

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE AUSTRALIAN PHYSIOTHERAPY ASSOCIATION

Special Resolution 1 Amendment of clause 21

Current clause 21:

21. Presiding at Meetings

21.1 The President or their delegate presides at every General Meeting as the Chairperson.

21.2 If:

- (a) there is no President;
- (b) the President is not present within 15 minutes after the time appointed for the General Meeting; or
- (c) the President is unwilling to act,

then the Vice President is the Chairperson and if, the Vice 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.

Proposed clause 21:

21. Presiding at Meetings

21.1 The Chairperson presides at every General Meeting and will be elected by the Board from the President or any of the Member Directors 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.

Special Resolution 2 Amendment of clause 26.7

Current clause 26.7:

- 26.7 A person whose term as President will cease under sub-clause 26.5(b) may exercise an 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 their term as President ceases.

Proposed clause 26.7:

- 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).

Special Resolution 3 Amendment of clause 29.5

Current clause 29.5

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

Proposed clause 29.5

- 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.

Special Resolution 4 Amendment of clauses 28.3 (including relevant definitions at 3.1)

Current clause 28.3:

Eligibility of Member Directors

- 28.3 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 member of the NAC who has served on the NAC for a period of at least twelve (12) months immediately prior to the closing date for nominations; or
 - (b) a current member of a Branch Council who has served on that Branch Council for a period of at least 12 months immediately prior to the closing date for nominations; or
 - (c) a current member of a National Group National Committee who has served on that National Group National Committee for a period of at least 12 months immediately prior to the closing date for nominations; or
 - (d) an officer bearer of a Branch Council or a National Group National Committee who has served as an office bearer on that Branch Council or National Group National Committee for a period of at least two years in the five years immediately prior to the closing date for nominations.

Proposed clause 28.3:

Eligibility of Member Directors

- 28.3 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 Council of the Australian College of Physiotherapists; or
- a National Group National Committee; or
- a State Chapter Committee; or
- the National Professional Standards Panel; or
- the Aboriginal and Torres Strait Islander 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 Council of the Australian College of Physiotherapists; 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
- Aboriginal and Torres Strait Islander 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.

Insertion of the below definitions in clause 3.1:

- **Aboriginal and Torres Strait Islander Health Committee** means a committee responsible to the Board for strategic oversight on how the Association can achieve its vision of reconciliation;
- **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;
- **Journal of Physiotherapy Editorial Board** means the Board responsible for the management of the editorial content of the Journal of Physiotherapy;
- **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;
- **State Chapter Committee** means a Committee responsible for the oversight of matters relating to its respective National Group pursuant to its state in Australia.

Special Resolution 5 Amendment of clauses 35.8 and 35.9 and insertion of 35.10 (including relevant definitions at 3.1)

Current clauses 35.8 and 35.9:

- 35.8 The Chairperson presides at every Board meeting.
- 35.9 If:
- (a) there is no President;
 - (b) at any Board meeting the President is not present within ten minutes after the time appointed for holding the meeting; or
 - (c) being present, the President is unwilling to preside then the Vice President is the Chairperson and if the Vice President is not present or is unwilling to preside, the Directors will choose one of the Directors present to be Chairperson for that meeting.

Proposed clauses 35.8, 35.9 and 35.10:

- 35.8 The Chairperson presides at every Board meeting and will be elected by the Board from the President or any of the Member Directors 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.

Amendment to clause 3.1 – definition of Chairperson

Current definition of Chairperson:

Chairperson means the person appointed as chairperson:

- (a) for a Board meeting – under sub-clauses 35.8 and 35.9;
- (b) for a General Meeting – under clause 21.1 and 21.2

Proposed definition of Chairperson:

Chairperson means the person appointed as chairperson:

- (a) for a Board meeting – under sub-clauses 35.8, 35.9 and 35.10;
- (b) for a General Meeting – under clause 21.

Special Resolution 6 Deletion of clause 62.1, 62.2 and 62.3

It is proposed that clause 62 as below is deleted:

62. Transition

Members

62.1 Any person whose name is entered in the register of Members immediately before the commencement of this Constitution is, upon commencement of this Constitution:

- (a) taken to be a Member under this Constitution in the same category of membership as they were admitted immediately before the commencement of this Constitution; and
- (b) bound by any rights and obligations of Members under this Constitution.

Board of Directors

62.2 Despite clause 25, any person who is a Director immediately before the commencement of this Constitution:

- (a) taken to be a Director under this Constitution;
- (b) unless their term ceases earlier under clause 32, their term of office continues until the date specified for that person below; and
- (c) is taken to have served the same number of terms of office in the position specified below as they had served immediately before the commencement of this Constitution;

Name of Director	Position	End of Term of Office
Darren BEALES	Member Director	31 December 2014
Phil CALVERT	Member Director	31 December 2013
Marcus DRIPPS	President	31 December 2014
Stephen KELLY	External Director	31 December 2013
Liisa LAAKSO	Member Director	31 December 2014
Melissa LOCKE	Immediate Past	31 December 2013
Louise MCCANN	External Director	31 December 2013
Shane PATMAN	Vice President	31 December 2014
Darren RIVETT	Member Director	31 December 2014
Katie VINE	Member Director	31 December 2014

62.3 For the purposes of sub-clause 27.1, upon commencement of this Constitution there will be one Vice President.