

**BOARD COMPOSITION**

Electing the Chair: Board-Elected vs Membership-Elected Models

Two different governance questions most constitutions never separate

Two separate questions get collapsed into one far too often: who elects your board of directors, and who elects your chair. An association can have a fully member-elected board while still having its chair chosen by the directors themselves from among their own number, or it can put the chair directly to the membership as a named, contested position. Both models are common. They produce meaningfully different governance dynamics, and the choice deserves to be made deliberately rather than inherited from whichever pattern the founding constitution happened to follow.

Which rules apply to your association?

The law depends on how your association is set up. A **company limited by guarantee** follows the Corporations Act 2001 (Cth) and its constitution. An **incorporated association** follows its state or territory associations Act and its rules. A **registered charity** also follows the ACNC Act and the ACNC Governance Standards, and some Corporations Act rules are replaced for charities that are companies. Check your own governing documents, and get advice before decisions with legal consequences.

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The More Common Pattern: A Two-Step Model

A common structure in not-for-profit and association governance is a two-step model. Members elect the board itself, and the board then elects its own chair and other office bearers from among its sitting directors. Check your rules: some incorporated associations, including those using their jurisdiction's model rules, elect some office bearers directly at the annual general meeting. The two-step approach is the model the AICD uses for its own board, discussed earlier in this quarter, and it reflects a specific governance logic: members are best placed to judge who should represent their interests and expertise on the board, but the directors who will actually work alongside the chair, in meetings, on strategy, through difficult decisions, are best placed to judge who has the working relationships and boardroom judgement the role specifically requires.

The alternative, direct membership election of a named chair candidate, exists and works well in some associations, but it asks the membership to make a judgement it may be poorly positioned to make: not who would represent them well as a director, but who would chair boardroom discussions well, a skill members rarely observe directly.

What Each Model Actually Trades Off

Board-elected chairs benefit from directors who have worked with the candidate, seen how they handle disagreement, and can judge boardroom competence directly rather than inferring it from a campaign statement. This tends to produce a chair the board can work with effectively, precisely because the people choosing already know that from experience. The trade-off is real: a board-elected chair is one

step further removed from direct membership accountability, and in an organisation where members feel disconnected from board decision-making generally, adding another layer of indirection to the chair specifically can compound that disconnection.

Membership-elected chairs carry the opposite trade-off. They arrive with a direct mandate and visible legitimacy the members themselves conferred, which matters for an association where member trust in leadership is fragile or contested. The risk is that a popular campaigner may not be the board's most effective chair, and unlike a board-elected chair, who can usually be replaced by the directors if the constitution allows it, a membership-elected chair may only be removable from that office by the members. For a company limited by guarantee, members can remove a director from the board by ordinary resolution under section 203D of the Corporations Act, after giving notice of the intention at least two months before the meeting, but who can remove someone from the office of chair depends on your constitution. For an incorporated association, check your state or territory Act and your rules. The question is not which model is universally correct. It is whether your organisation values the working judgement of the people who will sit across the table from the chair every meeting, or the direct legitimacy of a mandate the whole membership conferred.

A Third Option Worth Naming: The Hybrid

Some associations use a structured hybrid: the board nominates a chair candidate, often through the nominations committee discussed in the previous article, but the membership retains a ratification vote rather than a contested election. This preserves most of the board-judgement advantage while giving members a visible check, though it is worth being honest that a ratification vote with a single nominated candidate functions quite differently from a contested membership election, and constitutions should be clear about which one is actually being described.

What To Actually Decide, And Where To Record It

- Decide deliberately which model fits your organisation's current relationship between board and membership, rather than defaulting to whichever your constitution happens to already specify.
- If members currently elect the chair directly, confirm the constitution also specifies a clear, workable removal process, since this is where a membership-elected chair model is most often found lacking when it matters.
- If the board elects the chair, ensure the process is contested among directors rather than a formality around an assumed successor, connecting directly to the succession planning discussed earlier in this quarter.
- Whichever model you use, state it with complete clarity in the constitution itself, since ambiguity about who actually elects the chair is exactly the kind of gap that surfaces at the worst possible moment, during a contested succession.

Neither model is a compliance requirement. Both are legitimate, well-used approaches across the sector. What matters is that your board has chosen one, understood the trade-off it carries, and built the removal and succession mechanics that model specifically requires, rather than discovering the gap the first time a chair transition becomes contested.

This is one of the practical governance topics built into our Board Director course, alongside the papers, tools and frameworks that turn the principle into your board's actual practice. [Explore the course](#)

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BOARDROOM ACTION WORKSHEET

Electing the Chair: Board-Elected vs Membership-Elected Models

Turn the resource into evidence, a decision and an accountable next step. Keep the completed record in your association's approved board records system.

1 What is the issue or decision?

State the governance question in one clear sentence.

2 What evidence do we already have?

Record the facts, source documents and stakeholder evidence available now.

3 What evidence is still needed?

Identify the legal, regulatory, financial, member or operational information still required.

4 What is the agreed next action?

Capture the owner, timeframe and how the matter will return to the board.

Action owner	Review date	Board decision or resolution

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