

DIETITIANS ASSOCIATION OF AUSTRALIA

BY-LAW

PROCEDURE FOR OPERATION OF INDEPENDENT COUNCILS

(Pursuant to Clauses 27 and 36 of the [Constitution](#))

Developed July 2012

Revised July 2019

This By-law provides for the set up and management of Independent Councils. Such Councils function as independent entities providing direction to the Board on areas of expertise and undertake specific business on behalf of the Association.

1. In this procedure:

A Council is an entity to which the Board has delegated specific powers.

A Council is to provide recommendations and expert advice in specific areas independent of the Board without input from Directors. There is no Director responsible appointed for facilitation of the Council.

Chairperson is a Member with Dietetic Qualifications and APD status appointed by the Board.

A Council member shall not concurrently hold office as a Director of the association.

Council Member is appointed to a Council in accordance with the Terms of Reference:

- (a) A Member with Dietetic Qualifications and APD status, or an Honorary Life Member; or
- (b) A Member without Dietetic Qualifications; or
- (c) A non-Member with relevant expertise to the operation of the Council as specified in the Terms of Reference.

Spokesperson is a person formally authorised to speak on behalf of the Association.

Terms of Reference are documents ratified by the Board and which specify all matters relating to the operations of the Council.

2. Establishment of a Council

A Council shall be established by the Board.

2.1 Name of Council

The Board shall determine the name of a Council. Councils are named to reflect their function and expertise but do not include the word 'DAA' to identify their separation from the Board.

3. Terms of Reference

A Council shall have Terms of Reference ratified by the Board. The Board shall determine the life of the Council.

- 3.1 The Terms of Reference shall include the role and functions of a Council
- (a) Role and functions shall be specific.
 - (b) Role and functions shall be achieved within budget allocations.
- 3.2 Outcomes/Performance Measures
- The Board shall be responsible for assessing and measuring the outcomes of a Council's operations against a Council's role and functions and annual plan and report outcomes to the Board.
- 3.3 Reporting
- A report of a Council's activities shall be submitted to the Board meeting dealing with the annual reports and at other times at the specific request of the Board. Reports shall be submitted as defined in the terms of reference.
- (a) Board Papers
The staff member assigned to the council will prepare Board Reports for the next available Board meeting to present recommendations of the Council to the Board. The Board will provide written feedback if recommendations are not accepted to allow review by the Council and resubmission to the Board if necessary.
 - (b) Status Report
A Council's Board Report shall be prepared by the staff assigned to the council and approved by the Chairperson before the report is submitted to the Board.

A Council's Report shall contain a summary of activities and outcomes against the objectives set out in the terms of reference.
 - (c) Final Report
Before a Council ceases operations a final report shall be submitted reporting against the role and functions in the terms of reference. Where an outcome or activity varies from the terms of reference, a full explanation shall be given.

The report shall include recommendations if required.
 - (d) Member Information Reports
When a Council wishes to inform Association members of its activities, in the Newsletter or Website a report shall be prepared by the staff member responsible and approved by the Chairperson before the report is submitted.
- 3.4 Communication and Consultation Processes
- (a) Staff shall forward all Board communications to a Council via the Chairperson.
 - (b) The Chairperson can discuss matters of concern with the President or Vice-President for escalating to the Board if necessary.
 - (c) Communications between Councils and Association Committees shall be via the Chairperson with a copy to the staff member.
 - (d) A Council may acquire information from members via: individuals, Branch Executives; or Interest Groups.
 - (e) A Council may acquire information from experts in the field or other organisations.
 - (f) Council may use Newsletters or the Website, or other medium to disseminate or acquire information.

3.5 Consensus within Councils

(a) Voting

All Members of a Council shall have full voting rights.

Decisions of the Council shall be by majority vote if a vote is necessary.

(b) Quorum

A quorum of a Council shall be one half in number of Members, or the closest number above that fraction or as specified in the terms of reference. At least one Council member without dietetic qualifications must be present.

3.6 Length of Office for Council Members

(a) Chairperson

The Chairperson of a Council shall be appointed according to the Terms of Reference of a Council.

(b) Members

Members of a Council shall be appointed according to the Terms of Reference of a Council.

3.7 Meeting participation by Council Members

Attendance is required through the year by all members at the rate of not less than 50% or an absence of more than 2 consecutive meetings without reasonable excuse and approval for a leave of absence from the chair.

Members who fail to meet the attendance requirement will be required to step down from the Council.

If the member fails to meet the active participation requirement they will be asked by the chair to resign from the Council. If the chair is the member in question, the Board will ask them to resign.

The chair of DAA Councils may give leeway to members participating at less than 50% attendance or absent from more than 2 consecutive meetings if:

- a) The member sends apologies prior to meeting and
- b) The member contributes via a verbal or written communication to the chair or staff between meetings.

A cumulative attendance record is to be kept for all Council meetings.

4. **Dissolution**

The Board shall dissolve any Council if the Council's functions are no longer relevant or not fulfilling the stated terms of reference of the Council.

5. **Council Functions**

- (a) Strategies for achieving functions shall be determined by a Council.

- (b) A Council or individual members shall not act as spokespersons for the Association without the authority of the President, and shall not make commitments on behalf of the Association other than within their specific functions.
- (c) Each Council member shall maintain appropriate levels of confidentiality.
- (d) Council members shall make a general declaration of potential or actual conflict of interest on appointment. Council members shall identify any conflicts of interest related to specific agenda items to be noted in the minutes. Where a substantial conflict of interest is identified around an item of business, the member may be required to be absent from the meeting or portion of the meeting.
- (e) The review process for a Council is determined by the Board. It will include: assessment of outcomes from functions, the performance of the Chairperson and members; and the relevance of the Council.
- (f) The Council may request, through the Executive Officer, independent legal advice on certain matters.

5.1 Administrative Functions

- (a) Notification of Meetings
Each member is entitled to notification of meetings either in writing (electronic or hard copy), or by telephone.
- (b) Agenda
The agenda for a Council meeting shall be prepared by the staff assigned to the Council and approved by the Chairperson.
- (c) Minutes
Minutes of each meeting shall be maintained by staff.
Minutes shall be circulated to each member of the Council.

6. Finance

- (a) Support funding for routine operations of a Council shall be established by the Board and managed by staff.
- (b) Each Council shall have a separate bank account managed centrally by staff to ensure transparency.
- (c) Proposal by a Council for any project funding shall be forwarded to the Board. A Council shall prepare a budget indicating how funds from its account shall be managed.
- (d) Any income or surpluses are those of the Association and shall not be identified as funding for a specific purpose unless as specified in 6.1 (c).
- (e) All accounts for payment or requests for reimbursement shall be accompanied by the relevant documentation.
- (f) A non-Association Member of a Council may be eligible for sitting fees as specified in the terms of reference.

7. Correspondence

- (a) The Chairperson of a Council may sign correspondence:
 - (i) if the issue falls within the Councils specific duties and powers; and
 - (ii) the issue does not create new policy unless that policy has been accepted and minuted by the Board.
- (b) Council letterhead shall be used for all correspondence.
- (c) Copies of all correspondence, either in writing, telephone or other means of communication (including video, email, electronic) shall be sent to the staff member responsible.
- (d) Correspondence shall be signed by the Chairperson, on behalf of the Council. All general correspondence shall be sent via the staff member assigned to the Council for record keeping.
- (e) External correspondence, including letters or submissions to government agencies, outside organisations or individuals, outside the abovementioned criteria shall be referred in draft form to the staff member responsible for formatting, checking and style editing.
- (f) Unless specific authority has been delegated by the Board, correspondence shall not give guarantees on behalf of the Association; and shall not enter into commitments on behalf of the Association.

8. Implementation of Recommendations

8.1 Board Approval

All recommendations which develop or alter policy or commit the Association to any external agreement shall have approval in writing from the Board before implementation.

8.2 Preparation of Submissions

All submissions and publications unless otherwise indicated in the terms of reference shall be submitted to the staff for editing and approval according to delegated authority.

8.3 Preparation of Publications and other Material

Where the function of a Council involves publication of material a draft shall be submitted to the Board for approval before publication continues.

8.4 Publication and Distribution

Publication and distribution of any material is the responsibility of the National Office.

9. Copyright

- (a) All material produced by a Council or an individual of a Council for the purposes of committee business shall remain the property of DAA unless otherwise specified by the Board.
- (b) If a council member chooses to work on council business in their normal work time and location or their own time that does not change ownership of the material.
- (c) If committee members use the material developed for the committee for other purposes, explicit permission from DAA and acknowledgement of the council is required.

(d) Any externally developed material used by a council in preparing a publication shall be appropriately acknowledged and IP ownership of that material is vested in the original author.

9.1 Acknowledgments in Written Publications

The document shall include an acknowledgment listing contributors and references as required.

9.2 Acknowledgments in Forums

When presenting the achievements of a Council to any forum appropriate acknowledgment of a Council's members shall be given.