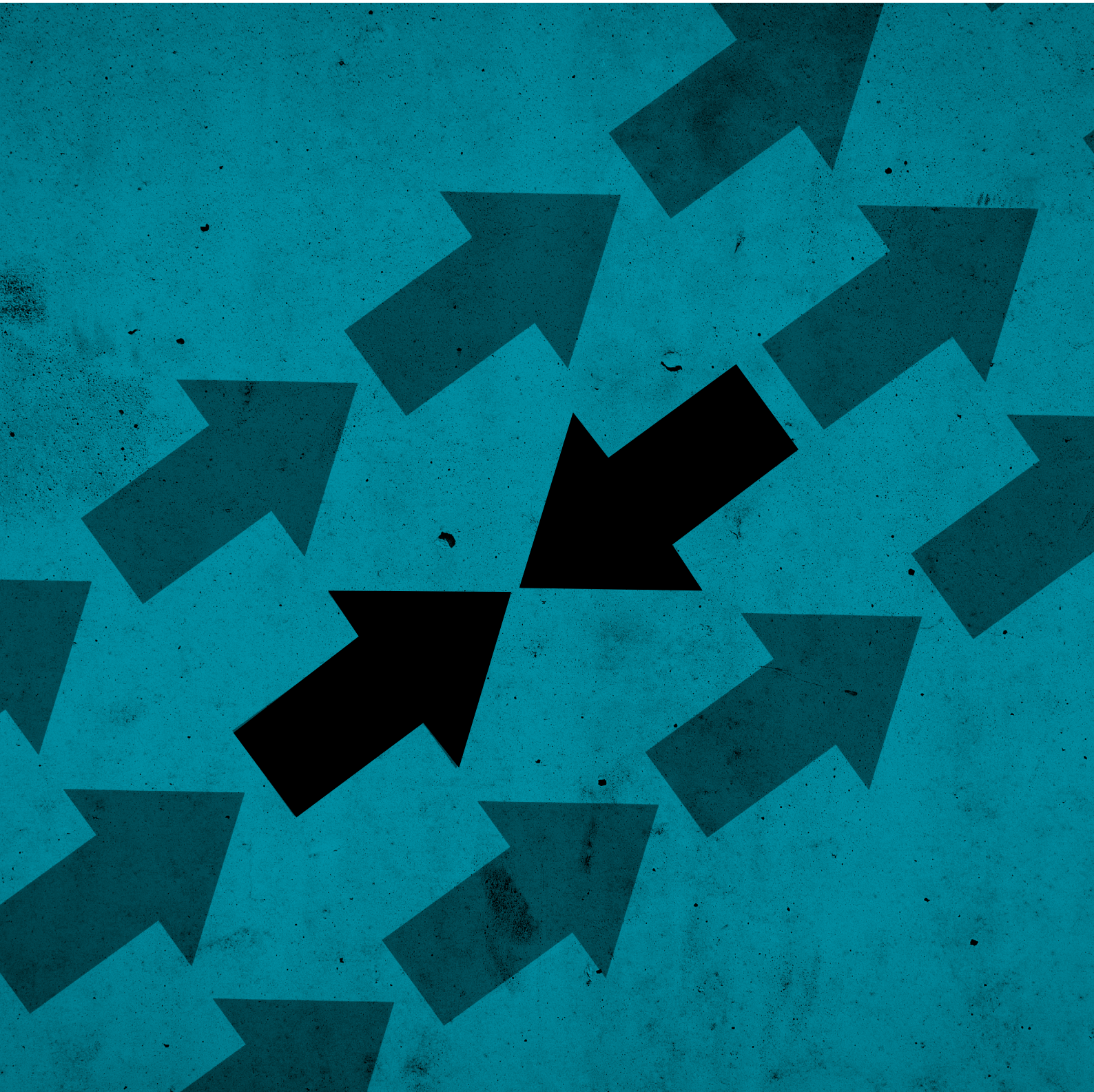




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# AMT Board Charter



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## Purpose

**This Board Charter sets out the role, composition and responsibilities of the Board of the Association of Massage Therapists (AMT). It outlines the legal responsibilities and agreed policies that the Board will use in providing good governance to AMT.**

The conduct of the Board is also governed by the [AMT Constitution](#) and the [Corporations Act \(2001\)](#).

# Philosophy and culture of the AMT Board

## AMT values

### Best practice



We support our members to deliver evidence informed, skilled and ethical care

### Participation



We encourage our members to connect and engage with colleagues

### Leadership



We have set the agenda for industry advocacy since 1966

### Openness



We strive for the highest standards of transparency and accountability

### Client focus



We put quality and safety of care at the heart of our agenda.

Board decisions are shaped by the core values of AMT, which serve as our ethical compass. In practise, this means we ask *“Does this decision align with AMT values? Does it serve AMT members and the public well?”*.

We aspire to a culture that is:

- **Engaged.** Each Director contributes to discussion and decision making because we are stronger when multiple ideas and perspectives are considered.
- **Inclusive and respectful.** Everyone is valued, and differences are seen as strengths.
- **Thoughtful and courageous.** We are willing to challenge the status quo when needed.
- **Supportive and balanced.** We look after each other and avoid burnout. Fun and laughter is encouraged.
- **Grounded and purposeful.** We stay connected to the lived experience of our members.
- **Future-focused.** We think strategically and make decisions that prepare us for future opportunities and challenges

## Philosophy and culture of the AMT Board

### How should we approach our roles as Directors?

As AMT Directors, we approach our roles with a sense of stewardship. We are here to act in the best interest of the profession, AMT members, and the clients they serve, not to represent individual interests. We:

- bring curiosity, humility, and a commitment to learning
- balance strategic oversight with a grounded understanding of the realities of massage practice
- act with courage, asking the hard questions and holding each other to account respectfully
- value both evidence and experience when making decisions.

We are not here as experts in all things but as collaborators dedicated to strengthening the massage therapy profession in Australia and supporting AMT members.

### How should the Board approach its role as a whole?

As a collective body, we commit to functioning as a **cohesive and ethical leadership team**. Our role is to:

- provide clear, values-aligned governance and strategic direction
- ensure AMT remains relevant, inclusive, and forward-thinking
- create a safe space for robust discussion and disagreement, where all voices are heard
- support our CEO and staff through constructive oversight, not interference
- build trust with our members by being transparent, principled, and member-focused
- recognise our role in serving the public as well as our members, ensuring trust and integrity in the massage profession.

# Composition of the Board

In line with the [AMT Constitution](#), the Board comprises no fewer than 3 member Directors and no more than 9 members in total. Up to 2 Directors who are not members of AMT can be appointed by the Board on an “as needs” basis.

## Diversity

AMT is committed to inclusive Board recruitment and governance practices.

When seeking to fill board vacancies, whether through member elections or external appointments, the Board recognises that skills and experience requirements remain the primary consideration. However, the Board also commits to actively considering diversity in its recruitment processes by:

- reviewing the current composition of the Board to identify any underrepresentation in terms of gender, cultural background, age, disability, or other characteristics
- actively encouraging nominations from members of diverse backgrounds
- seeking candidates who bring both the required skills and contribute to a more diverse Board composition
- identifying and working to remove barriers that may prevent diverse candidates from participating in Board roles.

## Appointment of Directors

The members of AMT appoint Directors by formal nomination and election. Any member of AMT who meets the eligibility criteria per [Clause 9.3 of the AMT Constitution](#) may nominate to become a Director.

If the number of nominations received is less than the number of vacant positions, nominees are automatically appointed. A formal election process is triggered if nominations exceed positions.

The Board may appoint an eligible member to fill a casual vacancy, taking into account skills gaps identified in the [Board Skills Matrix](#). Any Director appointed to fill a casual vacancy is required to stand for election in the normal manner at the following AGM.

## Appointment of Chair and Vice Chair

The Board is responsible for appointing a Chair and a Vice Chair. Directors who wish to take on these positions will be invited to put their names forward. If the positions can be filled by discussion among the Directors, no formal vote is required. If necessary, a majority vote will determine which Directors fill the positions. This can be done either as a combined vote for both positions, or as two separate votes as decided by the Board.

## Composition of the Board

### Recruitment and appointment of external Directors

The Board may recruit and appoint external Directors, per [Clause 9.6 of the AMT Constitution](#). This may be done to enhance board capability, maintain effective Board numbers, meet a specific need or provide specific skills and expertise as identified in the [Board Skills Matrix](#).

All appointments must align with the principles of integrity and transparency, and the recruitment process must be documented.

Appointments require majority approval of the full Board.

The Board can set the term of an external Director up to a maximum of 3 years before a renewal of appointment must be confirmed by a new vote.

### Terms of office

Directors serve 3-year terms and may be re-elected for a maximum of 2 consecutive terms (a total of 6 years). An additional term may be considered if there is unanimous agreement by the Board, excluding the Director seeking reappointment, per [Clause 9.7 of the AMT Constitution](#).

The Chair and Vice Chair also serve 3-year terms, with a maximum of 2 consecutive terms. If required for operational reasons, extensions beyond two terms may only be approved by the Board on a year-by-year basis, with succession planning for new appointees being actively pursued.

# Induction of new Directors

All new Directors will receive induction training to help them perform their duties with due diligence. The induction process will include:

- attendance at an external webinar or training on Director responsibilities if available
- an internal training and discussion prior to the first board meeting after the Director is appointed.
- a meeting with the CEO and Company Secretary to discuss logistics and be briefed on current activities and challenges
- a discussion with the Chair including a briefing on current matters before the Board.

The following documents and information will be provided to incoming Directors:

- The Board Charter
- The [AMT Constitution](#)
- A copy of the current [strategic plan](#)
- The last 2 [Annual Reports](#), including audited financial statements
- The last 4 board meeting minutes
- The meeting schedule for the remainder of the year
- A copy of the insurance policy indemnifying Directors
- Key policies, for example, the internal complaints policy and performance review guidelines.

External Directors will also receive a briefing on the history of AMT and the organisational set up.

All new Directors will be required to:

- sign the [Directors' Declaration](#)
- consider any potential conflicts of interest and enter these on the [risk register](#) prior to the first Board meeting. Conflicts should be raised at the Board meeting so that the Board can consider the best way to manage the conflicts
- attend both internal and external trainings
- complete the Finance for Directors module if they don't have prior financial training
- attend meetings with the CEO, Company Secretary and Chair
- provide a national police check (if not already provided under AMT membership requirements)
- obtain and provide a Director Identification Number from ASIC
- undergo an insolvency/bankruptcy check.

# Responsibilities and functions of the Board

## Governance and compliance

- Ensure compliance with the AMT Constitution, and with legal and regulatory requirements
- Ensure that AMT does not trade while insolvent
- Wind up the affairs of the Association in the event of closure, including the distribution of any remaining assets in accordance with the AMT Constitution.

## Strategic planning and direction

- Work with the CEO to develop and approve a strategic plan (the Board may be guided by the advice of a Strategic Planning Committee)
- Develop, approve and actively promote the vision, purpose and values of AMT
- Hold the management team accountable for implementing the strategic plan within the context of organisational policy and the approved budget.

## Financial oversight

- Approve the annual budget and monitor financial performance
- Prioritise resource allocation within the goals of the strategic plan.
- Approve major expenditure and monitor contracts to ensure value for members' money is received
- Approve the external auditor
- Ensure there are adequate funds and resources.

## Risk management

- Ensure there are processes in place to identify, manage and monitor risks. This includes financial risks, regulatory risks, reputational risks (both to AMT and generally to massage therapists).

## Policy and operations

- Approve key administrative/organisation wide policies on the advice of the CEO, Company Secretary and administrative staff
- Ensure the quality of services to members.

## Responsibilities and functions of the Board

### Staff management and appointments

- Set remuneration annually for administration staff on the advice of the CEO and Operations Manager
- Develop performance agreements annually with the CEO and provide regular feedback to the CEO. Set and approve the remuneration package for the CEO
- Appoint/remove the CEO, and determine and monitor the key performance indicators and terms of appointment
- Support the CEO to successfully run AMT and implement the strategic vision and plan
- Appoint and remove the Company Secretary. This appointment may be separated from other duties if part of a combined role.

### Committee oversight

- Establish sub committees to focus on specific areas of Board responsibility and approve the Terms of Reference.
- Monitor progress of committees and make decisions based on committee recommendations.
- Review subcommittee Terms of Reference biennially.

### Member standards and conduct

- Review the [AMT Massage Therapy Code of Practice](#) regularly and communicate updates to members.
- Undertake reviews of complaints against members and determine disciplinary actions based on breaches of the AMT Code of Conduct

### Board performance

- Ensure that the Board functions well, review the work of the Board, and plan for the succession and orientation of new Board members.

# Role of individual Directors

A Director's first duty must be to AMT: it is a legal requirement that Directors act in the best interests of the Association. As such, it is vital that Directors have a personal commitment to AMT's values and objectives.

Directors are required to adhere to the [Directors Declaration](#) and to this Charter. They should be aware of, and adhere to, their legal responsibilities as Directors.

Directors should model integrity and a positive, proactive culture for members.

Directors are expected to actively participate in discussions, respond to requests for feedback, prepare for meetings, participate in collective decision making and work as a team to achieve the oversight and support of the Association. Persistent failure to contribute to board discussions, respond to requests for feedback, or engage meaningfully in decision-making may trigger a performance review and may lead to removal proceedings.

At the same time, Directors are also expected to question and raise concerns within the confidentiality of Board discussions. They are personally responsible for obtaining sufficient information to ensure that AMT is operating efficiently, appropriately and legally.

Directors are expected to take on committee responsibilities as required, and support other activities such as the conference, the AGM or other events.

Directors should be prepared to engage with members and, while maintaining confidentiality of the Board, help members to understand the way AMT works to support them.

# Role of the Chair (assisted by the Vice-Chair)

The Chair provides leadership and facilitation of the Board, ensuring effective governance and strategic oversight of the Association. The Vice-Chair works collaboratively with the Chair and assumes all Chair functions when the Chair is unavailable or has a conflict of interest in a particular matter.

## Board leadership and meeting management

- Manage the efficient, focused conduct of board meetings and email discussions
- Ensure procedural matters are addressed (quorum, conflicts of interest, etc.)
- Coordinate formal voting processes as required
- Encourage full participation of all Directors in discussion and decision-making
- Promote constructive and cooperative relations between Directors and between Directors and management.

## Governance and compliance

- Work with the Company Secretary to ensure board policies and procedures are followed and governance requirements are met
- Ensure meeting agendas cover all issues requiring board input (financial oversight, strategic progress, organisational performance, etc.)
- Ensure Directors have sufficient information to make informed decisions
- Ensure minutes are taken, particularly in the absence of the Company Secretary.

## CEO relationship and performance management

- Support the CEO and act as a sounding board when full board discussion is not necessary
- Conduct annual performance review of the CEO, supported by at least one other Director
- Approve appointment of new CEO and participate in final decision-making for removal of CEO or Operations Manager.

## Director development and performance

- Conduct induction of new Directors, along with the CEO and Company Secretary
- Ensure mentoring is provided to new CEOs and new Directors
- Facilitate individual Director contributions to committees and Board-approved projects
- Manage director performance and counsel any Directors who are underperforming or in breach of responsibilities.

## Role of the Chair (assisted by the Vice-Chair)

### Strategic planning and succession

- Ensure regular succession planning for the CEO, Chair, and Board positions
- Support the Company Secretary in ensuring governance obligations are met by the Board and Association.

### External representation

- Chair the Annual General Meeting of members
- Communicate with members as spokesperson of the Board as needed
- Represent AMT as required.

### Key relationships

- **Reports to:** The Board collectively
- **Works closely with:** Company Secretary, CEO, Vice Chair
- **Supports: All Directors and board committees.**

# Key staff roles

The Board works directly with the following key staff positions to govern and operate the Association. [Full position descriptions](#) are available for each of these roles.

## Company Secretary

Appointed by the Board and accountable to it for all governance matters. The AMT Company Secretary ensures that AMT meets legal and regulatory obligations, maintains statutory compliance, supports effective board governance, and serves as the Public Officer and primary governance liaison with regulators and stakeholders.

## Chief Executive Officer (CEO)

The CEO operates under delegated authority from the Board with final authority on operational decisions within Board-approved policies and budgets. They provide executive leadership, implement the strategic plan, represent AMT externally, manage stakeholder relationships, and serve as primary spokesperson on policy and strategic matters. The CEO is not a member of the Board.

## Operations Manager

The Operations Manager reports to the CEO and manages day-to-day business operations including staff management, financial systems, administrative operations, member services, and operational implementation of strategic initiatives through the AMT Head Office team.

## Communications Manager

Reporting to the CEO, the Communications Manager develops strategic communications to position AMT as an industry leader. They manage internal and external messaging, content creation, media relations, crisis communications, and provide executive support to the CEO and Board on communications matters.

# Conflicts of interest

The Corporations Act (2001) clearly outlines that Directors have a duty to declare any material interests that they have that might lead to either an actual, potential or perceived conflict of interest. This is covered in [AMT's Constitution at Clause 9.13](#). Directors are required to act in the best interests of the Association regardless of any such conflicts.

A material conflict of interest means that the Director has a personal, professional or financial interest that could reasonably be perceived to influence their objectivity, judgment or decision making or where they, or someone they are connected to, might benefit from a Board decision.

Before their appointment is finalised, an incoming Director must review [AMT's conflict of interest policy](#) and complete the [conflict of interest register](#) and disclose any potential material conflicts. If a significant conflict exists that could affect their ability to fulfill their legal obligations, this must be brought to the Board (excluding the incoming Director) to determine whether the appointment can proceed and how the conflict will be managed. This decision must be carefully documented.

Minor conflicts of interest can be raised at the new Director's first Board meeting.

Conflicts of interest must be declared at the earliest time after a conflict is identified. The Director should add the conflict to the register and notify the Company Secretary. The Company Secretary will monitor the register and will ensure any conflicts included in the register are brought to the Board's attention if the Director has not raised it directly. In addition, at the start of Board meetings, the Chair should ask if any Director has any conflicts of interest in relation to the proposed agenda, whether they have been previously declared or not. When a conflict of interest arises in relation to an agenda item, the Board decides whether it is material and whether the Director can participate in discussion or should leave temporarily. Both the conflict and the Board's decision must be recorded in the minutes.

All continuing Directors must review the [conflict of interest register](#) annually, between the AGM and the following Board meeting, to log any new conflicts that may have arisen.

## Conflicts of Interest

If a Director fails to declare a material conflict of interest and acts on a matter involving that conflict without Board approval, they have breached their duty to the Association. The Board must remove them as a Director under [Clause 9.8 vii](#) of the Constitution.

No benefit can be provided to a related party of any Director unless approved by the Board. If the related party is also a member of AMT, they are entitled to receive any benefit that is ordinarily provided to members. If the Director has declared the conflict of interest and the Board has approved their participation (with or without conditions) under [Clause 9.13 iv](#) of the Constitution, the Director is not in breach of their duty.

## Receiving gifts

Directors should not accept gifts related to their AMT role, as this may create actual or perceived obligations to the giver. The exception is standard courtesy gifts like flowers or wine given to a guest presenter at a conference. All gifts, including permitted ones, must be declared to the Board within 3 days of receipt.

# AMT Board Annual Declaration

Directors must sign an annual [Director Declaration](#) confirming their ongoing commitment to comply with this Charter, the [AMT Constitution](#) and other applicable laws and regulations. This declaration is due following each AGM. The Company Secretary is responsible for collecting and maintaining Director declarations.

Under the declaration, Directors commit to:

- **servicing the interests of AMT and members:** Directors will always, conduct themselves in a manner that supports the aims and objects of AMT, serving the best interests of AMT and its members.
- **maintaining confidentiality of Board matters:** Directors are bound by a code of non-disclosure regarding board discussions and board papers. All information gained through serving on the Board should be considered confidential, including internal operations, systems and policies. Communication with members, suppliers and stakeholders regarding Board decisions or internal operations will be done through official channels.
- **remaining loyal to Board decisions:** Once a decision has been made by the Board, Directors must present a unified approach to external parties and must not publicly dissent or make negative comments publicly.
- **operating with integrity:** Directors will model honesty, transparency and accountability. This includes declaring and managing conflicts of interests.
- **contributing:** Directors are expected to participate in the discussion of board matters, whether by email or at meetings. This involves reading any papers or emails sent to the Board and sharing feedback, thoughts and suggestions. It is vital that Directors debate issues, but not make personal attacks. Diverse viewpoints are encouraged but must then be worked through to form a position that is in the best interests of AMT.
- **meeting legal obligations to:**
  - act in good faith
  - exercise powers for a proper purpose
  - avoid conflicts of interest
  - act honestly
  - act with reasonable care and diligence
  - not make improper use of their position on the Board.

# Board meetings

## Meeting frequency and format

The Board meets at least 6 times per calendar year, with additional meetings called as required to fulfil governance responsibilities. Board meetings may be conducted in person or via any form of video or conferencing technology. At least one in-person meeting will be scheduled each year to align with the induction of new Directors.

The Company Secretary will set and publish the annual meeting schedule by December 20th for the following year but meetings can be rescheduled if there is unanimous consent.

Any Director or the Company Secretary may call an additional board meeting with:

- at least 7 days' notice
- at least 24 hours' notice for urgent matters, accompanied by explanation of the urgency of the matter
- less than 24 hours' notice only with unanimous consent of all Directors.

## Quorum

The quorum consists of at least 3 Directors unless a variation to this is agreed and documented by the Board in advance.

## Meeting Chair

A board meeting is chaired by the Chair or the Vice Chair or, if neither is available, by any Director as agreed by the Board.

During meetings, the Chair ensures that each item is introduced clearly, discussion remains focused and relevant to the papers, and all Directors can ask questions. The Chair ensures that clear actions, responsibilities, and timeframes are identified and agreed when decisions are made. The Chair may request additional information or defer matters if the papers are inadequate or incomplete.

## Board meetings

### Attendance requirements

Directors are expected to attend all Board meetings. Where attendance is not possible, apologies must be submitted to the Company Secretary prior to the meeting.

Non-attendance at 3 or more meetings in a calendar year, without appropriate reason (illness, emergencies, disasters etc), may trigger a performance review.

Missing 4 or more meetings without approved leave of absence will result in removal from the Board, in accordance with [Clause 9.8](#) of the Constitution.

The Company Secretary and CEO have a standing invitation to attend Board meetings but may be asked to leave if sensitive discussions require their absence.

Guests may be invited to attend for specific agenda items as relevant.

### Board papers

The Company Secretary or their delegate:

- coordinates preparation of meeting agendas and supporting papers
- distribute board papers to all Directors and, if relevant, other attendees at least 7 days before a scheduled meeting.
- records comprehensive minutes, capturing key discussions, decisions and rationale
- maintains the action register with assigned responsibilities and due dates
- circulates draft minutes to all Directors within 7 days of the meeting
- incorporates Director amendments to the minutes.
- provides final minutes for Chair approval within 14 days of the meeting.
- maintains a secure electronic file of board papers and minutes.

Directors:

- provide agenda items and supporting papers to the Company Secretary by 8 days prior to the meeting
- ensure supporting papers clearly outline the issue to be discussed and any specific recommendations or decisions required
- read the board meeting papers fully prior to the meeting and come prepared to contribute to discussion on each agenda item
- read and provide any comments on the minutes within 5 days of receiving the minutes.

## Decision making

The Board makes decisions collectively: individual Directors cannot make decisions unless explicitly delegated by the Board. However, each Director is responsible for being fully informed before participating in decisions.

The Board will strive for consensus through discussion, ensuring that all Directors have the chance to express their views and ask questions. When consensus is reached, formal voting is not required.

When consensus cannot be achieved, the Chair facilitates full discussion of all views and allows time to gather additional information. Once complete, the Chair may call a vote unless a majority of Directors request more time.

Decisions are made by majority vote of Directors present. If the Board cannot reach a decision after reasonable discussion, or if a vote is tied, the matter may be deferred to a future meeting, referred to a subcommittee, or escalated to an external advisor.

Votes are normally conducted openly unless any Director requests a secret ballot, which will be administered by the Company Secretary. All voting results must be recorded in the minutes. Directors may request that their dissent is noted but, once a decision is made, all Directors must uphold and publicly support it.

Board business may also be conducted via email and decisions may be determined as written resolutions based on a majority agreement in the same manner as for a board meeting.

## Email communication

A lot of the work of the Board is done by email. The main Director email distribution list includes the Directors, the CEO and the Company Secretary.

There is also an email distribution list for discussion between Directors. This email is provided to members for complaints involving the Operations Manager or CEO. If a complaint is received, the Chair must ensure it is actioned promptly but all Directors are accountable for ensuring this happens.

## Board Sub-Committees

The Board may establish Sub-Committees (Committees) to assist in achieving AMT's goals and to provide specialised focus and advice on specific matters. The Board delegates its duties to the committees but not its accountability, except where the committee is comprised entirely of Directors (e.g. the Discipline Committee).

Each committee operates according to [Terms of Reference](#) approved by the Board.

Committees must report regularly to the Board via written reports or verbal updates at Board meetings.

Decisions involving strategic direction, policy changes, or funding must be recommended to the Board via a paper that outlines the issue, factors to consider, recommendations, expected consequences, funding required, and deadlines.

The Board will decide whether to address the matter immediately or defer it to the next meeting.

Where possible, secretariat support will be provided by AMT staff. However, if staff support is not available, the committee must nominate a member to take minutes and ensure proper records are kept.

Each committee will be chaired by a board member, and no board member can chair more than 2 committees, or be a member of more than 3 committees in total.

The Board Chair may serve on sub-committees but should only chair a committee where the Board has determined that this is necessary for the committee's effectiveness.

Unless the committee deals with disciplinary, confidential or other sensitive matters, committees should include AMT members where possible to provide avenues for member engagement, and to broaden the experience and perspectives provided by committees. Committee members may be sought by seeking expressions of interest or by direct approach when agreed by the Board. All committee members must declare any conflicts of interest prior to being accepted onto the committee and must agree to the confidentiality of the work of the committee.

Committees may request information required to fulfill their Terms of Reference from the CEO, who will delegate suitable reporting to the appropriate staff members. If the CEO does not have the resources to fulfil the request, the situation will be placed before the Board to determine priorities and strategies.

The committees that are currently established are:

- Strategic Planning Committee
- HR Committee
- Finance Committee
- Discipline Committee
- Education Committee
- Conference Committee
- Ethics Committee

# Performance Reviews

## Management and staff

The HR Committee is responsible for ensuring that annual performance reviews are conducted with the CEO and the OM. This Committee will gather and collate the required information from the reviewee, the Board and from staff, and will assist the Chair in undertaking or delegating the review meetings.

The CEO is responsible for conducting an annual performance review with the OM, supported by the HR committee.

The OM is responsible for conducting annual performance reviews with office staff supported by the CEO.

## AMT Board

Directors will complete both a self-evaluation survey and a board performance survey annually. The HR Committee will collate this information and assist the Chair and, where appropriate, the CEO to consider improvements to Board performance arising from the surveys.

In all cases, discussions will aim to be positive, focusing on strengths and areas for learning. If there is a performance management issue, this should be addressed during the year and not left until the annual review to be raised.

# Cessation of Board service

## Vacation of office

The office of a Director becomes vacant at the end of the tenure of that Director, per [Clause 9.8](#) of the AMT Constitution. It also becomes vacant if the Director:

- becomes bankrupt
- is not permitted by Law to be a director or is removed as a director under the Corporations Law
- has a court-appointed guardian or administrator due to disability, age or illness
- fails to attend 4 board meetings within a 12-month period without approved leave of absence from the Board
- resigns in writing to the Company Secretary
- ceases to be a member of AMT (unless they are an external Director)
- is found to hold an undeclared conflict of interest but has still acted as a Director in a matter related to that conflict.

## Removal of a Director

If concerns arise about the performance or conduct of a Director, the following process must be followed and carefully documented at each stage:

1. **Direct Communication.** The Chair should first address the concerns directly with the Director in question.
2. **Board Discussion.** If concerns remain unresolved, any Director may request that the matter be added to the agenda of a regular or special board meeting for discussion. The Director whose performance or conduct is being discussed may participate in the discussion or step out if the Board determines this is appropriate.
3. **Vote for removal.** If the Board discussion does not result in satisfactory resolution, any Director may call for a vote to remove the Director from the Board. The removal vote process is conducted as follows:
  - i. The Director subject to removal may participate in discussion but does not vote on the motion
  - ii. The Chair presides over the vote (or the Vice Chair if the Chair is the subject)
  - iii. The motion passes if supported by a majority of all other Directors.
4. **Outcome of vote.** If the vote for removal passes, the Director is removed from the Board effective immediately (or on a date specified by the Board). If the vote for removal is unsuccessful but concerns persist, the Board may engage an independent organisational consultant to facilitate a resolution process. The Company Secretary is responsible for selecting and engaging the consultant.

## Cessation of Board service

### Removal of the Chair or Vice Chair

If concerns arise about the performance or conduct of the Chair or Vice Chair, the following process must be followed and carefully documented at each stage:

1. **Direct Communication.** Individual Directors should first address their concerns directly with the Chair or Vice Chair in question.
2. **Board Discussion.** If concerns remain unresolved, any Director may request that the matter be added to the agenda of a regular or special board meeting for discussion. (See Meeting frequency and format in this Charter)
3. **Vote of No Confidence.** If the board discussion does not result in satisfactory resolution, any Director may call for a vote of no confidence in the Chair or Vice Chair. The vote of no confidence process is conducted as follows:
  - i. The individual subject to the vote may participate in discussion but does not vote on the motion
  - ii. The motion passes if supported by a majority of all other Directors
  - iii. In the case of a vote concerning the Chair, the Vice Chair presides over the vote
  - iv. In the case of a vote concerning the Vice Chair, the Chair presides over the vote.
5. **Outcome of vote.** If the vote of no confidence passes, the individual immediately steps down from their position as Chair or Vice Chair (but may remain as a Director unless otherwise specified). The Board appoints an interim replacement and determines the process for permanent appointment at the same or next meeting. If the vote of no confidence is unsuccessful but concerns persist, the Board may engage an independent organisational consultant to facilitate a resolution process. The Company Secretary is responsible for selecting and engaging the consultant.

### Removal of external Directors

An external Director may be removed:

- at the end of the agreed term
- for the same reasons as a member Director as outlined in [Clauses 9.8 and 9.9 of the AMT Constitution](#)
- by a majority vote of the Board if there are concerns about the external Director's behaviour, conflicts of interest, performance or ability to carry out the duties of the role in a way that prioritises the interests of AMT. Except in the case of serious misconduct, the external Director must be given the opportunity to respond to concerns and, if appropriate, time to resolve the stated issues before they are removed.

# Director support

## Training

AMT has committed to an annual budget of up to \$5000 for training of Directors and office staff. A training plan for Directors should be established after the AGM based on skills gaps identified in the [Board Skills Matrix](#).

Any activities that relate to discharging duties as Director can be claimed as professional development providing that a reflection is submitted that clearly contextualises how the activity relates to and enhances professional practice.

## AMT events

Directors can attend any AMT event at no cost, including the conference and webinars. Directors may be asked to assist with the running of in-person conferences but are able to sit in on most sessions between their assigned tasks.

## Reimbursement of costs

Directors will be reimbursed for reasonable costs they incur in performing board duties, including travel and accommodation expenses. Generally, expenses must be agreed to in principle prior to being incurred, either by the Finance Committee for large expense, or by the Operations Manager for incidental costs.

Directors must complete an [expenditure report](#) and submit receipts to arrange reimbursement.

## Indemnity insurance

Per [Clause 9.14 of the Constitution](#), the Association holds insurance to indemnify each Director against any liability claims they may incur in carrying out their duties as a Director. The insurer will pay the investigation and legal costs, settlements or damages and public relations costs of any action against a Director if the Director was acting in good faith and was not in breach of their duty to the Association.

It does not cover fraud or illegal conduct or fines that legally cannot be insured (for example, a fine from ASIC for non-lodgement of required documents). This indemnity cover continues to cover the Director for the period of their directorship for up to 7 years after leaving the Board.

## Independent advice

Directors may seek independent professional advice about their duties if they are not satisfied with answers from the Board or management. AMT will pay reasonable expenses if the Chair approves the request in advance. The Chair should not withhold approval for reasonable requests. Any information obtained must be shared with all Board members and management.

# Media enquiries

Directors should refer all media enquiries to the CEO or the Company Secretary.

## Ongoing governance review

The Board will review this Charter, the Directors Declaration and governance-related policies at least every 3 years, ensuring that they remain consistent with the [AMT Constitution](#). The Board will review the Constitution of AMT at intervals of no more than every 10 years.

These reviews will inform continued improvement of AMT's governance and ensure that documents remain current with legislation and aligned with AMT's goals and member needs.

# Current appointments

Current Board and management representation is published on the [Our People](#) page of the AMT website.

**Accountants:** Byrons

**Auditor:** Byrons Audit Pty Ltd

**Lawyers:** SBA Lawyers

**Preferred insurer for members:** Guild Insurance



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