Australian Diabetes Educators Association Limited

By-laws
INTERPRETATION

In the interpretation of these By-laws, except where excluded by context, words and phrases have the same meanings where used in the Constitution.

BY-LAW 1 BRANCHES

1. NAMES OF BRANCHES

1.1 The following Branches are established:

- New South Wales
- South Australia
- Victoria
- Tasmania
- Queensland
- Northern Territory
- Western Australia
- Australian Capital Territory

2. FUNCTIONS OF THE BRANCHES

2.1 Each Branch is responsible within its jurisdiction for furthering the objectives of the ADEA.

2.2 Each Branch is bound by the Constitution and must operate within the written policies of ADEA. Each Branch must supply to the National Office when requested reports on Branch activities and to allow performance monitoring against the Strategic Plan and for inclusion in the Annual Report. These reports will be in a form specified by the Board.

2.3 No Branch may purchase, lease or mortgage any property or incur any liability in excess of the amount of funds actually held in hand by that branch except with the written authority of the Board.

2.4 Each Branch may raise funds for special projects as are approved in writing from time-to-time by the Board.

2.5 The National Office will maintain proper accounts of each Branch’s financial activities for all:
   (i) revenues and expenditures
   (ii) sales and purchases of real property
   (iii) assets and liabilities.

2.6 The National Office will be responsible for ensuring that Branch financial records are audited and GST commitments are met.

3. MEMBERSHIP OF BRANCHES

3.1 Unless otherwise nominated by a member, the members of a Branch are those members of ADEA who reside or carry on business within the jurisdiction of that Branch.

3.2 There will be a register of members of each Branch maintained by the National Office setting out the full names, addresses, date of commencement of membership and date of termination of membership of each Branch member available to the Branches as required.
4. GENERAL MEETINGS OF BRANCHES

4.1 Each Branch is to hold a General Meeting at least once annually (and typically more frequently) and give all members reasonable notice of the time, place and agenda to facilitate as broad an attendance as possible. The purpose of these meetings is to allow the Branch Executive to report to members on Branch activities, performance and finances, and to conduct Branch business as appropriate.

5. BRANCH EXECUTIVE

5.1 Each Branch will establish a Branch Executive consisting of a Chair, Secretary, Finance Officer and the Board Director elected by the voting members of the Branch. Where the Director from a Branch is elected as National President, National Vice President or National Finance Director, the replacement Director appointed under Section 22.2(f) of the Constitution shall be the Board Director on the Branch Executive.

5.2 No person is eligible to hold office as a member of a Branch Executive unless he/she is a full member of ADEA and a member of the Branch concerned (unless otherwise provided for by the Constitution).

5.3 Branches will conduct elections for positions on the Branch Executive in accordance with ADEA By-Law Number 2.

5.4 A member of a Branch Executive holds office for a period of two years and is eligible for re-nomination and re-election.

5.5 A Branch in general meeting may by ordinary resolution remove any member of its Executive from office and appoint another qualified person to act in their stead. In the case of a Board Member, the removal processes set out in the Constitution are to apply.

6. POWERS AND DUTIES OF THE BRANCH EXECUTIVE

6.1 The business of the Branch is to be managed by the Branch Executive which may exercise all powers of the Branch not required by the Constitution or By-laws to be exercised by the Branch in general meeting.

7. FUNDING OF BRANCHES

7.1 The Board may provide an annual allocation of funds for the purpose of assisting Branches to meet operating costs.

7.2 The Board may also provide funds to ensure the operations of smaller Branches following consideration of a request from the Branch for such assistance.

8. SEPARATION OF BRANCHES FROM THE ASSOCIATION

8.1 Branches cannot separate from ADEA with any funds derived using the name or reputation of ADEA. Nor can they operate using the name ADEA.
BY-LAW 2  ELECTIONS OF BRANCH EXECUTIVES, AND DIRECTORS AND OFFICE BEARERS OF THE BOARD

1. CALLING FOR NOMINATIONS – PROCEDURE

1.1. The Returning Officer will be the Company Secretary or his/her nominee in the National Office.

1.2. Six months before the ADEA Annual General Meeting in 2004, and every two years thereafter, the Returning Officer will send out a notice to all full members of the ADEA calling for nominations for Branch Executives and Directors of the Board.

1.3. There are no limitations on the term of Branch Executives other than as Directors of the Board, as specified by Section 20 and 22 of the Constitution.

1.4. Nominations must be made on the form approved by the Board. They must be signed by the nominator, seconder and candidate, all of whom must be Voting Members resident in the same Branch.

1.5. Those nominating for positions are to provide a short written statement on themselves and their suitability for office, in a form specified on the nomination form.

1.6. Nominations must be received by the Returning Officer by the date specified on the nomination form. This must be at least four months before the ADEA Annual General Meeting is scheduled.

1.7. If there is no more than one valid nomination received for a vacant position, then that position will be declared filled by the Returning Officer, who will inform the Branch Chair, the National President and the candidate.

1.8. If more than one valid nomination is received for a vacancy then the Returning Officer is to conduct an election among the voting members of that Branch.

2. CONDUCT OF ELECTIONS

2.1. Any election must be conducted by a simple first past the post system.

2.2. The Returning Officer must send to each Full and Honorary Life Member resident in the Branch in which an election is to be conducted a voting paper and the information provided under Section 1.5 of this By-law.

2.3. Voting papers and the candidate statement must be sent as soon as possible after the close of nominations, and must specify the election close date (being not less than 28 days or more than 42 days) from dispatch of the voting paper. All elections are to be concluded at least one month before the ADEA Annual General Meeting.

2.4. Only properly completed voting papers received prior to the close of the election are to be counted by the Returning Officer. All other voting papers received are invalid.

2.5. The Returning Officer must count the valid votes. Where a candidate has a simple majority of votes, that person is elected.

2.6. Once the Returning Officer has determined the outcome of the election, they are to inform the Branch Chair, National President and the candidates in writing of the results.
2.7. The results of the nominations and/or elections for the Board will be announced by the National President at the Annual General Meeting.

2.8. The results of the nominations and/or elections will be announced by the Branch Chair at the next Branch Meeting.

2.9. The Returning Officer may destroy the voting papers three months after the Annual General Meeting unless the Board directs otherwise.

3. **ELECTION OF BOARD OFFICE BEARERS**

3.1. The election of Board Office Bearers is set out in Section 22.2 of the Constitution and occurs at the Board meeting immediately preceding the Annual General Meeting in 2004 and every two years thereafter.

3.2. Nominations for the positions of President, Vice-President and Finance Director are to be called from the members of the incoming Board and be seconded by another incoming member.

3.3. Where only one nomination is received for a position that candidate is elected.

3.4. Where more than one nomination is received for a position, the Returning Officer will conduct a secret ballot. The candidate who obtains a simple majority of votes is elected, provided this constitutes more than 50% of all votes cast. If this is not the case, the candidate with the lowest vote is excluded and another ballot held. In the case of a tied vote, the names of the candidates will be placed in a hat and one name drawn out. That person will be elected to the position.

3.5. The results of the election for the Board are to be announced by the outgoing National President at the Annual General Meeting.

3.6. Under Section 22.2 (f) of the Constitution, the Branch from which an Office Bearer is elected may nominate to appoint another eligible person to hold office as a Director. That nomination can be the most highly ranked (in terms of votes received) unsuccessful candidate for Director from that Branch in the most recent election. If no such candidate exists, a call for nominations is to be made according to the procedure outlined in Section 1 of this By-law. This procedure can occur in the period prior to the second meeting of the incoming Board.

3.7. Casual vacancies on the Board are to be filled by the procedure outlined in Section 3 6.
BY-LAW 3		WRITTEN BOARD RESOLUTIONS

1.1 Section 31 of the Constitution provides for written resolutions.

1.2 Where the National President determines a written resolution is required, the National Office will provide to all members of the Board the resolution to be considered, together with appropriate background information and a deadline for response. This can be done electronically.

1.3 Board members will indicate their support or non-support of the resolution. This can be done electronically which will be taken to constitute returning a signed document to the Company.

1.4 The National Office will advise the National President of the outcome of voting and will file a record of voting for and against the resolution and any abstentions.

1.5 At the next meeting of the Board a summary of all written resolutions made in the preceding period will be presented for information and be entered in the Minutes of the ADEA.
BY-LAW 4  CREDENTIALLED DIABETES EDUCATOR PROGRAM

1. AVAILABILITY OF THE QUALIFICATION “CREDENTIALLED DIABETES EDUCATOR”

1.1 The qualification ”Credentialled Diabetes Educator” (CDE) shall be available to those ADEA members who meet the following criteria:

(i) full membership of ADEA
(ii) an existing professional qualification in registered nursing, dietetics, podiatry, psychology, medicine, Aboriginal Health
(iii) completion of an ADEA Accredited Diabetes Educators Course (or an appropriate course of study that meets the ADEA Accredited Course curriculum requirements)
(iv) completion of 12 months full-time experience in diabetes education or part-time equivalent
(v) submission of a successful application to the ADEA Credentialling Officer
(vi) payment of prescribed initial and annual fees determined by the Board.
(vii) agreement and demonstrated commitment by the applicant to undertake a program of continuing professional development as determined by the Credentialling Sub-committee of ADEA and endorsed by the Board.

1.2 Failure to complete the requirements of the continuing professional development program or lapsing of full membership status will make a member ineligible to the entitlements of the program as listed below.

2. PROCESS

2.1 Applications for the qualification of Credentialled Diabetes Educator will be processed by the ADEA Credentialling Officer according to guidelines determined by the Credentialling Committee of ADEA and endorsed by the Board.

2.2 If an appeal against an unsuccessful application is made, the Chair of the ADEA Complaints Committee will establish an appeal process for the applicant. The Board will be informed of all such appeals.

3. ENTITLEMENTS AND RESPONSIBILITIES OF CREDENTIALLED DIABETES EDUCATORS

3.1 Members who hold the qualification “Credentialled Diabetes Educator” will be entitled to:

(i) entry on the register of Credentialled Diabetes Educators
(ii) certificate of registration
(iii) use of the registered trademark associated with the qualification in association with their name and practice as determined by the Board
(iv) use of the initials CDE after their name.
3.2 Members who hold the qualification of “Credentialled Diabetes Educator” will be obliged to:

(i) use the registered trademark and initials CDE only within the style guidelines established by the Board

(ii) submit documentation of their continuing professional development program and agree to auditing of such documentation

(iii) return their certificate of registration should their entitlement to the qualification lapse and cease all use of the trademark.
BY-LAW 5    COMPLAINTS AND DISCIPLINARY ACTION

BACKGROUND

The ADEA Code of Conduct for Diabetes Educators (referred to here as the Code of Conduct) describes the standards of professional behaviour expected of the members of ADEA. This By-law makes provision for the receiving of complaints against members of ADEA. It describes the procedure to be implemented to ensure that the ADEA and ADEA Diabetes Educators continue to be recognised as credible and competent sources of diabetes education, and to ensure that the person against whom the complaint is made has the opportunity to be fairly heard.

1. COMPLAINTS COMMITTEE

1.1 Purpose

(a) The Complaints Committee shall be responsible for dealing with complaints and disciplinary matters as established in this By-law.

(b) The Board may from time to time ask the Complaints Committee to undertake other tasks.

(c) The Complaints Committee may make recommendations to the Board on any matter the Complaints Committee thinks appropriate.

1.2 Composition

The Complaints Committee shall be appointed by the ADEA Board of Directors and will comprise:

(a) the Vice-President of ADEA

(b) five (5) members of ADEA drawn from the range of professional disciplines represented in the ADEA and with broad experience in the practice of diabetes education, the management of diabetes and organisational management, and with demonstrated interpersonal skills

(c) two (2) members independent of ADEA, whose qualifications and experience is reviewed by the Board at the time.

1.3 Chair of the Complaints Committee

The Vice-President shall be the Chair of the Complaints Committee. If the Chair is not for any reason able to carry out their duties, the Board shall appoint another member of the Complaints Committee to act in their place. The Chair shall not sit on any Investigation and Hearing Sub-Committee("Sub-Committee").

1.4 Term of Office

(a) A member of the Complaints Committee shall hold office for that period of time determined by the Board at the time of the member’s appointment but not exceeding two years.

(b) A member of the Complaints Committee whose term expires in the course of considering, a complaint will continue in office until the Sub-Committee of which the person is a member has finally adjudicated on the complaint.
(c) If a member of the Complaints Committee is unable to complete a term the Chair shall advise the Board in writing. The Board shall have the power to fill the vacancy by appointing a member for the balance of the original term.

1.5 Equal Standing of members of Committees.

All members of the Complaints Committee and a Sub-Committee have the same rights to speak and vote on any matter.

2. Receipt of Complaint and Acknowledgment

2.1 A complaint against a member of the Association:
(a) may be made by any person including a member
(b) shall be made to the President
(c) shall be in writing and signed by the person making the complaint
(d) shall set out all matters giving rise to the complaint
(e) should be accompanied by statements or other material relating to matters giving rise to the complaint.

2.2 Within 7 days of receipt of the complaint:
(a) the President shall acknowledge in writing that the complaint has been received and notify the Chair of the Complaints Committee
(b) the Chair of the Complaints Committee may, in their discretion, seek further information from the person making the complaint
(c) The Chair of the Complaints Committee would notify the member that a matter is under review.

3. CONSIDERATION OF COMPLAINT BY CHAIR OF THE COMPLAINTS COMMITTEE

3.1 Issues

Comment
(The Chair of the Complaints Committee as an experienced diabetes educator, may try and mediate a complaint informally between the complainant and the member, to seek to achieve (where appropriate) an outcome that resolves the complaint on a less formal basis than a hearing. These outcomes may include an explanation or apology by a member, or some other agreed outcome. The Chair of the Complaints Committee may also dismiss a complaint that is trivial or misconceived on the recommendation of the Committee.)

The Chair of the Complaints Committee on receipt of the complaint shall within fourteen (14) days of receipt of the complaint determine if there is a significant issue to consider:
(a) If there is no such issue to consider, the Chair of the Complaints Committee shall advise the complainant in writing of the reasons for not pursuing the complaint.
(b) If there is such an issue to consider, the Chair will ensure that:
   (i) the member is advised of the complaint; and is sent all written material provided by the complainant
   (ii) the Sub-Committee, upon appointment, is sent all written material pertaining to the complaint
   (iii) the member and the complainant are advised of the establishment of the Sub-Committee.

(c) The Chair of the Complaints Committee shall:
   (i) appoint three (3) ADEA members and two (2) independent members of the Complaints Committee to form a Sub-Committee
   (ii) appoint a Chair from among the ADEA members of the Sub-Committee
   (iii) request the Board to identify people who could provide specific expertise if required
   (iv) notify the Board of the progress of the complaint.

3.2 The Sub-Committee may meet by telephone/videoconference or in person or a combination of these when undertaking preliminary consideration, considering a matter without an appearance from the member or making its decision. If a member requires a hearing in person, the Sub-Committee must meet personally.

4. PRELIMINARY CONSIDERATION OF COMPLAINT BY SUB-COMMITTEE

4.1 If the Sub-Committee considers that there is insufficient information for it to adequately consider the complaint, the Chair of the Sub-Committee may request additional written information from either the member or the complainant, and require that it be provided within 21 days.

5. Determination by Sub-Committee

5.1 Once the Sub-Committee has received all material which it considers relevant, it may meet to consider whether the complaint should proceed further. It may decide:
   (a) that the matters giving rise to the complaint, whether or not substantiated, are trivial or for other reasons in the discretion of the Sub-Committee do not warrant further action; or
   (b) that the matters giving rise to the complaint would not, if substantiated, breach the Code of Conduct; or
   (c) that the matter will be appropriately dealt with if advice is given to the Member on how to avoid breaching the Code of Conduct; or
   (d) that the matters giving rise to the complaint may, if substantiated, breach the Code of Conduct.

5.2 If a determination is made under 5.1 (a) (b) or (c) the Sub-Committee shall recommend to the Board that the complaint is dismissed. Subject to the Board accepting the recommendation, the Chair of the Complaints Committee may give to the member the advice contemplated by the decision referred to in clause 5.1(c)
5.3 If a determination is made under 5.1(d) the Sub-Committee shall proceed in accordance with clause 6.

6. ADVICE TO MEMBER AND COMPLAINANT

6.1 The Chair of the Complaints Committee shall advise the member and complainant of the Sub-Committees decision.

6.2 The Chair of the Complaints Committee must ensure that notice of complaint is given to the Member.

6.3 A notice of complaint shall:
(a) be in writing and be sent by registered or certified mail or given personally to the member
(b) set out the nature of the matters giving rise to the complaint
(c) enclose a copy of any statements or other material accompanying the complaint
(d) specify the provisions of the Code of Conduct which the matters giving rise to the complaint, if substantiated, contravene
(e) give the date and place of the hearing (being not less than 21 days from the date of the notice) and request the Member to advise whether they propose to attend in person.

7. HEARING OF COMPLAINT

7.1 The Sub-committee must meet to consider the complaint.

7.2 If the Member requests a hearing in person, there must be a meeting in person of the Sub-Committee.

7.3 The Member may have an advisor present at the hearing.

7.4 The Sub-Committee must conduct its hearing in accordance with the principles of natural justice but may otherwise regulate its procedures as it sees fit.

7.5 The Sub-Committee must recommend to the Board that the complaint be dismissed or upheld, and if upheld, an appropriate penalty be determined, including referral to the appropriate registering or professional body and/or one of the following:
(a) a reprimand, or formal counselling session as prescribed by the Board
(b) termination or suspension of membership
(c) termination or suspension of the use of the qualification Credentialled Diabetes Educator.

8. Board Decision

8.1 Upon receiving the recommendation from the Sub-Committee, the Board may either confirm the recommendation as the Board's decision, or reject the recommendation and dismiss the complaint.
8.2 The Chair of the Complaints Committee must advise the complainant and the member of the Board's decision.

9. APPEAL PROCESS

Comment
(The appeal process is not a re-hearing of the complaint, but is one in which the Review Committee is appointed to consider:
(i) whether proper procedures were followed in the Sub-Committee; and
(ii) whether any recommendation of a penalty that is subsequently agreed to by the Board was reasonable or should be mitigated in some way.
The Appeal Panel's role is to make recommendations to the Board on the above matters following which the Board may reconsider its decision under clause 8.

9.1 The member may within 21 days of notification of the Board's decision by notice in writing request an appeal against a decision of the Board. Any notice must address and be limited to the matters in the introductory paragraph above.

9.2 As soon as is practicable after receipt of a request from the member, the President must nominate a Review Committee comprising 3 former members of the Board. The President must nominate a Chair of the Review Committee.

9.3 The Chair of the Complaints Committee shall refer the appeal to the Review Committee.

9.4 (a) The Review Committee may meet and regulate its procedures as it sees fit.
(b) The Member must be given reasonable notice of the meeting of the Review Committee and may appear in person.
(c) The Review Committee may meet by telephone but if the member wishes to appear before it, the Review Committee must meet in person.
(d) The Review Committee shall consider the recommendation of the Investigation and Hearing Sub-Committee and decide whether any further recommendation in accordance with Clause 10 should be made to the Board.

10. RECOMMENDATION OF THE REVIEW COMMITTEE

10.1 The Review Committee may recommend to the Board that it:
(a) dismiss the complaint
(b) refer the complaint back to the Sub-Committee for a re-hearing in accordance with proper procedures
(c) impose a lesser action than expulsion or suspension
(d) expel the member or suspend the member for such a period that it deems appropriate.

10.2 Upon receipt of a recommendation of the Review Committee, the Board must:
(a) affirm its previous decision or
(b) change its previous decision in such manner as the Board sees fit, but not to impose a greater sanction or penalty on the member.
10.3 The President shall notify the member and the complainant in writing of the decision of the Board.

10.4 If the member is expelled the Board may direct that the decision be released, to other appropriate organisations if in breach of their own professional code of conduct.

11. CONFIDENTIALITY

Proceedings of the Complaints Committee, the Investigation and Hearing Sub-Committee and the Review Committee shall be held in confidence.

12. COSTS

12.1 In general it will be expected that the Member will pay their own costs if a hearing is requested.

12.2 The Board may, in its absolute discretion, resolve that all or any part of the expenses of the Member be paid by the Association.

12.3 Except in accordance with a resolution of the Board made under Clause 13.2 the Member shall not be entitled to recover from the Association any sum in respect of expenses relating to that complaint.

13. SERVING OF NOTICES

Any notice to be given under this by-law to a member must be sent by registered or certified mail to the last address advised in writing of the member.

14. LEGAL ADVICE

The Chair of the Complaints Committee, the Sub-Committee and the Review Committee may obtain legal advice and representation on any matter at any time subject to the prior agreement of the Board.

15. SUSPENSION OF PROCEEDING

The President shall order the suspension of proceedings in relation to a complaint for such a period as the President considers appropriate if the commencement or continuation of the proceedings may:

(a) be or give rise to conduct being in contempt of any court or tribunal having power to punish for contempt or

(b) prejudice the fair hearing of any proceeding relating to the matters giving rise to the complaint then before, or likely to come before, a court or tribunal having power to determine rights or liabilities in relation to those matters.
16. COMPLAINT AGAINST THE PRESIDENT OR A MEMBER OF THE COMPLAINTS COMMITTEE

(a) If a reasonable complaint is made against a member of the Complaints Committee or Investigation and Hearing Sub-committee, they shall not take part in any proceedings relating to that complaint.

(b) If a reasonable complaint is made against the President:

(i) the President shall not take part in proceedings in relation to the complaint and

(ii) the Board shall appoint a member of the Board who shall do all things that may or must be done by the President under this by-law in relation to the complaint.