

The OTARG Constitution has been modified and needs to be ratified, accepted and signed at the next AGM in Kampala Uganda.

Delegates from OTARG member countries are to please send any comments or changes to vivyan.alers@gmail.com by 31 July 2015.

CONSTITUTION
OCCUPATIONAL THERAPY AFRICA REGIONAL GROUP
(OTARG)
1123-116 NPO

Department of Social Development, South Africa

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The Organisation

The organisation hereby constituted will be called Occupational Therapy Africa Regional Group "OTARG" the "Organisation".

ARTICLE 1.

INTERPRETAION

Definitions.

In this Constitution, unless context indicates otherwise:

- 1.1 "OTARG" means the Occupational Therapy Arica Regional Group, which may interchangeably be referred to as the Organisation.
- 1.2 "Remuneration" means payment in cash or recognised in kind

- 1.3 "Office bearer" means a director, trustee or person holding an executive position
- 1.4 "Banking / Bank account" means an account with a bank registered as defined in Chapter 1 in section 1 (1)(iii) of the Non Profit Organisations Act, 1997 (Act No71 of 1997)
- 1.5 "OT" means Occupational Therapy or Occupational Therapist depending on the context in which it may be referred to in a sentence or phrase used.
- 1.6 "The profession" means the profession of an occupational therapist.
- 1.7 "Membership" means Individual Professional Membership; Country Membership; Student membership; Associate membership
- 1.8 "Member" means any person/s falling within the categories of membership mentioned in 1.7 above.
- 1.9 "Individual Member" means any person who is a qualified occupational therapist from a WFOT approved training institution.
- 1.10 "Country member(s)" means any person(s) who is a qualified occupational therapist from any WFOT approved training institution in any African country.
- 1.11 "Student member" means all occupational therapist s training in any WFOT approved institution in Africa
- 1.12 "Associate member" means any Occupational Therapist Assistants, Occupational Therapy Technicians and Community Rehabilitation Workers
- 1.13 "Resolution" a binding decisions passed by a quorum to be implemented by the organisation
- 1.14 "Quorum" The minimum number of members of an assembly that must be present to make a meeting valid which comprises of 51 percent or more of the organisation's executive membership
- 1.15 "EXCO" means the Executive Committee
- 1.16 "GC" means "General Council" which means the Executive Committee and the appointed WFOT delegates from each country.
- 1.17 "WFOT" means the World Federation of Occupational Therapists

ARTICLE 2.

BODY CORPORATE

The Organisation as a Body Corporate (legal personality)

OTARG shall:

- 2.1 Exist separately from all of its members and office bearers.
- 2.2 Be entitled to own and possess property in its own capacity.
- 2.3 Be able to enter into any transactions in its own name.
- 2.4 Institute legal action and defend any legal proceedings as may be permitted by

relevant laws in any country in which it seeks to be a partner in such proceedings.

ARTICLE 3.

MISSION STATEMENT

3.1 To promote Occupational Therapy in the African Region

ARTICLE 4.

OBJECTIVES

4.1 The primary objectives shall at all times take precedence over any ancillary objectives of the organisation.

4.2 The primary objectives of the organisation are to:

- (a) act as the official African organisation for the promotion of Occupational Therapy, under the auspices of WFOT.
- (b) promote co-operation amongst OT's, OT Associations and between them and other allied professions.
- (c) promote professional ethics and advance the standards of practice in OT.
- (d) promote establishment and development of Occupational Therapy training in the African region.
- (e) facilitate regional exchange and placement of OTs and OT Students.
- (f) facilitate the exchange of information and publication and to promote research.
- (g) be involved in matters where OT expertise can contribute to policy making in general preventive, curative and rehabilitative health matters.
- (h) organize and execute the running of a biennial international congress for the organisation.
- (i) where finances permit, and only through the finances from the income of the book/s under the auspices of the organisation, subsidize attendance of OTs to the congress who could otherwise not be able to attend the congress.

4.3 The ancillary objectives of the organisation are to:

- (a) be a member of the World Federation of Occupational Therapists (WFOT) and encourage other member countries to do the same.
- (b) communicate with and support other member countries to fulfill the above objectives.
- (c) be registered and associated for Continued Professional Development accreditation [CPD points] for the organized congresses.

ARTICLE 5.

MEMBERSHIP

- 5.1 Membership is open to all:
- (a) Occupational therapists from Africa
 - (b) Occupational therapy assistants/ technicians from Africa
 - (c) Occupational therapy students training at institutions in Africa and internationally
 - (d) Membership is open to non-African occupational therapist
- All members are entitled to attend open OTARG meetings if membership is current.
- 5.2 All individual professional members working in the Africa region shall be eligible for appointment to the Council and Executive of OTARG.
- 5.3 Members of the organisation are encouraged to attend its [Bi]Annual General Meetings. At the [Bi]Annual General Meetings the members may exercise their right to determine the policy of the organisation.

ARTICLE 6.

EXECUTIVE COMMITTEE AND GENERAL COUNCIL

Structures, Composition and mechanisms of governance

- 6.1 The EXCO and GC shall be responsible for the management of the organisation and the overall organisation of the OTARG Congresses.
- 6.2 The composition of the G C shall be as follows:
- (a) minimum six, maximum eight members from the EXCO
 - i. Chairperson, Vice Chairperson, Treasurer, Secretary, EXCO Member, EXCO Member, EXCO Member, EXCO Member
 - ii. A maximum of only three members from one country may stand on the Executive Council
 - (b) duly appointed delegates of each member organisation or country
 - (c) one student member
- 6.3 GC representatives shall be qualified OTs whom are qualified professional members of their respective Organisation / Country, with the exception of the student member.
- 6.4 Each Member Country Delegate shall have one vote
- 6.5 Individual OTARG members shall not be allowed to vote.
- 6.6 There shall be one student representative vote.
- 6.7 No office bearers will be paid for their work done in their capacity as office bearer.
- 6.8 Only members whose OTARG membership is current can be nominated.

Term of office

- 6.9 Office bearers shall serve for four years and are entitled to stand for re-election for another term in office of two years. In exceptional circumstances, an office bearer may serve more than two terms as long as their services are required.

Liabilities of office bearers

- 6.10 All office bearers are accountable to the Executive Council and General Council
- 6.11 All office-bearers shall not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith whilst the office-bearer in the course and scope of performing legitimate functions of the organisation.
- 6.12 Members or office bearers do not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members or office bearers of the organisation.
- 6.13 Office bearers shall not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office bearer is performing functions for or on behalf of the organisation

Resignation of office bearers

- 6.14 Office bearers wishing to resign for any reason(s) shall do so in writing not less than four months prior to the date of vacating office.
- 6.15 Member Country Delegates must inform the EXCO of changes and resignations from the GC.

ARTICLE 7.

MEETING/S OF EXECUTIVE COMMITTEE AND GENERAL COUNCIL

- 7.1 The EXCO shall meet at least once a year via Skype type or e mail communications.
- 7.2 A quorum of the EXCO shall be required to pass a resolution.
- 7.3 Minutes will be taken at every meeting to record the Executive Committee's decisions.
- 7.4 The minutes of each meeting will be electronically sent to the Executive Committee members by no later than three weeks before the next meeting.
- 7.5 EXCO shall debate the minutes of the previous meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Executive Committee, and shall thereafter be signed by the Chairperson.
- 7.6 A meeting of the General Council and EXCO shall be held at the [bi]Annual General Meeting of OTARG at each OTARG International Congress convened by OTARG. All members and any other congress delegates shall be entitled to attend.

7.7 A quorum shall consist of the Delegates of one-third of the Member Countries and half of the EXCO.

7.8 The organisation should deal with the following business, amongst others, at its [bi] Annual general meeting and EXCO meetings:

- (a) agree to the items to be discussed on the agenda
- (b) write down who is present and who has sent apologies
- (c) read and confirm the previous meeting's minutes with matters arising
- (d) chairperson's report
- (e) treasurer's report
- (f) project reports
- (g) work groups
- (h) congress organising groups
- (i) changes to the constitution that members may want to make
- (j) decide on the country for the following OTARG Congress
- (k) elect new office bearers
- (l) general.
- (m) close the meeting.

7.9 Rules for convening and conducting meetings:

- (a) The EXCO must hold at least two ordinary meetings each year. This may be done through Skype, teleconference or E mail if in different countries and provided that a physical meeting is not possible.
- (b) The chairperson, or two members of the committee, can call a special meeting if needed. The other EXCO members must know the date and agenda of the proposed meeting not less than 21 days before it is due to take place. If, however, one of the matters to be discussed is to appoint a new EXCO committee member, then those calling the meeting must give the other committee members not less than 30 (thirty) days' notice.
- (c) The chairperson shall act as the chairperson of the EXCO committee. If the chairperson does not attend a meeting, then members of the committee who are present choose which one of them will chair that meeting. This must be done before the meeting starts.
- (d) There shall be a quorum (min 4 EXCO members) whenever such a meeting is held. EXCO meetings should include all members of the EXCO committee.
- (e) If the EXCO deems it necessary, it may decide to set up one or more sub-committees to do an inquiry. It may decide to do this to get some work done quickly.
- (f) There must be at least three people on a sub-committee. The sub-committee

must report back to the Executive Council on its activities. This must be done every 3 (three) months.

- (g) Minutes of AGM meetings must be kept safely and be on the OTARG website no later than one month after the meeting.

ARTICLE 8.

POWERS AND FUNCTIONS OF EXECUTIVE COMMITTEE

- 8.1 The organisation shall comprise of the following EXCO officers:
 - (a) A Chairperson
 - (b) A Vice Chairperson
 - (c) A Treasurer
 - (d) A Secretary
 - (e) Minimum two to maximum four other EXCO members
- 8.2 The officers shall remain the representative/Delegate for their Country during their term of office.
- 8.3 Each office bearer shall hold office for a term of four years and shall be eligible for immediate election for one further term of two years.
- 8.4 The Chairperson, who shall be Chairperson of the GC, shall preside at the meetings and ensure that the work of OTARG is completed.
 - (a) compile the annual report to include a chairperson's report and financial report, together with the minutes of the relevant meetings for that year to comply with 10.7.
- 8.5 If the chairperson is unable to attend a meeting, then members of the committee who are present shall choose, before the commencement of the meeting, the acting chairperson.
- 8.6 There shall be a quorum whenever such a meeting is held.
- 8.7 The Secretary shall be responsible for:
 - (a) assembling and circulating the agenda for meetings
 - (b) writing and distributing the minutes of meetings.
 - (c) safely storing the minutes of all meetings and sending minutes to members when requested.
 - (d) safely storing of the signed constitution and the original NPO certificate
 - (e) distribution of official communications within OTARG
 - (f) duties delegated to them by the Chairperson and/or GC.
 - (g) compiling the chairperson's AGM report, the reviewed financial statements and the secretary's minutes of the meetings and any other relevant documents, together to send by e mail or registered mail to the Department of Social Welfare, South Africa. This is due in October / November each year.
 - (h) having the registration certificate in safe keeping.

- 8.8 The Treasurer shall be responsible for:
- (a) keeping accurate records of all financial transactions
 - (b) managing the bank account
 - (c) presenting a financial report at each EXCO and GC meeting
 - (d) duties delegated to them by the Chairperson and/or GC
 - (e) compiling the annual financial report
 - (f) the annual financial statements shall be independently reviewed and accepted by a qualified accountant.
- 8.9 The EXCO shall guide the policies and govern the affairs of the organisation.
- 8.10 The EXCO may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in Article 4 of this constitution.
- 8.11 All functions by the EXCO must be consistent with the relevant laws of governing the certain activity, which the council may be undertaking, in pursuance of the organisation's objectives.
- 8.12 The EXCO may consider applications for membership and elect members.
- 8.13 The EXCO shall elect or appoint the officer bearers and shall determine their powers and functions.
- 8.14 The EXCO may determine the general financial policies as it deems advisable and has the power and authority to raise funds or to invite and receive contributions.
- 8.15 The EXCO accepts the different country's WFOT Delegate/OTARG Delegate as the legitimate representative for that country.
- 8.16 EXCO will initiate the organisation of the forthcoming congress. This congress is to rotate through the member countries and the forthcoming congress venue is decided by a vote of the member countries at the AGM.
- 8.17 A congress convener is chosen at the AGM from the relevant country, to continue the organisation of the congress.
- 8.18 EXCO will advertise through the members for OT applicants to apply for a subsidy to the congress who could otherwise not be able to attend the congress. This recipient/s will be evaluated by EXCO.

ARTICLE 9.

COMMITTEES AND WORK GROUPS

ESTABLISHMENT AND RECOMMENDATIONS OF SUB-COMMITTEES

- 9.1 If the EXCO or the GC deems it necessary, then it can decide to set up one or more sub-committees.

- 9.2 A recommendation of any sub-committee must be ratified by the EXCO in order to be enforceable.
- 9.3 The sub-committee must report back to the EXCO on its activities. It should do this regularly.
- 9.4 The EXCO has the discretion to ratify a recommendation of any sub-committee.
- 9.5 The EXCO must exercise such discretion within 30 days in writing.
- 9.6 All members of the organisation have to abide by decisions that are taken by the EXCO
- 9.7 The GC may establish committees/work groups as it deems advisable and may define the powers and duties of such committees/work groups. Any such committee/work group may be abolished by resolution of the GC at any time.
- 9.8 The GC shall elect a Chairperson for each committee/work group; the Chairperson shall be an individual professional member of OTARG. Each Chairperson of a committee/work group shall appoint members as necessary.
- 9.9 The Chairperson of a committee/work group shall serve on that committee/work group until the next OTARG meeting but shall be eligible for reappointment. In the case of a casual vacancy in the Chairmanship of any committee/work group the EXCO shall appoint someone to fill the vacancy pending the next OTARG meeting.
- 9.10 The Chairperson of each committee/work group shall make a report at every meeting of the EXCO and also at any other time as requested by the General Council.

ARTICLE 10:

SUBSCRIPTION/FINANCIAL AFFAIRS/PROPERTY

- 10.1 All member categories will be required to pay an annual fee, the amount to be determined by the EXCO and General Council. All delegates to congresses will pay the required fee set.
- 10.2 OTARG is in no way financially responsible for the expenses of individuals. OTARG may make contributions to meet expenses if proposals are submitted in writing to the EXCO. The EXCO will be responsible for the allocation or not of funds towards an individual attending the OTARG congress on application through the "OTARG Book fund". The application and resultant voting must be in writing.
- 10.3 A qualified accountant shall be appointed at the Annual General Meeting. His or her duty is to audit and check on the finances of the organisation and compile a financial statement which is to be sent by the secretary to the Dept. Social Development.
- 10.4 The treasurer shall
 - (a) control the day to day finances of the organisation
 - (b) arrange for all funds to be put into a bank account in the name of the organisation

- (c) keep proper records of all the finances
 - (d) send her annual financial statements to the independent qualified accountant for acceptance.
 - (e) send the accepted financial report to the secretary to send to the Dept. Social Development.
- 10.5 Whenever funds are taken out of the bank account, the treasurer and one other EXCO member must sign the withdrawal or cheque. After such withdrawal a written report via fax or e mail must be sent to the chairperson within 48 hours of such withdrawal.
- 10.6 The financial year of the organisation ends on 31 March.
- 10.7 The organisation's accounting records and reports must be ready and handed to the Director of Non Profit Organisations, Department of Social Development, within six months after the financial year end.
- 10.8 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. (These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.) Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The organisation can go to different banks to seek advice on the best way to look after its funds.
- 10.9 The organisation will keep a record of everything it owns.
- 10.10 The organisation may not give any of its money or property to its members or office bearers.
- 10.11 A member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation. Receipts must be produced for this and given to the treasurer.
- 10.12 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

ARTICLE 11

AMENDMENT OF THE CONSTITUTION OF OTARG

- 11.1 Proposals for amendment(s) of the constitution shall be submitted in writing by members to the EXCO 6 months prior to the next [bi] Annual General Meeting.
- 11.2 A written notice of proposed amendment(s) to the constitution shall be sent to the members via E mail 3 months prior to the [bi] Annual General Meeting. The written notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

- 11.3 The constitution may be amended or altered by a resolution of the GC confirmed by a vote of not less than two-thirds of the Delegates represented at the meeting. Voting must be by written ballot. A quorum as described in 7.7 must be present.
- 11.4 No amendments may be made which would have the effect of making the organisation cease to exist.

ARTICLE 12

DISSOLUTION

- 12.1 OTARG shall be dissolved on a resolution of the EXCO confirmed by a vote of two-thirds of the General Council Delegates represented at the meeting provided that notice of dissolution has been given to members at least 6 months prior to the meeting at which the resolution for dissolution is proposed.
- 12.2 In the case of dissolution of OTARG, it has to pay off all its debts and all its revenues and assets shall be transferred to a similar organisation with similar functions and purposes as determined by the EXCO. Guidance from the WFOT Executive Committee should be sought and taken into consideration in choosing the organisation.

ARTICLE 13

ADOPTION OF THE CONSTITUTION

- 13.1 This constitution was approved and accepted by members of

OCCUPATIONAL THERAPY AFRICA REGIONAL GROUP

At a special (general) meeting held on
Day/Month/Year

Chairperson

Secretary