



# **ASSOCIATION FOR DIETETICS IN SOUTH AFRICA**

## **CONSTITUTION**

**PLEASE NOTE:** In the interests of all members, this document will be updated when changes have been proposed and accepted at a BGM or Special General Meeting of the Association. Contact the National Office by e-mail: [info@adsa.co.za](mailto:info@adsa.co.za) to ensure that your copy is the latest available.

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## **ASSOCIATION FOR DIETETICS IN SOUTH AFRICA**

### **CONSTITUTION**

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## ARTICLE I: NAME

The name of the Association shall be the “**Association for Dietetics in South Africa**”, thereafter “the Association”. The acronym “ADSA” shall be used to refer to the **Association for Dietetics in South Africa**. The acronym “ADSA” shall be used in all languages.

## ARTICLE II: VISION, MISSION AND AIMS

### A. VISION

To represent and develop the dietetic profession to contribute towards achieving optimal nutrition for all South Africans.

### B. MISSION

As professionals in the field of dietetics and nutrition, the Association supports and promotes the continued growth of the profession of dietetics in South Africa.

The primary aims of the Association are to:

- a) Serve the interests of dietitians in South Africa; and
- b) Promote the nutritional well-being of the community.

To further these primary aims, the Association shall strive to attain the following subsidiary aims to:

- a) Uphold the standards of national and international nutrition-related guidelines;
- b) Act as spokesperson in various matters affecting the dietetic profession;
- c) Improve and maintain quality of service rendered by dietitians and creating opportunities for continuing education;
- d) Formulate and publicise statements based on scientific facts regarding dietetics and nutrition;
- e) Build and maintain contact with food, nutrition and related industries;
- f) Have input on draft legislation on food, nutrition and related matters; and
- g) Build up and maintain relationships with organisations and associations which provide nutrition information to communities and individuals in South Africa
- h) Encourage a supportive, inclusive and diverse professional community
- i) Provide support and guidance to ensure dietitians are maintaining ethical standards of practice

## ARTICLE III: MEMBERSHIP

### A. MEMBERS

Membership of the Association shall consist of the following seven (7) categories:

1. Full members
2. Community Service Dietitians
3. Associate members
4. Retired members
5. Student members
6. Honorary members
7. Friends of the Association for Dietetics in South Africa

#### 1. Full members

##### a) Qualifications

Any person registered as a dietitian with the Health Professions Council of South Africa (HPCSA) may apply for full membership. Registration with the HPCSA as a dietitian must be maintained at all times to allow for continued membership of the Association. Should a dietitian be deregistered from the HPCSA, their membership with the Association will be terminated.

##### b) Privileges

Full members of the Association shall be entitled to attend branch meetings of the Association at a reduced rate and to take part in ADSA-related discussions. They are entitled to all membership benefits. They may serve at Executive or Branch levels and are eligible to vote.

- i. *Executive Committee Members and Branch Chairpersons*: Full members who serve on the Executive Committee or as Branch Chairpersons are entitled to attend branch meetings of the Association at a reduced rate and to take part in ADSA-related discussions. They are entitled to all membership benefits and are eligible to vote. They are exempted from paying an annual membership fee during their term on the committee.

- ii. *Branch Committee Members:* Full members who serve on Branch Committees are entitled to attend branch meetings of the Association at a reduced rate, to take part in ADSA-related discussions and are eligible to vote. They are entitled to all membership benefits but at a reduced membership fee during their term on the committee.

## 2. Community Service Dietitians

### a) Qualifications

Any person registered as a community service dietitian with the Health Professions Council of South Africa (HPCSA) and who is completing their community service year in South Africa, may apply for Community Service Dietitian membership.

### b) Privileges

Community Service Dietitian members of the Association shall be entitled to attend branch meetings of the Association at a reduced rate and to take part in ADSA-related discussions. They are entitled to all membership benefits. They may serve at Branch levels and are eligible to vote.

## 3. Associate members

### a) Qualifications

Any person who does not qualify for full membership, but who has a recognised qualification in nutrition or related field may apply for Associate membership of the Association. Such membership is subject to approval by the President and Executive Membership Portfolio Holder of the Association.

### b) Privileges

Associate members of the Association shall be entitled to attend branch meetings of the Association at a reduced rate, and to take part in discussions. They are entitled to selected membership benefits. They may not serve at Executive or Branch levels and are not eligible to vote.

## 4. Retired members of ADSA

### a) Qualifications

Any member aged sixty (60) years and older, who is no longer employed professionally and who has been a member of the Association before may apply for retired membership.

### b) Privileges

Retired members shall be entitled to the rights of the category of membership to which they were entitled before retirement, at a reduced rate.

## 5. Student members

### a) Qualifications

The following persons may apply for student membership of the Association:

- i) Any person registered at the HPCSA as an undergraduate student in dietetics.
- ii) Any **bona fide** student registered for a postgraduate course in dietetics who does not qualify for full membership.

The Secretariat of the Association shall approve student membership after submission of proof of appropriate registration as a student. If bulk student applications are received from universities, this is regarded as proof of student registration. Student membership shall be temporary.

### b) Privileges

Student members shall be entitled to attend branch meetings of the Association and to take part in ADSA-related discussions. They are entitled to selected membership benefits. They may serve at Branch levels and are not eligible to vote.

## 6. Honorary members

### a) Qualifications for consideration for this category

Any person who has made a significant contribution to dietetics or a related field in South Africa and who has upheld the current Vision, Mission and Values of the Association, may be nominated to become an Honorary member of the Association. This nomination must be proposed by a full member and seconded by two (2) other full members of the Association and include a full motivation and a **curriculum vitae** of such a person. After due consideration of the **curriculum vitae** of such a person by the Executive Committee of the Association, the motivation together with the relevant **curriculum vitae/resume** that supports this nomination, shall be distributed to all categories of membership of the Association for voting, either via email or proxy, together with the Agenda of the Biennial General Meeting (BGM) or Special General Meeting (SGM).

### **Voting process at the BGM / SGM**

If the applicant is present, he / she will be asked to leave the room for the voting to take place. The motivation and a short resume of the applicant will be given at the meeting. All full members of the Association, whose membership fees are not

in arrears for the current year, shall be eligible to vote. Honorary members and retired members of the Association, who were full members before retirement, shall be eligible to vote.

**Proxy for honorary membership**

Voting on behalf of a member eligible to vote may be by proxy provided that the proxy voter obtains written permission to do so from such a member. Such written permission shall be handed to the President / Chairperson before the start of the meeting.

**Decision**

At least 40% of the eligible members, choosing to vote at the meeting, must agree with the application for it to be passed. The current National president will inform the honorary member of the outcome.

b) Privileges

Honorary members of the Association shall be entitled to attend branch meetings of the Association and take part in discussions. They may serve at Executive or Branch levels and are eligible to vote. Honorary members are exempted from paying an annual membership fee.

**7. Friends of the Association for Dietetics in South Africa**

a) Qualifications

Any person who does not qualify for any of the other categories of membership but subscribes to the aims of the Association, may apply to become a Friend of ADSA. Such membership is subject to approval by the Executive Committee of the Association.

b) Privileges

Friends of ADSA shall be entitled to attend branch meetings of the Association and to take part in discussions. They are entitled to selected membership benefits. They may not serve at Executive or Branch levels. Friends of ADSA are not eligible to vote.

**B. APPLICATION FOR MEMBERSHIP**

All applications for membership shall be made on the prescribed electronic application form of the Association and forwarded to the National Office. The applicant shall be notified in writing if his / her application was not successful.

**C. TERMINATION OF MEMBERSHIP**

Resignation from the Association shall be made in writing to the Executive Committee of the Association.

**D. FORFEITURE OF MEMBERSHIP**

1. Any member of the Association whose membership fees are not paid in time as described in D of Article IV shall forfeit membership of the Association.
2. The membership of any member whose actions may harm the reputation of the Association may be suspended after due consideration by the Executive Committee.

**E. RIGHT OF APPEAL**

In the event of termination of membership as specified in D of Article III, a member may, within thirty (30) days after receipt of a written notice to that effect, appeal in writing against the decision to the Executive Committee of the Association for consideration at its next meeting. In the event of this happening, the membership shall be suspended until a decision has been taken at such a meeting.

**ARTICLE IV: MEMBERSHIP FEES**

**A. PAYMENT OF MEMBERSHIP FEES**

A member of the Association shall automatically become a member of the branch in the region where the member resides, or the branch selected by the member on their application form. A member who moves during the course of the year shall automatically become a member of the Branch in the area where the member resides, or branch selected by the member on notifying the Association of their move without having to pay extra membership fees for the current financial year.

**1. Full and Associate Members and Friends of ADSA**

- a) Full and Associate members and Friends of ADSA pay annual membership fees to the Association before or on 31<sup>st</sup> January. Members who have not paid shall be deregistered.
- b) Adjustments to membership fees shall be made annually. The fee increase shall be in line with the average annual inflation rate and shall be approved by the Extended Executive Committee of the Association. Should the Extended Executive Committee deem it necessary to increase the membership fee at a rate above or below 2% of the average annual inflation rate, this must be tabled at a Biennial General Meeting or a Special General Meeting.

**2. Retired members**

Retired members shall pay an annual membership fee of 50% of the current membership fee to National Office before or on 31<sup>st</sup> January.

**3. Student members**

Undergraduate student members pay an annual student membership fee to the Association before or on 30 April. Adjustments to student membership fees shall be made annually. The fee increase shall be in line with the average annual inflation rate and shall be approved by the Extended Executive Committee of the Association. Should the Extended Executive Committee deem it necessary to increase the student membership fee at a rate above or below 2% of the average annual inflation rate, this must be tabled at a Biennial General Meeting or a Special General Meeting.

**4. Honorary members, Executive Committee and Branch Chairpersons**

Membership fees for the above member categories shall be waived.

**B. PRO RATA MEMBERSHIP**

Only new members joining the Association one month or longer after the start of the financial year will be entitled to a pro rata membership. Renewing members who join the Association one month or longer after the start of the financial year shall pay the full membership fee.

**C. MEMBERSHIP RENEWAL**

The Secretariat of the Executive Committee shall send annual membership renewal forms to all members of the Association by November for payment before 31<sup>st</sup> January of the next year.

**D. MEMBERSHIP IN ARREARS**

Any member of the Association who has not paid the annual membership fee before or on 28<sup>th</sup> February shall be deregistered and notified by the National Office that the membership fees have not been received.

**E. REINSTATEMENT FEE**

Any member of the Association who has not paid their membership fees and who's membership has lapsed and wishes to join a year or more later will be required to pay an administrative fee to re-instate their membership.

**ARTICLE V: VOTING RIGHTS**

**1. Members with voting rights**

All full members of the Association whose membership fees are not in arrears for the current year, are eligible to vote on matters presented during a special general meeting or biannual general meeting of the association, as well as during the election of branch and executive committee members. Honorary members and retired members of the Association, who were full members before retirement are eligible to vote.

**2. Voting procedures for the election of committee members**

- a) Voting for Executive or Branch Committee members shall take place by means of a secret ballot.
- b) Ballot papers shall be sent to all members eligible to vote at least three (3) weeks before a meeting.
- c) Two or three candidates shall be nominated per portfolio. Candidates are to send a brief CV to aid voters in their decisions.
- d) Postal, e-mail and hand-delivered completed ballot papers shall reach the Chairperson / Secretary before the start of the meeting.
- e) Voting during meetings shall take place as arranged by the President / Chairperson.

**3. Equal number of votes**

The President / Chairperson of the Association or Branch shall have a casting vote in the case of an equal number of votes.

**4. Proxy**

Voting on behalf of a member eligible to vote may be by proxy provided that the proxy voter obtains written permission to do so from such a member. Such written permission shall be handed to the President / Chairperson before the start of the meeting.

**ARTICLE VI: OFFICIAL ADDRESS OF THE ASSOCIATION**

The Association shall have a fixed address.

**ARTICLE VII: ELECTION AND ORGANISATION OF BRANCH COMMITTEES AND EXECUTIVE COMMITTEE**

The Association shall consist of members who are represented by an Executive Committee at national level and a Branch Committee at regional level to carry out certain functions on their behalf. The Executive Committee is also referred to as the Core Executive Committee, while the Extended Executive Committee includes the Core Executive Committee and Branch Chairpersons.

**A. FORMATION OF BRANCHES**

1. Branches of the Association may be formed in any place in South Africa. At least ten (10) full members of the Association shall apply in writing to the Executive Committee to form a Branch of the Association. Formation of a Branch is subject to the approval of the Executive Committee of the Association.
2. Branches shall function in accordance with the provisions of the Constitution of the Association, but shall be entitled to compile own domestic rules provided that such rules are not in conflict with the provisions of the Constitution of the Association. The domestic rules of Branches and their amendments shall be submitted to the Executive Committee for its information.

**B. ELECTION AND ORGANISATION OF BRANCH COMMITTEES**

**1. Office-bearers**

Branch Committees shall consist of a Chairperson and at least three (3) full members but may consist of any number of members fulfilling roles on defined sub-committees in order to carry out the functions of the branch and to handle current projects. All sub-committees will be chaired by a member of the Branch Committee. The only named position will be that of Chairperson and this individual will represent the branch on the Extended Executive Committee of the Association and will be responsible for the running of the branch according to the constitution. The main areas of operation of the branch will be continuous professional development activities with associated sponsorship, supporting dietitians in all sectors, and communication.

Where applicable a branch may also co-opt one (1) student representative from each university offering dietetics within the jurisdiction of the branch.

The outgoing Chairperson may, at the invitation of the incoming Committee, remain on the committee for a period of six (6) months after the completion of the term of office but shall not have voting rights during this period.

**2. Term of office**

- a) The term of office of the Branch Committee shall be two years running from July 1<sup>st</sup> to June 30<sup>th</sup>.
- b) An out-going Chairperson may be re-elected as Chairperson for two consecutive terms of office and may be re-elected for any of the portfolios.
- c) Committee members shall be elected for one term of office, but may serve for three (3) consecutive terms of office.
- d) Members of sub-committees may be co-opted for any length of time as determined by the needs of the projects being undertaken by the Branch. Members of sub-committees can serve as often as requested and accepted.

**3. Nominations and election**

The Branch Committee shall be responsible for the elections.

- a) A new Chairperson shall be elected by and from the out-going Branch Committee.
- b) Branch Committees shall be elected at an Annual General Meeting of the Branch before mid-June. Thus, the term of office shall run from July 1<sup>st</sup> to June 30<sup>th</sup>.
- c) Members of the Association entitled to vote shall nominate the Branch Committee members by means of a nomination form of the Association.



The nomination form shall contain **inter alia**:

- i. Name and signature of the nominee;
  - ii. Name and signature of the proposer; and
  - iii. Name and signature of the seconder.
- d) Nomination forms shall be sent to all members with the right to vote at least forty-five (45) days before an Annual General Meeting of the Branch.
  - e) Nominations shall be obtained for the four (4) available positions
  - f) Ballot papers shall be sent to all Branch members at least three (3) weeks before the Annual General Meeting of the Branch.
  - g) A new Branch Committee shall take up office after the Annual General Meeting of the Branch.

#### 4. Vacancies

Should vacancies arise on the Branch Committee, suitable office-bearers shall be co-opted on an **ad hoc** basis to a maximum of two (2) members. Should more than two (2) vacancies arise, office-bearers shall be elected at a General Meeting of the Branch.

#### 5. Guidelines for Dietetic Interest Groups

##### 1. Introduction

Dietetic Interest Groups (DIGs) are established in conjunction with the Association for Dietetics in South Africa (ADSA) Executive Committee for the detailed discussion of issues of interest and concern to ADSA members as per the ADSA constitution. ADSA's executive committee can be informed by members of the need for an interest group in a particular area.

##### 2. Difference between Dietetic Interest Groups (DIGs) and Dietetic Technical Working Groups (DTWGs)

- a) Dietetic Interest Groups are organised groups that have a common cause for which:
  - i) They advance the ADSA mission and vision,
  - ii) They enhance practice, professional roles, and research,
  - iii) They seek to influence policy or guidelines,
  - iv) They offer benefits that may include leadership opportunities, networking, mentoring, continuing education, technical expertise, specialization within practice areas, and networks and alliances with other organisations.
- b) Dietetic Technical Working Groups are short term working groups formatted for specific tasks such as comments on legislation. These groups will be co-ordinated by the ADSA Executive Committee.

##### 3. Membership of DIGs

All ADSA members are entitled to take part in the work of interest groups. Representatives of Observers and Corresponding Organisations (Observer status is a privilege granted to non-members to give them an ability to participate in the organisation's activities) are invited to take part in the work of relevant DIGs. They are entitled to receive all relevant documents related to the work of DIGs. Other interested parties may take part in the work of the DIGs upon the invitation of the Co-ordinator or Chairperson of the particular DIG. Exceptions from this rule are possible if approved by the Co-ordinator or Chairperson of the DIG. For practical reasons the Co-ordinator or Chairperson of the DIG can limit the participation of Observers at the meeting of DIG.

##### 4. Co-ordinator or Chairperson of DIGs

- a) Only ADSA members may be elected as Co-ordinator or Chairperson. The Co-ordinator or Chairperson is elected for a period of two years and may be re-elected by the DIG. Each DIG may appoint a Secretary as an administrative support.
- b) Election of the Co-ordinator or Chairperson of the existing or new DIG is done among the members of the particular DIG by nomination and voting.

##### 5. Responsibilities of the Co-ordinator or Chairperson of DIGs

- a) Take care that the composition of the DIG is well balanced to ensure that all necessary representatives are involved in the work of DIG if applicable,
- b) Identify the issues which are relevant to several DIGs and have a collaboration with them,
- c) Prioritise the tasks of the DIG,
- d) Invite experts on a case-by-case basis if there are no objections from DIG members,
- e) Document minutes of the meetings, including recording of all decisions. The minutes and presentations given in the DIG should be sent to the ADSA executive Representation portfolio holder,
- f) The co-ordinator or chairperson must encourage all members to attend and participate actively in meetings,

- g) The co-ordinator or chairperson must set up a clear agenda of the meeting and take care that its content is within the terms of reference of the DIG,
- h) Compile an annual report on the activities of the working group and send this to the ADSA executive Representation portfolio holder at least three weeks before the annual ADSA executive meeting (June / July of each year).

#### **6. Meetings of DIGs**

Management of the meetings:

DIGs arrange their own programmes according to their terms of reference and will hold meetings as and when necessary, as well as conducting business by correspondence. Invitations with all the meeting documents and the reports of meetings of each DIG are sent to members of the Group and to the ADSA Executive Representation portfolio holder.

The meetings of DIGs should not take place within 3 weeks before the ADSA Executive Committee meeting in order to be able to provide the ADSA Executive Committee with all the information related to the work of DIGs on time. Minutes of meetings are to be distributed to all ADSA members via the weekly mailers within six (6) weeks of the meeting.

#### **7. Annual Reports of DIGs**

The DIGs are required to prepare yearly reports for the ADSA Executive Committee. These reports should be sent to the ADSA executive Representation portfolio holder at least 6 weeks before the ADSA Executive Committee meeting.

Each report should include:

- a) Details of the membership of the DIG;
- b) Progress and activities since the last DIG meeting;
- c) Report on funding received and documented evidence that the ADSA sponsorship rubric was applied;
- d) A proposed programme for further work;
- e) Recommendations for approval by the ADSA Executive Committee;
- f) Proposals for solutions

#### **8. Sponsorship of DIGs**

All DIGs should follow the ADSA sponsorship guideline. Any queries around sponsorship should be directed to the ADSA executive portfolio holder for sponsorship.

#### **9. Terms of reference of DIGs**

The ADSA Executive Committee will review and set up the terms of reference of all the DIGs.

### **C. ELECTION AND ORGANISATION OF THE EXECUTIVE COMMITTEE**

The Executive Committee of the Association shall be composed of immediate previous or present members of the Branch and Executive Committees.

#### **1. Office-bearers**

The Core Executive Committee shall consist of the following office-bearers:

- President
- Secretary
- Portfolio for Membership
- Portfolio for Public Relations (PR)
- Portfolio for Communications
- Portfolio for Treasury
- Portfolio for Sponsorship
- Portfolio for Continuous Professional Development (CPD)
- Portfolio for Representation
- Portfolio for Private Practicing Dietitians (PPD)
- Portfolio for Public Sector dietitians
- Portfolio for Branch Liaison
- Chief Operating Officer (COO)

The Extended Executive Committee shall consist of the following office-bearers:

- The Core Executive Committee
- The Branch Chairpersons

The management of finances and payments may be outsourced to a professional person / company appointed for the task by the Executive Committee. Detailed reporting on a monthly basis to the President will be required of the individual / company.

The outgoing President may, at the invitation of the incoming committee, remain on the committee for a period of six (6) months after the completion of her / his term of office but shall not have voting rights during this period.

An association management company may be employed for secretarial and financial management of the association through the National Office, or a consultant of the Association appointed for the task by the Executive Committee.

## **2. Term of office**

- a) The official term of office of the Executive Committee shall be two (2) years running from July 1<sup>st</sup> to June 30<sup>th</sup>.
- b) The President of the Association may be re-elected, but not for more than three terms of office.
- c) Portfolio holders shall be elected for one term of office, but may serve for three (3) consecutive terms of office in the same or another portfolio. After the lapse of one term of office, they shall be eligible for re-election to the same or another portfolio.

## **3. Nominations and Election**

The Executive Committee shall be elected by means of a postal or electronic (e-mail) vote before 30<sup>th</sup> June of each term of office. The current President of the Executive Committee of the Association is responsible for the election of the new Executive Committee.

- a) The new President shall be nominated and elected from the immediate; immediate previous or present members of Branch Committees and Executive Committee by all members of the Association with full voting rights.
- b) A representative of the Professional Board for Dietetics of the HPCSA can be co-opted or invited by the new Executive Committee to serve on or to attend specific meetings of the Executive Committee.
- c) The portfolio holder for each of the portfolios shall be elected from nominated candidates who are full voting members of the Association.
- d) The Executive Committee may co-opt any member of the Association or any suitable person to assist in the execution of specific responsibilities.
- e) Any branch portfolio holder elected to the Executive Committee may hold more than one portfolio, if elected to both committees.
- f) Members entitled to vote for the Executive Committee shall nominate the Executive Committee members by means of a nomination form of the Association. The nomination form shall contain inter alia:
  - i. name and signature of the nominee
  - ii. name and signature of the proposer; and
  - iii. name and signature of the second.
- g) Nominees shall have the skills / interests / experience to carry out specific functions of the office / portfolio for which the member is nominated.
- h) Nominees who would like to be considered for the Executive Committee should present a full curriculum vitae with an added letter of recommendation and motivation signed by two full members of the association. This should be submitted to the COO. Conflict of interest should be declared in the curriculum vitae.
- i) If more than one nomination is received for a portfolio, nomination forms shall be sent to all members with the right to vote before 31<sup>st</sup> March.
- j) Nomination forms, with the name(s) of the nominees shall be returned to the Secretary in the National Office of the Association by 21<sup>st</sup> April.
- k) Ballot papers shall be sent to all members with the right to vote before 10<sup>th</sup> May.
- l) Ballot papers shall be returned to the Secretary of the Association before 31<sup>st</sup> May.
- m) The new Executive Committee shall take up office from 1<sup>st</sup> July.
- n) Each new Committee member shall be orientated thoroughly by the outgoing portfolio holder via the handover process. This process is to happen timeously (roughly within a month of the change in portfolio holder) to ensure effective continuity. The outgoing portfolio holder shall make themselves available to provide support for a period of six (6) months.
- o) Should a Committee member resign during their term of office, a resignation letter needs to be given to the President (Executive committee member) or the Branch Chair (Branch level portfolio holder). Should a resignation happen, the portfolio holder in question is to pay the full year's ADSA membership fee.

#### **4. Vacancies**

- a) Should the office of the President become vacant during a term, the members of the Executive Committees shall elect another member of the Executive Committee as President.
- b) Should a portfolio become vacant during a term, a new portfolio holder shall be co-opted from the current Branch committee members.

### **D. ELECTION AND ORGANISATION OF MANAGEMENT COMMITTEE**

The President shall appoint a Management Committee at the beginning of the new term of office for the execution of the day-to-day duties of the Association.

#### **1. Composition**

The Management Committee shall include the President, the Branch Chairperson of the branch / branches within which the President resides and at least two (2) other members of the Executive Committee of which at least one should be a member of a branch other than the branch where the President is a member. The management committee should always be made of an odd number of people in order to facilitate decision making.

#### **2. Term of office**

The same as for the Executive Committee of the Association.

#### **3. Vacancies**

The President shall co-opt a member(s) should vacancies arise.

#### **4. Authorised activities of the Management Committee**

- a) Assist the President in the daily execution of the duties of the Association.
- b) Deliberate over the short-term and long-term strategic conduct of the Association.
- c) Report through the President to the Executive Committee on its various decisions and actions at least once every six months.
- d) The Management Committee shall not take decisions that could have any policy or financial implications for the Association.

## **ARTICLE VIII: MEETINGS**

### **A. COMMITTEE MEETINGS**

#### **1. Executive Committee meetings**

The Core Executive Committee shall meet at least twice a year and as often as deemed necessary by the President or at the request of one or more members of the Executive Committee. The Extended Executive Committee shall meet at least once a year and as often as deemed necessary by the President or at the request of one or more members of the Executive Committee.

- a) A quorum of the Core Executive Committee shall consist of the President and five (5) other Executive Committee members. A quorum of the Extended Executive Committee shall consist of the President and eight (8) other Executive Committee members of which at least three shall be Branch Chairpersons.
- b) Should the President be notified in advance that an inadequate number of members would be present at the meeting, such a meeting shall be postponed until a convenient time and place within thirty days (30) of the date of the postponed meeting.

#### **2. Branch Committee Meetings**

- a) Meetings of the Branch Committees shall be held in accordance with the Constitution of the Association and the Domestic Rules of the Branches.
- b) Each Branch shall determine quorums.

### **B. GENERAL MEETINGS**

#### **1. General meetings of branches**

General meetings shall be held in accordance with the Domestic Rules of Branches.

## **C. BIENNIAL GENERAL MEETINGS**

### **1. General Meeting of the Association**

- a) The General Meeting of the Association shall be held biennially.
- b) Executive Portfolio Holders' reports will be sent to all members annually.
- c) Decisions taken at the Biennial General Meeting of the Association are binding even without a quorum.

### **2. Annual General Meetings of Branches**

The General Meetings of Branches shall be held before 30<sup>th</sup> June in accordance with the Domestic Rules of Branches.

## **D. SPECIAL GENERAL MEETINGS**

A Special General Meeting can be held at i) the request of a Branch of the Association as voted for during a branch meeting or ii) at the request of the Executive Committee to handle urgent matters that require immediate attention before the next Biennial General Meeting. An urgent matter would be defined as a matter where the Executive Committee is not in agreement, and less than two thirds vote in favour on the matter. Decisions taken during a Special General Meeting shall be binding on the Executive Committee and Branch committees.

## **ARTICLE IX: POWERS OF THE EXECUTIVE COMMITTEE**

In addition to the specific powers and duties of the Executive Committee of the Association laid down elsewhere in the Constitution, the Executive Committee of the Association shall also have the following powers:

- a) All powers necessary to achieve the aims of the Association at national and international level.
- b) The approval of the policy of the Association which includes the Sponsorship Policy.
- c) The award and control of suitable academic and other achievement awards.
- d) The Executive Committee reserves the right to call to attention any committee member that appears to be using their position on the ADSA committee to further their own agenda instead of serving the profession.

## **ARTICLE X: RESPONSIBILITIES OF OFFICE BEARERS**

### **A. EXECUTIVE COMMITTEE**

Responsibilities of the different Portfolio Holders at Executive and Branch Committee level, the Core and Extended Executive Committee, as well as Branch Committees are described in detail in the Terms of Reference Document (available on request).

\* The latter document is considered dynamic, and will be revised on a continuous basis, in order to serve the changing needs of the different Portfolios and Committees.

The Extended Executive Committee and Core Executive Committee carry out the functions of the Executive Committee.

The Extended Executive Committee comprises the Core Executive Committee, as well as the Branch Chairpersons.

The Core Executive Committee comprises the following Executive Portfolios:

#### **1. President**

- a) Directing and managing of the Association in striving to reach its vision and mission and in the application of its objectives in accordance with the Constitution.
- b) Liaising closely with all other Executive portfolio holders.
- c) Guiding, refereeing and co-ordination of the Association and its activities.
- d) Convening and chairing all official meetings of the Core and Extended Executive Committee, Management Committee and full meetings of the Association.

#### **2. Public Relations**

- a) Liaising closely with the following other Executive Portfolio Holders: Communications, Representation and Sponsorship as well as with the National Office.
- b) Handling of all aspects related to public relations as detailed / described in the Terms of Reference document.
- c) Planning, managing and implementing all aspects relating to the Association's official Nutrition Awareness Campaign, "National Nutrition Week", together with other relevant and prioritized nutrition and health-related awareness days in line

with the South Africa Department of Health Awareness Days Calendar. This will be done in conjunction with the Communications portfolio holder, a sub-committee and the National Office.

- d) Monitoring at national level nutritional information communicated to the public.
- e) Work to create a positive profile of the dietetics profession and ADSA in the public domain and/or media space.
- f) Acting as the Association's official contact person for the lay press media to get expert comment / input for articles.
- g) Co-ordination and managing the approval process and publication of ADSA Position Statements, fact sheets, information leaflets and media releases etc.

### **3. Communications**

- a) Co-ordinate inputs for "Directions" in the Association's official journal, the South African Journal of Clinical Nutrition (SAJCN). Co-ordinating inputs for the International Confederation of Dietetic Associations (ICDA) newsletter (Bi-Yearly). Creation and co-ordination of the Quarterly Executive Committee Newsletter.
- b) Managing the Association's website: <http://www.adsa.org.za> and blog "Nutrition Confidence" [www.nutritionconfidence.wordpress.com](http://www.nutritionconfidence.wordpress.com)
- c) Co-ordination of ADSA appointed representatives on the Editorial Board of the SAJCN or any other research publications when requested.
- d) Co-ordination of the Association's Student Bursary application process and the administration related to the bursary recipients.

### **4. Representation**

- a) Liaising with the Association's Representatives to:
  - I. Obtain feedback from nutrition and profession related bodies on which they serve
  - II. Obtain and provide feedback from the Association to these nutrition and profession related bodies
- b) Co-ordinating feedback together with the portfolios: Public Relations and Communication.
- c) Establishing and promoting collaborative relationships with other role-players and stakeholders in the field of health, food and nutrition.

### **5. Membership**

- a) Liaising with the National Office in order to support the management of Association's membership database.
- b) Handling membership correspondence together with the National Office.
- c) Revising and updating the annual membership documents.
- d) Assessing applications for eligibility of membership with the Association.
- e) Co-ordinating proposals for Honorary Membership with the Association.

### **6. Treasury**

- a) Assist the President and Executive Committee in the formation, maintenance and administration of the financial policy and financial rules of ADSA.
- b) Oversee all aspects of treasury for the orderly and effective administration of the finances of the Association
- c) With input from each relevant portfolio, draw up the annual ADSA proposed budget and manage incomes and expenses throughout the year.
- d) Assist the President in budget decisions.
- e) Work closely with the association management/secretarial company to monitor the administration of the association's financial accounts, and to keep abreast of receipts and payments for the association.
- f) Assist in the consideration of unexpected decisions concerning expenses and make appropriate recommendations to the Executive Committee.
- g) Assisting in administration of donations.

### **7. Sponsorship**

- a) Identify and recruit sponsors in accordance with the Associations Sponsorship Guideline.
- b) Liaising closely with the Treasury Committee in planning the budget.
- c) Building and strengthening relationships with sponsors.
- d) Maintain a database of national sponsors and branch advertisers with contact details, amount sponsored, and sponsor benefits used.
- e) Update the sponsorship guideline and documents as required.

### **8. Private Practicing Dietitians**

- a) Managing all professional issues relating to Private Practicing Dietitians (PPDs).
- b) Oversee the management of the PPD database by the Secretariat.
- c) Managing the review of and negotiating the prescribed fee structure for PPDs.

- d) Communicating with PPDs regarding issues relating to the practice of PPDs.

#### **9. Continuous Professional Development**

- a) Liaising with the Professional Board of Dietetics and Nutrition of the Health Professions Council of South Africa (HPCSA) regarding:
  - i) Continuous Professional Development (CPD) for dietitians.
  - ii) The functioning of the ADSA CPD Accreditor.
- b) Managing the ADSA CPD Accreditor function, in collaboration with the appointed official in the ADSA CPD Accreditor Office.
- c) Representing the Association on the National Accreditor Forum of the HPCSA.
- d) Supporting the organisation of CPD activities at Branch level.
- e) Distributing information of planned CPD opportunities to all members, in consultation with the Communications Portfolio Holder and the National Office.

#### **10. Public Sector Dietitians**

- a) Establish a line of communication between dietitians in the public sector and ADSA.
- b) Keep dietitians in the public sector informed on relevant development in this sector; including information on relevant employer / labour negotiations.
- c) Establish a support network for dietitians in the public sector.
- d) Further build on the representation of ADSA in relevant organizations.

#### **10. Branch Liaison**

- a) Act as the communication link between ADSA branch chairpersons and the national Executive Committee to ensure timeous communication on matters and consistency in operations (guided by ADSA policies and positions in place).
- b) Provide support and guidance regarding queries and challenges experienced by the branch committees.
- c) Take on ad hoc projects as decided with the Executive Committee to improve ADSA branch operations and branch meeting efficiency.

#### **11. Chief Operating Officer (COO)**

A dietitian part-time employed by the Association to:

- a) Assist with the function of the Public Relations portfolio, including generating media releases and social media content.
- b) Respond to media-related queries and be available when spokespeople are not.
- c) Assist with regular updating and maintenance of the ADSA website.
- d) Attend meetings on behalf of ADSA.
- e) Assist the President in identifying and coordinating high-level strategic partnerships which will benefit ADSA.
- f) Provide support to ADSA Core Executive and Branch Committees as needed on request.
- e) Management, co-ordination and proofreading of the weekly mailer.
- f) Assist with organisational tasks for the Executive Committee, such as taking meeting minutes and record keeping.

#### **12. Secretary**

- a) Function as administrative support to all portfolios as necessary.
- b) Keep an ongoing action list of tasks for the Executive Committee up to date.
- c) Manage the [info@adsa.org.za](mailto:info@adsa.org.za) email account to respond to queries or direct queries to the relevant person for response, as necessary.

### **B. BRANCH COMMITTEE**

The Branch Committees comprise of a Branch Chairperson and at least three (3) Committee Members. Branch Committees could be made up of various portfolios, such as: PPD, Public Sector, CPD, Sponsorship, Treasurer and Communications. Branch Committees are strongly advised to have a student representative where possible. The main responsibilities of the Branch are:

- a) Planning of CPD activities
- b) Communicating with members within their branch
- c) Supporting all dietitians within the different sectors
- d) Liaising and collaborating with the Core Executive Committee

Branch Committees shall consist of at least four (4) full members but may consist of any number of members fulfilling roles on defined sub-committees in order to carry out the functions of the branch and to handle current projects. All sub-committees will be chaired by a member of the Branch Committee.

The only named position will be that of Chairperson and this individual will represent the branch on the Extended Executive Committee of the Association and will be responsible for the running of the branch according to the constitution. The main areas of operation of the branch will be continuous professional development activities with associated sponsorship, supporting dietitians in all sectors, and communication. Where applicable a branch should also co-opt one (1) student representative from each university offering dietetics within the jurisdiction of the branch.

#### **ARTICLE XI: PUBLICATIONS**

- a) Publications as decided on by the Executive Committee shall be published and distributed by the Association.
- b) The Communications portfolio holder of the Executive Committee shall be the editor of the Association's publications.
- c) All members of the Association shall receive electronic copies distributed via the weekly mailer of the publications or statements of the Association.

#### **ARTICLE XII: MINUTES AND REPORTS**

- a) Reports of the Management Committee meetings shall be circulated to the Core Executive Committee within three (3) weeks after a management committee meeting.
- b) Minutes of the Executive Committee meetings shall be sent to members of the Executive Committee within four (4) weeks after a meeting.
- c) Minutes of Biennial General Meetings of the Association shall be kept in English and shall be sent to all members within eight (8) weeks after the Biennial General Meeting.
- d) A report of all the Branch Committee activities, meetings, financial standing (as reflected in bank statements) and relevant issues shall be sent to the Extended Executive Committee twice yearly.
- e) Minutes of all Branch meetings shall be sent to all Branch members within six (6) weeks after meetings via the website and through the weekly mailer.

#### **ARTICLE XIII: AMENDMENTS TO THE CONSTITUTION**

- a) A proposed amendment to the Constitution of the Association shall be submitted in writing together with a motivation. A proposal for amendment of the Constitution can be submitted to the Association by a full member / branch committee and must be seconded by another full member. Such a proposal from a branch shall reach the President of the Association sixty (60) days before the following Biennial General Meeting or Special General Meeting of the Association. Proposed amendments must be sent to all members of the Association at least thirty (30) days before the Biennial General Meeting or SGM of the Association.
- b) The Constitution of the Association may be amended during the Biennial General Meeting or during a Special General Meeting of the Association by a two-thirds majority of those members present and those who voted by proxy.
- c) The Association accepts electronic proxy forms.
- d) Amendments to the Constitution of the Association at a Biennial General Meeting of the Association shall be binding on the Executive Committee and Branch Committee of the Association.

#### **ARTICLE XIV: FINANCES**

##### **A. ADMINISTRATION OF FINANCES**

The Executive Committee shall be responsible for the orderly and effective administration of finances of the Association. Branches shall function independently of each other in accordance with uniform Financial Rules drawn up by the Executive Committee.

##### **1. Financial year**

The financial year of the Association shall be from 1 January to 31 December.

##### **2. Membership fees**

The Secretariat of the Executive Committee shall be responsible for the administration of membership fees. Membership fees shall be paid directly to the National Office.

##### **3. Accounts**

All monies of the Association shall be paid into an account at a recognised financial institution opened in the name of the Association or Branch of the Association.



All withdrawals shall be authorised by at least two (2) of the following office bearers:

- President / Chairperson of the Branch
- One other member of the Executive / Branch committee.

**Internet Banking:**

One of the authorised signatories, preferably the President, is allowed to obtain approval from the recognised financial institution to make use of this institution's Internet banking facilities. The authorised signatory will report to the Management and Executive Committee regarding all Internet banking transactions performed.

**B. EXPENDITURE**

**1. Running Costs**

- a) The Executive Committee and Branch Committees shall be responsible for the keeping of a true account of receipts and expenses undertaken by the Executive and Branch Committees respectively.
- b) Branches shall submit a provisional budget to the Executive Committee not later than forty-five (45) days before the end of the financial year. The budget shall provide details of proposed income and expenditure for the following financial year.
- c) Should branches require funding, they can apply for funds from the Executive Committee with full motivation for need of and use of funding.
- d) Advertisers for branches shall be obtained in collaboration with the Sponsorship portfolio holder of the Association and in line with the Association's Sponsorship Guideline. Funds raised by Branches for specific programmes shall be administered in accordance with the Domestic Rules of the Branch.
- e) The Executive Committee and Branch Committees shall have the power to incur all expenses within their financial means necessary for the proper management of the affairs of the Association.

**2. Non-recurrent expenses**

An amount as determined by the Executive Committee shall be paid to a Branch at its inception.

**C. FINANCIAL REPORT**

- a) The books and Financial Statements of the Executive Committee shall be audited by a chartered accountant at the end of each term. The Financial Statements shall be tabled at the Biennial General Meeting of the Association. The audited Financial Statements shall be available on request to every member of the Association.
- b) Provisional Financial Statements shall be drawn up by the Branch Committee and tabled at the Annual General Meeting of the Branch. The Executive Committee or any member has the right to request an audit of the branch finances by a chartered accountant.

**D. DONATIONS TO BRANCHES**

Branches of the Association may accept donations for a specific purpose. The Executive Committee shall be notified of such donations, but the Branch shall administer the donations. The branches should adhere to Article XV with regard to donations/sponsorships.

**E. DISSOLUTION AND ALLOCATION OF ASSETS**

- a) In the event of the Association being dissolved, the Executive Committee shall make provision firstly for the payment of financial commitments and debts incurred by the Association after which the Executive Committee shall decide on the allocation of assets.
- b) In the event of dissolution of the Association, assets shall be allocated to:
  - i) A nutrition-related scientific Association; or to
  - ii) A bursary fund for student dietitians.
- c) No portion of the assets shall be used for the benefit of office-bearers or ordinary members of the Association or of any individual or private organisation.

**ARTICLE XV: DONATIONS TO/SPONSORSHIP OF THE ASSOCIATION**

- a) Donations to the Association shall be handed to and administered by the Executive Committee.
- b) All donations shall be acknowledged in writing and shall appear in the Treasurer's annual report and/or branch annual report.
- c) Donations shall be utilised in accordance with the financial rules of the Constitution of the Association.
- d) The acceptance of a donation shall not automatically imply approval or support for products / objectives of the donor Company or Association.
- e) The sponsor or donor will be bound by the terms of the ADSA sponsorship guideline document.
- f) The Association shall not be obliged to report to donors on the use of donations, unless there is prior agreement to this effect with the Executive Committee of the Association.

- g) All donations and sponsorships will be dealt with in accordance with the Sponsorship guidelines of the Association.

#### **ARTICLE XVI: REPORTS**

Annual reports of the President / Chairperson shall be submitted to the Biennial General Meeting of the Association and Branches respectively.

#### **ARTICLE XVII: NOTICES**

- a) Committees of the Association shall send notices electronically (e-mail), telephonically (via bulk SMS) or any appropriate method of communication to any member.
- b) Notice of every general meeting and Biennial General Meeting shall be sent by one of the above means. Individuals who are not members of the Association may not receive notices of the meetings of the Association directly from the Association.
- c) Members shall notify the Secretariat as well as the Branch in question regarding change of address in writing via e-mail of any change of address within two (2) weeks of such a change of address.
- d) ADSA is committed to compliance with the Protection of Personal Information Act, Act No. 4 of 2013. ADSA keeps personal information of members on secure servers managed by the Association's secretariat. Member information is never sold or provided to third parties. Member information is only used for legitimate business of ADSA and to communicate and transact with members and past members of the Association. Any persons receiving communications from ADSA has the option to unsubscribe from electronic communication. The display of professional practice information for personal marketing purposes by individual dietitians, via ADSA's website, is optional and can be removed or edited on request. Members can at any time edit their personal information by communicating with the secretariat.

#### **ARTICLE XVIII: AFFILIATION**

The Association may, after due consideration and agreement by the Executive Committee, affiliate with other organisations. These affiliations should be reported on at the Biennial General Meeting or at a Special General Meeting of the Association.

#### **ARTICLE XIX: LEGAL PERSONA**

- a) The Association shall be a corporate body without profit motive. The income and property of the Association obtained from whichever source shall be used exclusively to further the aims of the Association as defined in the Constitution of the Association.
- b) All assets of the Association shall be registered in the name of the Association.
- c) No part of the income of the Association shall be directly or indirectly transferred to or paid to any member or members, except in the case of **bona fide** payment to any office-bearer or member of the Association for services rendered to the Association and in the case of donations made to specific members of the Association.
- d) The Association may act in its own name as lawful plaintiff and defendant. The authorisation of legal action or defence must be signed by the President or any other appointed member of the Executive Committee who individually have the power to present the Association in all such matters.

#### **ARTICLE XX: LANGUAGE**

Verbal communication at all meetings, congresses, symposiums, etc., of the Association shall be in English, unless otherwise negotiated before the start of a meeting.