

OCCUPATIONAL THERAPY AUSTRALIA LIMITED ACN 127 396 945 (COMPANY)

ANNUAL GENERAL MEETING

Date: Tuesday, 19 November 2024
Time: Commencing at 5:00 pm AEDST
Location: Zoom Conference

1 Welcome

The President welcomed attendees to the Occupational Therapy Australia Annual General Meeting (AGM) for 2024. The President declared the meeting open from 5:08 pm.

1.1 Acknowledgement of Country

In keeping with OTA's commitment to reconciliation and respect, the President acknowledged the Traditional Custodians of the land the AGM took place, the woi wurrung language group of the Wurundjeri people of the kulin nation. The President paid her respects to Elders past, present and emerging, and to all Aboriginal and Torres Strait Islander people joining the meeting.

1.2 Apologies & Proxies

Quorum was achieved by 5:02 pm during the introduction video.

Attendees

<i>Member Name</i>	<i>Member Type</i>
Alison Hartigan	Financial Member
Anne Herbert	Financial Member
Ashleigh Moessinger	Financial Member
Brad Williams	Financial Member
Emma George	Financial Member
Felicity Beaulieu	Financial Member
Isabella Favotto	Financial Member
Jacinta Sheehan	Financial Member
Jane Boag	Financial Member
Joanne Lowry	Financial Member
Joaquin Benedicto	Financial Member

Judi Donald	Financial Member
Karen Kessner	Financial Member
Kjirsten Magnuson	Financial Member
Lauren Pattinson	Financial Member
Lee Zakrzewski	Financial Member
Mandy Stanley	Financial Member
Michaela Brunner	Financial Member
Rachael Starbuck	Financial Member
Ralda Bourne	OTA Honorary Member
Rebecca Purvis	Financial Member
Robert Rickard	Financial Member
Robyn Guthrie	Financial Member
Rosemary Signorelli	Financial Member
Sarah McMullen-Roach	Financial Member
Sheila Marie Escueta	Financial Member
Tianxu (David) Wen	Financial Member
Tracey Parnell	Financial Member
Trina Phuah	Financial Member
Vivienne Miller	Financial Member
Yvonne Wink	Financial Member
Priscilla Ennals	Financial Member, OTA President
Joanna Murray	Financial Member, Vice President
Michelle Bissett	Financial Member, Vice-President Finance
Adam Lo	Financial Member, Board Director, WFOT Delegate
Carol McKinstry	Financial Member, Board Director
Alice Fung	Financial Member, Board Director
Jack Smith	Financial Member, Board Director
Chris Pearce	Financial Member, WA DC Chairperson
Jessica Francis	Financial Member, NSW DC Chairperson
Deborah Roe	Financial Member, NT DC Chairperson
Kim Walder	Financial Member, QLD DC Chairperson
Fiona O'Keeffe	Financial Member, TAS DC Chairperson
Michelle Oliver	Financial Member, OTA Staff Member
Catherine Daly	Financial Member, OTA Staff Member
Karen Brown	Financial Member, OTA Staff Member

Staff Members

Samantha Hunter	Chief Executive Officer (CEO)
Lea Rawlings	Chief of Staff
Alexandra Reynolds	Chief Operating Officer
Damien Moloney	Special Projects Manager
Brooke Carter	Head of Membership Engagement & Experience
Cynthia Noh	Finance and Risk Manager
Gina Hirunyakas	HR & Governance Administrator, Minute-taker

Proxy appointments

Jack Smith	Chairperson
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Leanne Healey	Chairperson
Ailsa Leslie	Chairperson
Phoebe Williamson	Chairperson
Paul Marsh	Chairperson

2 Minutes

The President advised that in line with OTA's process the Minutes from this meeting will be placed on the website within three weeks and following this, will be presented to the Board for confirmation.

3 President's Report

The President began by sharing highlights from the 2023-2024 Financial Year. Although the year was marked by evolving conditions and significant events, presenting both opportunities and challenges for members and the Association, the Annual Report reflected another successful financial year, with some highlights including:

- *Events and Member Engagement*
A highlight of the year was the opportunity for connection and learning through key events. The third iteration of OTX, a two-day practice-based conference held in Perth in June, saw record-breaking attendance with over 800 participants, including nearly 300 delegates from Western Australia. The Tina Champagne Tour, featuring masterclasses and workshops in Melbourne, Sydney, and Perth.
- *Policy and Advocacy*
OTA's advocacy efforts have raised the profile of the profession and demonstrated its critical contributions across diverse areas. These efforts, both public and behind the scenes, were shaped by the valuable input of members serving on Divisional Councils, special interest groups, and advisory groups. Their expertise and time have been instrumental in driving impactful submissions, strategic meetings, and stronger connections with governments, funding bodies, and sector leaders.
- *Growth and Workforce Developments*
The occupational therapy profession in Australia continues to expand, supported by growing education programs and promising employment prospects for new graduates. While workforce challenges remain for employers seeking to recruit OTs, the profession's resilience and recognition as one of the fastest growing and least likely to be replaced by AI, highlight its importance.
OTA membership has also grown, and the Board remains committed to diversifying and enhancing member benefits across all career stages.
- *Digital and Strategic Enhancements*
Significant behind-the-scenes work on OTA's digital capacity and website will deliver enhanced member experiences in the coming year. Financial stability has allowed reinvestment in member benefits and long-term strategic initiatives, ensuring optimism for the future.
- *Board and Governance*

This year welcomed four new directors to the OTA Board: member-elected Alice Fung and Jack Smith in November, and independent directors Alex Splitt and Caleb Rixon in June. Alex and Caleb bring valuable First Nations and Lived Experience perspectives respectively, advancing the Board's intentional diversity goals.

Finally, the President thanked everyone who contributed to this successful year including:

- All the members who shared experiences, volunteered their time, and brought the ideals of connection and collaboration to life.
- Professor Louise Gustafsson and her editorial team for maintaining the Australian Occupational Therapy Journal's high standards.
- Board Directors, Committee members, and Divisional Council Chairs and members for their dedication to OTA's governance.
- The hardworking OTA staff, led by CEO Samantha Hunter and the leadership team, for their strategic perspectives, dedication, and innovation in supporting the profession.

4 CEO's Report

The CEO reflected on another successful year for OTA. The CEO noted some highlights of the year including:

- *Financial Achievements*
This year marked six consecutive years of positive returns, reversing a historical trend of fluctuating budgets. Achievements were attributed to expense control, expanding conferencing and learning and development programs, and strategic asset and investments management. Membership cost increases held to just 2% over a six-year period, while also adding to member benefits and investing in staff and infrastructure.
- *Learning and Professional Development*
OTA have continued to execute the Workforce Strategy and build capability frameworks to guide the profession, accompanied by the development of learning modules.
- *Policy and Advocacy*
This year had a strong focus on government and stakeholder relations, particularly around changes to the NDIS. OTA collaborated with members and sector partners to address issues, protect, and promote the profession's scope of practice, providing ongoing advocacy at state, territory, and federal levels in preparation for the upcoming election year.
- *Governance*
Aligning to the commitment to the new strategic plan, the Board welcomed the addition of independent further directors, completed a Board review of governance and controls to ensure compliance with legal and financial obligations, and tabled a renewed Constitution at this Annual General Meeting for member consideration.
- *Audit and Financial Management*
OTA are proud to announce a historic clean audit achieved under the leadership of Cynthia Noh, Finance and Risk Manager, and the Finance, Risk, and Audit Committee led by Michelle Bissett, Vice-President, Finance.

Finally, the CEO thanked everyone who contributed to this successful year including:

- The Board for their leadership and dedication to achieving six years of continuous growth.
- The staff for their hard work and commitment to delivering high-quality, contemporary services to members.

The CEO reflected that it has been a privilege to serve the members of Occupational Therapy Australia and lead the team that delivers both the benefits of belonging and a wealth of support, advice, and advocacy to its members.

5 Financial Report

The Vice-President, Finance presented the Annual Report for the 2023-2024 Financial Year, noting that OTA achieved strong financial results this year, with a net profit of \$966,828, reflecting a commitment to advancing key priorities such as Membership Engagement, Workforce Development, Advocacy, Learning and Development, and Digital Transformation. This success was driven by a remarkable 43% growth in CPD revenue and an 8% increase in membership, alongside additional income from interest and a bequest contributing to a total income increase of \$768,540.

These initiatives highlight OTA's dedication to delivering value to its members.

- *Strategic Investments and Stability*
Investments in Digital Transformation and Workforce Development have enhanced member experiences and supported the profession's future needs. OTA's financial performance over six years has been consistently positive, driven by revenue diversification and disciplined cost management. Total assets are valued at \$12.8 million, including \$9.7 million in current assets, with an average interest rate of over 6.75%. OTA's liquidity ratio of 3.26 reflects robust financial health, enabling transformative projects that directly benefit members and ensure long-term sustainability.
- *Equity and Future Goals*
Equity rose to \$9.8 million, reinforcing OTA's capacity to fund future initiatives aligned with its strategic priorities. The focus remains on diversifying revenue streams to sustain growth, advocacy efforts, and member services.

These positive financial results provide a solid foundation for OTA to meet both its immediate objectives and long-term goals, ensuring continued value delivery to members and the broader profession. The Vice-President, Finance reiterated the CEO's appreciation to Cynthia Noh and the Finance, Risk and Audit Committee for their hard work, noting their positive collegial relationship.

6 Responses to Submitted Questions on Presented Reports

The CEO provided answers to the following questions raised by members prior to the AGM.

At the last AGM, a question was raised about the possibility of returning to face-to-face and hybrid Annual General Meetings. Is there any update?

To enable equity and access across the membership it is considered best practice to continue to hold virtual AGM's and other relevant member meetings. The proposed hybrid model of Annual General Meetings would be difficult to manage across eight states and territories, and given the human resources required to enable participation and/or multiple location/s, it would be at a significant expense to the Association to ensure compliance.

The focus on face-to-face networking opportunities in various states and territories over the last 12 months particularly has provided increased opportunities for members to connect in person, with networking events provided in conjunction with other opportunities at major events and or in the lead up to conferences.

2.1 Page 6 Finance Report, second paragraph mentions a bequest. Could details be provided about the background to the bequest being given, the amount and how will this be used?

The bequest was made by the Ruth Read Estate. At this stage there has been no final decision on how it will be expended, however, it is anticipated that it will be used for to the grants, awards, and research purposes of Occupational Therapy Australia. Full details are yet to be confirmed and will be further considered at the Annual Board strategic planning day to ensure that it fulfils the strategic purposes of the organisation.

2.2 Page 7 states the value of Current Assets. Regarding the value of Current Assets, are the investments aligned with the various awards like the Elspeth Pearson Award, and the OTA Clinical Award a percentage of this amount?

The OTA Clinical award is aligned with the OTA investment and contributing to the Award funds. The Elspeth Pearson Fund does not do investment activities.

2.3 Page 12 reports the allocation of funds from the Elspeth Pearson Trust, where can members learn about the learning opportunities of the three recipients.

In the spring edition of Connections, page 31, there is a feature on the recipients and their planned learning opportunities. This ranges from postgraduate studies in mental health, an intensive 3-day workshop in upper limb retraining, and the Ayres Sensory Integration, specific to the needs of children with disabilities and developmental challenges.

Under the proposed Constitution, what would the process be for a member to request a general meeting and how does OTA support the logistics of this?

To call and hold a general meeting, the members must follow the procedures in the Constitution and call the General Meeting using the list of members provided by the Company. The matters upon which members can vote and properly consider at a general meeting are limited to those matters expressly provided for in the Corporations Act and general law.

Section 23 outlines the process to enable member resolutions. Where compliant with the matters raised, OTA distribute notices and provide meeting logistics to support the meeting.

Will members get opportunity to see the detail of the new Bylaws or other new governance documents?

The By-Laws and Board Charter are operational documents that provide guidance as to how the Constitution is operationalised. These will be developed by the Board with guidance from Association experts, Governology, as well as our operational team experienced in governance and the operations needed for an Association of our size.

Whilst it is appreciated that members have an interest in these documents and processes, the Board as elected by the members will determine the details. Once endorsed by the Board, these will be made available for members on the website.

Now Divisions are not cited in the Constitution, will they still exist?

Hearing from states and territories on the key issues of relevance is vitally important to the Board and the team at OTA and informs strategy and operational matters as well as our policy and advocacy agenda. It is essential that OTA continue to have the mechanism to hear from our representatives in states and territories, so whilst the formality of Divisions is not referenced in the new Constitution, the role of these advisory groups remains.

Why does the purpose (3.1) of the Constitution have a focus on advancing education?

The inclusion of the terminology of “advance education” in the purpose is a legal requirement to ensure OTA maintains charitable Deductible Gift Recipient (DGR) status. However, the spirit in which OTA used the language of “to advance education” includes education of OTs but also how to share knowledge with OTA’s wider audience, including consumers, policymakers, and industry parties, around the value of occupational therapy.

Section 3.2 also provides some examples of the activities OTA may undertake to achieve its purpose. Although not an exhaustive list of all activities, it gives a range of activities that the Association may undertake.

What is the rationale for increasing the Board Director terms from two years to three years, resulting in a maximum term of nine years, instead of ten?

It takes some time for new Directors to gain knowledge on and around the business of the Association. OTA wants to ensure the opportunity to upskill directors to make decisions in the long-term view, and that the Association has a succession plan in place to ensure it has skilled and experienced Directors to guide the direction of the Association. A two-year term is too short to enable this to happen effectively. A three-year term assists over time with staggering appointments to have a mix of new and more experienced Directors to enable continuity. Three-year terms lead to a maximum tenure of nine years (three terms), which also ensures that the Board remain current and gives opportunity for new representatives, voices, and perspectives.

Response to Questions in meeting.

How can an individual member realistically gather 5% of member signatures to call a General Meeting, given potential confidentiality constraints and logistical challenges?

OTA would provide a list if the details satisfy the threshold for calling a General Meeting. Please contact the Association for further guidance on how to proceed.

Who and what are the National Reference Groups?

OTA has a number of National Reference Groups. The Association have a call for expressions of interest on a regular basis to form the interest groups that help advise OTA's policy positions. They work very closely with OTA's policy and advocacy team, and they meet to discuss emerging and current issues in relation to policy. They are formed around areas of practice related to policy such as the Mental Health, and Aged Care.

7 Ratification of Appointment of Auditor

The President informed members that, as is customary each year, OTA seeks members' support to ratify the appointment of our Auditors.

Resolution: That iaudit suite Pty Ltd are ratified as the Auditor of Occupational Therapy Australia Limited.

The resolution passed unanimously.

The President thanked the members for passing the resolution.

8 Adoption of New Constitution

The President provided members with the background and context for the following resolution, noting that the Board has been working towards a revised Constitution to reflect changes in the Association and allied health sectors, as well as contemporary legislation since its last update in 2016. This proposed Constitution, shaped by extensive member consultation through discussions, feedback, and webinars, ensures OTA's guiding document is aligned with best practices and supports future growth. Member input has been invaluable in creating this historic resolution.

Resolution: That the Constitution tabled at the Annual General Meeting and initialled by the chair of the Annual General Meeting for the purposes of identification (a copy of which has been circulated to Members) be adopted as the Constitution of the Occupational Therapy Australia Limited in place of the current Constitution, with effect from the close of the meeting or any adjournment of it.

The resolution passed with a majority.

The President thanked the members for passing the resolution.

9 Announcement of Board

The Board appointments were overseen by the Nominations Committee and the CEO thanked Nominations Committee members for their work.

The CEO informed members that the following Directors have been reappointed to the Board:

- Priscilla Ennals
- Leanne Healey

The following Director has been elevated to the Board of Directors via the incoming WFOT Delegate role after serving four years as the WFOT First Alternate Delegate:

- Emma George

The CEO informed the members of the Outgoing Director, thanking him for his time on the Board, and dedication to the Association and the profession:

- Adam Lo

Adam Lo has served on the Board as the WFOT Delegate for the past four years and as is customary, now steps out of the Board and into the WFOT Second Alternate role. The CEO expressed gratitude to Adam for his stewardship in this role and on various committees of the Board during this time. His dedication and passion for all levels and areas of OT has been a true asset.

In line with the terms across the WFOT delegates ending, the CEO and the Board would like to acknowledge and thank the following WFOT Second Alternate Delegate for twelve years of dedicated volunteer service, an astonishing length of time to represent OTA:

- Lynette Mackenzie

Her remarkable journey, including four years each as First Alternate, Delegate (and Director), and Second Alternate, reflects outstanding leadership and representation of OTA and Australia on the global occupational therapy stage. The Association are deeply grateful for her stewardship and contributions.

10 Final Statements

The President expressed gratitude to members for their attendance and engagement at the AGM, noting that it marked a historic moment for the Association. On behalf of the Board, she shared pride in OTA's achievements and thanked the CEO and the OTA team for an exceptional year, highlighting a bright future ahead. She reiterated her appreciation to members, looking forward to their continued support and connecting with them at upcoming OTA events.

11 Close of Meeting

The President declared the meeting closed at 5:50 pm.