

**“Amended Constitution and By-laws of the Occupational Health Nurses
Association of the Philippines (OHNAP), Inc.”**

PREAMBLE

We, the Occupational Health Nurses in the Philippines, with the help, guidance and divine blessings of God Almighty, voluntarily bind ourselves together in a spirit of camaraderie, genuine friendship, mutual understanding, and professional advancement. Conscious of the importance of professing high moral, ethical, and technical standards to be able to assume and carry out our roles effectively and confidently that only a well-organized group of occupational health nursing practitioners closely associated with one another can accomplish those desired objectives, we hereby unite ourselves into one national body to be known as OCCUPATIONAL HEALTH NURSES ASSOCIATION OF THE PHILIPPINES (OHNAP), INC. In consonance with our aims, we adopt this Constitution and By-laws. (as amended)

ARTICLE I

Section 1. The Association shall be known as the OCCUPATIONAL HEALTH NURSES ASSOCIATION OF THE PHILIPPINES (OHNAP), INC.

Section 2. The domicile and principal office of the Association shall be in Metro Manila, Philippines.

ARTICLE II

OBJECTIVES

In addition to the purposes enumerated in Article II of the Articles of Incorporation, the following are the objectives of the Association:

Section 1. To provide services to all workers for the promotion and maintenance of their health and well-being. (as amended)

Section 2. To maintain the standards of occupational health nursing through continuing professional development. (as amended)

Section 3. To actively participate in the environmental preservation, community services and social awareness.

ARTICLE III
MEMBERSHIP

Section 1. The following are the categories of membership in the Association:

A. *REGULAR MEMBER* - a nurse certified by the Professional Regulation Commission to lawfully engage in the practice of nursing. Application has been accepted and duly sworn.

B. *ASSOCIATE MEMBER* - a nurse certified by the Professional Regulation Commission who has shown definite interest in the activities of the Association, but is not in the field of occupational health

C. *HONORARY MEMBER* - a former member of the Board who has served for three (3) terms or nine (9) years. He must pay the membership dues. He need not pay the registration fees for conventions and scientific meetings. He is eligible to vote and be voted upon. (as amended)

D. *CHARTER MEMBER* - a registered nurse who has taken part in establishing the registration of the Association with the Securities and Exchange Commission. An unemployed charter member need not pay his membership dues, registration fees to conventions and scientific meetings, and eligible to vote, but not to be voted upon. (as amended)

E. *LIFE MEMBERS*- are members of the Council of Elders of the Association who are the Past Presidents, Founding Members and former Board of Directors (Board) who have served the Association for nine (9) years. (as amended)

ARTICLE IV
DUTIES, RIGHTS, AND PRIVILEGES OF MEMBERS

Section 1. All members shall pay their annual membership fees as prescribed by the Association. (as amended)

Section 2. They shall have the right to enjoy the privileges and benefits prescribed by the Association.

Section 3. They shall support the objectives of the Association and shall adhere to its By-laws. (as amended)

Section 4. They shall present written suggestion that will benefit the Association and shall have the right to be heard. (as amended)

Section 5. They shall have the right to vote and be voted upon according to the member's classification during the Annual Business Meeting of the Association. (as amended)

Section 6. They shall have the right to inspect and examine or cause to be inspected/examined the corporate records and books of accounts and the supporting documents during business hours at the office upon written request. (as amended)

Section 7. They are entitled to due process before the termination of their membership from the Association. (as amended)

Section 8. Disciplinary action may be imposed on any member of the Board or Members, based on written complaints from any member of the Board, Members and other stakeholders following due process. (as amended)

ARTICLE V

BOARD OF DIRECTORS

Section 1. The management of the Association shall be vested on the Board, which shall be the highest governing body of the Association. (as amended)

Section 2. The Board shall be composed of fifteen (15) members, who shall be elected by the general membership present during the election, pursuant to the Election Code. Term of office of the Board shall be three (3) years for the first five, two (2) years for the next five and one (1) year for the last five. The elected Board shall hold office for the prescribed term. The term of office shall begin upon the assumption to office during the closing ceremonies of the convention. (as amended)

Section 3. Functions of the Board

(a) To provide directions in the attainment of the Association's vision, mission, and objectives or purposes; (as amended)

(b) To formulate policies that may be deemed necessary following the rules and regulations of the Association; (as amended)

(c) To approve the annual budget of the Association. At the instance of the Chairman of the Board/President, a supplementary budget may be approved by two thirds (2/3) vote of the Board. (as amended)

Section 4. Powers of the Board

- (a) To adopt policies and programs of the Association;
- (b) To cause to change and promulgate rules and regulations as the need arises;
- (c) To cause to purchase, acquire properties for the Association;
- (d) To cause to hire any employee as the need arises or to terminate any employee following due process; (as amended)
- (e) To enter into Contract with any institution for the purpose of improving the services and enhancing the financial standing of the Association. (as amended)

Section 5. Meetings - The Board shall hold meetings once a month on such a date and at such time and place as it shall designate. Special meetings may be called by the President or upon written request of at least four (4) members of the Board.

Section 6. Quorum- The presence of at least eight (8) members of the Board shall constitute a quorum to transact a business. (as amended)

Section 7. Vacancy - In case of vacancy in the Board, the Chairman of the Board/President has the power to appoint a replacement to serve the unexpired term subject to the approval of the Board.

ARTICLE VI (as amended)

EXECUTIVE COMMITTEE

There shall be an Executive Committee which shall be composed of three (3) members, chaired by the President with two (2) members coming from either the Board or national officers. Its main function is to decide immediate action on urgent matters of the association. (as amended)

ARTICLE VII (as amended)

OFFICERS

Section 1. The Officers of the Association shall be composed of the Chairman of the Board/President, Vice President, Secretary General, Deputy Secretary General, National Treasurer, Deputy National Treasurer, Auditor and Public Relations Officer. They shall be elected from among the elected Board.

Section 2. Duties of the Chairman of the Board/President are as follows:

- (a) To call and preside in all meetings of the Association and of the Board. (as amended)
- (b) To recommend or present any measure or project that he thinks is necessary or beneficial to the Association;
- (c) To nominate the Chairpersons of the Standing Committees with the approval of the Board; (as amended)
- (d) To submit an annual report on the official activities of the Association;
- (e) To sign all pertinent papers affecting the business of the Association;
- (f) To represent the Association in the national and international conferences and activities as approved by the Board of Directors;
- (g) To perform other duties that may be deemed necessary by the Board. (as amended)

Section 3. Duties of the Vice President are as follows:

- (a) To perform duties and assume the responsibilities of the Chairman of the Board/President in case of the latter's incapacity, absence, resignation or death;
- (b) To perform other duties that may be deemed necessary by the Chairman of the Board/President. (as amended)

Section 4: Duties of the Secretary General are as follows:

- (a) To document all official proceedings of the Association and perform all the duties pertaining to his functions. (as amended)
- (b) To be the custodian of the Association's seals, banners, records, minutes of meetings and endorse them to his successor after his term of office. (as amended)
- (c) To keep a profile of every member of the Association;
- (d) To take charge of all official correspondences and to issue notices of regular/special meetings;
- (e) To perform other duties that may be deemed necessary by the Chairman of the Board/President; and pertaining to his function; (as amended)

Section 5. Duties of the Deputy Secretary-General are as follows:

(a) To assist the Secretary General, act and perform all the duties of the Secretary General in the absence, incapacity, resignation or death of the latter;

(b) To perform other duties pertaining to his function. (as amended)

Section 6. Duties of the National Treasurer are as follows:

(a) To receive all monies/properties due to the Association;

(b) To disburse funds in accordance with budget, appropriations, guidelines, and directives issued by the Board;

(c) To ensure that all funds are deposited in the Association's designated bank accounts; (as amended)

(d) To ensure the availability of an updated financial data for ready reference; (as amended)

(e) To validate and report written monthly financial statements during the Regular Board Meeting; (as amended)

(f) To ensure the issuance of checks to be signed by any two of the authorized signatories designated by the Board, such as the National President, National Treasurer and Deputy National Treasurer ; (as amended)

(g) To oversee the books of accounts of the Association and be made available to the Internal Auditor and to any member. It shall be audited annually by the External Auditor; (as amended)

(h). To turn over all funds, financial records and properties to his successor within fifteen (15) days after his term of office.

(i) To prepare and recommend annual budget of the Association for approval by the President, Board and the General Membership. (as amended)

Section 7. Duties of the Deputy National Treasurer are as follows:

(a) To assist the National Treasurer and perform such other duties as maybe assigned by the National Treasurer;

(b) To take over in the absence, incapacity, resignation or death of the National Treasurer.

Section 8. Duties of the Auditor are as follows:

(a) To examine the books of accounts on a monthly basis and submit a report thereafter; (as amended)

(b) In general, to perform all the duties incident and pertaining to his office.
(as amended)

Section 9. The Duties of the Public Relations Officer are as follows: (as amended)

(a) To take charge as Business Manager of the publication of the Health Corridor, the official newsletter of the Association.

(b) To plan as may be deemed necessary activities that will enhance good public relations and the prestige of the Association;

(c) To disseminate information and news to members and the general public about the Association's activities and achievements;

(d) In general, to perform other duties incident and pertaining to his office.

Section 10. Succession - In the event that the Chairman of the Board /President is absent or unable to perform his duties, the Vice President shall take over. In the event of resignation, disability or death of both the Chairman of the Board/President and the Vice President, the Board of Directors shall be convened by the Secretary General to elect/appoint a new Chairman of the Board/President and Vice President.

Section 11. Vacancies - Whenever an appointed office or position is left vacant, the Chairman of the Board/President shall recommend the replacement subject to the approval of the Board. (as amended)

Section 12. Honorarium - All Officers and Board shall receive honoraria, the amount of which shall be approved by the Board. (as amended)

Section 13. Allowance for Representation, Transportation and Per Diem. Any officer, Board or member of the Association who is on official function shall be allowed representation, transportation allowance and per diem subject to the approval of the Board. (as amended)

ARTICLE VIII (as amended)

THE SECRETARIAT

Section 1. There shall be a Secretariat which will be located in the principal office of the Association.

Section 2. The Secretariat shall be headed by an Executive Director who shall be recommended by the Chairman of the Board/President subject to the approval of the Board. (as amended)

Section 3. The functions of the Executive Director are as follows:

- a. To oversee the implementation of programs and projects of the Association;
- b. To supervise the administrative staff of the Association;
- c. To make a periodic evaluation of personnel performance and submit recommendations to the Human Resource Committee; (as amended)
- d. To perform other duties that may be deemed necessary by the President and the Board and other duties incident and pertaining to his office. (as amended)

ARTICLE IX (as amended)

INTERNATIONAL, CITY AND PROVINCIAL CHAPTERS(as amended)

Section 1. There shall be Chapters established in the cities and provinces of the Philippines and in other countries. Recognition of the Chapters shall be based on the criteria set by the Board. (as amended)

Section 2. Each Chapter is allowed to have a set of officers to govern their local affairs. The Chapter may opt to elect at least three (3) but not more than five (5) Board. (as amended)

Section 3. The Chapter shall follow the By-laws of the Association and policies duly approved by the Board. (as amended)

Section 4. Chapter's Share on Membership Fee - Out of the Annual Membership Fee, twenty five percent (25%) shall be remitted to the National Office as operational fund and seventy five percent (75%) shall be retained as the Chapter's fund which may include Mutual Aid Benefit to its members. The remittance to the National Office shall be on a quarterly basis within thirty (30) days after the end of each quarter. (as amended)

Section 5. The Chapter may require additional fees on its members stipulated on the guidelines and policies set by the Board. (as amended)

Section 6. The Chapter shall meet regularly and conform to the programs of the National Office. (as amended)

Section 7. Each Chapter shall submit a quarterly report of its activities and finances to the National Office. (as amended)

Section 8. The National Office has the power to audit books of accounts of the Chapter, verify its programs and activities. (as amended)

ARTICLE X (as amended)

ANNUAL MEETING AND ELECTION

Section 1. Election of the Board shall be held on the second day of the National Annual Convention which is being held every month of September. The Board shall immediately elect the Officers from among themselves. (as amended)

Section 2. Majority of the members shall constitute a quorum and majority of such quorum shall decide every question brought before the meeting except where the Corporation Code requires an affirmative vote to a greater proportion.

Section 3. There will be a Code of Election duly approved by the Board, which shall govern the conduct of elections.

ARTICLE XI (as amended)

GENERAL ASSEMBLY

Section 1. There shall be an Annual General Assembly which shall be composed of the members of the Association registered during the National Convention. (as amended)

Section 2. The General Assembly shall be presided by the Chairman of the Board/President and assisted by the Officers and the Board.

ARTICLE XII (as amended)

STANDING COMMITTEES

Section 1. The Chairpersons of the Committees shall be appointed by the Chairman of the Board/President with the approval of the Board. (as amended)

Section 2. The Committee shall be composed of five (5) members to be chosen by the Chairperson and approved by the Board. (as amended)

Section 3. The following are the Standing Committees:

(a) Strategic Planning

- to plan programs for the Association. (as amended)

(b) Continuing Professional Development (as amended)

-to conduct scientific meetings, seminar-workshops and post graduate courses for professional advancement.

(c) Membership

- to plan strategies that will generate more members and sustain their membership. (as amended)

(d) Placement

- to update the members of the Association on the job opportunities available. (as amended)

(e) Elections

- to conduct annual elections based on the provisions stipulated in the Election Code. (as amended)

(f) Social and Community Services

-to plan programs in response to the Association's environment and social responsibility. (as amended)

(g) Arbitration and Ethics

- to hear and investigate disputes among members and enforce the Code of Ethics of the Association. (as amended)

(h) Research and Development

- to conduct research studies on Occupational Health and Safety for the advancement and development of the Association and its members. (as amended)

(i) Mutual Aid and Sunshine

- to extend greetings and felicitations to members, benefactors, sponsors and partners in the healthcare industry on their birthdays and important occasions;

- to extend assistance to the sick and departed members based on the guidelines duly approved by the Board. (as amended)

(j) Speakers Bureau

- To develop criteria in the selection of qualified resource speakers and create a pool of experts for the Association. (as amended)

- to assist members in developing and implementing occupational health and safety programs. (as amended)

(k) National Annual Convention

- to prepare for the overall conduct of the convention. (as amended)

(l) Chapter Affairs

- to organize new Chapters and monitor the performance of the existing Chapters. (as amended)

(m) Information Technology (as amended)

- To utilize technologies in the operational system of the Association. (as amended)

Section 4. The following are the Special Committees with its corresponding objectives: (as amended)

(a) Fellowship and Social

- to design socio-cultural programs

(b) Awards and Recognition

- to plan, evaluate and recognize the performance of the individuals , groups and Chapters based on the criteria duly approved by the Chairman of the Board/President and the Board. (as amended)

(c) Sports and Recreation

- to design and implement sports activities that will develop physical fitness and camaraderie among members. (as amended)

(d) Ways and Means

- to plan, implement and monitor activities related to the funding of specific projects. (as amended)

(e) Foreign Relations

- to establish international relationship with other occupational health nurses and other allied healthcare organizations through exchanges of educational materials and/or expertise which will strengthen our capacity to deliver quality service. (as amended)

(f) Continuous Quality Improvement

- to establish international relationship with other occupational health nurses
- to assess, evaluate, monitor, update, upgrade processes, mechanisms and performances of the Association based on the set standards.

- in charge of chapter accreditation and ensures that guidelines are strictly followed. (as amended)

The Board may create other committees which may be deemed necessary.

ARTICLE XIII (as amended)

SPECIALTY BOARD FOR OCCUPATIONAL HEALTH NURSE

Section 1. The SPECIALTY BOARD FOR OCCUPATIONAL HEALTH NURSES will be the qualifying Board for Certified Occupational Health Nurse (COHN), Diplomate in Occupational Health Nursing (DOHN) and Fellow in Occupational Health Nursing (FOHN). (as amended)

Section 2. Any Member of the Board shall not be appointed as Member of the Specialty Board of the Association. (as amended)

Section 3. THE SPECIALTY BOARD FOR OCCUPATIONAL HEALTH NURSES shall be composed of three (3) members who will be recommended by the Chairman of the Board/President and duly approved by the Board. The Chairperson of the Board shall be elected from among themselves every year. (as amended)

Section 4. Qualifications of the Members of the Specialty Board Committee must be in conformity with the guidelines set by the Professional Regulatory Board. (new provision) (as amended)

(a) He must be a title holder of Certified Occupational Health Nurse. (as amended)

(b) He must be a holder of Master's degree in Nursing, preferably in Occupational Health Nursing. (as amended)

Section 5. Functions of the Specialty Board (as amended)

(a) The Specialty Board shall formulate the criteria, requirements and examination for Certification.

(b) The Specialty Board shall submit written committee updates and Annual Report to the Chairman of the Board/President and the Board. (as amended)

(c) The Specialty Board may recommend to the Professional Regulatory Board the suspension or withdrawal of titles from the holders of Certified Occupational Health Nurse (COHN), Diplomate in Occupational Health Nursing (DOHN) and Fellow in Occupational Health Nursing (FOHN). (as amended)

(d) The Specialty Board shall provide Re-Certification Program to the Certified Occupational Health Nurses. (as amended)

ARTICLE XIV (as amended)

COUNCIL OF ELDERS

Section 1. There shall be a Council of Elders of the Association which shall be composed of Past Presidents, Founding Members and former Board who have served the Association for nine (9) years. (as amended)

Section 2. Life Membership shall be conferred upon the Members of the Council of Elders. The registration fees to the annual convention and scientific meetings shall be waived. Likewise, they shall be entitled to the Mutual Aid Benefits. (as amended)

Section 3. The function of the Council of Elders is mainly advisory in nature.

ARTICLE XV (as amended)

OFFICIAL PUBLICATION

Section 1. The official publications of the Association are the newsletter and journal called The Health Corridor and the Journal on Occupational Health Nursing (JOHN) respectively. (as amended)

Section 2. The newsletter shall be published twice a year and the Journal, once a year. (as amended)

Section 3. The objective of the Newsletter is to disseminate information about the activities of the Association, while the Journal is to update the occupational health nurse of the recent trends and advancements in occupational health, environment and safety. (as amended)

Section 4. Any Board or Member or any qualified health and safety experts can be contributors to the newsletter and journal. All Members are entitled to receive the said publications.

ARTICLE XVI (as amended)

THE OFFICAL SEAL AND FISCAL YEAR

Section 1. The Corporate Seal of the Association shall be circular in form and bear the words:

OCCUPATIONAL HEALTH NURSES ASSOCIATION OF THE PHILIPPINES (OHNAP), INC. 1950, in blue font. In the center, the Nightingale Lamp shall be drawn surrounded by the laurels of education at the upper portion and the wheel of commerce at the lower portion, with yellow background. (as amended)

Section 2. The fiscal year of the Association shall start from September 1 of current year to August 31 of the succeeding year. (as amended)

ARTICLE XVII (as amended)

AMENDMENTS CLAUSE

These By-laws may be amended by a majority vote of the Board and by a majority vote of the members of the General Membership during the Annual Meeting or Special Meeting called for the purpose. The power to amend may be delegated to the Board by two-thirds (2/3) votes of the members in accordance

with the Corporation Code, and this power may be revoked by a majority vote of the members. (as amended)

ADOPTION CLAUSE

Adopted on August 3, 1996 at Bayanihan Hall, United Laboratories, Inc., Mandaluyong City, by at least majority of members in a meeting duly called for the purpose.

IN WITNESS WHEREOF, we the majority members of the Board of Trustees and majority members of the Association hereby affixed our signatures this 3rd day of August, 1996 at Mandaluyong City, Metro Manila.

TRUSTEES CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Trustees and the Corporate Secretary of the OCCUPATIONAL HEALTH NURSES ASSOCIATION OF THE PHILIPPINES (OHNAP), Inc., do hereby certify, that the Articles of Incorporation/By-Laws of said corporation was amended by a majority vote of the Trustees and the vote of two-thirds (2/3) of its membership at a meeting held on September 8, 2017 at the Manila Hotel, One Rizal Park, Manila. (as amended)

The amended provisions of the attached Amended Articles of Incorporation/By-Laws refer to The amended provisions of the attached Amended Articles of Incorporation/ By-Laws refer to Article II, Sections 1 & 2; Article III, Section 1, letters c, d & e; Article IV, Sections 1, 3, 4, 5, 6, 7 & 8; Article V, Sections 1, 2, & 3, letters a, b & c, Section 4, letters d & e, Section 6; Article VI; Article VII, Section 2, letters a, c & g, Section 3, letter b, Section 4, letters a, b, & e, Section 5, letter b, Section 6, letters c, d, e, f, g, i, Section 8, letters a & b, Section 9, Section 11, Section 12 & Section 13; Article VIII, Section 2, Section 3, letters c & d; Article IX, Sections 1, 2, 3, 4, 5, 6, 7, & 8; Article X, Section 1; Article XI, Section 1; Article XII, Sections 1, 2 & 3 letters a, b, c, d, e, f, g, h, i, j, k, l & m, Section 4, letters b, c, d e & f; Article XIII, Sections 1, 2, 3 4 letters a & b, 5, letters b, c & d; Article XIV, Sections 1 & 2; Article XV, Sections 1, 2, 3 & 4; Article XVI, Sections 1 & 2 & Article XVII. (as amended)

We further certify that the attached Amended Articles of Incorporation/By-Laws is/are true and correct copy thereof. (as amended)

IN WITNESS WHEREOF, we have hereunto signed this certificate this _____ day of _____ at _____ . (as amended) IN WITNESS WHEREOF, we set our hands this 4th day of June, 2018 at the City of Pasay, Philippines.

EDWIN A. INCIONG, JR., RN, COHN
Trustee
TIN# 108-837-989

PRECY S. CRUZ, RN, COHN
Trustee
TIN# 124-434-352

CYNTHIA O. CASTRO, RN, COHN, MBA
Trustee
TIN# 123-497-364

CYNTHIA S. YBAROLA, RN, COHN
Trustee
TIN# 154-134-266

NELLY G. CAPISTRANO, RN, COHN
Trustee
TIN# 119-119-565

MYRNA U. RAMIREZ, RN, COHN
Trustee
TIN# 144-270-073

CLEMENCIA B. VILLAPA, RN, COHN
Trustee
TIN# 115-221-463

TERESITA O. BILO, , RN, COHN, MAN
Trustee
TIN# 115-207-406

GLENWEY T. FUENTES, RN, COHN
Corporate Secretary
TIN# 249-836-981

MELANIE G. FINEZ, RN, COHN
Trustee
TIN# 175-356-238

BERNADETTE B. CALOSA, RN, COHN
Trustee
TIN# 157-944-748

MARIA ROWENA N. ALDION, RN, COHN
Trustee
TIN# 907-963-302

MILA C. RODRIGUEZ, RN, COHN
Trustee
TIN# 109-211-201

VIRGINIA G. BAJAN, RN, COHN
Trustee
TIN# 116-240-578

MA. BLANCA P. BELTRAN, RN, COHN
Trustee
TIN# 119-251-538

SUBSCRIBED AND SWORN to before me this _____ day of _____, at _____ by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	ID	Date and Place	
EDWIN A. INCIONG, JR.	PRC 0129945	May 21, 1982	Manila
PRECY S. CRUZ	PRC 0113409	November 25, 1980	Manila
GLENWEY T. FUENTES	PRC 0316601	January 27, 1998	Manila
MELANIE G. FINEZ	PRC 0236279	March 3, 1994	Manila
CYNTHIA O. CASTRO	PRC 0046768	February 2, 1973	Manila
NELLY G. CAPISTRANO	PRC 0088255	October 9, 1978	Manila
CLEMENCIA B. VILLAPA	PRC 0119789	May 15, 1981	Manila
BERNADETTE B. CALOSA	PRC 0217028	May 5, 1993	Manila
MARIA ROWENA A. ALDION	PRC 0342993	January 7, 2002	Manila
VIRGINIA G. BAJAN	PRC 0105636	June 17, 1980	Manila
MA. BLANCA P. BELTRAN	PRC 0111214	October 24, 1980	Manila
TERESITA O. BILO	PRC 0134521	October 5, 1982	Manila
MYRNA U. RAMIREZ	PRC 0038686	October 29, 1970	Manila
MILA C. RODRIGUEZ	PRC 0147231	August 29, 1985	Manila
CYNTHIA S. YBAROLA	PRC 0179827	May 20, 1991	Manila

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 Series of _____.