

Overeaters Anonymous

**Melbourne Intergroup Inc.**

Service Body Number: 09072

**BYLAWS**

2022

OA Melbourne Intergroup Inc.



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The Bylaws of

**OVEREATERS ANONYMOUS MELBOURNE INTERGROUP INC.**

**ARTICLE I: NAME**

The legal name is OVEREATERS ANONYMOUS MELBOURNE INTERGROUP INC. and is hereinafter referred to as Intergroup (IG). The tag line 'Including Regional Victoria and Tasmania' may be added.

**ARTICLE II: PURPOSE**

**Section 1: Primary Purpose**

The primary purpose of Intergroup is to carry the Overeaters Anonymous (OA) message of recovery to compulsive overeaters and those with compulsive food behaviours by being guardians of and fostering the practice of the Twelve Steps and Twelve Traditions of OA, guided by the Twelve Concepts of OA Service, and to serve the members and groups in its geographical boundaries and affiliated groups outside those geographical boundaries.

**Section 2: Intergroup Definition**

Intergroup is a committee of OA members through which OA groups and individual members can communicate quickly and efficiently with one another for the good of the program and fellowship within the Victorian and Tasmanian geographical areas. Intergroup is made up of affiliated OA groups within its geographical boundaries, affiliated virtual groups and affiliated groups outside its geographical boundaries. Intergroup provides services beyond the group level as per the *OA Handbook for Members, Groups and Service Bodies: Recovery Opportunities*. Intergroup acts as the guardian of and is guided by the Twelve Steps of OA, Twelve Traditions of OA and Twelve Concepts of OA Service. Intergroup endorses the definition of an OA group as set out in Overeaters Anonymous Inc. Bylaws, Subpart B, ARTICLE V, Section 1, and as it may be amended by any future World Service Business Conferences (WSBC).

**Section 3: Steps, Traditions and Concepts**

Twelve Steps of OA:

1. We admitted we were powerless over food—that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God as we *understood Him*.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed, and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.

10. Continued to take personal inventory and when we were wrong, promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God as we understood Him, praying only for knowledge of His will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to compulsive overeaters and to practice these principles in all our affairs.

Twelve Traditions of OA:

1. Our common welfare should come first; personal recovery depends upon OA unity.
2. For our group purpose there is but one ultimate authority—a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for OA membership is a desire to stop eating compulsively.
4. Each group should be autonomous except in matters affecting other groups or OA as a whole.
5. Each group has but one primary purpose—to carry its message to the compulsive overeater who still suffers.
6. An OA group ought never endorse, finance or lend the OA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every OA group ought to be fully self-supporting, declining outside contributions.
8. Overeaters Anonymous should remain forever non-professional, but our service centres may employ special workers.
9. OA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Overeaters Anonymous has no opinion on outside issues; hence, the OA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, television and other public media of communication.
12. Anonymity is the spiritual foundation of all these Traditions, ever reminding us to place principles before personalities.

Twelve Concepts of OA Service:

1. The ultimate responsibility and authority for OA world services reside in the collective conscience of our whole Fellowship.
2. The OA groups have delegated to the World Service Business Conference the active maintenance of our world services; thus, World Service Business Conference is the voice, authority and effective conscience of OA as a whole.
3. The right of decision, based on trust, makes effective leadership possible.
4. The right of participation ensures equality of opportunity for all in the decision-making process.
5. Individuals have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered.
6. The World Service Business Conference has entrusted the Board of Trustees with the primary responsibility for the administration of Overeaters Anonymous.
7. The Board of Trustees has legal rights and responsibilities accorded to them by OA Bylaws, Subpart A; the rights and responsibilities of the World Service

Business Conference are accorded to it by Tradition and by OA Bylaws, Subpart B.

8. The Board of Trustees has delegated to its Executive Committee the responsibility to administer the OA World Service Office.
9. Able, trusted servants, together with sound and appropriate methods of choosing them, are indispensable for effective functioning at all service levels.
10. Service responsibility is balanced by carefully defined service authority; therefore, duplication of efforts is avoided.
11. Trustee administration of the World Service Office should always be assisted by the best standing committees, executives, staffs and consultants.
12. The spiritual foundation for OA service ensures that:
  - (a) no OA committee or service body shall ever become the seat of perilous wealth or power;
  - (b) sufficient operating funds, plus an ample reserve, shall be OA's prudent financial principle;
  - (c) no OA member shall ever be placed in a position of unqualified authority;
  - (d) all important decisions shall be reached by discussion, vote and, whenever possible, by substantial unanimity;
  - (e) no service action shall ever be personally punitive or an incitement to public controversy; and
  - (f) no OA service committee or service board shall ever perform any acts of government, and each shall always remain democratic in thought and action.

## **ARTICLE III: MEMBERS**

### **Section 1: Membership with Voice and Vote**

Members of the Intergroup with voice and vote include:

- a. Intergroup Executive Officers: Chairperson, Vice Chairperson, Secretary, Treasurer, Region Representative(s), World Service Business Conference Delegate(s) and Ex-Executive Officers. Refer ARTICLE IV, Section 1b.
- b. Intergroup Representatives (IRs) or their Alternate Representatives (Proxies) from each group within the geographical area registered with Intergroup and any group outside the geographical area registered with Intergroup. The geographical area will be defined as Victoria and Tasmania.
- c. Core Committee Coordinators (CCC).

### **Section 2: Membership with Voice**

Any member of Overeaters Anonymous.

### **Section 3: Qualifications or Eligibility for Membership in Intergroup**

- a. Qualifications for group membership in Intergroup:

Groups registered with the World Service Office (WSO) that are within its region or geographical proximity may affiliate with an Intergroup. Groups outside its region or geographical proximity and virtual groups registered with the WSO may affiliate without regard to geographic proximity provided they are not affiliated with another Intergroup. Intergroup has the autonomy to determine which groups may affiliate with it; that decision should always be guided by the Twelve Traditions of OA and Twelve Concepts of OA Service. Any group(s) outside

Intergroup's geographical boundaries, who are affiliated with Intergroup, will be listed on Intergroup's meeting list.

- b. The Intergroup endorses the definition of an OA group in Overeaters Anonymous, Inc. Bylaws, Subpart B, ARTICLE V, Section 1, as written and as it may be amended by a future World Service Business Conference. (Available at WSO website oa.org.)
- c. Active affiliation by each group is constituted by sending an elected representative (or Proxy) as the conduit between their group and Intergroup.
- d. Each group will be entitled to one (1) vote through its elected Intergroup Representative or elected Alternate Representative (Proxy).
- e. No group affiliated with Intergroup may be registered with another Intergroup.
- f. As per the OA preamble, there are no dues or fees for membership of Intergroup.

#### **Section 4: Intergroup Representatives**

- a. Intergroup Representatives will be selected by the group conscience of the group they will represent. These Intergroup Representatives will serve for a period designated by their group, always subject to recall by the group they represent. Each group will be free to designate an Alternate Representative when the necessity arises.
- b. It is suggested that Intergroup Representatives be selected for stability, length of time in the program, willingness to serve and commitment to the Twelve Steps, Twelve Traditions of OA and the Twelve Concepts of OA Service.
- c. The primary responsibilities of the Intergroup Representative, or Alternate Representative (Proxy), are to represent their group at all meetings of the Intergroup, report to Intergroup the activities of their group, contribute to the discussion of business matters as they arise, act as a liaison between Intergroup and their group, see that all communications pertaining to Intergroup outcomes are made available and, where requested, read aloud to the group.
- d. Intergroup Representatives will represent one (1) group only at an Intergroup meeting.
- e. Vacancies or resignations of Intergroup Representatives positions will be acted on at the discretion of the said group.

#### **Section 5: Rights, Obligations and Liabilities of Members**

- a. All members of Intergroup, regardless of voting rights, have the right to:
  - i. receive notice of Intergroup meetings, Bi-Annual General Meetings and proposed Special Resolutions in the manner and time prescribed by these Bylaws;
  - ii. submit items of business for consideration at Intergroup;
  - iii. attend and be heard at both Intergroup and Bi-Annual General Meetings;
  - iv. have access to the minutes of both Intergroup and Bi-Annual General Meetings and other documents of Intergroup; and
  - v. inspect the register of members.
- b. Members with voting rights are entitled to all the above rights and are entitled to:
  - i. vote at both Intergroup and Bi-Annual General Meetings (BAGM); and
  - ii. members are entitled to vote if they hold a voting position as per ARTICLE V, Section 9.
- c. The financial obligations of members are as stated in Tradition 7 of OA – no individual member will be personally liable for the group finances.

- d. The rights of a member are not transferable and end when membership ceases unless the member is an Intergroup Representative, as per ARTICLE III, Section 1b.
- e. Intergroup may apply restrictions on the powers of the Executive, such as limiting the amount of expenditure the Executive may approve, via a Special Resolution of the Bi-Annual General Meeting, as per ARTICLE VII, Section 4a.

### **Section 6: Four Key Duties for All Intergroup Members**

As per the requirements of Australian law:

1. Duty to act in good faith and for a proper purpose.
2. Duty to act with reasonable care, skill and diligence.
3. Duty not to misuse information or position while in the role and after leaving the role.
4. Duty to disclose and manage conflicts of interest.

### **Section 7: Grounds for Taking Disciplinary Action**

All disciplinary matters in regard to Intergroup members will be conducted in accordance with the decision of the group conscience as guided by the spirit of the Twelve Steps, Twelve Traditions and Twelve Concepts of OA Service.

### **Section 8: Grievance Procedure**

As per Concept of OA Service 5 – Consideration, members of Intergroup ‘have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered.’

See the pamphlet *The Twelve Concepts of OA Service; Spiritual Principles for All Who Serve*.

## **ARTICLE IV: INTERGROUP EXECUTIVE OFFICERS**

### **Section 1: Executive Officers**

- a. Executive Officers will be as follows:  
Chairperson, Vice Chairperson, Secretary, Treasurer, Delegate(s) to World Service Business Conference, Regional Representative(s) (RRs) and Ex-Executive Officers as described below.
- b. All Ex-executive Officers may retain their voting privileges for twelve (12) months after they leave office provided that a minimum term of twelve (12) months has been served and they have not taken on another position with a vote. The Ex-Chair will gain a vote in their ex-officio capacity.

### **Section 2: Nomination for Executive Office**

- a. Nomination for Executive Office may be made from the floor at the Bi-annual General Meeting by those present.
- b. Nominees must be present at the Bi-Annual General Meeting.
- c. A nominating committee may also be formed at the discretion of the Intergroup in order to identify potential nominees.



### **Section 3: Qualifications for Executive Office**

A nominee for Executive Office will be an OA Member:

- a. demonstrating faithful adherence to the Twelve Steps of OA, the Twelve Traditions of OA and the Twelve Concepts of OA Service for at least (12) months,
- b. and a member of an active group for a period of at least six (6) months, preferably twelve (12) months,
- c. to be or have been an Intergroup Representative and/or a Committee Coordinator for at least six (6) months, preferably twelve (12) months
- d. and having at least three (3) months, preferably six (6), current and continuous abstinence.
- e. If a member no longer meets the requirements of their position, they are required to notify Intergroup as soon as possible.

Note: Additional qualifications for World Service Business Conference Delegate(s) and Regional Representative(s) are outlined in ARTICLE IV, Section 6.

### **Section 4: Method of Election**

- a. Elections for Executive positions will be held annually at either the March or September Bi-Annual General Meeting with the exception of World Service Business Conference Delegate(s) and Regional Representative(s) who will be elected in accordance with the requirements of the WSBC and Regional Assembly effective as of the time of election.
- b. To be eligible for election to Executive Office a nominee must:
  - i. meet all qualifications as defined in ARTICLE IV, Section 3, and
  - ii. understand the responsibilities of the position as defined in ARTICLE IV, Section 6.

### **Section 5: Term of Office**

- a. Executive Officers will be elected to serve for a term of twelve (12) months.
- b. Executive Officers will serve no more than two (2) consecutive terms in the same office.
- c. After an interval of twelve (12) months they may again be eligible for election.
- d. The exceptions to a), b) and c) above are the World Service Business Conference Delegate(s) and the Regional Representative(s) who will be elected for a term of two (2) Business Conferences and two (2) Regional Assemblies respectively, except for reasons to be decided by a two-thirds (2/3) majority vote of the group conscience of the Intergroup with respect to the Delegate(s) or Representative(s).
- e. No Executive Officer will hold more than one (1) position on Intergroup. The exception is that the positions of WSBC Delegate and RR may be held concurrently.
- f. In the absence of elected Region Representatives or WSBC Delegate an Executive Officer may be elected to attend the Region Assembly or WSBC as a liaison. As per Region Ten and WSBC Bylaws they will not have voting rights at the Assembly or WSBC. Executive Officers who fulfil the role of liaison at Region Assembly or WSBC will retain their substantive role at Intergroup.

## **Section 6: Responsibilities of Executive Officers**

- a. The Executive Officers work collectively as part of the Executive Committee to:
  - i. facilitate decision making between Intergroup meetings as required, and in urgent or crisis circumstances,
  - ii. ensure compliance with the law and legal responsibilities as an Incorporated Association registered with the Australian Charities & Not-For-Profits Commission in the best interests of Intergroup and,
  - iii. ensure administrative tasks are undertaken on behalf of the Intergroup for which Ad Hoc Committees may be formed.
- b. Intergroup may apply restrictions on the powers of the Executive, such as limiting the amount of expenditure the Executive may approve, via a Special Resolution of the Bi-Annual General Meeting, as per ARTICLE VII, Section 4a.
- c. Executive Officers, with the exception of the Chairperson, will submit a monthly written report to the Intergroup meeting. If any monies are expended, a detailed and itemised report together with receipts will be presented at the next Intergroup meeting.

### Chairperson:

- a. Chair regular and special meetings of the Intergroup and be responsible for the preparation of an agenda.
- b. Will act as guardian of the Twelve Steps of OA, Twelve Traditions of OA and the Twelve Concepts of OA Service.
- c. Will be directed by the Intergroup.
- d. Will in the event of an emergency or special situation, call a meeting of the Executive Officers to decide on the proper course of action whenever possible.
- e. Will vote in cases decided by a two-thirds (2/3) majority.
- f. May cast a deciding vote to break a tie only where decision is by simple majority.
- g. Will receive all pertinent information and funds when a vacancy, resignation or removal occurs and hold them until the position is filled.
- h. Will prepare, distribute, and update as necessary, a calendar of Intergroup and Executive meetings to all Intergroup service bearers.
- i. Will approve draft minutes of all regular, Bi-annual and special meetings prior to distribution.
- j. Will attend all Executive Committee meetings.
- k. May attend any Committee meetings.
- l. May attend in an ex-officio capacity for twelve (12) months following their term in office to provide support and continuity. At this time the member will have voting privileges, including abstaining from voting.

### Vice Chairperson:

- a. Will perform the duties of the Chairperson in his/her absence.
- b. Will serve as liaison between the Intergroup Chairperson and Intergroup committees as required.
- c. Will be directed by the Chairperson and/or Intergroup and can delegate where necessary.
- d. Will explain to all new Committee Coordinators what their position entails and ensure they receive all material pertaining to their new position from the previous Committee Coordinator.
- e. Will be responsible for convening meetings of the Bylaws Committee as necessary.

- f. Will liaise with the Secretary and Website Committee Coordinator for the purpose of:
  - i. helping and advising groups on the registration process with World Service Office;
  - ii. keeping a record of all registered groups affiliated with the Intergroup; and
  - iii. ensuring the details of all groups affiliated with Intergroup are on the WSO electronic media interface and are current and correct.
- g. Will attend all Executive Committee meetings.
- h. May attend any Committee meetings.
- i. May attend in an ex-officio capacity for twelve (12) months following their term in office to provide support and continuity. At this time the member will have voting privileges, including abstaining from voting.

Secretary:

- a. Must give notice to Consumer Affairs Victoria of his/her appointment within fourteen (14) days after their appointment.
- b. Will serve as the Public Officer for Consumer Affairs Victoria purposes.
- c. Will maintain a list of names and contact details of all Intergroup service bearers (Register of Members) and distribute it to them, as per Consumer Affairs Victoria requirements, ensuring that this list be used only for the purposes of OA service work. The Secretary must, as soon as practicable, enter the date a person ceases to be a member of Intergroup in the register of members.
- d. Will respond to or forward all correspondence of Intergroup as directed by the Intergroup.
- e. Will distribute the Intergroups Public Liability Insurance Certificate of Currency to all affiliated groups.
- f. Will record and distribute the minutes of the Executive Committee meetings.
- g. Will record and distribute the minutes of Intergroup meetings when the service role of Minutes Taker/Distributor is vacant.
- h. Will maintain an electronic file of Intergroup and Executive Committee minutes and other important documents.
- i. Will liaise with the Treasurer to maintain a list or register of relevant government bodies and agencies to which Intergroup is required to provide information.
- j. Will liaise with the Treasurer in the filing of any documents required by the Australian Federal or Victorian State Governments.
- k. Will attend all Executive Committee meetings.
- l. May attend any Committee meetings.
- m. May attend in an ex-officio capacity for twelve (12) months following their term in office to provide support and continuity. At this time the member will have voting privileges, including abstaining from voting.

Please note: Overeaters Anonymous Melbourne Intergroup Inc. does not have a Common Seal (a stamp to validate documents) which would otherwise be the responsibility of the Secretary.

Treasurer:

- a. Will maintain accurate records of all contributions to Intergroup and of all disbursements of moneys for the operation of Intergroup and its committees.
- b. Will provide Intergroup with a monthly financial report.
- c. Prepare and present a Bi-annual and an Annual financial report for Bi-Annual General Meetings.

- d. Will sign all financial transactions, which will be countersigned by one (1) of two (2) authorised Executive Officers of Intergroup or, if the Treasurer is not available, the two remaining signatories must sign.
- e. Must ensure that at least one other committee member has access to the accounts and financial records of Intergroup.
- f. Will serve as a member of the Budget Committee when this committee is standing.
- g. On the expiration of his/her term of office, will deliver all money, books and other property of Intergroup to his/her successor or to the Chairperson after an audit.
- h. Will liaise with the Secretary in the filing of any documents required by the Australian Federal or Victorian State Governments.
- i. Will attend all Executive Committee meetings.
- j. May attend any Committee meetings.
- k. May attend in an ex-officio capacity for twelve (12) months following their term in office to provide support and continuity. At this time the member will have voting privileges, including abstaining from voting.

Regional Representative(s):

- a. Will meet all qualifications and requirements as outlined in the Region Ten Bylaws (refer to Region Ten Bylaws).
- b. The number of RRs will be determined according to the Region Ten Bylaws.
- c. Delegates must meet the minimum abstinence requirements as set out in the Overeaters Anonymous Region Ten Bylaws. (Preferred minimum of 6 months)
- d. Will have been a voting member of Intergroup for preferably twelve (12) months prior to their election and will have attended at least a majority of Intergroup meetings during that time.
- e. Will attend all Regional Assembly meetings.
- f. Will be fully funded by the Intergroup to cover costs of travel expenses to and from the Regional Assembly and meals and shared accommodation during the Regional Assembly.
- g. Will serve Overeaters Anonymous and Region Ten for the full term as designated by the Region Ten Bylaws.
- h. Will report in writing the actions of the Regional Assembly to all groups that the Intergroup represents; keep the Intergroup and represented groups aware of Regional information and communicate important information to the area.
- i. May return after two (2) years and be eligible for re-election.
- j. Will attend all Executive Committee meetings.
- k. May attend any Committee meetings.
- l. May attend in an ex-officio capacity for twelve (12) months following their term in office to provide support and continuity. At this time the member will have voting privileges, including abstaining from voting.
- m. In the event that the intergroup does not have an elected RR, they may nominate to send an Executive Officer as their representative at Regional Assembly.

World Service Business Conference Delegate(s):

- a. Will meet all qualifications and requirements as outlined and defined in the Overeaters Anonymous Inc. Bylaws Subpart B., ARTICLE VIII, Section 3c, 1) (refer to Overeaters Anonymous Inc. Bylaws Subpart B).
- b. The number of Delegates will be determined by Overeaters Anonymous Inc. Bylaws Subpart B, ARTICLE VIII, Section 3c, 2).

- c. Delegates must meet the minimum abstinence requirements as set out in the Overeaters Anonymous Inc. Bylaws Subpart B., ARTICLE VIII, Section 3c, 1). (At least one year of current abstinence)
- d. Will have been a voting member of Intergroup for two (2) years prior to their election and will have attended at least a majority of IG meetings held in each of those years. As per OA Inc. Bylaws Subpart B., ARTICLE VIII, Section 3c, 1), Will have served for at least two (2) years beyond the group level prior to their election. Permission for exemptions to c. and d. by application to WSO only.
- e. Will attend the WSBC of Overeaters Anonymous.
- f. Will be fully funded by the Intergroup to cover costs of travel expenses to and from the WSBC, meals and shared accommodation during the WSBC.
- g. Will serve Overeaters Anonymous and the WSBC until the following Conference.
- h. Will report in writing the actions of the WSBC to Intergroup and keep the Intergroup aware of WSO information.
- i. May return after two (2) years and be eligible for re-election.
- j. Whenever possible, will have served as, or may be, the Regional Representative.
- k. Will attend all Executive Committee meetings.
- l. May attend any Committee meetings.
- m. May attend in an ex-officio capacity for twelve (12) months following their term in office to provide support and continuity. At this time the member will have voting privileges, including abstaining from voting.
- n. In the event that the intergroup does not have an elected WSBC Delegate, they may nominate to send an Executive Officer as their representative.

### **Section 7: Vacancies and Resignations**

- a. If any of the Executive Officers, Committee Coordinator or Intergroup Representatives fail to attend two (2) consecutive meetings without prior notice, his/her office may be declared vacant by a majority of those present and voting.
- b. Any Executive Officer, Committee Coordinator or Intergroup Representative may resign at any time for any reason by giving the Chairperson of Intergroup written notice.
- c. Any Executive Officer, Committee Coordinator or Intergroup Representative of this Intergroup may be removed from office for inappropriate conduct (e.g. return to compulsive overeating, neglect of duties, etc.) by a two-thirds (2/3) majority vote of the Intergroup members at a special meeting announced for that purpose.
- d. Should a vacancy, resignation or removal occur, all pertinent information and funds held will be turned over to the Intergroup Chairperson.

### **Section 8: Ceasing Membership**

- a. The membership of a person ceases on resignation, expulsion or death.
- b. If a person ceases to be a member of Intergroup, the Secretary must, as soon as practicable, record the date the person ceased to be a member in the Register of Members. This record must be retained for at least seven (7) years, as per legal requirements.

### **Section 9: Resigning as a Member**

- a. A member may resign by giving notice in writing to the Chairperson or verbally at either an Intergroup or Bi-annual general meeting.
- b. A member is taken to have resigned if they fail to attend two (2) or more Intergroup meetings without giving notice or apology.

### **Section 10: Filling of Vacancies**

- a. Vacancies will be filled by a majority vote at that meeting in which the vacancy occurred or at subsequent meetings or a special meeting of the Intergroup.
- b. If the position of Secretary becomes vacant, the Intergroup must appoint a member to the position within 14 days after the vacancy arises.
- c. Should a position become vacant mid-term, a member may be voted in to casually fill the vacant position (Acting Position Holder). The position will be held until the end of that term of office when the position will be open to nominations. The member who acted in the position is eligible to nominate for the position and the period in which they acted will not be deducted from their first term.
- d. A person chosen to fill any vacancy among the Executive Officers will meet the qualifications as defined in ARTICLE IV, Section 3 and be aware of all responsibilities of that position as described and defined in ARTICLE IV, Section 6.
- e. The Intergroup may continue to act despite any vacancy in its membership with the exception of Secretary.

## **ARTICLE V: MEETINGS**

### **Section 1: Intergroup Meetings**

The Intergroup will meet regularly a minimum eleven (11) times a year. If required, Intergroup can meet more often as decided by the will of the voting members of Intergroup.

### **Section 2: Bi-Annual General Meetings (two (2) per year)**

- a. The first Bi-Annual General Meeting will be held within five (5) months of the financial year (as per Consumer Affairs Victoria requirements). An annual report will be presented by the Treasurer and a Bi-Annual report from the Chair (or a member of the Executive in the absence of a Chair). In addition, the election of Executive Officers and Committee Coordinators, and other business as appropriate for a Bi-Annual General Meeting. The second Bi-Annual General Meeting will be held six (6) months after the first for the presentation of a Bi-Annual report from the Treasurer and a Bi-Annual report from the Chairperson (or a member of the Executive in the absence of a Chair). In addition, the election of Executive Officers and Committee Coordinators, and other business as appropriate for a Bi-Annual General Meeting.
- b. The exception to the election of Executive Officers in point (a) is the World Service Business Conference Delegate(s) and the Regional Representative(s) who will be elected in accordance with the requirements of the WSBC and the Regional Assembly.

### **Section 3: Special Meetings**

A special Intergroup meeting may be called at any time by a majority vote of the Intergroup Executive Officers by giving notice as prescribed in ARTICLE V, Section 4.

### **Section 4: Method of Notification**

- a. Notification of Intergroup meetings will be done via the front cover of the Intergroup minutes, on the Intergroup's website and via the calendar prepared by the Chairperson.
- b. Notification of the Bi-Annual General Meetings will consist of notices prepared by the Intergroup Secretary and distributed to each Group Secretary and/or Intergroup Representative at least twenty-one (21) days prior to the date of the meeting. Notification will be sent by email in addition to placing an announcement on the Intergroups' website, flagged at the prior Intergroup meetings or other electronic media interfaces.
- c. Notification of special meetings will consist of notices prepared by the Intergroup Secretary and distributed to each Group Secretary and/or Intergroup Representative at least fourteen (14) days prior to the date of the meeting. Notification will be sent by email in addition to placing an announcement on the Intergroups' website, flagged at the prior Intergroup meetings or other electronic media interfaces.
- d. Notification of an Intergroup meeting that includes a Special Resolution or Bi-Annual General Meeting that includes a Special Resolution will be given at least twenty-one (21) days prior to the date of the meeting and must specify:
  - i. the date, time and place of the meeting;
  - ii. indicate the general nature of each item of business to be considered at the meeting; and
  - iii. if a Special Resolution is to be proposed:
    - 1) state in full the proposed resolution;
    - 2) state the intention to propose the resolution as a Special Resolution; and
    - 3) inform members that they may appoint another member as an Alternate Representative for the meeting.

### **Section 5: Virtual Attendance**

- a. An Intergroup member who is not physically present at an Intergroup meeting may participate in the meeting by the use of technology that allows the Intergroup member and the Intergroup members present at the meeting to clearly and simultaneously communicate with each other.
- b. For the purposes of virtual attendance an Intergroup member participating in an Intergroup meeting is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **Section 6: Quorum**

- a. Those voting members present at any meeting of the Intergroup will constitute a quorum for all proceedings of the Intergroup provided those present include the Intergroup Chairperson or Vice Chairperson plus one (1) other executive officer and a minimum of four (4) Intergroup Representatives and/or Committee Coordinators.

- b. If there is no quorum at the start of the Intergroup meeting then the Intergroup meeting can still occur, however, no voting may take place.
- c. If a quorum is achieved during the Intergroup meeting then voting is allowable.

### **Section 7: Intergroup Meeting Procedure**

- a. An Intergroup meeting will be two (2) hours in duration. If an extension of time is required then this will be done by a consensus vote, only two (2) extensions of the meeting time are allowable per Intergroup meeting.
- b. Intergroup meetings will be chaired by the Chairperson of Intergroup. In the event the Chairperson is unable to chair any meeting, the Vice Chairperson will lead the meeting. In the event the Vice Chairperson is not available, the Secretary will open the meeting and hold an election for a temporary meeting Chairperson from among the voting members present. If all the above are unavailable, no Intergroup meeting can be held.
- c. Intergroup will read Tradition 2 from the banner plus one Tradition and one Concept of OA Service from the pamphlets at the beginning of each meeting.
- d. The Chairperson will check if the meeting has a quorum and state the outcome and the process if there is no quorum (see ARTICLE V, Section 6).
- e. Any decisions outside the specific bounds of these Bylaws should be made in line with the Twelve Steps of OA, Twelve Traditions of OA and the Twelve Concepts of OA Service as set out in ARTICLE II, Section 3. These Bylaws are only valid if they do not conflict with the spirit of the Twelve Steps and Twelve Traditions of OA and the Twelve Concepts of OA Service as set out in ARTICLE II, Section 3.
- f. Minutes will be taken at these meetings, recording date, time, location, attendees, service reports and the outcome of all business decisions.
- g. Voting will be by show of hands.

### **Section 8: Bi-Annual General Meeting Procedure**

- a. The Bi-Annual General Meeting will be chaired by the Chairperson of Intergroup. In the event the Chairperson is unable to chair the meeting, the Vice Chairperson will lead the meeting. In the event the Vice Chairperson is not available, the Secretary will open the meeting and hold an election for a temporary meeting Chairperson from among the voting members present. If all the above are unavailable, no Bi-Annual General Meeting can be held.
- b. In the event of the Bi-Annual General Meeting being cancelled then a subsequent Bi-Annual General Meeting will be convened at the earliest possible date.
- c. The Bi-Annual General Meeting will be one (1) hour in duration. If an extension of time is required then this will be done by a consensus vote, only two (2) extensions of the meeting time is allowable per meeting.
- d. The Chairperson will check if the meeting has a quorum and state the outcome and the process if there is no quorum (see ARTICLE V, Section 6).
- e. Any decisions outside the specific bounds of these Bylaws should be made in line with the Twelve Steps and Twelve Traditions of OA and the Twelve Concepts of OA Service as set out in ARTICLE II, Section 3. These Bylaws are only valid if they do not conflict with the spirit of the Twelve Steps and Twelve Traditions of OA and the Twelve Concepts of OA Service as set out in ARTICLE II, Section 3.



- f. Minutes will be taken at these meetings, recording date, time, location, attendees, service reports and the outcome of all business decisions. They will also include the financial statements submitted to the members and a certificate signed by two Executive Committee members certifying that the financial statements give a true and fair view of the financial position and performance of Intergroup.
- g. Voting will be by show of hands.

### **Section 9: Voting at Meetings**

- a. Members with voting rights include Vice Chairperson, Secretary, Treasurer, Region Ten Representative/s, World Service Business Conference Delegate, Ex-Executive officers, Intergroup Representatives and Core Committee Coordinators.
- b. Members of a Committee, other than those listed above, do not have voting rights.
- c. On any question arising at both Intergroup and Bi-annual general meetings:
  - i. Except in the case of a Special Resolution, Consumer Affairs Victoria states 'questions must be decided on a majority of votes.' However, as per OA Concept of Service 12d, we strive for substantial unanimity.
  - ii. If votes are divided equally on a question, the Chairperson of the meeting has a casting vote although we strive to make decisions based upon substantial unanimity.
  - iii. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

### **Section 10: Adjournment of Meetings**

- a. The Chairperson of both an Intergroup and a Bi-annual general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b. Without limiting a., above, a meeting may be adjourned:
  - i. if there is insufficient time to deal with the business at hand; or
  - ii. to give the members more time to consider an item of business.
- c. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more in which case notice of the meeting must be given.

## **ARTICLE VI: COMMITTEES**

### **Section 1: Core Committees**

- a. Core Committees fulfil essential, ongoing tasks necessary for the welfare and operation of Intergroup.
- b. Intergroup may dissolve a Core Committee only if it is deemed no longer relevant and by Special Resolution. Refer ARTICLE IX, Section 2.
- c. Each Core Committee is responsible to the Intergroup and the fellowship. The Core Committee Coordinator (CCC) will attend Intergroup and provide a written report to Intergroup each month.

- d. All OA members are welcome to serve on Committees. Refer ARTICLE VI, Section 3b for the requirements for Core Committee Coordinators.
- e. Core Committees are:
  - i. Literature
  - ii. PIPO – Public Information and Professional Outreach
  - iii. Website
  - iv. Events

### **Section 2: Ad Hoc Committees**

- a. Ad Hoc Committees are created to assist in the fulfilment of tasks deemed necessary for the welfare and operation of Intergroup.
- b. Intergroup may dissolve an Ad Hoc Committee if it is deemed no longer necessary.
- c. Each Ad Hoc Committee is responsible to the Intergroup and the fellowship. The Ad Hoc Committee Coordinator (AHCC) will attend Intergroup and provide a written report to Intergroup each month for as long as the Committee sits with one exception – the Minutes Taker/Distributor will not be required to provide a report to IG.
- d. Ad Hoc Committees may include but are not limited to:
  - i. Convention Committee
  - ii. Share-a-thon Committee
  - iii. Outreach Committee
  - iv. Newsletter Committee
  - v. Budget Committee (must include Treasurer as per ARTICLE IV, Section 6)
  - vi. Fund Raising Committee
  - vii. Minutes Taker/Distributor
  - viii. Bylaws Committee (must be chaired by the Vice Chairperson or Chairperson, refer to ARTICLE IV, Section 6)

### **Section 3: Core Committee Appointments**

- a. Elections for the Core Committee Coordinators will be held annually at either of the Bi-Annual General Meetings.
- b. A member may be elected to fill a vacant CCC position during a regular Intergroup meeting from those members present who have attended at least three (3) Intergroup meetings during the previous two (2) years and have current and continuous abstinence of three (3) months, preferably six (6) months. Members meeting the requirements may nominate or be nominated. (Refer to the current job descriptions for a full list of position requirements) Members are to be elected to CCC positions by a majority vote of voting members present. The newly elected member is selected for the remainder of that service term. They may then stand again in accordance with ARTICLE IV, Section 10c.
- c. Upon appointment to a CCC position, the member will cease to be an Intergroup Representative.
- d. Term of office:
  - i. A member is elected to a CCC position at the Bi-Annual General Meeting to serve for a period of twelve (12) months.
  - ii. A member will serve no more than two (2) consecutive terms in the same office.

- iii. After serving two (2) consecutive terms the member cannot be elected to the same service position. However, after an interval of twelve (12) months they may again be eligible for election to their previous service position.
- iv. Following a resignation, a member may be voted in to casually fill the vacant position until the end of that term of office when the position will be open to nominations. The member who filled the vacancy casually is eligible to nominate for the position and the period served casually will not be deducted from their first term.

#### **Section 4: Ad Hoc Committee Appointments**

- a. Ad Hoc Committee Coordinators will be elected from the OA members present at Intergroup as part of the formation of the Committee with one exception – the Minutes Taker/Distributor will be elected at one of the Bi-annual General Meetings and serve no more than two (2) consecutive terms of twelve (12) months each.
- b. Prior involvement at IG is encouraged but not required.
- c. A member may be elected to fill a vacant AHCC position during a regular Intergroup meeting and are encouraged to be abstinent at the time. Members are to be elected to AHCC positions by a majority vote of voting members present.
- d. The AHCC position is a non-voting position.

#### **Section 5: Committee Procedures**

Each committee may prescribe its own rules for calling and holding meetings and its methods of procedures, subject to the guidelines of the Twelve Traditions of OA and the Twelve Concepts of OA Service.

#### **Section 6: Committee Responsibility**

- a. Each Committee Coordinator will submit a written report to the Intergroup monthly. If any monies are expended, a detailed and itemised report, together with receipts, will be presented. Each Committee Coordinator will inform the Intergroup Chairperson or Vice Chairperson of proposed committee meetings at least three (3) days prior to such meetings.
- b. Committees are under the guidance of Intergroup.
- c. All major decisions will be brought to Intergroup for endorsement.

#### **Section 7: Vacancies and Resignations**

- a. If any Committee Coordinator fails to attend two (2) consecutive committee or Intergroup meetings without prior notice, his/her office may be declared vacant by a majority of those present and voting at Intergroup.
- b. Any Committee Coordinator may resign at any time for any reason by giving the Chairperson of Intergroup written notice.
- c. Any Committee Coordinator may be removed from office for inappropriate conduct (e.g. return to compulsive overeating, neglect of duties, etc.) by a two-thirds (2/3) majority of the Intergroup members. If a member no longer meets the requirements of their position, they are required to notify Intergroup as soon as possible.
- d. Should a vacancy, resignation or removal occur of any Committee Coordinator, all pertinent information and funds held by that member will be restored to the Intergroup Chairperson who will then declare the position vacant.

## ARTICLE VII: FUNDS

### Section 1: Source of Funds

- a. Voluntary contributions of the member groups will be the primary source of funds.
- b. Secondary sources of income may be raised by special fundraising events or special fund appeals from the membership, for specific emergency needs, as authorised by the Intergroup in accordance with Tradition 6 and 7. Specific emergency needs may include, but are not limited to, shortfalls in the budget.
- c. Intergroup may apply for and accept financial assistance as made available by Region Ten and the World Service Office.

The Intergroup may accept donations from OA members, conforming to the general practice of OA, in accordance with Tradition 7.

- i. The maximum allowable donation to Intergroup by an OA member is to be limited to five thousand dollars (\$5,000 AUD) annually, as per the spirit of Tradition 7. Refer to the *Seventh Tradition of OA* pamphlet.
- ii. The maximum allowable bequest to the Intergroup by OA members is unlimited, with the understanding that any balance in excess of five thousand dollars (\$5,000 AUD) will be donated to Region Ten and the WSO, as per the spirit of Tradition 7. Refer to the *Seventh Tradition of OA* pamphlet.
- d. Any bequests or donations from any outside source are prohibited.
- e. The Intergroup will not accept the responsibility for trusteeship over, or enter into, the distribution or allocation of funds external to Overeaters Anonymous.
- f. Members may also make donations to Region Ten and the WSO according to their bylaws.

### Section 2: Surplus Funds

There will be no accumulation of funds beyond current necessities, with the retention of only a prudent reserve for contingencies. Funds in excess will be donated to Region Ten and World Service Office on a regular basis as directed by the Intergroup.

### Section 3: Prudent Reserve

Intergroup will nominate and maintain a prudent reserve following the end of year financial report. The prudent reserve is to cover unexpected contingencies. Excess funds will be donated to Region Ten and the World Service Office, as determined by the Intergroup.

### Section 4: Management of Funds

- a. Subject to any restrictions imposed at a Bi-annual General Meeting of the Intergroup, the Executive may approve expenditure on behalf of Intergroup.
- b. The Intergroup authorises the Treasurer to expend funds (including by electronic funds transfer) up to a specified limit without requiring approval from the Intergroup for each item on which the funds are expended. To this end, the Intergroup will approve budgets for members holding Service Roles and/or committees, with any amounts in excess of the budget to be approved by Intergroup.

- c. All financial transactions must be signed by two (2) out of three (3) Executive members.

## **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order will govern this Intergroup in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Twelve Steps of OA, Twelve Traditions of OA, the Twelve Concepts of OA Service, Overeaters Anonymous Region Ten Bylaws, Bylaws of Overeaters Anonymous Inc. or any special rules this Intergroup may adopt.

## **ARTICLE IX: AMENDMENTS TO BYLAWS**

### **Section 1: Amendment to Intergroup Bylaws**

These Bylaws may only be amended by Special Resolution at any time by a three-quarters (3/4) majority vote of all members present at any regular or special meeting of the Intergroup, provided a copy of the proposed amendment has been communicated to each group affiliated with this Intergroup at least twenty-one (21) days prior to the voting meeting.

Note: An alteration of these Bylaws does not take effect unless, or until, it is approved by the Registrar, Consumer Affairs Victoria.

### **Section 2: Special Resolution**

A Special Resolution is required for a change of name of Intergroup, any amendment of these Bylaws, the removal of an Executive Committee member or the dissolution of Intergroup.

A Special Resolution requires that members be given a minimum of twenty-one (21) days' notice of the proposed resolution and a three-quarters (3/4) majority vote of all members present to be carried.

Notice of a Special Resolution must specify:

- i. the date, time and place of the meeting at which the Special Resolution will be voted upon;
- ii. state in full the proposed resolution;
- iii. state the intention to propose the resolution as a Special Resolution; and
- iv. inform members that they may appoint another member as an Alternate Representative for the meeting.

### **Section 3: Amendments to the Steps and Traditions of OA**

Amendments to the Twelve Steps and Twelve Traditions of OA and Twelve Concepts of OA Service may only be made as per OA, Inc. Bylaws, Subpart B, ARTICLE XIV, Section 1.

### **Section 4: Revision of Bylaws**

These Bylaws will be revised in accordance with:

- a. Any amendments as adopted by Intergroup. These amendments will comply with OA, Inc. Bylaws, Subpart B.

- b. Any changes to the OA, Inc. Bylaws, Subpart B, as voted on at the annual World Service Business Conference and are directly mentioned in these Bylaws referred to by article and section.
- c. Or every five (5) years. (Next revision due 2026).

#### **ARTICLE X: MAJOR POLICY MATTERS**

- a. Matters which affect this Intergroup, and/or groups within its service area, will be referred to the Intergroup.
- b. Matters which relate to Overeaters Anonymous as a whole will be referred to the World Service Board of Trustees.
- c. Matters which relate to Overeaters Anonymous Region Ten will be referred to the Region Ten Trustee.

#### **ARTICLE XI: CUSTODY OF RECORDS**

Except as otherwise provided in these Bylaws, the Secretary will keep in their custody or under their control all books, documents and securities of Intergroup. These books, documents and securities will be available for inspection by members upon request and free of charge.

#### **ARTICLE XII: DISSOLUTION**

##### **Section 1: Deregistration of Intergroup**

In order to deregister, an Intergroup must submit a written request to the World Service Office, Region Ten Chairperson and the Region Ten Trustee.

Deregistration as an Intergroup affiliated with Overeaters Anonymous, Inc. (USA) will be completed in accordance with Overeaters Anonymous, Inc. (USA) Bylaws Subpart B, ARTICLE VI, Section 4.

##### **Section 2: Disbursement of Remaining Funds**

Upon the dissolution of this Intergroup, after paying all creditors, expenses, court costs, and legal fees, any remaining assets will be paid to World Service Office of Overeaters Anonymous or to any OA service body they choose to designate and which is acceptable to the Victorian State Government.

##### **Section 3: Informing Relevant Government Organisations / Agencies**

Upon the dissolution of this Intergroup, a member of the Executive officers will provide information of the dissolution of the Intergroup and required records / information to the appropriate relevant Australian Federal Government and the Victorian State Government bodies / agencies.

END