

# **ASSOCIATION OF AUSTRALASIAN ACOUSTICAL CONSULTANTS LTD**

## **BY-LAWS**

ACN 678 114 997 / ABN 31 678 114 997

A Public company limited by guarantee

These By-Laws adopted on 12 June 2024

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# BY-LAWS

## 1. INTRODUCTION

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- (a) These corporate by-laws (**By-Laws**) set out:
  - (i) the fundamental key rules associated with regulating and governing the management of Association of Australasian Acoustical Consultants Ltd ACN 678 114 997 (**Company**), and its business and affairs; and
  - (ii) the functions and responsibilities of the Company's board of directors (**Board**).
- (b) In accordance with clause 32 of the Company's constitution (the **Constitution**), these By-Laws have been implemented by the Board to:
  - (i) promote and sustain good corporate governance;
  - (ii) support the Company in achieving its desired culture;
  - (iii) enhance the Company's performance;
  - (iv) create value for Members; and
  - (v) engender confidence in the Company for stakeholders.
- (c) These By-Laws are subsidiary and supplementary to the Constitution.

## 2. MEMBERSHIP

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### 2.1 Membership eligibility

For the purposes of clause 7.1 of the Constitution, for an entity to be an eligible Member or Branch Account, to the satisfaction of the Board in its absolute discretion it:

- (a) must have carried out a business directly relating to the provision of professional acoustic consulting services for at least 2 consecutive years in Australia and/or New Zealand; and
- (b) in accordance with any determination of the Board in its absolute discretion, and as may be set out in the membership application form (as amended from time to time), key personnel comprising such entity must:
  - (i) hold a recognised tertiary qualification in a discipline pertinent to acoustics and/or have the professional experience to practice acoustical consulting;
  - (ii) satisfy skills examination assessments; and
  - (iii) it must satisfy ongoing professional development requirements,

## **(Professional Standing Requirements).**

### **2.2 Branch Accounts**

With respect to clause 7 of the Constitution:

- (a) any entity eligible for membership is only entitled to hold a maximum of one membership registration at any given point in time;
- (b) to the extent that an entity is a Member and has multiple business/office branch locations in Australia and/or New Zealand (singly a **Branch** / collectively **Branches**), in order for any of such entity's personnel primarily associated with a particular Branch to exploit, utilise and/or make use of the benefits directly derived from the entity being a Member (**Member Benefits**), the entity must register under its membership with the Company an account for that Branch (**Branch Account**);
- (c) clause 2.2(b) is not applicable to the extent that a Member has multiple Branches but the entity's personnel seeking to exploit, utilise and/or make use of the Member Benefits are only associated with one of the entity's Branches;
- (d) registration of a Branch Account is subject to the Member applying to the Board for approval, and applications of which may be determined by the Board in its reasonable discretion;
- (e) the annual membership fee for the Branch Account is the same as the annual membership fee for the Member;
- (f) a Branch who holds a Branch Account also holds those same Member Benefit rights held by members of the Company as outlined in clause 2.5; and
- (g) for the avoidance of doubt, notwithstanding clause 2.2(f) or any other provision of these By-Laws, under no circumstances are Branches who hold Branch Accounts entitled to hold rights to vote on Company matters (as are afforded to members).

### **2.3 Branch Account eligibility**

For the purposes of clause 2(b) a Member is eligible to register a Branch Account for a Branch only if:

- (a) that Branch has been operational for at least 2 consecutive years; and
- (b) personnel comprising that Branch that are key to its operations satisfy the Professional Standing Requirements.

### **2.4 Waiver of time requirement**

The requirements set out in clauses 2.1(a) and 2.3(a) may be waived by the Board in its absolute discretion where, based on the particular circumstances, the Board is reasonably satisfied and assured that the entity operates, or will operate, on an economically and professionally viable basis.

## **2.5 Fundamental benefits**

Members are provided with the following Member Benefits for the specific office location registered by the Secretary:

- (a) Members may declare/disclose its membership with the Company in its documentation;
- (b) Members may utilise the Company's various Logos;
- (c) Members may utilise and assess against or in accordance with the Company's professional standards and guidelines;
- (d) Members may have their entity's logo and contact details listed on the Company's website;
- (e) Members may participate in the Company's organised conferences (including the mid-year and end of year conferences), sub-committees, meetings, discussions and social functions;
- (f) Members may access and participate in online discussion forums provided by the Company through its website; and
- (g) as may be determined by the Board in its absolute discretion, members may be entitled to free, or discounted, accommodation for 1 individual representing the Member (and 1 employee of the Branch account/s where applicable) associated with attending the Company's end of year members meeting.

For clarity, the Member Benefits listed above are distinct from and do not impinge upon the rights of members set out in the Constitution.

## **2.6 Representatives of Members**

In accordance with clause 9.4 of the Constitution, a Representative of a Member must:

- (a) be a corporate Member of the Australian Acoustical Society or Acoustical Society of New Zealand or other equivalent approved by the board.
- (b) hold a recognised tertiary qualification in a discipline pertinent to acoustics and/or have the professional experience to practice acoustical consulting in the area of work undertaken by the consultancy.

## **2.7 Observers**

- (a) The chairperson of a general meeting of the Company may, as they see fit and deem appropriate, resolve to permit outside parties to attend such meetings to:
  - (i) observe such proceedings; and/or
  - (ii) participate in discussions,

**(Observers).**

- (b) Observers may be instantly dismissed from attending such meeting at the absolute discretion of the relevant meeting chairperson.

## **2.8 Honorary Fellows**

Honorary Fellowship for a prescribed period of time or a Citation may be conferred upon an individual in recognition of service and contribution to acoustics and to the standing and welfare of acoustical consultants. Honorary Fellows are not members and do not receive Member Benefits.

## **3. ROLE OF THE BOARD**

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### **3.1 Board**

- (a) The Board's role is to govern and manage the Company.
- (b) In governing the Company, the directors act in the best interests of the Company as a whole.

### **3.2 Role of the Board**

- (a) The Board has the final responsibility for the successful operation of the Company.
- (b) In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company.
- (c) It is required to do all things that may be necessary to be done in order to carry out the Company's objectives.
- (d) In carrying out its governance role, the main task of the Board is to drive the Company's performance.
- (e) The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.
- (f) Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:
  - (i) providing leadership to the Company by always acting in a manner consistent with the Company's culture and purpose in order to maintain the reputation of the Company;
  - (ii) overseeing the development and implementation of an appropriate strategy by:
    - (A) working to ensure that an appropriate strategic direction and goals are in place;
    - (B) regularly reviewing and updating the Company's strategic direction and goals;
  - (iii) ensuring corporate accountability to the members primarily through adopting an effective Member or stakeholder

communications policy, encouraging effective participation at general meetings and, through the Chair, being the key interface between the Company and its members;

- (iv) overseeing the control and accountability systems that ensure the Company is progressing towards the goals set by the Board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations;
  - (v) monitoring financial and non-financial risks to the Company, including environmental and reputational risks, and overseeing the effectiveness of the Company's policies in relation to the environment, sustainability and social issues;
  - (vi) ensuring robust and effective risk management, compliance and control policies and systems (including legal compliance) are in place and operating effectively;
  - (vii) approving annual financial statements and reports in accordance with the Company's Constitution, the *Corporations Act 2001* (Cth) and any other applicable regulations; and
  - (viii) monitoring and promoting ethical and social responsibility by the Company.
- (g) To avoid doubt, the Company's Constitution governs matters relating to the Board and Board functions and will prevail to the extent of any consistency with this By-Laws, and these By-Laws explains, interprets and supplements the Company's Constitution.

#### **4. COMMITTEES AND DELEGATIONS**

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- (a) The detail of some Board functions is handled through committees established by the Board in accordance with clause 31.1(a) of the Constitution.
- (b) However, the Board as a whole is responsible for determining the extent of powers residing in each committee and is ultimately responsible for accepting, modifying, or rejecting committee recommendations.
- (c) The Board may establish ad hoc committees from time to time to consider specific matters in greater detail than is possible for the Board and will determine the membership, composition and charter of those committees.
- (d) Each committee has a written charter, approved by the Board, defining its duties, reporting requirements and authority.
- (e) Each committee has an obligation to report to the Board on its meetings and to make the minutes of those meetings available to the Board.

#### **5. BOARD STRUCTURE**

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##### **5.1 Election to Board**

Procedure for election to board.

- (a) A period out from the AGM, around 4 weeks in advance of the AGM the Secretary will seek nominations from Members for election to the Board.
- (b) A Representative of a Member may self-nominate or may nominate another employee of a Member or Branch Account.
- (c) The Secretary shall confirm with any nominated candidates whether they wish to accept or decline the nomination.
- (d) Where the number of accepted nominees exceed the number of available Board positions an election shall be called.
- (e) Should an election be required, around 2 weeks in advance of the AGM, the Secretary shall convene an election to vote for the 8 Elected Directors. Any Representative of a Member is eligible to vote or abstain from voting.
- (f) Voting shall close at a time nominated by the Secretary at the time the election is called but shall not be less than a period of 7 days following the commencement of voting.
- (g) Representatives of Members are to provide preference voting, ranked 1 through 8 in order of their preferred candidate.
- (h) A Representative of a Member may vote in favour of their own nomination.
- (i) The Secretary shall tally the votes, in accordance with ranking, and report the results of the election during the AGM.
- (j) Following the tally of ranked votes, in the event of a tied result for the final Board position(s), the three longest serving members (excluding the subject of the tie) of the outgoing Board of Directors, shall determine the final Board position(s).

## **5.2 Board skills and diversity**

The Board will from time to time assess the appropriate balance of skills, experience and diversity required on the Board and the extent to which they are represented on the Board.

## **5.3 Terms and conditions of appointment**

- (a) The terms and conditions of the appointment of new directors are contained in a letter of appointment that sets out, among other things:
  - (i) term of appointment;
  - (ii) remuneration;
  - (iii) expectations in connection with meetings and committees;
  - (iv) classification as an Appointed Director (if applicable) and expectations in this regard;
  - (v) compliance with corporate governance policies;

- (vi) outside directorships; and
- (vii) indemnification and insurance.
- (b) All directors have access to Company information, management and the Secretary to enable them to carry out their responsibilities.
- (c) Directors may also call on independent, professional advice at the Company's expense in carrying out their duties.
- (d) It is expected that prior consultation with the Chair will take place before consultation with external advisers.

## **6. ROLE OF DIRECTORS**

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### **6.1 Director's general roles**

- (a) The directors have ultimate responsibility for the overall successful operations of the Company, and their duties relate to:
  - (i) the strategic direction of the Company;
  - (ii) financial operations and solvency;
  - (iii) all matters as prescribed by law including, but not limited to, safety and the environment; and
  - (iv) all major policy issues including, but not limited to, industrial relations and quality assurance.
- (b) In particular, section 181(1) of the *Corporations Act 2001* (Cth) states that directors must act in the "best interests of the corporation".

### **6.2 Director's code of conduct**

In accordance with legal requirements and agreed ethical standards, the Company directors:

- (a) owe a fiduciary duty to the Company as a whole;
- (b) use the powers of the office for a proper purpose;
- (c) discharge their duties in good faith and honesty;
- (d) act with the level of skill, care and diligence expected of a director of a company;
- (e) demonstrate commercial reasonableness in their decisions;
- (f) act for the benefit of the Company;
- (g) do not make improper use of information gained through their position as a director;
- (h) do not take improper advantage of the position of director;

- (i) do not allow personal interests, or the interest of any associated person, to conflict with the interests of the Company;
- (j) make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally towards achieving its goals;
- (k) undertake diligent analysis of all proposals placed before the Board;
- (l) do not engage in conduct likely to bring discredit upon the Company;
- (m) give of their specific expertise generously to the Company; and
- (n) comply with the spirit, as well as the letter, of the law and with the principles of these By-Laws.

### **6.3 Execution of documents**

Without limiting the way in which the Company may execute any approved contract, including as permitted by any relevant law, the Company may execute any agreement, deed or other document where it is signed by two directors or one director and one Company secretary.

### **6.4 Access**

- (a) A director has a right of access to the financial records of the Company at all reasonable times.
- (b) If the Board agrees, the Company must give a director, or former director, access to:
  - (i) certain documents, including documents provided for or available to the directors; and
  - (ii) any other documents referred to in those documents.

## **7. OFFICE BEARER ROLES**

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- (a) In accordance with and further to clauses 28 and 43 of the Constitution, the Board must as reasonably necessary appoint directors, in accordance with the procedure outline at (c) and (d) below, to fill the following offices:
  - (i) Chair;
  - (ii) Vice Chair;
  - (iii) Treasurer;

and to the extent that the above offices have been filled, those remaining directors who have not been elected to assume an office, will continue to act in the capacity as ordinary directors (despite not having been elected to an office).
- (b) In addition to as prescribed in clauses 8 and 9, and the Constitution, the role descriptions associated with the offices referred to in clause 7(a) are set out in Schedule 1.

- (c) The Chair is to be elected by the new Board of Directors via a ballot if required. In the event of a tied result for the Chair position, the three longest serving Directors of the Board shall determine the Chair. Should this procedure not be practical, the sole longest serving Director of the Board shall determine the Chair. Failing that, the three longest serving Directors of the outgoing Board shall determine the Chair.
- (d) The Chair would coordinate the distribution of Board positions and responsibilities collectively with the Board. For the avoidance of any doubt, the Chair has the final say on Board positions and responsibilities.

## **8. ROLE OF THE CHAIR**

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### **8.1 Chair's general roles**

- (a) The Chair's role is a key roll within the Company.
- (b) The Chair is considered the "lead" director and utilises experience, skills and leadership abilities to facilitate the governance processes.
- (c) The Chair's principal responsibilities are to provide appropriate leadership to the Board and the Company and to ensure the Board fulfils its obligations under these By-Laws.
- (d) The Chair is responsible for the conduct of all Board meetings, including ensuring that agendas and recommendations are appropriate.

### **8.2 Election of Chair**

- (a) The Board will elect a Chair and Vice Chair at the first meeting of the Board following the annual general meeting.
- (b) It is envisaged that the term for a Chair will be for a period of no longer than 6 years subject to satisfactory performance.
- (c) The Chair must be a director who is selected based on the person's achievements and his or her record as a leader.

## **9. ROLE OF COMPANY SECRETARY**

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- (a) The Secretary is accountable to the Board on all corporate governance matters and matters related to the proper functioning of the Board.
- (b) Appointment and removal of the Secretary will be subject to Board approval.
- (c) The Secretary facilitates the Company's corporate governance processes and is responsible for the coordination of Board meetings, including agendas, Board papers and minutes, and for all statutory and other filings.
- (d) All directors have a right of access to the Secretary at all times.

## **10. GENERAL MEETINGS**

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- (a) The Board encourages full participation of members at the Company's general meetings to ensure a high level of accountability and discussion of the Company's strategy and goals.
- (b) The full Board is required to attend the Company's annual general meeting.

## **11. BOARD MEETINGS**

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### **11.1 General meeting procedure**

- (a) Unless otherwise agreed, the Board meets at least quarterly.
- (b) Alternatively, a Board meeting can be convened under clause 39 of the Constitution when any two directors or the Chair so requests, and in such situations, reasonable notice must be given unless it is an emergency meeting.
- (c) The Board may also conduct meetings using technology.
- (d) The meeting agenda and Board papers are provided to directors with reasonable notice prior to a scheduled meeting.
- (e) Meetings are conducted to allow a full and frank exchange of views by the directors while at the same time ensuring that a positive Board culture is maintained.
- (f) A full set of minutes is kept by the Secretary.
- (g) In order to provide an even distribution of work over each financial year, the Board has adopted a 12 month Board calendar, which includes all scheduled Board and committee meetings as well as major corporate and Board activities.
- (h) The Board will keep Board discussions and resolutions confidential, except where required to be disclosed by law.

### **11.2 Disclosure of interest**

- (a) As required by clause 30 of the Constitution, all directors have a legal obligation to disclose to the Board, any material personal interest that relates to the business of the Company.
- (b) When an issue arises at a Board meeting, relating to such an interest, the director will not attend the meeting while that matter is discussed and may not vote on such an issue, unless the non-conflicted directors pass a resolution that the director may either remain for the discussion but not vote or remain for the discussion and vote.
- (c) The non-conflicted directors will only pass such a resolution when they are strongly of the view that the nature of the conflict does not inhibit the conflicted director from making a decision in the best interests of the Company.

- (d) Directors have an obligation to disclose to the Board any other interest that the director believes is appropriate to disclose to ensure there is no actual or perceived conflict of interest.
- (e) The Company maintains a register of declarations of interests.

## **12. DIRECTOR INDUCTION AND DEVELOPMENT**

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- (a) New directors undergo a full induction into their role on the Board.
- (b) The Board allocates an annual budget to encourage directors to participate in training and professional development programs.

## **13. POLICIES**

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- (a) The Board from time to time may as deemed reasonably necessary approve policies to be adopted by the Company.
- (b) The Company is to abide by its policies developed, approved and adopted.
- (c) The Board is to regularly review the Company's policies to ensure they reflect contemporary good practice guidelines.

## **14. BY-LAWS REVIEW**

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- (a) These By-Laws are to be reviewed by the Board as required and at least annually.
- (b) These By-Laws may be amended by resolution of the Board.

## **15. PUBLICATION OF BY-LAWS**

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- (a) Key features of these By-Laws are outlined in the annual report to members.
- (b) The latest version of these By-Laws is made available to members on the Company's website at <https://aaac.org.au/>.

## SCHEDULE 1 – OFFICE BEARER & SECRETARY ROLES

|                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Chair</b>      | <ul style="list-style-type: none"> <li>▪ Chairs Board meetings, AGM, mid-year meeting and teleconferences as applicable</li> <li>▪ Leads complaints and dispute resolution process (except when the Chair or the Chair's firm is the subject of the complaint, then the Vice Chair leads the process)</li> <li>▪ Derives Member's objectives for the organisation through discussions, feedback and surveys as appropriate</li> <li>▪ Outlines the actions (with the Board) to address the Member's objectives for the association</li> <li>▪ Works with the Board and members to progress agreed actions</li> <li>▪ Communicates with the members</li> <li>▪ Represents the membership as required</li> <li>▪ Reverts to the members on significant decisions</li> <li>▪ Deals with media enquiries as required</li> </ul> |
| <b>Vice Chair</b> | <ul style="list-style-type: none"> <li>▪ Supports the Chair</li> <li>▪ Input into objectives, actions and operation of the Company</li> <li>▪ Helps to maintain and drive guideline development and maintenance</li> <li>▪ Delegate of Chair unless otherwise agreed</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Secretary</b>  | <ul style="list-style-type: none"> <li>▪ Circulates and co-ordinates annual returns (including compliance with</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

|                  |                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                  | <p>professional code of practice) prior to the mid-year meeting each year</p> <ul style="list-style-type: none"> <li>▪ Records minutes for Board, AGM, mid-year and other meetings as required</li> <li>▪ Circulates minutes to membership and to Member's files section of the web site</li> <li>▪ Maintains the register of members</li> </ul>                                           |
| <b>Treasurer</b> | <ul style="list-style-type: none"> <li>▪ Prepares annual budgets based on agreed expenses</li> <li>▪ Prepares and presents a written Treasurer's Report at the AGM and mid-year meetings</li> <li>▪ Arranges payment for agreed expenses</li> <li>▪ Maintain bank accounts</li> <li>▪ Prepares and submits other required submissions, i.e. taxation or similar for association</li> </ul> |