



Osteopathic International Alliance · 142 E. Ontario St., Chicago, IL 60611 USA

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March 18, 2021

Re: Proposed bylaws amendments

Dear Colleagues,

As part of our due diligence as your Board of Directors, we conduct periodic reviews of our bylaws to ensure sound governance practices, compliance with all relevant laws, and adherence to the OIA's overall aims. The bylaws were last updated in 2017, and approved by a vote of membership at our Annual General Meeting (AGM) in Auckland, NZ.

Over the past 14 months we have undertaken another such a review, the result of which are several amendments to increase clarity, transparency and assist in efficiency with some operational procedures.

At our upcoming AGM on May 19<sup>th</sup>, these proposed updates will again be put forward for your approval. A complete summary of the proposed amendments is attached.

We look forward to seeing you virtually in May!

Sincerely,

*Antony*

Antony Nicholas  
Chair, Governance Committee

Att(s)

## By-Laws of the Osteopathic International Alliance – 2021 Proposed Amendments

**Introduction:** At the 2017 AGM, after a complete review of the Bylaws to ensure that it remained coherent, legally accurate, and consistent, the current version of the Bylaws was approved by the membership. After the past significant review, the Board is suggesting minor changes in the current Bylaws, mostly to give greater clarity of purpose and ease of interpretation.

The following areas have been considered by the Governance Committee, had legal oversight, and have the concurrence of the full OIA Board.

<b>By-Law Clause</b>	<b>Current wording</b>	<b>Proposed wording change</b>	<b>Notes or explanation for change.</b>
<b>3.4.1.1</b>	<p><i>The following groups are considered to be Full Members: Legally recognized organizations from any country where Osteopathic Physicians and/or Osteopaths are regulated by law and who represent the majority of the professions of Osteopathic Physicians or Osteopaths. Additionally, OIA membership can be shared by a coalition of eligible organizations who formally agree to collaborate. The possibility of adding more members to the coalition will be reviewed at the previously scheduled time of review of the original member(s), unless the board specifies otherwise.</i></p>	<p>The following national osteopathic organizations are eligible for consideration as Full Members: Osteopathic organizations from any country where Osteopathic Physicians and/or Osteopaths are recognized as (a) distinct profession(s) and (b) regulated by law. In countries where there are multiple legally recognised organizations, the organization representing the most professionals (osteopathic physicians or osteopaths) in that country shall be considered for full member status. Alternatively, OIA membership can be shared by a coalition of eligible organizations who formally agree to collaborate. The possibility of adding more members to the coalition will be reviewed at the previously scheduled time of review of the original member(s) unless the board specifies otherwise.</p>	<p>In many countries, associations often represent many osteopaths, but not always a majority. This can be further complicated when there are multiple associations. This change reflects the need to acknowledge that the association that represents the largest number of osteopaths or osteopathic physicians within a country is still eligible for full membership, even if they do not represent the majority of the profession.</p>
<b>3.1 Definitions – “Regulated by Law” (new)</b>		3.1.1.7. Regulated by law normally means that the title of osteopathic physician and/or osteopath is protected by law,	Currently ‘Regulated by law’ is undefined in the constitution and this

		<p>and that osteopathic physicians and/or osteopaths can only use these titles if they meet certain statutory conditions in terms of competencies and registration and/or licensure. This would normally require statutory registration, as the health professional must comply with set standards of practice that protect the patients they treat; statutory regulation is set out in national or state/provincial law.</p>	<p>may lead to confusion or misinterpretation.</p>
<p><b>3.3.1 Voting</b></p>	<p><i>Each National Delegation of Full Members will be entitled to a minimum of two (2) votes. Additional votes may be added based on the size of the organization(s) as determined by the number of osteopathic professionals represented.</i></p>	<p>3.3.1 Each National Delegation of Full Members will be entitled to a minimum of two (2) votes. Additional votes will be added based on the size of the organization(s) as determined by the number of osteopathic professionals who are members.  3.3.1.1 Additional votes will be added based on the size of the organization(s) as determined by the number of osteopathic professionals (1 vote per 2,000 members).  3.3.1.2 No country or national delegation will have more than 33% of the total available votes.</p>	<p>This clause has been amended to include clear definition of the criteria for additional vote allocations based on membership size. These were previously included within policies and procedures; however, as voting rights the Board considered the transparency of this process was important to include in the Bylaws.</p>
<p><b>5.1 General Powers</b></p>	<p><i>5.1.1 The affairs of OIA shall be managed by the Board of Directors (hereinafter referred to as a "Board"). The Board shall have the power to:  5.1.1.1 Represent the general membership in carrying out the goals of the OIA.  5.1.1.2 Maintain oversight of all financial decisions including but not limited to the</i></p>	<p>5.1.1 The affairs of OIA shall be managed by the Board of Directors (hereinafter referred to as a "Board"). The Board shall have the power to:  5.1.1.1 Represent the general membership in carrying out the goals of the OIA.  5.1.1.2 Maintain oversight of all financial decisions including but not limited to the approval of an annual budget, selecting an auditor, receiving an annual audit report, and making investment decisions.</p>	<p>These clauses have been tidied up to represent current, modern management and governance practices.</p>

	<p><i>approval of an annual budget, selecting an auditor, receiving an annual audit report and making investment decisions.</i></p> <p><b>5.1.1.3</b> <i>Establish, appoint, and maintain committees, task forces, and identify advisors as needed to achieve the goals of the OIA.</i></p> <p><b>5.1.1.4</b> <i>When appropriate, the OIA may contract for secretarial support.</i></p> <p><b>5.1.1.5</b> <i>Receive and hold by purchase, gift, device, bequest, or grant, real or personal property for purposes connected with the OIA or for the benefit of the OIA.</i></p> <p><b>5.1.1.6</b> <i>Sell, mortgage, lease or otherwise use and dispose of the property of the OIA in such manner as the Board shall deem appropriate.</i></p>	<p>5.1.1.3 Establish, appoint, and maintain committees, task forces, and identify advisors as needed to achieve the goals of the OIA.</p> <p>5.1.1.4 Determine the policies and procedures to implement, assess and review details of applications and regulation substantiation.</p> <p>5.1.1.5 When appropriate, contract for secretarial support.</p> <p>5.1.1.6 Receive and hold by purchase, gift, device, bequest, or grant, real or personal property for purposes connected with the OIA or for the benefit of the OIA.</p> <p>5.1.1.7 Sell, mortgage, lease or otherwise use and dispose of the property of the OIA.</p>	
<p><b>5.4.3 Nominations</b></p>	<p><i>Nominations can also be proposed by Member Organizations up to thirty (30) days prior to the AGM.</i></p>	<p>Deleted.</p>	<p>This clause has been removed as it conflicted with clause 5.4.1 regarding the nomination period and timelines.</p>
<p><b>3.10 Suspension of Membership (new)</b></p>	<p><i>No existing clause.</i></p>	<p>Suspension of Membership. OIA members are responsible and accountable for their conduct. In the event that the OIA Board of Directors receives a complaint concerning a member organization or is otherwise considering termination of an organization’s membership status as provided in Sections</p>	<p>Under the current constitution members are either current or not. When a serious complaint, lack of response to requests for information, investigation into the conduct or non-financial status a member therefore cannot be</p>

		<p>3.8 and 3.9 of these Bylaws, the Board of Directors shall have the discretion to suspend the membership status of that organization for up to 3 months to allow the Board time to conduct an investigation of the complaint or resolve the termination issue. Suspensions are limited to 3 months. If the Board has not decided to terminate an organization's membership status or completed its investigation by the end of the suspension period, the suspension will be lifted automatically at the end of the specified term.</p>	<p>suspended while such further investigation and response is managed, particularly if the member fails to respond to any correspondence. This measure would safeguard the integrity and objects of the OIA.</p>
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