



Constitution of Australian Physiotherapy Association

A Public Company Limited by Guarantee
ACN 004 265 150

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Contents

- PART A – COMPANY NAME AND TYPE** 5
 - 1. Company Name 5
 - 2. Company Type..... 5
 - 3. Definitions and Interpretations..... 5
 - 4. Replaceable Rules 8
 - 5. Objects 8
 - 6. Company Powers 9
- PART B – MEMBERSHIP** 9
 - 7. Admission 9
 - 8. Categories of Membership..... 9
 - 9. Membership Process..... 10
 - 10. Eligibility..... 10
 - 11. Rights of Members 11
 - 12. Members’ Obligations..... 12
 - 13. Annual Membership Fees..... 12
 - 14. Non-payment of Annual Membership Fee..... 13
 - 15. Cessation, Suspension and Cancellation of Membership 13
 - 16. Appeal to Suspension and Cancellation of Membership..... 14
- PART C – GENERAL MEETINGS** 14
 - 17. Annual General Meeting 14
 - 18. Extraordinary General Meetings..... 14
 - 19. General Meetings..... 14
- PART D – PROCEEDINGS AT GENERAL MEETINGS**..... 15

20. Quorum.....	15
21. Presiding at Meetings	16
22. Adjourning Meeting.....	17
23. Proceedings and Voting.....	17
24. Proxy	18
PART E – BOARD OF DIRECTORS.....	19
25. Directors	19
26. President.....	19
27. Vice Presidents	20
28. Member Directors.....	21
29. External Directors.....	23
30. Limitations on Past Directors.....	24
31. Remuneration of Directors	24
32. Termination of Directors.....	24
33. Casual Vacancy	25
PART F – POWERS OF DIRECTORS	25
34. Powers.....	25
PART G – MEETING OF DIRECTORS	25
35. Board Meetings	25
36. Quorum.....	26
37. Board Voting	26
38. Resolution Outside Board Meeting.....	26
39. Delegation of Powers – General Committee	27
40. Advisory Committees.....	27
41. National Advisory Council.....	27

42. National Professional Standards Panel.....	27
PART H – MEMBER GROUPS AND NETWORKS.....	27
43. Member Groups and Networks	27
44. The Physiotherapy Research Foundation.....	28
PART I – COMPANY OFFICERS BEARERS	28
45. Chief Executive Officer	28
46. Secretary	29
PART J – RECORDS	29
47. Financial Records.....	29
48. Audit	30
49. Inspection	30
50. Registers.....	30
PART K – OTHER.....	30
51. Execution of Documents.....	30
52. Notices to Members.....	30
53. Notices to Directors	31
54. Time of Service of Notice.....	31
55. Application of Income	31
56. Members’ Liability.....	32
57. Members’ Contribution.....	32
58. Winding-Up.....	32
59. Indemnity	33
60. Alterations to Constitution	33
61. Regulations.....	33

Constitution of Australian Physiotherapy Association

PART A – COMPANY NAME AND TYPE

1. Company Name

1.1 The name of the company is Australian Physiotherapy Association (the Association).

2. Company Type

2.1 The Association is a public company limited by guarantee under the Act.

3. Definitions and Interpretations

Definitions

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

Aboriginal and Torres Strait Islanders Health Committee means a committee responsible to the Board for strategic oversight on how the Association can achieve its vision of reconciliation.

Act means the *Corporations Act 2001* (Cth) as amended by the *Corporations Amendment (Meetings and Documents) Act 2022*.

AGM means the annual general meeting of the Association.

Association means the company referred to in sub-clause 1.1.

Board means the Board of Directors elected or appointed in accordance with this Constitution.

Board Elections Policy means the Association's policy specifying the process of elections for the Board.

Branch means a branch of the Association established pursuant to sub-clause 43.1.

Branch Council means a Committee responsible to the Board for the strategic oversight of matters relating to its respective Branch.

Chairperson means the person appointed as chairperson:

- (a) for a Board meeting – under sub-clauses 35.8 and 35.10; and
- (b) for a General Meeting – under clause 21.1 and 21.2.

Chief Executive Officer means the person appointed as the chief executive officer of the Association under clause 45.

College Council means the elected members of the Australian College of Physiotherapists to oversee the affairs of the college and to award fellowships by specialisation and original contribution.

Committee means a group of Members elected or appointed to govern the respective Member group under this Constitution or the Regulations and includes any:

- (a) Branch Council;
- (b) National Group National Committee;
- (c) State Chapter Committee; or
- (d) other Committee established by the Board.

Constitution means this Constitution as amended or supplemented from time to time.

Director means any person holding the position of a director of the Association, including the President and Vice President, the Member Director and External Director (if included pursuant to clause 25.3(b)) and the directors of the Association from time to time or as the context permits such number of them as have authority to act for the Association.

Elections Policy means the Association's policy specifying the process of elections (except for the election of the Board) as set out in the Regulations.

External Director means a person elected or appointed as a Director under clause 29.

Extraordinary General Meeting means an extraordinary general meeting of the Association.

Financial Member means a Member who has paid all annual membership fees due and payable under clause 13.

General Meeting means the AGM or any Extraordinary General Meeting of the Association.

Immediate Past President means a person appointed as immediate past president of the Association pursuant to sub-clause 26.7.

Journal of Physiotherapy Editorial Board means the Board responsible for the management of the editorial content of the Journal of Physiotherapy.

Majority means more than fifty per cent (50%).

Member means a member of the Association pursuant to clause 7.

Member Director means a person elected or appointed as a Director under clause 28.

NAC means the Association's National Advisory Council.

National Group means a national group of the Association established pursuant to sub-clause 43.1.

National Group National Committee means a Committee responsible to the Board for the strategic oversight of matters relating to its respective National Group.

National Professional Standards Panels means a committee established to uphold the professional and ethical standards of the Association and the Profession and to assist in the management of regulatory complaints.

Nominations Policy means the Association's policy specifying the process of nominations as set out in the Board Elections Policy.

Non-Financial Member means a Member who has not paid all the annual membership fees due and payable under clause 13.

Objects mean the objects of the Association as specified in clause 5.

President means a person appointed or elected as president of the Association under clause 26.

Regulations mean the Association's regulations as created and amended from time to time in accordance with clause 61.

Secretary means the person appointed as the secretary of the Association in accordance with this Constitution and includes any assistant or acting secretary.

State Chapter Committee means a Committee responsible for the oversight of matters relating to its respective National Group pursuant to its state in Australia.

Vice President means a person appointed or elected as vice president of the Association under clause 26.

Voting Member means a Financial Member entitled to vote at a General Meeting under this Constitution.

Interpretations

3.2 In this Constitution, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other genders;
- (c) the reference to persons includes a natural person and any partnership, association, body, an authority or entity whether incorporated or not;
- (d) references to a person includes the legal personal representatives, employees, agents, contractors, successors, and permitted assigns of that person;
- (e) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;

- (f) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (g) a reference to any clause, sub-clause or schedule is to a clause, sub-clause or schedule of this Constitution;
- (h) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (i) all headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution; and
- (j) a reference to a word or an expression with a special meaning in a particular Part or Division of the Act, has the same meaning as that Part or Division of the Act, unless a contrary intention appears.

4. Replaceable Rules

4.1 Subject to Part 2B.4 of the Act, the replaceable rules do not apply to the Association.

5. Objects

5.1 The Objects of the Association are to:

- (a) ensure that the Association delivers quality member services, including:
 - (i) supporting equity of access to services and the equitable distribution of benefits to all Members irrespective of location;
 - (ii) promoting ongoing professional development which facilitates excellence in physiotherapy outcomes and professional accountability;
 - (iii) supporting research activity that is evidence based and drives best practice physiotherapy;
 - (iv) fairly representing, promoting and safeguarding the interests of all Members, and the profession of physiotherapy;
 - (v) prescribing, safeguarding and promoting Member adherence to the APA Code of Conduct;
 - (vi) investigating complaints involving Members in accordance with the principles of natural justice;
 - (vii) cooperating with regulatory authorities to resolve complaints against Members; and
 - (viii) promoting the Association's activities in a manner consistent with the regulations and policies of the Association.
- (b) advance physiotherapy within the Australian healthcare system, including:

- (i) advocating for best practice health services, particularly in the field of physiotherapy;
 - (ii) lobbying all levels of Government, international organisations, and other public and private organisations, on matters of concern to the physiotherapy profession, and to the wider community;
 - (iii) fostering the advancement of physiotherapy worldwide through international affiliations;
 - (iv) marketing physiotherapy as the leader in the quality treatment and prevention of disorders of human movement;
 - (v) advancing physiotherapy education; and
 - (vi) supporting the maintenance of entry-level and postgraduate teaching standards.
- (c) undertake any matter related to the Objects as determined to be appropriate by the Board or the Members.

6. Company Powers

6.1 The Association has the legal capacity and powers of a company set out under section 124 of the Act.

6.2 The Association may only exercise the powers in section 124(1) of the Act to:

- (a) carry out the Objects of the Association; and
- (b) do all things incidental or convenient in relation to the exercise of power under sub-clause 6.2(a).

PART B – MEMBERSHIP

7. Admission

7.1 The Members of the Association are the individuals and organisations who:

- (a) are admitted to membership by the Board from time to time in accordance with this Constitution; and
- (b) whose names are entered in the register of Members pursuant to section 169 of the Act.

8. Categories of Membership

8.1 The categories of membership of the Association are:

- (a) General Member;
- (b) Distinguished Member;
- (c) Student Member;
- (d) Associate Member; and

(e) Physiotherapy Assistant Member.

8.2 The Board may, subject to consent by the Member, transfer any Member from one category of membership to a different category of membership for which the Member is eligible under clause 10.

Subcategories

8.3 A person admitted to the category of Distinguished Member must be admitted within one of the following subcategories:

(a) Honoured Member; or

(b) Life Member.

8.4 The Board may, from time to time, at its sole discretion create or remove any subcategories of membership within any category listed in sub-clause 8.1.

9. Membership Process

Application

9.1 Every applicant for membership of the Association must submit an application to the Association in a form and in a manner approved by the Board.

Approval

9.2 The Board may, at its sole discretion, accept or reject an applicant as a member of the Association.

9.3 The Board is not required to give any reason for the acceptance or rejection of an applicant as a member of the Association.

9.4 The Board must only accept an applicant as a member of the Association if the Board is satisfied that the applicant satisfies the eligibility criteria specified in clause 10 for the membership category for which the applicant has applied.

Notification

9.5 The Association must notify the applicant of the Board's decision to accept or refuse that person's application for admission to membership, in writing in accordance with the procedures determined by the Board from time to time.

10. Eligibility

General Member

10.1 To be a General Member a person must:

(a) be registered as a physiotherapist with the Physiotherapy Board of Australia;

- (b) subject to sub-clause 10.7, have at any time been registered as a physiotherapist in Australia; or
- (c) have, within the previous six months, graduated from a program of study approved by the Physiotherapy Board of Australia for general registration.

Honoured Member

10.2 The Board may, from time to time, grant Honoured Membership to a Member who has contributed outstanding achievements for the profession and service of the highest degree to the Association as determined by the Board at its sole discretion.

Life Member

10.3 Subject to sub-clause 10.7, a person granted Life Membership by the Board prior to 31 December 1999 remains a Life Member.

Student Member

10.4 To be a Student Member a person must:

- (a) be enrolled in a program of study approved by the Physiotherapy Board of Australia for general registration; and
- (b) is ineligible to be admitted as a General Member under sub-clause 10.1.

Associate Member

10.5 To be an Associate Member a person must:

- (a) have graduated from a physiotherapy program in a country, other than Australia, which has a professional association that is a member of WorldPhysio; and
- (b) be ineligible for admission under any other membership category.

Physiotherapy Assistant Member

10.6 To be a Physiotherapy Assistant Member a person must have successfully completed a training program or qualification approved by the Board for admission as a Physiotherapy Assistant Member.

Ineligibility

10.7 Notwithstanding anything in this clause 10, any person whose registration as a physiotherapist in Australia has been cancelled for disciplinary reasons is not entitled to

be admitted and must not be admitted to any category of Membership until their registration as a physiotherapist in Australia is reinstated.

11. Rights of Members

- 11.1 Each Member may:
- (a) attend and speak at all General Meetings;
 - (b) subject to sub-clause 23.2, vote at all General Meetings; and
 - (c) exercise any further and other rights assigned to their respective category of membership by the Board at its sole discretion.

12. Members' Obligations

- 12.1 This Constitution constitutes a contract between each Member and the Association, and each Member agrees to be bound by this Constitution and the Regulations.
- 12.2 All Members must comply with and observe this Constitution and Regulations and any determination or resolution which may be made or passed by the Association or the Board.
- 12.3 All Members must comply with any code of conduct, ethical principles, policies, procedures and clinical standards which may be created or amended by the Board from time to time.
- 12.4 All Members must meet all liabilities and requirements specified in this Constitution and the Regulations as attaching to their category of membership.
- 12.5 All Members submit to the jurisdiction of the State of Victoria in respect of any disputes between a Member and the Association.

13. Annual Membership Fees

Annual Membership Fees

- 13.1 Each Member must pay to the Association any annual membership fees as determined by the Board.
- 13.2 The annual membership fee is the fee for each category of membership as determined by the Board.
- 13.3 The Board may, at its sole discretion:
- (a) determine that no annual membership fee is payable for one or more categories of membership; and
 - (b) vary the annual membership fee for any category of membership.
- 13.4 Subject to sub-clause 13.3, the annual membership fee must be paid:
- (a) annually in advance; or
 - (b) in accordance with a payment arrangement (which may include an administration fee) as determined by the Board.
- 13.5 The Board may, at its sole discretion, determine any payment arrangement (which may include an administration fee) for the payment of the annual membership fee.

- 13.6 The Board may, at its sole discretion, determine to waive any requirement for payment by any Member of the annual membership fee.
- 13.7 The Association must notify a Member in writing of the due date for the payment of their next year's annual membership fee at least one calendar month before their next year's annual membership fee is due for payment.

Administration Fee

- 13.8 The Board may require a person to pay an administration fee if the person pays the annual membership fee in accordance with a payment arrangement determined by the Board.
- 13.9 The Board may, at its sole discretion, determine the administration fee payable in relation to a payment arrangement.

14. Non-payment of Annual Membership Fee

- 14.1 A Member whose annual membership fee is in arrears:
- (a) by more than one month but less than three months – is a Non-Financial Member; or
 - (b) by three months or more – ceases to be a Member.
- 14.2 The Board may, at its sole discretion and on such terms as it thinks fit, reinstate a Member if the Member pays all their arrears of any annual membership fees.

15. Cessation, Suspension and Cancellation of Membership

- 15.1 In addition to sub-clause 14.1(b), a Member immediately ceases to be a Member if they:
- (a) give the Association written notice of their resignation;
 - (b) engage in any conduct which is determined by the Physiotherapy Board of Australia, or other commission, tribunal or court of competent jurisdiction to be professional misconduct;
 - (c) subject to a determination by the Board at its sole discretion:
 - (i) cease to be eligible to be a Member pursuant to clause 10;
 - (ii) are in breach of this Constitution as determined by the Board at its sole discretion;
 - (iii) at the time of application to the Association for membership, provide false or misleading information; or
 - (iv) bring the Association, its Members or the physiotherapy profession into disrepute.
- 15.2 The Board may at its sole discretion suspend the membership of any Member pending a decision by the Board pursuant to sub-clause 15.1(c).

15.3 The Association must notify a Member in writing if the Board suspends or cancels their membership under this clause 15 and provide the reason for the suspension or cancellation.

16. Appeal to Suspension and Cancellation of Membership

Appeal

16.1 If any Member receives notification pursuant to sub-clause 15.3 that the Board has suspended or cancelled their Membership, the respective Member may, within 30 days of the date the Member receives the notification, lodge a written appeal (the Appeal) to the Association to be reinstated.

Board Review

16.2 The Board must, if reasonably possible, review and consider the Appeal at the next Board meeting after the Association receives the Appeal.

16.3 The Board may decide to:

- (a) reinstate the Member; or
- (b) affirm the decision to suspend or cancel their Membership.

16.4 The Association must notify the Member in writing of the Board's decision under sub-clause

16.5 The Board's decision under sub-clause 16.3 is final.

PART C – GENERAL MEETINGS

17. Annual General Meeting

17.1 The Association must hold an Annual General Meeting in accordance with the Act.

18. Extraordinary General Meetings

18.1 All general meetings, other than the Annual General Meetings, are Extraordinary General Meetings.

18.2 The Board may convene a Extraordinary General Meeting:

- (a) as required under this Constitution;
- (b) as required under the Act; and
- (c) at anytime it thinks fit.

19. General Meetings

19.1 The Board must give at least 21 days written notice of every General Meeting to:

- (a) every Member, except those Voting Members who (having no registered address within Australia) have not supplied to the Association an address within Australia;
- (b) every Director; and
- (c) the auditor or auditors of the Association, except:
- (d) for special resolutions which requires notice in accordance with the Act; and
- (e) where there is an agreement for shorter notice between the Voting Members.

19.2 A notice of a General Meeting must include:

- (a) the place of the meeting;
- (b) the date of the meeting;
- (c) the time of the meeting; and
- (d) the business to be transacted at the General Meeting.

19.3 A General Meeting may, at the sole discretion of the Board, be held in two or more places linked together by any technology (which allows for a wholly virtual meeting or a hybrid meeting) that:

- (a) gives the Members present at those places a reasonable opportunity to participate in proceedings;
- (b) enables the Chairperson to be aware of proceedings in each place; and
- (c) enables the Members in each place to vote on a poll.

19.4 If a General Meeting is held in two or more places in accordance with sub-clause 19.3:

- (a) a Member present at one of those places is taken to be present at the General Meeting; and
- (b) whether or not it is held using virtual meeting technology, the place of the meeting is taken to have been held at the main physical venue of the meeting as set out in the notice of the meeting; or
- (c) if the meeting is held using virtual meeting technology only, the place of the meeting is taken to have been held at the registered office of the Association.

PART D – PROCEEDINGS AT GENERAL MEETINGS

20. Quorum

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

20.2 The quorum for any General Meeting is 30 Voting Members.

20.3 For the purpose of this clause, “**Voting Member**” excludes a person attending as a proxy.

- 20.4 Subject to sub-clause 20.5, if a quorum is not present within 30 minutes of the start of the meeting, the meeting:
- (a) may receive:
 - (i) the Annual Report;
 - (ii) the audited financial statements; and
 - (iii) the report of the results of elections; and
 - (b) stands adjourned to a date as determined by the Board that is:
 - (i) more than 28 days after the adjourned meeting; and
 - (ii) not more than 15 months after the previous Annual General Meeting;
- 20.5 If a quorum is not met within 30 minutes of the start of a meeting which was convened by the requisition of Voting Members, the meeting is dissolved.
- 20.6 If a quorum is not met within 30 minutes of the start of an adjourned meeting, two Voting Members present in person or by proxy will constitute a quorum.
- 20.7 The business transacted at any adjourned meeting must only be the business left unfinished at the General Meeting from which the adjournment took place.

21. Presiding at Meetings

- 21.1 The Chairperson presides at every General Meeting and will be elected by the Board from any of the Member Directors, including the President, at the Board's discretion, for a maximum of two terms of two years each, with the renewal of each term being at the Board's discretion.
- 21.2 If the Board elects a Member Director to serve as the Chairperson in accordance with sub-clause 21.1 and that Member Director's term as a Member Director is nearing its end, the Board has the ability to extend that Member Director's term as a Member Director for a maximum of two further terms of two years each, with the renewal of each term being at the Board's discretion, to allow that Member Director to preside as Chairperson if so elected by Board.
- 21.3 If at any General Meeting:
- (a) there is no Chairperson;
 - (b) the Chairperson is not present within 15 minutes after the time appointed for the General Meeting; or
 - (c) the Chairperson is unwilling to act,
- then the President is the Chairperson for that meeting only and if, the President is not present or is unwilling to preside, the Voting Members present will elect a Voting Member to be the Chairperson for that meeting only.

22. Adjourning Meeting

- 22.1 The Voting Members present at a General Meeting may by Majority resolution adjourn the meeting.
- 22.2 If a General Meeting is adjourned for 28 days or more, the Secretary must give all people entitled to receive a notice of a General Meeting under sub-clause 19.1 notice of the time and place of the adjourned General Meeting 21 days prior to the adjourned General Meeting.
- 22.3 A notice of an adjourned meeting does not need to state the business to be transacted.
- 22.4 The business transacted at any adjourned meeting must only be the business left unfinished at the General Meeting from which the adjournment took place.

23. Proceedings and Voting

Voting Rights

- 23.1 Subject to sub-clause 23.2, each Member is entitled to one vote.
- 23.2 A Non-Financial Member is not entitled vote.
- 23.3 The Chairperson of the General Meeting does not have a second or casting vote if the vote on any resolution is tied.

Show of Hands

- 23.4 Subject to the Act, at any General Meeting a resolution put to the vote will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairperson; or
 - (b) by at least two Members present in person or by proxy.
- 23.5 On a show of hands every person present who is a:
 - 22.6.1 Voting Member; or
 - 22.6.2 an authorised representative, attorney or proxy of a Voting Member, has one vote.
- 23.6 A resolution is carried if support by a Majority of Voting Members present at a General Meeting in person or by proxy.
- 23.7 A:
 - (a) declaration by the Chairperson that a resolution has on a show of hands been carried (unanimously or by a particular majority) or lost; and
 - (b) entry in the minutes of the Association showing the result of the resolution,

is conclusive evidence of the result of the resolution, except where a poll is demanded.

Poll

23.8 Any poll must be taken in such a manner as the Chairperson directs.

23.9 On a poll every Voting Member present:

- (a) in person;
- (b) by proxy; or
- (c) by other duly authorised representative,

has one vote on their own behalf and one vote for every proxy they hold.

23.10 The result of any poll is the resolution of a General Meeting at which the poll was demanded.

23.11 Notwithstanding sub-clause 23.8, a poll demanded on a question of adjournment must be taken immediately.

24. Proxy

24.1 A Voting Member may by written instrument appoint another person to act as their proxy to attend, speak and vote in their place at a General Meeting.

24.2 An instrument appointing a proxy is not valid and must not be recognised by the Chairperson of the General Meeting unless it complies with this clause 24.

24.3 An instrument appointing a proxy must be sent by the Voting Member to the Association at least 72 hours before the time for holding the General Meeting or adjourned General Meeting at which the Voting Member proposes to vote.

24.4 The instrument appointing a proxy must be in the form approved by the Board.

24.5 An instrument appointing a proxy must be in writing and signed by the Voting Member.

24.6 An instrument appointing a proxy must include the power of attorney or other authority (or a certified copy of that power or authority), under which it is signed.

24.7 A Voting Member may instruct his proxy to vote in favour of or against any proposed resolutions.

24.8 A proxy may vote as he or she thinks fit, unless otherwise instructed in accordance with clause 24.7.

24.9 The instrument appointing a proxy confers authority on the proxy to demand or join in demanding a poll.

24.10 A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding:

- (a) the previous death or unsoundness of mind of the Voting Member; or

- (b) the revocation of the instrument or the authority under which the instrument was executed,

if no indication in writing of such death, unsoundness of mind or revocation has been received by the Secretary before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.

PART E – BOARD OF DIRECTORS

25. Directors

25.1 The Board of Directors must consist of a minimum of five Directors and a maximum of nine Directors.

25.2 The Board of Directors must comprise:

- (a) the President;
- (b) subject to sub-clause 26.1, not more than two Vice Presidents;
- (c) subject to sub-clause 26.7, the Immediate Past President;
- (d) one or more Member Directors; and
- (e) subject to sub-clause 25.3(b), External Directors.

25.3 Subject to sub-clause 25.1, the Board may from time to time and at its sole discretion determine:

- (a) the number of Member Directors; and
- (b) whether the Board will include any Directors elected or appointed pursuant to clause 29.

25.4 Any Director who is not elected or appointed pursuant to clause 29 must be a Member.

26. President

Nominations

26.1 A Director may before 1 October in the year the President's term ceases nominate one or more current Directors (excluding the Immediate Past President and any External Directors) to be President.

Eligibility

26.2 To be nominated for the position of President, a Director must, immediately prior to the closing date for nominations, have served at least 18 continuous months on the Board.

Election of President

26.3 If only one Director is nominated for the position of President, that Director is the President from the date specified in sub-clause 26.5.

26.4 If more than one Director is nominated for the position of President, the Board must elect the President in accordance with the election procedures determined by the Board.

Term of President

26.5 Subject to sub-clause 26.6, each President's term:

- (a) commences on 1 January of the year after the date they are elected; and
- (b) ceases two years after the date their term commenced unless they cease to hold the position earlier in accordance with this Constitution.

26.6 The Board may, from time to time, permit a person whose first term as President will cease under sub-clause 26.5(b) to be re-elected as President for one further two year term in accordance with the Board Elections Policy.

26.7 The Board has the option, and may exercise that option, to fill the Immediate Past President position created by sub-clause 25.2(c) for a period not exceeding twelve (12) months immediately after the date that the President's term ceases under sub-clause 26.5(b).

President's Powers

26.8 The President is an ex officio member of all councils, Committees, panels and working parties of all Committees and groups of the Association.

26.9 The Board may vest in the President such powers and authority as it may determine.

26.10 The President will exercise all such powers and authority in accordance with the Board's direction.

Cessation of President

26.11 The Board may suspend or remove the President.

26.12 If the President becomes incapable of performing his or her duties, the Board may appoint another Director to act as President on a temporary basis.

27. Vice Presidents

Option for Two Vice Presidents

27.1 The Board may, from time to time, determine whether the Board will include one or two Vice Presidents.

Nominations

27.2 A Director may before 1 October in the year any Vice President's term ceases nominate one or more current Directors (excluding the President, the Immediate Past President and any External Directors) to be a Vice President.

Eligibility

27.3 To be nominated for a position of Vice President, a Director must immediately prior to the closing date for nominations, have served at least six (6) continuous months on the Board.

Election of Vice Presidents

27.4 Subject to sub-clause 27.1, if the number of Directors nominated to be a Vice President does not exceed the number of vacant positions, those Directors nominated under sub-clause 27.2 will each be appointed as a Vice President from the date specified in sub-clause 27.6.

27.5 If the number of Directors nominated to be a Vice President exceeds the number of vacant positions, the Board must elect the Vice President(s) in accordance with the Board Elections Policy.

Term of Vice President

27.6 Any Director elected to the position of Vice President takes office from 1 January in the year immediately following their election and holds office for two years ending on 31 December in the second year unless they cease to hold the position earlier in accordance with this Constitution.

27.7 A person whose first term as Vice President will cease under sub-clause 27.6 may be:

- (a) nominated by a Director for the position of President in accordance with sub-clause 26.1; or
- (b) eligible to be re-elected to the position of Vice President for one further two year term in accordance with the Board Elections Policy.

Vice President's Powers

27.8 The Board may vest in a Vice President such powers and authority as it may from time to time determine.

27.9 A Vice President will exercise all such powers and authority in accordance with the Board's direction.

Cessation of Vice President

27.10 The Board may suspend or remove the Vice President.

27.11 If the Vice President becomes incapable of performing his or her duties, the Board may appoint another Director to act as Vice President on a temporary basis.

28. Member Directors

Number and vote of Member Directors

28.1 Subject to sub-clause 25.1, the Board may, from time to time, determine the number of Member Directors to be included on the Board.

28.2 For the avoidance of doubt, any Member who fulfils the criteria in clause 28.4(a) and being nominated, shall have the right to vote in a Board election in accordance with the Board Elections Policy.

Election of Member Directors

28.3 The NAC, Branch Councils, National Group National Committees, Board, National Professional Standards Panel, Aboriginal and Torres Strait Islanders Health Committee, College Council and Journal of Physiotherapy Editorial Board may together elect any Member Directors in accordance with the Board Elections Policy.

Eligibility of Member Directors

28.4 To be nominated as a Member Director, a person must be nominated and seconded in writing by two Members in accordance with the Nominations Policy and be:

(a) a current or previous Member of:

- the NAC
- a Branch Council; or
- the College Council; or
- a National Group National Committee; or
- a State Chapter Committee; or
- the National Professional Standards Panel; or
- the Aboriginal Torres Strait Islands Health Committee; or
- the Journal of Physiotherapy Editorial Board

who has served as an office bearer on the subject Council, Board, Panel or Committee for a period of at least two years in the five years immediately prior to the closing date for nominations; or

(b) a current member of:

- the NAC
- a Branch Council; or
- the College Council; or
- a National Group National Committee; or
- a State Chapter Committee; or
- Council of the Australian College of Physiotherapists; or
- National Professional Standards Panel Aboriginal; or
- Torres Strait Islands Health Committee; or

- the Journal of Physiotherapy Editorial Board

who has served on the subject Council, Board, Panel or Committee for a period of at least 12 months immediately prior to the closing date for nominations.

Term of Member Directors

28.5 A Member Director holds office from 1 January in the year immediately following their election and holds office for 3 years ending on 31 December in the third year unless they cease to hold the position earlier in accordance with this Constitution.

28.6 A person whose first term as a Member Director will cease under sub-clause 28.5 may be:

- (a) nominated by a Director for the position of President in accordance with sub-clause 26.1;
- (b) nominated by a Director for the position of Vice President in accordance with sub-clause 27.2; or
- (c) eligible to be re-elected as a Member Director for one further three year term in accordance with the Board Elections Policy.

29. External Directors

Number of External Directors

29.1 Subject to sub-clause 25.1, the Board may from time to time and at its sole discretion determine whether the Board will include External Directors.

Election of External Directors

29.2 The Board may elect or appoint any External Directors in accordance with the Board Elections Policy.

Eligibility of External Directors

29.3 To be an External Director, a person must not:

- (a) have any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of his or her judgement in relation to the Association;
- (b) be an employee of the Association; or
- (c) be eligible to be a Member.

Term of External Directors

29.4 An External Director holds office from the date of their appointment for 3 years unless they cease to hold the position earlier in accordance with this Constitution.

29.5 A person whose first term as an External Director will cease under sub-clause 29.4 may be eligible to be re-elected as an External Director for two further three year terms.

30. Limitations on Past Directors

30.1 A person, after serving on the Board:

- (a) is not eligible to be elected or appointed as a Director for at least two years after the date their term on the Board ceases; and
- (b) must not hold any position on the Board or the NAC for at least two years after the date their term on the Board ceases.

31. Remuneration of Directors

31.1 Notwithstanding sub-clause 55.2, and subject to sub-clause 55.4, the Board may pass a resolution on the remuneration payable to any Director.

31.2 A Director's remuneration must be a fixed sum and not based on a commission or a percentage of the turnover of the Association.

31.3 The Association must also pay travelling and other expenses that a Director properly incurs on the Association's business.

31.4 If a Director renders services to the Association in a professional or technical capacity, and the provision of that service has the prior approval of the Board, the Association may pay to the Director an amount which is:

- (a) approved by a resolution of the Board;
- (b) on reasonable commercial terms; and,
- (c) in addition to any remuneration the respective Director receives under sub-clauses 31.1 and 31.3.

32. Termination of Directors

32.1 Subject to the Act, the Voting Members may by special resolution remove the Board at any time.

32.2 The office of a Director becomes vacant if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a Director of a company by reason of any order made under the Act;
- (c) becomes of unsound mind;
- (d) dies or the estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Association;

- (f) ceases to meet the relevant eligibility criteria as a Director;
- (g) is found guilty of an offence of professional misconduct or conduct discreditable to the physiotherapy profession;
- (h) is absent from three or more consecutive Board meetings without permission of the Board or a reasonable excuse;
- (i) holds any office of profit under the Association without the Board's consent; or
- (j) is directly or indirectly interested in any contract or proposed contract with the Association, except as permitted under this Constitution.

33. Casual Vacancy

- 33.1 The Board may appoint any Member who meets the relevant eligibility criteria as a Director to fill a casual vacancy on the Board.
- 33.2 Any Member Director appointed under sub-clause 33.1 will hold office for the balance of the term of the Director whose absence is being filled.
- 33.3 Any Member Director filling a casual vacancy is deemed to have completed a full term of office as a Director notwithstanding that the period actually served is less than the full term of office for a Director.

PART F – POWERS OF DIRECTORS

34. Powers

- 34.1 The Board will:
 - (a) control and manage the business and affairs of the Association; and
 - (b) exercise all such power and do all such things as may be exercised or done by the Association,
 except for anything which this Constitution or the Act requires to be exercised or implemented by the Association in General Meeting.
- 34.2 No action must be taken against the Board for any act or decision it makes in accordance with this Constitution, if there is a subsequent resolution by the Association in General Meeting invalidating the act or decision.

PART G – MEETING OF DIRECTORS

35. Board Meetings

- 35.1 The Board must meet at least four times each calendar year to carry out its duties and responsibilities.
- 35.2 The Board may adjourn and otherwise regulate its meetings and proceedings at its sole discretion.
- 35.3 Three or more Directors may request a Board meeting.

- 35.4 All Directors must be given at least seven days notice of a Board meeting, unless agreed otherwise by the Directors.
- 35.5 The Secretary must give each Director a written notice of a Board meeting in accordance with sub-clause 35.4 and the notice must:
- (a) specify the day, time and place of the meeting; and
 - (b) state the business to be transacted.
- 35.6 A Board meeting may be held using any technology consented to by all the Directors
- 35.7 The consent to use of technology may be a standing one and a Director may only withdraw consent within a reasonable period before the meeting.
- 35.8 The Chairperson presides at every Board meeting and will be elected by the Board from any of the Member Directors, including the President, at the Board's discretion, for a maximum of two terms of two years each, with the renewal of each term being at the Board's discretion.
- 35.9 If the Board elects a Member Director to serve as the Chairperson in accordance with sub-clause 35.8 and that Member Director's term as a Member Director is nearing an end, the Board has the ability to extend that Member Director's term for a maximum period of two further terms of two years each, with the renewal of each term being at the Board's discretion, to allow that Member Director to preside as the Chairperson if so elected by the Board.
- 35.10 If at any Board meeting:
- (a) there is no Chairperson;
 - (b) the Chairperson is not present within ten minutes after the time appointed for holding the meeting; or
 - (c) being present, the Chairperson is unwilling to preside,
- then the President is the Chairperson for that meeting only and if the President is not present or is unwilling to preside, the Directors will choose one of the Directors present to be Chairperson for that meeting.

36. Quorum

- 36.1 No business can be transacted at a Board meeting unless a quorum is present.
- 36.2 The quorum at any Board meeting is the Majority of all Directors in office at the time of the meeting.

37. Board Voting

- 37.1 All decisions of the Board are determined by Majority vote of Directors present at the Board meeting.
- 37.2 The Chairperson of the Board meeting has a second or casting vote if the vote on a resolution is tied.

38. Resolution Outside Board Meeting

- 38.1 A written resolution signed by all Directors entitled to vote is valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 38.2 A resolution approved by all Directors entitled to vote via electronic means which clearly identifies the Director's approval is valid and effectual as if it has been passed at a Board meeting duly convened and held.
- 38.3 Any such resolution may consist of several documents in like form, each signed by one or more Directors.

39. Delegation of Powers – General Committee

- 39.1 The Board may form any general committees it sees fit.
- 39.2 The Board must only appoint Voting Members as committee members.
- 39.3 The Board may delegate to one or more general committees, any of its powers and/or functions (not being duties imposed on the Board as the Directors by the Act or the general law) as it thinks fit.
- 39.4 Any general committee must comply with any directions given by the Board.
- 39.5 The general committee must operate in accordance with the directions of the Board.

40. Advisory Committees

- 40.1 The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit.
- 40.2 An advisory committee must only act in an advisory capacity and cannot bind the Association or the Board.
- 40.3 Any advisory committee must comply with any directions given by the Board.
- 40.4 The advisory committee must operate in accordance with the directions of the Board.

41. National Advisory Council

- 41.1 The Board must establish the NAC which comprises of the representatives of Member groups, Member networks and any other groups as the Board determines from time to time.
- 41.2 The NAC must act in accordance with the Regulations for the NAC as determined by the Board.

42. National Professional Standards Panel

- 42.1 The Board must establish the National Professional Standards Panel.
- 42.2 The National Professional Standards Panel must act in accordance with the Regulations for the National Professional Standards Panel as determined by the Board.

PART H – MEMBER GROUPS AND NETWORKS

43. Member Groups and Networks

- 43.1 The Board must establish:
- (a) the Branches; and
 - (b) the National Groups.
- 43.2 The Board may establish groups or networks of Members based on:
- (a) the needs of the Association;
 - (b) the geographic location of a particular group of Members;
 - (c) the area of professional specialisation of Members; or
 - (d) any other criteria determined by the Board.
- 43.3 Any group or network established under this clause must act in accordance with the Regulations for the respective group or network as determined by the Board.
- 43.4 The Board may remove or amend any groups or networks of Members based on:
- (a) the needs of the Association; or
 - (b) any other criteria determined by the Board.

44. The Physiotherapy Research Foundation

- 44.1 The Board must establish the Physiotherapy Research Foundation with the trustee as the Australian Physiotherapy Association which is responsible for:
- (a) awarding research grants in relation to physiotherapy; and
 - (b) advising the Board on research matters.

PART I – COMPANY OFFICERS BEARERS

45. Chief Executive Officer

- 45.1 The Board may appoint, suspend or remove a Chief Executive Officer on such terms, conditions and remuneration as the Board thinks fit.

Termination of Chief Executive Officer

- 45.2 A person automatically and immediately ceases to be the Chief Executive Officer if the Chief Executive Officer:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (b) becomes of unsound mind;

- (c) their estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his office by notice in writing to the Company; or
- (e) is removed from office under sub-clause 45.1.

Acting as Secretary and Public Officer

45.3 The Chief Executive Officer is also the:

- (a) Secretary of the Company;
- (b) Secretary for all Board meetings; and
- (c) public officer of the Company, unless the Board determines otherwise.

Powers of Chief Executive Officer

- 45.4 The Board may vest in the Chief Executive Officer such powers and authority as it may from time to time determine.
- 45.5 The Chief Executive Officer may, with the Board's written approval, delegate some of their duties to other officers or employees of the Association.
- 45.6 The Chief Executive Officer must exercise all such powers and authority in accordance with the Board's direction.
- 45.7 The Chief Executive Officer must act in accordance with the Act.
- 45.8 The Chief Executive Officer must discharge all functions conferred on the Chief Executive Officer under this Constitution or the Act.

46. Secretary

- 46.1 The Board may appoint, suspend or remove a Secretary on such terms, conditions and remuneration as the Board thinks fit.
- 46.2 The Board may suspend or remove the Secretary.
- 46.3 The Secretary must act in accordance with the Act.
- 46.4 The Secretary must discharge all functions conferred on the Secretary under this Constitution or the Act.
- 46.5 The Secretary is the public officer of the Company unless the Board determines otherwise.

PART J – RECORDS

47. Financial Records

- 47.1 The Association must keep the financial records required by the Act.
- 47.2 The financial records must be audited as required by the Act.
- 47.3 The audited financial records must be provided to Members as required by the Act.

48. Audit

- 48.1 A properly qualified auditor(s) must be appointed and his or her or their duties regulated in accordance with the Act.

49. Inspection

- 49.1 A Member is not entitled to inspect the Association's books, unless authorised by:
 - (a) the Board;
 - (b) the Voting Members by Majority resolution; or
 - (c) the Act.

50. Registers

- 50.1 The Association must keep the registers required by the Act.
- 50.2 The Association must make the registers available to Members as required by the Act.
- 50.3 The Secretary must ensure the registers of the Association are accurate and up to date.

PART K – OTHER

51. Execution of Documents

- 51.1 The Association may execute any agreement, deed or other document in accordance with section 127 of the Act.
- 51.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by:
 - (a) any two Directors; or
 - (b) in such other manner as the Board determines.

52. Notices to Members

- 52.1 The Association may give notice to a Member:
 - (a) personally;

- (b) by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;
- (c) by post to the registered office of the Member if the Member is a company or association; and
- (d) by facsimile or electronic address (if any) nominated by the Member.

53. Notices to Directors

53.1 The Association may give notice to a Director:

- (a) personally;
- (b) by post to the Director's usual residential or business address or any other address nominated by them;
- (c) if a notice calling a meeting – by facsimile or electronic address (if any) nominated by the Director, only if all of the Directors have consented to the use of that technology; and
- (d) if any other notice – by facsimile or electronic address (if any) nominated by the Director.

54. Time of Service of Notice

54.1 A notice sent by post is taken to be given 3 business days after posting.

54.2 A notice sent by facsimile or other electronic means, is taken to be given on the business day after it is sent (if the sender's transmission report shows that the whole notice was sent to the correct facsimile number or electronic address).

55. Application of Income

55.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

55.2 The Association must not pay or transfer (directly or indirectly) by way of dividend, bonus or otherwise any portion of the income or property to any Member.

55.3 Notwithstanding sub-clause 55.2, and subject to prior approval by the Board, the Association may pay in good faith to any Member:

- (a) for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
- (b) for any out-of-pocket expenses incurred by any Member on behalf of the Association;
- (c) for any other bona fide reason or purpose for the attainment of the Objects.

55.4 Notwithstanding sub-clause 55.2, and subject to prior approval by the Board, the Association may pay in good faith to any Director:

- (a) any remuneration permitted under clause 31;
- (b) for out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
- (c) for any service rendered to the Association by the Director in a professional or technical capacity as approved by the Board, other than in their capacity as Director.

55.5 Any payment under this clause 55 must be commercially reasonable for the service.

56. Members' Liability

56.1 The liability of the Members is limited.

57. Members' Contribution

57.1 Every Member of the Association agrees to contribute to the assets of the Association in the event of the Association being wound up:

- (a) while they are a Member; or
- (b) within one year of ceasing to be a Member, for:
 - (c) payment of the debts and liabilities of the Association (contracted before the time at which the Member ceases to be a Member);
 - (d) the costs, charges and expenses of winding-up the Association; and
 - (e) the adjustment of the rights of the contributories among themselves.

57.2 The maximum a Member is required to contribute under sub-clause 57.1 is fifty cents (\$0.50).

58. Winding-Up

58.1 If, upon the winding-up or dissolution of the Association, there remains any property whatsoever, after satisfaction of all its debts and liabilities, the property must:

- (a) be given or transferred to some other organisation:
 - (i) having Objects similar to the Objects of the Association; and
 - (ii) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Association under this Constitution,
- (b) not be paid to or distributed among the Members.

58.2 The Members must determine before the time of the winding-up or dissolution the organisation which the property will be transferred to under sub-clause 58.1.

58.3 If no organisation is determined by the Members in accordance with sub-clause 58.2, a Director must apply to the Supreme Court for a determination on the organisation which the property will be transferred to.

59. Indemnity

59.1 Every person who is or has been a:

- (a) Director;
- (b) office bearer;
- (c) officer; or
- (d) employee of the Association,

is indemnified, to the maximum extent permitted by the Act and law, out of the property of the Association.

59.2 Subject to sub-clause 59.4, the Association indemnifies the persons referred to in sub-clause 59.1 against any liability for costs and expenses incurred by that person:

- (a) in defending any proceedings (whether civil or criminal) relating to that person's position with the Association; or
- (b) in connection with any administrative proceedings (whether civil or criminal) relating to that person's position with the Association; or
- (c) in connection with any application in relation to any proceedings (whether civil or criminal) relating to that person's position with the Association.

59.3 The indemnity in sub-clause 59.2 only applies if:

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

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

60. Alterations to Constitution

60.1 This Constitution may be altered, repealed and expanded by the Voting Members in General Meeting in accordance with the Act.

61. Regulations

61.1 The Board may formulate, approve, issue, adopt, interpret and amend such Regulations for:

- (a) the proper advancement, management and administration of the Association;
- (b) any groups; and
- (c) the advancement of the Objects, as it thinks necessary or desirable.

61.2 All Regulations must be consistent with this Constitution and the Act.

61.3 All Regulations made under this clause are binding on the Association and its Members.