

**CONSTITUTION
OF
AUSTRALIAN ACOUSTICAL SOCIETY**

a company limited by guarantee

ACN : 000 712 658

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Preliminary

1. Name of the Society

The name of the **Society** is the Australian Acoustical Society (the **Society**).

2. Type of organisation

The **Society** is a not-for-profit public company limited by guarantee.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$50 (the **guarantee**) to the property of the **Society** if the **Society** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Society** incurred before the member stopped being a member;
- (b) costs of winding up; and
- (c) for the adjustment of the rights of the contributors among themselves.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 71 and 73.

Society purposes and powers

6. Objectives

The **Society** is established for the following objectives:

- (a) to promote and advance **acoustics** in all its branches and to facilitate the exchange of information and ideas in relation thereto;
- (b) to increase the confidence and trust of the community in **Society** members who claim to be professionals;
- (c) to promote honest practice and to discourage malpractice by members of the **Society** and to provide a means to demonstrate industry best practices;
- (d) to promote education in **acoustics** for the public, and for technical or professional persons;
- (e) to encourage the study of **acoustics**, highlight excellence in **acoustics** and to improve and elevate the general and technical knowledge in any manner considered appropriate by the **Society** (including by imposing continuing professional development obligations on members);
- (f) to publish material beneficial to the objectives of the **Society**;
- (g) to encourage research and publication of new developments relating to **acoustics**;
- (h) to manage the assets and liabilities of the **Society** so as to further its objectives as permitted by law;
- (i) to promote the **Society** both nationally and internationally;
- (j) to accept gifts, bequests and donations of real property and money and to use the same for any objective of the **Society**;

- (k) to do all such things as are incidental or conducive to the attainment of the above objectives and to the advancement of the interests of the **Society** and its members.

7. Powers

Subject to clause 8, the **Society** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **Society** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 70.
- 8.2 Clause 8.1 does not stop the **Society** from doing the following things, provided they are done in good faith:
 - (a) payments to directors in accordance with clause 45
 - (b) paying a member reasonable and proper remuneration for services actually rendered to the **Society** in connection with the objectives of the **Society** (which services may include representing the **Society** at meetings related to the objectives of the **Society**)
 - (c) paying reasonable and proper rent for occupation of any premises made available by a member to the **Society**
 - (d) awarding a medal, certificate or other recognition for voluntary service or the bestowing of a prize or award on a member, provided that a cash prize may only be awarded if approved by a resolution of the Federal Council, or
 - (e) making honoraria payments to members for services rendered to the Society, at the discretion of the Federal Council.

9. Amending the constitution

- 9.1 Any amendments to this constitution must be approved by a **special resolution** of members.

Members

10. Membership

- 10.1 The members of the **Society** are:
 - (a) **initial members**, and
 - (b) any other person admitted as a member, in accordance with this constitution.
- 10.2 The application fee and annual subscription payable by members will be set by the Federal Council from time to time.

11. Grades of membership

- 11.1 The **Society** will consist of grades of membership, as set out in the By-Laws from time to time.
- 11.2 Members shall have the rights, privileges and obligations afforded to their grade of membership, as outlined in the **By-Laws**.
- 11.3 The rules for admission to each grade of membership are set out in the **By-Laws**.

12. Register of members

- 12.1 The **Society** must establish and maintain a register of members. The register of members must not be used for any purpose other than as expressly stipulated in this clause 12 and must contain:
- (a) for each current member:
 - i. name
 - ii. physical address, email address and telephone number
 - iii. any alternative address nominated by the member for the service of notices,
 - iv. the applicable grade of membership; and
 - v. date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. physical address, email address and telephone number
 - iii. any alternative address nominated by the member for the service of notices
 - iv. the applicable grade of membership, and
 - v. dates the membership started and ended.
- 12.2 The **Society** must give current members access to the register of members upon written request, on the condition that information that is accessed from the register of members is only used for the purpose of sending a notice of a meeting of the **Society** or any other purpose necessary to comply with the Corporations Act.
- 12.3 If the register of members is kept in electronic form, the **Society** may satisfy clause 12.2 by giving the member access to the computer records containing the register.

13. How to apply to become a member

- 13.1 Every application for membership of the **Society** must be made in writing and signed by the person making the application and a proposer and seconder. The proposer and seconder must be a Fellow or Member of the **Society**.
- 13.2 The application for membership must be in the form approved by the relevant Division Committee and accompanied by any relevant fee (including payment of the guarantee under clause 4, if required) and supporting documentation as required by the Federal Council from time to time.

14. Division Committees decide whether to approve membership

- 14.1 The Division Committee for the Division in which the applicant seeks to become a member must consider an application for membership within a reasonable time after submission.
- 14.2 If the relevant Division Committee approves an application, the relevant Division Committee must promptly notify the secretary of that decision and, unless otherwise directed by the Federal Council, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15).
- 14.3 If the relevant Division Committee rejects an application, the relevant Division Committee must promptly notify the secretary of that decision and, unless otherwise directed by the Federal Council, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

- 14.4 The Federal Council may at any time overrule, reverse or overturn a membership application decision made by a Division, and the Federal Council's decision will stand without the need to refer the matter back to the relevant Division.

15. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

16. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for a Sustaining Member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 18
- (e) are removed from membership in accordance with the **By-Laws**, or
- (f) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution, complaints and disciplinary procedures

17. Dispute resolution and complaints

17.1 Dispute resolution

- (a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
 - i. one or more members
 - ii. one or more directors or the Federal Council, or
 - iii. the **Society**.
- (b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18.1 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (d) If those involved in the dispute do not resolve it under clause 17.1(c), they must within 14 days:
 - i. tell the Federal Council about the dispute in writing
 - ii. agree or request that a mediator be appointed, and
 - iii. attempt in good faith to settle the dispute by mediation.
- (e) The mediator must be chosen by agreement of those involved or, where those involved do not agree:
 - i. for disputes between members, a person chosen by the Federal Council, or
 - ii. for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the Society has its registered office.
- (f) A mediator chosen by the Federal Council under clause 17.1(e):
 - i. may be a member or former member of the Society
 - ii. must not have a personal interest in the dispute, and
 - iii. must not be biased towards or against anyone involved in the dispute.

- (g) When conducting the mediation, the mediator must:
 - i. allow those involved a reasonable chance to be heard
 - ii. allow those involved a reasonable chance to review any written statements
 - iii. ensure that those involved are given natural justice, and
 - iv. not make a decision on the dispute.

17.2 Complaints

- (a) A complaint may be made to the Federal Council by any person (the complainant):
 - i. that the member has engaged in Professional Misconduct, Unprofessional Conduct or Unsatisfactory Professional Performance, or
 - ii. that the member has failed to use their best endeavours to comply with the Code of Ethics or any other accepted principles of practice and conduct of the **Society**, or
 - iii. that the member's election to membership of the **Society** was obtained by improper means.
- (b) The Federal Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Federal Council decides to deal with the complaint, the Federal Council:
 - i. must cause notice of the complaint to be served on the member concerned
 - ii. must give the member at least 14 days from the time the notice is served within which to make submissions to the Federal Council in connection with the complaint, and
 - iii. must take into consideration any submissions made by the member in connection with the complaint.

18. Disciplining members

- 18.1 In accordance with this clause, the Federal Council may resolve to warn, suspend or expel a member from the **Society** if the Federal Council considers that:
 - (a) the member has breached this constitution or any applicable member code of conduct or any By-Law, or
 - (b) after considering a complaint made in accordance with clause 17.2 and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension or warning is warranted in the circumstances, or
 - (c) the member's behaviour is causing, has caused, or is likely to cause harm (whether actual, threatened, financial, reputational or otherwise) to the **Society**.
- 18.2 At least 14 days before the meeting of the Federal Council at which a resolution under clause 18.1 will be considered, the **secretary** must notify the member in writing:
 - (a) that the Federal Council is considering a resolution to warn, suspend or expel the member

- (b) that this resolution will be considered at a meeting of the Federal Council and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the Federal Council, and details of how to do so.
- 18.3 Before the Federal Council passes any resolution under clause 18.1, the member must be given a chance to explain or defend themselves by:
 - (a) sending the Federal Council a written explanation before that meeting of the Federal Council, and/or
 - (b) speaking at the meeting.
- 18.4 After considering any explanation under clause 18.3, the Federal Council may:
 - (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member, or
 - (e) refer the decision to an unbiased, independent person on conditions that the Federal Council considers appropriate (however, the person can only make a decision that the directors could have made under this clause).
- 18.5 The Federal Council cannot fine a member.
- 18.6 The secretary must give written notice to the member of the decision under clause 18.4 as soon as possible.
- 18.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 18.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- 18.9 The Federal Council is authorised to notify the complainant and interested third parties within the **acoustics** industry, such as the Association of Australasian Acoustical Consultants, of the outcome of any disciplinary proceedings against a member, at any time in their sole discretion.

Meetings of members

19. General meetings called by Federal Council

- 19.1 The Federal Council may call a **general meeting**.
- 19.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Society** for a **general meeting** to be held, the Federal Council must:
 - (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.
- 19.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **Society**.

- 19.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

20. General meetings called by members

- 20.1 If the directors do not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 20.2 To call and hold a meeting under clause 20.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **Society's** member register, which the **Society** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **Society**.
- 20.3 The **Society** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

21. Annual general meeting

- 21.1 The annual **general meeting** must be held at least once in every calendar year within 5 months of the end of the financial year for the **Society**.
- 21.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **Society's** activities
 - (b) a review of the **Society's** finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 21.3 Before or at the annual **general meeting**, the directors must give information to the members on the **Society's** activities and finances during the period since the last annual **general meeting**.
- 21.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Society**.

22. Notice of general meetings

- 22.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 22.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or

- (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 22.5 Notice of a **general meeting** must include:
 - (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy must be a member of the **Society**
 - ii. the proxy form must be delivered to the **Society** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **Society** at least 48 hours before the meeting.
- 22.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

- 23.1 For a **general meeting** to be held, at least 20 members (a quorum) must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).
- 23.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 23.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

24. Auditor's right to attend meetings

- 24.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 24.2 The **Society** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Society** is entitled to receive.

25. Using technology to hold meetings

- 25.1 The **Society** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **President** (or their nominee) is entitled to chair **general meetings**.
- 26.2 The members present and entitled to vote at a **general meeting** may choose another director to be the chairperson for that meeting if:
 - (a) there is no **President** or the President has nominated a person to chair the general meeting on their behalf, or
 - (b) the **President** (or their nominee) is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **President** (or their nominee) is present but says they do not wish to act as chairperson of the meeting.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the **Society** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **Society** that the **Society** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **Society**.

- 29.6 If the **Society** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Society must give notice of proposed resolution or distribute statement

- 30.1 If the **Society** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Society's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Society** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Society** will pay these expenses.
- 30.2 The **Society** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Society** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.2, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.3 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.4 or clause 31.5.
- 31.4 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.

- 31.5 The **Society** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

34. How voting is carried out

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.4 The chairperson does not need to state the number or proportion of the votes recorded in favour or against on a show of hands at the meeting, but that number or proportion will be recorded in the meeting minutes.

35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (with the voting entitlement worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. Appointment of proxy

- 36.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy must be a member.

- 36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **Society's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 36.5 Proxy forms must be received by the **Society** at the address stated in the notice under clause 22.5(d) or at the **Society's** registered address at least 48 hours before a meeting.
- 36.6 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.7 Unless the **Society** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated, or
 - (c) revokes the proxy's appointment.
- 36.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. Voting by proxy

- 37.1 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Federal Council

38. Number of directors

- 38.1 The **Society** must have a minimum of six directors who will together form the Federal Council.
- 38.2 Each **Division Committee** is entitled to appoint two directors.

39. Election and appointment of directors

- 39.1 The directors may appoint a person as a director to fill a casual vacancy on the Federal Council (due to a director ceasing to hold office prior to the expiry of their term of office for any reason) or as an additional director.
- 39.2 Members may elect a director by a resolution passed in a **general meeting**.

- 39.3 A person is only eligible for appointment or election as a director of the **Society** if they:
- (a) hold one of the following grades of membership: Fellow, Life Member or Life Fellow, Member
 - (b) are a current member of a Division Committee
 - (c) have been nominated by a **Division Committee**
 - (d) give the **Society** their signed consent to act as a director of the **Society**, and
 - (e) are not ineligible to be a director under the **Corporations Act**.
- 39.4 If the number of directors is reduced to fewer than six or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to six (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

40. Election of officers

- 40.1 At the first meeting of the directors held after the annual general meeting of the **Society** in each year, the directors must elect a director as **President**.
- 40.2 At the first meeting of the directors held after the annual general meeting of the Society in each year, the directors must elect a director as **Vice-President**.
- 40.3 No member shall hold the office of **President** or **Vice-President** of the **Society** for more than two consecutive years unless otherwise determined by the Federal Council.
- 40.4 A member of the **Society** who is currently the Chairperson of a **Division** shall not at the same time hold the office of **President** of the **Society**.
- 40.5 At the first meeting of the directors held after the annual general meeting of the Society in each year, the directors must elect a person as **Treasurer**, who must be either:
- (a) a director
 - (b) a member of the Society, or
 - (c) a salaried officer of the Society (who may also be a member of the Society).
- 40.6 Any **officer** may vacate their office at any time by giving written notice of resignation to the **Society**.
- 40.7 An **officer** is deemed to have vacated their office:
- (a) upon their resignation as a director of the **Society**, and
 - (b) on the first anniversary of their appointment.
- 40.8 If an **officer** vacates their office then the directors must appoint a successor as soon as practicable after the vacancy occurs. For this purpose, each officer that is deemed to have vacated their office under clause 40.7 is eligible for re-election.

41. Term of office

- 41.1 At each annual general meeting any director appointed by the directors to fill a casual vacancy on the Federal Council or as an additional director must retire.

- 41.2 Other than a director appointed under clause 40.1, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 41.3 A director who retires under clause 41.1 may be nominated for election or re-election, subject to clause 41.4.
- 41.4 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution** of the Federal Council.

42. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **Society**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) is directly or indirectly interested in any contract or proposed contract with the **Society** provided however that a director must not vacate office by reason of being a member of any organisation which has entered or proposed to enter into a contract with the **Society** and the nature of the interest has been disclosed by the director in the manner set out in clause 48
- (e) stop being a member of the **Society**
- (f) are absent for 2 consecutive directors' meetings without approval from the directors, or
- (g) become ineligible to be a director of the **Society** under the **Corporations Act**.

Powers of Federal Council

43. Powers of Federal Council

- 43.1 The Federal Council is responsible for managing and directing the activities of the **Society** to achieve the objectives set out in clause 6.
- 43.2 The Federal Council may use all the powers of the **Society** as a company limited by guarantee except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 43.3 The Federal Council must decide on the responsible financial management of the **Society** including:
- (a) any suitable written delegations of power under clause 44, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 43.4 The Federal Council cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

44. Delegation of Federal Council's powers

- 44.1 The Federal Council may delegate any of its powers and functions to a **Division Committee**, the **Executive Committee** or any other sub-committee, director or employee of the **Society** (such as a chief executive officer), or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the **Society's** minute book.

45. Payments to directors

45.1 The **Society** may:

- (a) pay out-of-pocket expenses incurred by a director in the performance of any duty as director where the amount payable does not exceed an amount previously approved by the directors
- (b) pay a director for any service rendered to the **Society** by the director in a professional or technical capacity, other than in the capacity as director, where the provision of the service has the prior approval of the directors and where the amount payable is approved by the directors and is not more than the amount which commercially would be reasonable payment for the service, and
- (c) pay any salary or wage due to a director as an employee of the **Society** where the terms of employment have been approved by the directors;

45.2 Any payment made under clause 45.1 must be approved by the directors.

45.3 The **Society** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

46. Execution of documents

The **Society** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **Society**, or
- (b) a director and the secretary.

Duties of directors

47. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **Society**
- (b) to act in good faith in the best interests of the **Society**
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48
- (f) to ensure that the financial affairs of the **Society** are managed responsibly, and
- (g) not to allow the **Society** to operate while it is insolvent.

48. Conflicts of interest

48.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

- 48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **Society**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **Society** (see clause 67)
 - (c) their interest relates to a payment by the **Society** under clause 66 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **Society**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Meetings of the Federal Council

49. When the Federal Council meets

- 49.1 The Federal Council must meet at least twice a year and always each year within one month after the date of the annual general meeting of the **Society**.
- 49.2 Subject to clause 49.1, the Federal Council may otherwise decide how often, where and when it will meet.

50. Calling meetings of the Federal Council

- 50.1 The President, the Executive Committee or three directors may call a meeting of the Federal Council by giving reasonable notice to all of the other directors.
- 50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Federal Council.

51. Chairperson for meetings of the Federal Council

- 51.1 The **President** is entitled to chair meetings of the Federal Council, however they may nominate another person (such as the secretary) to act as chairperson on their behalf.
- 51.2 The directors at a meeting of the Federal Council may choose a director to be the chairperson for that meeting if the **President** is:

- (a) not present within 30 minutes after the starting time set for the meeting, or
- (b) present but does not want to act as chairperson of the meeting.

52. Quorum at meetings of the Federal Council

- 52.1 Unless the Federal Council determines otherwise, the quorum for a meeting of the Federal Council is:
- (a) a majority (more than 50%) of directors, and
 - (b) a minimum of one representative from all but one **Division** of the **Society**.
- 52.2 A quorum must be present for the whole meeting of the Federal Council.
- 52.3 A director may appoint another member of their Division Committee that has been approved by the Division Committee to act as their alternate to attend and vote at a meeting of the Federal Council by giving the Chairperson and secretary at least 48 hours prior notice in writing of that appointment.

53. Using technology to hold meetings of the Federal Council

- 53.1 The Federal Council may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Federal Council.
- 53.2 The Federal Council's agreement may be a standing (ongoing) one.
- 53.3 A director may only withdraw their consent within a reasonable period before the meeting.

54. Passing resolutions

A resolution of the Federal Council must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution. In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

55. Circular resolutions

- 55.1 The Federal Council may pass a circular resolution without a directors' meeting being held.
- 55.2 A circular resolution is passed if at least 75% of all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.
- 55.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 55.4 The **Society** may send a circular resolution by email to the directors and the directors may indicate their approval or otherwise of the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 55.5 A circular resolution is passed when the last director signs or the requisite number of directors otherwise indicate their approval of the resolution in the manner set out in clause 55.3 or clause 55.4.

Divisions and Division Committees

56. Establishment

- 56.1 The **Society** may establish a **Division** and a **Division Committee** in each State in which it has at least 20 members.
- 56.2 The proceedings of each **Division Committee** will be governed by the **By-Laws**.

Secretary

57. Appointment and role of secretary

- 57.1 The **Society** must have at least one secretary, who must be:
 - (a) a member of the **Society**, or
 - (b) a salaried officer of the **Society** (who may also be a member of the **Society**).
- 57.2 A secretary must be appointed by the directors (after giving the **Society** their signed consent to act as secretary of the **Society**) and may be removed by the directors.
- 57.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 57.4 The role of the secretary includes:
 - (a) maintaining a register of the **Society's** members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

58. Minutes and records

- 58.1 The **Society** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 30.
- 58.2 The **Society** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 58.3 To allow members to inspect the **Society's** records:
 - (a) the **Society** must give a member access to the records set out in clause 58.1, and
 - (b) the directors may authorise a member to inspect other records of the **Society**, including records referred to in clause 58.2 and clause 59.1.
- 58.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 58.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

59. Financial and related records

- 59.1 The **Society** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 59.2 The **Society** must also keep written records that correctly record its operations.
- 59.3 The **Society** must retain its records for at least 7 years.
- 59.4 The directors must take reasonable steps to ensure that the **Society's** records are kept safe.
- 59.5 The **Society** may satisfy its obligations to maintain written records under this clause 59 by keeping those records in electronic form, provided those electronic records are readily convertible into hard copy.

By-Laws

60. By-Laws

- 60.1 The Federal Council may pass a resolution to make **By-Laws** to give effect to this constitution.
- 60.2 Members must comply with **By-Laws** as if they were part of this constitution.

Notice

61. What is notice

- 61.1 Anything written to or from the **Society** under any clause in this constitution is written notice and is subject to clauses 62 to 64, unless specified otherwise.
- 61.2 Clauses 62 to 64 do not apply to a notice of proxy under clause 36.5.

62. Notice to the Society

Written notice or any communication under this constitution may be given to the **Society**, the directors or the secretary by:

- (a) delivering it to the **Society's** registered office
- (b) posting it to the **Society's** registered office or to another address chosen by the **Society** for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the **Society** to the members as the **Society's** email address or other electronic address.

63. Notice to members

- 63.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)

- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 63.2 If the **Society** does not have an address for the member, the **Society** is not required to give notice in person.

64. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the seventh day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 63.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

65. Society's financial year

The **Society's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

66. Indemnity

- 66.1 The **Society** indemnifies each officer of the **Society** out of the assets of the **Society**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Society**.
- 66.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 66.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **Society** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 66.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Society**.

67. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **Society** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Society** against any liability

incurred by the person as an officer of the **Society**.

68. Directors' access to documents

- 68.1 A director has a right of access to the financial records of the **Society** at all reasonable times.
- 68.2 If the directors agree, the **Society** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

69. Surplus assets not to be distributed to members

If the **Society** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Society** unless that member is an institution referred to in clause 71.

70. Distribution of surplus assets

- 70.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any surplus assets that remain after the **Society** is wound up must be distributed to one or more institutions:
- (a) with objectives similar to, or inclusive of, the objectives in clause 6, and
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the **Society**.
- 70.2 The decision as to the institution or institutions to be given the surplus assets must be made by a **special resolution** of members at or before the time of winding up.

Definitions and interpretation

71. Definitions

In this constitution:

acoustics means the science and practice of sound and vibration and the science of the phenomena of hearing in all its branches and aspects whether theoretical or practical

By-Laws means by-laws made in accordance with clause 60

complainant means a person who may lodge a complaint to Federal Council under clause 17.2

Corporations Act means the *Corporations Act 2001* (Cth)

director means any Federal Councillor

Division means a division of the Society established under clause 56.1

Division Committee means a committee of any Division constituted accordance with the **By-Laws**

Executive Committee means a committee consisting of the President, Vice-President, secretary and Treasurer

Federal Council means the directors of the Society from time to time, appointed in accordance with this constitution and the Corporations Act

general meeting means a meeting of members and includes the annual **general meeting**, under clause 21.1

officer means an officer appointed in accordance with clauses 40.1, 40.2 or 40.5

initial member means a person who is a member of the **Society** as at the date this constitution is adopted by the **Society**

President means a person elected by the directors under clause 40.1

Professional Misconduct includes:

- i. unprofessional conduct by the member that amounts to conduct that is substantially below the standard reasonably expected of a member of an equivalent level of training or experience, or
- ii. more than one instance of unprofessional conduct that, when considered together, amounts to conduct that is substantially below the standard reasonably expected of a member of an equivalent level of training or experience, or
- iii. conduct of the member, whether occurring in connection with the practice of the member's profession or not, that is inconsistent with the member being a fit and proper person to hold membership of the **Society**

member present means, in connection with a **general meeting**, a **member present** in person or by proxy at the venue or venues for the meeting

Society means the Society referred to in clause 1

special resolution means a resolution:

- i. of which notice has been given under clause 22.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution

surplus assets means any assets of the **Society** that remain after paying all debts and other liabilities of the **Society**, including the costs of winding up

Treasurer means a person elected by the Federal Council under clause 40.5

Unprofessional Conduct means professional conduct that is of a lesser standard than that which might reasonably be expected of the member by the public or the member's professional peers

Unsatisfactory Professional Performance means the knowledge, skill or judgment possessed, or care exercised by, the member in the matter of acoustics, or the discharge of his or her performance as a person conducting him or herself in the matter of acoustics, is below the standard reasonably expected of a member of an equivalent level of training or experience, and

Vice-President means a person elected by the Federal Council under clause 40.2.

72. Reading this constitution with the Corporations Act

- 72.1 The replaceable rules set out in the **Corporations Act** do not apply to the **Society**.
- 72.2 The **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 72.3 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

73. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).