AUSactive®

Call for Nominations for Directors

AUSactive Limited

INFORMATION PACK FOR POTENTIAL CANDIDATES

SEPTEMBER 2026

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 11,000 Professionals, over 3,000 fitness, yoga and Pilates businesses, 4,000 students, over 180 CPD 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 2025-27 Strategic Plan is included below, our Purpose being to support AUSactive members to improve the health and wellbeing of Australian. We strive to be recognised as an essential 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 an eleven (11) 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 Directors**) and those who are appointed by the Board (**External Directors**).

The current make-up of the Board is:

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- 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);
- Six (6) External Directors

Details of the current Directors can be found on the AUSactive **website**.

2026 VACANCIES

We are now seeking nominations for the 2026 Board Election process. The following vacancies for Elected Directors are open:

- Two (2) x 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 2026 Annual General Meeting.

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

38.4 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

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

38.5. To be a Professional Member Director, a person must:

(a) not be an employee of the Company (AUSactive); and

(b) be a Professional 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.

Definition of a Professional Member

14.3 The Board may, at its absolute discretion, admit as a Professional Member, a natural person who is registered as an exercise and active health professional on the Company's Australian Register of Active Health Professionals, and meets any other requirements for Professional Membership as specified by the Company from time to time.

Board nominees are required to have maintained continuous membership for at least 1 year prior to the commencement of the nomination period.

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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.

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.

Outlined below are the selection criteria for Elected Directors.

Essential Skills:

- The ability to play an active role in strategic planning including critically assessing strategic opportunities and threats for AUSactive.
- The ability to critically assess company financial and operational performance through the application of skills, experience and personal qualities.
- A sound working knowledge of corporate governance systems and frameworks, and an ability to apply that support to a member-owned organisation.
- Are committed to completing mandatory professional development, in particular the complimentary Australian Sports Commission Sport Governance Education and Training **courses**.
- Have participated in the AUSactive Board Readiness Webinar.
- Hold a current/valid ASIC Director Identification Number (DIN).
- Hold (or will obtain prior to Office) a current/valid Working With Children Check in their relevant state jurisdiction.

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High priority AUSactive Director skills, background and experience required:

- Experience working with allied health providers and/or in the health sector
- Legal qualifications and professional experience in the interpretation and application of law and regulatory obligations
- Strategic marketing expertise, including brand development, communications, customer engagement, market growth, and the ability to drive awareness
- Experience in leveraging technology, digital transformation, data, AI and innovation to improve organisational performance, customer experience, and future readiness

Desirable AUSactive Director background and experience also sought:

- Fulfill our aim for diversity and inclusion in our Board make up, including good practice board continuity, along with continued introduction of skills and 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 AUSactive Constitution, the Corporations Act 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.

The Board reserves the right to ask nominees for referees/references.

WHAT IS EXPECTED OF A DIRECTOR ON THE BOARD?

The Board is ultimately accountable to members for ensuring that the company achieves its vision, purpose and strategic and business objectives in an ethical, legal, and sustainable way considering risk. The Board's functions include the following:

- Setting the overall strategic direction and plans of AUSactive, monitoring management's implementation of that strategy, and providing guidance and mentoring when appropriate and required
- Setting, through its behaviour and the expectations it sets for the CEO, an appropriate organisational culture or 'tone at the top' for AUSactive
- Monitoring AUSactive's operational and financial performance including the approval of annual budgets and annual financial statements

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- Monitoring AUSactive's compliance with legal and regulatory obligations
- Setting AUSactive's risk appetite and ensuring that effective audit, risk and compliance management systems are in place to protect its assets and to minimise the possibility of the organisation operating beyond acceptable risk parameters
- Appointing the CEO and monitoring the CEO's performance against established performance objectives and providing guidance and mentoring when appropriate
- Required accounting to members and other key stakeholders for AUSactive's performance
- Representing AUSactive in formal interactions with key stakeholders and ensuring that the good reputation of the organisation is upheld.

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 Public Company Limited by Guarantee. These duties include:

- 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, including monitoring and maintaining solvency.

Directors are expected to attend all board meetings unless they have a reasonable excuse. In this regard, the board currently holds between six to eight board meetings per annum, with each meeting about 2 hours in length. The Nominations & Remuneration Committee is convened on an as-needs basis, the Finance & Risk Committee meets at least bi-monthly for one hour (or more).

In addition to scheduled meetings, directors are expected to undertake other activities as part of their role including:

- Out of session committee work as required, but typically minimal
- Annual or biennial full day strategy workshops; and
- Participating in board evaluations and board professional development

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The nature and timing of the workload fluctuates across the annual cycle. However, on average, it is estimated that directors commit 1 day per month to their role including all preparation time, travel and dealing with all types of matters detailed above.

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.

Under the AUSactive Constitution, the term of appointment for an Elected Director is three years, with a maximum of three (3) 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.

The information supplied by each candidate on the official Nomination Form 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.

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WHAT ARE THE KEY DATES?

Date	Key milestone
14 September 2026	Nominations open for election to the Board of Directors
30 September 2026	Nominations close for election to the Board of Directors
19 October 2026	Voting opens for the election
2 November 2026	Voting closes for the election
5 November 2026	Candidates notified of election results
30 November 2026	Successful candidates take office at the Annual General Meeting

WHEN WILL THE ELECTED DIRECTOR/S TAKE OFFICE?

The elected Directors will take office at the Annual General Meeting (AGM) to be held on 30 November 2026. 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 2026.

Please contact Paul Ritchie (Company Secretary) with any queries: **Paul.Ritchie@ausactive.org.au**

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APPENDIX A: BOARD INFORMATION SHEET

Reviewed: August 2026

Company overview	• AUSactive 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 11,000 exercise and active health Professionals, over 3,000 fitness, yoga and Pilates businesses, 4,000 students, over 180 CPD 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 Purpose is to support our members to improve the health and wellbeing of Australians. We strive to be recognised as an essential player in Australia's preventative health environment, in terms of advocacy, recognition, policy and potential funding opportunities.
Non-executive Elected Directors https://ausactive.org.au/board-leadership/	• Elaine Jobson (Deputy Chair) • David Aitchison • Jen Dugard • Kimberley Anderson • Mel Tempest
Non-executive External Directors	• Emmett Williams (Chair) • Ailish Hanley • Bikram Karmakar • John Petrozzi • Katya Osipova • Tim Firth
Term of Office	• The term of office for Elected Directors (both Professional Member and Business Member 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.

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Board meetings / Time requirements	• An indicative time commitment for Board related activities would be approximately 1 day per month to cover meetings and associated preparation.
	• The Board meets around 6–8 times per year. The majority of meetings are held virtually, although some are face-to-face. Board meetings are typically 2 hours
	• 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, 6 times per year:
	  ○ Finance & Risk Committee
	  ○ Nominations & Remuneration Committee
	• Additionally, AUSactive Directors attend:
	  ○ **AGM:** An Annual General Meeting is held in November each year.
	  ○ **Strategic planning:** The Board is involved in an annual strategic review process prior to the development of the annual business plan and budget. This is a 1 or 2 full day occasion (typically in Q1 of the calendar year).
	  ○ **Networking Events:** We have several industry networking events throughout the year, which Board members are invited to attend (e.g. Awards Gala Night).

Remuneration and expenses	• 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	• 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	• 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.

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Values and beliefs	• **Vision**: Activating Every body, Every way, Every day
	• **Purpose**: Supporting our members to improve the health and wellbeing of Australians
	• **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

Directors Code of Conduct	Board members sign a Code of Conduct when appointed to the Board of Directors.
Role	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: • 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.
Competencies – Role Related	• 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.

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Personal Attributes	• 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.
Other Requirements	• 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 a bi-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 • Are committed to completing mandatory professional development, in particular the complimentary Australian Sports Commission Sport Governance Education and Training courses

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Major Duties	• Govern the organisation by the broad policies developed by the Board. • Establish overall long and short terms goals, objectives and priorities for AUSactive in meeting the needs of the fitness industry. • Recommend policy to the Board. • Promote the organisation through industry networking and other communication channels. • Be accountable to the members for the services provided and funds expended. • Monitor and evaluate the effectiveness of the organisation through a regular review of programs and services. • Provide candid and constructive advice and feedback to the Chief Executive Officer. • Review and approve major actions for AUSactive, such as capital expenditure and major program and service changes. • Annually review the performance of the Board and take steps to improve its performance. • Seek nominations for election to the Board when appropriate. • Prepare for and participate in the discussions and the deliberations of the Board. • Foster a positive working relationship with other Board members and AUSactive staff. • Be assured that management succession is properly being provided. • Appoint independent auditors subject to approval by the members. • Review compliance with relevant material laws affecting AUSactive.

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AUSactive Strategic Plan 2025 – 2027

AUSactive

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
- Trusted
- Professional
- Passionate
- Inclusive

Strategic Objective

Recognised as an essential player in Australia's preventive health environment

Strategic Pillars

Effective Advocacy

Foster Professional Credibility of Industry

Deliver Valued Support to an Engaged Membership

To achieve our objectives, we do this through increasing organisational activity and sustaining good governance, which includes:

- **Driving the growth of our member base**
- **Diversifying and increasing revenue channels and sustainable income.**
- **Leveraging technology to improve operational efficiency and enhancing organisational capacity.**
- **Embedding good governance practices and active risk management.**
- **Attracting and retaining a talented and diverse workforce equipped for the future.**