

INSTITUTE OF DIRECTORS (Inc.)

BRANCH RULES

These Branch Rules apply to all IoD Branches and are effective from 1 July 2025. They reflect Council's amendments under Rule 10.4 of the IoD Constitution, following consultation with Branch Committees.

1. Name and Constitution

- 1.2 Each Branch shall be called 'The _____ Branch of the Institute of Directors' and shall be constituted in accordance with the Rules of the IoD.

2. Objectives of the Branch

- 2.1 The objectives are to provide a local network for members of the IoD which shall be to:
- a) work collectively as a key part of the IoD to support the IoD's vision and strategy;
 - b) provide the opportunity for a close connection between Council and members and to represent the interests of the Branch members;
 - c) appoint a member or members of the Branch Committee to serve on Council;
 - d) provide a local forum for the broader governance community to engage in governance-related activities;
 - e) to support the recruitment and retention of members;
 - f) facilitate excellence in governance and education locally;
 - g) provide a network for local support.

3. Branch membership

- 3.1 The membership of the Branch shall generally be based upon the member's primary place of residence and/or business. Members can only be a member of one Branch at any one time. Any person ceasing to be a member of the IoD shall cease to be a member of the Branch.

4. Management of the Branch

- 4.1 The management of the Branch shall be vested in the Branch Committee supported by a Branch Manager appointed by the IoD.

5. Branch Committee appointment, composition and term

- 5.1 The Branch Committee shall consist of not less than seven, nor more than twelve members, of whom four shall constitute a quorum for Branch Committee meetings. The Branch Committee shall set the number of Branch Committee members for the ensuing year at each Branch AGM.
- 5.2 All members of the Branch, except Associates and IoD employees:
 - a) may elect the Branch Committee annually; and
 - b) are eligible for election.
- 5.3 Nominations for elections to the Branch Committee must be lodged with the Branch Manager seven days prior to the Branch AGM. If nominations exceed the number of Branch Committee members required, then those members attending the Branch AGM in person or online and entitled to vote will elect the required number of Branch Committee members.
- 5.4 A member elected or appointed to the Branch Committee shall serve for a term of three (3) years. A committee member may serve for a maximum cumulative period of twelve (12) years, whether continuously or in separate terms. Having completed twelve years on a Branch committee, the individual shall not be eligible for re-election or re-appointment to that committee.
- 5.5 The chair of the Branch AGM will announce the members of the Branch Committee to those attending the AGM.
- 5.6 The Branch Committee shall, from among their numbers, elect annually the Branch Chair and shall have power to fill casual vacancies which may arise, from time to time. The Branch Committee may also elect a Deputy Chair.
- 5.7 A Branch Chair or Deputy Chair may serve a maximum of two (2) terms in the role (six years in total, consecutively or otherwise), provided that their total tenure as a committee member does not exceed twelve (12) years.
- 5.8 The Branch Chair may serve on Council. In the event the Branch Chair does not wish to serve on Council the Branch Committee shall elect an alternate representative. Branch Committee members may be required to elect a further Councillor in accordance with the Rules
- 5.9 If a Branch Committee member is elected as President or Vice President of Council, they can remain on the Branch Committee in addition to that role on the Council but will not be subject to re-election as a committee member. The President or Vice President of Council may not also serve as Branch Chair simultaneously. Where the President or Vice President remain as a Branch committee member the committee appoint a further committee member (so that the total number of committee members, excluding President or Vice President, is not reduced).

6. Branch Committee meetings

- 6.1 Branch Committee meetings shall be held at such times and places as the Branch Committee decides. All meetings shall be chaired by the Branch Chair (and in their absence the Deputy Chair or their Branch Committee nominee).
- 6.2 At the discretion of the Branch Committee, meetings (including Branch Committee meetings and general meetings of Branch members) may be held by a quorum of members:
 - a) being assembled together at a time and place appointed for the meeting;
 - b) participating in the meeting by means of audio, audio visual or electronic communication; or
 - c) a combination of the methods described above.
- 6.3 The Branch Committee must keep minutes of all Branch Committee meetings. Decisions are made by a simple majority.

7. General meetings

- 7.1 A Branch AGM shall normally be held at least two months prior to the IoD AGM. The Branch AGM shall receive the report of the Branch Chair on the affairs of the Branch and transact any other business. The quorum shall be ten members who are eligible to vote. Voting shall be by way of show of hands, a poll (where called for) or an equivalent electronic process. Decisions are made by a simple majority.
- 7.2 An Extraordinary General Meeting of the Branch can be convened stating fully the object for which it is called, by resolution of the Branch Committee, or at the request of the Branch Chair, or upon a request from ten or more members of the Branch (excluding Associates). Every such meeting shall be held within 21 days of the passing of such resolution or the receipt of such requisition. The quorum shall be ten members who are eligible to vote. Methods of voting shall be the same as those for a Branch AGM.
- 7.3 At least 14 days' notice of all general meetings shall be given to each member via email.

8. Branch finances

- 8.1 The budget approved for the Branch, as decided by the Board, shall be under the responsibility and control of the Branch Manager. The Branch Manager will report on finances to the Branch Committee regularly.

9. Sub-committees

- 9.1 Branch Committees may establish sub-committees within their regions, made up of at least one branch committee member and such members at they see fit who are affiliated with that Branch. A sub-committee can be established in areas, cities or towns, where there are at least 50 members.
- 9.2 A core role of sub-committees is to help organise events and activities in that area.

10. Transition to new rules

Those members elected or appointed to a Branch Committee immediately before the amendment of these Branch Rules shall continue in office and are deemed to have begun a three-year term commencing at the date of the last Branch AGM prior to the amendment (the “Initial Term”). Committee members who, at the end of the Initial Term, will have served:

- less than six years on the Branch Committee, shall be eligible to serve three further terms on the Committee of three years each;
- between six and eight years on the Branch Committee, shall be eligible to serve two further terms on the Committee of three years each;
- between nine and eleven years on the Branch Committee, shall be eligible to serve one further term on the Committee of three years;
- 12 years or more on the Branch Committee shall be ineligible for re-appointment or re-election to that Committee at the next AGM; and
- six years or more as the Branch Chair or Deputy Chair shall be ineligible for re-election to the role concerned.

For the avoidance of doubt, rules 1 to 9 above apply to members elected or appointed to a Branch Committee after the amendment of these Branch Rules.

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