

APA Resolutions

A full marked up version, reflecting all proposed changes, of the Constitution is attached for reference.

Resolution 1

To add and amend clauses, where necessary, to ensure voting rights for special and general meetings are only available to General and Distinguished Members.

Amended and New clauses to be inserted are as follows (underlined wording is the new addition)

Definition clauses:

Distinguished Member means an Honoured or Life Member, or any other sub-category of member as approved by the Board from time to time.

General Member means a member of the Association pursuant to subclause 10.1.

PBA means the Physiotherapy Board of Australia.

Voting Member means either a General Member or a Distinguished Member entitled to vote at a General Meeting under the terms of this Constitution.

Clause 10.1

10.1 To be a General Member a person must:

- (a) be a Financial Member in accordance with the terms of clause 13;
- (b) if a practicing or non-practising physiotherapist, be registered with the PBA;
- (c) subject to sub-clause 10.7, have at any time been registered as a physiotherapist with the PBA; or
- (d) have, within the previous eleven (11) months, graduated from a program of study accredited by the PBA, and either registered as a physiotherapist or in the process of applying for registration.

Clause 13.3

A Financial Member is a Member who pays the annual membership fees applicable for their _____ category of membership.

Clause 13.8

A Member who has been granted a discretion by the Board under subclauses 13.6 and 13.7, or for whom subclause 14.1 is not applicable, continues to be a Financial Member.

Clause 23.1

General Members and Distinguished Members are entitled to one vote.

Clause 23.2 (Clause to be deleted.)

23.2 A Non financial member is not entitle to vote

Resolution 2

To amend the Constitution to allow for the appointment of a new position of President Elect.

Amended and New clauses to be inserted are as follows (underlined wording is the new addition)

Definition clauses:

President Elect means a person that is appointed as a president elect of the Association pursuant to the terms of clause 28.

Clause 26.1

Subject to the Board's discretion to appoint a President Elect pursuant to the terms of clause 28, 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.

Clause 26.2

Subject to the discretion of the Board to the contrary, to be nominated for the position of President, a Director must, immediately prior to the closing date for nominations, have served at least eighteen (18) continuous months on the Board.

Clause 26.7(Clause to be deleted)

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).

Clause 27

Immediate Past President

Clause 27.1

The Board may in its sole discretion 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).

Clause 28

President Elect

Clause 28.1

The Board may in its sole discretion fill the position of President Elect created by sub-clause 25.2(d) pursuant to the terms of this clause.

Clause 28.2

The Board may appoint a President Elect in the second year of the:

- (a) first term of a current President who will cease to be President in accordance with sub-clause 26.5(b); or
- (b) second term of a President that was re-elected in accordance with clause 26.6.

Clause 28.3

Where a President Elect is appointed by the Board in accordance with sub-clause 28.2, the nomination procedure and term of the President Elect are as follows:

- (a) a Director may nominate one or more current Directors (excluding the Immediate Past President and any External Directors) to be President Elect during the month of May in the second year of the term of the President (whether during the first term or a second term).
- (b) Subject to the discretion of the Board, the nominee must have served at least twelve (12) continuous months on the Board immediately prior to the closing date for nominations;
- (c) if only one Director is nominated for the position of President Elect, that Director is the President Elect;
- (d) if more than one Director is nominated for the position of President Elect, the Board must elect the President Elect in accordance with the election procedures determined by the Board; and
- (e) subject to the discretion of the Board, the term of the appointed President Elect will take effect as at 31 May.

Clause 28.4

Subject otherwise to the other terms of clause 26, the President Elect will cease their term on 31 December and commence to be the President on 1 January of the following year in accordance with sub-clause 26.5.

Clause 28.5

For avoidance of doubt, the appointed President Elect does not exercise the powers of the President until they are appointed as President pursuant to sub-clause 26.5.

Clause 29.7

A person whose first term as Vice President will cease under sub-clause 29.6 may be:

- (a) nominated by a Director for the position of President Elect in accordance with clause 28 or President in accordance with sub-clause 26.1; or

Resolution 3

That the following table of minor amendments be approved.

Current	Proposed
3.2 (b) each gender includes the other genders	Delete clause
10.4 (a) be enrolled in a program of study approved by the Physiotherapy Board and	(a) be enrolled in a program of physiotherapy study in Australia
	New 13.3 A Financial member is a member who pays their annual membership fees applicable for their category of membership
13.6 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 any payment arrangement (which may include an administration fee) for the payment of the annual membership fee for any category of membership
	New 13.8 A member who has been granted a discretion by the Board under subclauses 13.6 and 13.7, or for whom subclause 14.1 is not applicable, continues to be a Financial member
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	14.1 Subject to subclauses 13.6 and 13.7 a member whose annual membership fee are in arrears (a) for less than three months -is a Non Financial member; or (b) for three months or greater ceases to be a member
21.3 If at any General Meeting: <ul style="list-style-type: none"> (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, then the Voting Members present will elect a Voting Member to be the Chairperson for that meeting only.	21.3 If at any General Meeting: <ul style="list-style-type: none"> (d) there is no Chairperson; (e) the Chairperson is not present within 15 minutes after the time appointed for the General Meeting; or (f) 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, then a Vice President is the Chairperson for that meeting. If a Vice President is not present to chair the meeting then the Voting Members present will elect a Voting Member to be the Chairperson for that meeting only.

24.7 A voting member may instruct his proxy to vote in favour of or against any proposed resolutions	24.7 A voting member may instruct their 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 24.7	24.8 A proxy may vote as they think fit, unless otherwise instructed in accordance with 24.7
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.	26.1 Subject to the Board's discretion to appoint a President Elect pursuant to the terms of clause 28, a Director may before the end of May 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.
26.12 If a President becomes incapable of performing his or her duties, the Board may appoint another Director to act as President on a temporary basis.	26.11 If a President becomes incapable of performing their duties, the Board may appoint another Director to act as President on a temporary basis.
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.	29.11 If the Vice President becomes incapable of performing their duties, the Board may appoint another Director to act as Vice President on a temporary basis.
29.3 To be an External Director, a person must not: (a) have any business or other relationship that could materially, or could reasonably be perceived to interfere with, the independent exercise of his or her judgement in relation to the Association,	31.3 To be an External Director, a person must not: (a) have any business or other relationship that could materially, or could reasonably be perceived to interfere with, the independent exercise of their judgement in relation to the Association,
32.2(a) becomes bankrupt or makes any arrangement or composition with his creditors generally	32.2(a) becomes bankrupt or makes any arrangement or composition with their creditors generally
32.2(e) resigns his or her office by notice in writing to the Association	32.2(e) resigns their office by notice in writing to the Association
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	37.10 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; (c) being present, the Chairperson is unwilling to preside,

	then the President is the Chairperson for that meeting only; however, if the President is not present or is unwilling to preside, then the Directors must choose a Vice President to be the Chairperson. If a Vice President is not present then the Directors must choose one of the Directors present to be the Chairperson for that meeting.
45.2 (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally	47.2 (a) becomes bankrupt or makes any arrangement or composition with their creditors generally
45.2 (d) resigns his office by notice in writing to the Association	47.2 (d) resigns their office by notice in writing to the Association
48.1 A properly qualified auditor(s) must be appointed and his or her or their duties regulated in accordance with the Act.	50.1 A properly qualified auditor(s) must be appointed and their duties regulated in accordance with the Act.