory; and
  - f. ensure a process whereby the Branch Committee receives full and appropriate information regarding Board directions determined at Board meetings.
- 13.6 The duties of the Branch Vice-Presidents are:
  - a. to generally assist the Branch President to fulfil his/her duties;
  - b. to deputise in the absence of the Branch President; and
  - c. in the absence of the Branch President, to preside as chair at all general meetings of the Branch and of the Branch Committee.

### **14. Removal of Branch Office Bearers and Branch Committee Members**

- 14.1
  - a. The Board may:
    - (i) following consultation with the Branch Committee; and



- (ii) by a resolution of 75% of the Board;  
suspend or remove from office any member of the Branch Committee (or, in the case of an office bearer, his or her position as an office bearer and/or member of the Branch Committee) for conduct or action which is determined by the Board to be prejudicial to the general interests of the Society, its Members or of the pharmacy profession, so as to render it undesirable in the opinion of the Board that such person continue to hold office.
- b. If the Board resolves to expel or suspend a Branch Committee member pursuant to By-Law 14.1a, the Board must serve the Branch Committee member with a notice in writing:
  - (i) setting out the resolution of the Board and the grounds upon which it is based;
  - (ii) stating that the Branch Committee member may respond to the Board at a meeting of the Board to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
  - (iii) stating the date, place and time of the Board meeting; and
  - (iv) informing the Branch Committee member that the Branch Committee member may do either or both of the following:
    - (A) attend and speak before the Board;
    - (B) submit to the Board at or prior to the date of the Board meeting written representations relating to the resolution.
- c. At the Board meeting held in accordance with By-Law 14.1b, the Board must:
  - (i) transact no business other than the question of the alleged misconduct by the Branch Committee member;
  - (ii) give the Branch Committee member an opportunity to make oral representations;
  - (iii) give due consideration to any written representations submitted to the Board by the Branch Committee member at or prior to the Board meeting; and
  - (iv) resolve by a 75% majority whether to confirm the decision to expel or suspend the Branch Committee member.
- d. The Branch Committee member must be notified in writing of the decision of the Board within seven (7) days. If the Board confirms its earlier resolution to expel or suspend the Branch Committee member, the Branch Committee member must also be notified of the right of appeal available under By-Law 14.1f.
- e. A resolution confirmed by the Board under By-Law 14.1c does not take effect:
  - (i) until the expiration of the period within which the Branch Committee member is entitled to appeal against the resolution; or
  - (ii) if the Branch Committee member exercises the right of appeal, until the Disciplinary Committee confirms the resolution pursuant to By-Law 14.1i.
- f. A Branch Committee member may appeal to the Disciplinary Committee against a resolution of the Board, which is confirmed under By-Law 14.1c. Written notice of such an appeal must be lodged with the Company Secretary within seven (7) days of the service of the notice required under By-Law 14.1d.

- g. Within thirty five (35) days after receipt of a notice of appeal from the Branch Committee member, pursuant to By-Law 14.1f, the Disciplinary Committee must convene a meeting.
  - h. At the Disciplinary Committee meeting convened under By-Law 14.1g:
    - (i) the Branch Committee member must be given the opportunity to state their case orally or in writing, or both; and
    - (ii) the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.
  - i. The Disciplinary Committee's decision, pursuant to By-Law 14.1h(iii), is final. The Branch Committee member is not entitled to appeal the Disciplinary Committee's decision.
  - j. The Branch Committee member the subject of these disciplinary proceedings is entitled to:
    - (i) subject to By-Law 14.1j(ii), bring a support person to any meeting with the Disciplinary Committee or the Board, which meetings are being held pursuant to this By-Law 14.1; and
    - (ii) if the support person is legally qualified, the Branch Committee member must notify the Disciplinary Committee or the Board (as the case may be) at least five (5) business days before the meeting that the support person attending the meeting will be legally qualified.
  - k. Natural justice will be applied during every disciplinary process under this By-Law 14.1, requiring the Board and Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.
- 14.2 Where the Board determines to remove from office the entire Branch Committee in accordance with By-Law 14.1, the Board will arrange for the CEO to conduct new elections for a Branch Committee, and in that event, the provisions of By-Laws 11 and 12 will apply (subject to the deadlines set out in clause 66 of the Constitution).
- 14.3 Where a member of the Branch Committee identified under By-Law 14.1 is also a Director of the Society, that Director will be dealt with in accordance with the Constitution and the Act, as the case may be.
- 14.4 Notwithstanding By-Law 14.3, a Branch-Appointed Director who is removed from the Board is entitled to retain office as a Branch Committee member and/or office bearer of the Branch Committee.

## **15. Casual Vacancies – Branch Office Bearers**

- 15.1 Should any office-bearer's position become vacant for any reason before the completion of a term of office, the Branch Committee may fill the vacancy by election from its own number.
- 15.2 Where a vacancy is filled in accordance with this By-Law 15, the office-bearer so elected or appointed may hold office for the remainder of the term of the vacating office bearer.
- 15.3 Where the term of a casual vacancy is greater than half the duration of a normal term, the new office-bearer who occupies that position will be deemed to have served a full term for the purposes of By-Law 13.2.

## **16. Sub-committees**

- 16.1 The Branch Committee may appoint such sub-committees and working parties as it considers necessary.
- 16.2 The terms of reference and tenure of sub-committees and working parties will be determined by the Branch Committee.
- 16.3 Sub-committees and working parties will carry out their responsibilities under the supervision of the Branch Committee, keep adequate records of their proceedings, and submit written reports as required.
- 16.4 Sub-committee chairpersons who are not members of the 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.

## **17. State/Territory Manager**

- 17.1 The Chief Executive Officer, in consultation with the Branch President, will appoint a State/Territory Manager of each Branch who will be responsible for supporting the Branch Committee and will report to and be accountable for the conduct of the ordinary business of the Branch in accordance with the Constitution and these By-Laws.
- 17.2 The Branch Committee may, subject to the approval of the Chief Executive Officer, on such terms and conditions and with such restrictions as it sees fit, confer upon the State/Territory Manager any of the powers exercisable by it.
- 17.3 Any powers so conferred may be concurrent with or to the exclusion of those of the Branch Committee.
- 17.4 The Branch Committee may at any time, but subject to the approval of the Chief Executive Officer, alter those powers so conferred to the State/Territory Manager.
- 17.5 In addition to the above duties, the State/Territory Manager will be responsible for the financial management of the Branch including:
  - a. preparation of an annual budget in accordance with the directions of the Board, COO and Branch functions;
  - b. management of all financial transactions at the Branch, in accordance with the Society's financial policies and procedures; and
  - c. presentation of a financial report to each meeting of the Branch Committee as provided by the CFO.
- 17.6 The State/Territory Manager is not a member of the Branch Committee and is not entitled to vote at these meetings. The State/Territory Manager (or nominee) is to provide secretariat services and advice to the Branch Committee.

## **18. Other Branch Staff**

- 18.1 The State/Territory Manager, under delegated authority from the Chief Executive Officer and in consultation with the Branch President, may appoint such other staff as may be necessary for the effective and efficient operation of the Branch in line with the requirements of the Branch functions.

- 18.2 All other staff appointed to a Branch will be accountable to the State/Territory Manager and ultimately the Chief Executive Officer.
- 18.3 The duties and responsibilities of staff will be determined by the State/Territory Manager in consultation with the Branch President and the Chief Executive Officer.

## **19. Financial Operation of Branch**

- 19.1 The Board will approve a budget for each Branch to enable it to conduct its activities and operations. The Chief Executive Officer will allocate the amounts specified in the budget and the State/Territory Manager will be responsible for ensuring that all Branch expenditure is made in accordance with the Budget.
- 19.2 The Branch will negotiate its operating budget with the Chief Executive Officer based upon the ability to deliver Branch functions.
- 19.3 The State/Territory Manager and Branch Committees have a responsibility to ensure compliance with Branch functions within the operating budget approved by the Board.
- 19.4 All Branch income and expenditure will be managed by the State/Territory Manager in accordance with the Society's financial policies and procedures.

## **20. Branch General Meetings**

- 20.1 General meetings of the Branch will be held as determined by the Branch Committee or the Board or as requested by the Members of that Branch.
- 20.2 A quorum is required for the passing of any resolutions at the general meeting. The quorum for any general meeting will be either 20 Members of that Branch or 10% of the Members of that Branch, whichever number is the lesser.
- 20.3 A general meeting may be requisitioned by Members and shall be called within 60 days of the receipt by the Branch Committee of a request signed by at least 20 Members or 10% of the Members attached to the Branch, whichever number is the lesser.

## **21. Branch Committee Meetings**

- 21.1 The branch committee at its meeting in the 4th quarter of each financial year will determine the dates of its quarterly meetings for the following financial year in accordance with the annual planning and review cycle specified in the Governance Charter and Code of Conduct.
- 21.2 Extra meetings of the Branch Committee may be convened by the Branch President or by requisition in writing of no less than one-third (or rounded up to the next integer if one-third is not a whole number) of the elected members of Branch Committee.
- 21.3 A quorum for a meeting of the Branch Committee will be a majority of the elected members rounded up to the next integer. Proxies are not permitted.
- 21.4 Resolutions and questions arising and considered at the meeting will be decided by a majority of votes.

- 21.5 Each elected member of the 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.
- 21.6 The records of each meeting of each Branch Committee must be forwarded to the Chief Executive Officer within 14 days of the meeting.

## **22. Conflict of Interest**

- 22.1 A Branch Committee member who has an interest in a contract or arrangement made by the Branch and who has disclosed this interest to the Branch Committee subject to compliance with section 195 and related provisions of the *Corporations Act 2001* (Cth) may:
- a. be counted in determining whether or not a quorum is present at any Branch Committee meeting considering that contract or arrangement or proposed contract or arrangement;
  - b. not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - c. not vote directly on the matter or in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 22.2 By-Law 22.1 also applies to a Branch Committee member who has not declared an interest in a contract or arrangement to the Branch Committee, but whom the Branch Committee resolves has such an interest.
- 22.3 The Branch (with the prior approval of the Board) may enter into contracts or arrangements with other companies or bodies in which a Branch Committee member has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- 22.4 A Branch Committee member must disclose an interest in accordance with the Act and the State/Territory Manager must record all declarations in the minutes of the relevant meeting.
- 22.5 A Branch Committee member's failure to make disclosure under this By-Law does not render void or voidable a contract or arrangement in which the Branch Committee member has a direct or indirect interest.
- 22.6 A general notice given to the Branch Committee by a Branch Committee member that the Branch Committee member is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Branch Committee member's interest in the corporation or firm shall, in relation to any matter involving the Branch and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Branch Committee member's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Branch Committee than was stated in the notice.
- 22.7 The Board of Directors and Branch Committee members must comply with the Society's Conflict of Interest Policy, at all times.

## **23. Membership of Branches**

- 23.1 Each Member has full rights to participate in all activities of the Branch to which the Member belongs, in accordance with the Constitution.

## 24. Post Nominals

- 24.1 In accordance with the Constitution and these By-Laws, Members of the Society will be entitled to use Post Nominals.
- 24.2 The following Post Nominals may be used by Members:
  - a. MPS – Ordinary Members who are Financial Ordinary Members; and
  - b. FPS – Fellows, who are Financial Ordinary Members.

## 25. Election of Branch-Appointed Directors

- 25.1 The Chief Executive Officer must ensure that each election is conducted in a timely manner and in accordance with these By-laws and the Constitution.
- 25.2 Elections of the Board will be held in accordance with the timetable in clause 66 of the Constitution.
- 25.3 The Branch Committee elects one (or more) Branch-Appointed Director(s) in accordance with the Constitution.
  - a. If only one Branch Committee member is nominated to be a Branch-Appointed Director, that person will be declared to have been elected to that position.
  - b. If there is more than one nomination, the Branch Committee members from that Branch will vote for the Branch-Appointed Director. This voting will follow the procedures implemented in Clause 13.1 of these By-laws.

## 26. PSA Strategic Plan

- 26.1 The Board will develop a strategic plan (Strategic Plan) that outlines the vision, mission and key areas of focus for the Society for a four year period. This will include the key focus of the organisation.
- 26.2 The Strategic Plan will also include the development of measurable key performance indicators under which the success of the Society will be measured.
- 26.3 The CEO will develop a business plan annually to support the implementation of the Strategic plan from an operational level.

## 27. Society's Focus

- 27.1 The Society will develop and deliver the following capabilities:
  - a. pharmacy policy and future practice;
  - b. advocacy and representation;
  - c. a nationally coordinated approach to professional development in line with the **National CPD Strategy for PSA**
  - d. a nationally coordinated approach to supporting pharmacy practice;
  - e. one integrated, but distributed Members' services team;
  - f. one system of employment practices for the organisation; and
  - g. a robust and sustainable PSA with one centralised financial management team.
- 27.2 As Society offices are located in every state and territory, teams can be based and work from any of the Society's state based offices.

## **28. Operating Principles**

- 28.1 In keeping with best practice in organisational governance, the Society will operate on the principle that:
- a. the Board will be responsible for initiating, guiding, developing and reviewing national policy and strategy;
  - b. Society management and staff will be responsible for:
    - (i) assisting the Board by proposing and developing policy and strategy for consideration by the Board through the CEO; and
    - (ii) implementing the policy and strategy approved by the Board through the agreed structures and processes through the CEO.
- 28.2 In the case of these functions, the Society will attempt to avoid duplication and achieve economies of scale wherever feasible. This is likely to result in a series of “business units” that are responsible for the development of nationwide directions and policy within the various functions.
- 28.3 From time to time, elected representatives will be called upon to perform other duties for the Society. These may include the delivery of a localised service on behalf of a Branch. In these cases, elected representatives will be expected to perform their duties as contractors to the Society, and will be expected to adhere to the Society’s rules and regulations.

## **29. Appointment and Location**

- 29.1 The CEO will be located in the Canberra Office in the Australian Capital Territory.

## **30. CEO’s Role**

- 30.1 The CEO’s role is to work with the Board to lead, manage and shape the Society. He/she will be responsible for planning, organising and controlling the major functions essential for the implementation of the Board’s agreed vision.
- 30.2 The Board’s connection to the operational Society, its achievements, and conduct will be through the CEO.
- 30.3 Only decisions of the Board are binding on the CEO. Decisions of individual Directors or Board Committees are not binding on the CEO, except in rare instances where the Board has specifically authorised such exercise of authority.
- 30.4 The Board will instruct the CEO through written policies that prescribe the Society’s ends to be achieved and describe situations and actions to be avoided for the Society, allowing the CEO to use any reasonable interpretation of these policies.

## **31. CEO’s Responsibility**

- 31.1 The CEO is responsible to the Board for achieving the Society’s Objects via the PSA’s Strategic Plan. The Board will give instructions to the CEO and the CEO is responsible for delegation of authority and responsibility to staff.
- 31.2 The CEO is under legal and fiduciary obligations to the Society and will abide by those obligations.

## **32. Board Sub-Committees**

- 32.1 From time to time, the Board may wish to constitute and delegate discussions of a strategic nature to a number of sub-Committees. The Board will determine from time to time the purpose and terms of reference of these sub-committees.
- 32.2 The key features of these sub-committees will include:
  - a. Advice to enhance and grow PSA's Membership;
  - b. Development of, and recommendations for nationwide positions (on a particular function) that is based on expertise across a diverse range of individuals and skills; and
  - c. They will be chaired by leading experts and will be used to ensure that the directions and positions of the Society reflect best practice.
- 32.3 Membership of the sub-committees will be determined by the Board having regard to a combination of skills and expertise, and will give consideration to the persons nominated by the Branch Committee.
- 32.4 Staff members who are responsible for implementation of the relevant programs may be invited as observers to the sub committee deliberations (as far as possible).

## **33. Volunteers**

- 33.1 Notwithstanding the key role of paid management and staff in managing the Society, the Society recognises the importance of continued involvement by a committed and motivated volunteer group. Accordingly, all effort will be made to ensure that this is not disrupted and that the Society continues to provide reason and opportunity for volunteers to contribute to the organisation.
- 33.2 The Society recognises that volunteers will serve in numerous roles, including:
  - a. committee meetings;
  - b. advisory boards;
  - c. working groups;
  - d. providing advice to the Board; and
  - e. assisting in service delivery (e.g. training programs).
- 33.3 Where volunteers attend committee meetings, their expenses will be reimbursed as per the Board's endorsed *Volunteer Policy* and *Committee Remuneration Policy*.
- 33.4 Volunteers should not be overburdened with administrative and structural requirements in order to contribute to the Society.
- 33.5 The Board will endeavour to recognise the efforts of volunteers at all times.