

By Laws

Version 1.2

Occupational Therapy Australia Limited
February 2020

1 Introduction

1.1 Power to make/amend By-laws

- These By-laws are made pursuant to rules 1.7 (xix) and 7.1 c) of the Constitution.
- The By-laws are binding on the Members, directors and officers.
- The By-laws may only be repealed or amended by resolution of the Board.

1.2 Definitions

- In these By-laws unless contrary intention appears:
 - Constitution means the constitution of Occupational Therapy Australia Ltd
 - Board means the board of directors of Occupational Therapy Australia Ltd
 - Member means a member of Occupational Therapy Australia Ltd
 - OTA means Occupational Therapy Australia Ltd
 - Voting Member has the same meaning as in the Constitution, namely a Fellow, Full or Honorary Life Member

2 General Meetings

2.1 Rules governing the functioning of General Meetings

The conduct of meetings shall be in accordance with Robert's Rules of Order.

The Chair of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the law:

- impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
- terminate debate or discussion; or
- adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.

Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting whose decision is final.

The Chair of a General Meeting may take any action they consider appropriate for the safety of persons attending the meeting or the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person who the Chair considers to be disruptive to the meeting or who is in attendance as an observer (being someone who is not eligible to vote at that meeting).

The Chair of the meeting may delegate powers conferred in this clause 2.1 to any individual they think fit.

3 Financial year

The fiscal year of OTA shall end on 30 June each year unless the Board passes a resolution to change the financial year.

4 Election and appointment of Directors

4.1 Board Composition

Directors to the Board will be based on skills, not representation of a Division per se.

In accordance with the Constitution, the election and appointment of Directors to the Board occurs in two ways:

- Up to five (5) Directors elected under rule of the Constitution; and
- Up to four (4) Directors appointed by the Board from amongst a selection of nominees arising from expressions of interest managed by the Nominations Committee:
 - i. Up to two (2) Directors who are each Members;
 - ii. Up to two (2) Directors appointed in accordance with rule of the Constitution; and
- One (1) Director being the World Federation of Occupational Therapists delegate elected in accordance with the by-laws.

4.2 Co-opted Directors

Following completion of Member elections to the Board and nominating processes undertaken by the Nominations Committee, the Board can then assess its remaining skill requirements for on the Board and seek to undertake co-option of a Member with a particular skill set or seek a non-OT who meets the skill requirements for co-option to the Board for a two year term.

4.3 Election of Directors

In accordance with rule 7.4 of the Constitution, up to five (5) Directors will be elected by the Voting Members. The Board will implement an election process for these positions.

The Board will appoint a Returning Officer to conduct the election of Directors.

The Nominations Committee will oversee the call for nominations process and review all nominations received.

There will be a call for nominations for member elected positions at least 12 weeks prior to the AGM.

4.4 Nomination process

To be confirmed by the Board and Nominations committee.

4.5 Ballot

A ballot if required will be held by electronic means as follows:

- At least 6 weeks prior to the AGM, Voting Members will be notified of the ballot via OTA publications such as the e-newsletter or magazine.
- Information about the election including a list of candidates and a link to the electronic ballot will be on the OTA website.
- Those Members who have opted out of electronic communications will receive notification of the election by post. The letter will include details on how to access the electronic ballot.
- The non-receipt by any Member of any of these items will not invalidate the ballot.
- All electronic votes received before 5.00pm local time on the specified closing date will be counted in the ballot.
- The result of the ballot will be determined by the Returning Officer prior to the AGM.

4.6 Counting of votes

The number of candidates required to fill the vacancies will be elected by a simple majority system.

4.7 Results declared at AGM

A declaration as to the results of such election will be made at the AGM. The Members elected will take office at the end of that AGM.

The results will also be publicised to all Members after the AGM.

4.8 Electioneering during Member election

Electioneering during Member elections means political campaigning to gain votes in an election. It is a requirement of these By-Laws that members restrict this to providing only the following specified electioneering material:

- an election statement to a fixed format and less than 300 words (including all headings) on each criteria that details:
 - i. Nominee qualifications, if any, and relevant experience;
 - ii. Nominee contribution to leadership and/or OTA to date; and
 - iii. the key issues they see facing OTA;
- or
- an election statement in the format that is determined by the Board from time to time.

OTA will not permit OTA's database of Member details to be used for electioneering purposes on behalf of any Eligible Person.

Nominees may canvass support via their own networks.

5 Board of Directors

5.1 Board responsibilities

The Board's responsibilities include, but are not limited to:

- Strategic Direction
 - i) Oversee the development of and approving corporate strategy.
 - ii) Ensure that OTA has appropriate processes for strategic planning, reviewing current strategy and considering alternative strategies.
 - iii) Monitor and assess performance against strategic and business plans.
 - iv) Review and approve the annual operating budget for OTA.
- Finance and Accounting
 - v) Ensure that the Board has the capability and capacity of financial knowledge necessary to oversee the business and affairs of OTA.
 - vi) Provide an opinion on financial matters.
 - vii) Approve annual and interim accounts and CEO reports.
 - viii) Ensure appropriate financial policies and procedures are in place to safeguard the business and affairs of OTA.
- Risk Management
 - ix) Ensure relevant and suitable risk management strategies are in place. This includes any relevant insurance required to ensure safe business practices.
 - x) Consider the social, ethical and environmental impact of OTA activities.
 - xi) Ensure that there is continuing education and information provided to Directors regarding:
 - o the business of OTA;
 - o the role of the Board and its functions and obligations; and
 - o other relevant corporate governance issues.
- Reporting and Monitoring
 - xii) Oversee OTA financial position including approving financial statements and monitoring financial performance.
 - xiii) Ensure the OTA financial control procedures safeguard the integrity of financial and other reporting to ensure stakeholder and regulatory compliance.
- Corporate Governance
 - xiv) Oversee, review and update corporate governance practices and procedures as necessary to support OTA to best practice corporate governance.
 - xv) Approve the Board's delegations of authority, with the exception of the authority to delegate.
 - xvi) Require appropriate compliance frameworks and controls are in place and operating effectively for compliance with relevant laws, regulations and industry codes.
- Appointments
 - xvii) Appoint and remove the CEO and to determine their remuneration and conditions of service.
 - xviii) Oversee the performance of the CEO and review management succession and development plans.

xix) Appoint and remove the Company Secretary.

5.2 Delegation

The following responsibilities may be delegated by the Board to management via the CEO:

- developing, managing and monitoring systems and processes that assures the Board's compliance to all of its legal obligations.
- preparing a strategic plan for endorsement of the Board.
- preparing a budget that will ensure delivery of the strategic plan.
- allocating appropriate resources within the budget to ensure delivery of the strategic plan.
- overseeing the organisation's performance against the strategic plan.
- reporting progress against the strategic plan.
- reporting the financial progress of OTA.
- managing and report on risks in accordance with OTA's Risk Management Policy.

5.3 Board Meetings

As per clause 10.1 of the Constitution, in each Financial Year the Board must meet as often is necessary to discharge its duties and responsibilities. In normal circumstances this would mean that the Board is expected to meet at least 6 times in a year.

Provided that all Directors have consented, a meeting of the Board of Directors or of a committee or sub-committee may be held by means of such technology as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, provided that each participant acknowledges being able to hear each of the other participants, and every person participating in such a meeting by such means is deemed for the purposes of this By-law to be present at that meeting.

A meeting can be convened by the President, or any two directors. Each director is entitled to receive notice of a Board meeting, preferably not less than 5 business days prior to the meeting, unless the Board determines otherwise.

Where possible, Board papers will be provided to directors at least 5 days prior to the relevant meeting.

A quorum for a meeting of directors is a majority of the Board plus one, unless otherwise fixed by the directors. The quorum must be present at all times during the meeting.

5.4 Remuneration

Directors, as such, shall not receive any stated remuneration for their services, but by resolution of the Board and the Members in General Meeting in accordance with rule 8.1 of the Constitution.

Expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the Directors as the Board may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving OTA as an Officer or in any other capacity and therefore receiving compensation.

5.5 Resignation

A Director shall remain in office until either he or she resigns, is deemed to have vacated office or until the dissolution or adjournment of the meeting at which his or her successor is elected or becomes qualified.

5.6 Agents

The Board may appoint such agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

5.7 Remuneration - Agents, Employees

The remuneration of all agents and CEO shall be fixed by the Board by resolution.

5.8 Borrowing

The Board may from time to time:

- borrow money upon the credit of OTA;
- limit or increase the amount to be borrowed;
- issue debentures or other securities of OTA;
- pledge or sell debentures or other securities for such sums and at such prices as may be deemed expedient; or
- mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the OTA to secure any such debentures or other securities or any money borrowed or any liability of OTA.

The Board may from time to time by resolution delegate to the President or Vice President – Finance all or any of the powers in clause 0 above.

The powers conferred in clause 5.8.1 above are in supplement of and not in substitution for any powers to borrow money for the purposes of OTA possessed by its Directors or Officers independently of a borrowing by-law.

5.9 Board review

The Board will review and amend where appropriate the governance charter and the operations of the Board and its Committees each year.

6 Officer Bearers

6.1 Office Bearers - Directors

The Office Bearers shall be the President, Vice President and Vice President-Finance. These roles shall be elected by the Board from among the Directors of OTA.

No two Office Bearer positions may be held by the same person. As per rule 7.7(b), the President and Vice President must be:

- Fellow Member;
- a General Member; or
- an Honorary Life Member,
- with at least five (5) years professional experience as an occupational therapist.

The Vice President – Finance may be but does not have to be a Member.

6.2 Removal

Any Office Bearer of OTA may be removed from office (as an Office Bearer and not as a Director) upon a majority vote of Directors present and voting at a duly constituted meeting of the Board of Directors.

6.3 President

The President shall be the Chair of all meetings of the Board of OTA and its Annual General Meeting and meetings of the Executive.

He / she shall:

- see that all orders and resolutions of the Board are carried into effect;
- ensure all by-laws and other documents requiring the signature of the Officers of OTA are managed accordingly;
- manage the performance of the Chief Executive Officer;
- officially represent OTA and act as its official spokesperson and figurehead; and
- attend the Finance, Risk and Audit committee, ex-officio.

6.4 Absence of President

During the absence or disability of the President or upon his or her written direction, the Vice President shall assume all the powers and perform all the duties of that office, and he or she shall perform all other acts authorised by the Board of Directors.

6.5 Vice President

The Vice President is to:

- be available to replace the President in the performance of the President's role; and
- assist the President in the performance of the President's role.

6.6 Vice President Finance

The Vice-President Finance will:

- monitor the financial management of the organisation; and
- verify compliance to all legal requirements for financial reporting.

6.7 Succession Planning and Election of Office Bearers

Prior to the final meeting of a Board, there will be discussion regarding succession planning and potential vacancies arising in upcoming elections. Directors who are to continue on the Board are to be appraised of potentially vacant officer bearer roles and are to decide on their interest ahead of the first meeting of the Board post the AGM.

The President will facilitate the elections of office bearers at the first meeting of the Board after the AGM. (If the President is seeking re-election then the Vice President will facilitate this process). Nominations for office bearer roles will be considered based on interest and expertise and voting of positions will be by show of hands or ballot if there is more than one contender for a position.

Should a role not be filled permanently for the duration of the Board year, then the Board may fill roles on a temporary basis.

7 World Federation of Occupational Therapists

7.1 Delegates

The OTA delegates to the World Federation of Occupational Therapists shall consist of the delegate and two alternate delegates.

The nomination and ballot process for the First Alternate WFOT Delegate role will be overseen by the Nominations Committee and will most usually occur in line with the processes and By Laws for all member based board positions.

The alternate delegate to the World Federation of Occupational Therapists shall hold office until the delegate ceases to hold office and thereupon shall take office as delegate to the World Federation of Occupational Therapists.

The delegate upon vacating office shall become the second alternate delegate.

Only Fellow Members, Full Members and Honorary Life Members shall be eligible to be the delegate or alternate delegate.

7.2 Election

An Election will occur in line with Section 4.5 of the By Laws outlining the Ballot process for board positions.

- In line with Section 4.7 the results of this particular vote will be declared at the next AGM the Member elected will take office at the end of that AGM. The results will also be publicised to all Members after the AGM.

7.3 Term of delegate

The delegate to the World Federation of Occupational Therapists shall hold office until:

- the fourth (4th) annual general meeting of OTA after taking office; or
- until ceasing to hold office pursuant to the terms of the constitution of the World Federation of Occupational Therapists;
- whichever is the earlier; unless

The delegate is appointed to fill a gap left to a resignation or removal of delegate part way through a cycle. In which case the term will align with that of the person

7.4 Alternate to hold office until delegate ceases

The alternate delegate to the World Federation of Occupational Therapists shall hold office until the delegate ceases to hold office and thereupon shall take office as delegate to the World Federation of Occupational Therapists.

7.5 If no alternate delegate

If there is no alternate delegate in office upon the delegate ceasing to hold office then the position should be filled by a casual vacancy.

7.6 Casual vacancies

The Board may appoint any Director or Divisional Council Member to the World Federation of Occupational Therapists to fill a casual vacancy in that office. Such appointee to hold such office pursuant to this rule only until election of an alternate delegate by the Members of OTA but is eligible for election to that office subject always to the provisions of clauses 7.3 and 7.4.

7.7 Removal of delegate

OTA may by resolution remove any delegate or alternate delegate to the World Federation of Occupational Therapists before the expiration of the delegate's or alternate delegate's period of office and may by resolution appoint a casual vacancy in line with 7.6

8 Committees and other structures

8.1 Core functions

Pursuant to rule 10.13 of the Constitution, the Board may delegate any of its powers to one or more committees.

Board Committees are either required as part of effective governance practices as identified by regulators or key governance institutions or identified by the Board as essential to the Mission and objectives of OTA.

No committees of the Board are to be established for the purpose of helping, advising, instructing or exercising responsibility for authority over any aspect of the organisation that has been delegated to the CEO.

No committee established by the Board will be a Board within-the-board.

The Board of Directors shall establish the terms of reference, authorities and budget of a committee so appointed, including the payment, if any, of any expenses of the members of such committee.

Any member of a committee may be removed upon a majority vote (51%) of the Directors present and voting at a duly constituted meeting of the Board of Directors

A committee so appointed shall report to the Board.

The Board of Directors shall, from time to time, and at least once a year, review the performance and operation of each committee so appointed and revise the membership and terms of reference of the committee as it deems appropriate.

Board committees required by OTA need to include as a minimum:

- Executive Committee
- National Forum
- Finance, Risk and Audit Committee
- WFOT Program Approval Committee
- Nominations Committee.

The Board may from time to time appoint committees, or other structures, in addition to those required by this By- law, as it deems necessary to suit the needs / strategic directions of OTA.

The Board may dissolve any committee as it deems necessary.

All volunteers appointed to Board Committees are covered by OTA volunteers insurance.

All Directors and members of Board committees appointed to the OTA Board are covered by Directors and Officers insurance.

Members who participate on committees cannot receive remuneration either as an employee or otherwise of OTA.

The Terms of Reference of each Board Committee will be reviewed annually.

9 Executive Committee

9.1 Purpose

The purpose of the Executive Committee is to:

- Assist the CEO in any preparatory matters for forthcoming Board meetings; and
- Provide support to the CEO in any complex matters.

9.2 Responsibilities

The Executive Committee shall exercise such powers and be responsible for such matters as may be delegated to it from time to time by the Board of Directors and or CEO including, without limiting the generality of the foregoing:

- reviewing and ensuring the adequacy of preparations for meetings of the Board;
- reviewing from time to time the budgets, plans and priorities of the Company;
- ensuring that the engagement and remuneration of all agents and employees is in accordance with the policy and direction of the Board; and
- reviewing the activities of agents, employees and committees established by the Board, in accordance with the policy and direction of the Board.

9.3 Composition

The Executive Committee shall be composed of three Directors appointed to the role of President, Vice President Finance and Vice President, and the CEO.

The President shall be the chair of the Executive Committee.

9.4 Meetings

Meetings will be held as needed by the CEO or Executive Committee. Notes of the meeting are compiled by the CEO and circulated to the Board.

The quorum for a meeting of the Executive Committee will be a minimum of the CEO or President.

9.5 Reporting

The Executive Committee is a formal committee of the Board and reports to the Board.

10 National Forum

10.1 Purpose

10.1.1 The primary role of the National Forum is to be an advisory and communication body to the Board on a range of policy and strategic matters relating to the occupational therapy profession and OTA.

10.2 Responsibilities

The National Forum will:

10.2.1 undertake a periodic review of any current policies applying to OTA's membership and recommend any proposed amendments or new policies to the Board;

10.2.2 discuss and make recommendations to the Board on any policy issues related to OTA's public position;

10.2.3 provide advice to the Board on any issue referred to it by the Board;

10.2.4 be responsible for nominating and electing external members to the Board Nominations Committee.

The National Forum is an advisory body. It has the power to:

10.2.5 overview the development of guidelines and policies, provide advice and recommendations as requested by the Board on any matters relating to the occupational therapy profession and OTA; and,

10.2.6 recommend to the Board the establishment of any National Forum Working Parties.

10.3 Composition

10.3.1 The National Forum, where possible, will consist of:

- The OTA Board
- The Divisional Chairs
- CEO
- Staff as identified for reporting on key portfolios

- Others as relevant to the agenda
- Consumer representative of occupational therapy services

10.3.2 with permission of the chair, any member can attend a face to face meeting as “an observer.”

10.4 Chairperson

The Chairperson of the National Forum will be the President of OTA or his / her delegate.

10.5 Frequency and format of meetings

The National Forum must meet at least two times per year,

10.5.1 Frequency

One of the National Forum meetings is to occur alongside face-to-face board meetings, with further meetings preceding board meetings with sufficient time to submit issues and recommendations for the agenda for the next Board meeting.

10.5.2 Method of National Forum Meetings:

A National Forum meeting may be held using any form of technology.

Teleconferences:

- Timing: Meetings will be held either at the start or end of the day to accommodate work commitments and time-zone differences.
- Duration: a maximum of two hours to be allocated for teleconferences

10.5.3 Meeting of Divisional Chairs

On occasion, it may be opportune to convene a separate and distinct meeting of Divisional Chairs (without the Board being in attendance) to coincide with the timing of face-to-face National Forum meetings to allow discussion of other matters outside of the Forum.

10.6 Process by which Agenda is developed

10.6.1 Submitting items for the National Forum

Submission of items for inclusion in the National Forum Meeting Agenda can be made by:

- any National Forum representative;
- any National Forum working party;
- any member;
- the Board;
- the Divisional Councils and / or
- the Chief Executive Officer (CEO).

Process 1 – Agenda items from members and divisions:

Any member can complete the National Forum proposal form (See Appendix 1) to be found on the OTA website.

The completed form is to be sent to the Divisional Council via the relevant Divisional Manager.

The Divisional Council will review the proposed item at their next meeting, and provide one of four written responses to the author/s with their decision / thinking about the proposal:

1. No action planned or supported (e.g. the matter is already being addressed; OR the issue is not considered appropriate; OR action is deferred due to other priorities or competing issues). The response will include suggestion(s) for how this could be progressed;
2. Item will be managed within the division;
1. Request for further information — The Divisional Manager will guide the member to provide more relevant information and link with others of similar interests to develop a robust proposal;
2. Item forwarded to the National office for review by the CEO and Board Executive who will decide whether the item is to proceed to the National Forum. The outcome of the decision will be advised to the author and Divisional Manager.

Process 2 - Agenda items from OTA staff:

A staff member completes the National Forum proposal form and submits to their relevant Divisional Manager or CEO

Divisional Manager reviews proposed item and sends one of four written responses to the author/s with their decision / thinking about the proposal:

1. No action planned or supported (eg The matter is already being addressed; OR the issue is not considered appropriate; OR action is deferred due to other priorities or competing issues. The response will include suggestion(s) for how this could be progressed.
2. Item is an operational issue which will be managed within the Division / office;
3. Request for further information — The Divisional Manager or CEO will guide the staff member to provide more relevant information and link with others of similar interests to develop a robust proposal;
4. Item forwarded by the CEO for discussion with the Board Executive. The outcome of the decision will be advised to the author and relevant Division Manager.

Process 3 - Agenda items from Divisional Chairs:

Divisional Chairs are to complete the National Forum proposal form and submit this to the CEO. CEO reviews and provides a proposed response to the Board Executive for consideration.

Once with the CEO and Board Executive, one of the following responses may be provided to Divisional Chairs:

1. No action (eg Matter already being dealt with; OR issue not appropriate; OR action is deferred due to relationship with other activity occurring);
2. Managed within the National Office (or potentially referred back to Divisional Office).

3. Request for further information — guide member to provide more relevant information and link with others of similar interests to develop a robust proposal;
4. Item forwarded to the National Forum

10.7 Business of meetings

10.7.1 Scope of Business

The scope of business of any National Forum meeting must reflect OTA's broad strategic and policy direction.

10.7.2 Roles of National Forum representatives

- To read all papers ahead of the meeting and discuss any key matters with key groups before the meeting;
- To advise the CEO if they know they will be absent from the position for any period, and
- To nominate a delegate from the Division who can attend in their absence.

10.7.3 Outcomes from discussions

Once items are on the agenda and discussed, the forum, based on a majority determination will either:

- make a recommendation to the Board
- make a recommendation that the matter is referred back to the author(s)
- determine an alternative course of action than that proposed by the author(s)

10.7.4 Monitoring actions

- Following the determination of the National forum, the CEO will advise authors of any decisions.
- The CEO will ensure that the electronic tracking of the progress of all submitted items is up to date.
- A copy of the updated log of all proposals will be included on the agenda of each National Forum meeting.

10.8 Distribution of Agenda and Minutes of meetings

10.8.1 The agenda and minutes of each meeting must be available to all National Forum representatives and Division Managers within two (2) weeks of the meeting.

APPENDIX 1

NATIONAL FORUM AGENDA ITEM – PROPOSAL TEMPLATE

Name of member(s) / staff: Division:

Date form sent to Manager / CEO: Subject / Topic:

Alignment to which Strategic Plan goal: Brief summary:

Background information:

Assessment of risk pertaining to the issue:

Proposal or questions for consideration by National Forum: Suggested actions:

Potential implications such as budgets/resources required: Title of any additional documents attached to this form:

Contact Name:

Are you willing to talk to this issue at a relevant forum such as a divisional council meeting or the National forum meeting itself? Yes / No

11 Finance, Risk and Audit Committee

11.1 Purpose

The Finance Risk & Audit Committee is a committee of the Board and has the oversight responsibility, authority, and specific duties as described below.

11.2 Responsibilities

The Committee's primary function is to assist the Board in fulfilling its oversight responsibilities with respect to:

- Reviewing and providing analysis of the financial reports including but not limited to the Statement of
- Financial Performance (Profit and Loss), Statement of Financial Position (Balance Sheet), rolling cash flow statement, and investment reports;
- Recommending the appointment and remuneration of external auditors'
- Reviewing the audit of the organisation's books and records, and any subsequent management matters that arise from the auditor's management letter;
- Oversight of the organisation's risks and risk register and identification of policies and controls which need to be established to manage / mitigate risks;
- Reviewing the system of internal controls that the organisation has established. The committee shall have a clear understanding with the external auditors that they must maintain an open and transparent relationship with the committee, and that the ultimate accountability of the external auditors is to the Council and committee. The committee shall make regular progress reports to the Council;
- Recommending the appointment of insurance brokers;
- Reviewing the adequacy of insurance arrangements; and
- Receive and assess any complaints regarding auditing or accounting matters.

Additionally, the committee has responsibility to assist the Board in fulfilling its legal and operational compliance responsibilities with respect to OTA. Specifically:

- Developing processes for and implementing an Internal Audit Plan to review agreed processes
- within OTA (e.g. OH&S, risk management, fraud control, equal opportunity);
- Ensuring that all Board policies and relevant operational policies are in place and are being followed; and
- Developing and monitoring a compliance schedule that ensures all legal (statutory and regulatory) requirements of OTA are fulfilled.

Subject to the prior approval of the Board, the committee is granted the authority to investigate any matter or activity involving financial accounting, financial reporting, insurance arrangements, investment practices as well as the organisation's internal controls, operational processes and practices. In that regard, the committee shall have access to the organisation's external professionals to render advice and counsel in such matters.

The committee has the right to obtain relevant information from any employee and any relevant external party and to institute special investigations.

In carrying out its oversight responsibilities, the committee shall:

- Review and reassess the adequacy of this charter annually and propose changes to the Board for approval;
- Review with the Chief Executive Officer and external auditors the organisation's accounting and financial reporting controls. Obtain annually in writing from outside auditors a letter regarding the adequacy of such controls;
- Review with the Chief Executive Officer and external auditors, significant accounting and reporting principles, practices, and procedures applied by the organisation in preparing its financial statements. Discuss with the external auditors their judgments about the quality not just the acceptability of the organisation's accounting principles used in financial reporting;
- Review the scope and general extent of the external auditors' annual audit;
- The committee's review should include an explanation from the external auditors of the factors considered by the accountants in determining the audit scope, including the major risk factors. The external auditors shall confirm to the committee that no limitations have been placed on the scope or nature of their audit procedures. The committee shall review annually with the Chief Executive Officer the fee arrangement with the external auditors; and
- Inquire as to the independence of the external auditors and obtain from the external auditors, at least annually, a formal written statement delineating all relationships between the external auditors and the organisation, including other consulting work being performed by the external auditors for the organisation.

At the completion of the annual audit, review with the Chief Executive Officer and the external auditors the following:

- Results of the audit of the financial statements and the related report therein and, if applicable, a report on changes during the year in accounting principles and their application; and
- Significant changes to the audit plan, if any, and serious disputes or difficulties the Chief Executive Officer encountered during the audit. Inquire about the cooperation received by the external auditors during their audit, including access to all requested records, data, and information. Ask the external auditors about any disagreements with the Chief Executive Officer that, if left unresolved, could have caused them to issue a non-standard report on the organisation's financial statements.

Discuss with the Chief Executive Officer the quality of the organisation's financial and accounting personnel. Also, elicit the comments of the Chief Executive Officer regarding the external auditors' responsiveness.

Meet with the Chief Executive Officer and the external auditors to discuss any "material" or "serious" recommendations that the external auditors may have. Typically, such recommendations will be presented by the external auditors in the form of a "management letter" to the Chief Executive Officer. The committee

should review the Chief Executive Officer's response to the letter and receive follow-up reports on action taken.

Recommend to the Board the selection, retention, or termination of the external auditors.

Generally, as part of the review of the annual financial statements, receive an oral report (at least annually) from the organisation's general counsel regarding legal and regulatory matters that may have a material impact on financial statements.

Recommend to the Board the selection, retention or termination of the insurance brokers.
Review the adequacy of the insurance covers provided for OTA properties, personnel and activities.

11.3 Specific Duties in Relation to Compliance

Decide on appropriate processes within OTA to assess for compliance and adequacy and develop a two year Internal Audit plan that specifies content and timing of Internal Audit review.

Provide recommendations to the Board based on the findings of the Internal Audit.

Ensure that the Compliance schedule covers all agreed compliance issues, and provide recommendation to the Board based on the findings of the annual compliance report.

11.4 Composition

11.4.1 The Vice President-Finance is automatically appointed to the Chair of the FRAC.

11.4.2 Two additional board members with the appointment of the additional Director roles discussed following retirement of Directors from the Board (or the FRAC).

11.4.3 Up to two further appointments can be made to the FRAC, the Board may appoint OTA members or non-OTA members with skills, experience or knowledge that are beneficial to the committee.

11.4.4 The Chief Executive Officer, or delegate.

11.5 Terms of office and termination of FRAC members

For the member appointed under 11.4.1 will cease to be a member and chair If they cease to be the Vice President Finance and or cease to be a Director.

For those members appointed under 11.4.2 they will cease to be a member of the FRAC should they choose to step down from the Committee or cease to be a Director, and the vacancy is filled by a different board member.

For members appointed under 11.4.3 the term is 2 years, with members being able to serve a maximum of 3 terms, they may be removed if their behavior in or out of their business with OTA does not meet the values of OTA or if over 50% of the aboard votes for them to be removed.

The Board may remove a non Member appointed to the FRAC if they fail to attend two meetings in a row without providing their apologies

11.6 Frequency of Meetings

The committee is to meet at least quarterly.

The quorum for this committee shall be two Board Directors.

The committee is to meet in separate executive sessions with the external auditors and insurance brokers at least once annually and at other times when considered appropriate.

11.7 Secretariat

The committee chair should approve the content of the agenda for each meeting. Meetings minutes shall be taken by staff of OTA and signed by the chair.

11.8 Reporting

The Committee is a formal committee of the Board and reports to the Board.

12 Remuneration committee

12.1 Roles and Responsibilities

The role of the board remuneration committee is to assist and advise the board of directors on matters relating to the compensation, bonuses, incentives and remuneration issues of the directors, CEO and staff

The Committee is not a policy-making body but assists the board by implementing board policy. Reviewing and making recommendations to the board on:

- the remuneration of non-executive directors;
- the remuneration of the CEO, within the terms of the employment contract, on an annual basis;
- the CEO's recommendations regarding staff remuneration;
- the CEO's performance and key performance indicators in order to determine the annual bonus components;
- any incentive plans (including equity-based plans) or ex-gratia payments to the CEO, senior executives and other employees;
- the company's remuneration and incentive policies, practices and performance indicators and ensuring that they are aligned to the board's vision, values and overall business objectives and are appropriately designed to:
 - motivate staff and the CEO to drive the long-term growth and success of the company;
 - demonstrate a clear relationship between the achievement of the company's objectives, CEO and staff performance, and remuneration;
 - ensuring staff remuneration is aligned with market trends; and
 - ensuring there is no gender or other inappropriate bias in the remuneration of senior executives and other employees.

12.2 Membership

- The committee will include at least three members.
- The board will appoint members to the committee. The term of a member will be the same as the remaining term on the board in line with the constitution.

The duties and responsibilities of a member of the committee will be in addition to their duties as a director of the board.

12.3 Meeting Frequency

The committee will hold meetings at least twice a year and as frequently as required to fulfil its role.

The Committee will report to the board and will bring relevant recommendations to the board for decision and or action.

13 WFOT Program Approval Committee

13.1 Purpose

13.1.1 The Committee is responsible for determining, based on advice received from the Occupational Therapy Council, the WFOT approval status of entry-level education programs. It also operates as a reference/advisory group to provide comment on program accreditation/approval activity relevant to OTA

13.2 Powers

13.2.1 Recommendation to Board of WFOT approval status for each Program, as required.

13.3 Responsibilities

- To receive and review accreditation reports from the Occupational Therapy Council and determine, based on the OTC program accreditation report, if the program meets the standards for approval required by the WFOT.
- To report the approval status of Australian entry-level education programs to the WFOT.
- Advise (via reports to the CEO) the Board of OTA of the WFOT approval status awarded to a program.
- Ensure template/form reports are made annually, or as required, to the World Federation of Occupational Therapists (e.g. Approval decisions, changes to Heads of Programs).
- Support the work of the Occupational Therapy Council so it maintains a high quality accreditation function that will continue to meet OTAs needs/WFOT Standards.
- Provide the CEO an annual summary of key professional practice and workforce issues arising from the review of accreditation reports (e.g anticipate that the committee will write a short report after each review to develop an annual summary of what is going well, needs attention in education).
- Receive advice and provide recommendation to the OTA CEO about issues that need to be taken up with the Occupational Therapy Council CEO.
- Keep the profession informed of the activities of the committee and the process of WFOT program approval.
- Publish a list of Australian education programs which have WFOT approved.

- Ensure confidentiality, proper storage, maintenance and disposal of accreditation and approval records.
- Receive complaints and concerns about WFOT approval status and operate as the first line of appeals for programs/institutions which are disputing a WFOT approval decision.

13.4 Composition

13.4.1 The Committee will consist of six members as follows:

- the OTA nominee to the Occupational Therapy Council Program Accreditation Committee;
- the WFOT delegate or WFOT alternate;

- 1 x staff member of OTA who is also the staff member who provides administrative assistance for the Panel; and
- Five other members, who will be sought from OTA's general membership via expression of interest.

13.4.2 One of the members of the committee will be appointed as Chairperson.

13.5 Terms of office

The term of office for the WFOT delegate/alternate will be in line with their tenure within the position. Term of office for other committee members will be for a period of three years, with renewal of membership for further periods possible. Variations in the term of office may be agreed where it is needed to ensure all members are not due to stand down at the same time.

13.6 Frequency of meetings

13.6.1 There will be a minimum of four meetings per year

13.7 Secretariat

13.7.1 Staff in OTA will act as secretariat to the Committee. The functions of the secretariat are to:

- Maintain records of the meetings
- Receive accreditation reports from OTC and forward these to committee members on a roster basis (i.e. so two members read the OTC report in detail)
- Develop meeting agenda in consultation with the chairperson, take minutes of committee meetings
- Assist the committee in the development of any policy and procedure documents
- As needed:-call for nominations to the committee
- Manage correspondence and communications to WFOT:
 - i) letter informing WFOT of program approval status
 - ii) template for monitoring of WFOT approved education program
 - iii) annual reports as requested by WFOT (x ref WFOT document dated 2006), including details re changes to heads of programs etc.
- Manage correspondence to Head of program
 - iv) Letter informing University of WFOT status as determined by OTA
 - v) Certificate indicating WFOT status
- Ensure OTAs accreditation website (including via liaison with marketing manager re content) and its list of approval status of programs
- Field inquiries from prospective students about approved programs
- Field inquiries from Universities about approval requirements for WFOT
- Ensure that accreditation activities relevant to WFOT approval are appropriately resourced by OTA.
- Provide regular reports to the CEO including 3 monthly and annually on program accreditation/WFOT approval activities
- Ensure proper storage, maintenance and confidential disposal of records.
- Maintain an accurate listing of accredited/approved programs for OTA (current and archived).

13.8 Reporting

The Committee is an ongoing subcommittee of OTA which reports directly to the Board, via the CEO.

14 Nominations Committee

14.1 Purpose

The purpose of the Nominations Committee is:

- to review all nominees for the Board – both Member elected and appointed;
- to oversee the call for nominations process – see section 4.4 of these By-laws;
- to identify and recommend to the Board, individuals qualified to serve on the Board and its sub committees;
- to advise the Board with respect to future Board composition, procedures and committees; including
- overseeing the development of a skills gap analysis for the purpose of promotion of vacancies on the Board and review of all candidates seeking member election to ensure they meet the required skill set; and
- to identify, evaluate and nominate individuals for roles on Board sub committees for consideration by the Board, and to evaluate expressions of interest for roles on Board subcommittees.

14.2 Powers

The Nominations Committee will have the power to

- put forward candidates for nominations for elections as directors
- nominate further candidates to the Board and its committees for consideration by the Board.

14.3 Responsibilities:

14.3.1 General

- Identify skill gaps required on the Board and its sub committees and actively seek potential candidates to fill such roles / vacancies on these committees including through expressions of interest.
- Actively research, and screen potential candidates through interviews and reference checks for Board Director roles.
- Ensure candidates are qualified and meet identified skills / criteria.
- Determine that all candidates are qualified for the position, that they are willing to serve, and that they do not anticipate any business or personal barrier that would prevent them from serving for the full term.
- Develop communications plan to members regarding the process of seeking nominations and the outcome of decisions to ensure transparency.
- Recommend training for Board members to address any skill deficit requirements not met via the nominations process.
- Develop capability of all members in Governance to enable succession planning.

14.3.1 Specific to Board

- Arrange for the promotion of candidates for Board Director member election as per the Constitution and these By-Laws and arrange any required ballot processes for Board Directors in conjunction with the national office.
- Announce slate of candidates for announcement at the annual general meeting (for Board Directors).
- Receive and assess nominations for candidates for co-opted roles on the board of directors.
- Arrange for the induction of new Board Directors to Board and National secretariat

14.3.2 General Attributes

- Attend at least 75% of all committee meetings (includes face to face and conference calls).
- Act as unbiased trustees for all constituents regardless of any personal or geographic affiliation.
- Nominating Committee members must observe confidentiality and conduct due diligence and reference checks and ensures any conflicts of interest are avoided.

14.4 Composition

14.4.1 The Nominations Committee will comprise:

- a) three (3) external (to the Board) OTA members, one of whom will serve as Committee Chair; and
- b) three (3) Director members of OTA.
- c) one of these being the immediate past president

14.4.2 EOI's will be sought for the member (non-Director roles) every two years.

14.4.3 A member is ineligible to sit on the Nominations Committee at a time when they are seeking election / re-election to the OTA Board or one of its sub committees.

14.5 Meetings

The Committee will meet as often as determined by the Committee.

The quorum for a meeting of the Committee will be 4 of which one must be a Director and one an external member.

Casting vote to Committee Chair.

14.6 Terms of office

The terms of office for a member of the Nominations Committee is two years.

No member may serve more than four (4) consecutive years on the Nominations Committee.

14.7 Secretariat

Minutes and Other Information: Minutes recorded by EA to CEO

14.8 Reporting

The Nominations Committee is a formal committee of the Board and reports to the Board.

15 Divisions

15.1 Establishment

15.1.1 Divisions may be established by the Board pursuant to rule 12 of the Constitution.

15.1.2 Divisions are determined through consultation between relevant members, the Board and CEO.

15.2 Divisional Roles

15.2.1 Divisions are established for the purposes of operational activities. They play a functional role in terms of service delivery, advice and advocacy.

15.2.2 The functions and activities of a Division are managed by a Manager and Divisional and national employees

15.2.3 Advice on issues of relevance to a Division is provided to the Division's manager through its Divisional Council.

15.2.4 Divisional Councils have no legal responsibilities or powers under the Corporations Act 2001 (Cth).

15.3 Divisional Councils

15.3.1 The functions of Divisional Council are:

to represent the interests of the members affiliated with the Division;

- to liaise with and provide advice to the Division's Manager regarding the development and implementation of the Division's operational plan aligned to the OTA Strategic plan and on matters pertaining to areas specifically impacting on that Division which require OTA support and direction;
- assist OTA staff with communication and outreach activities on standards, current and proposed projects, and longer-term issues. Members of the Council are encouraged to communicate with the broad community, both to educate the sector about the roles of occupational therapists and OTA and to encourage the engagement with OTA.
- to represent OTA at key external meetings / events;
- to liaise with the Deputy CEO
- provide focused input and feedback to the Division's Manager relating to:
 - a) the need for and relative priority of proposed projects
 - b) conceptual and practical implications of proposals under development
 - c) practice issues, including implementation issues arising from new standards or legislation and potential areas for improvement pertinent to the allied health sector, and occupational therapy in particular, and
 - d) longer-term issues important to the allied health sector in which OTA can play a lead role.

15.4 Manager of the Division

15.4.1 The Divisional Council and Manager will work collaboratively to ensure that the perspectives of members are effectively communicated to the Division Office. In this regard members in this Division serve as ambassadors for OTA and its mission.

15.5 Reporting and Communication with CEO and Board

15.5.1 Divisional Councils will provide half yearly written reports to the CEO via the Division's manager.

15.5.2 Divisional Councils will provide reports to the Board as requested from time to time.

15.5.3 As with any other member or group of members, Divisional Councils are welcome to approach the President or other members of the Board at any time about any matter.

15.5.4 Should a Divisional Council bring the organisation into disrepute or not fulfil its roles as per these By-Laws and other supporting policies, the Board retains the right to remove members from a Divisional Council at its discretion.

15.6 Composition of Division Councils

15.6.1 The number of members of a Divisional Councils must be not less than three (3) nor more than eight (8) (including the Immediate Past Division Council Chairperson), or such other number as determined by the Board from time to time.

15.6.2 Membership of Divisional Councils should reflect the key diverse work areas of members affiliated with the Division and its membership categories inclusive of students / new graduates.

15.6.3 Membership on the Divisional Council is personal to appointed members however an elected member to the Council can delegate a function with approval of the Divisional Council.

15.7 Eligibility for appointment or election as Divisional Council Member

15.7.1 A person is only eligible to be appointed or elected to a Divisional Council if the person is a Member of OTA and ordinarily resides in the geographical area of that Division.

15.7.2 All Committee Members will be individuals who demonstrate:

- a keen interest and knowledge of the profession;
- a commitment to improving the practice of occupational therapy for its members, practitioners and the general public who engage with the profession; and
- the ability to provide input on a wide variety of matters affecting the profession, both local and national.

15.8 Terms of office of Division Council Members

15.8 Terms of office of Division Council Members

15.8.1 The term of office for Division Council members will be three (3) years commencing from the Annual Divisional Meeting (ADM) of 2021.

15.8.2 Elections for Division Council members will be held prior to the Division Annual Meeting with results announced at the Meeting.

15.8.3 No Member may serve more than nine (9) consecutive years on the Committee unless otherwise determined by the Board (for those appointed from 2020, for those appointed prior the maximum time able to be served is ten (10) years)..

15.8.4. Membership tenure will be staggered to establish an orderly rotation and maintain appropriate continuity on the Divisional Council.

15.8.5 In making such reappointments the Chair will balance the benefits of reappointment with the expected contributions or potential for fresh perspectives provided by new members.

15.9 When member vacates Council position

15.9.1 A person ceases to be a member of a Divisional Council if they:

- resign by written notice to the Council or Division's Manager;
- are removed from the Council by the OTA Board;
- cease to be a Member of OTA or are suspended from membership;
- no longer ordinarily reside in the Division;
- are elected or appointed to the OTA Board; or
- are absent, without reasonable excuse or the consent of the respective Division Council, from three (3) consecutive Council meetings.

15.10 Nomination for and Election to Divisional Council

15.10.1 Division Council members are appointed by a nomination and election process.

15.10.2 The nomination and election processes will occur simultaneously across Divisions and will occur in time to allow the announcement of the new Divisional Council as the ADM's.

15.10.3 The Division's Manager will be responsible for conducting the nomination and election of members to the Division Committee.

15.10.4 There is to be a regular nomination and election process (at a minimum of biennial).

15.10.5 Criteria for nominating candidates • Divisional Council members must satisfy the criteria in clause 15.7. • Prescribed nomination forms must be used and must be accompanied by the candidate's CV and a written statement about their intended plans/policies and reasons for serving on the Committee.

15.10.6 In the event that there are insufficient nominees for the Divisional Council, and it does not meet a quorum to function, the Division's manager may appoint Members of OTA to the Divisional Council to fill a casual vacancy.

15.10.7 A person is only eligible to vote in a Divisional Council election of the Division that aligns to the area that the OTA member ordinarily resides in and forms part of their membership record. .

15.11 Office Bearer roles on Divisional Councils

15.11.1 One of the members of the Division Councils will be elected Chair by the Council for a two-year term.

15.11.2 One person may be designated as Co-Chair.

15.12 Divisional Council Chair

15.12.1 The duties and responsibilities of the Chair are to:

- preside at all meetings of the Divisional Council at which he or she is present and ensure that business is conducted efficiently and that meeting rules are adhered to;
- lead the development of an effective and cohesive team;
- support members of the Divisional Council to understand their roles, responsibilities and accountabilities and to build the skills and capabilities necessary for the Divisional Council;

ensure that there is an effective process for identifying and managing members' conflicts of interest;

- encourage and enable full participation by all members in the work of the Divisional Council to work with the Division's Manager to ensure meetings are well planned and include all key agenda papers in good time of the meeting;
- to ensure that the Divisional Council has a good range of skills and is representative of work/ practice domains and membership categories;
- to monitor satisfaction and performance of the Divisional Council and the Committee members;
- to consider succession planning for the Divisional Council and individual members as required;
- to induct new Council members with the Division's Manager; and
- to take key issues to the National Forum for discussion.
- provide feedback for the annual performance review of the Division Manager.

15.13 Divisional Council Members

15.13.1 Divisional Council members will ensure they are well-informed about the Council's role and responsibilities and undertake their responsibilities with appropriate diligence and care, by:

- making reasonable efforts to understand the role and purpose of the Committee and the limits to its power and authority;
- developing an understanding of the Division's community of interest;
- preparing for meetings and participating in additional activities that are relevant to OTA;
- attending all Council meetings, unless an apology is submitted or, if a prolonged absence is anticipated, requesting leave of absence;
- participating actively and working cooperatively with their fellow members and stakeholders to achieve agreed goals;
- contributing actively to OTA by applying, in their role as Council members, any special expertise or skill that they possess;
- carefully reviewing information provided to them and constructing their advice with care and diligence; and
- to represent OTA at key external meetings / events.

15.13.2 The Divisional Council also recognises that the policy environment is changing at a rapid rate and OTA needs to be positioned to adapt to those changes and respond to emerging opportunities and risk, necessitating:

- alertness to emerging risks and opportunities; and
- a culture of flexibility and a willingness to adapt.

15.13.3 Divisional Council members serve without remuneration.

15.14 Meeting Procedures

15.14.1 Frequency

The Divisional Council will meet quarterly, with a minimum of 4 meetings per year.

15.14.2 Setting the Meeting Agendas

- The Division's Manager will develop the agenda in consultation with the Division Committee. Other than by agreement, members must be given at least 7 days' notice of meetings, including a written agenda and appropriate background papers

- Any member in the Division who wishes to include an item on the agenda should discuss the item with the Divisional Chair in the first instance. Where possible, members should raise items at least three weeks in advance of a meeting of the Divisional Council at which the member wishes the item to be discussed. The Divisional Council chair will discuss with the Division's Manager who will advise and assist the member regarding the proper presentation of issues to the Council.
- Each member has an independent right to raise issues for consideration by the Divisional Council.
- Items for consideration at a meeting of the Division Council will usually be accompanied by a paper detailing the rationale for the issue being considered by the Committee, issues for consideration and the recommendation(s) that the Division Council is being asked to consider. Ordinarily, the Division's Manager will prepare the paper.

15.14.3 Voting

- While consensus is the ideal, formal voting on Division Council is not required.
- The development of and outcomes arising from motions by Division Committees are not binding on the OTA Board.

15.14.4 Notes of Meetings

- Records of meetings will be maintained including and action list.

Establishing Ad hoc committees

15.14.5 The Division may form ad hoc committees for special tasks to enhance the capacity to provide informed advice.

15.14.6 ad hoc -committees and working parties facilitate stakeholder input into the Divisional Council.

15.15.7 committees and working parties may only be established after approval from the Deputy CEO and should be chaired by a member of the Divisional Council. All sub-committees and working parties must have documented terms of reference incorporating:

- the -committee's or working party's composition, which will include an appropriate number of members of the Division Committee;
- a clear statement of the sub-committees or working party's authority, role and responsibilities;
- procedures for meeting agendas, minutes and reporting to the Division Committee,

15.15 Annual Division Meetings (ADM's)

<p>Endorsed by President:</p>

Date endorsed	February 2020
Date for Review	February 2021

15.15.1 Annual Division meetings enhance member engagement.

15.15.2 No Divisional annual meeting shall be considered or treated as an Annual General Meeting of OTA. Their purpose will be to provide informal feedback to members affiliated with the Division regarding activities of OTA and the Division.

15.15.3 ADM's shall be held annually in March on a date and at a times and place to be decided by management of OTA with consideration to maximizing attendance and accessibility.



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