



AUSTRALIAN CAPITAL TERRITORY  
CORPORATIONS LAW  
A COMPANY LIMITED BY GUARANTEE

**CONSTITUTION  
OF THE  
DIETITIANS ASSOCIATION OF AUSTRALIA**

A.C.N. 008 521 480  
A.B.N. 34 008 521 480

NOTE: This version incorporates  
all amendments to 13 November 2020

**AUSTRALIAN CAPITAL TERRITORY  
CORPORATIONS LAW**

**A COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF THE**

**DIETITIANS ASSOCIATION OF AUSTRALIA**

A.C.N. 008 521 480  
A.B.N. 34 008 521 480

**1. Name of Company**

1.1 The name of the company is "Dietitians Association of Australia" (the "**Association**").

**2. Objects**

2.1 The principal objects for which the Association is established are to:

- (a) advance and promote dietetics and nutrition in Australia and internationally through advocacy, strategic alliances, partnerships, collaborations and other means as deemed appropriate by the Board;
- (b) determine entry level qualifications for the profession of dietetics and nutrition;
- (c) set standards and accredit programs of study in dietetics and nutrition;
- (d) maintain a framework for accrediting continuing practice as a dietitian promoting excellence through a program of continuing professional development;
- (e) foster and promote research and evidence-based practice in dietetics and nutrition.
- (f) administer a code of professional conduct and ethical practices, along with a disciplinary process for members and accredited professionals in the interests of public safety and quality services;
- (g) recognise and support diversity in cultures and practice areas and foster collegiality, collaboration; and reconciliation for Australia's first peoples.
- (h) foster food and nutrition knowledge and skills across the community;
- (i) advocate for a safe, nutritious and sustainable food supply which provides food security for all Australians;
- (j) promote attitudes and environments conducive to the healthful enjoyment of food;

### **3. Application of Profit**

- 3.1 The profits (if any) or other income and the property of the Association, however derived, must be applied solely towards the promotion of the objects of the Association as set out in this Constitution, and no part of those profits or that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Association.

This Clause does not prevent the payment in good faith to an officer or member of the Association, or to a firm of which an officer or member is a partner:

- (a) of remuneration for:
  - (i) services rendered to the Association; or
  - (ii) goods supplied in the ordinary course of business; or
- (b) of interest at a rate not exceeding the rate for the time being fixed for the purposes of this Clause by the Board on money borrowed from an officer or member of the Association; or
- (c) of reasonable rent for premises demised or let by an officer or member of the Association.

### **4. Director Remuneration**

- 4.1 A Director of the Association is entitled to be:

- (a) remunerated for their services as Directors;
- (b) paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors; and
- (c) paid remuneration for services rendered to the Association in circumstances permitted by Clause 3.1.

- 4.2 At each annual general meeting, the Board will recommend to members the level and conditions of remuneration and expenses for the subsequent year and report on the remuneration paid to each Director since the last annual general meeting.

## **5. Liability of Members**

5.1 The liability of the members is limited.

5.2 Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up during the time that they are a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a member and of the costs, charges and expenses of its winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of ten dollars (\$10.00).

## **6. Winding Up**

6.1 If on the winding up or the dissolution of the Association and after satisfaction of all its debts and liabilities there remains any property whatever, it may not be paid to or distributed among the members of the Association. The property must be given or transferred to another corporation as defined in the Corporations Act which:

- (a) is approved by the members in general meeting as the recipient of the property; and
- (b) has objects in its Constitution which are principally for the benefit of the public and the advancement of the field of human nutrition and health; and
- (c) limits the recipient in applying its profits (if any) or other income or in promoting its Constitution to substantially the same extent as is provided for in this Constitution.

6.2 If the members of the Association fail to approve a recipient of any surplus property in accordance with 6.1, such a body may be determined by a judge who has or acquired jurisdiction in the matter.

## **7. Number of Members**

7.1 The number of persons who may be admitted as members of the Association is not limited.

## **8. Interpretation**

8.1 In the Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

- (d) a reference to writing includes typewriting, printing and facsimile. Electronic and other modes of representing or reproducing words in a visible form are only acceptable when approved by the Board;
  - (e) a reference to a Clause is a reference to one of the Clauses in this Constitution;
  - (f) a reference to a section is a reference to a section of the Corporations Act; and
  - (g) a reference to the Corporations Act, or to a provision of the Corporations Act, means the Corporations Act or that provision as amended from time to time, or any statute, code or provision enacted in its place and includes regulations and other instruments under it.
- 8.2 Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- 8.3 Powers conferred on the Association, the Board, a member of the Board, a Committee, a Branch, an Interest Group or a member may be exercised at any time and from time to time.
- 8.4 In this Constitution unless the contrary intention appears:
- (a) **Accredited Nutritionist (AN)** means a person who is qualified as such by the Association pursuant to Clause 16;
  - (b) **Accredited Practising Dietitian (APD)** means a person who is qualified as such by the Association pursuant to Clause 11;
  - (d) **Affiliate** means a person who has been admitted to a class of membership pursuant to Clause 15.1;
  - (e) **APD Status** means having, for the time being, accreditation as an Accredited Practising Dietitian
  - (f) **Association** means the Dietitians Association of Australia;
  - (g) **Board** means the Board of the Association comprising those members referred to in Clause 25;
  - (h) **Branch** means a Branch of the Association established pursuant to Clause 30;
  - (i) **By-laws** mean the By-laws of the Association made pursuant to Clause 36 or as authorised by this Constitution;
  - (j) **Chairperson** means the person presiding at a general meeting pursuant to Clause 24.5 or the person presiding at a Board meeting pursuant to Clause 28.7;
  - (k) **Committee** means a committee established under Clause 29.1;

- (l) **Constitution** means the Constitution of the Association as altered or added to from time to time;
- (m) **Corporations Act** means the *Corporations Act 2001 (Commonwealth)* as amended from time to time.
- (n) **Directors** mean the directors of the Association from time to time, being comprised of:
  - (i) **Appointed Directors** who are appointed by the Board pursuant to Clauses 25.4 and 25.6; and
  - (ii) **Elected Directors** who are nominated and elected by the members pursuant to Clauses 25.2, 25.3 and 25.5.
- (o) **Executive Officer** means the person appointed as Executive Officer (or such title as may be adopted from time to time by the Board) pursuant to Clause 32;
- (p) **Financial year** means (subject to clause 40.1) a period of twelve months beginning on July 1<sup>st</sup> of one calendar year and ending on June 30<sup>th</sup> of the following calendar year or such other period (subject to the Law) ending on such other date as the Board may from time to time determine;
- (q) **Friend of DAA** means a person who has paid a subscription to gain access to such information and services as the Board may determine from time to time pursuant to Clause 19.
- (r) **Life Member** means a member who has been elected to that class of membership pursuant to Clause 14;
- (s) **Honorary Member** means a person who has been admitted to that class of membership pursuant to Clause 17;
- (t) **Interest Group** means a group recognised by the Board in accordance with Clause 31;
- (u) **Member with Dietetic Qualifications** means a person who has been admitted to that class of membership pursuant to Clause 10;
- (v) **Member without Australian Recognised Dietetic Qualifications** means a member who has been admitted to that class of membership pursuant to Clause 15;(v);
- (w) **Member** means a person who has been admitted to any one of the classes of membership or association referred to in Clause 9, except as the context indicates otherwise;
- (x) **President** means the President of the Association elected pursuant to Clause 26;
- (y) **Specialist, Advanced Practitioner, Fellow** is a member with APD status who is qualified as such by the Association pursuant to Clause 22;

- (z) **State** means a State of Australia and includes the Australian Capital Territory and the Northern Territory; and
- (aa) **Student Member** means a person who has been admitted to that class of membership pursuant to Clause 13.

## **9. Membership**

9.1 There shall be the following classes of membership and association:

- (a) Members with Dietetic Qualifications
  - (i) Members with APD Status
  - (ii) Members without APD Status
- (b) Student Members
- (c) Life Members
- (d) Members without Australian Recognised Dietetic Qualifications
  - (i) Affiliate members
- (e) Honorary Members.

9.2 Only the persons who are entitled to vote by reason of Clause 10.3 shall be considered as "members" for the purpose of the Corporations Act.

## **10. Members with Dietetic Qualifications**

10.1 A person:

- (a) who is a graduate of any University or equivalent organisation in Australia;
- (b) who has completed a course of study in human nutrition and dietetics approved by the Board; and
- (c) who satisfies the Board that they are a fit and proper person as established in the By-laws;

is eligible to be admitted as a Member with Dietetic Qualifications, and may upon application be admitted by the Board subject to payment of any monies owing to the Association.

10.2 A person:

- (a) who is eligible to be registered, licensed or otherwise officially recognised as a dietitian in another country;

- (b) who has passed the overseas skills recognition examinations approved by the Board or has been assessed as otherwise meeting the overseas recognition criteria approved by the Board; and
- (c) who satisfies the Board that they are a fit and proper person as established in the By-laws;

is eligible to be admitted as a Member with Dietetic Qualifications, and may upon application be admitted by the Board subject to payment of any monies owing to the Association.

10.3 A Member with Dietetic Qualifications shall be entitled to notice of general meetings, to attend and vote and be eligible to hold office as a member of the Board.

#### **11. Members with APD Status**

11.1 A member who complies with Clauses 10.1 or 10.2 of the Constitution and holds the qualification Accredited Practising Dietitian as established in the By-laws shall be a member with APD Status.

11.2 A member with APD Status shall be entitled to use the post nominal 'APD'.

#### **12. Members without APD Status**

12.1 A Member who complies with Clauses 10.1 or 10.2 of the Constitution, and does not hold the qualification Accredited Practising Dietitian as established by the By-laws shall be a member without APD Status.

#### **13. Student Members**

13.1 A person:

- (a) who is currently enrolled in a human nutrition and dietetic course that is currently accredited by the Board;
- (b) OR is currently enrolled in a human nutrition and dietetic course which has formally applied for provisional accreditation and is not subject to any suspension or withdrawal; and
- (c) who satisfies the Board that they are a fit and proper person as established in the By-laws;

is eligible to be admitted as a Student Member and may upon application be admitted by the Board subject to payment of any monies owing to the Association.

#### **14. Life Members**

14.1 A member with Dietetic Qualifications who complies with Clauses 10.1 or 10.2 of the Constitution, and who has given long, continued and outstanding service to the profession of dietetics may be elected by the Board as a Life Member.



14.2 The rights, privileges and obligations of a member elected as a Life Member shall not be disturbed by their election to that class except that they shall not be liable to pay any subscription or levy to the Association.

#### **15. Members without Australian Recognised Dietetic Qualifications**

A person

- (a) who does not live in Australia;
- (b) is a financial member of a dietetic association approved by the Board and / or registered by a statutory authority in their own country of residence; and
- (a) who satisfies the Board that they are a fit and proper person as established by the By Laws;

is entitled to be admitted as an "Affiliate". An Affiliate has no rights or privileges of membership other than to have access to those parts of the member's section of the Association's web site, as the Board from time to time determines.

#### **16. Accredited Nutritionist**

16.1 The Board may establish a Register of Accredited Nutritionists and may enter and remove the name of people eligible to be entered on the Register on such terms as the Board sees fit.

16.2 The people who have the credentials to be entered on the Register are:

- (a) Members with Accredited Practising Dietitian status; and
- (b) Such other persons as the Board may from time to time in its discretion determine.

16.3 A person who is entered on the Register may use the title "Accredited Nutritionist" and the post-nominals "AN."

#### **17. Honorary Members**

17.1 A person who does not practise in the profession of dietetics but who has made an outstanding contribution to the aims, objects or purposes of the Association in Australia may be elected by the Board as an Honorary Member for life, but shall not be a member of the Association for the purposes of the Corporations Act.

17.2 An Honorary Member shall:

- (a) be entitled to notice of general meetings and to attend general meetings, and with the consent of the Chairperson of the meeting may take part in all discussions;
- (b) not be entitled to vote or hold any office; and
- (c) not be liable to pay any subscription or levy to the Association.

## **18. Membership Generally**

- 18.1 All applications to be admitted as a member or affiliate pursuant to Clauses 10, 11, 12, 13 and 15 shall be in such form as the Board shall from time to time prescribe and shall be lodged with the Executive Officer.
- 18.2 An application must be supported by documents and information as the Board shall from time to time prescribe.
- 18.3 An application for admission as a member or affiliate pursuant to either Clauses 10, 11, 12, 13 and 15 shall be considered by the Board which may approve or reject such application in accordance with the criteria established in the By-laws.

## **19. Friends of DAA**

- 19.1 A person who has a vocational interest in human nutrition who does not possess Australian Recognised Dietetic Qualifications shall be entitled to:
- (a) pay a subscription to gain limited access to information and benefits as determined by the Board
  - (b) call themselves a 'Friend of DAA'
- 19.2 The criteria and processes for approval of applications shall be set out in the By-laws.

## **20. Subscriptions and Levies**

- 20.1 All members (including affiliates) and friends with the exception of Life and Honorary Members, must pay such annual subscriptions to the Association as are determined from time to time by the Board.
- 20.2 Annual subscriptions shall be due and payable upon the first day of January in each year. In the case of a person admitted to membership or association during a Financial year, their subscription for that year shall be determined by the Board.
- 20.3 The Board may resolve to impose a levy, in addition to subscriptions, upon members, affiliates or friends which shall be such percentage of the subscription of each person as is determined by the Board.
- 20.4 Any levy imposed by the Board pursuant to this Clause shall be due and payable on the date specified in the resolution imposing the levy.
- 20.5 If a person admitted to membership or association fails to pay to the Association the subscription or levy payable within three months after the date upon which such subscription or levy is payable, such person shall cease to be a member, affiliate or friend, as the case may be, but may be reinstated by the Board in its absolute discretion and upon such terms and conditions as it may see fit.
- 20.6 Upon a person ceasing to be a member or affiliate, they shall cease to be entitled to or have any interest in any of the property or assets of the Association but shall still be liable

to pay to the Association all amounts owing to it at the date of their cessation. Any such amounts may be recovered by the Association in any court of competent jurisdiction as a debt due and owing to the Association.

## **21. Cessation and Suspension of Membership**

21.1 A member desiring to resign from the Association shall give notice in writing to that effect to the Executive Officer. Membership or association (as the case may be) ceases upon such notice being lodged with the Executive Officer.

21.2 A member ceases to be a member or affiliate on:

- (a) resignation; or
- (b) failure to pay membership fees to the Association three months after notice; or
- (c) death.

21.3 A member, or a non-member APD program participant, who fails to observe all rules relating to professional conduct, as set out in the By-laws from time to time, may be:

- (a) formally counseled or reprimanded or both;
- (b) returned to provisional APD status;
- (c) required to undertake formal mentoring;
- (d) suspended from membership and / or the APD program for a period not exceeding twelve months; or
- (e) expelled from the Association and / or APD program; or
- (f) any combination of these things.

21.4 A member must not be disciplined for a failure to observe a rule relating to the professional conduct of members except in accordance with procedures established in the By-laws.

## **22. Specialist, Advanced Practitioner, Fellow**

22.1 Accredited Practising Dietitians may apply for Specialist, Advanced Practitioner, or Fellow status as established in the By-laws.

22.2 A member awarded Fellow status may retain that status upon retirement from active practice and the Accredited Practising Dietitian program for as long as they remain a financial member of the Association.

## **23. General Meetings**

- 23.1 General meetings of the Association must be convened in accordance with and subject to the provisions of the Corporations Act. Such meetings shall be held at such times and places as are determined by the Board. In addition to any other meeting held by the Association, the Association must hold an annual general meeting at least once in every calendar year and within five months after the end of its Financial year.
- 23.2 The Board must, on the requisition of not less than five percent in number of the Members with Dietetic Qualifications, call a general meeting to be held in accordance with the provisions of the Corporations Act but, in any case, not later than two months after the receipt by the Association of the requisition.
- 23.3 The requisition for a general meeting must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Association and may consist of several documents in like form each signed by one or more requisitionists.
- 23.4 If the Board does not, within 21 days after the deposit of a requisition, proceed to convene a general meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by the Board, call a meeting, but a meeting so convened must be held within three months from the date of the deposit of the requisition.
- 23.5 Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to convene a general meeting, will be paid to the requisitionists by the Association.
- 23.6 Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, 21 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 and in the case of special business the general nature of that business, must be given to such persons as are entitled to receive notices from the Association.
- 23.7 Any meeting referred to in this Clause shall be deemed not to be duly convened by the Board if it does not give notice of the meeting as required by Clause 23.6.

## **24. Proceedings at General Meetings**

- 24.1 The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Board and the auditor and to conduct such other businesses may be required under the Corporations Act.
- 24.2 All business other than that referred to in Clause 24.1 which is transacted at an annual general meeting and all business transacted at any other general meeting is special business.
- 24.3 No business shall be transacted at any general meeting unless a quorum of Members with Dietetic Qualifications is present at the time when the meeting proceeds to business. Subject to the provisions of this Clause, 10 percent in number of the Members with Dietetic

Qualifications of the Association or 50 Members with Dietetic Qualifications, (whichever is the less), at the time the meeting is held, present in person or by duly appointed representative and entitled to vote, shall constitute a quorum.

- 24.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members with Dietetic Qualifications, shall be dissolved. In any other case, it shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time as the Board may determine and if at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Members with Dietetic Qualifications present shall constitute a quorum.
- 24.5 The President of the Board shall preside as Chairperson at every general meeting or in the event of their absence, or if there is no President 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-President shall preside as Chairperson of the meeting. In the event of there being no Vice-President or if the Vice-President is not present within 15 minutes of the time appointed for the holding of the meeting or is not willing to act, the Members with Dietetic Qualifications present shall elect one of their number to be Chairperson of the meeting.
- 24.6 The Chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 24.7 (a) At any general meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either by the Chairperson or by at least 10 Members with Dietetic Qualifications present in person or by proxy.
- (b) Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) The demand for a poll may be withdrawn.
- 24.8 If a poll is duly demanded it shall be taken in such manner or either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

- 24.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 24.10 At any general meeting each Member with Dietetic Qualifications may vote in person or by proxy. On a show of hands every Member with Dietetic Qualifications present in person shall have one vote. On a poll, every Member with Dietetic Qualifications present in person or by proxy shall be entitled to cast one vote on their own behalf and one vote for every Member with Dietetic Qualifications they represent by proxy.
- 24.11 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
- 24.12 The instrument appointing a proxy must be in writing and duly authorised. A proxy must be a Member with Dietetic Qualifications. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll and shall be in the following form or a form as near to the following as circumstances allow:

'Dietitians Association of Australia

I \_\_\_\_\_ of \_\_\_\_\_

being a Member with Dietetic Qualifications of the Dietitians Association of Australia hereby appoint

of \_\_\_\_\_

as my proxy (Member with Dietetic Qualifications) or failing the Member, the Chairperson of the meeting to vote for me and on my behalf at the Annual General/General Meeting of the Dietitians Association of Australia, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_, and at any adjournment.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_

This form is to be used \* in favour of the resolution \_\_\_\_\_ against \_\_\_\_\_

.....  
SIGNATURE OF MEMBER

\*Strike out whichever is not desired.

(Unless otherwise instructed the proxy may vote as they think fit).'

- 24.13 The instrument appointing a proxy, if any, under which it is signed must be deposited with the Executive Officer not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed

for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.

- 24.14 A vote cast by a proxy is valid notwithstanding the previous revocation of that person's authority by the death of the principal or otherwise, unless an intimation in writing of the revocation or transfer has been received by the Executive Officer before the vote is cast.
- 24.15 The Board may from time to time by resolution invite representatives of any corporation, association, organisation, group, university or any branch, Department of Government (either Federal, State or Municipal) or any other person to attend a general meeting. Any such representative or person so invited shall have the right to attend that general meeting and, with the consent of the President, may take part in all discussions but shall not be entitled to vote.

## **25. The Board**

- 25.1 Subject to Clause 40.2, the Board will comprise of no more than nine (9) and no less than seven (7) Directors, being:
- (a) a maximum of seven (7) and a minimum of six (6) Elected Directors; and
  - (b) a maximum of two (2) Appointed Directors.
- 25.2 Each Elected Director must be a Member with Dietetic Qualifications.
- 25.3 The Elected Directors will hold office for approximately a three (3) year term, commencing from the conclusion of the annual general meeting at which they are declared elected until the conclusion of the third annual general meeting following their election.
- 25.4 The Appointed Directors will be appointed by the Board for a term of up to three (3) years upon terms and conditions that the Board determines appropriate. Appointed Directors shall not be required to hold qualifications in nutrition and/or dietetics.
- 25.5 The nomination and election of the "Elected Directors" by Members with Dietetic Qualifications shall be conducted in accordance with the By-Laws.
- 25.6 The appointment of non-member "Appointed Directors" without nutrition and/or dietetic qualifications shall be in accordance with the By-Laws and Clause 25.4.
- 25.7 Rotation of the Directors of the Board will occur at one general meeting of the Company in each calendar year as follows:
- (a) third of the Directors must retire from office. If one-third of the Directors is not a whole number, then the nearest whole number (by rounding down) of Directors must retire from office;
  - (b) Unless otherwise agreed by the Board, the Directors that must retire in accordance with clause 12.1 will be determined by the length each Director has held office with

the Company since they were last elected, so that those who have the longest record must retire first;

- (c) If two or more Directors have been in office an equal length of time, the Directors who must retire will be determined by the Board;
- (d) A Director who retires under this clause will be eligible for re-election; and
- (e) The retirement of a Director who retires under this clause will be effective from the close of the relevant general meeting.

25.8 The President of the Board:

- (a) will be elected by the Board from among the Directors who are Members with Dietetic Qualifications;
- (b) will be appointed at the first Board meeting after the vacancy of the office of president pursuant to subparagraph (c) of this clause; and
- (c) except as provided by clause 25.10 shall hold office until the conclusion of the second annual general meeting following the election of the President.

25.9 The Vice President of the Board:

- (a) will be elected by the Board from among the Directors who are Members with Dietetic Qualifications;
- (b) will be appointed at the first Board meeting after the annual general meeting in any given year; and
- (c) except as provided by clause 25.10 shall hold office until the conclusion of the next annual general meeting.

25.10 The Board may by resolution passed by a two thirds majority:

- (a) remove the President from office and appoint another Director as President for the balance of the term of the person so removed; and
- (b) remove the Vice President from office and appoint another Director as Vice President for the balance of the term of the person so removed.

Any resolution passed pursuant to this clause shall effect the removal of a Director from the office of President or Vice President only, and shall not affect that Director's appointment as a Director. Any Director removed from the office of President or Vice President shall continue as a member of the Board until the end of their term or the office is otherwise vacated pursuant to this Constitution.

25.11 If, at any time and for any reason, there is a vacancy on the Board, the Board may appoint another Director for the balance of the term of the person so removed. If the term of the appointment of a Director under this clause is longer than twelve months, then the



appointment of the Director by the Board must be confirmed by resolution at the Associations next annual general meeting.

- 25.12 The Association in a general meeting may by ordinary resolution and passed in accordance with section 203D of the Corporations Act remove any Director from office.
- 25.13 A member of the Board shall be deemed to have vacated their office if the member:
- (a) ceases to be a member of the Board by virtue of the law;
  - (b) becomes bankrupt or insolvent or makes any arrangements with creditors generally;
  - (c) becomes prohibited from being a member of the Board by reason of any order made under the Corporations Act;
  - (d) becomes a person whose person or estate is liable to be dealt with under any law relating to mental health;
  - (e) resigns their office by notice in writing to the Board;
  - (f) is absent without permission of the Board from two consecutive meetings;
  - (g) ceases to be a member who is eligible to hold office as a director of the Association;  
or
  - (h) becomes an employee of the Association.

## **26. Alternate Members of the Board**

- 26.1 If a member of the Board is unable to act for any reason they must seek the approval of the Board for a 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.
- 26.2 If a member of the Board is unable to act for one period exceeding three months a casual vacancy will arise which must be filled in accordance with Clause 25.9 during their inability at any time to act as such a member.

This Clause does not apply to the President.

- 26.3 Any person, while holding office as an alternate member of the Board shall be entitled to receive notice of meetings of the Board and to attend and vote and to exercise all the powers of the appointer in their place.
- 26.4 An alternate member of the Board shall automatically vacate office if their appointer vacates office as a member of the Board or removes the appointee from office.
- 26.5 Any appointment or removal under this Clause must be effected by notice in writing under the hand of the member of the Board making the same addressed to the Executive Officer.

26.6 The provisions of Clause 25.5 apply in the case of an alternate member of the Board with such modifications as are necessary to suit the circumstances.

## **27. Powers and Duties of the Board**

27.1 Subject to the Corporations Act and to any other provisions of the Constitution, the business of the Association is managed by the Board which may exercise all such powers of the Association as are not, by the Corporations Act or the Constitution, required to be exercised by the Association in general meeting.

27.2 The Board may borrow or raise money for the Association and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by the Association in such manner and on such terms in all respects as it thinks fit.

27.3 The Board may engage all such officers and employees as it may consider necessary.

27.4 The Board must cause minutes to be made:

(a) of all appointments of officers;

(b) of the names of members of the Board present at all meetings of the Board;

(c) of all proceedings of general meetings and of meetings of the Board;

and to cause those minutes to be entered, within one month after the relevant meeting is held, in the minute book.

27.5 The minutes referred to in Clause 27.4 shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

## **28. Proceedings of the Board**

28.1 The Board shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Executive Officer on the instructions of the President or on the requisition of a member of the Board shall notify Board members.

28.2 Every member of the Board except the Chairperson at the meeting shall have one vote but in the event of there being an equality of votes the Chairperson shall have a casting vote.

28.3 Not less than 21 days' notice is to be given to every member of the Board and the Executive Officer of any meeting specifying the time, place and general nature of the business of such meeting but where the President considers an emergency exists they may take such steps as they consider necessary to notify members of the Board and the Executive Officer of the proposed meeting, notwithstanding that 21 days' notice has not been given.

28.4 A member of the Board who is not within Australia shall be entitled to receive notice of a meeting of the Board.

- 28.5 A quorum for a meeting of the Board shall be one half in number of its members for the time being or the closest whole number above that fraction.
- 28.6 The Board may act, notwithstanding any vacancy in its body, but if and so long as its number is reduced below six, the Board may act for the purpose of:
- (a) dealing with business of an urgent nature; or
  - (b) summoning a general meeting of the Association;
- but for no other purpose.
- 28.7 At every meeting of the Board, the President shall preside unless the President is unwilling to act or is absent, in which case the Vice-President shall preside. If the Vice-President is unwilling to act or is absent then after 15 minutes have elapsed after the time appointed for the meeting, the members of the Board present, provided they constitute a quorum, may elect another person as Chairperson of that meeting.
- 28.8 All acts done by any meeting of the members of the Board or by any person acting as such shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such members or person acting as such or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 28.9 A resolution approved in writing signed by at least the number of members of the Board which constitutes a quorum shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the resolution was provided in a notice to all members of the Board entitled to receive notice of a meeting of the Board. Any such resolution may consist of several documents, in like form, each signed by one or more Board members.
- 28.10 The contemporaneous linking together by telephone or other means of instantaneous communication ("telephone") of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, is to be deemed to constitute a meeting of the Directors and all the provisions of the Constitution as to meetings of the Directors apply to such a meeting if the following conditions are met:
- (a) all the Directors entitled to notice of a meeting of the Directors received notice of the meeting and for this purpose notice of the meeting may be given on the telephone;
  - (b) all the Directors wanting to take part in the meeting are linked by telephone for the purposes of the meeting; and
  - (c) at the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.

A Director may not leave a telephone meeting by disconnecting the telephone without the consent of the Chairperson of the meeting and a Director is to be deemed to be present and form part of the quorum throughout the meeting unless the Director has obtained the consent of the Chairperson of the meeting to leave the meeting.

A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the Chairperson of the meeting.

## **29. Committees of the Board and Independent Councils**

29.1 The Board may delegate any of its powers to such Committees or Councils as it thinks fit from time to time.

(a) Any such Committee shall consist of at least one member of the Board and such other members, employees of the Association and other persons as the Board may determine. The powers and duties delegated to such a Committee shall be upon such terms and conditions as the Board may determine including the fixing of a quorum for a meeting. Procedures for the operation of Committees shall be established in the By-laws.

(b) Any such Independent Council shall consist of both members and other persons relevant to the work of that council and employee/s appointed according to the business of the council. A member of the Board shall not sit on the Council. The powers, duties and procedures of such councils shall be established in the By-laws and Terms of Reference.

29.2 The board must establish an Advisory Committee, with such membership and functions as the Board from time to time sees fit.

The principal role of this Committee will be to provide a mechanism for branch chairs and nominated heads of interest groups within the Association to exchange ideas on issues of practice, continuing professional development and advocacy, and to communicate directly with the President.

## **30. Branches of the Association**

30.1 There may be a Branch of the Association in each State of Australia and in such other places as the Board may from time to time deem necessary or desirable.

30.2 The members of a Branch shall comprise those members of the Association residing or carrying on business within the area encompassed by the Branch but if for geographical reasons and convenience a member would prefer to be a member of another Branch, the Board may in its discretion determine that the member is to be a member of such other Branch as the Board nominates.

30.3 Until the Board determines otherwise, members of the Association residing or carrying on business in a State or place where no Branch has been established by it, shall be members of such Branch as is determined by the Board.

30.4 Each Branch shall establish a Branch Executive which shall comprise such persons and have such powers, functions and duties (in addition to those conferred by the Constitution) as are specified in the By-laws.

### **31. Interest Groups**

31.1 The Board may recognise as an Interest Group any group of members which has an interest in an issue or field of dietetics or nutrition. The criteria for such recognition and the procedures governing the operation of Interest Groups will be established in the By-Laws.

### **32. The Executive Officer**

32.1 There shall be an Executive Officer of the Association who shall be appointed by the Board.

32.2 The Board shall have power to suspend or remove the Executive Officer.

32.3 The Board may vest in the Executive Officer such powers, duties and authorities as it may from time to time determine and the Executive Officer shall exercise all such powers and authorities subject at all times to the control of the Board.

32.4 The Executive Officer shall not be eligible to hold office as a member of the Board even if they are a Member with Dietetic Qualifications but shall attend all meetings of the Board and all general meetings of the Association and may be heard on any matter but shall not be entitled to vote.

32.5 The Executive Officer shall be Secretary of the Association.

### **33. Accounts**

33.1 The Board must cause proper accounts to be kept with respect to:

- (a) all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of real and personal property by the Association; and
- (c) the assets and liabilities of the Association.

33.2 Such accounts shall be kept at the registered office of the Association or at such other place (subject to the Corporations Act) as the Board thinks fit, and must always be open to inspection by members of the Board.

33.3 The Board may from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Association or any of them may be open to inspection by members not being persons who are members of the Board.

33.4 The Board shall from time to time in accordance with the provisions of the Corporations Act cause to be prepared and laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are required.

**34. Auditor**

34.1 In accordance with the provisions of the Corporations Act one or more auditors of the Association shall be appointed. At least once in each year the accounts of the Association must be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

**35. Common Seal**

35.1 The Board must provide for the safe custody of the common seal of the Association.

35.2 The common seal must not be affixed to an instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf. Every instrument to which the common seal is affixed shall be signed by a member of the Board and shall be countersigned by another member of the Board, the Executive Officer or by some other person appointed by the Board for the purpose.

**36. By-laws**

36.1 The Board shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such By-laws.

36.2 Notwithstanding the provisions of Clause 36.1, the Association in general meeting, may amend or repeal any By-law made by the Board.

36.3 A By-law must:

- (a) be subject to the Constitution;
- (b) be consistent with any provision contained in the Constitution; and
- (c) when in force, be binding on all members and shall have the same effect as this Constitution.

**37. Notices**

37.1 A notice may be given by the Association to any member either personally, by electronic means to their registered e-mail address or by sending it by post to them at their registered address. Where a notice is sent by post service the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a general meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

37.2 (a) Notice of every general meeting must be given in any authorised manner to every member and to the Auditor and the Executive Officer for the time being of the Association.

- (b) No other person shall be entitled to receive notice of a general meeting.

### **38. Indemnity and Insurance**

38.1 This Clause applies:

- (a) to each person who is or has been a Director, alternate Director or Executive Officer of the Association;
- (b) to such other officers or former officers of the Association or of any related bodies corporate as the directors in each case determine; and
- (c) if the Directors so determine, to any auditor or former auditor of the company or of its related bodies corporate.

38.2 Indemnity

The Association must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this Clause applies for all losses or liabilities incurred by the person as an officer or auditor of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

38.3 Extent of Indemnity

The indemnity in Clause 38.2:

- (a) is a continuing obligation and is enforceable by a person to whom Clause 39.2 applies even though that person may have ceased to be an officer or auditor of the company or of a related body corporate; and
- (b) operates only to the extent that the loss or liability in question is not covered by insurance.

38.4 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance;

for any person to whom this Clause 38.4 applies against any liability incurred by the person as an officer or auditor of the company or of a related body corporate including, but not

limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

#### 38.5 Savings

Nothing in Clauses 38.2 or 38.4:

- (a) affects any other right or remedy that a person to whom those paragraphs apply may have in respect of any loss or liability referred to in those paragraphs; or
- (b) limits the capacity of the Association to indemnify or provide or pay for insurance for any person to whom those paragraphs do not apply.

#### 39. Inspection of Records

39.1 The Board shall determine whether and to what extent, and at what time and place and under what conditions, records and documents (other than those referred to in Clause 33) of the Association or any of them shall be open to the inspection of members other than directors, and a member other than a director does not have the right to inspect any document of the company except as provided by law or authorised by the Board or by resolution at a general meeting.

#### 40. Transitional Provisions

40.1 Immediately before the adoption of this Constitution, the Financial year commenced on 1 January 2017 and was anticipated to end on 31 December 2017. The Financial year will be deemed to be between 1 January 2017 and 30 June 2018, and thereafter the Financial year will be determined in accordance with the definition in Clause 8.4(p).

40.2 For the period immediately following the adoption of this Constitution and the conclusion of the annual general meeting in 2018:

- (a) the members of the Board immediately prior to the adoption of this Constitution will continue to hold office until the conclusion of the annual general meeting in 2018 unless a Director sooner resigns, vacates the office or is disqualified from holding office;
- (b) the maximum number of Elected Directors will be eight (8); and
- (c) the maximum number of Appointed Directors will be one (1).