

**BYLAWS OF THE NATIONAL SERVICE ASSEMBLY OF
OVEREATERS ANONYMOUS GREAT BRITAIN**

Updated October 2019

These bylaws are guidelines for the conduct of our service affairs. They have no legal status, but represent an informal agreement between the fellowship of OAGB and its trusted servants.

1. Name and Purpose

The National Service Assembly of Overeaters Anonymous Great Britain is a service association of Region 9 and exists for the following purposes:-

- (a) to serve as the collective conscience of the fellowship of OA in Great Britain;
- (b) to act as a guardian of the Twelve Steps, Twelve Traditions and Twelve Concepts of OA;
- (c) to promote greater unity and communication among OA groups in Britain;
- (d) to carry the OA message of recovery throughout Great Britain, as contained in the Twelve Steps and Twelve Traditions of Overeaters Anonymous (Appendix 1).

2. Membership

(a) Membership of the Assembly :-

For the purpose of these bylaws, the two main categories of membership of the Assembly will be defined as follows:

(i) An OA Group

OAGB endorses the definition and composition of an OA group in Overeaters Anonymous, Inc. Bylaws, subpart B, Article V, section 1 and 2, as written and as it may be amended by a future World Service Business conference, as follows:

Section 1 Definition:-

- 1. As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA service
- 2. All who have the desire to stop eating compulsively are welcome in the group
- 3. No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting).
- 4. As a group they have no affiliation other than OA.
- 5. It has affiliated as an Overeaters Anonymous group by registering with the World Service Office.

Section 2 – Composition:-

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- a) A group may be formed, as set forth in Article V, Section 1, by two or more persons meeting together, either
 - 1) in the same physical location (land-based);
 - 2) through some form of electronic device (virtual); or
 - 3) both.

- b) Groups compose the intergroups and service boards set forth in Articles VI and VIII hereof.

- c) A group may affiliate with only one intergroup or service board. However, groups may also participate in the activities (including voting) of another service body (Intergroup, National Service Board, Language Service Board, Region) with their permission.

(ii) An Intergroup

OAGB endorses the definition and composition of an Intergroup in Overeaters Anonymous, Inc. Bylaws, subpart B, Article VI, section 1 and 2, as written and as it may be amended by a future World Service Business conference, as follows:

Section 1 – Definition

An intergroup shall be a duly registered service body. For the purpose of this document a service body is defined as a service entity that provides services beyond the group level.

Section 2 – Composition

- a) Two or more groups may form an intergroup for the purpose of servicing and representing the groups of which they are composed and acting as the guardian of the Twelve Steps, Twelve Traditions, and Twelve Concepts of OA Service.
 - 1) A land-based intergroup is composed primarily of groups within its region, or groups within its geographical proximity.
 - 2) A virtual intergroup is composed primarily of virtual groups.

- b) With permission, a land-based group may affiliate with a virtual intergroup and a virtual group may affiliate with a land-based intergroup.

- c) Each state/province may have at least one intergroup. In a state/province having only one group, that group may function as an intergroup.

Intergroups and Groups will participate by sending authorised representatives to the Assembly. Before participating in the Assembly, such Groups and Intergroups will be registered with the World Service Office of OA, listed on the computer print-out for this Region.

(b) The National Service Assembly will consist of the following persons:-

- (i) One representative (IR) elected by every Intergroup** existing within the geographical area of Great Britain;

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(ii) One National Service Representative (NSR) from each OA Group in Great Britain

(iii) Members of the National Service Board.

It is recommended that Assembly Representatives and alternate representatives are elected at the same time

If a National Service Representative or Intergroup Representative is elected by the Assembly to the National Service Board of OAGB, then the Group or Intergroup concerned will be entitled to elect another representative. Whenever possible, representatives will be elected at least three weeks before the Assembly meets and they will register at least two weeks before the Assembly. The Secretary of the Assembly will normally be the Secretary of the National Service Board.

The Booking Secretary of the hosting Intergroup will supply to the Board secretary two hard copies of the list of registered Representatives and visitors including the names of the groups or service bodies they represent, prior to the start of the Assembly.

- (c) Each representative (Intergroup Rep or Group Rep) will serve for a minimum of two consecutive years, and in addition to attending the Assembly will serve the Assembly between meetings.
- (d) The representatives will be selected for judgement, stability, willingness and for faithful adherence to the Twelve Steps and Twelve Traditions of OA. Where possible they will have a record of previous service at the Group or Intergroup level.
- (e) Representatives may be instructed as to give the views of the Groups or Intergroups they represent, but will not be bound by these views. Their role will be to come to decisions which they believe to be in the best interests of OA as a whole.
- (f) Representatives will report back to their Groups and Intergroups on return from the Assembly, respond to any requests received from Groups and Intergroups, and receive an act on communications from the National Service Board between Assemblies.

3. Procedures

- (a) The Assembly will be conducted in a manner which is democratic in spirit and action. Wherever possible, agreement will be reached by general consent, but if there is no agreement, a vote will decide the issue. Voting will be in line with the voting procedures set out in the relevant sections of these Bylaws (Section 3 (e), 5 (f) & Section 6 (d)). Votes can be cast by persons legally entitled to vote (i.e. excluding blanks or abstentions). The number of abstentions will not be recorded, unless the chair wishes to check that a quorum is present. Normal rules of parliamentary procedures will be followed in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Overeaters Anonymous Inc. Bylaws Subpart B or any special rules of order this Assembly may adopt. The spirit will always prevail over the letter of the law.
- (b) The National Service Assembly will be called at least once a year. The Assembly will always be held in an easily accessible location with varied transport links. The NSB will encourage at least two Intergroups to bid to host the assembly each year. Bids

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must have the approval of the respective Intergroup meeting. The NSB will ask the assembly to consider both the fairness of the rotation of service and cost implications when choosing the national assembly host. A special meeting of the Assembly may be called at any reasonable time on the request of at least one third of the members.

An Intergroup may also choose to bid to host the assembly two years in advance.

- (c) Each Group and intergroup will receive written notice of the Assembly not less than 6 weeks prior to each Assembly.
- (d) The Assembly will:-
 - (i) receive reports from the National Service Board of OAGB and discuss and comment on them;
 - (ii) discuss important themes affecting OA service in Great Britain as a whole, which falls within the four purposes of the Assembly as stated in Item 1 and make recommendations for action to the Groups and Intergroups where necessary;
 - (iii) give clear instructions to the National Service Board of OAGB, expressed in the form of resolutions.
- (e) In the case of recommendations under item 3. (d) (ii), no such recommendations will be binding of any Group, but will be suggestion only. No recommendations or instruction made under item 3. (d) (ii) or 3. (d) (iii) will be in violation of the Twelve Steps and Twelve Traditions and Twelve Concepts of OA.

Individuals, Groups and intergroups must submit suggested resolutions in writing to the Secretary of the OAGB Board at least 10 weeks prior to the Assembly. Suggested resolutions will be first considered by a committee of the Board and the proposer of the resolution, and redrafted if necessary in order to ensure that their wording is in keeping with the intentions of the individual, Group or Intergroup submitting them. They will then be submitted to a full Assembly; a simple majority of voting delegates will constitute a recommendation to the National Service Board: a two-thirds majority of voting delegates will constitute a binding instruction to the National Service Board.

Resolutions which have not been submitted to the Secretary of the Assembly as per 6 (b), and which are considered to be of an emergency nature may be discussed and voted on at the Assembly. Such emergency resolutions should be submitted in writing to the Secretary before the beginning of the afternoon business session. In order to qualify as emergency new business any motion must be:-

- i) Referring to new business only and;
- ii) Not addressing the same issues as other motions brought to the current Assembly;
- iii) Of an urgent nature so that not considering the motion immediately would be detrimental to the welfare of OA as a whole.

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The Assembly must vote with a 2/3rd majority that the motion qualifies as emergency new business. Then to be adopted the emergency new business proposal must receive a 2/3rd majority of voting delegates.

4. Quorum

The attendance of one quarter of those who are entitled to participate and vote in the Assembly (as listed in paragraph 2(b)) will be necessary to hold an Assembly. The presence of two-thirds of those in attendance at the Assembly will be needed in order to conduct Assembly business.

5. Formation of the National Service Board of OAGB

- (a) Assembly will elect a National Service Board whose role is to serve the Assembly, to execute its wishes, and to serve the fellowship of OA in Great Britain as a whole between meetings of the Assembly.
- (b) The National Service Board will consist of a maximum of 15 members, not all of which places need to be filled at any one time, depending on the availability of appropriate candidates. All of the places on the National Service Board at any given time will be filled by committed members of the fellowship of OA.
- (c) Any person elected to serve on the National Service Board will be required to become a Trustee of OAGB. Trustees of OAGB will be subject to Section 72 of the Charities Act 1993 (Appendix III). It will be the responsibility of the nominee to ensure this.
- (d) Qualifications for selection of candidates for election to the National Service Board shall be set by each Intergroup, provided that each candidate shall have at least one year of current abstinence and at least two years of service beyond the group level at the time of election. Permission for any exception in qualifications for valid reasons, if deemed credible by the Board, may be received by application in writing.
- (e) OA Board members will be drawn as far as possible from the areas serviced by Intergroups of Great Britain. If no suitable candidate is available from an Intergroup area, then the Board vacancy may be filled by an experienced member from another area. The Assembly will check that in doing so, the balance of the Board membership is not unduly weighted in favour of one area. However, once elected, Board members will serve the fellowship in Great Britain as a whole.
- (f) Each Intergroup will put forward the names of suitable candidates to the Assembly. Their elections will normally be carried out by intergroups. The names of successful candidates will then be forwarded to the National Service Board prior to the next meeting of the assembly, together with the OA biography of each candidate, and a brief written report detailing the election procedures used, signed by the chairperson and secretary of the election meeting. The Assembly will consider each candidate for his/her qualifications to serve the Board. In addition to his/her previous record of service to the Fellowship, and faithful adherence to the Twelve Steps and Twelve Traditions of OA, the Assembly will consider each candidates' particular skills and background knowledge and experience, in order to ensure that the best qualities available for Board service are selected. The final election will take place at the

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Assembly, which the nominee must attend, other than in very exceptional circumstances.

- (g) Members are elected to serve for a two (2) year term. A member who has already served may stand for re-election for a further term. A member who has just completed four (4) consecutive years of service may stand for re-election only after an interval of two (2) years. .
- (h) OA members, upon election to the Board, may then be appointed by the Board to a specific role, to which they shall devote the major part of their time. These roles will be annually reviewed and updated by the Board in order to meet the service requirement of OAGB, if desired by them, to allow Board members to gain experience in more than one area of service.
- (i) All Board members' elections will be confirmed by the Board on an annual basis. Confirmation will be subject to regular attendance at Board meetings. The Board will report any non-confirmation to the Assembly, giving reasons. The Assembly will take such actions as it believes necessary.
- (j) The National Service Board of OAGB will meet as required, with a minimum of four meetings a year, and one of these will be designated the Annual General Meeting of the Board. Membership of the Board will normally commence from 1 January of the year following election by the Assembly. If a Board member should resign or cease to function before the end of his/her term of office, or there are less than five members on the Board, the NSB will contact the Intergroups, inviting qualified applications for a replacement member; these applications to be received prior to the next board meeting. If necessary, the NSB members will hold a ballot at the next NSB meeting to choose the new member. The member then elected will serve for the remainder of the co-opted year. If the new member wishes to be re-elected to the NSB they may do so by following the normal procedure for election as outlined in these Bylaws.
- (k) Regardless of the length of unexpired terms of their offices, all members of the Board will resign if a (binding) instruction from Assembly is received requesting them to do so, supported by a vote of two-thirds of the members of the Assembly. Such a vote will be considered to dissolve the Board permanently. In the event that such a binding instruction be received by the Board, the registered Charitable Status with Limited Liability of the National Service Board of Overeaters Anonymous Great Britain must also be dissolved. The current Board members at the time of dissolution will be responsible for this.
- (l) At least thirty (30) days' notice of the time and place of Board meetings will be given by the Secretary. An advance agenda will be provided, containing those items notified in advance to the Secretary, together with any other necessary business. The agenda will be modified at the time of the meeting if a majority of members wishes to do so.
- (m) Matters of principle or fundamental policy will be submitted for a postal vote by the Assembly Representative. NSR's and IR's will be given at least four weeks' notice before submitting their votes to the Secretary of the Board, and the results of any such vote will be provided by the Secretary for the Board members and the next Assembly.
- (n) Half of the current voting membership of the Board will constitute a quorum.

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- (o) Normal rules of committee procedures will govern the conduct of the Board's meetings, but the spirit will always prevail over the letter. Decisions will be reached by common consent where possible, but if there is no agreement a majority vote of those present will decide the issue.
- (p) There will be no standing committees of the Board, but sub-committees will be formed by the Board as necessary for particular purposes, and dissolved by the Board when no longer needed.
- (q) The World Service Business Conference Delegate/alternate shall meet the qualifications and requirements as outlined and defined in the Overeaters Anonymous, Inc. bylaws, Subpart B.

6. Removal of Board Members

- (a) The failure to perform the duties and responsibilities of a board member, as detailed in the subsections below may constitute cause for removal.
 - 1. Duties enumerated in the National Service Assembly Bylaws, Section 5a.
 - 2. Duties in the Procedures Manual, Section 1
 - 3. Communication with the nominating Intergroup.
- (b) A failure to meet the requirements for board membership also constitutes cause for removal.
- (c) Any board member may be removed for cause by a 2/3 vote of the board members attending an EGM.
- (d) Any board member may be removed for cause by a 2/3 vote of the delegates attending the National Assembly.
- (e) Eight weeks prior to Assembly or EGM, by registered letter, the Chair will inform the board member concerned that a motion for his removal will be proposed at the Assembly or forthcoming EGM and that he is given 15 days to respond and explain his position providing proof of delivery has been verified by the Post Office. Four to six weeks prior to Assembly or EGM, the Chair will send the motion to Assembly or board members.
- (f) The vote may be enforced immediately.

7. Amendments to these By-laws

- (a) The bylaws can be revoked or amended by the Assembly with the exception of Appendix 1 (The Twelve Steps, Twelve Traditions and Twelve Concepts of OA).
- (b) Individuals, Groups and intergroups can submit suggested amendments in writing to the Secretary of the Assembly at least 10 weeks prior to the next Assembly.
- (c) Suggested amendments will be first considered by a committee of the Assembly, including the proposer of the amendments, and redrafted if necessary in order to

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ensure that their wording is in keeping with the intentions of the individual, Group or Intergroup submitting them.

- (d) They will then be submitted to a full Assembly, and if approved by a two-thirds majority, will be incorporated into the by-laws thereafter.
- (e) These by-laws will be logged with OA World Service, including any future amendments approved by the Assembly.
- (f) Bylaw amendments which have not been submitted to the Secretary of the Assembly as per 7(b) above, and which are considered to be of an emergency nature may be discussed and voted on at the Assembly. Such emergency resolutions should be submitted in writing to the Secretary before the beginning of the afternoon business session.

In order to qualify as emergency new business any motion must be:-

- i) Referring to bylaw amendments only; and
- ii) Not addressing the same issues as other motions brought to the current Assembly; and
- iii) Of an urgent nature so that not considering the motion immediately would be detrimental to the welfare of OA as a whole.

The Assembly must vote with a 2/3rd majority that the motion qualifies as emergency new business. To be adopted an emergency new bylaw proposal must receive a 2/3rd majority of voting delegates.

These by-laws will be logged with OA World Service, including any future amendments approved by the Assembly.

- (g) These bylaws will automatically be updated to reflect any changes to OA Inc. By-Laws, subpart B, made by the World Service Business Conference.

8. Minutes Review Committee

- (a) The Assembly appoints a Minutes Review Committee each year, comprised of the National Service Board Secretary, two National Service Board members, and two group or Intergroup representatives, who will work with the Secretary to review the minutes shortly after the Assembly. This committee will then be able to recommend approval of the minutes to the subsequent National Assembly.

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Appendix I

THE TWELVE STEPS

1. 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 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 a result of these steps, we tried to carry this message to compulsive overeaters and to practice these principles in all our affairs.

THE TWELVE TRADITIONS

1. Our common welfare should come first; personal recovery depends upon OA unity.
2. For our group purpose there is 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 overeaters 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 organised; but we may create service board 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.

Permission to use the Twelve Steps and Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services Inc

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THE TWELVE CONCEPTS

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 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 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 effort 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.

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Appendix II

NOTICE OF GROUNDS FOR DISQUALIFICATION OF TRUSTEES

Under Section 178 of the Charities Act 2011 a person ("P") is disqualified from being a charity trustee in the following circumstances:

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)

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- (a) P has not been discharged, or
- (b) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made - (a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or

(b) by the High Court, on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the [Charities and Trustee Investment \(Scotland\) Act 2005 \(asp 10\)](#) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to -

- (a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the [Company Directors Disqualification \(Northern Ireland\) Order 2002 \(S.I. 2002/3150 \(N.I.4\)\)](#), or
- (b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

If you come within one of these categories (and have not been granted leave to be excepted from disqualification as set out in Section 180 of the Charities Act 2011), you should immediately cease acting as a trustee. A person who acts as a trustee whilst disqualified is guilty of a criminal offence. If you feel that there are special reasons falling within Section 181 of the Charities Act 2011 as to why you should continue to act as a trustee you should apply to the Charity Commission for a waiver. If you have any queries concerning the application of Section 178 of the Charities Act 2011 you should take legal advice.