

BRANCH AND NETWORK CHARTER

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1 Introduction

The purpose of this Charter is to guide the operation, roles and responsibilities of Branches and Networks and their respective committees and sub-committees, noting that a range of other Transport Professionals Association (TPA) Policies and governance documents may also apply to the operations of Branches and Networks.

All policies in this Charter are to be read in the context of the Constitution, other relevant Acts and Regulations, and other Policies adopted by the Board. The guidance contained in this Charter is adopted by the Board and applies from the date shown on the document and as reviewed from time to time.

This Charter will be reviewed by the Board as required annually to ensure currency of content and consistency with the Constitution, Laws, and current policies of TPA.

2 Governance

The Constitution vests the governance of TPA in the Board of Directors. The Chief Executive Officer manages the operations of TPA on a day-to-day basis in line with the delegations, policies and procedures approved by the Board. Branches and Networks report through the Chief Executive Officer to the Board.

3 Diversity on Committees

TPA recognises the benefits of diversity, while also recognising that diversity comes in many different forms:

- Diversity in gender, cultural, race and age;
- Diversity in representation across the private sector, the public sector and academia;
- Geographical diversity through representation in all States and Territories;
- Diversity in technical expertise.

TPA seeks to have diverse representation on its committees, reflective of the diversity of the transport professionals currently in, and potentially to join, the transport community.

4 Branches

4.1 Branches

Branches are established in accordance with the Constitution to represent geographic segments of the association's membership, aligned to State and Territory boundaries. The currently established Branches are:

- Queensland
- New South Wales and the Australian Capital Territory
- Victoria and Tasmania
- South Australia (incorporating the Northern Territory)
- Western Australia

Branches can be established when there is sufficient interest from volunteers to coordinate local scale activities and an existing and potential membership base for the Branch to serve. Establishment of a Branch (via splitting an existing combined state/territory branch) requires approval of the Board.

When formally referring to a Branch it should be known as the "Relevant State" Branch of Transport Professionals Association, for example the Queensland Branch of Transport Professionals Association. If being

referred to in shortened format the Branches should be referred to TPA ("Relevant State"), for example TPA (NSW & ACT).

All members residing within the geographic segment are deemed to be members of the relevant established Branch.

Members residing outside Australia are considered Overseas members and are not members of a Branch.

4.2 Sub-Branches

Sub-Branches are geographic areas within an existing Branch that are defined geographically by post codes and should align with commonly known area descriptors.

Sub-Branches are established when there is sufficient interest from volunteers to coordinate local scale activities and an existing and potential membership base for the Sub-Branch to serve. Establishment of a Sub-Branch requires approval of the CEO.

Sub-Branches coordinate their activities with, and report to, the Branch in which their region is located.

4.3 Role of Branches

The central role of Branches and Sub-Branches is to advance the objectives of TPA within their respective geographic areas. Each Branch is tasked with fostering relationships and engaging with relevant government agencies and industry stakeholders, which includes facilitating opportunities for consultation, continuing professional development (CPD), partnerships, policy development, and patronage.

4.4 Operation of Branches

The operation and activities of Branches are by a Branch Committee. The Branch Committee is responsible for the day-to-day operations of the Branch working in collaboration with the National Office. Members of the Committee must ensure familiarity with this Charter, Code of Conduct, Delegations Policy, and all other relevant policies and procedures as approved by the Board of Directors, conducting their affairs in alignment with these standards.

4.5 Branch Committee Responsibilities

The Branch Committee holds primary responsibility for designing and delivering an annual program of activities for delivery in their region, in alignment with the strategic and operational direction of TPA. This includes liaison with and coordination of the efforts of the Networks within their Branch, including Emerging Professionals Network and Transport Modelling Network, and any Sub-Branches present.

This work is carried out in close cooperation and collaboration with the CEO, National Office, other Branches, and national Networks, as necessary.

4.6 Activities of Branch Committees

The principal activity of the Branches centres on the development of an annual calendar and program of events, encompassing:

- Technical events and forums for CPD
- Policy workshops
- Careers events for Emerging Professionals
- Networking events

In addition to events, activities include:

- Preparation of policy submissions

- Mentoring and other support programs
- Membership promotions
- Nomination and review of Fellow elevations
- Careers promotion

The events and activities above include those of the Emerging Professionals Network, Transport Modelling Network and any other Networks established within their region.

4.7 Sponsorship and Stakeholder Engagement

The Branch Committee is responsible for identifying, attracting, and maintaining strong relationships with both Branch partners and sponsors, as well as the local representatives of national partners. Networks should work collaboratively with their respective Branch to coordinate and manage sponsorship for their activities. Branches are required to work collaboratively with National Office to secure and maintain sponsorships, with National Office being responsible for managing the contractual arrangements and ensuring delivery of services.

4.8 Reporting Requirements

The Branch Committee is required to submit quarterly reports to the CEO, using an agreed format, to inform the CEO and Board of Directors about the Branch's progress against TPA's Strategic Plan and annual operational priorities. This report should include the activities of the Networks and any Sub-Branches within the branch.

Additionally, an annual report of Branch and Network activities for the financial year (1 April to 31 March) must be prepared and submitted to the CEO by 15 May, following the specified format and timeline. This report is presented, in part or in full, within the TPA Annual Report and at the National Annual General Meeting.

4.9 Charter Review

The Branch Committee is tasked with reviewing this Charter annually and providing feedback to the CEO regarding any matters requiring attention to support effective governance and operations of the Branch.

5. Branch Committee Governance

5.1 Committee Size and Composition

Each Branch shall be managed by a Branch Committee, of not less than seven (7) and generally not more than fifteen (15) members, including representative positions.

The Branch Committee shall include a representative from any Sub-Branch within the Branch, and a representative from each TPA Network, including the Transport Modelling Network (TMN) and the Emerging Professionals Network (EPN). If no local EPN committee exists, then the Branch Committee may select and invite an emerging professional to the branch committee.

The Branch Committee shall have the authority to co-opt additional committee members as and when required to fill vacant committee positions and to undertake specific roles or functions, with suitable candidates willing to support the activities of the Branch and to address skills, experience, or diversity gaps in the committee. Additional committee members beyond the maximum 15 ordinary members may be permitted but these shall have no voting rights.

5.2 Committee Eligibility

All members of any individual membership grades or members via an organisational membership

subscription, are eligible for nomination to the Branch Committee.

5.3 Committee Member Terms

The term of Branch Committee members is two years.

5.4 Committee Election Process

The Branch Committee shall be elected by the Branch membership in accordance with **Section 8** of this Charter.

5.5 Branch Office Bearers

Branches shall appoint officer bearers for the following roles:

Role	Eligibility
President	Must be a full Member as defined in the Constitution. Should have previously served on a Branch Committee for at least one two-year term.
Vice-President	Should have previously served on a Branch Committee for at least one year.
Secretary	Should have previously served on a Branch Committee for at least one year.
Treasurer	Must be a full Member as defined in the Constitution. Should have previously served on a Branch Committee for at least one year.

The term of office bearers is one year.

Each year all office bearer positions will fall vacant at the commencement of the first meeting of the newly elected Branch Committee, immediately prior to the appointment of the new officer bearers by the new committee.

No member should occupy the office of Branch President or Branch Vice President for more than four consecutive years. Members may occupy the other office bearer positions for up to a maximum of eight years.

If an office bearer resigns or retires between elections, the Branch Committee shall elect a replacement from within the committee to fill this position for the unexpired term.

Office bearers are required to participate in relevant national meetings of the Association's various committees to support the collaboration and coordination of activities across the Association.

The Branch office bearers may form a Branch Management Committee and meet as required outside of regular Branch Committee meetings, to support the management of the Branch.

5.6 Appointment of Office Bearers

As soon as is possible following the election of the members of the committee each year, a process will commence to elect the Branch Committee office bearers. The process will commence not less than 3 business days prior to the first meeting of the newly declared Branch Committee.

A call for nominations for office bearer positions will be issued electronically by National Office.

Eligible committee members shall nominate for one or more positions being President, Vice President, Secretary and/or Treasurer. Eligible committee members are encouraged to nominate for any positions that they are willing to undertake and can nominate for multiple roles.

The nominations received will be provided to the acting meeting chair of the Branch Committee to conduct the appointment process during the first meeting of the newly declared Branch Committee.

At the commencement of the appointment process during the meeting, the chair shall call for any further nominations for the office bearer positions, in addition to those received electronically.

If there is only one nomination for a position, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by show of hands with order of the ballots being President, Vice President, Secretary and/or Treasurer.

5.7 Casual vacancies

If a committee member resigns or retires between elections, the Branch Committee may choose to appoint an eligible Branch member to fill this position until the next annual committee nomination process. Typically, filling vacancies should be firstly offered to the candidate who had the next highest number of votes in the most recent committee election, if one occurred. If declined, the Branch Committee may offer a position to a suitable candidate to address any skills, experience, or diversity gaps as selected by the committee.

5.8 Branch Committee Meetings

The Branch Committee shall meet preferably monthly between February and December each year but no less than four times a year. Minutes of these meetings shall be recorded, and copies forwarded to the National Office.

The committee may meet via electronic means, including video or phone conference.

A quorum for a Branch Committee meeting shall consist of at least fifty percent of the committee members of whom at least one is an office bearer. The Branch Committee Meeting is to be chaired by the President of the Branch; and in the absence of the President, the Vice-President; and in the absence of the Vice-President, the Secretary.

To ensure operational oversight the minutes from each committee meeting must be provided to National Office via an agreed channel.

5.9 Sub-Branches

Sub-Branches shall conduct their governance in a similar manner to that of Branches except for the process for calling for Officer Bearers, but instead, this process shall be conducted during the first meeting of the Sub-Branch.

To ensure operational oversight the minutes from each Sub-Branch committee meeting must be provided to Branch via an agreed channel.

6. Emerging Professional Network

6.1 Role of the EPN

The role of the Emerging Professionals Network (EPN) is to connect and support transport professionals in the early stages of their careers by providing networking, learning, and skill-building opportunities within the industry. These members and within their first five to ten years in in the transport sector. The EPN operates in close collaboration with the Branch and other Networks to coordinate and deliver career, networking and relevant technical events and promotional activities to help early-career professionals grow.

6.2 Committee Size and Composition

The EPN within each Branch shall be coordinated by an Emerging Professional Network Committee, of not less than three and not more than fifteen members.

6.3 Committee Eligibility

Emerging Professionals who are financial members of any individual membership grade, are a member via an organisational subscription, or are a student member at the date that nominations are called, are eligible for nomination to the Branch Emerging Professional Network Committee.

6.4 Committee Member Terms

The term of EPN Committee members is two years.

6.5 Committee Election Process

The EPN Committee shall be elected by the Branch membership in accordance with **Section 8** of this Charter.

6.6 EPN Office Bearers

As soon as is possible following the election of the EPN Committee, the committee shall meet to appoint the Chair. Nomination and appointment for this role shall occur at the meeting via a show of hands, or by other means as agreed by the majority of members present.

Eligible committee members who are financial members of any individual membership grade or are a member via an organisational subscription may nominate for the position of Chair. If there is only one nomination, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The term of Chair is one year.

The elected Chair shall represent the Emerging Professional Network on the Branch Committee.

The committee may choose to appoint committee members to other roles to assist in the function of the Network's activities.

6.7 Casual vacancies

If a committee member resigns or retires between elections, the Committee may appoint an eligible Emerging Professional member to fill this position until the next annual committee election process. Typically, filling vacancies should be firstly the candidate who had the next highest number of votes in the most recent election, if one occurred, or, if not, to be filled by a suitable candidate to address any skills, experience, or diversity gaps in the committee.

The EPN Committee shall have the authority to co-opt additional committee members as and when required to fill vacant committee positions, with suitable candidates willing to support the activities of the EPN Committee and to address skills, experience, or diversity gaps in the committee. Additional committee members beyond the maximum fifteen may be permitted but these shall have no voting rights.

6.8 Emerging Professional Network Committee Meetings

The EPN Committee shall meet no less than four times a year. Minutes of these meetings shall be recorded and provided to the Branch Secretary.

The committee can meet via electronic means, including video or phone conference.

A quorum for a meeting shall consist of at least fifty percent of the committee members and shall be chaired by the Chair; and in the absence of the Chair, another eligible member determined by the meeting.

7 Transport Modelling Network (TMN)

7.1 Role of the TMN

The TMN's role is to connect, foster collaboration and facilitate learning between and for members, practitioners, academia and government stakeholders to ensure that the transport and land use modelling industry is fit and relevant to meet future challenges.

The TMN provides an opportunity for individuals from all sectors, including government, research, software development, data collection and consulting to interact, share knowledge and promote good practice within the modelling community and the wider transport industry.

7.2 TMN Committee

- The TMN shall be managed by a Committee comprised of a maximum of twenty-two members:
- TMN chair (two-year term);
- sixteen State/Territory members (two-year term);
- up to three co-opted members (up to one year term);
- immediate past TMN National Chair (one year term);
- New Zealand Modelling User Group (NZMUGS) nominated reciprocal member (one year term - non-voting).

The TMN State/Territory Committee members are filled by local members in the respective state/territory of their primary place of work. There are a maximum of two State/Territory Member positions per state and territory at any one time. These members are elected for a term of two years.

When a State/Territory committee member is elected as TMN Chair or resigns or retires from the Committee, the TMN Committee may appoint an eligible member to fill the vacant position for the balance of the term. The vacancy should be offered to the candidate who had the next highest number of votes in the most recent election in the relevant state, if one occurred, or if declined, then to an eligible candidate to address any skills, experience, or diversity gaps as selected by the committee.

The Committee may seek to co-opt members for a term of up to one year, after which the member shall retire or seek re-nomination. Selection of co-opted members shall be undertaken in accordance with Section 9.3 of this Charter. Co-opted members are not required to be TPA members.

The TMN Immediate Past National Chair is allocated to a retiring TMN National Chair to support the incoming TMN National Chair and provide a smooth transition for a period of one year.

The TMN NZMUGS nominated reciprocal member is a non-voting position that facilitates the cooperation and linkage with the NZMUGS.

7.2.1 TMN Committee Election Process

The sixteen State/Territory TMN Committee members will comprise of two committee members from each state and territory – who are active in the application or development of transport and land use models and/or in the management of their use. Financial members of any individual membership grades or members via an organisational subscription at the date that nominations are called, are eligible for nomination to the TMN Committee.

Terms for the TMN State/Territory members shall be two years after which members shall retire or seek re-election. One State/Territory member position will be up for election each year to ensure continuity in the committee.

The election process for State/Territory members will take place at the same time as the State Branch Committee elections each year and shall be conducted in accordance with **Section 8** of this Charter. TPA members in each Branch will vote for their preferred TMN State/Territory Committee Members in circumstances where there are more nominations than positions available. States or Territories without a local branch will be allocated or aligned to a State Branch.

7.2.2 Election of Office Bearers

As soon as is possible following the election of the committee, the committee shall meet to appoint the office bearers.

Eligible committee members shall nominate for one position at a time in the order of Chair, Secretary and Treasurer. If there is only one nomination for a position, then the nominee is declared elected. If there is more than one nomination, then the committee shall vote by secret ballot.

The term of office bearers is one year.

The eligibility criteria for the office bearers are:

- TMN National Chair: must be a full Member as defined in the Constitution, have previously served on the TMN Committee for at least one full two-year term.
- TMN Secretary: must have previously served on a TMN Committee for at least one year.
- TMN Treasurer: must be a full member as defined in the Constitution have previously served on a TMN Committee for at least one year.

No member shall occupy the office of National Chair for more than four consecutive years.

If an office bearer resigns or retires between elections, the TMN Committee shall elect a replacement from within the committee to fill this position for the unexpired term.

Office Bearers are required to participate in relevant national meetings of the Association's various committees to support the collaboration and coordination of activities across the Association.

The TMN officer bearers may form a TMN Management Committee and meet as required outside of regular TMN Committee meetings, to support the management of the TMN.

7.2.3 TMN Committee Meetings

The TMN Committee shall meet generally each month but not less than six times a year. Minutes of these meetings shall be recorded and provided by the Secretary of the TMN Committee to the TPA CEO.

The committee can meet via electronic means, including video or phone conference.

A quorum for a meeting shall consist of at least fifty percent of the committee members and shall be chaired by the Chair; and in the absence of the Chair, another eligible member determined by the Committee.

To ensure operational oversight the minutes from each committee meeting must be provided to National Office via an agreed channel.

7.2.4 Responsibilities of the TMN Committee

The TMN Committee shall be responsible for the day-to-day activities of the TMN and familiarise itself with this Charter, Code of Conduct, Delegations Policy and all relevant policies and procedures approved by the Board of Directors and conduct its affairs in accordance with these.

The TMN Committee shall prepare quarterly reporting to the CEO as required, in an agreed format for the purpose of informing the CEO and Board of Directors of the progress of the TMN against TPA's Strategic Plan and annual operational priorities.

The TMN Committee shall prepare an annual report of its activities for the Association's financial year (1 April to 31 March) and submit this to the CEO by 15 May in an agreed format and timeline, for presentation in part or in full in the Annual Report of TPA and to the National Annual General Meeting.

The TMN Committee shall review this Charter annually and provide feedback to the CEO, on any matters that may need to be addressed to support the effective governance and operation of the TMN.

8 Election Process

8.1 Nomination and election annual calendar

The annual election process for Branch and Network committees, including calling for nominations, undertaking ballots and announcing results will be undertaken in accordance with the following process and timing.

	Who	When	Length
Call for nominations for all Branch and Network Committees	National Office	Between 19 September and 8 October	Minimum 14 days
Determine if ballot is required	National Office	Between 8 and 12 October	
Conduct electronic ballot, if required	National Office	Between 12 and 31 October	Minimum 14 days
If ballot not required, notify the successful candidates of the results	Branch Secretary Or TMN Chair	Between 8 and 15 October	
Following conduct of the ballot, notify the candidates of the results	Branch Secretary Or TMN Secretary	Between 31 October and 4 November	
Notify members of the Branch of the results of the outcomes of the Branch, EPN and TMN	National Office	Between 1 and 15 November subject	

nominations/elections for their region, including the announcement of the office bearers.		to the appointment of the key office bearers.	
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8.2 Call for Nominations

Annually a call for nominations for Branch and Network Committee positions will be issued in accordance with the annul calendar.

A period of not less than fourteen days will be provided for eligible members to submit their nominations.

Financial members of any individual membership grade and members via an organisational membership subscription at the date that nominations are called, are eligible for nomination to the Branch or Network Committee.

Nominees may be requested to submit information to support their nomination, which may be distributed to members during the ballot process, if required.

At the close of nominations, a review of the eligibility of the nominees will be undertaken by National Office.

If the number of eligible nominations received is equal to or less than the number of vacant positions to be filled, then the candidates nominated shall be declared elected at the next scheduled meeting of the Branch or Network Committee.

Any unfilled positions because of insufficient nominations shall be deemed casual vacancies, which can then be filled at the Branch or Network Committee's discretion in accordance with the relevant clauses of this Charter.

8.3 Conduct of Ballot

Where the number of nominations received is greater than the number of vacant positions to be filled, a ballot will be held unless otherwise agreed by the Branch and National Office..

The ballot will be undertaken by electronic means using an appropriately verified external service provider and will be prepared and managed by the National Office.

The ballot will be conducted in accordance with the annul calendar. A period of not less than fourteen days will be provided for eligible members to vote in the electronic ballot.

In accordance with the Constitution, only financial members of the Branch, in the Full Member and Associate grades at the date that nominations are called are eligible to vote for the nominees for the Branch or Network Committee.

At the conclusion of the ballot the CEO will release the ballot results to the Branch or TMN Secretary.

The Branch or TMN Secretary is responsible for arranging the notification of the successful and unsuccessful nominees. This notification should take place within two business days of the close of the ballot and should occur in writing, and where appropriate, verbally.

Following confirmation by the Branch or TMN Secretary that all nominees have been advised, the National Office shall then be authorised to allow the notification of the results from the electronic ballot to be released to eligible members via email.

8.4 Co-opted members -TMN Committee

Not less than fourteen days before the February TMN Committee meeting nominations will be called by the TMN National Chair. At the February TMN Committee meeting, members of the TMN Committee will submit their vote to the TMN National Chair (or nominee) by email for the co-opted positions on the following basis:

3 points for their first choice;
2 points for their second choice; and
1 point for their third choice.

The three nominees who receive the highest number of points will be deemed elected as co-opted members of the TMN Committee for the ensuing period until the annual committee election process in the following year.

8.5 Transition Arrangements

The terms of Branch and Network Committees in place at the date of adoption of this Charter will end at the November 2026 meeting of the relevant Branch or Network Committee.

9 Financial Management

Each Branch Committee, incorporating input from the EPN Committee, the TMN representatives and any Sub-Branch operating within the Branch, shall prepare an annual operating budget, in line with the financial year of the Association.

The relevant Treasurer shall work collaboratively with the National Office to prepare the draft budget in the final quarter of the calendar year using the approved template, budget principles and financial targets, as advised annually. The budget will be presented to the Finance Audit and Risk Committee, who may require modifications prior to the budget being finalised for submission and approval by the Board of Directors.

Branch members and non-members may be charged a registration fee for activities in accordance with the Association's event pricing policy, as administered by Management. Non-member attendance at Branch activities is at the discretion of the Branch, and some member-only activities are encouraged.

A business case shall be prepared to support any initiatives in the budget process that are beyond business as usual or that are outside the budget cycle that would result in significant changes to the Board-approved budget. The business case should identify the aim of the initiative and the desired outcome, the resources required, any sponsorship and member and non-member contributions. The business case shall be submitted to the Finance Audit and Risk Committee via the CEO, for review and subsequent approval by the Board.

All income and expenditure for Branch, Sub-Branch, EPN and TMN activities shall be accounted for in compliance with the Associations' policies and procedures and much be in accordance with the financial clauses of the Association's Delegations Policy.

All purchases need to be supported by tax invoices and must be addressed to Transport Professionals Association. The tax invoices must be provided electronically to the National Office, via the nominated processes and systems.

The relevant Treasurer shall be responsible for managing income and expenditure for Branch or TMN activities and managing procurement in accordance with the finance procedures approved by the Board.

10 Media and Communications

Committees are encouraged to contribute to the Association's communications, including the fortnightly newsletter, by providing relevant content and reporting from the activities and events they have undertaken.

The Branch Committee, EPN and TMN Committees should nominate a Social Media representative(s) to undertake posting on behalf of the Branch or Network to promote the Branch's or Network's activities.

Any social media posting on behalf of TPS should be undertaken in a professional manner consistent with the standards and reputation of the Association.

All Office Bearers conducting engaging in social media activity on professional channels such as LinkedIn should conduct themselves in a professional manner and avoid any actions that may bring TPA into disrepute via their association with TPA.