



AUSactive[®]

Call for Nominations for Directors

Fitness Australia Limited

Trading as AUSactive

INFORMATION PACK FOR POTENTIAL CANDIDATES

SEPTEMBER 2023

ABOUT AUSACTIVE

AUSactive is the national peak health and exercise industry association with the largest register of exercise professionals and facilities across Australia.

AUSactive's vision is to **activate every body, every way, every day**, by encouraging all Australians to participate in physical activity and exercise more often. We exist to **support our members to improve the health and wellbeing of Australians**.

As a not-for-profit organisation, we aspire to professionalise the exercise industry through engaging in partnerships, advocacy, delivering education and accreditation. We lead advocacy for the active health and exercise sector, sponsor research, and set standards that reflect best practice, instil consumer confidence and ensure the wellbeing of Australians.

AUSactive membership is made up of almost 15,000 Professionals, 3,000 fitness, yoga and Pilates businesses, over 180 CEC providers and 35 Quality Accredited businesses who are leading the way in quality service delivery in an industry with over 8 million active consumers.

AUSactive's 2022-24 Strategic Plan is included below, our Purpose being to support AUSactive members to improve the health and wellbeing of Australian. We strive to be a/the major player in Australia's preventative health environment, in terms of advocacy, recognition, policy and potential funding opportunities.

The evolution of this strategic direction has been a key consideration in the criteria and skills sought from candidates at this Director Election.

GOVERNANCE

AUSactive is currently governed by a ten (10) member Board of Directors who contribute their skills and experience to the governance of the company on a voluntary basis (noting the Chair receives an annual honorarium payment in recognition of the additional responsibilities).

The maximum number of Directors on the Board of AUSactive has been fixed by the Directors as 11 (ref: clause 38.1 of the Constitution).

The Board is comprised of Directors who are elected by Professionals and Business Members (**Elected Director**) and those who are appointed by the Board (**External Director**).

The current make-up of the Board is:

- Five (5) Elected Directors, of which
 - Two (2) are Professional Member Directors (as elected by Professional Members); and
 - Three (3) are Business Member Directors (as elected by Business Members);
- Five (5) External Directors

Details of the current Directors can be found on the AUSactive website [HERE](#).

2023 VACANCIES

We are now seeking nominations for the 2023 Board Election process.

The following vacancies for Elected Directors are open:

- Two (2) Business Member Directors, both of which will have a three-year term.
 - One (1) of these Business Member Director positions is allocated specifically to an independently owned business member to ensure we have representations across the industry. An independently owned Business Member is one which has a sub-registration category with AUSactive titled either Registered Fitness Business (RFB), Pilates Business Member (PBM) or Yoga Business Member (YBM) as well as operates a single-site facility under an independent brand.

The successful candidates will take office at the Annual General Meeting on Monday, 20 November 2023.

WHO CAN NOMINATE FOR ELECTION TO THE BOARD OF DIRECTORS (CONSTITUTIONAL REQUIREMENTS)

38.3 To be a Business Member Director, a person must:

- (a) not be an employee of the Company (AUSactive); and
- (b) be a Business Member who is a natural person, or a person who:
 - (i) is a director or officer of a Business Member that is a company, or is a partner in a partnership that is a Business Member; and

(ii) is appointed by the Business Member, and is recorded in the Register of Members, as the Business Member's representative.

38.4. To be a REP Member Director, a person must:

- (a) not be an employee of the Company (AUSactive); and
- (b) be a REP Member.

Definition of a Business Member

14.1 The Board may, at its discretion, admit as a Business Member, a body corporate, sole trader, independent contractor, partnership, trust or other entity or organisation who:

- (a) either:
 - (i) conducts, operates, provides or administers a business directly involved in delivering services to the public that supports and/or promotes the vision of the Company ; or
 - (ii) operates as a franchisor, by way of license or otherwise to multiple businesses providing fitness, exercise or physical activity services to the public under the same or a substantially similar trading name and/or trade mark or service mark;
- (b) has an Australian Business Number; and
- (c) who meets the requirements for Business Membership as specified in the Regulations from time to time.

WHAT CRITERIA SHOULD A CANDIDATE MEET FOR ELECTION TO THE BOARD?

The Board is responsible for ensuring that it has represented on it, the skills, diversity, knowledge and experience needed to effectively steer the organisation forward. It is important to note that not all Directors will possess each necessary skill, but the Board as a whole should possess them.

When considering a nomination for election to the Board of Directors, potential candidates should reflect upon the level of skill, knowledge and experience that is required to fulfil the duties and responsibilities of a company director and to drive AUSactive's strategic agenda and achieve industry goals and objectives.

Under the Corporations Act all AUSactive Directors must have a Director Identification number (DIN). You must apply for a DIN before you are appointed¹. AUSactive also requires Directors to have, or attain, a Working with Vulnerable People (or state equivalent) card.

Outlined below are the selection criteria for Elected Directors.

The skills and experience sought year to year in director candidates are determined by the skills requirements of the Board. The Board of AUSactive has formulated its current skills requirements for the Board as a whole in the form of a Board Skills Matrix.

The Board via the Nominations & Remuneration Committee will assess the relevant skill and experience of nominees having regard to essential directorship skills and AUSactive current gaps and specific skills and attribute needs.

Essential Directorship Skills:

- Governance and compliance
- Finance and risk management
- Strategy and business management

Current AUSactive Director skill and experience needs:

- Experience in the health sector
- Experience working as or with allied health providers
- Experience in developing policy and advocacy positions to shift political party and government policy, which will ideally include strong relationships with current Federal and State politicians
- Fulfill our aim for diversity and inclusion in our Board make up including a balance of board continuity and refresh, along with continued gender diversity, cultural / ethnic background, geographic and all-abilities.

Please note that a person is not eligible for election if they are ineligible to be a Director under the Corporations Law or if they are of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

AUSactive or its representative may approach any person or body for the purposes of verifying claims made in this application.

¹ Information on how to apply for a DIN can be found at Director identification number | Australian Business Registry Services (ABRS).

WHAT IS EXPECTED OF A DIRECTOR ON THE BOARD?

An indicative annual time commitment would be approximately 10 days per annum, usually comprising of between 4-8 board/strategy meetings (and associated preparation). Face to face board meetings are often held in Sydney with at the majority of meetings held online.

In addition to the general Board meetings, most Directors will also sit on at least one of the following Board Committees that will meet, on average, 4-6 times per year:

- Diversity, Equity and Inclusion Committee
- Finance & Risk Committee
- Nominations & Remuneration Committee

Additionally, AUSactive Directors may attend associated industry events and meetings (e.g. industry forums).

Elected Board Members hold office for a term of three (3) years and can seek re-election to a maximum of three (3) consecutive terms.

A Board Information Sheet and Role Description can be found enclosed with further information.

HOW IS THE ELECTION PROCESS CONDUCTED?

The nomination form for election to the Board of Directors is issued by AUSactive and, when completed, all nominations are assessed by the Board via the Nominations & Remuneration Committee and suitable candidates who meet the relevant criteria are provided to all eligible Members of AUSactive for voting and election.

Nominees will be required to provide information regarding their relevant skills, expertise and experience so that voting Members can assess each candidate's suitability as a Director and cast their vote accordingly. This information will be made available to all Members via email and the website.

The election and voting process will be managed by an independent organisation with expertise in voting management systems. The voting process is electronic (web-based), secure and confidential.

WHAT ARE THE KEY DATES?

Date	Key milestone
18 September 2023	Nominations open for election to the Board of Directors
4 October 2023	Nominations close for election to the Board of Directors
19 October 2023	Voting opens for the election
2 November 2023	Voting closes for the election
6 November 2023	Candidates notified of election results
20 November 2023	Successful candidates take office at the Annual General Meeting

Once nominations open, potential candidates will be able to access the official Nomination Form for election to the Board and the Election Information Pack supplied by AUSactive. The information supplied by each candidate on the official nomination form will be profiled on the web-based electronic voting site. AUSactive will ensure that this information is circulated to eligible Members so that they can make an informed decision when casting their vote.

WHEN WILL THE ELECTED DIRECTOR/S TAKE OFFICE?

The elected Directors will take office at the Annual General Meeting (AGM) to be held on Monday, 20 November 2023. In addition, the Elected Directors will be invited to meet the Board and executive team and gain an understanding of the current agenda and issues being addressed by the Board. New Directors will receive a full orientation and induction to the board in December 2023.

MORE INFORMATION

For more information on the role of Director or the Board election process, please contact Paul Ritchie, AUSactive General Manager (Corporate Services & Commercial) & Company Secretary:

Email: paul.ritchie@ausactive.org.au

ANNEXURE:

BOARD INFORMATION SHEET

Reviewed: August 2023

<p>Company overview</p>	<ul style="list-style-type: none"> • AUSactive, formerly Fitness Australia, is the national peak health and exercise industry association. As a not-for-profit organisation, we exist to encourage all Australians to engage in physical activity and professionalise the exercise and active health industry through engaging in partnerships, advocacy, delivering education and accreditation. • AUSactive membership is made up of almost 15,000 Professionals, 3,000 fitness, yoga and Pilates businesses, 2,000 students, over 180 CEC providers and 35 Quality Accredited businesses who are leading the way in quality service delivery in an industry with over 8 million active consumers. • AUSactive’s 2022-24 Strategic Plan is included below, our Purpose being to support AUSactive members to improve the health and wellbeing of Australian. We strive to be a/the major player in Australia’s preventative health environment, in terms of advocacy, recognition, policy and potential funding opportunities.
<p>Non-executive Elected Directors</p> <p>https://ausactive.org.au/board-leadership/</p>	<ul style="list-style-type: none"> • Edwina Griffin • Elaine Jobson • Greg Oliver • Jen Dugard • Ryan Hogan
<p>Non-executive External Directors</p>	<ul style="list-style-type: none"> • Jayne Blake (Chair) • Emmett Williams • Kate Corkery • Sally Anderson • Tim Firth
<p>Chair of the Board</p>	<ul style="list-style-type: none"> • Jayne Blake has managed her own consultancy business, JBC International since 2009, specialising in assisting people and organisations to effectively plan for, and drive personal and business growth. Through JBC, Jayne has achieved success in coaching and consulting assignments in the Corporate, SME and Not-For-Profit segments. • Jayne has also successfully performed Board roles including Chair, and Chair Audit and Risk and other Board Committees, she is currently Chair of the Marine and Civil Maintenance Board and a former Chair & Director for HeartKids, an organisation which aims to conquer congenital heart disease, the single biggest cause of death of Australian babies. • In her corporate career, Jayne worked for Vodafone Group in various General Manager roles in the UK and Australia, in Finance, Commercial and Customer Service functions, until becoming Sales Director in 2004.



<p>Chief Executive Officer</p>	<ul style="list-style-type: none"> • Barrie Elvish began his professional career as a senior secondary teacher focusing on Outdoor Education and History. • Upon leaving teaching Barrie was appointed as the South Australian manager of the Duke of Edinburgh’s Award and after completing his MBA, Barrie took up several marketing and business development roles in the not-for-profit and Association sectors. • In 2000, he was selected as the inaugural CEO of The Crèche and Kindergarten (C&K) Association in Queensland and built the Association to be Australia’s second largest early childhood organisation with over 400 centres. • Barrie resigned from C&K in 2013 and subsequently has assumed CEO roles at Wimmera Uniting Care, Autism SA and WDEA Works, guiding all three organisations through deregulation, the introduction of NDIS and strategic reviews.
<p>Company Secretary</p>	<ul style="list-style-type: none"> • Paul Ritchie (AUSactive’s General Manager, Corporate Services & Commercial). • Paul has over 15 years’ experience as a chartered accountant, bringing a range of skills covering financial and liquidity management, risk & governance and strategic planning. • In his earlier career, Paul worked for leading accounting firms including as a Director at Deloitte. • Paul has a passion for advocating for improvement in health and wellbeing, and outside of his role with AUSactive, he currently serves as a Board Member and Treasurer of Arthritis Australia, a charitable, NFP organisation and the peak arthritis consumer body in Australia.
<p>Term of Office</p>	<ul style="list-style-type: none"> • The term of office for Elected Directors (REP and Business Directors) is three (3) years. The term of office for External Directors is two (2) years. The election and appointment of directors is confirmed at the Annual General Meeting (AGM). • Elected Directors are eligible to serve for a maximum of three (3) consecutive three (3) year terms. • External Directors are eligible to serve for a maximum of three (3) consecutive two (2) year terms. • Board members may be appointed by the Board to fill casual vacancies in accordance with the Constitution.
<p>Time requirements</p>	<ul style="list-style-type: none"> • An indicative annual time commitment would be approximately 10 days per annum, usually comprising of between 4-8 board/strategy meetings and associated preparation. Face to face board meetings are often held in Sydney the majority of meetings held online. • In addition to the general Board meetings, most Directors will also sit on at least one of the following Board Committees that will meet, on average, 4–6 times per year: <ul style="list-style-type: none"> ○ Diversity, Equity and Inclusion Committee ○ Finance & Risk Committee ○ Nominations & Remuneration Committee • Additionally, AUSactive Directors may attend associated industry events and meetings (e.g. industry forums).

Remuneration and expenses	<ul style="list-style-type: none"> • Directors are volunteers and remuneration is not paid to the Directors. • The costs of travel, accommodation and any out-of-pocket expenses for attendance at meetings are covered by AUSactive. • The Chair receives an annual honorarium payment in recognition of the additional responsibilities and in accordance with Board policy.
Induction sessions	<ul style="list-style-type: none"> • Following election or appointment, new directors are provided with a Board Information Pack, an induction session with the Chair, Chief Executive Officer and the Company Secretary.
Approach to governance	<ul style="list-style-type: none"> • The Board is AUSactive’s linkage to industry members. The Board is responsible for providing strategic leadership to the organisation within a framework of prudent and effective controls and establishing the organisation’s vision, mission, values and standards of conduct in the interests of industry members, stakeholders and the communities in which it operates. • Directors have an obligation to fulfil fiduciary responsibilities, guard against undue risk, determine governing policies and program priorities and monitor and assess executive performance. • The Board delegate to the CEO decisions relating to operational and general administration.
Values and beliefs	<ul style="list-style-type: none"> • Vision: Activating Every body, Every way, Every day • Purpose: Supporting our members to improve the health and wellbeing of Australians • Values: <ul style="list-style-type: none"> ○ Leading: We are taking the lead in improving Australia’s health by empowering, supporting and enabling AUSactive members to provide quality services for their local communities ○ Trusted: We are honest and dependable always acting with integrity ○ Professional: We listen to our stakeholders and provide opportunities to sustainably grow the industry and deliver best practice outcomes ○ Passionate: We are passionate about our industry and approach our work with a focused and energetic enthusiasm ○ Inclusive: We support and advocate for equality and recognise different strengths to enhance a sense of belonging and purpose within the industry
Directors Code of Conduct	Board members sign a Code of Conduct when appointed to the Board of Directors.
Role	<p>AUSactive’s directors are individually responsible for ensuring that the board fulfills its role as set out above and complies with their legal duties and obligations as directors of a Corporations Act company. These duties include:</p> <ul style="list-style-type: none"> • to act with reasonable care and diligence • to act honestly and fairly in the best interests of AUSactive • not to misuse their position or information they gain as a responsible person • to disclose conflicts of interest • to ensure that the financial affairs of AUSactive are managed responsibly • not to allow AUSactive to operate while it is insolvent.



<p>Competencies – Role Related</p>	<ul style="list-style-type: none"> • Knowledge of a director’s responsibilities, including an understanding of the role as well as the legal, ethical, fiduciary and financial responsibilities; • Strategic expertise – the ability to review the strategy through constructive questioning / suggestion and contribute to effective decision making of the board; • Accounting and finance – the ability to read and comprehend the company’s accounts, financial material presented to the board, and financial reporting requirements; • Legal – the board’s responsibility involves overseeing compliance with numerous laws as well as understanding the individual director’s legal duties and responsibilities; • Risk management – experience in managing areas of major risk to the organisation; • Managing people and achieving change – experience in current management thinking on employment, branding, engagement, strategic vision and stakeholder communication; experience in executive performance appraisal; • Industry knowledge – experience in similar organisations or industries.
<p>Personal Attributes</p>	<ul style="list-style-type: none"> • Integrity: A commitment to: (a) understanding and fulfilling the duties and responsibilities of a director and maintaining knowledge in this regard through professional development; (b) putting the company’s interests before any personal interests; (c) being transparent and declaring any activities or conduct that might be a potential conflict; and (d) maintaining board confidentiality • Effective listener and communicator: The ability to: listen to, and constructively and appropriately debate, other people’s viewpoints; develop and deliver cogent arguments; and communicate effectively with a broad range of stakeholders. • Constructive questioner: The preparedness to exercise independent judgment and ask questions and challenge management and peer directors in a constructive and appropriate way. • Contributor and team player: The ability to work as part of a team and demonstrate the passion and time to make a genuine and active contribution to the board and AUSactive. • Commitment: A visible commitment to the values on which the company operates, and its on-going success, as well as a commitment to the role demonstrated through presence, responsiveness and accessibility • Critical and innovative thinker: The ability to critically analyse complex and detailed information, readily identify key issues, and develop innovative approaches and solutions to problems. • Leadership: Innate leadership skills including the ability to: appropriately represent the company; set appropriate board and organisational culture; and make and take responsibility for decisions and actions.
<p>Other Requirements</p>	<ul style="list-style-type: none"> • Willingness to serve on at least one committee and actively participate. • Attendance at regular Board meetings. • Be informed of the services provided by AUSactive and publicly support them. • Be aware of and abstain from any conflict of interest. • Participate in an annual board evaluation process and ongoing professional development • Must have and maintain a valid working with children/vulnerable person card • Must have a Director Identification Number

AUSactive Strategic Plan 2022 – 2024



Our Vision Activating Every body, Every way, Every day

Our Purpose Supporting our members to improve the health and wellbeing of Australians

Our Values



Leading

We are taking the lead in improving Australia's health by empowering, supporting and enabling AUSactive members to provide quality services for their local communities



Trusted

We are honest and dependable always acting with integrity



Professional

We listen to our stakeholders and provide opportunities to sustainably grow the industry and deliver best practice outcomes



Passionate

We are passionate about our industry and approach our work with a focused and energetic enthusiasm



Inclusive

We support and advocate for equality and recognise different strengths to enhance a sense of belonging and purpose within the industry

Objectives

Preventative Health

Become a key player in Australia's preventative health strategy

Build the AUSactive brand to inspire respect and credibility within the preventative health sector

Members

Provide membership offerings that are highly valued, engaging and meet the needs of our members

Develop new membership offerings to the broader active health and exercise industry with an enhanced value proposition

Standards And Quality

Protect, promote and enhance the integrity of the active health and exercise industry through the development of standards and education

Expand the quality assurance framework to achieve service excellence through certification and accreditation

Research

Understand the emerging issues in the active health and exercise industry and demonstrate the value of exercise in improving physical and mental health outcomes

Optimise data to provide a strong foundation for research excellence

Advocacy

Enhance and extend the policy and advocacy work that AUSactive undertakes on behalf and for the benefit of members and the wider Australian community

Influence all levels of government, including relevant government agencies, to support and advance the active health and exercise industry

Partners

Collaborate with key stakeholders to provide benefits for our members and increase supporter engagement and loyalty

Secure new partnerships to diversify our revenue streams and support our strategic priorities

Inclusivity

Foster diversity and inclusion by engaging with all voices in our community

Remove barriers that may prevent Australians from accessing and participating in the services offered in the active health and exercise industry

To achieve our goals, we do this through attracting and retaining a talented and diverse workforce equipped for the future, underpinned by transformational leadership. We enable our people to deliver our strategic priorities by fostering an innovative, agile and flexible culture.