

INDEPENDENT GOVERNANCE REVIEW OF AUSTRALIAN ASSOCIATION OF SOCIAL WORKERS ELECTION PROCESSES

STAGE 1 REPORT: IMMEDIATE MEASURES FOR THE 2026 ELECTION

August 2026

Professor Chris Maylea

EXECUTIVE SUMMARY

The Australian Association of Social Workers (AASW) commissioned this review to consider whether the matters relating to the conduct of the Association throughout the 2025 AASW Board election may reasonably be perceived as inconsistent with, or create a risk of future non-compliance with, the AASW Code of Ethics or Practice Standards, whether they reveal governance, accountability or other election process risks, and whether they have affected or may affect members' confidence in the association's electoral processes, executive conduct and Board operations. This Stage 1 report addresses immediate measures to strengthen the fairness, integrity and probity of the 2026 election.

The report makes no finding of fact and no finding against any individual. It does not determine whether anyone acted properly or improperly, whether any statement was accurate, or whether any legal or regulatory obligation was met. It examines the design of the association's election arrangements and identifies where those arrangements left a decision to be made by people who had no way of standing outside the contest.

In September 2025 the association had to decide what campaign material it would publish about two candidates during the election. Its By Laws gave the Returning Officer detailed authority over campaign material published by candidates and no equivalent authority over material published by the association. Every person and body who could have made that decision had a real or apparent interest in the outcome of the election, and the review mechanism provided for in the By Laws for reviewing Returning Officer decisions has no stated membership and no appointment process, and the review found no record that it has ever been constituted. A decision was made with the benefit of legal advice, but legal advice is given to the association and is directed to the association's interests and its legal exposure. It does not speak for candidates or for members, and it does not answer the question whether a course of action is fair as between candidates.

The report makes five recommendations, all of which the Board can implement by resolution under its existing power to make and alter By Laws.

1. Amend the By Laws to require the prior approval of the Returning Officer for all election material produced, published or issued by the association or by or on behalf of a candidate, and vest in the Returning Officer the decision whether a right of reply is given, to whom, in what terms, and by when.
2. Amend the By Laws to require the AASW to adopt and publish one set of election rules covering director, officeholder and Branch Management Committee elections.
3. Amend the By Laws to require declarations of interest and recusal from every person involved in administering or overseeing an election, and provide in advance mechanisms for decision making when the Board and the executive are both conflicted.
4. Amend the By Laws to give the Returning Officer the function of receiving and determining complaints about the conduct of an election, on timeframes that run within the election period.
5. Amend the By Laws to require the AASW to constitute the Elections Process and Procedures Panel before nominations are called so that a decision of the Returning Officer can be reviewed.

Section L18(b) of the constitution prevents the Board from making, altering or rescinding a By Law relating to elections between the call for nominations and the declaration of the election, unless the Returning Officer requests the change and it is in the terms the Returning Officer proposes. The Board's opportunity to act therefore closes when nominations are called.

SCOPE, METHOD AND LIMITS

This report addresses the design, administration and oversight of the association's election processes. It does not determine legal or regulatory compliance, make formal findings against individuals or provide legal advice. Where the sources give competing accounts, this report records that they differ and does not resolve them.

This report makes no finding regarding the dispute about access to files held on the association's SharePoint platform. That dispute concerns confidential information and the relationship between the association and an officeholder. It appears in the account below only because the association's communication about it fell within an election period, which is the matter this report examines. The Supreme Court proceeding referred to below was dismissed by consent without adjudication on the merits, however the proceedings form part of the chronology and so are used for background and context.

The report draws on the documents the association provided and on public material identified during the review's preliminary research.

Documents provided by the association are:

- *AASW-Constitution-31-July-2025.pdf* — the constitution in force
- *ByLaws-Effective-23-May-2025.pdf* — the By Laws that governed the 2025 elections
- *2024.11.25 - Affidavit with exhibits (for execution).pdf* — affidavit of the then Chief Executive Officer with exhibit CMS-1, referred to as “Bundle of documents referred to in this affidavit” forming part of the Supreme Court of Victoria proceeding S ECI 2024 06291
- *annexures.pdf* — annexures to affidavit material filed in the proceeding
- *2025.10.29 - Deed of Settlement and Release (signed by AASW).pdf* — deed with the annexed minute of proposed consent orders, executed by the association only

- *Nomination - Declaration of Results - 2025 Director and BMC Elections - updated V2 (1).pdf* — Vero Voting Nominations, 11 September 2025, covering director and Branch Management Committee nominations
- *Content of AASW website - 2025 Director elections.pdf* — capture of the 2025 elections webpage, including the timetable and candidate statements
- *Company Statement issued by the CEO - 15 September 2025.pdf* — the company statement to members
- *Minutes of the meeting - signed by the Chair - September 2025.pdf* — Board meeting of 17 September 2025, signed 7 October 2025
- *04.0 a) Circular Resolutions - September 2025.pdf* — board paper for noting on the circular resolution, for the meeting of 2 October 2025
- *Minutes of the meeting - signed by the Chair - October 2025.pdf* — in camera Board meeting of 24 October 2025, signed 6 November 2025
- *20.0 Returning Officer's Report - 2025 Director elections (Combined).pdf* — Vero Voting Declaration of Results report to the Board, noted 24 October 2025
- *FINAL Minutes of the 2025 Annual General Meeting of Members.docx* — unsigned copy of the minutes of 6 November 2025
- A screenshot of a social media post, saved by the association under a filename characterising the post as misleading campaign material. The review makes no finding as to the nature of the material.
- *AGM video and login details - see comment.pdf* — email record giving access to the recording of the 2025 annual general meeting

OVERVIEW OF THE 2025 ELECTION

The By Laws effective 23 May 2025 governed the 2025 elections. They provide for a Returning Officer, and Section E 3(c) provides that the AASW will establish an Elections Process and Procedures Panel for the purpose of reviewing decisions made by the Returning Officer. They require candidates to disclose to the Returning Officer any matters which may be perceived to affect their capacity to carry out their responsibilities as a director, and to supply any campaign material to the Returning Officer before publication. Section E4(d) authorises the Returning Officer to remove from a candidate's statement any matter that is in the Returning Officer's opinion defamatory, offensive or misleading, or that involves a breach of the law. Sections G3 of the By Laws and J8 of the constitution both provide that Branch Management Committee elections will be held at the same time as the elections of directors and conducted by the same Returning Officer.

The association's 2025 elections webpage records that nominations opened on Tuesday, 2 September 2025 and closed at midday on Thursday, 11 September, that the Returning Officer would declare nominations on Friday, 12 September, that candidate statements would be published from 15 to 19 September, that voting opened at 9.00am on Tuesday, 23 September and closed at 5.00pm on Tuesday, 7 October, and that Vero Voting had been appointed Returning Officer to handle the nomination process, electronic voting process and the declaration of results.

Vero Voting's nomination declaration of 11 September 2025 records three nominations for National President, ten for the three ordinary director positions and two for the Torres Strait Islander director position. No nominations were recorded for the Queensland or Northern Territory branch committees. During September an eleven-point platform titled the Social Work Blueprint for Change circulated publicly, and four candidates publicly associated with it campaigned as the Change Candidates.

On 15 September 2025, the first day of the candidate statement publication window and eight days before voting opened, the association published a company statement to members. Board papers and

minutes describe the statement as issued by the Chief Executive Officer. The statement addresses legal proceedings the association had commenced against one candidate concerning access to material the association considers confidential, records that another candidate had declined a request for an undertaking, and invokes the ACNC Governance Standards as the reason for informing members. The candidate denied the allegations and defended the proceeding, and the proceeding was later dismissed by consent without adjudication on the merits. The webpage capture shows that the candidate entries for both candidates carried an asterisk directing readers to the statement.

The minutes of a Board meeting held on 17 September 2025 record that the meeting was called to hear from the Chief Executive Officer as to her reasons for making the statement, with the association's external lawyer present. According to the minutes she explained that she acted under her delegated authority after informing the National President and two committee chairs, that the legal action was already partially in the public domain, that she considered the ACNC Governance Standards required members to have an adequate opportunity to raise governance concerns before an election, and that legal advice supported issuing a carefully worded statement. In response to a question about why the full Board was not consulted, the minutes record her explaining that at least five board members had potential conflicts of interest, which in her view made impartial consultation of the full Board impossible. The minutes record counsel advising that the candidacies created a trigger event, that disclosure needed to be balanced and factual and to note that the allegations were denied and the proceedings defended, that the Board was not legally obliged to offer a right of reply and that inviting one could escalate the matter into a public forum, and, in answer to a question whether the Returning Officer could disqualify either candidate for not disclosing the litigation, that the Returning Officer did not have that power under the By Laws. The minutes record some directors expressing disappointment at not being consulted beforehand, and record that the criticism was directed at process and optics rather than at the Chief Executive Officer personally. The Board requested a further short statement providing context, to be circulated for sign off by circular resolution. A board paper for the meeting of 2 October 2025 records that not all directors voted in favour and that, the constitution requiring a resolution without a meeting to be signed by all directors entitled to vote, the resolution did not pass. The review located no further statement.

Nothing in the material provided to the review records any referral of the company statement to the Returning Officer, any Returning Officer ruling on campaign material, or the constitution of the Elections Process and Procedures Panel.

The Returning Officer's report provided to the Board on 24 October 2025 records that 15,212 members were eligible to vote and 1,472 voted, records the candidates elected, and carries Vero Voting's declaration that the election was managed and declared independent of the association.

The minutes of the 2025 annual general meeting record members asking whether the Board had approved the statement circulated ahead of the election, whether it was intended to influence the outcome and whether the named candidates were given a right of reply, and record the chair indicating that board discussions are confidential and that the actions taken were consistent with legal advice. They record the absence of a member complaints policy being raised.

THE RULES DID NOT PROVIDE FOR AN INDEPENDENT DECISION

The question the association faced in September 2025 was when and in what terms it should itself communicate with members about candidates during an election. Any communications of this nature may influence the way in which members vote, and it falls squarely within the area the Returning Officer exists to manage.

The By Laws address the same subject matter comprehensively in the other direction. A candidate must supply campaign material to the Returning Officer before publication. The Returning Officer may strike out matter that is defamatory, offensive or misleading. The Returning Officer may require a candidate to publish a retraction, may impose a 72-hour deadline for a candidate to substantiate a claim, and may determine what is published. The Returning Officer may also, under section E35, direct that factual errors be redressed in AASW communications and make a statement through AASW media addressing material found to be offensive or defamatory. Section G3 of the constitution states that the Returning Officer has the power to impose penalties and issue statements, though not to disqualify a candidate who is eligible to stand. No provision requires the association's own election material to pass through the Returning Officer before it is published.

This resulted in a position where every potential decision-maker was conflicted. The sources record that the Chief Executive Officer's own position was in issue in the campaign. The National President was herself a candidate. The two committee chairs who were informed were sitting directors. The Chief Executive Officer's stated reason for not consulting the full Board was that at least five directors had potential conflicts. Directors seeking re-election were candidates. The association's external lawyers act for the association, which was a party to the proceeding the statement described, and section E6(d) of the By Laws directs the Returning Officer to seek the advice of those same lawyers when determining breaches. The Returning Officer had been engaged to handle nominations, electronic voting and the declaration of results, and nothing in the material records the question being put to the Returning Officer. The Elections Process and Procedures Panel, which section E3(c) contemplates as the mechanism for reviewing Returning Officer decisions, has no stated membership, appointment process or procedure anywhere in the By Laws, and the review found no record that it has ever been constituted.

The review draws no conclusion about whether any of those conflicts affected anyone's judgement. The point is structural. At the time when a decision had to be made to release information regarding legal proceedings to members, the association's rules offered no framework within which to make an unconflicted decision, and no mechanism for anyone to test the actions that were taken.

Legal advice did not fill that gap and could not have. Advice given to the association is directed to the association's interests, its obligations and its legal exposure. It does not represent candidates, it does not represent members, and it is not addressed to the question whether a proposed course is fair as between the people contesting an election. The minutes record advice that the Board was not legally obliged to offer a right of reply and that inviting one could escalate the matter into a public forum. That may well be sound advice about the association's risk. It is not an answer to the different question of what fairness in an election requires, and no one whose function it was to answer that question was asked. An arrangement in which the only check on an election decision is advice about the association's own risk will reach the same point again.

This also explains why the association could not settle the matter afterwards. Members put the question at the annual general meeting and the answer available to the chair was that board discussions are confidential and the actions taken were consistent with legal advice. Where a decision has been made by people with an interest in the outcome, an assurance that it followed legal advice cannot restore confidence in it, because the advice was never directed to the interest members are asking about.

THE REGULATORY CONTEXT

No external regulator supplies a standard for the conduct of an election in an organisation of this kind, so the association must set the standard itself. Two points follow, and both belong in any explanation the association gives its members.

Governance Standard 5, in section 45.25 of the Australian Charities and Not-for-profits Commission Regulations 2022, requires a registered entity to take reasonable steps to ensure that its responsible entities are subject to and comply with duties including a duty not to misuse their position, a duty not to misuse information obtained in performing their duties, and a duty to disclose perceived or actual material conflicts of interest. Those duties apply to directors who contest an election in which they are also, by virtue of office, in a position to influence how the association communicates with members.

The ACNC sets no standard for how an election is conducted. It publishes nothing on returning officers, rolls, campaigning, candidate communications, scrutineers or challenges. Its Commissioner's Policy Statement on the ACNC's approach to internal disputes within charities, version 3 effective 1 September 2020, gives "disputes over the outcomes of an internal election process that has been carried out according to the relevant protocols" as an example of an internal dispute that may not fall within its jurisdiction. ASIC takes a similar position. Information Sheet 215 states that ASIC generally does not get involved in disputes about the rights of members of companies limited by guarantee, and that disputes arising from the application of a company's constitution "are best resolved between the parties involved, through mediation or, failing that, by the courts".

The practical effect is that a member who believes an election was not run fairly has no regulator to approach and a court as the only alternative. Whatever standard of fairness applies to an AASW election is the standard the association writes into its own rules and administers itself.

EXISTING COMPLAINTS PATHWAYS

The association's position has changed since the 2025 annual general meeting, where the absence of a member complaints policy was raised. The AASW now publishes, publicly on its website, a Feedback and Complaints Policy and Procedure, version 1.0, approved by the Chief Executive Officer in May 2026 and due for review in May 2028. It covers dissatisfaction with a decision made by the AASW, a service provided by the AASW, or the conduct of an AASW employee, volunteer or contractor, and it may be used by members and by the public. It expressly excludes complaints that a member has engaged in unethical conduct or breached the Code of Ethics, which go to the Ethics Office, and employee complaints about another employee, officeholder or director, which go to the Grievance and Dispute Resolution Policy. Complaints about the Chief Executive Officer or the Company Secretary are referred to the Board, and the policy states that the Board will deal only with matters relating to those two positions. A complainant may request a review by the Chief Executive Officer or the Board, whose decision is final.

That policy is a substantial improvement on the position a year ago. A decision to publish material relating to an election, during an election, is a decision made by the AASW and so falls within its scope, but the pathway ends with the Chief Executive Officer or the Board, which are parties who are most likely to be conflicted in a decision regarding election complaints. Its timeframes also run past the event. The policy allows ten business days for initial review, thirty for investigation and communication of an outcome, fifteen for a review request and a further ten for a response. The 2025 ballot was open for fifteen days and the whole cycle from the opening of nominations to the publication of results ran for about five weeks.

This potential issue should be solved using the same approach as the conflict issue, which is to position the returning officer as an independent decision maker where the Chief Executive Officer or the Board are conflicted.

THE REVIEW QUESTIONS

This review asks three questions.

The first asks whether the matters identified may reasonably be perceived as inconsistent with, or create a risk of future non-compliance with, the Code of Ethics or the Practice Standards. The answer this report gives is that the current governance arrangements create a risk of repeat failures. The Code requires social workers to act with integrity, to identify and manage conflicts of interest and to treat people fairly. Where an association's rules require directors and officers to make decisions about an election in which they are candidates, or in which their own positions are in issue, and supply no independent decision maker and no effective review, the rules place people in a position in which those requirements are difficult to satisfy whatever they do. That risk can be removed, and removing it requires no view about how anyone behaved in 2025.

The second asks whether the matters reveal governance, accountability or other election process risks. They reveal four. Authority over the association's own election communications is not allocated to anyone. The mechanism the By Laws provide for reviewing Returning Officer decisions appears to exist in name only. Election complaints terminate with the executive. The rules themselves are distributed across several instruments and internally inconsistent in places.

The third asks whether the matters have affected, or may affect, members' confidence. Members put questions at the 2025 annual general meeting about whether the Board had approved the statement, whether it was intended to influence the outcome and whether a right of reply was offered, and the answers available to the chair were that board discussions are confidential and that the actions taken were consistent with legal advice. This is unlikely to have given members high levels of confidence that the issues will not be repeated. The recommendations below aim to restore this confidence.

RECOMMENDATIONS

Each recommendation can be implemented by Board resolution under section L18(a) of the constitution, which permits the Board to make, alter and rescind By Laws not inconsistent with the constitution. Each must be made before nominations are called, because section L18(b) prevents the Board from altering an election By Law between the call for nominations and the declaration of the election unless the Returning Officer requests the change in its own terms.

RECOMMENDATION 1. THE RETURNING OFFICER APPROVES ALL ELECTION MATERIAL, INCLUDING THE ASSOCIATION'S OWN

Amend the By Laws to provide that all election material produced, published or issued by the association, or by or on behalf of a candidate, must have the prior approval of the Returning Officer during the election period. Where materials are not approved, the Returning Officer determines whether a right of reply is afforded, to whom, in what terms and within what time.

A comparable example can be seen in By Law 7.3 of the Royal Automobile Club of Victoria (RACV) LTD By-Laws, Election By Laws, as amended by the RACV Board on 30 April 2025, which provides that "All election material produced, published or issued by the Club or by or on behalf of a candidate must have the prior approval of the Returning Officer." The RACV provision is the model for this recommendation because it puts the organisation and the candidates on the same footing before the same independent decision maker.

For the AASW the change is smaller than it first appears. The By Laws already require candidates to submit material for approval, already empower the Returning Officer to strike out and to require retractions, and already empower the Returning Officer under section E35 to direct that factual errors

be redressed in AASW communications and to make a statement through AASW media. The constitution already provides at section G3 that the Returning Officer has the power to issue statements. This can be expanded to include the AASW.

The Board and the executive should keep the decision regarding whether the association wishes to communicate and the content of that communication. The Returning Officer should decide whether that communication is issued during the election period.

Election material should be defined to capture any communication that names a candidate, concerns a candidate, or could reasonably be expected to affect the prospects of a candidate, however it is issued and by whichever part of the association.

The decision regarding right of reply should belong with the Returning Officer and not with the Board or the executive. Where the association proposes to publish material about a candidate, the Returning Officer decides whether the candidate sees it first, how long the candidate has to respond, whether the response is published and where. Placing the decision with the Returning Officer removes the difficulty the 17 September 2025 minutes record, which is that the question whether to offer a reply was answered by reference to the association's legal exposure by the very people the reply would concern.

Consideration should also be given to section E6(d) of the By Laws, which directs the Returning Officer to seek the advice of the association's external lawyers, since advice from the association's own advisers is not an independent input into a decision about the association's conduct.

RECOMMENDATION 2. ONE PUBLISHED SET OF ELECTION RULES, REQUIRED BY THE BY LAWS

Adopt one document containing the rules for every AASW election, covering the election of directors, officeholders and Branch Management Committees, publish it before nominations are called, and amend the By Laws to require that the rules be maintained and published as a single document.

The rules are currently distributed across Section G of the constitution, Section E and Section G of the By Laws, the elections webpage, the Returning Officer's own processes and settled practice. The distribution has produced avoidable defects. In the By Laws alone, Section E4 contains two paragraphs lettered (d). Section E33 confers a power exercisable where a candidate breaches "By Law E10(c)", which concerns a nominee's confirmation that they will abide by the constitution and company policies, while the undertaking about election material appears at E10(e). Section E3(c) refers to an Elections Process and Procedures Panel and section E36 refers to an Elections Process and Procedures Review Panel, and no section states who sits on it, who appoints them or how it works. At Section E, sections numbering 38, 39 and 40 are repeated. The second provision numbered E40 requires changes to the By Laws from the opening of nominations to be agreed by the Board and the Returning Officer, while section L18(b) of the constitution permits change during that period only at the Returning Officer's request, and the two tests differ.

Branch Management Committee elections should be dealt with in the same document and on the same terms, subject to the exception in sections G15 and G16 of the By Laws. Section G3 of the By Laws already requires them to be held at the same time as director elections and conducted by the same Returning Officer following the same principles and processes, and section J8 of the constitution says the same. However, materials provided to the review indicate ad hoc arrangements for these elections, including using Teams chat to record online votes.

The consolidated rules should be published before the call for nominations, and section L18(b) of the constitution should be reproduced in them so that members can see that the rules cannot be changed once nominations open except at the Returning Officer's request.

RECOMMENDATION 3. DECLARATIONS OF INTEREST AND RECUSAL, AND A DECISION MAKER IDENTIFIED IN ADVANCE

The By Laws should be amended to require that every person involved in administering or overseeing an election declare any interest in its outcome, that a director who is a candidate takes no part in any decision about the conduct of the election or about communications concerning candidates, and that the executive takes no part in assessing candidates or determining election complaints. Identify in advance who decides when the Board and the executive are both conflicted. The simplest fallback consistent with the rest of this report is the Returning Officer, whose independence is the reason the office exists.

The declarations should extend to the Chief Executive Officer, the Company Secretary, any staff member supporting the election, any director, and the Returning Officer. This gives effect within the association's own rules to the duties ACNC Governance Standard 5 already imposes in respect of perceived as well as actual material conflicts.

RECOMMENDATION 4. THE RETURNING OFFICER RECEIVES AND DETERMINES ELECTION COMPLAINTS

Amend the By Laws to give the Returning Officer the function of receiving and determining complaints about the conduct of an election, including complaints about the conduct of the association, on timeframes that run within the election period. Constitute the Elections Process and Procedures Panel before nominations are called, so that a decision of the Returning Officer can be reviewed while the election is still running.

Any candidate or member should be able to complain in writing to the Returning Officer directly, about campaign material, about communications issued by any part of the association during the election period, about the conduct of any person administering or overseeing the election, and about the conduct of the ballot. Timeframes must be measured in hours and business days, because the election cycle described in the current policy is too short.

RECOMMENDATION 5. THE ELECTIONS PROCESS AND PROCEDURES PANEL

The Elections Process and Procedures Panel should be constituted before nominations are called. Section E3(c) of the By Laws contemplates it as the body that reviews decisions of the Returning Officer and section E36 refers to it under a slightly different name, but no Section states who sits on it, who appoints them or how it operates. The By Laws should provide that the Panel comprises three members of the association who are not directors, candidates, employees or contractors and who have no interest in the outcome, appointed for a term spanning more than one election so that its composition is settled before anyone knows what it will be asked to decide, and should state its quorum, its procedure and the time within which it must decide. Timelines for decision should be predetermined.