

# DIETITIANS ASSOCIATION OF AUSTRALIA

## BY-LAW

### BRANCHES

(By-law Made Pursuant to Clauses 25, 30 and 36 of the *Constitution*)

**Revised August 2009**

This By-law defines the procedures for the functioning of Branches.

#### **1. Establishment**

- 1.1 Each Branch shall be known as a Branch of the Dietitians Association of Australia ('the Association') with the name of the State or place in respect of which it has been established immediately before the word 'Branch'.
- 1.2 Each Branch is incorporated within the National Association and all Branch functions must be carried out in accordance with the *Constitution* and *By-laws* subject to the provision of the Corporations Act.

#### **2. Purpose**

- 2.1 Each Branch shall within its jurisdiction further the objects of the Association.
- 2.2 Each Branch shall function within the strategic direction of the Association with specific emphasis on continuing professional development, local representation and member networking.

#### **3. Branch Executive**

##### 3.1 Establishment

Each Branch shall establish a Branch Executive comprising not less than four (4) or more than twelve (12) Members with Dietetic Qualifications or Honorary Life Members who are current members of the APD program.

##### 3.2 Composition

- (a) Each Branch must elect its Branch Executive which is to include the positions of Chairperson, Vice-Chairperson, Honorary Secretary, Honorary Treasurer, and Members in accordance with *By-law—Procedure for Election of a Branch Executive*.

##### 3.3 Term of Office

All members of a Branch Executive shall hold office for a term of 2 years from the Branch annual meeting in which they are declared elected until the conclusion of the second Branch annual meeting after they are elected. Members of a Branch Executive are eligible for re-election for further 2 year terms. Half the Branch executive will turn over in alternate years.

##### 3.4 Member vacating Branch Executive position

A member of a Branch Executive shall be deemed to have vacated their office if they:

- (a) cease to be a member of the Association or resign or lapse from the APD program;
- (b) move to or elect to be a member of another Branch;
- (c) resign their office by notice in writing to the Branch Executive;
- (d) are absent without permission of the Branch Executive from two consecutive Branch Executive meetings;
- (e) are reprimanded by the Board or are suspended or expelled from membership of the Association pursuant to Clause 21 of the *Constitution*;

- (f) are directly or indirectly interested in any contract or proposed contract with the Association or the Branch and fail to declare the nature of their interest in the manner required by the Corporations Act or any other law of a like nature or effect; or
- (g) become an employee of the Association.

### 3.5 Positions not filled on Branch Executive

If positions on the Branch Executive are not filled in accordance with Clause 11 of the By-law Procedure for Election of a Branch Executive the Branch Executive shall appoint members to fill vacant positions.

### 3.6 Replacement of a Member of the Branch Executive

Where a member of a Branch Executive has vacated office, the Branch Executive may appoint another Member of the Branch to fill the vacancy. Such a person shall hold office only until the conclusion of the term of the person they were replacing.

## 4. A Director

*Clause four (4) shall be null and void as a whole at the conclusion of the AGM in 2011.*

### 4.1 Term

A Director elected by the Branch shall hold office for a two year period and until the second annual meeting of the Association after their election is concluded.

### 4.2 Election

The Election of a Director is to be in accordance with Clause 25 of the Constitution and relevant By-laws.

### 4.3 Casual Vacancy

A casual vacancy is to be filled by election at a Branch annual meeting which originally elected the Director vacating office. A Director elected to fill a casual vacancy will hold office until the end of the term of the originally elected Director who vacated office. (this clause shall be null and void for NSW, WA, NT and TAS branches at the conclusion of the 2010 AGM)

### 4.4 If a Branch cannot fill a casual vacancy, after one attempt the Board will appoint a Director. The Director appointed to fill the casual vacancy will hold office until the end of the term of the originally elected Director who vacated office.

### 4.5 Removal

A Director may be removed from office if they do not fulfil their stated obligations as a Director under the provisions of the Corporations Law or as required by the Constitution. The removal of a Director will create a casual vacancy.

### 4.6 Vice-President (this sub-clause shall be null and void at the conclusion of the 2010 AGM)

The Board shall appoint another Director from the Branch from which the Vice-President was elected for the period in which the first Director is Vice-President. At the end of the Vice-President's term of office the Director elected in the Vice-President's stead is to vacate their office as a Director. The vacation of office referred to in this Clause will not create a casual vacancy to be filled by the Branch. The newly elected Director shall assume all the responsibilities of the Branch Director.

### 4.7 Branch Responsibilities

- (a) A Director must represent the interests of the Association as a whole.
- (b) A Director shall convey the opinions of the Branch to the Board.

- (c) A Director shall seek a response to the Board agenda and strategic direction with their respective Branch Executives, and where appropriate the wider membership.
- (d) A Director shall communicate Board decisions to Branch Executives.

#### 4.8 Board Responsibilities

- (a) A Director must represent the interests of the Association as a whole.
- (b) A Director shall canvass a diversity of views on strategic issues with Branch Executives and the wider membership where possible.
- (c) A Director shall convey Branch and membership views to the Board.
- (d) A Director shall make decisions consistent with the implementation of the Association's Strategic Plan.

#### 4.9 Alternate Director and Proxies (this Clause shall be null and void as of the 2010 AGM for NSW, WA, NT and TAS Branches and as of the 2011 AGM for QLD, VIC, ACT and SA Branches)

- (a) If a Director is unable to act for any reason they must seek the approval of the Board for leave of absence. If the Board approves such leave of absence that Member of the Board is entitled to appoint an alternate for the period approved by the Board.
- (b) If a Director is unable to act for one period exceeding three months a casual vacancy will arise which must be filled in accordance with Clause 25.6 of the *Constitution*.
- (c) A person nominating for any executive position may also nominate as Alternate Director for declaration at the Branch AGM to facilitate the process of temporary replacement of a Director, the filling of a casual vacancy or replacement of a Director elected Vice President.

### 5. Powers, Duties and Functions of Branch Executive

5.1 The business of each Branch shall be managed by and vested in its Branch Executive subject to direction from the Board

5.2 In addition to the powers, duties and functions imposed upon each Branch by the *Constitution* or its By-laws, each such Branch Executive shall have the following powers and duties:

- (a) It may invite any member, including Student and Associate Student members to contribute to the work of the Branch;
- (b) it shall cause minutes to be made of, all appointments of officers, all members present and proceedings of Branch Executive meetings and numbers present and proceedings of all annual meetings of the Branch;
- (c) on request from a member, the Branch Executive shall make available minutes from meetings of the Branch Executive and annual meetings;
- (d) it shall provide the Board with such information and reports as may be required from time to time;
- (e) it shall provide the Board with an annual budget and plan for approval;
- (f) it shall not levy supplementary membership fees for services that are common to all members;
- (g) it shall not purchase, lease or mortgage any property
- (h) it shall not incur any liability in excess of approved budget unless it has been previously authorised in writing by the Association to do so;

- (i) it shall ensure that its activities and those of its Branch are consistent with the *Constitution* and the By-laws of the Association;
- (j) it may delegate any of its powers to committees consisting of at least one member of the Branch Executive and such other persons as it may determine upon such terms and conditions as it may see fit and may fix the quorum of any such committee; and
- (k) it may invite guests, either members or non-members, to Branch meetings for the purpose of consultation or receipt of information to progress Branch business.

## **6. Proceedings of Branch Executive Meetings**

- 6.1 Each Branch Executive shall meet regularly and at such times and places as may be determined from time to time by it. In the absence of any such determination it shall meet at such times and places as circulated by the Honorary Secretary of the Branch on the instructions of its Chairperson .
- 6.2 The contemporaneous linking together by telephone or other means of instantaneous communication constitutes a meeting.
- 6.3 Each member of a Branch Executive shall have one vote except the Chairperson or person presiding at a meeting who in the event of there being an equality of votes, shall have a casting vote only.
- 6.4 Not less than 14 days notice shall be given to a member of a Branch Executive of any meeting specifying the time, place and general nature of the business of such a meeting but where the Chairperson of a Branch Executive considers an emergency exists they may take such steps as they consider necessary to notify members of the Branch Executive of the proposed meeting notwithstanding that 14 days notice may not have been given.
- 6.5 A quorum of a meeting of a Branch Executive shall be one-half in number of Branch Executive members for the time being or the closest whole number above that fraction.
- 6.6 At a meeting of a Branch Executive, the Chairperson shall preside unless they are unwilling to act or are absent in which case the Vice-Chairperson shall preside. If both are unwilling to act or are absent then after 15 minutes have elapsed after the time appointed for the meeting, the members of the Branch Executive present, provided they constitute a quorum, may elect one of their number as Chairperson of the meeting.

## **7. Annual Meetings**

### **7.1 Notice**

Twenty-one days notice at least, exclusive of the day on which the notice is served, or deemed to be served, and the day for which the notice is given, specifying the place, day and the hour of the meeting, shall be given to such Branch members as are entitled to receive notices from the Branch.

### **7.2 Quorum**

No business shall be transacted at any annual meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of this By-law:

- (a) Branches with 100 or more members shall have a quorum of 10% in number of the members of the Branch or 50 members (whichever is less);
- (b) Branch with less than 100 members shall have a quorum of 8 members; at the time the meeting is held, present in person or by duly appointed representatives and entitled to vote.

### **7.3 Chairperson**

The Chairperson of the Branch Executive shall preside as Chairperson at every Branch meeting or in the event of their absence, or if there is no Chairperson or if they are not present

within 15 minutes of the time appointed for the holding of the meeting or are unwilling to act, the Vice-Chairperson shall preside. In the event of there being no Vice-Chairperson or if the Vice-Chairperson is not present within 15 minutes of the time appointed for holding the meeting or is not willing to act, the Members present shall elect one of their number to be Chairperson of the meeting.

#### 7.4 Proceedings at Annual Meetings

- (a) The business of an annual meeting is to receive and consider the reports of the Branch Executive, declare the results of elections for the executive or ratify appointments where only one nomination was received.
- (b) Other business such as the giving of awards, welcome to new graduates and other activities may be incorporated.
- (b) Each Branch shall hold its annual members meeting between 1 November no later than the end of the month of February the following year, preferably in conjunction with a CPD or networking event to maximise attendance

### **8. Accounts**

- 8.1 A Branch Executive shall prepare an annual budget for the Board. This budget forms part of the National budget and accounts.
- 8.2 A Branch Executive shall receive a report against the approved budget on a regular basis provide by the DAA Finance Manager, and additional reports as may be required by the Board from time to time.

### **9. Winding Up**

- 9.1 A Branch shall only be wound-up or dissolved upon a resolution of the Board of the Association.