

1. Purpose

- 1.1 This Policy outlines the rules, procedures, and timelines for electing and appointing Directors and Office Bearers to the Australian Physiotherapy Association Board. It is important to elect people with the right skills and fit to ensure that the APA can deliver on its strategic objectives.

2. Scope

- 2.1 This Policy applies to all Australian Physiotherapy Association (APA) members and APA personnel including staff and Directors.

3. Definitions

Candidate	A person who has nominated for a position as a Member Director or an Office Bearer.
Constitution	This is the APA Constitution as amended from time to time.
Non Member Directors	These are persons appointed to the APA Board who are not members of the APA. These positions are termed External Directors in the Constitution. Their eligibility to be appointed is set out in the Constitution.
Member Directors	These are persons elected to the position as Directors of the APA. They are members of the APA and are eligible to run for election as they belong to a defined group under the Constitution.
Nomination Form	A document authorised by the Returning Officer that prescribes the collection and return of certain information about a Candidate.
NRGC	The Nominations, Remuneration and Governance Committee. This is a Board Subcommittee.
Office Bearers	These are the Chairperson, President, President Elect, Vice President(s) and Immediate Past President.
Returning Officer	The CEO of the APA holds this position.

4. Policy

Introduction

- 4.1 The processes for the election and appointment of Directors and Office Bearers of the APA are established through the Constitution.
- 4.2 The APA Board has agreed a set of procedures that set out the rules and timelines for the election and appointment of members of the APA Board of Directors and electing and appointing Office Bearers. The procedures are appended to this Policy:
- 4.2.1 Annexure 1: Procedure for Member Director elections
 - 4.2.2 Annexure 2: Procedure to appoint External Directors

- 4.2.3 Annexure 3: Procedure for electing the President Elect position
- 4.2.4 Annexure 4: Procedure for re-electing a President for a second term
- 4.2.5 Annexure 5: Procedure for electing the Chair of the Board and Vice President of the APA
- 4.2.6 Annexure 6: Procedure for appointing an Immediate Past President

Resolution of disputes

- 4.3 In the event of a Candidate disputing the validity or conduct of a ballot or wishing to raise a formal complaint, a Candidate must give notice to the Returning Officer within one business day of the matter for dispute arising.
- 4.4 The Returning Officer and the Company Secretary will, within two business days, then consider the matter lodged, gather information and make a recommendation to the NRGC on the merits of the matter.
- 4.5 The NRGC will meet and make a determination on the matter. The NRGC's decision is final and there is no right of appeal. To be clear, the Board delegates this authority to the NRGC.
- 4.6 NRGC members who are involved in the matter, as a Candidate or if they have a conflict of interest, must recuse themselves from making any determinations relating to the dispute.

Minor and technical irregularities

- 4.7 In the event of a minor or technical irregularity occurring in relation to the election or appointment then this will not result in an election or an appointment being invalid. The Returning Officer has the sole discretion to determine what matters should be considered as minor or technical irregularities.

5. Related Documents

APA Member Code of Conduct

APA Constitution

APA Conflict of Interest Policy

6. Authorisation

This Policy is approved by the APA Board of Directors after consideration and endorsement by the Nominations, Remuneration and Governance Committee. This Policy must be reviewed every three years.

Approval Level	Board approved Policy
Policy Approval Date	June 2026
Next Review Date	June 2029

Procedure for Member Director Elections

1. Member Director election eligibility

- 1.1 Only those members that are eligible according to the APA Constitution are authorised to nominate for a position as a Member Director.

2. Nomination and advertising procedure

- 2.1 Nominations will be called for from the eligible pool (as defined under the Constitution) by email and via APA website at least 21 days prior to the close of nominations.
- 2.2 The current Board may or may not seek a particular set of specific skills that they would like to see a Candidate have.
- 2.3 A Member Director Position Description will be provided by the Board to assist Candidates to assess their interest and appropriate skill level.
- 2.4 Any Member that is deemed eligible according to the APA Constitution may stand for election to the Board.
- 2.5 All nominations must be on the prescribed Nomination Form. Each Nomination Form must be submitted by the Candidate and supported by an eligible proposer and seconder APA member.
- 2.6 The Candidate's completed nomination form must be submitted together with their Candidate statement (Statement) which is required in the following format:
- 2.6.1 Up to 4 pages (Arial 11pt). The Statement should outline the Candidate's:
- relevant skills and experience for the Board role;
 - their suitability for the position;
 - the values that they can add to the Board; and
 - any other relevant information in support of their candidacy.
- 2.7 A Candidate's photo may also be provided
- 2.8 Candidates must also provide a mobile number and an email address that members may use to contact the Candidate.
- 2.9 Candidates must provide a copy of their Director ID. This can be obtained from the Australian Business Registry Service.
- 2.10 Candidates must provide a disclosure of interests and conflicts of interest which may conflict, or be perceived to conflict, with their potential role as a Director of the APA. Further guidance will be provided to Candidates prior to submitting the Statement.
- 2.11 Nominations must be submitted to the Returning Officer by the stipulated date.
- 2.12 It is the responsibility of the Candidate to ensure the nomination complies with these procedures.
- 2.13 The Candidate's statement will be published on the APA's website.

3. Receipt and review of nominations

- 3.1 The Returning Officer will review each Nomination Form and supporting documentation to ensure compliance.
- 3.2 All nominations will be checked against the Australian Securities and Investment Commission ('ASIC') banned and disqualified company directors' register, and the ACNC Disqualified Person's Register. If a Candidate is listed as being ineligible, their nomination will be ineligible and rejected. The Returning Officer will advise the candidate.
- 3.3 Compliant nominations will be acknowledged by the Returning Officer via email.
- 3.4 If the nomination is non-compliant, the Returning Officer will contact the Candidate to remedy the nomination and will undertake best endeavours to remedy any defects prior to the close of nominations.
- 3.5 Any Candidate who is unable to submit their nomination during the nomination period, may forward their nomination to the Returning Officer up to two weeks prior to the official nomination period opening.
- 3.6 Any nomination received after the official closing date for receipt of nominations will be declared invalid and will not be accepted.
- 3.7 If the nomination does not meet the criteria outlined above, the nomination will not be accepted.

4. Nomination Withdrawal

- 4.1 A Candidate may withdraw their nomination at any time during the election period. The withdrawal must be in writing and addressed to the Returning Officer.
- 4.2 Should the withdrawal result in only 1 nomination for the vacant position, the nomination period will be extended for a further 2 weeks and the position will be re-advertised.
- 4.3 Should the withdrawal result in nil nominations for any vacant position, the nomination period will be extended for a further 2 weeks and the position will be re-advertised.
- 4.4 Should the withdrawal occur during the voting period the Board, within its delegated authority, may make any determination to ensure compliance with Constitutional and legal requirements.

5. Close of Nominations

- 5.1 The Returning Officer will share a list of the Candidates with the Board.
- 5.2 The Returning Officer will acknowledge in writing, acceptance of a Candidate's nomination, and a list of nominations will be published on the APA website.
- 5.3 If after the closing date for the receipt of nominations for Member Directors only nominations equal to the number of vacancies have been received, and that Candidate(s) meets all of the relevant eligibility criteria, that Candidate(s) shall be duly elected.

6. Election Campaigning

- 6.1 Candidates may undertake election campaigning after nominations have closed and the APA has published the list of election Candidates. There will be at least 10 days available for campaigning prior to the opening of voting.
- 6.2 Any campaigning will be done at the Candidate's discretion. When campaigning Candidates must adhere to the APA Code of Conduct. A list of names of those members eligible to vote will be provided to all Candidates. Email addresses will also be provided but no phone numbers will be provided.

6.3 Candidate statements will be displayed on the APA website and voting material and will contain contact details for any member that may wish to contact the Candidate.

6.4 The current APA Board will remain neutral for all new Candidates and will make no statements regarding any new nominating Candidate.

6.5 The current APA Board, at its discretion, may endorse and support any re-nominating APA Board Director.

7. Eligibility to Vote

7.1 Members eligible to vote are set out in the APA Constitution (clause 30.3).

7.2 An eligible voting member is only entitled to cast one vote, regardless of whether they meet more than one element of the voting eligibility pool.

8. Distribution of nominations to the voting pool for voting

8.1 The distribution date and closing date for the online ballot will be set by the APA in accordance with the APA Constitution.

8.2 Voting will be conducted by an online voting software package, as determined by the Returning Officer. Each eligible voting member will receive or be provided access to the voting software in conjunction with the candidate statement and any statement from the current APA Board endorsing a current director seeking re-election.

9. Voting details

9.1 The voting instructions will be clearly outlined in the information sent to eligible voters and will include:

9.1.1 The position being elected

9.1.2 The names of the Candidates

9.1.3 Clear instructions on the method of voting and the count method

9.1.4 Closing date for the receipt of ballots.

9.2 The Board delegates the review and approval of the ballot material to the Returning Officer and Company Secretary.

10. Voting System

10.1 If the number of nominations received exceeds the number of vacancies to be filled, an online ballot will be conducted among eligible voters using a system of proportional representation.

10.2 Candidates' names will appear on the ballot paper in surname alphabetical order.

10.3 Members entitled to vote must rank candidates in order of preference by recording the numeral 1 against the candidate of their first choice, 2 against their second choice, and so on in accordance with the instructions on the ballot paper.

10.4 For a vote to be valid, an eligible member must:

10.4.1 complete the ballot in the manner required by the ballot instructions; and

10.4.2 provide any information reasonably required to verify voting eligibility.

10.5 The ballot will be counted by the Returning Officer using a proportional representation method under which:

10.5.1 candidates are elected according to voter preferences;

10.5.2 votes may be transferred in accordance with those preferences; and

10.5.3 the count continues until all vacancies have been filled.

10.6 The detailed counting method, including any transfer of votes, exclusions, tie resolution and treatment of ballot papers, will be determined by the Returning Officer in accordance with the election procedures approved for the ballot.

10.7 The Returning Officer may make rulings on the formality and validity of ballot papers and resolve any issue arising in connection with the conduct of the ballot or the counting of votes.

10.8 The result of the ballot is determined by the Returning Officer declaring elected the candidate or candidates elected under the proportional representation count.

11. Informal (Invalid) Ballots

11.1 Any ballot paper shall be declared informal/invalid and not counted if:

11.1.1 Received after the closing time.

11.1.2 It does not comply with the voting instructions specified.

11.1.3 In the case of two votes being received by the one member the first vote cast will remain and the second vote cast deemed invalid.

12. Announcement of positions

12.1 The Returning Officer or the Board Chair will:

12.1.1 Advise the Board of the results (Returning Officer).

12.1.2 Advise the NRGK of the results (Returning Officer).

12.1.3 Advise the Candidate(s) of the results (Board Chair).

12.1.4 Advise the NAC of the election results (Returning Officer).

12.1.5 Advise the membership of the election results (Returning Officer).

Procedure to appoint Non-Member/External Directors

1. Background

- 1.1 The term Non-Member Director is the preferred internal description for External Directors. The terms can be used interchangeably in this Policy as the term External Director is used in the Constitution.
- 1.2 The APA Constitution enables for the appointment of External Directors.
- 1.3 The term of an External Director is three years as set by the APA Constitution.
- 1.4 The Board has determined that there shall be no more than two External Directors on the Board of Directors at any given time.

2. Appointment of External Directors

- 2.1 If the Board has determined that an External Director needs to be appointed then the NRGC are to determine a required appropriate skillset and approve a role description to be advertised independently or provided to an external recruiting firm.
- 2.2 The shortlisting of prospective candidates will be completed by the Company Secretary with input from CEO. The shortlist will be provided to the interview panel for their consideration.
- 2.3 An interview panel of the Chair of the Board, Chair of the NRGC, and one other Director (preferably the ARC Chair), are to interview prospective candidates.
- 2.4 A second, in person, less formal, interview will take place with the preferred candidate/s with at least the CEO and Board Chair in attendance. The Chair of the NRGC may also participate. The CEO does not have a vote but their views will be taken into consideration.
- 2.5 After both rounds of interviews are conducted the interview panel will meet to discuss whether they recommend the Board appoint the candidate to an External Director Position.
- 2.6 A paper will be provided to the Board putting forward the interview panel's recommendation.

3. Re-appointment of an External Director.

- 3.1 The NRGC review term limits for Office bearers and board members at the first Committee meeting of each calendar year. The NRGC should forward plan because if a Director's Term will end early in the year there may be a need for the NRGC to bring forward the conversation on term limits. The Company Secretary and the NRGC Chair should check this each year for forward planning for the NRGC Workplan.
- 3.2 Where it is identified that an External Director will finish a term during the next six months, and have a subsequent term available to them, the matter will be raised at the next Board meeting along with any other upcoming term expirations.
- 3.3 The Chair of the Board will hold an informal discussion with the External Director to ascertain whether there is interest to serve a further term as an External Director.
- 3.4 If there is interest to serve another term as an External Director the matter will be referred back to the Board for a decision to be made. An online poll of Member Directors should be used to determine the result.

3.5 The Board will consider the following when determining whether another term as an External Director is granted:

3.5.1 Recent performance of the Director

3.5.2 Current skillset of all Board members

3.5.3 Current requirements of the APA Strategic Plan

3.5.4 Number of Directors exiting the Board at the end of the current year

3.6 If after an on-line poll there is a tied result the Chair will have a casting vote

4. Announcements of appointments

4.1 The Chair will advise the External Director of the Board's decision on appointment or re-appointment.

4.2 The Returning Officer will announce the position/s to the National Advisory Council.

4.3 Member notifications will follow in due course.

Procedure for electing the President Elect position

1. Background

- 1.1 The APA Constitution enables the appointment of the position of President Elect.
- 1.2 The term of the President Elect is determined by the APA Constitution.
- 1.3 The President retains full authority to execute the role of President during their nominated term.
- 1.4 It is the Board's preference that a President have served two years on the Board before they take up the role of President.

2. Review of term limits and identification of requisite skills

- 2.1 The NRCG review term limits for the Office Bearer board members at the first Committee meeting of each calendar year.
- 2.2 Where the role of the President is due to expire in the current year, and is not eligible to stand for a further term the NRCG Chair will raise this for discussion at the next Board meeting. Where the President is eligible to stand for a further term, and wishes to stand for a further term the processes set out in Appendix 4 will apply.
- 2.3 A Board evaluation is to be conducted to identify the potential gaps left by the incumbent President via an informal discussion.
- 2.4 Desirable skills appropriate to the role of the President are to be determined by the Board in conjunction with the results from the most recent Board evaluation.

3. Nominations

- 3.1 Nominations for the President Elect should be submitted to the Returning Officer by the last Friday of April of the relevant year.
- 3.2 If no nominations are received for the President Elect, then there will be no President Elect. Nominations for the President will re-open in accordance with the process outlined in the Constitution.

4. Election process

- 4.1 If more than one nomination is received for the position of President Elect, the Returning Officer will inform the Board and the candidates may be invited to present to the Board.
- 4.2 If more than one nomination is received for the position of President Elect, an anonymous online poll of all Directors will be conducted by the Returning Officer before the last Friday of May.
- 4.3 If only 2 candidates are nominated, the candidate who receives more than 50% of the votes cast will be elected as President Elect.
- 4.4 If more than 2 candidates are nominated, and no candidate receives more than 50% of the votes cast in the first poll, the candidate receiving the lowest number of votes will be excluded and a further anonymous online poll will be conducted between the remaining candidates.
- 4.5 The process described in clause 4.4 will continue until one candidate receives more than 50% of the votes cast, and that candidate will be elected as President Elect.

- 4.6 If, at any stage of the poll or runoff process, there is a tie that must be resolved to determine the result or exclude a candidate, the Chair will have a casting vote. If the Chair is a candidate, the casting vote will be exercised by a non-candidate Director appointed by the Board.
- 4.7 If only one nomination is received for the role of President Elect, that Director will be the President Elect in accordance with the Constitution. The Board may ask the President Elect to present their vision for the role at a Board meeting.
- 4.8 The effective term for the President Elect will commence 01 July and cease 31 December. At that time the President Elect will take up the Role of President.

5. Changes in term of the President Elect or the President

- 5.1 If the President Elect opts out of the role, their position as President Elect ceases, and their ordinary term of the Director remains unaffected. Nominations for the President will re-open in accordance with the process outlined in the Constitution.
- 5.2 If the President ceases their duties mid-term, the Board may appoint another Director to act as President on a temporary basis in accordance with the Constitution.

6. Announcement of position

- 6.1 The Returning Officer will:
 - 6.1.1 Advise the Board of the results.
 - 6.1.2 Advise the NAC of the results.
 - 6.1.3 Advise the membership of the results.

Procedure for re-electing a President for a second term

1. Background

- 1.1 The term of a President is governed by the Constitution.
- 1.2 The APA Constitution allows for the re-election of the position of President for a second term.

2. Succession planning of Office Bearer roles:

- 2.1 The NRC review term limits for Office Bearers and board members at the first Committee meeting of each calendar year.
- 2.2 The NRC determine upcoming term expirations for the current calendar year.
- 2.3 Where the expiration is applicable to the role of the President, the Board shall apply these procedures.

3. Nominations

- 3.1 If the President's term will expire in the current calendar year and they wish to nominate for a second term they must notify the Chair, the Board and the Returning Officer by April 1 of the relevant year.
- 3.2 Other persons who are eligible are also able to nominate for the President's position.
- 3.3 In line with the Nominations for the position of President Elect (Appendix 3) any re-nomination for a President and any nominations for President Elect should be submitted to the Returning Officer by the last Friday of April of the relevant year.
- 3.4 If only the current President nominates then the President will be appointed for a second term.

4. Election process

- 4.1 If there are more than one nomination for the President or President Elect (as whatever the case may be), the Returning Officer will inform the Board and the nominating persons will be invited to present to the Board.
- 4.2 If more than one nomination is received for the President/President Elect position the election process set out for the President Elect in Annexure 3 is to be followed.
- 4.3 If the President is not re-elected then the person appointed will become the President Elect and the processes that apply under Appendix 3 will apply to their appointment.

5. Announcement of position

- 5.1 The Returning Officer will:
 - 5.1.1 Advise the Candidate(s) of the results.
 - 5.1.2 Advise the Board of the results.
 - 5.1.3 Advise the NAC of the results.
 - 5.1.4 Advise the membership of the results.

Procedure for electing the Chair of the Board and Vice President(s) of the APA

1. Background

- 1.1 The APA Constitution enables the appointment of the position of Chairperson and Vice President(s).
- 1.2 The term of a Chairperson is governed by the APA Constitution.
- 1.3 The term of a Vice President(s) is governed by the APA Constitution.
- 1.4 Only APA Members are eligible to be appointed to the positions of Chair or Vice President.

2. Succession planning of Office Bearer roles:

- 2.1 The NRCG review term limits for Office Bearers and board members at the first Committee meeting of each calendar year.
- 2.2 The NRCG determine upcoming term expirations for the current calendar year.
- 2.3 Where the expiration is applicable to the role of the Chair and/or Vice President(s), the NRCG Chair will raise for discussion at the next Board meeting.
- 2.4 If the Board anticipates that an Office Bearer position shall expire/become vacant within the next twelve months, a Board evaluation is to be conducted to identify the potential gaps left by any vacancies through an informal discussion. Desirable skills appropriate to the vacant office bearer are to be determined by the Board in conjunction with the results from the most recent Board evaluation.
- 2.5 The expiring/vacant roles are to be confirmed by the Board before 31 July.
- 2.6 It is intended that the Office Bearer roles operate as a sequence through which a Director would move in only one direction. A person who has served as President or Chair can not nominate for the Vice President position

3. Nominations

- 3.1 Nominations for the Chair or Vice President(s) position should be submitted to the Returning Officer by the last Friday of August.
- 3.2 Nominees must indicate which position they are nominating for and indicate if an alternate role is desirable if unsuccessful in their first preference.
- 3.3 Nominating Directors are encouraged to speak to other Directors in the lead up to the voting process.

4. Chair Elections

- 4.1 If more than one nomination is received for the position of Chair, an anonymous online poll of all Directors will be conducted by the Returning Officer.
- 4.2 If only 2 candidates are nominated, the candidate who receives more than 50% of the votes cast will be elected as Chair.

- 4.3 If more than 2 candidates are nominated, and no candidate receives more than 50% of the votes cast in the first poll, the candidate receiving the lowest number of votes will be excluded and a further anonymous online poll will be conducted between the remaining candidates,
- 4.4 The process described in clause 4.3 will continue until one candidate receives more than 50% of the votes cast, and that candidate will be elected as Chair.
- 4.5 If, at any stage of the poll or runoff process, there is a tie that must be resolved for the purposes of the count, the President will have a casting vote. If the President is a candidate or the office of President is vacant, the casting vote will be exercised by a non-candidate Director appointed by the Board.
- 4.6 Once the Chair position is filled, the Board will be notified, and the Vice President role(s) proceedings will commence.

5. Vice President(s) elections

- 5.1 If the number of nominations received for Vice President is equal to the number of vacancies, the nominated candidate or candidates will be declared elected.
- 5.2 If there is one vacancy for Vice President and more nominations are received than there are vacancies, an anonymous online poll of all Directors will be conducted by the Returning Officer.
- 5.3 If there is one vacancy for Vice President and only 2 candidates are nominated, the candidate who receives a majority of the votes cast will be elected as Vice President.
- 5.4 If there is one vacancy for Vice President and more than 2 candidates are nominated, and no candidate receives a majority of the votes cast in the first poll, the candidate receiving the lowest number of votes will be excluded and a further anonymous online poll will be conducted between the remaining candidates.
- 5.5 The process described in clause 5.4. will continue until one candidate receives a majority of the votes cast, and that candidate will be elected as Vice President.
- 5.6 If there are 2 vacancies for Vice President and more nominations are received than there are vacancies, the 2 Vice President positions will be filled sequentially, one position at a time, by anonymous online poll conducted by the Returning Officer.
- 5.7 For each Vice President position:
 - 5.7.1 each Director will have one vote
 - 5.7.2 the candidate who receives a majority of the votes cast will be elected
 - 5.7.3 if no candidate receives a majority of the votes cast in the first poll, the candidate receiving the lowest number of votes will be excluded and a further anonymous online poll will be conducted between the remaining candidates
 - 5.7.4 the process in clause 5.7.3 will continue until one candidate receives a majority of the votes cast
 - 5.7.5 once a candidate is elected to a Vice President position, that candidate is no longer eligible for election to the remaining Vice President position.
- 5.8 If, at any stage of the poll or runoff process for a Vice President election, there is a tie that must be resolved in order to determine the result or identify the candidate to be excluded, the Chair will have a casting vote.

6. Timing of finalisation of the positions

- 6.1 The Returning Officer will finalise the positions no later than the last Friday of September, or as soon as practicable.

7. Announcement of positions

- 7.1 The Returning Officer will:

- 7.1.1 Advise the Candidate(s) of the results.
- 7.1.2 Advise the Board of the results
- 7.1.3 Advise the NAC of the results.
- 7.1.4 Advise the membership of the results.

Procedure for appointing an Immediate Past President

1. Background

- 1.1 The APA Constitution enables for the appointment and term of an Immediate Past President.
- 1.2 Where a President has served their term (one or two terms) as President they may be allowed, at the discretion of the Board, to serve one further year as the Immediate Past President.

2. Board process to determine eligibility to be granted a term as Immediate Past President

- 2.1 The NRCG review term limits for Office bearers and board members at the first Committee meeting of each calendar year.
- 2.2 Where it is identified that a current President will finish a term and not wish to, or be unable to, serve another term as President the Chair of the Board will then hold an informal discussion with the retiring President to ascertain whether there is interest to serve a further one-year term as Immediate Past President.
- 2.3 If there is interest to serve another year as Immediate Past President, the matter will be referred back to the Board for a decision to be made at the June Board meeting. The Board should consider the current skills mix and experience of the Board when making a decision on whether to have a position on Immediate Past President. The Chair must call for an online poll of all Directors to determine whether the position of Immediate Past President should be offered. If after an on-line poll there is a tied result the Chair will have a casting vote.
- 2.4 The Board will consider the following when determining whether a term as Immediate Past President is granted:
 - 2.4.1 Recent performance of the President
 - 2.4.2 Current skillset of all Board members
 - 2.4.3 Current skillset of the President Elect
 - 2.4.4 Number of Directors exiting the Board at the end of the current year

3. Announcement of positions

- 3.1 If an appointment by the Board is made to the role of Immediate Past President, the Returning Officer will:
 - 3.1.1 Advise the candidate
 - 3.1.2 Advise the Board of the results
 - 3.1.3 Advise the NAC of the results.
 - 3.1.4 Advise the membership of the results.