



GHANA ACADEMY OF NUTRITION AND DIETETICS

Constitution



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GHANA ACADEMY OF NUTRITION AND DIETETICS
C/O Department of Nutrition and Dietetics, UG, Korle-Bu, Accra Ghana

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ARTICLE 1. NAME

The Association shall be known as the “Ghana Academy of Nutrition and Dietetics” (GAND) hereinafter referred to as “The Academy”

ARTICLE 2: VISION, MISSION AND OBJECTIVES

Vision Statement

To represent and develop the Nutrition and/or Dietetics professions to contribute towards achieving optimal nutrition for all Ghanaians and to provide the most credible source of nutrition and food information as applies to health and disease in Ghana.

Mission Statement

The Academy of Nutrition and Dietetics is a progressive and dynamic organization which promotes a supportive environment by providing dynamic professional services responsive to the needs of members who are committed to promoting high standards of Nutrition and/or Dietetics in Ghana

Objectives

- i. To ensure the observance of high standards of professional conduct among Nutritionists and Dietitians
- ii. To foster a corporate spirit among Nutritionists and Dietitians in promoting food and nutritional wellbeing in Ghana
- iii. To encourage the pursuit and integration of research, professional development and relevant advancement that will enhance the progress of Nutrition and Dietetics knowledge and practice.
- iv. To encourage the exchange of scientific and professional information, ideas and discussion of subjects of common interest to its members.
- v. To be the authority in food and nutrition across relevant sectors in Ghana.
- vi. Create and maintain a registry of members in good standing.
- vii. To cooperate with other Nutrition and/or Dietetic Societies or Associations in Africa and elsewhere, including the International Union of Nutritional Sciences (IUNS) and the International Confederation of Dietetic Association (ICDA), in upholding high standards and dignity of the nutrition and dietetic profession.
- viii. To advance and promote the professional interests of members.
- ix. To place at the disposal of accrediting institutions optimum standards for training of Nutrition and Dietetic Professionals.

ARTICLE 3: POWERS

In furtherance of the Objectives and not otherwise, the Academy has the following powers:

- i. To make, institute and establish grants, contributions, awards, scholarships, endowments or other benefactions in connection with any activity relevant to the furtherance of the profession.
- ii. To ensure the licensing of nutritionist and dietitians in Ghana
- iii. To facilitate the exchange of information and ideas and the consideration of and discussion on matters affecting nutritionist and/or dietitians or persons engaged therein, and to provide for the delivery and holding of lectures, meetings, classes, conferences, exhibitions and demonstrations of processes or otherwise in connection therewith or with the objectives;
- iv. To produce books, reviews, magazines, newspapers, registers, journals and other appropriate publications in any media and other exhibits.
- v. To accept any grant or gift of property, legacy or annuity, whether subject to any special trust or not in accordance to the Academy's policy;
- vi. To take such steps, by personal or wider appeals, meetings, advertisements or by any other means as may from time to time be deemed expedient, for the purpose of promoting the objectives or of procuring contributions to its funds by any legal means;
- vii. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, societies, corporations, institutions or bodies with which the Academy is authorized to partner;
- viii. To acquire, rent, let or dispose of property of any kind;
- ix. To insure the property of the Academy against any foreseeable risk and take out other insurance policies to protect the Academy when required;
- x. To engage or employ such persons or companies to perform such duties as agents, advisers, managers or employees as the Association in its discretion shall from time to time determine, upon terms which it considers proper;
- xi. To enter into contracts to provide services to or on behalf of other bodies;
- xii. To do all such other lawful things as promote or help to promote the objectives of the Academy.
- xiii. The Academy shall operate any type of account that shall inure to its benefit and will help achieve set objectives.

ARTICLE 4: MEMBERSHIP, APPLICATION FOR MEMBERSHIP, TERMINATION OF MEMBERSHIP AND RIGHT TO APPEAL

4.1 Membership

- i. Full membership of the Academy shall be open to any person who has pursued and successfully completed a programme of study in Nutrition and/or Dietetics at an accredited institution at the tertiary level with a minimum of a diploma
- ii. Associate membership shall be open to any health professional who has pursued and successfully completed a programme of study at an accredited institution at the tertiary level and whose normal work has a direct bearing on nutrition and/or dietetics.
- iii. Fellow of GAND
Members of the Academy who have worked extensively in Nutrition and/or Dietetics with a post-graduate degree preferably a PhD, who have made significant contributions to research, and/or ground breaking solutions to national and/or global nutrition and/or dietetics after submission of application and careful consideration by the governing board upon the advice of an established Peer Review Committee shall be conferred a fellow of Nutrition and/or Dietetics.
- iv. Student Membership shall be opened to students in nutrition and/or dietetics and directly related fields who have not completed their undergraduate (including diplomas) and graduate course of study in an accredited institution at the tertiary level.
- v. Corporate membership shall be opened to Companies whose activities border on Food, Nutrition and Dietetic issues.
- vi. Notwithstanding the provision of sections (i), (ii), (iii) and (iv), of this constitution, the Academy may grant Honorary Membership to any person who, though not a member of the Academy or a Nutritionist/Dietitian, who, contributes significantly to the progress and development of Nutrition and/or Dietetics in Ghana.

4.2 Privileges of Members

- i. All members have the right and responsibility to attend meetings, receive information from the Academy and conduct themselves in accordance with professional standards accepted by the Academy.
- ii. Only Full Members have voting rights and are eligible to accept office at national and branch levels.
- iii. Full, Associate and Student members are entitled to wear the lapel badge of the Academy.
- iv. Student members and Associate members have voting rights at the branch level and may hold office at branch level except Branch President, Vice President and General Secretary and they may be selected to serve on committees, but not as chairs.
- v. Corporate members and Friends of the Association shall not hold any position or have voting power.
- vi. All members have equal privileges to obtain support or participation in any programme of the Academy

4.3 Application for membership

- i. All applications for membership shall be made on the prescribed application form of the Academy and forwarded to the National Office.
- ii. The applicant shall be notified in writing if his/her application was not successful.
- iii. If the application is successful, S/He shall thereafter pay all fees and subscriptions due from the date of joining.

4.4 Termination of membership

- i. Resignation from the Academy shall be made in writing to the President of the governing board of the Academy.
- ii. Any member who by resignation or otherwise ceases to be a member of the Academy shall forfeit all rights, claims or interests in the privileges of the Academy.

4.5 Forfeiture of membership

- i. Any member of the Academy whose membership fees are not paid in time as described in Article 10 (iv) shall forfeit membership of the Academy.

- ii. The membership of any member whose actions may harm the reputation of the Academy may be suspended after due consideration by the Governing Board.
- iii. The Governing Board may exclude any person from membership of the Academy if:
 - a. An individual has been convicted of a crime of malfeasance in a court of the country.
 - b. If such a member shall be certified insane or mentally incapacitated.
 - c. Upon forfeiture for any cause, of the professional qualification by virtue of which the member shall have been eligible for membership
- iv. At least three (3) weeks' notice of consideration of disciplinary action shall be given to the member who will have the opportunity to defend him/herself orally or in writing.
- v. The name(s) of members disciplined shall be published in the official Journal or Bulletin of the Academy.

4.6 Right to appeal

- i. In the event of termination of membership as specified in (ii) of Article 4.4, a member may, within thirty (30) days after receipt of a written notice to that effect, appeal in writing against the decision to the Governing Board of the Academy for consideration at its next meeting.
- ii. In the event of this happening, the membership shall be suspended until a decision has been taken at such a meeting.

ARTICLE 5: GOVERNING BODY

- i. There shall be a body known as the “Governing Board” hereinafter referred to as the “Board” in whom the Academy shall vest the management of its activities.
- ii. The Governing Board shall consist of the officers of the Academy as follows:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Public Relations Officer
 - f. Chair of the Dietetic Group
 - g. Chair of the Nutrition Group
 - h. Chairman of Nutrition and Dietetic Foundation
 - i. Chairman of Practice Standards and Accreditation Committee
 - j. Representative of student members
 - k. Representative of Zonal Chairs

1. Ex-officio Member/ Legal Advisor (Must be of legal background)

5.1 Functions of the Board:

- i. Provide programmes and fiscal oversight for the Academy
- ii. Sets policies and standards
- iii. Approves public policy, regulatory and legislative agenda
- iv. Advocates on behalf of the Academy and the professions
- v. Identifies environmental trends
- vi. Deliberate on emerging professional issues
- vii. Approves guiding documents for professional practice
- viii. Oversees academic bylaws
- ix. Establishes qualification for membership and dues structure
- x. Provide guidelines and advocate the accreditation of nutrition and dietetic programmes and training in Ghana
- xi. Shall meet bi-monthly face to face or virtual but may have emergency meetings where necessary

5.2 EFunctions of the Officers of the Board:

- i. The President:**
Shall oversee the daily running of all business of the Academy. S/He shall preside over deliberations at all General meetings, Annual General Meetings (AGM) and Governing Board meetings.
- ii. Vice President:**
Shall assist the President in the performance of his/her duties and in the absence of the latter shall act as President.
- iii. General Secretary:**
Shall administer the affairs of the Academy under the direction of the Governing Board. The secretary shall be responsible for all correspondence and issue all notices, take charge of the minutes of all meetings and make a report of all matters that come under his/her cognizance for the information of the Board. The Secretary shall be responsible for the safe custody of all the documents and property belonging to the Academy.
- iv. The Treasurer:**
Shall take charge of all financial matters as the Board may direct and in accordance with the Academy's financial regulations and to render account at each AGM.

- v. **Public Relations Officer:**
Shall be responsible for liaison and public relations work of the Academy. S/He shall link with the Board to respond to questions or queries from government and the general public regarding nutrition and dietetic issues.
- vi. **Ex-officio Member/ Legal Advisor (Must be of legal background)**
Shall offer legal assistance to the Board in the running of the Academy.
- vii. **Chairman of the Dietetic Group:**
Elicit the need and provide guidance into the training, practice and progress of dietetic professionals locally and internationally as well as available opportunities and apprise the Board for the purposes of policy and monitoring.
- viii. **Chairman of the Nutrition Group:**
Elicit the need and provide guidance to the training, practice and progress of nutrition professionals locally and internationally as well as available opportunities and apprise the Board for the purposes of policy and monitoring
- ix. **Chairman of Nutrition and Dietetic Foundation:**
Shall conduct a thorough search on the various sources of funding for the foundation and apprise the Board for action. S/He shall work to enhance research, professional and academic development of members. S/He shall administer the foundation under the authority of the Board
- x. **Chairman of Practice Standards and Accreditation Committee:**
Shall liaise between the Board and members to ensure strict adherence to standards and ethics as well as ensure members stay current with their professional accreditation. Shall be responsible to apprising the Board on relevant professional development courses for consideration.
- xi. **Representative of student members:**
Shall represent the interest of student members on the Board
- xii. **Representative of Zonal Chairs**
Shall ensure the membership drive, offer supportive monitoring of the varied branches of the Academy at the zonal level and report to the board.

5.3 Disqualification of members of the governing board

The position of a Member of the Governing Board shall be vacated forthwith:

- i. If in the written opinion of a medical practitioner, S/He is incapable, whether mentally or physically, of managing his/her affairs
- ii. If S/He ceases to be a member of the Academy

- iii. If S/He resigns her position by written notice to the Governing board
- iv. If S/He is removed from office by a resolution of the Academy

ARTICLE 6: ADVISORY COUNCIL

- i. There shall be a body known as the “Advisory Council” hereinafter referred to as the “Council” who advises the board and association on policy directions.
- ii. The council shall consist of the following:
 - a. The desk of nutrition at the presidency
 - b. Members of the governing board
 - c. Eminent personalities with interest in Nutrition and/or past governing board members of the Academy.
 - d. Any other personalities as decided by the governing board
- iii. The tenure of the Council will be coterminous with the Governing Board. However, their tenure may be renewed by succeeding boards as often as they deem fit.

6.1 Functions of the Advisory Council

- i. Provide policy advice to the Governing Board
- ii. Provide guidance to and support for fund raising by the Academy
- iii. Shall meet once a year

ARTICLE 7: SUB COMMITTEES AND SUB GROUPS

The Governing Board shall elect volunteers from among the members of the Academy, the following Committees with functions as stated hereafter:

i. Disciplinary Committee:

The Chairman of the Disciplinary Committee shall be appointed by the Governing Board and report to the President. The Disciplinary Committee shall consider and review complaints of breaches of the Rules of the Academy and of the Code of Ethics and make recommendations to the Executive Committee in this respect or to any other Committees as the Executive Committee thinks fit.

ii. Nutrition / Dietetic Advocacy Committee:

The function of the committee shall be to kindle the interest of the Government and the general public in the conditions which constitute a threat to life and health of Ghanaians and thereby to promote the good health and well-being of all. This committee shall also be responsible for lobbying policy makers and other partners on issues that affect nutrition and dietetic practice in the country

iii. Programmes and Organizing Committee:

This committee shall promote the dissemination of nutrition and dietetic knowledge by arranging academic, social and public seminars and programmes for the realization of the objectives of the Association.

iv. Finance and Sponsorship Committee:

This committee shall be responsible for the financial arrangements of the Academy within the financial requirements as prescribed by the Governing Board,

- a. Handling specific projects that need sponsorship, with input from the Governing Board and the Working Sub-Committees.
- b. Liaising closely with the Governing Board in planning the budget and present an annual budget for the fiscal year beginning the first day of the fiscal year. This budget must be presented to and approved by a majority of the quorum of members at the annual general meeting.
- c. Identifying potential sponsors for specific projects of the Academy
- d. Building and strengthening relationships with sponsors
- e. Liaising closely with the Governing Board and Public Relations Officer.
- f. Assisting in administration of donations

v. Research, Journal and Publicity Committee

The committee shall set the research agenda for the Academy and shall form the editorial board that would oversee the development and production of the *Journal of Ghana Nutrition and Dietetic Academy*.

vi. Audit Committee

The committee shall audit the accounts of the Academy and prepare audited financial reports at the end of every financial year to be presented for approval at every Annual General Meeting.

vii. Continuous Professional Development Committee

The committee shall liaise with relevant internal and external bodies to organize Continuous Professional Development (CPD) programmes for nutritionists and dietitians. It shall also distribute information of planned CPD opportunities to all members.

The Governing Board may appoint any other Standing and/or working Committees and may delegate any of its powers or duties to such Sub-committees and may discharge and dissolve such Sub-committees.

Any Sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Governing Board by which it is appointed. At least one Governing Board member shall chair each Subcommittee.

ARTICLE 8: FORMATION OF STUDENT AND REGIONAL BRANCHES

8.1 Branches and student groups

- i. There may be formed separate bodies of members styled as Branches and Student Groups.
- ii. No Branch or Student Group shall be established without the approval of its Constitution by the Governing Board, nor shall any amendment be made to such Constitution without the prior approval of the Governing Board. The Governing Board may at any time require a Branch or Student Group to amend its Constitution, to modify any aspect of its administration and activities or to be dissolved.
- iii. The Board shall from time to time make such By-laws as it thinks fit to govern the establishment, administration and activities of Branches and Student Groups and such reports as they may be required to make to the Academy.
- iv. Branches shall have prescribed geographical boundaries and each Branch shall comprise such members, student members, affiliates, associate members and honorary associates of the Association residing or working within its boundaries as elected to become members of it.
- v. Subject to the approval of the Governing Board any fifteen (15) members, of whom at least 10 are Full members, residing in a particular locality may form a local branch which shall control the affairs of the Academy in the particular locality. Branch members shall be current paid up members as defined in Article 4.1.
- vi. The mission and objectives of the Branches shall be the same as the mission and objectives of the Academy. All Branches shall conform to any direction of the Governing Board in all matters affecting the Academy as a whole or the funds or property of the Academy and be subject in all respects to these rules.
- vii. Once the Governing Board has given approval to the formation of any Branch, a Branch Committee shall be elected consisting of a President, Vice-President, Secretary, Financial Secretary, Organizing Secretary and not more than five (5) other members of the Branch to perform the work of the Academy in that particular locality. The Officers of the Branch shall retire biennially. Two of the five members of the Committee may be Academy members.
- viii. Each Branch shall hold a general meeting at least once each year at which the Branch Committee and Officers may be elected (when their term of office ends, or if there is a

vacancy) and a Statement of Accounts shall be presented. This provision shall in no way take away the rights of members to attend and vote at the general meeting of the national Academy. The quorum at all general meetings of a Branch shall be five paid up members of the Academy.

- ix. The financial year of the Branch shall close two months before that of the National Academy and each Branch Committee shall in each year not later than 30th April, furnish the national Governing Board with a full statement of its Accounts for the past year, and a full report of the progress of its work and of all proposals affecting the carrying on of the work of the Academy in the Branch Committee's area.
- x. The Officers and other members of the Branch Committee shall continue in office until the election of their successors at an annual general meeting. Retiring members and officers shall be eligible for re-election. Any vacancy occurring in the Branch Committee during the year may be filled by the Branch Committee.
- xi. The Governing Board may delegate authority to the Branch to collect annual subscriptions on account of the Branch.
- xii. Branches may, subject to the approval of Governing Board, make levies on members of the Branches of such subscriptions as may be necessary for carrying on the work of the Branches in their particular localities.
- xiii. The whole of the funds and property acquired by all Branches shall be the property of the Academy and all real property and any personal property required to be registered under any Act shall be registered in the name of the Academy and the documents of title shall be held by the Secretary of the national Academy. Any funds or property in the possession of any Branch which has ceased to function shall immediately be remitted to the national Academy.
- xiv. In event of the membership of a Branch falling below five (5) Active members or in the event of a Branch failing to comply with any proper directions of the Governing Board, the Board may at any time at its discretion withdraw its approval of any Branch or the setting up of any Branch Committee and such Branch Committee shall immediately cease to function.
- xv. Each Branch Committee shall keep minutes of its activities, including appointments to the Branch Committee, resolutions and proceedings of Branch committee meetings and a membership list.

8.2 Procedure

Any group of GAND members desiring to form a Branch shall send a proposal to the Governing Board for approval of the proposal.

The Governing Board will review the proposal and request any further appropriate information.

The Governing Board portfolio for membership will reply and grant approval or disapproval, or more information within 60 days of receipt.

Workgroups will be required to democratically elect a co-coordinator/chairperson from the group who will be responsible for quarterly feedback reports to the Governing Board.

ARTICLE 9. ELECTION OF OFFICERS OF THE GOVERNING BOARD

9.1 Election of officers

- i. The election of officers shall take place at a congress of the Academy and shall be by secret ballot.
- ii. The election of officers shall be determined by simple majority count of the total vote cast.
- iii. The tenure of the Governing Board shall be three years.
- iv. The inaugural meeting of a newly elected officers of the Governing Board shall be held not later than 6 weeks after the congress at which it was elected.
- v. The position of the president and vice of the Governing Board will alternate between dietetic professionals and nutrition professionals after either exhausts a full tenure permitted under this constitution. In the event of a nutritionist occupying the presidency, the vice shall be a dietitian and vice versa.
- vi. The Electoral Commissioner is appointed by the out-going governing body for a tenure of office.

9.2 Rules for the election of members of the governing board

- i. The membership of the Academy will be notified when there is a need for a general election by an Electoral Commissioner who will be appointed by the Governing Board and may at the same time appoint a Deputy Electoral Commissioner who shall be entitled to carry out the functions of the Electoral Commissioner if S/He is absent or unable to act.
- ii. The person appointed as the Electoral Commissioner or the Deputy Electoral Commissioner shall be a member of the Academy.
- iii. The Electoral Commissioner shall be responsible for the conduct of the election, in accordance with the Rules, for which he is appointed.
- iv. The Electoral Commissioner shall be responsible for the publication, printing and distribution of the notice for the election.
- v. The Electoral Commissioner and his/her Deputy Returning Officer shall cease to hold office when the election for which he is appointed has been completed, but if the Electoral Commissioner or Deputy Electoral Commissioner resigns, dies or becomes unable to act before that election has concluded, the Executive Committee may appoint another person in his/her place.
- vi. The Electoral Commissioner may appoint such persons as he considers appropriate to assist in the conduct of the election.

9.3 Nomination

- i. Not later than seventy days before an Annual General Meeting (AGM) all members entitled to vote shall be informed of the positions on the Executive Committee which shall become vacant and which shall be filled at the forthcoming AGM.
- ii. The membership shall be informed of the process and procedure to nominate a member for any vacant position and a notice shall be considered properly issued to a member if all reasonable efforts were made to send the notice to their last known correspondence address.
- iii. Nominations for the election of all Officers shall be made in writing and signed by at least two (2) voting members of the Academy in good standing and submitted to the Electoral Commissioner at least thirty (30) days after the issuance of the notice before the annual general meeting.
- iv. In the event of there being less than sufficient nominations, those nominated shall be deemed to be elected.
- v. In the event of there being sufficient but no more than sufficient written nominations, those nominated shall be deemed to have been elected.
- vi. In default of sufficient written nominations, nominations may be called from the floor of the meeting to fill the existing vacancies.
- vii. In the event of there being more than sufficient nominations, the election of officers shall be decided by vote at the Annual General Meeting in which case, only full members and Associate members in good standing personally present at the meeting or by proxy shall be entitled to vote.
- viii. Student members' representative shall be nominated and elected by student members.

9.4 Withdrawal of nomination

A candidate may withdraw his candidature by notice in writing signed by the candidate and received by the Returning Officer by the nomination day and in that event the nomination of that candidate shall be disregarded for the purposes of the election.

9.5 Members with voting rights

- i. All full, associates and student members of the Academy, whose membership fees are not in arrears for the current year, shall be eligible to vote.
- ii. Voting for the Governing Board shall take place by means of a secret ballot.
- iii. Voting during meetings shall take place as arranged by the Electoral Commissioner.

9.6 Equal number of votes

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

9.7 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 Electoral Commissioner before the start of the meeting.

9.8 Eligibility of members to be elected at national level

- i. Any nominee must be a full member of the GAND as described in Article 4. S/He must live or work wholly or mainly in Ghana; must not be the subject of any allegation, investigation or proceedings by the Academy or any other body responsible for regulating or licensing a health or social care professional concerning his fitness to practice.
- ii. A candidate may only be eligible for nomination and election for the positions of President, Vice-President, Secretary, or Financial Secretary and regional representative by being a Full Member.
- iii. As a Student representative by being a student member;

9.9 Handing Over Ceremony and Induction of New Governing Board Members

- i. There shall be handing over ceremony and induction of new Governing Board members within one calendar month from the day of elections.
- ii. All administrative and financial handing over processes shall be done within this period

ARTICLE 10: MEMBERSHIP FEES

- i. Registration fees for membership of the Academy shall be determined by a general meeting of the Academy.
- ii. Membership fees (Annual dues) of the Academy shall be determined by a general meeting of the Academy. Membership fees shall be due on the first day of January in each year in respect of which such fee is payable.
- iii. The Secretary shall in June of each year send to any Member who has not paid the membership fee for that year in respect of which such fee is payable, a demand for payment thereof, by a letter addressed to the member at his address in the register of the Academy.
- iv. The Board may direct the Secretary to remove from the register of membership the name of any member whose Membership fee may not have been paid by December 31st of the year in which it was due.
- v. All members who become invalid, physically incapacitated or attain the age of 60 shall NOT be required to pay Membership fees.

ARTICLE 11: FINANCES OF THE ACADEMY

- i. The Academy's sources of funds shall include:
 - a. Membership and registration fees or any other charges, levies or amounts recovered by the Academy
 - b. Such grants, contributions, donations and bequests as the Academy may receive from time to time.
 - c. All interest on monies invested by the Academy
 - d. Any other monies accruing to the Academy in the course of its operations.
- ii. All financial transactions of the Academy shall be in conformity with financial regulations.
- iii. All monies of the Academy shall be paid in the Academy's Account at an approved bank.
- iv. The Academy's account shall be audited annually by a certified accountant.
- v. The Academy shall ensure that the annual membership fee for affiliation with International Union of Nutritional Sciences and International Confederation of Dietetic Association are paid regularly.

ARTICLE 12: MEETINGS

12.1 AGM and Emergency meetings

- i. The Academy shall hold at least two meetings each year. One of which will be an Annual General Meeting (AGM). No AGM shall be held beyond the end of November.
- ii. Notice of the AGM shall be circulated to all members through their last known addresses (eg email addresses, etc.) and also in the local news media at least two weeks before the AGM.
- iii. At the AGM, the Governing board shall present a report of the Academy's activities and a financial report.
- iv. An emergency meeting may be convened by the President or by at least 20% of the membership of the Academy to discuss specific matters. No matters other than those specified in the notice convening such emergency meeting shall be discussed at the meeting.
- v. In all cases, those calling for the emergency meeting should communicate their intention and the reasons for doing so in writing and signed by them to the Secretary at least 14 days before the date on which the meeting is to be held. In the absence of the Secretary, the President or the Vice-president should be informed in writing.

- vi. The secretary after satisfying him/herself that the above conditions have been met shall within seven days from the date of receipt of the notice, notify all members of the date, venue and agenda of the emergency meeting.
- vii. At all meetings, including emergency meetings, the President shall preside. In his/her absence, the Vice-President shall preside. In the absence of both, members shall elect any member of the executive to preside. In the case where no member of the executive is present, then members shall elect one person from among their number to take charge of the meeting.
- viii. All questions to be decided on at any meeting shall be by a simple majority of vote, except where otherwise specified in the constitution, and subject to a demand for a ballot, the voting shall be by show of hands. In the case of an equality of votes only, the President shall have another casting vote.

12.2 Governing Board meetings

- i. The Governing Board 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 board.
- ii. A quorum of the Governing Board shall consist of the President and four (4) other Governing Board members.
- iii. 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.

12.3 Branch Committee Meetings

Meetings of the Branch Committees shall be held in accordance with the Constitution of the Academy and the Domestic Rules of the Branches.
Each Branch shall determine quorums.

12.4 General Meetings

- i. The Academy shall hold a general meeting in every calendar year as its Annual General Meeting on the date (not being more than twelve months after the previous Annual General Meeting) and at the time and place fixed by the Governing Board.
- ii. The Governing Board may whenever it thinks fit convene an Extraordinary General Meeting at the written request of not less than one tenth of the members duly served upon the Academy at the Academy's Office.

12.5 Notice of General Meetings

- i. At least twenty-one days' notice in writing of every Annual General Meeting and of every Extraordinary General Meeting convened to pass a special

resolution, shall be given to all members of the Academy entitled to receive notice of meetings from the Academy.

- ii. The notice shall specify the date, time and place of the meeting, set out all proposed special and extraordinary resolutions and describe generally the nature of the other business to be transacted.
- iii. Notices of Annual General Meetings shall inform members where the annual report and audited accounts of the Academy for the preceding year may be obtained. Members who cannot access web based information may receive such reports in printed format.
- iv. The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

12.6 Proceedings at General Meetings

- i. The business of the Annual General Meeting shall be to receive and consider the annual report of the Governing Board and the audited Accounts of the Academy for the preceding year together with the Auditors' Report, to receive the report of the election of Members of the Governing Board (if there have been any to fill a vacancy in a non-general election year) and to appoint.
- ii. No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present. One-third of members personally present shall form a quorum. No business shall be transacted at any general meeting unless the quorum is present throughout the business.
- iii. The President of the Academy or, in his/her absence, the Vice President or, in his/her absence, the Secretary, shall preside at every general meeting, but if neither the President, or the Vice President, or the Secretary, is present fifteen minutes after the time appointed for holding the meeting, the Members of the Governing Board present shall elect one of their number to the chair, but if there no Member of the Executive Committee present is unwilling to take the chair, the members are entitled to vote to elect one of their number to chair the meeting.
- iv. The President may, with the consent of any meeting at which a quorum is present (and shall 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 an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- v. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

- vi. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a show of hands either:
 - a. A poll is demanded by at least one third of the members present in person or
 - b. A resolution is put to the vote of the meeting that the question be decided by postal ballot, and the resolution is carried by a majority of those present in person, and no poll shall take place at the meeting.
- vii. Unless a poll is so demanded or a resolution for a postal ballot is carried, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- viii. A poll shall be taken in such manner as the Chairman shall direct, save that a poll demanded on the election of a President or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll.
- ix. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- x. In the case of an equality of votes, whether on a show of hands, on a poll or on a postal ballot, the chairman of the meeting at which the show of hands or the poll took place shall be entitled to a second or casting vote.

12.7 Votes of Members

- i. On a show of hands every member entitled to vote and present in person shall have one vote, and upon a poll every member entitled to vote and present in person or by proxy shall have one vote.
- ii. The appointment of a proxy shall be in writing in the prescribed form, or in any other form approved by the Council, and signed by the appointer. A proxy must be a member entitled to vote.
- iii. The appointment of a proxy must be deposited at the Academy's Office or delivered to the Secretary before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote. Otherwise the appointment shall be treated as invalid.
- iv. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ARTICLE 13 FINANCES

13.1 Administration of Finances

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

13.2 Financial year

The financial year of the Academy shall be from September to August.

13.3 Accounts

- i. All monies of the Academy shall be paid into an account at a recognized financial institution opened in the name of the Academy.
- ii. The President, Treasurer, and the Secretary will be signatories to the bank accounts of the Academy.
- iii. However, all withdrawals shall be authorized by the President, and either the Treasurer or the Secretary. In the absence of either the President, the Vice President shall authorize withdrawals. In the absence of either the Treasurer or the Secretary, the Financial Secretary will act in place of the absent officer.
- iv. All monies collected by Branches on behalf of the Academy shall be deposited into the Academy's account and receipt kept by the Branch.

13.4 Expenditure

13.4.1 Running Costs

- i. The Governing Board and Branch Committees shall be responsible for the keeping of a true account of receipts and expenses undertaken by the Board and Branch Committees respectively.
- ii. Branches shall submit a provisional budget to the Governing Board 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.
- iii. Should branches require funding, they can apply for funds from the Governing Board with full motivation for need of and use of the funding.
- iv. Sponsorship for branches shall be obtained in collaboration with the Sponsorship portfolio holder of the Academy. Funds raised by Branches for specific programmes shall be administered in accordance with the Domestic Rules of the Branch.
- v. The Governing 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 Academy.

13.4.2 Non-recurrent expenses

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

13.5 Financial Report

- i. The books and Financial Statements of the Governing Board shall be audited by a chartered accountant at the end of each term.
- ii. The Financial Statements shall be tabled at the Annual General Meeting of the Academy. The audited Financial Statements shall be available on request to every member of the Academy.
- iii. An accountant shall audit the books and Financial Statements of each Branch within thirty (30) days of end of the financial year.
- iv. The Financial Statements shall be submitted to the Governing Board for their attention within sixty (60) days of the end of the financial year. Provisional Financial Statements shall be drawn up by the Branch Committee and tabled at the Annual General Meeting of the Branch.
- v. The Governing Board or any member has the right to request an audit of the branch finances by a chartered accountant.

13.6 Donations to Branches

Branches of the Academy may accept donations for specific purposes. The Governing Board shall be notified of such donations, but the Branch shall administer the donations.

ARTICLE 14: DONATIONS TO/SPONSORSHIP OF THE ACADEMY

- i. Donations to the Academy shall be handed to and administered by the Governing Board.
- ii. All donations shall be acknowledged in writing and shall appear in the President/Chairman's Annual report.
- iii. Donations shall be utilized in accordance with the financial rules of the Constitution of the Academy.
- iv. The acceptance of a donation shall not automatically imply approval or support for products/objectives of the Donor Company or Association.
- v. Use of the Academy's name/logo by a donor is subject to approval by the Governing Board of the Academy.
- vi. The Academy shall not be obliged to report to donors on the use of donations, unless there is prior agreement to this effect with the Governing Board of the Academy.
- vii. All donations and sponsorships will be dealt with in accordance with the Sponsorship guidelines of the Academy.

ARTICLE 15: REPORTS

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

ARTICLE 16: LEGAL PERSONA

- i. The Academy shall be a corporate body without profit motive.
- ii. The income and property of the Academy obtained from whichever source shall be used exclusively to further the aims of the Academy as defined in the Constitution of the Academy.
- iii. All assets of the Academy shall be registered in the name of the Academy.
- iv. No part of the income of the Academy 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 Academy for services rendered to the Academy and in the case of donations made to specific members of the Academy.
- v. The Academy may act in its own name as lawful plaintiff and defendant.
- vi. The authorization of legal action or defense must be signed by the President or any other appointed member of the Governing Board who individually have the power to represent the Academy in all such matters.

ARTICLE 17: WINDING UP

- i. GAND may be wound up voluntarily if, at a general meeting of its members, a resolution is passed at a general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- ii. Upon the Academy being wound up, all liabilities and expenses of winding up shall be paid. Surplus assets and funds of the Academy shall be used solely for charitable purposes which benefit organizations with similar objectives as GAND as directed by resolution carried by a majority of votes of members present at a general meeting or special general meeting convened for the purpose.

ARTICLE 18: CONTINUOUS PROFESSIONAL DEVELOPMENT

The Academy shall hold Continuous professional development (CPD) programs twice a year, the second one being part of the Annual General Meeting of the Academy. Each professional group may hold other CPD programmes for their respective members.

ARTICLE 19: AMENDMENT OF CONSTITUTION

This constitution may be amended in any way after three years of its promulgation and subsequently at least every five years by a vote passed by two-thirds of the members present and voting shall be at a general meeting of the Academy.