

# Ethiopian Social Work Professionals Association Bylaw

May 2016

Addis Ababa, Ethiopia.

Ethiopian Social Workers Professional Association (ESWPA)

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Addis Ababa, Ethiopia

### **Article 1: Establishment**

The professional association named Ethiopian Social Work Professionals Association was legally established on May 21, 2016

### **Article 2: Title**

In this charter, the professional association established will be referred to as "Ethiopian Social Work Professionals Association" from here on, it shall be referred to as "The Association."

### **Article 3: Founding Members List**

| No. | Full Name      |
|-----|----------------|
| 3.1 | Gulade Abdu    |
| 3.2 | Dawit Hussein  |
| 3.3 | Temesgen Sisay |
| 3.4 | Rediet Getnet  |
| 3.5 | Desta Mehari   |

### **Article 4: Objective**

The primary objective of The Association is to uphold the dignity and interests of the profession and its professionals. The objectives include:

- 4.1 Promoting the social work profession
- 4.2 Ensuring the rights and benefits of professionals
- 4.3 Participating in social services
- 4.4 Implementing social work principles
- 4.5 Advocating for human, social, and economic rights
- 4.6 Enhancing the capacity of professionals and institutions in the sector
- 4.7 Collaborating with international professional federations

## **Article 5: Fiscal Year**

The Association's fiscal year shall be from calendar January 1 to December 31.

## **Article 6: Definitions**

- 6.1 "Association" means the Ethiopian Social Work Professionals Association (Abbreviated as ESWPA) established by this charter.
- 6.2 "Agency" refers to the Civil Society Organizations Agency established by Proclamation No. 1133/2009.
- 6.3 "General Assembly" refers to the highest decision-making body of the Association composed of founding and regular members as per this charter.

## **Article 7: Regular Members**

To become a regular member, one must:

- 7.1 Be accepted by resolution of the General Assembly
- 7.2 Believe in and support the mission and vision of The Association
- 7.3 Be legally an adult
- 7.4 Accept the Bylaw, decisions, and directives of The Association
- 7.5 Be willing to pay membership and other dues
- 7.6 Not be legally barred from membership
- 7.7 Be qualified in the field of social work
- 7.8 Have professional experience in social work

## **Article 8: Honorary Members**

- 8.1 Those who are not regular members but have made significant contributions to The Association's mission or are experts in the field can be granted honorary membership.

8.2 Honorary members have no voting or election rights.

8.3 They are not obligated to pay dues unless voluntarily.

### **Article 9: Associate Members**

9.1 Professionals from outside the social work field

9.2 Those who support The Association's mission

9.3 Must fulfill obligations similar to regular members

9.4 Must abide by this charter

9.5 Do not have election or voting rights

### **Article 10: Member Rights**

10.1 All members have equal rights.

10.2 Membership in a professional association is an inalienable personal right.

10.3 Every member of The Association has the following rights:

10.3.1 The right to engage in any activities that support the objectives and missions of The Association;

10.3.2 The right to vote, to be elected to positions, and to receive information regarding the activities of The Association (note that this right does not extend to associate members);

10.3.3 The right to attend General Assembly meetings, to provide feedback, and to comment on the activities of The Association; and

10.3.4 The right for the member to be heard by the Board of Directors before a final decision regarding termination is made.

### **Article 11: Member Duties**

11.1 Each member must pay their membership dues punctually.

11.2 A member must settle any debts owed before they are removed from membership.

11.3 All members are required to follow the guidelines and decisions set forth by the General Assembly of The Association.

11.4 Members have the right to meet their obligations to The Association, protect The Association's property, and deliver its expected services.

11.5 Members are required to attend urgent and emergency meetings of The Association.

## **Article 12: Dues and Payments**

12.1 The timing and quantity of contributions and non-payments related to The Association shall be established by the General Assembly.

12.2 Anyone who does not make a payment within the timeframe set by the General Assembly shall incur a fine as per the General Assembly's decision.

12.3 A member who does not pay the fine imposed by the General Assembly for failing to pay membership dues shall not have the right to ignore or evade any liabilities until the member has settled their debts.

## **Article 13: Termination of Membership**

A member of The Association shall terminate him or her membership under the following circumstances:

13.1 Upon death,

13.2 If the General Assembly decides to dismiss them as a member according to this Bylaw or on another satisfactory grounds,

13.3 When it is proven through evidence that they have engaged in activities that undermine the dignity and existence of The Association, as determined by the General Assembly,

13.4 If The Association fails to participate properly in activities aimed at The Association's success, as determined by the General Assembly,

13.5 Following dismissal from membership by the General Assembly for a period of one year,

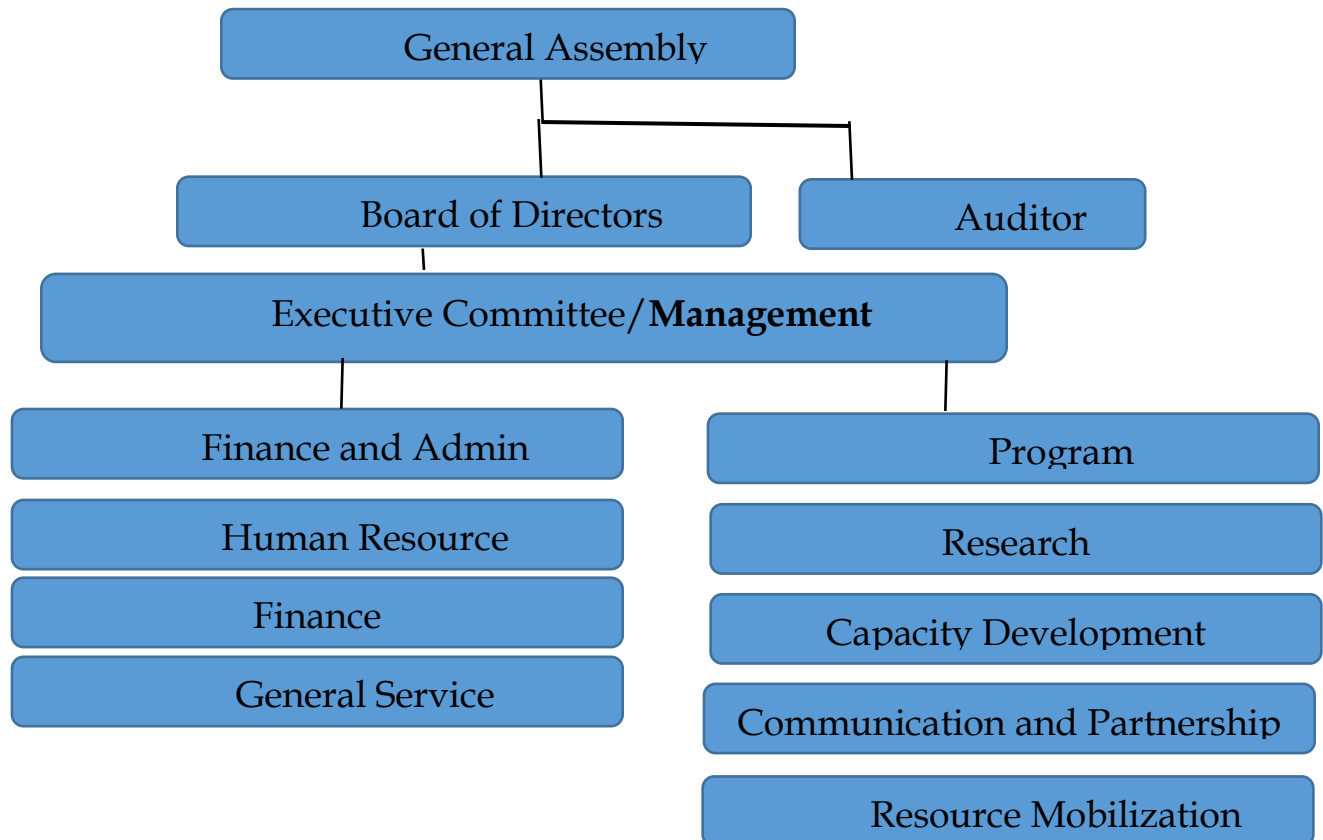
13.6 When an individual is stripped of their rights or privileges or removed from membership,

13.7 Upon submitting a written resignation request from their own consent as a member of The Association.

## **Article 14(1): Organizational Structure**

14.1 The Association will include a General Assembly, a Board of Directors, an Executive, an Auditor, an Accountant, a Treasurer, and various departments of the Executive branch.

14.3 The structure of The Association is outlined as follows”:



## **Article 14(2): Powers and Functions of the General Assembly**

The General Assembly is the highest decision-making body and has the authority to:

14.1 The General Assembly shall consist of the members mentioned in Article 7 of this Bylaw and shall have the following responsibilities and tasks in accordance with the provisions of the Bylaw and The Association:

14.1.1 The General Assembly is a member of The Association;

14.1.2 Review and approve the recommendations made by The Association.

14.1.3 Selects, dismisses, and determines the compensation of The Association as stipulated in the Bylaw;

14.1.4 Appoints a member of the Board, the Chairperson of the Assembly, the Deputy Chairperson, and the Secretary;

14.1.5 Shall make a conclusive decision regarding the relocation of The Association's headquarters and the establishment of branches;

14.1.6 Decides on the dissolution of The Association and the liquidation of its assets.

14.1.7 Approves the annual work report, financial statements, audit report and annual budget of The Association,

14.1.8 Approves the annual work program and plan and budget,

14.1.9 Decides on the policy and strategy issues of The Association,

14.1.10 Decides on the application for membership of The Association,

14.1.11 Investigates the case of a member who has not fulfilled his obligations as stated in Article 11 of this Bylaw and decides to cancel his membership,

14.1.12 Decides on the amount of membership fees and other payments and penalties,

14.1.13 Arranges for The Association's accounts to be audited by an external auditor,

14.1.14 It shall establish rules of procedure for the General Assembly Meeting,

14.1.15 The Association shall give the final decision to form a partnership with other charitable organizations and associations, or to merge or dissolve or change.

14.1.16 It shall decide on matters concerning The Association that do not fall under the powers and functions of other bodies of The Association.

14.1.17 When the general assembly finds it necessary, it may delegate and transfer the powers and functions granted under sub-articles (7), (8), (9), (14), (1.5), (1.10), (1.12) and (1.13) of this Bylaw to the leadership bodies of The Association or to a permanent or temporary committee it may establish.

14.1.18 The General Assembly shall make the final decision on the interpretation of this Bylaw, except where the matter conflicts with applicable laws.

### **Article 15: Voting at the General Assembly**

15.1 Any member present at a General Assembly meeting shall have only one vote on any matter on which he/she is entitled to vote.

15.2 Any ordinary member of The Association shall have equal voting rights.

15.3 Any member shall be present at the meeting in person unless the General Assembly expressly permits otherwise.

15.4 The voting procedure shall be fair, free and transparent.

15.5 Any member of The Association who has a dissenting opinion may express his/her dissenting opinion in writing at the General Assembly.

15.6 Any ordinary/full member of The Association may refer to the Agency if he/she believes that a decision passed by the General Assembly violates the laws of the country or the rules of The Association.

### **Article 16: Powers and Functions of the Executive Bodies of the General Assembly**

The General Assembly shall have a Chairperson, a Vice-Chairperson and a Secretary, and their powers and functions shall be as follows:

#### **16.1 The Chairperson of the General Assembly,**

16.1.1 Shall convene the meetings of the General Assembly and prepare the agendas together with the Secretary,

16.1.2 Shall preside over the meetings of the Assembly as Chairman/woman,

16.1.3 Shall monitor the proper implementation of the rules and resolutions adopted by the General Assembly,

16.1.4 The annual work plan approved by the Assembly; He/She shall ensure that the work and audit reports and financial statements are submitted to the relevant government bodies and, as necessary, to the beneficiaries and donors.

16.1.5 He/She shall prioritize the issues to be submitted to the Assembly and submit them to the Secretary for discussion as an agenda.

## **16.2 Deputy Chairperson**

16.2.1 Deputises for the Chairperson in his/her absence,

16.2.2 Performs other duties assigned by the Chairperson or the General Assembly,

## **16.3 Secretary**

16.3.1 Prepares the agenda for the Assembly in collaboration with the Chairperson,

16.3.2 Takes minutes of the Assembly,

## **Article 17: Meeting of the General Assembly**

17.1 An ordinary meeting of the General Assembly shall be convened at least once a year by the Chairperson of the General Assembly and shall be held within 60 days after the close of the fiscal year.

17.2 If the Chairperson fails to convene a meeting within 60 days in accordance with Sub-Article 1 of this Bylaw, the Agency may, upon the request of one or more members, through the Chairperson or itself, convene a meeting of the General Assembly.

17.3 If a meeting of the General Assembly is convened in accordance with Sub-Article 2 of this Bylaw, the Agency may nominate a person to be the Chairperson of the General Assembly.

17.4 An emergency meeting of The Association may be called at any time by the chairperson of the Board or at the request of 10 percent of The Association.

17.5 Fifteen working days before the regular meeting of the General Assembly, and no more than five working days before the emergency meeting, the members shall be informed of the agenda, place, and date of the meeting.

17.6 A quorum shall be established if more than half of the members of The Association are present.

17.7 If the quorum of the General Assembly is not met for two consecutive meetings as provided in Sub-Article 6 above, the Chairperson of the General Assembly shall convene the next meeting with the members present.

17.8 At the regular meeting of the General Assembly, various issues shall be placed on the agenda and discussed. Any member wishing to place an issue on the agenda shall notify the Secretary/Chairperson/President/Chairperson of the General Assembly in writing at least one week before the meeting of the General Assembly.

## **Article 18: Election and Decision-Making Procedure**

18.1 The Association shall be led by persons elected by the full participation of the members,

18.2 When the Assembly holds an election, the Assembly shall conduct the election as soon as possible,

18.3 The General Assembly may hold elections as necessary to replace members of the executive committee who have completed their term of service or who have been dismissed or who have been removed for various reasons,

18.4 If elected members who have completed their term of office wish to serve again, they must present themselves for election on the same day, but they must wait at least one election period (5 years) before being elected for a third term.

18.5 The decisions of the General Assembly shall be made by a simple majority, and in the event of a tie, the Chairperson shall have a casting vote.

18.6 The proceedings of the meetings of The Association shall at all times be conducted in accordance with the principles of democracy.

18.7 The newly elected members shall assume their duties within a period of not more than 30 days.

18.8 From the date on which the previously elected members have completed their term of office and have been replaced by new members, the work shall not be carried out except by a resolution of the General Assembly.

18.9 Decisions made on matters not included in the agenda of the General Assembly shall not be effective.

## **Article 19(1) Members of the Board of Directors**

The list of executive officers for the next five years, subject to review by the Assembly as necessary, is as follows.

|        | <b>Name</b>               | <b>Responsibility</b>            |
|--------|---------------------------|----------------------------------|
| 19.1.1 | Wassie Kebede (Professor) | Board of Directors Chairman      |
| 19.1.2 | Mr. Gulade Abdu           | Board of Directors Vice-Chairman |
| 19.1.3 | Mr. Nega Wodijo           | Member                           |
| 19.1.4 | Serkalem Bekele (PhD)     | Member                           |
| 19.1.5 | Mr. Tadus Kebede          | Member                           |
| 19.1.6 | Mr. Demse Didu            | Member                           |

|        |                  |        |
|--------|------------------|--------|
|        |                  |        |
| 19.1.7 | Mr. Nebiu Mehari | Member |

### **Article 19: List of Executive Members**

The list of the Executive Committee for the next five years, subject to review by the Assembly as necessary, is as follows.

|      | <b>Name</b>      | <b>Responsibilities</b>                     |
|------|------------------|---------------------------------------------|
| 19.1 | Wineshet Habte   | Chief Executive Officer                     |
| 19.2 | Asaderew Zerihun | Head of Communication and Partnerships      |
| 19.3 | Eyerusalem Belay | High Capacity Building Programs Head        |
| 19.4 | Eyob Dejene      | Head of Research and Development            |
| 19.5 | Afomiya Tesfaye  | Head of Membership and Fundraising Programs |

### **Article 20: Powers and Functions of the Board of**

The Board of Directors shall be responsible to the General Assembly and shall have the following powers and functions:

20.1 Appoint, dismiss/employ the Executive Officers of The Association,

20.2 Monitor and follow the implementation of the decisions made by the General Assembly and the plans issued by the Board of Directors,

20.3 Develop the policies of The Association. It shall accept and consider the proposals submitted by the executive body of The Association for adoption or amendment, and shall submit them to the Assembly for decision, including its own opinion.

20.4 It shall ensure that there are sufficient funds or materials for the implementation of the program of The Association, and shall determine the means by which support can be obtained.

20.5 Shall submit to the General Assembly for decision to open Branch offices in selected areas,

20.6 Examine the performance reports submitted by the executive bodies of The Association and submit them to the General Assembly with comments,

20.7 Establish the rules for the recruitment and management of employees of The Association,

20.8 Establish the short, medium and long-term plans and budgets of The Association and submit them to the General Assembly for decision,

20.9 Establish employees' Human Resource Management manual,

20.10 Establish the regulations for the board meetings,

20.11 Decide to call an emergency General Assembly meeting when there is a reason to call a meeting.

### **Article 21: Members of the Board of Directors**

21.1 The Board of Directors shall consist of 5-7 members,

21.2 The Board shall elect the Chairperson and Deputy Chairperson,

21.3 The Executive Director of The Association shall act as the Secretary of the Board without the right to vote,

### **21.4 The Chairperson shall:**

21.4.1 Preside over the meetings of the Board,

21.4.2 Present the decisions of the Board to the General Assembly,

21.4.3 Present and policies, strategies and guidelines prepared by the Board and seek approval from the General Assembly,

21.4.4 In terms of the powers granted to the General Assembly and the Board, he/she shall be accountable to the Assembly and the Board,

21.4.5 It will issue orders to the Executive Director to ensure that the decisions made by the General Assembly and the Board are implemented,

21.4.6 Closely monitor the performance of the management of the professional association,

21.4.7 Issue an order to the Executive Director to send performance and audit reports to the relevant bodies approved by the General Assembly.

21.4.8 Shall present the Annual Reports, other than the Audit Report, at the regular meeting of the General Assembly.

### **21.5 Deputy Chairperson:**

21.5.1 Deputise the Chairperson in his/her absence;

21.5.2 Perform such additional duties as may be assigned by the Chairperson or the General Assembly;

## **21.6 Secretary:**

21.6.1 Report to the Chief Executive Officer;

21.6.2 Prepare the agendas of the Board meetings in consultation with the Chairperson;

21.6.3 Take minutes of the Board meetings;

21.6.4 Maintain the records and documents of the Board office.

## **Article 22: Meetings, Voting Procedures and Term of Office of the Board of Directors**

22.1 The Board shall hold regular meetings four times a year. An extraordinary meeting may be called when there is a reason to require it.

22.2 An extraordinary meeting may be called by the Chairperson of the Board or the Chief Executive Officer of the Association.

22.3 The meeting shall be considered quorate if more than half of the Board members are present. If the meeting is not quorate, a new meeting shall be called. If the meeting is not quorate upon the new call, the meeting may be convened by the members present.

22.4 Decisions shall be made by majority vote; In the event of a tie, the vote of the Chairperson (supported vote by the Chief Executive Officer) shall prevail.

22.5 The term of office of the Board members shall be five years; however, a Board member shall not be elected for more than two terms.

22.6 Board members shall serve on a full-time basis, taking into account future contributions and market conditions, provided that they are paid in full for their free services for The Association during periods when there are no contributions.

## **Article 23: Functions and Responsibilities of the Chief Executive Officer of The Association**

The Chief Executive Officer of The Association, accountable to the General Assembly, shall have the following powers and duties,

23.1 - Represents The Association in any body, carries out any matters related to the work of The Association, gives delegation, makes correspondence and enters contracts in the name of The Association,

23.2 - Operates the bank account and checks or money orders opened in the name of The Association, with the co-signer of the accountant,

23.3 - Implements the decisions passed by the General Assembly and the Board,

23.4 - Prepares the quarterly and annual work and financial reports of The Association and submits them to the Board of Directors and the General Assembly on quarterly and annual bases,

23.5 - Prepares policies, budget and work plan of The Association and submit to the General Assembly for approval,

23.6 Determine the method of income generation for The Association in accordance with the Bylaw, and implement the plans to achieve the goals and objectives of the professional association,

23.7 Hire, dismiss, and determine the salary and benefits of employees in accordance with the Bylaw and Human Resource Directives issued by the Board.

23.8 Prepare and submit to the Board the work assignments excluding the duties of the Accountant and Treasurer,

23.9 Manage and direct the regular work activities of all employees of The Association, including the Accountant and Treasurer,

23.10 Make other management decisions regarding the work activities of The Association,

23.11 Perform other duties as may be assigned by the board, without prejudice to the rules of procedure or the decision of the General Assembly.

#### **Article 24: Duties and Responsibilities of the Accountant of The Association**

The Accountant is accountable to the the Chief Executive Officer of The Association and shall have the following duties and responsibilities;

24.1 He/she shall control the income and expenditure accounts of The Association, ensure that they are accurately recorded and maintained,

24.2 He/she shall ensure that the accounts of The Association are operated in accordance with the established accounting principles,

24.3 He/she shall operate the bank accounts of The Association and check or money order with the co-signature of the Chief Executive Officer,

24.4 He/she shall ensure that The Association's accounting records and various documents are kept carefully,

24.5 He/she shall prepare a document containing the accounting records, income and expenditure, assets and liabilities,

24.6 He/she shall ensure that The Association maintains various accounting records used for this purpose when it engages in income-generating activities.

### **Article 25: Duties and Responsibilities of the Treasurer of The Association**

The Treasurer, accountable to the accountant, shall be responsible for the following duties and responsibilities:

- 25.1 Collect the income of The Association from legal sources,
- 25.2 Deposit the collected money in a bank in the country, and keep the funds collected carefully,
- 25.3 Maintain a reserve fund of not more than Birr 10,000 (ten thousand Birr) for the operation and minor expenses of The Association,
- 25.4 Reconcile the income and expenditure accounts with the Accountant every month,
- 25.5 Hold the cheques of The Association,
- 25.6 Make expenditures when authorized by the majority signature (by the Accountant and the Chief Executive Officer).

### **Article 26: Auditor's Responsibilities and Functions**

- 26.1 The auditor of The Association shall not be a manager or a member of the Board of The Association.
- 26.2 The auditor shall be accountable to the General Assembly and shall have the following powers and functions:
- 26.3 Monitor the soundness of the financial and asset management of The Association,
- 26.4 Ensure that The Association's activities are conducted in accordance with this Bylaw,
- 26.5 Prepare an annual audit report in accordance with the standards accepted in Ethiopia and submit it to the General Assembly.

### **Note**

The work schedules all departments is attached with this revised structure and work schedule of The Association.

### **Article 27: Source of Income of The Association**

The source of income of The Association shall be membership contributions, public contributions, income-generating activities, and funds or assets obtained from partner organizations and donors, as decided by the General Assembly.

### **Article 28: Amendment of the Rules of Procedure of The Association**

28.1 The proposal to amend this Bylaw shall be included in the agenda of the meeting by the request made at least one-fourth of the members of the General Assembly.

28.2 The amendment of this Bylaw shall be decided at an ordinary meeting of the General Assembly. The amendment request shall be submitted to the General Assembly Chairperson, Secretary or Chief Executive Director before the call for the meeting is distributed.

28.3 The Bylaw shall be amended when the amendment proposal receives a majority vote of more than half of the members present at a meeting of the General Assembly.

28.4 A meeting shall be convened to discuss the matter of whether the Agency has not approved the decision made to amend the Bylaw.

28.5 The amended Bylaw shall not be effective until reviewed and approved by the Agency.

### **Article 29: Merger and Transformation of the Association**

29.1 The Association may be divided into different professional organizations, merged with another professional organization, or transformed into another type of non-profit organization by a decision of the General Assembly by a majority of three-fourth votes.

29.2 The committee that conducts negotiations with the professional organization that is merging with The Association shall include the chairperson of the General Assembly, the Secretary, and the Chief Executive Officer of The Association.

### **Article 30: Dissolution of The Association**

30.1 The Association shall be dissolved when the members of the General Assembly decide to dissolve The Association by a majority of three-fourth of the votes.

30.2 Within six months from the date of the General Assembly's decision to dissolve The Association, the main executive body of The Association shall prepare an inventory of its assets and submit it to the Agency for Charitable Organizations and Associations along with the decision to dissolve it.

30.3 The General Assembly may, upon its decision to dissolve The Association, designate a charitable organization or association or a government body to take over the assets of The Association.

### **Article 31: Effective Date of the Bylaw**

This Bylaw shall be effective from the date of its approval in May, 2016 by the Civil Society Organizations Agency.