

# **Constitution of the World Confederation for Physical Therapy**

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# Constitution of the World Confederation for Physical Therapy

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## PART A – NAME, LOCATION, DEFINITIONS, OBJECTS AND POWERS

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### 1. Organisation name

- 1.1 The organisation's name is the World Confederation for Physical Therapy (**WCPT**).
- 1.2 The WCPT is an international, non-governmental confederation of national professional membership organisations for physical therapists.
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### 2. Organisation location

- 2.1 The WCPT's registered address is in England.
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### 3. Definitions and Interpretations

#### Definitions

- 3.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

**Act** means the *Charities Act 2011* (England and Wales) and any regulations that apply to the WCPT under the Act, as amended or replaced.

**Address** means a postal address, a fax number, an e-mail address or some other electronic communication address such as a telephone number for receiving text messages, in each case registered with the WCPT by an organisation or individual.

**Best interests of the WCPT** means best enabling the WCPT to carry out and further its Objects, both now and for the future. It is not about the interests of Board Members or staff or about the WCPT as an organisation in itself, or preserving the WCPT for its own sake.

**Board** means the Executive Board elected or appointed in accordance with this Constitution.

**Board Member** means a person elected or appointed to the Executive Board in accordance with this Constitution and includes the President and Vice President.

**Charity** has the same meaning as in the Act.

**Charity trustee** has the same meaning as in the Act.

**Chief Executive Officer** means the person appointed by the Board as the chief executive officer of the WCPT.

**Commission** means the Charity Commission for England and Wales, established under the Act and is the statutory regulator and registrar of charities in England and Wales.

**Conflict of interest** means any situation in which a Board Member's personal interests or loyalties could, or could be seen to, prevent them from making a decision solely in the best interests of the WCPT.

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**Conflict of loyalty** means a particular type of conflict of interest, in which a Board Member's loyalty or duty to another person or organisation could prevent the Board Member from making a decision solely in the best interests of the WCPT.

**Congress General Meeting** means a general meeting of the WCPT held in conjunction with a WCPT Congress.

**Constitution** means this constitution as amended or supplemented.

**Country** means any state or customs territory that can exercise exclusive legal and regulatory jurisdiction/competence with internal autonomy. If the status of a territory as a 'country' is disputed, the matter will be decided by the Board based on accepted international approaches in accordance with the Regulations.

**Extraordinary General Meeting** means any general meeting of the WCPT that is not a Congress General Meeting.

**General Meeting** means any Congress General Meeting or any Extraordinary General Meeting.

**General Board Member** means a person appointed or elected as a General Board Member under clause 32.

**Majority** means more than fifty percent.

**Member Organisation** means a national professional membership organisation for physical therapists admitted to membership of the WCPT and listed in the register of Member Organisations in accordance with this Constitution.

**National professional membership organisation for physical therapists** means a membership organisation that represents physical therapists at a national level and promotes the physical therapy profession to the government and community in the Country where the organisation is based. The organisation maintains standards within the physical therapy profession and provides ongoing professional development for physical therapists.

**Non-governmental** means functionally independent of, and not representative of, a government.

**Non-Voting Delegate** means a person sent to a General Meeting by a Member Organisation, Region or Subgroup who is not entitled to propose or second motions or vote at that meeting under this Constitution.

**Objects** mean the objects of the WCPT as specified in clause 4.

**Observer** means a person invited to a General Meeting by the Board who is not entitled to propose or second motions or vote at that meeting under this Constitution.

**President** means a person appointed or elected as president of the WCPT under clause 29.

**Presiding Officer** means the person appointed to chair a General Meeting in accordance with the rules of procedure determined by the Board under clause 21.

**Quorum** means the minimum number of Member Organisations or Board Members that must be present at a General Meeting or an Executive Board meeting respectively before it can officially start and before official decisions can be taken. Proxies are not included in the quorum.

**Region** means a region of the WCPT established under clause 46.

**Regional Board Member** means a person elected as a Regional Board Member under clause 31.

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**Regional Executive Committee** means an Executive Committee established by a Region in accordance with clause 49.

**Regional meetings** means meetings of the Regional Executive Committee or any meeting of the Member Organisations within a Region such as a general meeting within the Region.

**Regulations** mean the WCPT's Regulations created and amended by the Board in consultation with the Member Organisations under clause 68.

**Resignation** means a formal statement:

- (a) by a Member Organisation that it will end its membership of the WCPT; or
- (b) by a Subgroup that it will leave the WCPT.

**Severe financial hardship** means the Member Organisation is not able to source sufficient funds to pay the annual subscription fee by the due date.

**Suspension** means the Member Organisation's rights under clause 9 and duties under clause 10 do not apply but the Member Organisation continues to be listed in the register of Member Organisations in accordance with this Constitution.

**Termination** means the organisation is removed from the register of Member Organisations under this Constitution and any rights under clause 9 and duties under clause 10 cease to apply.

**Vice President** means a person appointed or elected as vice-president of the WCPT under clause 30.

**Voting Delegate** means a person sent to a General Meeting by a Member Organisation entitled to vote at that meeting under this Constitution.

**WCPT** means World Confederation for Physical Therapy.

## Interpretations

3.2 In this Constitution, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (c) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (d) a reference to any clause or sub-clause is to a clause or sub-clause of this Constitution;
- (e) all headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution;
- (f) physical therapy means physiotherapy; and
- (g) a reference to a word or an expression with a special meaning in the Act, has the same meaning as in the Act, unless a contrary intention appears.

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## 4. Objects

4.1 The Objects of the WCPT are to:

- (a) promote high standards of physical therapy;

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- (b) encourage the development and promote the strength of national professional membership organisations for physical therapists;
  - (c) encourage communication and exchange of information including organisation of international congresses of physical therapists;
  - (d) represent physical therapy internationally;
  - (e) promote the health, wellness and fitness of global populations;
  - (f) co-operate with relevant national and international organisations;
  - (g) comment on social and political issues relevant to health;
  - (h) engage in all necessary activities to further the work of the WCPT in the best interests of physical therapists and the profession of physical therapy; and
  - (i) engage in all necessary activities to further the work of the WCPT in the best interests of users of physical therapy.
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## **5. WCPT Powers**

- 5.1 The WCPT has the powers of a charity with voting members other than its charity trustees as set out in the Act.
  - 5.2 The WCPT may only exercise the powers set out in the Act to:
    - (a) carry out the Objects of the WCPT; and
    - (b) do all activities incidental or convenient in relation to the exercise of power under sub-clause 5.2(a).
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## **PART B - MEMBERSHIP**

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## **6. Members**

- 6.1 The members of the WCPT are national professional membership organisations for physical therapists that:
    - (a) have been admitted to membership by a resolution passed at the General Meeting in accordance with this Constitution; and
    - (b) are listed in the register of Member Organisations consistent with this Constitution and the Act.
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## **7. Eligibility**

- 7.1 To be admitted and remain a Member Organisation of the WCPT:
    - (a) the organisation must be a national professional membership organisation for physical therapists;
    - (b) the majority of members of the organisation must be qualified physical therapists;
    - (c) the majority of the individuals holding positions on the governing body of the organisation must be qualified physical therapists;
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- (d) membership of the organisation must be open to all people who are eligible to practise physical therapy in the Country where the organisation is based;
  - (e) the organisation must require its members to comply with a code of ethics, or equivalent document, that is consistent with the WCPT Ethical Principles;
  - (f) the organisation must agree to be bound by this Constitution; and
  - (g) the organisation must demonstrate it has capacity and commitment to comply with all the duties of Member Organisations under clause 10.

7.2 Membership of WCPT is limited to one national professional membership organisation for physical therapists per Country.

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## **8. Admission procedure**

### **Application**

- 8.1 Any national professional membership organisation for physical therapists seeking admission to membership of the WCPT must:
- (a) submit a written application to the Board addressing the eligibility criteria in sub-clause 7.1 in accordance with the Regulations; and
  - (b) provide any other verifiable evidence that the Board or WCPT Membership Committee requests to assess the application in accordance with this Constitution.
- 8.2 If there is a Member Organisation in the Country where the applicant organisation is based the application must, in addition to satisfying sub-clause 8.1, provide verifiable evidence that the applicant organisation represents a higher number of physical therapists in the Country where the organisation is based than the Member Organisation.
- 8.3 The WCPT Membership Committee must assess each application in accordance with the Regulations.

### **Refusal by WCPT Membership Committee**

- 8.4 An application for membership may be refused if the WCPT Membership Committee, at its sole discretion, determines:
- (a) the application does not comply with sub-clauses 8.1 or, if applicable, 8.2;
  - (b) the organisation does not satisfy any of the eligibility criteria specified in sub-clause 7.1; or
  - (c) it is in the best interests of the WCPT not to admit the organisation as a member.
- 8.5 The Chief Executive Officer must notify the applicant organisation of the WCPT Membership Committee's refusal decision and of the procedures for the applicant organisation to appeal the decision in accordance with the Regulations.
- 8.6 The WCPT Appeals Committee must consider any appeal against a decision by the WCPT Membership Committee to refuse an application for membership.
- 8.7 The WCPT Appeals Committee may confirm or reject the WCPT Membership Committee's refusal decision.
- 8.8 Any decision by the WCPT Appeals Committee to confirm or reject the WCPT Membership Committee's refusal decision is final.

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## **Admission**

- 8.9 The Board may recommend that the Member Organisations pass a resolution to approve an organisation's application for membership if the WCPT Membership Committee advises the Board:
- (a) the application complies with sub-clauses 8.1 and, if applicable, 8.2;
  - (b) the organisation satisfies the eligibility criteria specified in sub-clause 7.1 and, if applicable, 8.2; and
  - (c) it will further the Objects of the WCPT to admit the organisation as a member.
- 8.10 The Member Organisations:
- (a) must consider any such recommendation by the Board; and
  - (b) may, by a resolution passed by a majority of Member Organisations entitled to vote, approve or refuse an organisation's application for admission to membership of the WCPT.
- 8.11 The Member Organisations' decision about an organisation's application for admission to membership of the WCPT is final.
- 8.12 The Chief Executive Officer must notify the applicant organisation of the outcome of its application for membership of the WCPT within 30 calendar days of the Member Organisations' decision.
- 8.13 A Member Organisation's membership of the WCPT automatically ends on 31 December of the year in which an applicant organisation from the same country is admitted as a Member Organisation by a resolution under sub-clause 8.10(b).

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## **9. Rights of Member Organisations**

- 9.1 Each Member Organisation may use the name or title decided by that organisation at its sole discretion.
- 9.2 Each Member Organisation may nominate delegates and representatives to:
- (a) participate in the activities of the WCPT in accordance with this Constitution;
  - (b) exercise any power or function that this Constitution or the Act requires to be exercised or implemented by the Member Organisations;
  - (c) participate in policy development by making suggestions at General Meetings and to the Board and Chief Executive Officer at any time;
  - (d) attend, present proposals, speak and vote at General Meetings in accordance with this Constitution;
  - (e) request advocacy and other practical support from the WCPT to assist efforts to improve the situation of physical therapists in its country;
  - (f) participate in the establishment of Subgroups in accordance with this Constitution; and
  - (g) apply for assistance from the WCPT's funds in accordance with the Regulations.

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## **10. Duties of Member Organisations**

- 10.1 This Constitution creates a contract between each Member Organisation and the WCPT, and each Member Organisation agrees to be bound by this Constitution.

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10.2 Each Member Organisation must:

- (a) comply with and observe this Constitution and any resolution passed by the Member Organisations or determination made by the Board under this Constitution;
- (b) comply with all Regulations and procedures which may be created, amended or replaced in accordance with this Constitution;
- (c) pay to the WCPT any annual membership subscriptions in accordance with this Constitution;
- (d) send to the Chief Executive Officer a copy of all amendments to its governing documents and codes of ethics when requested and within 180 calendar days beginning with the date any such amendments are decided;
- (e) send to the Chief Executive Officer, when requested and within 30 calendar days of any change, the name and contact details of the head of governing body;
- (f) inform the Chief Executive Officer about national events and developments relevant to physical therapy on a regular basis and when requested;
- (g) provide any reports and information requested by the Chief Executive Officer or Board;
- (h) exercise its powers as a member of the WCPT in the way it decides in good faith will further the Objects of the WCPT; and
- (i) promote the Objects and work of the WCPT; and
- (j) submit to the laws of England in respect of any disputes between a Member Organisation and the WCPT.

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## 11. Decisions by Member Organisations

### General

11.1 The Member Organisations have sole power to make the following decisions:

- (a) approval of an organisation's application for membership of the WCPT;
- (b) approval of the annual membership subscription;
- (c) approval of the minutes of the previous General Meeting;
- (d) termination of a Member Organisation's membership of the WCPT;
- (e) reinstatement of an organisation's membership of the WCPT;
- (f) election of the President;
- (g) election of the Vice President;
- (h) removal of the President or Vice President;
- (i) election of the Regional Board Member only in their respective Region;
- (j) election of any General Board Member;
- (k) approval of the remuneration of Board Members;
- (l) confirmation and reconfirmation of approval of the Subgroups;

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- (m) withdrawal of approval of any Subgroup;
  - (n) amendment or repeal of this Constitution; and
  - (o) winding up or dissolution of the WCPT.

11.2 Except for decisions identified in sub-clause 11.10 that must be made at a General Meeting, decisions of the Member Organisations listed in sub-clause 11.1 may be taken either by vote at a General Meeting as provided in clause 26 or by written resolution without a General Meeting as provided in sub-clause 11.3.

#### **Making decisions by written resolution without a General Meeting**

11.3 Subject to sub-clause 11.10, a written resolution is valid and effective as if it had been passed at a General Meeting convened and held in accordance with this Constitution if:

- (a) the Chief Executive Officer sent written notice of the proposed resolution to all Member Organisations entitled to vote;
- (b) a majority of Member Organisations entitled to vote have signified their agreement with the resolution in a document or documents received by the Chief Executive Officer within 30 calendar days beginning with the date the Chief Executive Officer sent the written notice under sub-clause 11.3(a); and
- (c) each document signifying a Member Organisation's agreement with the resolution has been authenticated in accordance with the Regulations.

11.4 The Chief Executive Officer must send written notice of the outcome of the proposed resolution to all Member Organisations including details of each organisation's vote on that resolution within 30 calendar days of the close of voting.

11.5 A record of any decisions made without a General Meeting must be included in the Agenda for the next General Meeting.

#### **Use of electronic voting**

11.6 Unless specified otherwise in the Act or this Constitution, Member Organisations may vote on any proposed resolution using electronic voting.

11.7 The use of electronic voting under sub-clause 11.6 must be in accordance with the Regulations and any rules of procedure and includes resolutions proposed at a General Meeting and resolutions proposed under sub-clause 11.3.

11.8 The Chief Executive Officer must send written notice of the outcome of any electronic vote to all Member Organisations including details of each organisation's vote on the proposed resolution within 30 calendar days of the close of voting.

11.9 Any dispute about the conduct of an electronic vote must be referred to a panel established by the Board in accordance with the Regulations.

#### **Decisions that must be made at a General Meeting**

11.10 The following decisions must be made at a General Meeting convened and held in accordance with this Constitution:

- (a) election of the President;
- (b) election of the Vice President;
- (c) termination of a Member Organisation's membership of the WCPT;

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- (d) removal of the President or Vice President;
  - (e) confirmation of approval of a Subgroup;
  - (f) withdrawal of approval of a Subgroup;
  - (g) amendment or repeal of this Constitution; and
  - (h) winding up or dissolution of the WCPT.
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## **12. Membership Subscriptions**

### **Annual membership subscription**

12.1 The annual membership subscription referred to in sub-clause 10.2(c) is:

- (a) the amount determined by a resolution passed by a majority of Member Organisations entitled to vote;
- (b) due on 1 January each year; and
- (c) payable in pound sterling (GBP).

### **Member Organisation experiencing severe financial hardship**

12.2 A Membership Organisation experiencing severe financial hardship may apply to the Chief Executive Officer in writing in accordance with the Regulations to request:

- (a) an extension to the due date for payment by the Member Organisation of that year's annual membership subscription; and
- (b) a waiver of all or part of the amount of that year's annual membership subscription to be paid by the Member Organisation.

12.3 The WCPT Membership Committee must assess each request and make a recommendation to the Board in accordance with the Regulations.

12.4 The Board may approve or refuse any Member Organisation's request.

12.5 The Chief Executive Officer must notify the Member Organisation of the Board's decision on the Member Organisation's request in writing within 30 calendar days.

12.6 The Board's decision on the Member Organisation's request is final.

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## **13. Non-payment of annual membership subscription**

13.1 Unless sub-clause 13.2 applies, a Member Organisation is not entitled to vote until it has paid the full annual membership subscription amount due for that year, even if the Board has approved a request for an extension to the due date for payment.

13.2 Despite sub-clause 13.1, the Board may decide that a Member Organisation that has not yet paid the full annual membership subscription amount due for that year but has agreed in writing to pay the amount by instalments is entitled to vote.

13.3 Unless the Board has approved a request under sub-clause 12.4, a Member Organisation's membership of the WCPT automatically ends if it has not paid the full annual membership subscription amount due for that year within 180 calendar days of the applicable due date.

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## **14. Complaints about Member Organisations**

- 14.1 A complaint about a Member Organisation may be made:
- (a) by the Board;
  - (b) by a Member Organisation in writing to the Board;
  - (c) by a Regional Executive Committee in writing to the Board; and/or
  - (d) by an individual in writing to the Board.
- 14.2 A complaint about a Member Organisation may be made where the complainant holds a reasonable belief that a Member Organisation has:
- (a) failed to comply with clause 10;
  - (b) at the time of application to the WCPT for admission to membership or during the period of membership, provided false or misleading information to the WCPT in relation to sub-clause 8.1 or 8.2; or
  - (c) engaged in conduct detrimental to the WCPT, other Member Organisations and/or the physical therapy profession.
- 14.3 Any complaint made under sub-clause 14.2 must be managed in a transparent manner consistent with principles of natural justice and procedural fairness and in accordance with the Regulations.
- 14.4 If a complaint is upheld, the Board must report the outcome to the Member Organisations in writing within 30 calendar days with a recommendation to pass a resolution to terminate the organisation's membership of the WCPT at the next General Meeting.
- 14.5 The Chief Executive Officer must notify the Member Organisation that is the subject of a complaint about the outcome within 15 calendar days of that outcome being finalised in accordance with the Regulations.

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## **15. Resignation, Termination and Suspension of Membership**

### **Resignation**

- 15.1 An organisation's membership of the WCPT ends automatically on 31 December in any year if the Member Organisation submits written notice of its resignation to the Chief Executive Officer in the same year.

### **Termination**

- 15.2 An organisation's membership of the WCPT ends immediately after a resolution is passed at a General Meeting by at least two thirds of the Member Organisations entitled to vote on a recommendation by the Board under sub-clause 14.4 to terminate the organisation's membership of the WCPT.
- 15.3 The Member Organisations' decision to terminate an organisation's membership of the WCPT is final.
- 15.4 The Chief Executive Officer must notify the Member Organisation that is the subject of an upheld complaint about the outcome of the vote on a recommendation by the Board under sub-clause 14.4 to terminate the organisation's membership of the WCPT within 30 calendar days of the Member Organisations' decision.

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## **Suspension**

- 15.5 The Board may suspend the membership of any Member Organisation that is the subject of an upheld complaint pending a vote on a recommendation by the Board under sub-clause 14.4 to terminate the organisation's membership.
- 15.6 A Member Organisation suspended under sub-clause 15.5 is not entitled to vote during the period of suspension.
- 15.7 The Chief Executive Officer must notify a Member Organisation in writing within 30 calendar days if its membership is suspended under sub-clause 15.5 and provide the reason for the suspension.
- 15.8 The written notice under sub-clause 15.7 must include the procedures for the Member Organisation to appeal against the suspension in accordance with the Regulations.
- 15.9 The WCPT Appeals Committee must consider any appeal against a decision by the Board to suspend a Member Organisation's membership.
- 15.10 The WCPT Appeals Committee may repeal or confirm the Board's decision to suspend a Member Organisation's membership.
- 15.11 The decision by the WCPT Appeals Committee to repeal or confirm the Board's decision to suspend a Member Organisation's membership is final.
- 15.12 The Chief Executive Officer must notify the Member Organisation of the Appeal Committee's decision within 30 calendar days of that decision.

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## **16. Reinstatement of membership after suspension and termination**

### **Reinstatement after suspension**

- 16.1 The Board must re-instate the membership of an organisation suspended under sub-clause 15.5 if a resolution to terminate the organisation's membership is not passed at the next General Meeting.

### **Reinstatement after termination**

- 16.2 The Board may re-instate the membership of an organisation terminated under clause 13, if:
- (a) the organisation has submitted an application for admission to membership in accordance with this Constitution;
  - (b) the Board has determined the organisation satisfies the eligibility criteria specified in sub-clause 7.1;
  - (c) the Board considers it will further the Objects of the WCPT to re-instate the organisation as a member;
  - (d) the organisation has paid the current annual membership fee; and
  - (e) the organisation has paid a reinstatement fee equal to one quarter of the current annual membership fee.
- 16.3 An organisation previously terminated as a member of the WCPT due to a complaint may apply to the Board in writing for reinstatement of membership after a period of at least two years beginning with the date of the notice under sub-clause 15.7.
- 16.4 Any application for reinstatement of membership must be assessed by the WCPT Membership Committee in accordance with the Regulations.

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## **Refusal by WCPT Membership Committee**

- 16.5 An application for reinstatement of membership may be refused if the WCPT Membership Committee determines:
- (a) the application does not comply with sub-clause 16.3;
  - (b) the organisation does not satisfy the eligibility criteria specified in sub-clause 7.1; or
  - (c) it is not in the best interests of the WCPT to reinstate the organisation as a member.
- 16.6 The Chief Executive Officer must, if an application for reinstatement is refused in accordance with sub-clause 16.5, notify the organisation of the WCPT Membership Committee's decision in writing within 30 calendar days of that decision.
- 16.7 The written notice under sub-clause 16.6 must include the procedures for the applicant organisation to appeal the decision in accordance with the Regulations.
- 16.8 The WCPT Appeals Committee must consider any appeal against a decision to refuse an application for reinstatement of membership.
- 16.9 The WCPT Appeals Committee may confirm or reject the WCPT Membership Committee's refusal decision in accordance with the Regulations.

## **Reinstatement**

- 16.10 The Board may recommend that the Member Organisations approve an organisation's application for reinstatement of membership only if the WCPT Membership Committee advises the Board:
- (a) the application complies with sub-clause 16.3;
  - (b) the organisation satisfies the eligibility criteria specified in sub-clause 7.1; and
  - (c) it is in the best interests of the WCPT to reinstate the organisation as a member.
- 16.11 The Member Organisations:
- (a) must consider any such recommendation by the Board; and
  - (b) may, by a resolution passed by a majority of Member Organisations entitled to vote, approve or refuse an organisation's application for reinstatement of membership of the WCPT.
- 16.12 The decision by the Member Organisations to approve or refuse a reinstatement application in accordance with this Constitution is final.
- 16.13 The Chief Executive Officer must notify the applicant organisation of the Member Organisations' decision within 30 calendar days of that decision.

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## **PART C – GENERAL MEETINGS**

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### **17. General Meeting**

- 17.1 The Board:
- (a) must convene a General Meeting every fourth calendar year;
  - (b) normally convenes a General Meeting in conjunction with the WCPT Congress (referred to as a "Congress General Meeting") in the relevant fourth calendar year; and

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- (c) determines the dates, places and times of each General Meeting.
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## **18. Extraordinary General Meetings**

- 18.1 A General Meeting other than a Congress General Meeting is an Extraordinary General Meeting.
- 18.2 The Board may convene an Extraordinary General Meeting:
- (a) at the request of one third of the Member Organisations;
  - (b) as required under this Constitution; or
  - (c) as required under the Act.
- 18.3 A request under sub-clause 18.2(a) must be in writing and must state the proposed agenda item(s).
- 18.4 The Chief Executive Officer must notify all Member Organisations about any request under sub-clause 18.2(a) within 30 calendar days of receiving such a request.
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## **19. Notice**

- 19.1 The Board must give every Member Organisation:
- (a) at least 180 calendar days written notice of each Congress General Meeting; and
  - (b) at least 90 calendar days written notice of each Extraordinary General Meeting.
- 19.2 A notice of any General Meeting must include:
- (a) the places of the meeting;
  - (b) the dates of the meeting;
  - (c) the times of the meeting; and
  - (d) a dedicated electronic address for the WCPT to receive any information and documents sent by Member Organisations in electronic form.
- 19.3 Member Organisations and the Board must notify the Chief Executive Officer of any proposed amendments to the Constitution and proposed resolutions or motions for inclusion in the agenda of a General Meeting in writing at least 90 days before a Congress General Meeting and at least 60 days before an Extraordinary General Meeting.
- 19.4 The Chief Executive Officer must notify every Member Organisation of the following matters before any General Meeting:
- (a) the rules of procedure determined by the Board for that General Meeting;
  - (b) the agenda items;
  - (c) any proposed resolutions to amend or replace the Constitution;
  - (d) any other proposed resolutions or motions; and
  - (e) details of nominees for any elections at the meeting.
- 19.5 The notice required by sub-clause 19.4 must be in writing and sent:
- (a) at least 60 calendar days before a Congress General Meeting; and
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(b) at least 30 calendar days before an Extraordinary General Meeting.

19.6 The Board may decide a General Meeting will be held in two or more places linked together by any technology that:

(a) gives the Member Organisations present at those places a reasonable opportunity to participate in proceedings;

(b) enables the Presiding Officer to be aware of proceedings in each place; and

(c) enables the Voting Delegates in each place to vote on a show of hands and by a secret ballot.

19.7 If a General Meeting is held in two or more places in accordance with sub-clause 19.6:

(a) a Voting Delegate present at one of those places is taken to be attending the General Meeting; and

(b) the minutes of the General Meeting will record the places where Voting Delegates attended the meeting as the locations where the meeting was held.

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## **20. Minutes**

20.1 The Chief Executive Officer must provide the draft minutes of each General Meeting to Member Organisations within 90 calendar days of the date of the respective meeting.

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## **PART D – PROCEEDINGS AT GENERAL MEETINGS**

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### **21. Rules of Procedure**

21.1 Each General Meeting is conducted in accordance with the rules of procedure determined by the Board and circulated to Member Organisations in accordance with sub-clause 19.4.

21.2 If the rules of procedure do not cover a matter arising during a General Meeting, the Presiding Officer must determine the rules for that matter.

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### **22. Quorum and cancellation**

22.1 No business can be transacted at a General Meeting unless a quorum is present.

22.2 Unless specified otherwise in this Constitution, the quorum for any General Meeting is attendance by the Voting Delegates from a majority of Member Organisations.

22.3 When counting the number of Voting Delegates in attendance at a General Meeting, a Voting Delegate can be counted once and a person authorised as a proxy under clause 27 is not counted as a "Voting Delegate" for the purposes of quorum.

22.4 Each Member Organisation must notify the Chief Executive Officer whether or not a Voting Delegate from the Member Organisation will be attending a General Meeting.

22.5 The notice required by sub-clause 22.4 must be in writing and received by the Chief Executive Officer:

(a) at least 30 calendar days before a Congress General Meeting; and

(b) at least 14 calendar days before an Extraordinary General Meeting.

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- 22.6 The President must cancel a General Meeting if the notices under sub-clause 22.4 indicate a quorum will not be attending that meeting.
- 22.7 If a General Meeting is cancelled, the Chief Executive Officer must send every Member Organisation written notice of the cancellation:
- (a) at least 21 calendar days before a Congress General Meeting; and
  - (b) at least 7 calendar days before an Extraordinary General Meeting.
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### **23. Chairing of General Meetings**

- 23.1 All General Meetings are chaired by a Presiding Officer who is appointed in accordance with the rules of procedure determined by the Board under clause 21.
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### **24. Delegates at General Meetings**

- 24.1 Each Member Organisation is entitled to send one Voting Delegate and two Non-Voting Delegates to a General Meeting.
- 24.2 All Voting and Non-Voting Delegates attending a General Meeting:
- (a) must be qualified physical therapists;
  - (b) must be authorised in writing in the form approved by the Board and signed by the Chair or President of the Member Organisation; and
  - (c) have the right to speak and propose motions during the Meeting.
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### **25. Observers at General Meetings**

- 25.1 Observers may attend a General Meeting unless the Presiding Officer determines, at his or her discretion, that observers are not permitted to attend part of that meeting.
- 25.2 An observer is entitled to speak at a General Meeting only if permitted or invited by the Presiding Officer to do so.
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### **26. Voting**

#### **Voting Rights**

- 26.1 Subject to sub-clause 26.2, every person present at a General Meeting who is:
- (a) a Voting Delegate; or
  - (b) an authorised proxy of a Member Organisation,
- has one vote.
- 26.2 A Voting Delegate who is an authorised proxy of one or more other Member Organisations has one vote plus, subject to sub-clause 27.4, votes equal to the number of proxies that person holds at the meeting.
- 26.3 The Presiding Officer does not have a casting vote. If an equal number of votes is cast for and against a resolution that requires a majority, the matter is decided in the negative.
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**Method of voting**

- 26.4 Any motion put to the vote at a General Meeting must be decided on a show of hands, unless a secret ballot is required under this Constitution.
- 26.5 The use of a secret ballot to cast votes must be in accordance with the rules of procedure for that General Meeting.

**Proposing motions and resolutions at the meeting**

- 26.6 The Board may appoint a Resolutions Committee to assist Member Organisations with motions and resolutions to be proposed at a General Meeting.

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**27. Proxy**

- 27.1 A Member Organisation that notifies the Chief Executive Officer that it is not sending a Voting Delegate to a General Meeting may appoint a delegate of another Member Organisation who is attending the meeting to act as its proxy to vote on its behalf at a General Meeting.
- 27.2 The notice under sub-clause 27.1 must be:
- (a) in writing in the form approved by the Board;
  - (b) signed by the Chair or President of the Member Organisation; and
  - (c) received by the Chief Executive Officer at least 14 calendar days before any General Meeting at which the Member Organisation proposes to cast its vote by proxy.
- 27.3 A Member Organisation may instruct its authorised proxy to vote in favour of or against each proposed resolution or motion, or to vote as he or she sees fit at the time of the meeting.
- 27.4 A person may act as an authorised proxy for any number of Member Organisations that provide instructions under clause 27.3.
- 27.5 A person may act as an authorised proxy for a maximum of two Member Organisations that do not provide instructions under sub-clause 27.3.
- 27.6 A Member Organisation may revoke its appointment of a proxy and appoint a different proxy in accordance with sub-clause 27.1 by notifying the Chief Executive Officer.
- 27.7 The notice under sub-clause 27.6 must be:
- (a) in writing in the form approved by the Board;
  - (b) signed by the Chair or President of the Member Organisation; and
  - (c) received by the Chief Executive Officer at least 24 hours before any General Meeting at which the Member Organisation proposes to cast its vote by proxy.
- 27.8 The Chief Executive Officer must verify the total number of proxies held by each person present at the relevant General Meeting.
- 27.9 The Presiding Officer of the General Meeting must not recognise a person as an authorised proxy of a Member Organisation unless the Chief Executive Officer has received a notice that names that person and complies with clause 27.

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## **PART E – EXECUTIVE BOARD**

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### **28. Executive Board**

#### **Composition**

28.1 The Board must consist of a minimum of seven and a maximum of nine Board Members.

28.2 The Board must comprise:

- (a) the President;
- (b) the Vice President;
- (c) up to six members elected to the Board by the Member Organisations in each Region consistent with clause 31 (referred to as a “Regional Board Member”);
- (d) up to two members elected to the Board by all Member Organisations consistent with clause 32 (referred to as a “General Board Member”); and
- (e) if there are six Regional Board Members, up to one General Board Member.

28.3 To avoid doubt:

- (a) the inclusion of General Board Members is optional and subject to the Board’s determination under sub-clause 32.1;
- (b) if there are less than six Regional Board Members, there may be up to two General Board Members; and
- (c) if there are six Regional Board Members, there may be up to one General Board Member.

28.4 Each Board Member is a charity trustee of the WCPT under the Act.

28.5 Only one member from any Member Organisation may be elected or appointed to the Executive Board at any time.

#### **Eligibility**

28.6 Each Board Member, including the President and Vice President must:

- (a) be eligible under this Constitution to serve in the position he or she holds on the Board; and
- (b) expressly acknowledge his or her acceptance of, and commitment to comply with, the Board Member duties under clause 39 and the Act.

#### **Duty to act in best interests of the WCPT**

28.7 Each Board Member, including the President and Vice President, must act in the best interests of the WCPT, consistent with this Constitution and the Act, when exercising the powers and performing the functions of a Board Member.

#### **Limit on consecutive terms**

28.8 A person may remain on the Board for a maximum of three consecutive terms regardless of the position or positions he or she holds in that period.

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28.9 A person, after serving three consecutive terms on the Board, is not eligible to be elected or appointed as a Board Member for at least four years after the date his or her third term on the Board ceases.

28.10 To avoid doubt:

- (a) sub-clauses 28.8 and 28.9 do not apply until this Constitution commences under sub-clause 70.1; and
- (b) the end dates for the Board Members specified in sub-clause 70.3 apply despite sub-clauses 28.8 and 28.9.

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## **29. President**

### **Nominations**

29.1 Nominations for the position of President must be:

- (a) submitted in writing to the Chief Executive Officer in a form approved by the Board;
- (b) approved by two Member Organisations, including the nominee's own; and
- (c) received by the Chief Executive Officer at least 180 calendar days before the next General Meeting;

### **Eligibility**

29.2 To be nominated for the position of President, an individual must:

- (a) be a physical therapist member of a Member Organisation that complies with its duties under clause 10; and
- (b) have served for a period of at least two years on the governing body of a Member Organisation.

### **Election of President**

29.3 If more than one person is nominated for the position of President, the Member Organisations must elect the President in accordance with sub-clause 33 and the rules of procedure for the meeting.

29.4 If only one person is nominated for the position of President, the Member Organisations must, by a resolution passed by a majority vote (including votes cast by Voting Delegates present and votes cast by proxy in accordance with this Constitution), decide to:

- (a) appoint the sole nominee as the President without an election; or
- (b) elect the President in accordance with sub-clause 33 and the rules of procedure for the meeting.

### **Term of President**

29.5 Each President's term:

- (a) commences immediately after the WCPT Congress held in conjunction with the General Meeting at which he or she is elected or appointed; and
- (b) ends immediately after the WCPT Congress held in conjunction with the General Meeting in the fourth year after his or her term commenced unless he or she ceases to hold the position earlier in accordance with this Constitution.

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29.6 Subject to meeting the relevant eligibility requirements, a person whose term as President will cease under sub-clause 29.5(b):

- (a) may be nominated as President in accordance with sub-clause 29.1 only if he or she is serving his or her first or second consecutive term as a Board Member; and
- (b) is not eligible to be nominated for any other position on the Board.

### **President's Powers**

29.7 The President:

- (a) is the primary representative of the WCPT;
- (b) has the right to attend and speak at meetings of any committees or working groups established by the Board;
- (c) has the right to attend and speak at meetings in any Region;
- (d) has the right to attend and speak at meetings held by any Subgroup;
- (e) has any other powers and authority of the Board under this Constitution and the Act as lawfully delegated by the Board; and
- (f) must exercise all powers and authority in accordance with the Board's direction, to further the Objects of the WCPT in a manner consistent with this Constitution and the Act.

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## **30. Vice President**

### **Nominations**

30.1 Nominations for the position of Vice President must be:

- (a) submitted in writing to the Chief Executive Officer in a form approved by the Board;
- (b) approved by two Member Organisations, including the nominee's own; and
- (c) received by the Chief Executive Officer at least 180 calendar days before the next General Meeting;

### **Eligibility**

30.2 To be nominated for the position of Vice President, an individual must:

- (a) be a physical therapist member of a Member Organisation that complies with its duties under clause 10; and
- (b) have served for a period of at least two years on the governing body of a Member Organisation.

### **Election of Vice President**

30.3 If more than one person is nominated for the position of Vice President, the Member Organisations must elect the Vice President in accordance with sub-clause 33 and the rules of procedure for the meeting.

30.4 If only one person is nominated for the position of Vice President, the Member Organisations must, by a resolution passed by a majority of Member Organisations entitled to vote decide to:

- (a) appoint the sole nominee as the Vice President without an election; or

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- (b) elect the Vice President in accordance with sub-clause 33 and the rules of procedure for the meeting.

### **Term of Vice President**

30.5 Each Vice President's term:

- (a) commences immediately after the WCPT Congress held in conjunction with the General Meeting at which he or she is elected or appointed; and
- (b) ends immediately after the WCPT Congress held in conjunction with the General Meeting in the fourth year after his or her term commenced unless he or she ceases to hold the position earlier in accordance with this Constitution.

30.6 Subject to meeting the relevant eligibility requirements, a person whose term as Vice President will cease under sub-clause 30.5(b):

- (a) may be nominated as President or Vice President in accordance with this Constitution only if he or she is serving his or her first or second consecutive term as a Board Member; and
- (b) is not eligible to be nominated for any other position on the Board.

### **Vice President's Powers**

30.7 The Vice President:

- (a) has any powers and authority of the Board under this Constitution and the Act as lawfully delegated by the Board; and
- (b) must exercise all powers and authority in accordance with the Board's direction, to further the Objects of the WCPT in a manner consistent with this Constitution and the Act.

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## **31. Regional Board Members**

### **Election**

31.1 The Member Organisations within each Region must elect a Regional Board Member in accordance with this Constitution and the Regulations.

31.2 Unless sub-clause 31.3 applies, the timing of the election for the position of Regional Board Member for each Region will be determined by the Executive Committee of the respective Region in accordance with this Constitution, the Regulations and any governing document of that Region.

31.3 The timing of an election to fill a casual vacancy for any Regional Board Member position will be determined by the Chief Executive Officer in consultation with the the Executive Committee of the respective Region in accordance with this Constitution and the Regulations.

### **Nominations**

31.4 Nominations of individuals for the position of Regional Board Member for a Region must be:

- (a) submitted to the Chief Executive Officer in writing in a form approved by the Board;
- (b) approved by the nominee's Member Organisation; and
- (c) received by the Chief Executive Officer:
  - (i) at least 30 calendar days before an election to fill a casual vacancy for any Regional Board Member position; and

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- (ii) at least 120 calendar days before any other election for the position of Regional Board Member for a Region.

### **Eligibility**

31.5 To be nominated for the position of Regional Board Member for a Region, an individual must be a physical therapist member of a Member Organisation within the respective Region that complies with its duties under clause 10.

### **Election of Regional Board Member**

31.6 If more than one person is nominated for the position of Regional Board Member for a Region, the Member Organisations within the respective Region must elect the Regional Board Member in accordance with this Constitution and the Regulations.

31.7 If only one person is nominated for the position of the Regional Board Member for a Region, the Member Organisations within the respective Region must, by a resolution passed by a majority of Member Organisations within the respective Region entitled to vote, decide to:

- (a) appoint the sole nominee as the Regional Board Member for the respective Region without an election; or
- (b) elect the Regional Board Member in accordance with this Constitution and the Regulations.

### **Term**

31.8 The term of each Regional Board Member:

- (a) commences immediately after he or she is elected or appointed; and
- (b) ends immediately after the election or appointment of a new Regional Board Member for the respective Region in the fourth year after the term commenced unless he or she ceases to hold the position earlier in accordance with this Constitution.

31.9 Subject to meeting the relevant eligibility requirements, a Regional Board Member who is serving his or her first or second term on the Board may be:

- (a) nominated as President in accordance with sub-clause 29.1;
- (b) nominated as Vice President in accordance with sub-clause 30.1; or
- (c) re-nominated as a Regional Board Member in accordance with this Constitution.

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## **32. General Board Members**

### **Number and attributes of General Board Members**

32.1 The Board may determine:

- (a) whether the Board will include any General Board Members; and
- (b) the attributes required by any such General Board Members.

32.2 The attributes under sub-clause 32.1(b) include the skills, qualifications and knowledge that will complement the attributes of the other Board Members, including the President and Vice President, in the context of the Board's powers under clause 38.

32.3 The Board may establish a committee or working group to provide advice on the attributes required under sub-clause 32.1(b).

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32.4 To avoid doubt, any committee or working group established under sub-clause 32.3 does not have the power to prevent any nominations for General Board Member positions under sub-clause 32.5.

### **Nominations**

32.5 Nominations for any General Board Member positions determined by the Board under sub-clause 32.1, must be:

- (a) submitted in writing to the Chief Executive Officer in a form and in a manner approved by the Board;
- (b) approved by two Member Organisations, this includes the nominee's own if the nominee is a member; and
- (c) received by the Chief Executive Officer in accordance with the Regulations.

### **Eligibility**

32.6 To be elected or appointed to the position of a General Board Member in accordance with this Constitution, a person must have the attributes determined by the Board under sub-clause 32.1.

### **Election of General Board Members**

32.7 If the number of people nominated for any positions as a General Board Member exceeds the number of vacant positions, the Member Organisations must elect each General Board Member in accordance with this Constitution and the Regulations.

32.8 If the number of people nominated as a General Board Member who meet the eligibility requirements equals the number of vacant positions, the Member Organisations must, by a resolution passed by a majority of Member Organisations entitled to vote, decide to:

- (a) appoint each nominee as a General Board Member without an election; or
- (b) elect each General Board Member in accordance with this Constitution and the Regulations.

### **Term of General Board Members**

32.9 The term of each General Board Member:

- (a) commences immediately after he or she is elected or appointed; and
- (b) ends in the second year after his or her term commenced unless he or she ceases to hold the position earlier in accordance with this Constitution.

32.10 Subject to sub-clause 32.6, a person whose first term as a General Board Member will cease under sub-clause 32.9(b) may be re-nominated as a General Board Member in accordance with sub-clause 32.5 for one further term.

32.11 A person who is serving his or her second consecutive term as a General Board Member is not eligible to be nominated for any position on the Board.

32.12 A person who is serving as a General Board Member is not eligible to be nominated as President or Vice President at any time.

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## **33. Elections**

### **President and Vice President**

33.1 The elections for the President and Vice President:

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- (a) must be conducted by separate secret ballots at a General Meeting; and
  - (b) must each be decided by a majority vote of Member Organisations entitled to vote.
- 33.2 If there is no majority vote on the first ballot, the name of the candidate who received the least votes in that ballot is excluded and a further ballot is conducted.
- 33.3 If there is no majority vote on the further ballot, the process at sub-clause 33.2 is repeated until the election is decided by a majority vote.

#### **Regional Board Members**

- 33.4 The election for each Regional Board Member position must be decided by a majority vote of Member Organisations within the respective Region entitled to vote.

#### **General Board Members**

- 33.5 The election for any General Board Member position must be decided by a majority vote of Member Organisations entitled to vote.

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### **34. Benefits and Payments to Board Members**

- 34.1 Notwithstanding sub-clause 62.2, and subject to sub-clause 62.5, the Member Organisations may by a resolution passed by a majority of Member Organisations entitled to vote approve the payment of:
- (a) partial compensation for loss of earnings incurred by the President and Vice President caused by time away from his or her usual work due to the needs of the WCPT or its Member Organisations; and/or
  - (b) a sitting fee to Board Members, excluding the President and Vice President, as partial compensation for loss of earnings incurred by a Board Member caused by time away from his or her usual work due to attendance in person at a Board Meeting.
- 34.2 Any payment under sub-clause 34.1 it must not be in the form of a salary and must comply with the Act, including any prior approval by the Commission required under the Act.
- 34.3 The WCPT must also pay travelling and other reasonable expenses that a Board Member properly incurs on the WCPT's business.
- 34.4 A Board Member may receive a benefit from the WCPT as a member of a Member Organisation provided that benefit is available generally to members of Member Organisations.

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### **35. Removal and resignation of Board Members**

- 35.1 The Member Organisations may by a resolution passed by at least two thirds of all votes cast at an Extraordinary General Meeting (including votes cast by Voting Delegates present and votes cast by proxy in accordance with this Constitution) remove the President or Vice President at any time.
- 35.2 The position of a Board Member becomes vacant if the Board Member, including the President or Vice President:
- (a) dies;
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a charity trustee because of any order made under the Act;

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- (d) becomes of unsound mind or his or her estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) is removed from office in accordance with this Constitution or the Act;
  - (f) resigns his or her office by written notice to the Chief Executive Officer;
  - (g) ceases to meet the relevant eligibility criteria to serve in his or her position as a Board Member;
  - (h) is found guilty of an offence of professional misconduct or conduct discreditable to the physical therapy profession;
  - (i) is absent from all Board meetings for a period of 180 calendar days without permission of the Board or a reasonable excuse;
  - (j) holds any office of profit under the WCPT without the Board's consent; or
  - (k) is directly or indirectly interested in any contract or proposed contract with the WCPT, except as permitted under this Constitution and the Act.
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### **36. Casual Vacancy**

- 36.1 If the position of President becomes vacant under clause 35, or if the President becomes incapable of performing his or her duties, the Vice President will fill the position of President and resign his or her office as Vice President by written notice to the Chief Executive Officer.
- 36.2 If the position of Vice President becomes vacant under clause 35 or due to sub-clause 36.1, or if the Vice President becomes incapable of performing his or her duties, the Board will elect a Regional Board Member to fill the position of Vice President.
- 36.3 A Regional Board elected to fill the position of Vice President under sub-clause 36.2 must resign his or her office as Regional Board Member by written notice to the Chief Executive Officer and the Region.
- 36.4 If the position of a Regional Board Member becomes vacant under clause 35 or due to sub-clause 36.3, or if a Regional Board Member becomes incapable of performing his or her duties, the position must be filled in accordance with clause 31.
- 36.5 If the position of a General Board Member becomes vacant under clause 35, or if a General Board Member becomes incapable of performing his or her duties, the position may be filled in accordance with clause 32.
- 36.6 Any Board Member appointed or elected to fill a casual vacancy under clause 36 will hold office for the balance of the term of the Board Member whose position is being filled and at the end of that term, he or she will be deemed to have served an entire term.
- 36.7 To avoid doubt:
  - (a) sub-clause 36.6 does not apply until this Constitution commences under sub-clause 70.1; and
  - (b) the number of consecutive terms for Board Members specified in sub-clause 70.3 apply despite sub-clause 36.6.

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### **37. Conflicts of interest and conflicts of loyalty**

- 37.1 A Board Member must, at start of his or her term, at each meeting and at any time on request by the Board or Chief Executive Officer:

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- (a) make a written or verbal declaration to the Board of any direct or indirect interest in, or loyalty to, any other organisation or body which could or might be perceived by others to be, in conflict with advancing the Objects of the WCPT or with his or her duties as a Board Member;
  - (b) make a written or verbal declaration to the Board of any direct or indirect personal interest or loyalty, including financial interest, in a proposed transaction or arrangement with the WCPT or in any existing transaction or arrangement with the WCPT which has not previously been declared; and
  - (c) absent themselves from any discussion or decision on a matter when the Board decides it is possible that a conflict of interest or conflict of loyalty will arise between an interest or loyalty declared in accordance with sub-clause 37.1 and the Board Member's duty to act solely in the best interests of the WCPT and to further the Objects of the WCPT.
- 37.2 Any Board Member who is absent in accordance with clause 37 must not be counted as part of the quorum in any decision of the Board on the matter.
- 37.3 The Chief Executive Officer must maintain a register of all interests and loyalties declared and conflicts managed under clause 37.
- 37.4 The Board must make the register maintained under sub-clause 37.3 available to Member Organisations on request.
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## **PART F - POWERS AND DUTIES OF EXECUTIVE BOARD**

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### **38. Powers**

38.1 The Board must:

- (a) control and manage the business and affairs of the WCPT consistent with the Act, this Constitution and any policy directions of the General Meeting;
- (b) exercise all such power and do all such things as may be exercised or done by the Board under this Constitution and the Act;
- (c) determine the location of the WCPT's principal office;
- (d) appoint, suspend or remove a Chief Executive Officer on such terms, conditions and remuneration as the Board thinks fit;
- (e) vest in the Chief Executive Officer such powers and authority as the Board may determine, consistent with this Constitution and the Act;
- (f) provide for an annual financial audit as required by the Act;
- (g) submit an annual report of the WCPT's activities and finances to each Member Organisation;
- (h) make provisions and set conditions for holding the WCPT Congresses;
- (i) review activities of Member Organisations, Regions and Subgroups;
- (j) make awards to recognise individuals and Member Organisations according to criteria;
- (k) perform any other activities and take such other steps, including but without limitation, obtaining insurance guarantees and indemnities as are ancillary to and appropriate to carry out the Objects of the WCPT; and

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- (l) operate one or more trading arms established for the purpose of further securing the Objects of the WCPT,

except for anything which this Constitution or the Act requires to be exercised or implemented by the WCPT in General Meeting.

- 38.2 No action may be taken against the Board for any act or decision it makes in good faith, in the best interests of the WCPT and in accordance with this Constitution, if there is a subsequent resolution at a General Meeting invalidating the Board's act or decision.
- 38.3 Sub-clause 38.2 does not apply if the Board is reckless, intentionally dishonest or fails to act in good faith, in the best interests of the WCPT.

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### **39. Duties**

- 39.1 Each Board Member, including the President and Vice President, must:
- (a) comply with his or her duties as a charity trustee under the Act;
  - (b) exercise his or her powers and perform his or her functions as a Board Member in the way he or she decides in good faith would be most likely to further the Objects of the WCPT; and
  - (c) exercise, in the performance of his or her functions as a Board Member, a level of care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or holds himself or herself out as having.

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## **PART G - MEETINGS OF EXECUTIVE BOARD**

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### **40. Board Meetings**

- 40.1 The Board must meet at least once each calendar year in person.
- 40.2 The Board may adjourn and otherwise regulate its meetings and proceedings.
- 40.3 A majority of Board Members may request an extraordinary Board meeting and that meeting must be convened within 30 calendar days of stating the agenda.
- 40.4 The Chief Executive Officer must give each Board Member written notice of a Board meeting in accordance with the Regulations.
- 40.5 A Board meeting may be held using any technology agreed by all the Board Members.
- 40.6 The President chairs all Board meetings unless he or she appoints another Board Member to chair the meeting under sub-clause 40.7.
- 40.7 The President may, at his or her sole discretion, appoint another Board Member to chair a Board Meeting.

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### **41. Quorum**

- 41.1 No business can be transacted at a Board meeting unless a quorum is present.
- 41.2 The quorum at any Board meeting is two thirds of all Board Members in office at the time of the meeting, one of whom must be the President or Vice President.

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## **42. Decisions at Board Meetings**

- 42.1 All decisions at Board Meetings are determined by the Board Members present at the meeting.
- 42.2 While it is preferred that the Board reaches decisions by consensus, if this is not possible, a decision supported by a majority of the votes cast at a meeting at which a quorum is present, is the decision.
- 42.3 The Board Member chairing the Board meeting has a second or casting vote if the vote on a resolution is tied.

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## **43. Decisions outside Board Meeting**

- 43.1 The Board may adopt procedures for making decisions outside a Board Meeting.
- 43.2 A record of any decisions made outside a Board Meeting must be included in the Agenda for the next Board Meeting.

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## **44. Standing Committees**

- 44.1 The Board must establish the following Standing Committees in accordance with the Regulations:
  - (a) WCPT Membership Committee;
  - (b) WCPT Finance Committee; and
  - (c) WCPT Appeals Committee.
- 44.2 The Board may, in consultation with Member Organisations, establish one or more other Standing Committees in accordance with the Regulations.
- 44.3 Each Standing Committee must provide advice and guidance to the Board on exercising its relevant powers and/or functions under this Constitution but cannot bind the WCPT or the Board.
- 44.4 The Board cannot delegate any of its powers and/or functions to a Standing Committee.
- 44.5 All Standing Committees must comply with any directions given by the Board or arising from a resolution passed by the Member Organisations.
- 44.6 All Standing Committees must operate in accordance with the Regulations.

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## **45. Working Groups**

- 45.1 The Board may, at its discretion and in consultation with Member Organisations, appoint one or more working groups for a defined term.
- 45.2 Each working group must provide advice and guidance to the Board on specific issues and projects.
- 45.3 Each working group must be established in accordance with the Regulations and consist of nominees from Member Organisations who have the skills, qualifications and knowledge determined by the Board to be consistent with the needs of the specific project.
- 45.4 Each working group must only act in an advisory capacity and cannot bind the WCPT or the Board.
- 45.5 Each working group must operate in accordance with any directions given by the Board or arising from a resolution passed by the Member Organisations.
- 45.6 All working groups must operate in accordance with the Regulations.

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## PART H – REGIONS

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### **46. Establishment and purpose**

- 46.1 The Board may establish up to six Regions within the WCPT based on:
- (a) the needs of the WCPT and its Member Organisations;
  - (b) the geographic location of Member Organisations; or
  - (c) any other criteria determined by the Board.
- 46.2 The name of each Region must be either “The .... Region of the WCPT” or “The WCPT .... Region”.
- 46.3 The Board must assign each Member Organisation to a Region in accordance with the Regulations and in consultation with that Member Organisation.
- 46.4 Any Region established under clause 46:
- (a) exists to assist the Board to further the Objects of the WCPT and develop physical therapy within that Region;
  - (b) must comply with the Regulations established by the Board;
  - (c) must gain approval by the Board before adopting or amending any governing documents or rules specific to the Region;
  - (d) may determine its specific activities based on its needs and resources; and
  - (e) must ensure its activities are consistent with advancing the Objects of the WCPT and all Member Organisations within that Region.
- 46.5 The Board must only approve governing documents or rules specific to a Region that further the Objects of the WCPT in that Region.
- 46.6 The Board may remove or amend any Regions based on the needs of the WCPT and its Member Organisations.

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### **47. Meetings**

- 47.1 Only physical therapist members of Member Organisations in the Region have the right to vote at Regional meetings.
- 47.2 The WCPT is not subject to or obligated by any decisions at Regional meetings.

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### **48. Financial arrangements**

- 48.1 The accounts and finances of each Region are separate and independent from the WCPT's accounts and finances.
- 48.2 The Member Organisations within the Region have sole responsibility for payment of all expenses incurred by the Region and settlement of all financial obligations of the Region.

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## **49. Regional Executive Committee**

- 49.1 Each Region must establish a Regional Executive Committee.
- 49.2 The majority of members of the Regional Executive Committee must be physical therapists.
- 49.3 The physical therapist members of the Regional Executive Committee must be members of different Member Organisations within the Region.
- 49.4 The Regional Board Member of the Executive Board elected by the Member Organisations within the Region has the right to attend and speak at meetings of the Regional Executive Committee but is generally not a member of the Regional Executive Committee.

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## **50. Relationship with the WCPT**

- 50.1 The President, Vice President and Chief Executive Officer have the right to attend and speak on behalf of the WCPT at meetings in the Region.
- 50.2 Each Region must provide a financial report and report on its activities to the Board at least once each year, and at the Board's request.
- 50.3 Documents and information provided by a Region to the Board or Chief Executive Officer must be in the official language of the WCPT consistent with this Constitution.
- 50.4 The Regions are subject to direction by the Board and must comply with the Regulations established by the Board.

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## **PART I – SUBGROUPS**

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### **51. Eligibility**

- 51.1 Subgroups must:
- (a) be composed of at least ten groups of physical therapist members of different Member Organisations;
  - (b) have a specific area of interest relevant to physical therapy; and
  - (c) be organised to exchange scientific knowledge and promote the advancement of physical therapy consistent with the Objects of the WCPT.
- 51.2 The groups of physical therapist members that make up a Subgroup must be:
- (a) either a Member Organisation or a group endorsed by a Member Organisation; and
  - (b) from at least three different Regions.
- 51.3 The majority of members of the Subgroup's governing body must be physical therapist members of different Membership Organisations.

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### **52. Approval**

- 52.1 Subgroups must:
- (a) be approved by the Board as a Subgroup in accordance with the Regulations;

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- (b) gain approval by the Board before amending any governing documents; and
  - (c) continue to meet the eligibility requirements under clause 51.

52.2 All groups of physical therapist members that make up a Subgroup must be confirmed and re-endorsed by the relevant Member Organisations at least 90 calendar days before each Congress General Meeting in accordance with the Regulations.

52.3 Each Subgroup's approval must be confirmed at each Congress General Meeting by a resolution passed by a majority vote (including votes cast by Voting Delegates present and votes cast by proxy in accordance with this Constitution).

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### **53. Rights**

53.1 Subgroups may send a Non-Voting Delegate to any General Meeting.

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### **54. Financial arrangements**

54.1 The accounts and finances of each Subgroup are separate and independent from the WCPT's accounts and finances.

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### **55. Relationship with the WCPT**

55.1 Any Board Member, the Chief Executive Officer or a person nominated by the Board has the right to attend and speak on behalf of the Board at any Subgroup meetings.

55.2 Each Subgroup must provide its governing documents, a financial report and a report on its activities to the Board at least 90 calendar days before each Congress General Meeting, and at the Board's request.

55.3 Documents and information provided by a Subgroup to the Board or Chief Executive Officer must be in the official language of the WCPT consistent with clause 66.

55.4 The Subgroups are subject to direction by the Board and must comply with the Regulations established by the Board.

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### **56. Resignation or withdrawal of approval**

56.1 A Subgroup may give written notice of its resignation from the WCPT to the Chief Executive Officer at any time.

56.2 The Board may make a recommendation to the Member Organisations to withdraw approval of a Subgroup at a General Meeting in accordance with the Regulations.

56.3 The Member Organisations must consider the Board's recommendation and, by a resolution passed by at least two thirds of all votes cast at the General Meeting (including votes cast by Voting Delegates present and votes cast by proxy in accordance with this Constitution), may withdraw approval of the Subgroup.

56.4 The decision by the Member Organisations to withdraw approval in accordance with this Constitution is final.

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## PART J - RECORDS

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### 57. Financial Records

- 57.1 The Board must keep the financial records required by the Act.
- 57.2 The financial records must be audited as required by the Act.
- 57.3 The audited financial records must be provided to Member Organisations as required by the Act and this Constitution.

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### 58. Registers

- 58.1 The Board must keep the registers required by the Act.
- 58.2 The Board must make the registers available to Member Organisations as required by the Act.
- 58.3 The Chief Executive Officer must ensure the registers of the WCPT are accurate and up to date.

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### 59. Minutes

- 59.1 The Board must keep the minutes required by the Act.
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## PART K - OTHER

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### 60. Notices

- 60.1 Notices in this Constitution must be in writing and, subject to any requirements in the Act, may be provided using one or more of the following methods:
- (a) personally;
  - (b) by post;
  - (c) by facsimile;
  - (d) by email;
  - (e) by text message; or
  - (f) in another electronic form.

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### 61. Use of electronic communication

- 61.1 Unless stated otherwise, communication required by this Constitution or the Regulations may be in electronic form, subject to that communication being authenticated in a manner acceptable to the Board.
- 61.2 Electronic communication must be sent to an address specified by the recipient for that purpose.
- 61.3 By providing an email address, text message address or similar, a recipient has agreed to receive communications in electronic form, unless the recipient has specified otherwise.

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- 61.4 The Board and Chief Executive Officer may, subject to compliance with any legal requirements, use electronic communication to:
- (a) provide any written notice required under this Constitution, the Regulations or rules of procedure; and
  - (b) submit any proposal or recommendation to the Member Organisations for decision by written resolution in accordance with clause 11.3.
- 61.5 The Board and Chief Executive Officer must take reasonable steps to track receipt of any electronic communication sent to Member Organisations under sub-clause 61.4.
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## **62. Application of Income and Property**

- 62.1 The income and property of the WCPT must be applied solely towards the promotion of the Objects.
- 62.2 The WCPT must not pay or transfer (directly or indirectly) by way of dividend, bonus or otherwise any portion of the income or property to any Member Organisation or Board Member.
- 62.3 Notwithstanding sub-clause 62.2, and subject to prior approval by a resolution passed by a majority of Member Organisations entitled to vote, a Board Member may benefit from Board Member indemnity insurance cover purchased at the WCPT's expense in accordance with, and subject to the conditions in, section 189 of the Act.
- 62.4 Notwithstanding sub-clause 62.2, and subject to prior approval by a resolution passed by a majority of Member Organisations entitled to vote, the WCPT may pay any Member Organisation in good faith:
- (a) reasonable and proper remuneration for any services rendered or goods supplied in the ordinary and usual course of business to the WCPT;
  - (b) reimbursement for any reasonable and proper expenses incurred by any Member Organisation on behalf of the WCPT; and
  - (c) for any other bona fide reason or purpose for the attainment of the Objects.
- 62.5 Notwithstanding sub-clause 62.2, only with prior approval by a resolution passed by a majority of Member Organisations entitled to vote and subject to any approval by the Commission required under the Act, the WCPT may pay in good faith to any Board Member:
- (a) any benefit or payment authorised by clause 34;
  - (b) reimbursement for reasonable and proper expenses incurred by the Board Member in the performance of any duty as a Board Member where the amount payable is within the budget approved by a resolution passed by a majority of Member Organisations entitled to vote; and
  - (c) reasonable and proper remuneration for any service rendered to the WCPT by the Board Member in a professional or technical capacity, other than in his or her capacity as a charity trustee, where the amount payable is within the budget approved by a resolution passed by a majority of Member Organisations entitled to vote.
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## **63. Members Liability**

- 63.1 If the WCPT is wound up or dissolved, the Member Organisations and current and past Board Members have no liability to contribute to the assets and no personal responsibility for settling its debts and liabilities.
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## **64. Winding up or dissolution**

- 64.1 Subject to sub-clause 64.2, the Board must apply to the Commission to dissolve the WCPT if a resolution to make an application for dissolution (“a dissolution resolution”) is passed in accordance with the Act.
- 64.2 A dissolution resolution requires:
- (a) the presence of Voting Delegates from two thirds of the Member Organisations at the Extraordinary General Meeting convened to consider the proposed resolution; and
  - (b) a resolution passed by at least 75% of all votes cast at the Extraordinary General Meeting (including votes cast by Voting Delegates present and votes cast by proxy in accordance with this Constitution).
- 64.3 If, upon the winding-up or dissolution of the WCPT, there remains any property, after all its debts and liabilities are settled or otherwise provided for in full in accordance with legal requirements, the property must:
- (a) be given or transferred to another international organisation:
    - (i) having objects similar to the WCPT’s Objects; and
    - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the WCPT under this Constitution,
  - (b) not be paid to or distributed among the Member Organisations.
- 64.4 The Board must determine before the time of the winding-up or application to the Commission to dissolve the WCPT, the organisation which the property will be transferred to under sub-clause 64.1.

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## **65. Indemnity**

- 65.1 Every person who is or has been a:
- (a) Board Member;
  - (b) officer; or
  - (c) employee of the WCPT,
- is indemnified, to the maximum extent permitted by the law, out of the property of the WCPT.
- 65.2 Subject to sub-clause 65.4, the WCPT indemnifies the persons referred to in sub-clause 65.1 against any liability for costs and expenses incurred by that person:
- (a) in defending any proceedings (whether civil or criminal) relating to that person’s position with the WCPT; or
  - (b) in connection with any administrative proceedings (whether civil or criminal) relating to that person’s position with the WCPT; or
  - (c) in connection with any application in relation to any proceedings (whether civil or criminal) relating to that person’s position with the WCPT.
- 65.3 The indemnity in sub-clause 65.2 only applies if:
- (a) judgment is given in that person’s favour; or

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- (b) the person is acquitted; or
  - (c) the proceedings are withdrawn before judgment; or
  - (d) relief is granted to that person under the Act by a court.

65.4 The indemnity in this clause does not apply to a liability arising out of conduct involving dishonesty or a lack of good faith.

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## **66. Language**

66.1 The official language of the WCPT is English.

66.2 The official language must be used for all meetings and documents referred to in this Constitution and for all official documents of the WCPT.

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## **67. Alterations to Constitution**

67.1 This Constitution may be amended and repealed by a resolution passed by at least 75% of all votes cast at a General Meeting (including votes cast by Voting Delegates present and votes cast by proxy in accordance with this Constitution).

67.2 Any such resolution takes effect when the Commission records it in the register of charities in accordance with the Act.

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## **68. Regulations**

68.1 The Board may at any time formulate, approve, issue, adopt, interpret and amend such Regulations as the Board, in consultation with the Member Organisations, Regions and Subgroups, may consider necessary or desirable for:

- (a) the proper conduct, management and administration of the WCPT; and
- (b) the advancement of the Objects.

68.2 All Regulations must be:

- (a) developed in consultation with the Member Organisations, Regions and Subgroups; and
- (b) consistent with this Constitution and the Act.

68.3 All Regulations made under this clause are binding on the WCPT and its Member Organisations, Regions and Subgroups.

68.4 The Chief Executive Officer must provide a copy of any current Regulations to Member Organisations, Regions and Subgroups on request.

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## **69. Disputes**

69.1 If a dispute arises between the Board, Member Organisations, Regions or Subgroups about the validity or appropriateness of anything done by the Board, Member Organisations, Regions or Subgroups under this Constitution or the Regulations, and the dispute cannot be resolved by agreement, the parties to the dispute must try in good faith to settle the dispute by mediation before resorting to legal measures.

69.2 The laws of England apply to any disputes between the Board, Member Organisations, Regions or Subgroups of the WCPT.

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## 70. Transition

### Commencement

70.1 This Constitution commences when the Commission records it in the register of charities in accordance with the Act.

### Member Organisations

70.2 Any organisation whose name is entered in the register of Member Organisations immediately before the commencement of this Constitution is, upon commencement of this Constitution:

- (a) taken to be a Member Organisation under this Constitution; and
- (b) bound by any rights and obligations of Member Organisations under this Constitution.

### Executive Board

70.3 Despite clause 28, any person who is a Board Member, including President or Vice President, immediately before the commencement of this Constitution:

- (a) automatically becomes a Board Member under this Constitution;
- (b) unless his or her term ceases earlier under clause 35, he or she will continue to hold office under this Constitution in the position and until the date specified for him or her below; and
- (c) on the date specified for him or her below, will be taken to have served the number of consecutive terms as a Board Member specified for him or her below.

Position	Name of Board Member	End of current term	Number of consecutive terms at end of current term
President	Emma Stokes	2023	1
Vice President	Melissa Locke	2023	1
Regional Board Member (Africa)	Jean Damescene Gasherebuka	2023	1
Regional Board Member (Asia Western Pacific)	Yasushi Ichiyama	2023	1
Regional Board Member (European)	John Xerri de Caro	2021	1
Regional Board Member (North America Caribbean)	Stacey de Gale	2021	1
Regional Board Member (South America)	Daniel Wappenstein	2021	1

### Regions

70.4 Despite clause 46, each Region established by the Board immediately before the commencement of this Constitution is, upon commencement of this Constitution:

- (a) taken to be a Region established under this Constitution; and
- (b) bound by any rights and obligations of Regions established under this Constitution.

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**Subgroups**

- 70.5 Despite clause 52, each Subgroup approved by the WCPT immediately before the commencement of this Constitution is, upon commencement of this Constitution:
- (a) taken to be a Subgroup approved under this Constitution; and
  - (b) bound by any rights and obligations of Subgroups approved under this Constitution.