



DCAI COUNCIL

PROTOCOLS, CODE OF CONDUCT & PROCEDURES

Revised June 2017

TABLE OF CONTENTS

DCAI Council Protocols and Procedural Guidelines

PREFACE.....	3
PART 1: RESPONSIBILITIES AND ENTITLEMENTS OF DCAI COUNCILLORS.....	4
1.1. <i>Serving on DCAI Council represents a service to members.</i>	4
1.2. <i>All Councillors are expected to:</i>	4
1.3. <i>All Councillors are entitled to:</i>	4
PART 2: DCAI COUNCIL CODE OF CONDUCT.....	5
PART 3: LEGAL DUTIES OF DCAI COUNCILLORS	6
<i>The four main legal duties are:</i>	6
3.1 <i>ACT IN GOOD FAITH IN THE BEST INTERESTS OF THE ORGANISATION</i>	7
3.2 <i>ACT FOR A PROPER PURPOSE</i>	7
3.3 <i>COUNCIL POWERS</i>	7
3.4 <i>DCAI OBJECTS</i>	7
3.5 <i>ACT WITH REASONABLE CARE, DILIGENCE AND SKILL</i>	8
3.6 <i>MAKE PROPER USE OF INFORMATION OR POSITION</i>	8
3.7 <i>DISCLOSURE AND MANAGEMENT OF CONFLICT OF INTEREST</i>	9
PART 4: COMPOSITION OF THE DCAI COUNCIL & SUB-COMMITTEES.....	10
4.1 <i>The DCAI Council Composition.....</i>	10
4.2 <i>Election of the Council Executive</i>	10
4.3 <i>Subcommittees of the DCAI Council.....</i>	11
4.4 <i>Finance Sub-Committee.....</i>	11
4.5 <i>Promotion & Public Relations Subcommittee:.....</i>	11
4.6 <i>Member Services and Herdbook Database.....</i>	12
4.7 <i>Executive Support:</i>	12
PART 5: DCAI COUNCIL MEETING PROTOCOLS.....	14
5.1 <i>Meeting Agenda</i>	14
5.2 <i>Recording of Minutes.....</i>	14
5.3 <i>Approval of Minutes</i>	14
5.4 <i>Decisions.....</i>	14
5.5 <i>Decisions made by Motion</i>	14
5.6 <i>Recording of Motions in Minutes:.....</i>	15
5.7 <i>Addressing a meeting</i>	15
5.8 <i>Teleconferences.....</i>	15
5.9 <i>Email Conferences.....</i>	16
PART 6: RECORDING AND PUBLISHING THE ASSOCIATION'S MINUTES.....	17
6.1 <i>Maintaining the DCAI Council Minute Book</i>	17
6.2 <i>Publishing of the DCAI Minutes</i>	17
6.3 <i>Publishing DCAI Meeting Reports.....</i>	17
6.4 <i>Access to DCAI Minutes and Documents of the Association</i>	18
PART 7: DCAI COUNCIL ELECTIONS:	19
<i>Procedures and Reporting of Council Elections</i>	19
7.1 <i>Calling of an Election.....</i>	19
7.2 <i>Voting by the Members</i>	20
7.3 <i>Induction procedure of new Councillors:.....</i>	20
7.4 <i>Attending Council Teleconference Meetings:.....</i>	20
7.5 <i>Provision of Status reports:.....</i>	20
7.6 <i>New Council Information:.....</i>	20
7.7 NEW COUNCIL ROLES:	21
7.8 ACCESS TO COUNCIL DOCUMENTS	21
7.3 <i>Filling Casual Vacancies:.....</i>	21
PART 8: COMMUNICATION AND SOCIAL MEDIA POLICY / CODE OF CONDUCT.....	22
8.1 <i>AIMS</i>	22
8.2 <i>MEMBERS' RESPONSIBILITIES:.....</i>	22
8.3 <i>COUNCILLORS' RESPONSIBILITIES:</i>	23
8.4 <i>DISCIPLINARY ACTION:.....</i>	23

DCAI Documents	DCAI COUNCIL PROTOCOLS	Edited by: Roz Michelini for DCAI	2
Date: 22/06/2016	Version: (3) - 2017-6-17	Approved By: DCAI Council Date: June 2017	

Preface

The DCAI Council Protocols and Procedures have been redeveloped to reflect current requirements of the Association. The preceding protocols were developed and adopted in 2007 but had not been substantially updated since that time. The Association has not previously developed comprehensive procedural guidelines to assist Councillors in making decisions.

Consequently each new Council is reliant on what records are available and the interpretation of the Constitution & Rules and the Act. Whilst this has made some areas of management difficult over the past two years, those difficulties have provided this Council with clear insight into what is needed in terms of better management tools.

The revision of the protocols is the first step in developing better tools to assist Councillors in applying the provisions of the DCAI Constitution and the Act.

The sections of the protocols have been discussed and redrafted in consideration of the operational needs of the Council as experienced over the past two years and the input of more experienced Councillors.

The inclusion of a more comprehensive code of conduct will provide clearer guidelines for the legal and ethical obligations of all Councillors. The DCAI Code of Conduct and Procedural Guidelines has been developed using the information available in the Act, The DCAI Constitution, the 'Guide to the Legal Duties of not-for-profit Committee Members and Officer Holders' published by JusticeConnect (formerly pilchconnect) not-for-profit Law, the previous DCAI Council protocols and other references.

All protocols and procedures are to be used as a guide and should always be applied in consideration of the provisions of the DCAI Constitution and the Act and relevant laws as may be current at the time.

Further development of these protocols and procedural guidelines will continue.

Sections yet to be completed include:

- Promotional Funding Protocols and Procedure
- Code of Conduct for Members

The DCAI Council Protocols and Procedural Guidelines should be considered as a living document and should be revised and amended as required to ensure appropriate guidelines are in place for all Councillors at all times.

The management of the Association is reliant upon clear procedural guidelines to assist all Councillors and associated officers to make decisions in a consistent and timely manner. Procedures should be documented and added on an ongoing basis to appropriately reflect the manner in which specific tasks are to be addressed. This will provide consistency of decision making as council members change and will provide the Association with more efficient and professional management.

References

- Guide to the legal duties of not-for-profit Committee Members and Office Holders - Published by JusticeConnect not-for-profit Law,
- Previous DCAI Council protocols
- DCAI Constitution and Rules
- The Act - Associations Incorporation reform Act 2012

PART 1: RESPONSIBILITIES AND ENTITLEMENTS OF DCAI COUNCILLORS

DCAI Council Protocols and Procedural Guidelines

PART 1: RESPONSIBILITIES AND ENTITLEMENTS OF DCAI COUNCILLORS

1.1. Serving on DCAI Council represents a service to members.

All Councillors are expected to shoulder a workload on council. Some ways of contributing directly include:

- (a) Undertaking an official role - such as Treasurer or Publicity officer.
- (b) Convene and / or actively serving on a sub-committee.
- (c) Taking on tasks as directed by council from time to time.
- (d) Actively participating in all Council decision making.

Councillors unable to commit to the above, for whatever reason, should consider standing down to permit others more able to make such commitments to act on Council.

1.2. All Councillors are expected to:

- (a) Familiarise themselves with the Constitution and Herdbook Regulations of the Association.
- (b) Attend council meetings including participating in E-Conference discussions.
- (c) Read the minutes of Council meetings and advise any errors or omissions.
- (d) Keep abreast of current DCAI Council issues and provide input on those issues.
- (e) Advise approval or otherwise of new members.
- (f) Maintain council confidentiality of all matters.
- (g) Understand and abide by the Council's code of conduct.
- (h) Observe and apply meeting protocols.
- (i) Advise any potential conflict of interest.
- (j) Monitor the Associations finances.

1.3. All Councillors are entitled to:

- (a) An equal deliberative vote on Council with all other Councillors. (Except that the president shall also have a casting vote, in the case of a tied vote.)
- (b) An equal voice in council discussions.
- (c) Equal access to documents and information as all other Councillors upon request.
- (d) Have their dissenting voice recorded in the minutes, where they disagree with a resolution that has been passed.
- (e) Place items on the Council meeting agenda in accordance with Council's meeting protocols and procedures.
- (f) Courtesy, privacy and respect.
- (g) The right to be informed of any allegation against them in their capacity as Councillors and the right of reply to that allegation.

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PART 2: CODE OF CONDUCT

DCAI Council Protocols and Procedural Guidelines

PART 2: DCAI COUNCIL CODE OF CONDUCT

DCAI Councillors have been elected (or invited onto the Council) by the Membership and are trusted to make decisions on behalf of the Association. Elected and appointed Councillors have been entrusted by the Members to undertake the management of the Association for the period of time for which they are required to serve.

In return, by becoming a DCAI Councillor that person agrees to act in the best interests of the Association and is accountable for the decisions they make or actions they take in accordance with any common or legislative laws.

DCAI Councillors must agree to:

- (a) Act to achieve the Association's objects; *and*
- (b) Work within the powers given to Council as outlined in the DCAI Constitution; *and*
- (c) Abide by the DCAI Constitution; *and*
- (d) Act in good faith in the best interests of the Association and for a proper purpose; *and*
- (e) Act with reasonable care and skill (including the duty to prevent insolvent trading); *and*
- (f) Not improperly use information or position; *and*
- (g) Disclose and manage conflicts of interest; *and*
- (h) Participate in all Council duties in good faith as part of a democratic management team; *and*
- (i) Be genuinely willing to work with all Councillors, respecting each team member, all aspects of privacy and maintain the highest level of professionalism; *and*
- (j) Be committed to democratic principles when making decisions and be prepared to support all decisions made as a result of a majority vote of the Council; *and*
- (k) Become familiar with and work in accordance with the provisions of the DCAI Constitution and Rules, all legal responsibilities and DCAI protocols and procedures including but not limited to:
 - Legal Duties of Councillors; *and*
 - Service Duties of Councillors; *and*
 - Council Elections and Casual Vacancies; *and*
 - Internal Communication; *and*
 - Publicity and Communications; *and*
 - Social Media; *and*
 - Council Meetings & Minutes; *and*
 - Funding protocols.
- (l) Adhere to the communication policies and:
 - not discuss or publish information pertaining to matters concerning the Association unless by the express permission of the Council as documented in the minutes or that which has already been published; *and*
 - not use their position to promote themselves in any media; *and*
 - not use any form of mass communication including social media for personal political purposes or dissension; *and*
 - be mindful of any laws pertaining to the use of position or information whilst a Councillor or at any time after they cease to be a DCAI Councillor; *and*
 - follow all aspects of the Communication and Social Media policies pertaining to the Council and all DCAI Members.

Note: A declaration must be signed by each and every Councillor upon taking their position on the Council at the first meeting of the Council following their election or appointment.

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PART 3: LEGAL DUTIES OF DCAI COUNCILLORS

The four main legal duties are:

- the duty to act in good faith in the best interests of the organisation and for a proper purpose; *and*
 - the duty to act with reasonable care and skill (including the duty to prevent insolvent trading); *and*
 - the duty not to improperly use information or position; *and*
 - the duty to disclose and manage conflicts of interest.
- (a) Any person who is a member of the DCAI Council or any subcommittee of the Council must comply with these duties.
- (b) Councillors have been elected to (or invited on to) a position on the DCAI Council and as such are part of the governing body of the Association and you must comply with these duties. This includes all office-holders (such as Chairperson, President, Treasurer, Secretary, etc.), as well as ordinary Committee Members.
- (c) A number of other people may also be considered part of the ‘governing body’ of DCAI, even though they are not officially DCAI Council members or on any subcommittee of the Council. These include:
- people in a position of control or influence within an organisation; *and*
 - people who participate in making key decisions which affect the operations of the organisation; *and*
 - people whose instructions or advice Committee members are accustomed to act upon (excluding people who are asked to provide professional advice); *and*
 - people who have the capacity to affect significantly the organisation’s financial standing.

A more detailed explanation of each of the legal duties of DCAI Councillors is described in items 3.1 through to 3.7

PART 3: LEGAL DUTIES OF DCAI COUNCILLORS

DCAI Council Protocols and Procedural Guidelines

3.1 ACT IN GOOD FAITH IN THE BEST INTERESTS OF THE ORGANISATION

As a DCAI Councillor, it is important that your decisions are made based on what is best for the Association and its members. To do this:

- (a) You must have regard to the purpose of the Association and its entire membership as well as its finances and operations.
- (b) You must not make decisions based on your own personal interests, preferences or alliances - or those of other people or organisations you are involved in.
- (c) You must act in the best interests of the Association which overrides any duties you may have to any other member or group of members.
- (d) You must not allow another member or person to dictate how to vote at committee meetings.

3.2 ACT FOR A PROPER PURPOSE

DCAI Councillors as part of the DCAI Council must:

- (a) Make decisions that are consistent with the Associations objects.
- (b) Ensure they are contributing to decisions for the proper purpose.
- (c) Be familiar with the DCAI Objects and consider all decisions in respect of achieving those objectives.
- (d) Observe their legal duty to act for a proper purpose.
- (e) Act collectively and not as an individual when dealing with matters of the Association;
- (f) Act only within the powers that have been given to the DCAI Council as documented in the DCAI Constitution.

3.3 COUNCIL POWERS

DCAI Constitution and Rules 18: The Council, subject to these Rules and the control by members as hereinafter mentioned, shall have the management and control of the affairs of the Association and shall be empowered to perform all such acts and things as appear to the Council to be essential for the proper management and control of the affairs of the Association.

3.4 DCAI OBJECTS

DCAI Constitution and Rules 2: The Objects of the Association are:

- (a) to maintain the purity and improve the breed of Dexter cattle;
- (b) to collect, verify and publish information relating to Dexter cattle;
- (c) to organise, arrange and/or conduct competitions and/or demonstrations of and relating to Dexter cattle;
- (d) to offer prizes for Dexter cattle;
- (e) to select Judges and Inspectors;
- (f) to publish a Herd Book of Sires and Dams of Dexter cattle;
- (g) to promote generally the interests of breeders of Dexter cattle;
- (h) to do all such things as may be incidental to or in any way conducive to the attainment of the above objects or any of them.

3.5 ACT WITH REASONABLE CARE, DILIGENCE AND SKILL

As a DCAI Councillor you must:

- (a) take your role as a Councillor seriously; *and*
- (b) make use of your skills and experience for the benefit of the organisation; *and*
- (c) respect the skill, experience and opinions of all other Councillors and consider their input when making decisions; *and*
- (d) give sufficient time, thought and energy to any tasks you have undertaken and to decisions the Council is required to make; *and*
- (e) contribute to discussion before decisions are made; *and*
- (f) research all matters before Council to enable sound decisions; *and*
- (g) monitor the affairs, activities, strategic direction and financial position of the organisation; *and*
- (h) In relation to the financial affairs of the organisation Councillors are required to: *and*
 - (i) understand the Association's current financial position at all times, *and*
 - (j) assist in making fiscally responsible decisions to ensure the ongoing solvency of the Association.

3.6 MAKE PROPER USE OF INFORMATION OR POSITION

All Council members must be loyal to the Association they are committing to serve. This duty is ongoing and it applies to all Councillors when they serve on the DCAI Council, and continues to apply after they cease to be a Councillor. (ie. it applies to former Councillors).

Councillors must refrain from improperly using their position on a Committee. DCAI codes of conduct and protocols prohibit this kind of behaviour and it is important to remember that this is also a legal duty.

If a Councillor or someone close to them benefits from misuse of their position, this will also constitute a conflict of interest. However, even where there is not a direct benefit to the Councillor or someone close to them, if improper use of position causes detriment to the organisation the Councillor will have breached this duty.

- (a) a current or former DCAI Councillor must not make improper use of:
 - their position as a Councillor, or information they obtain through their position as a Councillor to either:
 - gain an advantage for themselves or any other person or organisation; *or*
 - cause detriment to the Association or a current or former member of the Association.
- (b) Councillors must not disclose to people outside the Council confidential information that they have because they are a Councillor including;
 - membership lists or member details; *or*
 - client or service provider details or contracts; *or*
 - minutes of meetings; *or*
 - financial information; *or*
 - details of confidential emails and or discussion held between Councillors during formal meeting, E-Conferences or Teleconferences.
- (c) Councillors must not discuss Council matters, conversations, contracts or any other matters pertaining to the Council that have not already been published to the members in a DCAI Email, Newsletter or other electronic or printed communications.

3.7 DISCLOSURE AND MANAGEMENT OF CONFLICT OF INTEREST

- (a) A conflict of interest is not the same as a disagreement between Committee members.
- (b) A conflict of interest situation arises when a person, who has a duty to act in the best interests of the Association and its members are presented with the opportunity or potential to ‘use’ that position in some way for their own personal benefit or for the benefit of another person.
- (c) Council recognises that all Councillors are DCAI Members and therefore have an interest in all decisions made for and on behalf of the members. It is noted that decisions that will benefit the majority of members will also benefit some or all of the Councillors respectively. Where issues are being discussed which may result in a benefit that is derived only by the fact that the Councillor has an interest that is common to all members then it is deemed that that the Councillor has no conflict of interest to declare.
- (d) The law provides that in certain situations, a Councillor does not have to disclose a conflict of interest. This is when an interest exists only because a Councillor:
 - is in a group of people for whose benefit the Association is established, *or*
 - has an interest in common with all, or a substantial proportion, of the members of the Association.
- (e) DCAI Councillors have a legal and moral obligation to use best practice in conflict of interest situations.
- (f) Conflicts of interest must be managed in a particular way.
 - A Councillor who believes they may possibly have a conflict of interest in a particular matter must declare the interest and the extent of the interest as soon as it is known
 - If a Councillor believes another Councillor may have a conflict of interest in a matter being tabled for discussion it should be respectfully stated at the beginning of discussions of such a matter and should not be done for malicious purpose or to defame another Councillor.
- (g) Council must then assess the circumstance and make a decision as to whether that interest is different to an interest which exists only because the Councillor is a member.
- (h) If the Council decides any Councillor is deemed to have a conflict of interest they;
 - should not be present in the meeting while the matter is being discussed; *and*
 - must not be present for or vote on the matter; *and*
 - should ensure that the minutes record: that a conflict was declared and the time the respective Committee member left and returned to the meeting and that they were not involved in the decision; *and*
 - should refrain from discussing the matter with other Councillors outside of meetings in a manner that may influence the vote.
- (i) In the case of a conflict of interest having been declared to the Council and recorded in the minutes the interest should also be declared at the next Annual General Meeting of the Association and included on the AGM minutes.
- (j) If the Council, upon reviewing the circumstance of the declaration, decides there is no conflict and the interest is in common with all, or a substantial proportion, of the members of the Association no further action is required.

PART 4: COMPOSITION OF THE DCAI COUNCIL & SUB-COMMITTEES

4.1 The DCAI Council Composition

- (a) The Council shall consist of the following:
 - President (executive);
 - Vice-President (executive);
 - Treasurer (executive);
 - Publicity Officer (executive);
 - Up to four (4) and not less than two (2) Ordinary Members of Council Subject to the DCAI Constitution and Rules
- (b) Councillor Roles and Responsibilities are as outlined in the DCAI Constitution and the Act.
- (c) Each Councillor is elected for a term of two years

4.2 Election of the Council Executive

- (a) The Council Executive shall hold office for a term of one year or until a successor thereto has been elected and taken office;
 - At the first meeting of Council scheduled to follow reporting of the election, the Members of Council shall elect the Council Executive from within their number. The voting shall be by simple count (“first past the post”).
 - Councillors present shall appoint a Chair to preside over the election of President. The Chair shall not vote on these appointments, unless the Chair is a new or continuing Councillor due to his/her election/re-election or is continuing in the second year of their term.
 - In the event of a tied vote, lots shall be drawn to determine the appointment. This process also applies in the event of an Executive member of Council resigning during their term and being replaced in accordance with the provisions of the DCAI Constitution.
 - The Council Office-holders shall be appointed in the sequence listed in Rule 28(1) through nomination and by secret vote;
 - Each Office-holder shall assume his/her position immediately upon their appointment. The new President shall assume the Chair immediately upon appointment;
- (d) In the event that the Secretary of the Association appointed pursuant to the DCAI Constitution and Rules is not a member of Council of the Association he/she shall be entitled to attend any meeting of the Council and to speak but not to vote thereat.
- (e) No Councillor may serve as President for a continuous period of more than thirty-six (36) months. Continuity of service is not deemed to have been broken by periods of absence due to any reason. A retiring President affected by this provision, shall be ineligible to re-nominate for the Presidency within eighteen months of such retirement.

Ref: DCAI Constitution and Rules 17.

PART 4: COUNCIL COMPOSITION AND SUBCOMMITTEES OF DCAI COUNCIL

DCAI Council Protocols and Procedural Guidelines

4.3 Subcommittees of the DCAI Council

- (a) DCAI Council may appoint Councillors to work as subcommittees. Councillors will be appointed to a subcommittee based on skill to ensure the best outcomes are achieved in each area of the Council's responsibilities.
- (b) Subcommittees will:
 - Work within the responsibilities specified for the respective sub-committee; *and*
 - Provide written reports to Council meetings; *and*
 - Make recommendations to the Council; *and*
 - Adhere to the Code of Conduct; *and*
- (c) Sub-committees will not:
 - Make significant decisions without consulting with the Council; *or*
 - Commit the Council to expenditure without the consent of the Council; *or*
 - Will act only in accordance with the delegations of authority as decided by the Council.

4.4 Finance Sub-Committee

DCAI Council Finance Subcommittee is convened by the Treasurer for the following purpose:

- (a) To liaise with LBC with regard to financial record keeping.
- (b) To prepare and review periodical financial statements and to report to DCAI Council with any action recommendations and/or required amendments.
- (c) To make financial management recommendations to the Council.
- (d) To prepare and present a written report at each and every DCAI Council meeting.
- (e) Convene any reference group or external subcommittee as deemed appropriate and approved by the Council.
- (f) To perform such other tasks as may be required from time to time.

4.5 Promotion & Public Relations Subcommittee

DCAI Council Promotion and Public Relations subcommittee is convened by the Publicity Officer for the following purpose:

- (a) To make recommendations to Council for publicity and promotion.
- (b) Facilitate the production of promotional material as and when required.
- (c) Liaise with Dexter Cattle Promotion Groups (DCAI).
- (d) Liaise with the Bulletin Editor to:
 - review any DCAI editorial content in the Bulletin; *and*
 - make any recommendations with regard to DCAI content.
- (e) Liaise with the DCAI Webmaster.
- (f) Present a written report for each Council meeting.
- (g) Convene any reference group or external subcommittee as approved by the Council.
- (h) Such other tasks as may be required from time to time

PART 4: COUNCIL COMPOSITION AND SUBCOMMITTEES OF DCAI COUNCIL

DCAI Council Protocols and Procedural Guidelines

4.6 Member Services and Herdbook Database

DCAI Council Member Services and Herdbook Database subcommittee is convened by a Member of the Council as decided by the Council for the following purpose:

- (a) To report any anomalies, consistent errors or issues with the herd book database to DCAI Council.
- (b) To ensure up-to-date communication to Members regarding herd book, herd returns, registrations and testing.
- (c) The Convenor should facilitate any necessary changes to the Herdbook database approved by the Council through the Registrar or the appropriate staff member.
- (d) Collect and collate the heights recorded at breed shows and provide periodic reports to DCAI.
- (e) Convene any reference group or external subcommittee as approved by the Council.
- (f) Such other tasks as may be required from time to time.

4.7 Executive Support

DCAI Council Executive Support Subcommittee is convened by a Member of the Council as decided by the Council for the following purpose:

- (a) Draft and circulate the minutes of each meeting to the council.
- (b) Collate E-Conference reports and circulate to Council.
- (c) Prepare motions reports for each Council meeting.
- (d) Collate subcommittee reports for inclusion on the minutes.
- (e) Prepare Council notes for the Newsletter, meeting reports and the Bulletin to be circulated to Council before publication.
- (f) Monitor minutes of Dexter Cattle Promotion Groups (DCAI) and ensure they are included in Council reports.
- (g) Review and update all forms relating to membership, animal registrations and DNA testing.
- (h) Liaise with the Council executive.

PART 4: COUNCIL COMPOSITION AND SUBCOMMITTEES OF DCAI COUNCIL

DCAI Council Protocols and Procedural Guidelines

4.8 Constitution, Regulations and By-laws Review

The DCAI Constitution and Rules, Herdbook Regulations, associated by-laws and appendices need constant review in accordance with any changes to legislation and requirements of the Association.

The whole of the Council must be involved in these processes to ensure appropriate consideration is given to all matters.

The Council appoints a Convenor to ensure due process is followed and all legal and constitutional requirements are met if and when any amendments are approved by the Council.

The Convenor will:

- (a) Facilitate the review of the DCAI Constitution and Rules as needed and will:
 - Ensure all Councillors have access to relevant clauses of the Act, the DCAI Constitution when discussing any amendments; *and*
 - Draft any changes as required by the Council and submit the drafts to the Council for approval; *and*
 - Recommend appropriate communication and consultation procedures where appropriate; *and*
 - Facilitate appropriate communication and consultation where directed; *and*
 - Ensure any approved constitutional changes are submitted to the members as a special resolution at the next AGM or Special General Meeting of the Members as required by the DCAI Constitution & Rules and the Act.
- (b) Facilitate the review of the DCAI Herdbook Regulations as required by Council:
 - Submit any drafts to the Council for approval; *and*
 - Recommend and facilitate appropriate communication and consultation procedures where appropriate; *and*
 - Update the Herdbook Regulations upon the approval of any amendments by Council; *and*
 - Ensure the amended Herdbook Regulations are gazetted to the Members in the DCAI Newsletter, Dexter Bulletin or meeting report; *and*
 - Ensure the amended Herdbook Regulations are posted on the DCAI website
- (c) Review the Dexter Cattle Promotion Group (DCAI) By-laws as required; *and*
 - Draft any changes as required by the Council and submit the drafts to Council for approval; *and*
 - Recommend appropriate communication and consultation procedures where appropriate; *and*
 - Facilitate appropriate communication and consultation where directed; *and*
 - Update existing Promotion Group By-laws as approved by the Council; *and*
 - Ensure the amended By-laws are gazetted to the Members in the DCAI Newsletter, Dexter Bulletin or meeting report; *and*
 - Ensure the amended regulations are posted on the DCAI website.

PART 5: MEETING PROTOCOLS & PROCEDURES

DCAI Council Protocols and Procedural Guidelines

PART 5: DCAI COUNCIL MEETING PROTOCOLS

DCAI Council meetings may be conducted as a face to Face meeting, Teleconference or E-Conference. All discussion and decisions are subject to the same voting and decision recording procedures. All privacy and conduct guidelines apply to all Council discussions regardless of whether a meeting or discussion is held in person or by electronic communications.

5.1 Meeting Agenda

- (a) An agenda will be prepared and circulated to all Councillors in advance of each Council meeting.
- (b) Agenda items for inclusion should be forwarded to the President no later than one (1) week prior to the scheduled meeting.
- (c) The President will liaise with executive support for the preparation of the agenda.
- (d) The executive support delegate will email the agenda to Councillors not less than three (3) days prior to a meeting.

5.2 Recording of Minutes

- (a) The Executive Support Subcommittee will record or cause to be recorded the minutes of all Face-to-Face and Teleconference meetings of DCAI Council.
- (b) E-Conferences will be recorded as a motion report and any decisions will be recorded on the motion register.

5.3 Approval of Minutes

- (a) The Executive Support Subcommittee shall cause the draft minutes of Council meetings to be circulated to all Councillors via Email.
- (b) Councillors will note any corrections or inclusions to the council within three (3) working days.
- (c) Where corrections have been noted a second draft will be emailed to Councillors for final approval. Councillors are required to respond within three (3) working days.
- (d) The final minutes may be approved by email or at the next meeting of the Council. Minutes approved by email will be deemed to have been approved by a meeting of the Council if the minutes have been circulated to all Councillors and have been approved by a majority.

5.4 Decisions

There are two kinds of decisions made by Councillors in all meetings. Procedural decisions are generally made by resolution or general agreement of a majority. Substantial decisions are made by formal Motion.

- (a) All decisions of the Council must be carried by an absolute majority; *and*
- (b) All decisions are to be recorded on the minutes and motion register.

5.5 Decisions made by Motion

If a member of Council wishes a matter to be decided by a motion the following procedures apply:-

- (a) A motion is moved and must then be seconded before the motion can be discussed.
- (b) When discussions are complete the motion is then read out in its entirety. Any amendments to the motion should be recorded at this time and the motion should be re-read before being put to the vote of the Council.

DCAI Documents	DCAI COUNCIL PROTOCOLS	Edited by: Roz Michelini for DCAI	14
Date: 22/06/2016	Version: (3) – 2017-6-17	Approved By: DCAI Council Date: June 2017	

PART 5: MEETING PROTOCOLS & PROCEDURES

DCAI Council Protocols and Procedural Guidelines

- (c) All Councillors are required to vote or, if choosing not to vote, must note that they wish to abstain from voting.
- (d) Voting at a DCAI Council meeting is on an absolute majority basis. (An absolute majority is 50% of those entitled to vote in person or by proxy).
- (e) In the case of a hung vote the President has the casting vote.
- (f) All Councillors are expected to abide by and support a majority decision even if they have voted against a motion.

Notation: There will be times when a discussion precedes or results in a motion. In this case the motion still requires a mover and a seconder to enable it to be put to the meeting. In the case where considerable discussion has already taken place the Chairperson, once a motion has been seconded, will ask if there is any further discussion before the motion is put. The motion can then be voted on.

Motions may not be used as a means of recording defamatory or accusing statements about another Councillor or person.

5.6 Recording of Motions in Minutes:

Motions will be recorded as follows:

- (a) Movers and seconders will be recorded along with the number of votes for and against.
- (b) If a Councillor has abstained or voted against and noted an objection they may have the objection noted on the minutes. Objections recorded on the minutes will not include names of other persons and will not be recorded as a means of making a political statement that may be detrimental to the Association or defamatory to another person, the Association or any other organisation.

5.7 Addressing a meeting

It is protocol to address a meeting through the Chairperson or in the case of DCAI the President. This process helps to make sure all parties have the opportunity to speak and discussions are as productive as possible. When addressing a meeting it is courtesy to use the term "*through you madam / Mr. Chairperson*". Generally at DCAI committee meetings the first name of the chairperson is adequate. The chairperson is then able to ensure you have the floor and the opportunity to speak uninterrupted.

5.8 Teleconferences

All the above protocols apply equally to a teleconference. The very nature of a teleconference can make it difficult to ascertain when a person has finished speaking because of the lack of visual cues.

When addressing the teleconference:-

- (a) Announce yourself when you begin speaking so everyone knows who is speaking.
- (b) Ensure the previous person speaking has finished before commencing. It is easy in a teleconference to cut someone off mid sentence so this is to be avoided if possible.
- (c) Where possible keep comments short and to the point to ensure everyone has a chance to speak on the respective topic.
- (d) If you have further questions ensure you raise them before a motion is put to the vote.
- (e) The person chairing the meeting should check all discussion on a particular matter has concluded and that relevant information has been recorded for the minutes before moving on the next agenda item.

DCAI Documents	DCAI COUNCIL PROTOCOLS	Edited by: Roz Michelini for DCAI	15
Date: 22/06/2016	Version: (3) – 2017-6-17	Approved By: DCAI Council Date: June 2017	

PART 5: MEETING PROTOCOLS & PROCEDURES
DCAI Council Protocols and Procedural Guidelines

5.9 Email Conferences

Many day-to-day decisions are made via email conferences or discussion streams.

- (a) Email discussions constitute a meeting and the outcomes are officially recorded.
- (b) Decisions made by E-Conference are finalised by a motion, duly seconded and voted on via email.
- (c) Upon the conclusion of a motion decided via E-Conference a summary of the motion and voting will be circulated to all Councillors for confirmation.
- (d) All decisions made via email will be officially recorded on the minutes by way of a motion report being submitted to each face to face or teleconference meeting.
- (e) All motions and resolutions will be included in the DCAI motions register.

PART 6: RECORDING & PUBLISHING OF THE ASSOCIATION'S MINUTES

DCAI Council Protocols and Procedural Guidelines

PART 6: RECORDING AND PUBLISHING THE ASSOCIATION'S MINUTES

Minutes of DCAI Council meetings, Teleconferences and E-Conferences are subject to the privacy requirements of the Act and any other laws. In accordance the following protocols will be observed in regard to the recording of the Associations Minutes.

6.1 Maintaining the DCAI Council Minute Book

Minutes will be maintained as a complete and accurate record of a meeting and any decisions resulting from that meeting.

- (a) Minutes, once finalised must be confirmed as a true and accurate record of the meeting by a motion of the Council at the next meeting of the Council (E-Conference, Teleconference or a Face-To-Face meeting.)
- (b) As soon as is practical after the minutes have been confirmed an original copy of the minutes must be signed by the DCAI President and be inserted into the minute book by the Secretary.

6.2 Publishing of the DCAI Minutes

DCAI has an obligation to abide by the provisions of the Act and other laws pertaining to confidentiality. The Council also has an obligation to ensure accurate records are kept and discussions at Council meetings are open and complete. In order to meet these responsibilities the DCAI Council will be mindful of any legal or constitutional provisions and follow these protocols when recording and publishing information to the members.

- (a) Minutes will be recorded in accordance with the legal requirements and DCAI Council protocols noted in this document.
- (b) Minutes will be made available to the DCAI Membership.
- (c) In addition to the minutes the Council shall maintain a motion register recording all decisions of the Council.

6.3 Publishing DCAI Meeting Reports

DCAI Council has an obligation to inform members of decisions and major issues whilst maintaining the highest level of confidentiality and professionalism. In accordance with these principals

- (a) Council meeting reports will be prepared including decisions and significant issues; and
- (b) All names, identifying information or personal information about matters being discussed will be omitted from those reports; and
- (c) The meeting reports will be made available to the members by such means as decided by the Council which may include electronic correspondence, being made available on the DCAI website or inclusion in the Dexter Bulletin or Newsletters.

PART 6: RECORDING & PUBLISHING OF THE ASSOCIATION'S MINUTES

DCAI Council Protocols and Procedural Guidelines

6.4 Access to DCAI Minutes and Documents of the Association

- (a) Access to DCAI Minutes by members will be restricted in accordance with the Act and the DCAI Constitution. Privacy policies will be applied in accordance with the Constitution, the Act.
- (b) Access provision pertaining to minutes and documents of the Association apply to Councillors in the same way they do to all members of the Association.
- (c) Copies of previous minutes recorded prior to a Councillor's current term of office, other than those already available on the members section of the website will not be made available to Councillors unless the subject matter is of specific relevance to an issue currently being dealt with by the Council of the day. The disclosure of those minutes must also be considered in respect of all privacy and confidentiality requirements.

DCAI Documents	DCAI COUNCIL PROTOCOLS	Edited by: Roz Michelini for DCAI	18
Date: 22/06/2016	Version: (3) – 2017-6-17	Approved By: DCAI Council Date: June 2017	

PART 7: COUNCIL ELECTIONS

DCAI Council Protocols and Procedural Guidelines

PART 7: DCAI COUNCIL ELECTIONS:

Procedures and Reporting of Council Elections

The conduct and reporting of DCAI Council elections is pursuant to the provisions of the DCAI Constitution and the Act. All sitting Councillors should familiarise themselves with the legal and constitutional timelines for calling and conducting Council elections.

In order that these constitutional requirements are met the following procedures apply.

7.1 Calling of an Election

- (a) The President of DCAI or his/her nominee has the responsibility to initiate the calling for nominations of candidates for election within the correct timeframe.
- (b) Upon receiving the advice of the President the Executive Officer must prepare a schedule for the Council election in accordance with the provisions of the DCAI Constitution and the Act and present it to Council for endorsement.

The endorsed schedule must include:

- Date and method of calling for nominations from members; *and*
 - Any specific requirements of nominees (eg presentation of personal profiles); *and*
 - Deadline for receipt of nominations; *and*
 - Election period (if required).
- (c) Executive Officer must contact the appointed Returning Officer who is required by the Constitution to officially call for nominations.
 - (d) The Returning Officer must present to Council a copy of any prescribed nomination forms and associated documents for approval.
 - (e) The Executive Officer must then circulate the call for nomination to the Members by either:
 - Circular to all members by email; *or*
 - Electronic or printed Newsletter; *or*
 - Inclusion in The Dexter Bulletin; *or*
 - by other such means as provided for by the DCAI Constitution or by the Act.
 - (f) All requirements of candidates must be documented when nominations are called for.

PART 7: COUNCIL ELECTIONS

DCAI Council Protocols and Procedural Guidelines

7.2 Voting by the Members

- (a) Members must be given the opportunity to vote by secret ballot in accordance with the provisions of the DCAI Constitution or, if not properly provided for, the provisions of the Act.
- (b) All requirements of voters must be documented on the voting papers prior to them being circulated to the Members
- (c) All aspects of nomination, voting and election are governed by the DCAI Constitution and the Act and are subject to the principles of fairness, equity and natural justice.
- (d) Following the election and declaration of the ballot, or immediately following receipt of nominations if a ballot is unnecessary, the President of DCAI (or nominee) is advised.

* NB: The President of DCAI may delegate this responsibility due to illness, absence, etc or because he/she is standing in that particular election

7.3 Induction procedure of new Councillors:

- (a) Notification of the Candidates: Within five (5) working days of the results of an election being declared by the Returning Officer and the President of DCAI (or nominee) being advised, the President will contact the candidates by phone to inform them, as follows:
 - Successful candidates will be contacted first.
 - Unsuccessful candidates will then be contacted.
- (b) Notification of the Councillors: Immediately following this advice to candidates, Councillors will be informed of the outcome of the election simultaneously, via email from the President (or nominee). This email will include telephone and email contacts and Councillors may make personal contact with Councillors elect. Individual Councillors may not make this information public until after it has been publicly released.
- (c) Notification of the Members: The names of successful candidates will be released to the membership via DCAI website, The Dexter Bulletin or written communication as decided by Council. It is desirable that this be as soon as practicable, so that the information is available to all DCAI Members.

7.4 Attending Council Teleconference Meetings:

Council may extend an invitation to Councillors elect to attend any telephone Council meeting held from the time of an incoming Councillor's election until he / she takes up the position following the AGM. This will not entitle Councillors-elect to vote at such meetings and must adhere to all guidelines in relation to privacy, confidentiality, legal requirements of Councillors and all aspects of the DCAI Council Protocols, Procedures and Code of Conduct.

7.5 Provision of Status reports:

Relevant reports will be provided to Councillors elect where such reports deal with issues likely to be ongoing into the incoming Council year. Normal 'in confidence' rules apply.

7.6 New Council Information:

All Councillors will be provided with a copy of the DCAI Constitution, Current Council Protocols and other documents needed for effective participation in Council matters at the first meeting of the new Council.

DCAI Documents	DCAI COUNCIL PROTOCOLS	Edited by: Roz Michelini for DCAI	20
Date: 22/06/2016	Version: (3) - 2017-6-17	Approved By: DCAI Council Date: June 2017	

PART 7: COUNCIL ELECTIONS

DCAI Council Protocols and Procedural Guidelines

7.7 New Council Roles:

Upon taking up their position Councillors taking over specific roles on Council (eg Publicity Officer / Treasurer) will be provided with a handover file from the Councillor previously holding that position.

7.8 Access to Council Documents

If a Councillor requests information other than that referred to above, such information will be made available only on an as-needs basis. All information provided will be considered “In Confidence” and may be used to inform current issues, but may not be used in any political manner, or to embarrass/attack current or former Councillors.

7.3 Filling Casual Vacancies:

The filling of Casual vacancies is pursuant to the provisions of the DCAI Constitution and the Act. To ensure the least disruption to the functioning of the Council and to best represent the Members, a consistent and logical process is necessary to fill any casual vacancy on the DCAI Council. This process must be fair to potential Councillors and transparent to the Membership.

In the case of a casual vacancy the DCAI Council may fill the vacancy in accordance with the DCAI Constitution.

- (a) In considering appropriate candidates to fill any vacancy the Council should consider:
 - Any specific skills required to fill a particular vacancy; *and*
 - Unsuccessful candidates from a previous election who may be able to fill the vacancy; *and*
 - Members who are known to have the specific skills that are required.
- (b) Councillors should be asked to make any recommendations for consideration by the Council.
- (c) Nominated candidates should all be contacted and offered the position.
- (d) If more than one of those candidates accepts the nomination;
 - the Council should elect a replacement by secret ballot of the Councillors.
 - The EO/Secretary should conduct such a secret ballot.
- (e) If no suitable candidate is available the Council may continue to operate provided there are no less than six Councillors.
- (f) If there is a vacancy as a result of insufficient candidates at an election the Council may continue to operate provided there are not less than six Councillors.
- (g) Before applying any procedures for filling casual vacancies the Council must always comply with the provisions of the DCAI Constitution and Rules and the provisions of the Act as they apply at that time.

PART 8: COMMUNICATION AND SOCIAL MEDIAL POLICY

DCAI Council Protocols and Procedural Guidelines

PART 8: COMMUNICATION AND SOCIAL MEDIA POLICY / CODE OF CONDUCT

Communication between DCAI Members, Council & Members and Councillor to Councillor must maintain the highest level of integrity at all times. The advent of electronic communication on private, semi private or social media sites has become an increasingly popular and essential means of communication facilitating real time information sharing between individuals or groups of people regardless of distance.

There are great benefits in the increased communication but there are problems that can and do arise in the use of technology in this way. Once information is shared online it can be difficult to retract so due care and diligence should be applied to all communications.

Inappropriate use of social media in any form can be harmful and damaging to members and the Association, and may have significant legal implications. The following policy guidelines must be adhered to at all times.

8.1 AIMS

This policy and associated procedural guidelines has been adopted by DCAI to ensure the integrity of the Association is maintained and to protect the rights of Members.

DCAI Councillors, Dexter Cattle Promotion Group committee members, judges, breeders and competitors must maintain the highest standard of conduct at all times.

The following guidelines apply to all Councillors and DCAI members in communication by any means including social media platforms.

8.2 MEMBERS' RESPONSIBILITIES:

DCAI Members and DCAI Councillors must ensure that any information shared with the broader membership, select groups of members or the public meets the following guidelines for communication.

- (a) Respect the privacy of other members and non member individuals; *and*
- (b) Do not include anything that will knowingly bring DCAI into disrepute; *and*
- (c) Ensure all content is truthful, honest and presented in such a way as to not be misleading; *and*
- (d) Ensure that all aspects of the DCAI Constitution and Rules, Herdbook Regulations, Appendices and By-Laws are adhered to and communicated in true and complete context; *and*
- (e) Ensure that any laws governing privacy and all other matters are adhered to; *and*
- (f) Ensure that social media or any other communication is not used to defame or disrupt the management of the Association as it is undertaken in the manner provided for by the DCAI Constitution and Rules and any appendixes or by-laws thereof; *and*
- (g) Do not publish or disseminate information that is private, confidential or that for which you do not have the consent of the author or the legal right to publish.
- (h) Do not publish in any form comments or information that may be confidential, dishonest, malicious, defamatory, threatening or slanderous nature.
- (i) Do not misuse or make unreasonable use of any access to the membership database and the personal information contained therein to privately solicit or incite the Membership for the purpose of defaming, disrupting or damaging the Association or any individual.
- (j) Report to the DCAI Council any concerns regarding any inappropriate use of any DCAI associated media.

PART 8: COMMUNICATION AND SOCIAL MEDIAL POLICY

DCAI Council Protocols and Procedural Guidelines

8.3 COUNCILLORS' RESPONSIBILITIES:

In addition to the provisions of any policies and procedural guidelines for DCAI Members generally DCAI Councillors must strictly adhere to the following policies.

- (a) Councillors must not discuss or publish any information pertaining to private or legal matters concerning the Association unless by the express permission of the Council as documented in the minutes or that which has already been published.
- (b) Councillors must not use their position to promote themselves on private websites, social media sites (either by use of their own name, avatar or pseudonym)
- (c) Councillors must not use social media for personal political purposes or dissention.
- (d) Councillors or Councillors elect must be mindful of any laws pertaining to the use of position or information whilst a Councillor or at any time after they cease to be a DCAI Councillor.

8.4 DISCIPLINARY ACTION:

Members found to be in breach of any aspect of the Communication and Social Media Policies will be subject to;

- (a) the provisions of disciplinary action as provided for in the DCAI Constitution and Rules; *and*
- (b) The provisions the Act and any laws that may apply to any specific circumstance.

<END>

DCAI Documents	DCAI COUNCIL PROTOCOLS	Last revised 22/06/2019:
Date: 22/06/2016	Version: (3) – 2017-6-17	Next Review Date: June 2020

DCAI Documents	DCAI COUNCIL PROTOCOLS	Edited by: Roz Michelini for DCAI	23
Date: 22/06/2016	Version: (3) – 2017-6-17	Approved By: DCAI Council Date: June 2017	