

APA Constitution 2026 – Explanatory Note

The APA Constitution has been thoroughly reviewed in 2026. There were a number of legacy drafting issues identified. This document captures changes. It excludes pure renumbering, cross-reference fixes, typographical corrections, definitions and other minor tidy-up edits. If members of the APA have any questions or concerns about the proposed changes they are encouraged to reach out to the Company Secretary and General Counsel on melanie.sherrin@australian.physio or via phone on 0412 219 018.

Clause(s)	Change	Previous position	New position	Explanatory note
23.2	Chairperson casting vote at a General Meeting	Chairperson did not have a second or casting vote if a vote was tied.	If votes on an ordinary resolution are equal, the Chairperson of the General Meeting may exercise a casting vote.	Introduces a discretionary tie-break for ordinary resolutions at member meetings. This may assist in avoiding deadlock, but use remains a matter for the Chair. This provision is common in many member organisations.
25 and 26	Chairperson made an express Board office with its own governance framework	Chair role sat less clearly in the Constitution and the office-bearer suite was structured around President / Immediate Past President / President Elect / Vice Presidents / Member Directors / External Directors.	Board composition now expressly includes the Chairperson, and a dedicated Chairperson clause sets out election by the Board from among Member Directors, term limits, meeting chairing and powers.	Clarifies that the Chair is a distinct Board office role and formalises how the role is filled and exercised. Previously the Constitution was configured to allow the possibility of the President and Chairperson being the same person. The APA Board now have distinct Chair and President roles.
27	President nomination and election process simplified	Constitution contained more detailed nomination mechanics, including nomination by current Directors and a constitutional timing requirement.	Eligible Directors may self-nominate. More election process detail is left to the Board Elections Policy.	Shifts detailed mechanics out of the Constitution and into policy, making future process updates easier without constitutional amendment. This has been modernised and is in line with good governance practice.
29	President Elect framework updated	President Elect pathway was more prescriptive, including an 12 month Board service threshold and a constitutional commencement timing.	Board may fill the President Elect position in defined circumstances. Self-nomination is used, service threshold is increased to 18 months.	Clarifies eligibility. It is the intent that by the time a person starts in the role of President that they have completed two years service on the Board. This has been modernised and is in line with good governance practice.
30	Vice President pathway modernised	Vice President nominations were more prescriptive in the Constitution and relied on nomination by another Director.	Eligible Directors may self-nominate, detailed process is pushed to the Board Elections Policy, and post-term pathways are clarified, including appointment to Chairperson.	Modernises the process and aligns it with the broader office-bearer approach. This helps bring the position into line with other positions. This has been modernised and is in line with good governance practice.
31	Member Director election rights and future pathways clarified	The Constitution was less clear about who had the right to vote in a Board election and used older wording around progression to office-bearer roles. The LGBTQIA+ National Committee and the National Rural Advisory Committee were not included in Member Director voting and nomination rights.	Clause 31.6 also recasts progression to Chairperson, President and Vice President as self-nomination under the Board Elections Policy. The LGBTQIA+ National Committee and National Rural Advisory Committee are now included in Director election voting and nomination rights.	Makes the intended election electorate and progression pathways clearer. The LGBTQIA+ National Committee and the National Rural Advisory Committee are now expressly included in Member Director election voting and nomination rights. The clause also updates progression pathways to office-bearer roles to reflect self-nomination under the Board Elections Policy. This has been modernised and is in line with good governance practice.

Clause(s)	Change	Previous position	New position	Explanatory note
33 and 34	Cooling-off restrictions and aggregate tenure limits clarified	Maximum tenure did not sit as clearly as a stand-alone Board governance provision. Cooling off restrictions were also not as clear as they could be.	A stand-alone maximum tenure clause now states that a Director must not serve more than 15 years in aggregate as a Director or Office Bearer. Modernised language for cooling off restrictions.	Strengthens and clarifies Board renewal settings. This is in line with good governance practice.
35 and 59.4-59.5	Director remuneration and payment framework aligned and tightened	Director remuneration and reimbursement provisions were expressed more narrowly and with less explicit cross-linkage to the income clause.	The Constitution drafting has been modernised and fine tuned to remove duplication.	Provides a cleaner and more disciplined framework for director payments, including an express reasonableness overlay. This does not change the underlying principles – the language is now clearer.
36.1	Director removal clause aligned to the Corporations Act	Voting Members could remove the Board by special resolution at any time.	The Constitution now says nothing in it limits the rights of Voting Members under the Act to remove a Director from office. This is clearer modern drafting.	Removes the misleading whole-of-Board special resolution formulation and aligns the Constitution with the Corporations Act mechanism for removal of a Director from office. Members retain their statutory rights under the Act. This is in line with good governance practice.
36.2	Vacation of office grounds modernised	Older grounds included bankruptcy wording, unsound mind, estate dealt with under mental health law, office of profit and direct or indirect interest in a contract.	The grounds are modernised and reframed around resignation, Act-based disqualification, death, loss of eligibility, loss of required membership, unapproved paid office or employment, meeting absence, incapacity and final findings of professional misconduct or materially inconsistent conduct.	Modernises the clause, better aligns it with the Corporations Act framework and the Board's intended eligibility settings, and removes older conflict language as an automatic vacation trigger.
43	General Committees replaced with Delegated Committees	Board could form general committees and there was a requirement that committee members be Voting Members.	Board may now establish delegated committees consisting of such persons as it thinks fit. If an appointee is a physiotherapist, they must be a Member. Delegation language is expressed more clearly.	Clarifies the difference between committees with delegated authority (such as Board Committees) and advisory committees (Such as NAC and National Groups), and broadens possible membership of delegated committees.
49 and 50	Officers provisions separated from CEO role	Part heading referred to 'Company Officers Bearers' and the Chief Executive Officer was also stated to be the Secretary and public officer unless the Board determined otherwise.	Part heading is now 'Officers'. The automatic CEO-as-Secretary / public officer provision has been removed. Secretary remains a separate office appointed, suspended or removed by the Board, and is the public officer unless the Board determines otherwise.	Creates a cleaner separation between the CEO role and the statutory / governance office of Secretary. This is in line with good governance practice.