



# **CONSTITUTION**

Adopted 12/06/96

Amended 04/06/99, 11/12/00, 01/10/2003, 18/03/2005, 28/12/05, 27/10/06, 29/05/07,  
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09/05/2024, 9/4/2025, 24/04/2026

## **CONSTITUTION**

### **1 NAME OF THE COMPANY**

The name of the company is the Australian College of Audiology Ltd (hereafter called ACAud).

#### **1.1 TYPE OF COMPANY**

The ACAud is a public company limited by guarantee.

#### **1.2 LIMITED LIABILITY OF MEMBERS**

The liability of members is limited to the amount of the guarantee in Clause 1.3.

#### **1.3 THE GUARANTEE**

Each member must contribute an amount not more than \$1 (the guarantee) to the property of the company if the company 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:

- (i) Debts and liabilities of the company incurred before the member stopped being a member, or
- (ii) Costs of winding up

### **2 AIM AND OBJECTIVES OF ACAud**

#### **2.1 Aim**

The aim of ACAud is to promote and develop the science and practice of hearing care for the benefit of people affected by hearing loss through public education, advocacy and supporting the education and development of hearing health professionals.

#### **2.2 Objectives**

- 2.2.1 To advance human health by preventing, relieving and improving the hearing of the general public.
- 2.2.2 To be effective as an organisation by offering leadership and excellence in hearing care.
- 2.2.3 To advocate for and facilitate the fair and equitable access to optimal hearing care for the general public.
- 2.2.4 To support and promote standards of clinical competency, ethics, and codes of practice for the purpose of ensuring the highest level of service and safety to the general public.
- 2.2.5 To ensure members have appropriate and continuing educational opportunities for the purpose of ensuring the highest level of service and safety for the general public.
- 2.2.6 To facilitate and promote education on hearing related diseases and the role of hearing health intervention in the prevention and improvement of such diseases.
- 2.2.7 To promote research in the field of audiology and hearing care.
- 2.2.8 To liaise with similar organisations.
- 2.2.9 To promote public awareness of audiology and community support for hearing

care.

2.2.10 To provide organisational transparency to members and the general public whilst upholding public trust.

### **3 DEFINITIONS**

#### **‘ACNC Entity’**

Means a body corporate registered under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

#### **‘category’**

Unless otherwise indicated by the context of the sentence, ‘category’ includes ‘sub-category’ where such exists.

#### **‘Deductible Gift Recipient’**

The same meaning as in the *Income Tax Assessment Act 1997* (Cth).

#### **‘entity’**

Means either:

- a) an individual who is registered as an Australian Business; or
- b) a body corporate which is registered as an Australian Business; or
- c) a partnership which is registered as an Australian Business; or
- d) an authority of the Commonwealth, a State or a Territory.

#### **‘financial year’**

Refers to the year ending 30 June.

#### **‘hearing services’**

Means services or goods for the purposes in connection with:

- a) hearing rehabilitation; or
- b) assessment of hearing; or
- c) hearing loss prevention; or
- d) education of hearing care professional

#### **‘meeting’**

Unless specifically stated otherwise, ‘meeting’ refers to a general meeting of ACAud which all members are eligible to attend.

#### **‘member’**

Unless otherwise indicated by the context of the sentence, ‘member’ refers to any person who has been accepted by ACAud as either an Honorary Fellow, a Fellow, a

Full Member, an Associate Member, a Student Member, or an Affiliate Member.

**‘special resolution’**

means a resolution:

- (a) at a **meeting** of which notice as set out in clause 6.3.1 has been given; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

**‘voting member’**

Refers to any person who has been accepted by ACAud as either: a) a Fellow or a Full Member and whose membership is current

**3A Defined terms**

3A.1 Where a word appears in **bold and underlined print** it is a defined term under article 3 of this the Constitution.

3A.2 This provision is intended as an aid to interpretation only. The absence of bold or underlined print does not necessarily mean that a word is not a defined term.

**3B ‘Ordinary Member’**

Any reference to an ‘Ordinary’ member in the ACAud Constitution or in any other document means a person who is a full member of ACAud.

**4 POWERS OF ACAud**

- 4.1 To develop, administer and assess examinations to determine individuals’ competence in audiology and related fields.
- 4.2 To develop, administer and assess standards of best practice to ensure members utilise accepted business practice.
- 4.3 To hire lands, buildings or property, real and personal, which may be necessary for the purposes of any of the objectives of ACAud.
- 4.4 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the aim and objectives and the exercise of the powers of ACAud; to obtain from any such Government or Authority any rights, privileges and concessions which ACAud may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of ACAud.
- 4.6 To remunerate any person or body corporate for services rendered or to be rendered in the furtherance of the aim and objectives of ACAud whilst recognising and ensuring that ACAud shall operate in every respect as a not-for-profit entity.
- 4.7 To invest and deal with the funds of ACAud in such manner as may from time to time be thought fit.
- 4.8 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper.

- 4.9 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and bills of lading and other negotiable or transferable instruments.
- 4.10 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of ACAud, in the shape of donations, annual subscriptions, sponsorship or otherwise.
- 4.11 To print and publish any newspapers, journals, periodicals, books or leaflets that ACAud may think desirable for the promotion of the aim and objectives of ACAud.
- 4.12 To do all such things as are incidental or conducive to the attainment of the aim and objectives and the exercise of the powers of ACAud.
- 4.13 In the furtherance of the aim and objectives of ACAud, to buy, sell and deal in all kinds of articles, commodities, and provisions, both liquid and solid.
- 4.14 To exercise all powers set forth in this clause 4 in furtherance of the objectives set out in clause 2.2 in every respect.

## **5 MEMBERSHIP**

### **5.1 Categories of Membership**

ACAud will have seven categories of membership.

**5.1.1 Honorary Fellow (Life Member)** This member is an individual who has been of extraordinary service to the field of Audiology in Australia or to ACAud. This is the highest honour that can be bestowed on an individual by ACAud

**5.1.2 Fellow** This member is an individual who has achieved the highest level of professional recognition in Australia. This person can be considered an expert or specialist in their field.

**5.1.3 Full Member** This member is an individual who holds the relevant clinical qualifications as per below:-

- a) Postgraduate qualifications from an Australian or other approved university audiology program; or
- b) Approved audiometry qualification from an Australian Registered Training Organisation (RTO)
- c) Is a person whose qualifications and experience are otherwise deemed by the Board to be equivalent to the qualifications and experience referred to in subparagraph (a) & (b)

**5.1.4 Fellow & Full Member (Retired)** This member is an individual who has subsequently retired from the workforce and who wishes to maintain contact with the profession. This is a non-financial, non-voting member.

**5.1.5 Associate Member** This member is an individual who has had some formal hearing related qualifications other than required for clinical certification. This is a non-voting member.

**5.1.6 Student Member** This member is an individual who is enrolled in a recognised tertiary education course that leads to a qualification in hearing services.

**5.1.7 Affiliate Member** This member is an individual who has an interest in audiology. An Affiliate Member must not be a practising clinician.

## **5.2 Admission to Membership**

ACAud will determine, by the development and regular review of membership policies and procedures, the manner of admission to membership.

## **5.3 Certificate of Membership**

All Honorary Fellows, Fellows and Full Members will be issued with a certificate indicating their membership status. Membership certificates are issued to members as recognition of their membership status. A certificate does not confer ongoing rights and is not required to be returned upon cessation of membership.

## **5.4 Entitlement to Letters and Titles**

**5.4.1** Honorary Fellows are entitled to call themselves 'Honorary Fellow of ACAud' but are not entitled to any letters.

**5.4.2** Fellows are entitled to call themselves 'Fellow of ACAud' and are entitled use the letters 'FACAud'.

**5.4.3** Full Members are entitled to call themselves 'Member of ACAud' and are entitled to use the letters 'MACAud'.

**5.4.4** Full or Fellow Members who have attained a Clinical Certificate of Practice (CCP) are entitled to use the letters CCP after their membership letters (for example MACAud CCP, FACAud CCP)

## **5.5 Maintenance of Membership**

ACAud may determine, through the implementation of policies and procedures, the conditions with which members may be required to comply to maintain membership.

## **5.6 Membership Subscriptions and Fees**

**5.6.1** Membership subscriptions and fees shall be determined annually at the Annual General Meeting by ordinary resolution and will apply to the following financial year. In the absence of such a resolution, membership subscriptions and fees will remain the same as those determined for the current year. The Board of Directors may establish any new fee necessary for the effective operation of ACAud, however any such fee must be ratified at the next Annual General Meeting.

### **5.6.2 Due date of Membership Subscriptions**

Membership subscriptions become due on the date of application for membership and thereafter on the first day of each financial year.

### **5.6.3 Lapse of Membership**

**5.6.3.1** Any member who is in arrears with membership subscriptions forfeits all voting rights until such time as those arrears are paid.

**5.6.3.2** A member's membership of ACAud automatically terminates if the member is 3 months in arrears of payment of the member's membership subscription fees.

**5.6.3.3** A person or entity whose membership is terminated under clause 5.6.3.2 may reapply for membership of ACAud in the same category.

5.6.3.4 A person or entity who reapplies for membership under clause 5.6.3.3 is entitled to be automatically reinstated as a Member of ACAud if:

- a) the application is lodged with ACAud in the form approved by the Board of Directors from time to time; and
- b) the application is lodged within 2 years of the date the person or entity's membership of ACAud was terminated; and
- c) the person or entity has, at all times since the date that the person or entity's membership of ACAud was terminated, maintained all conditions of membership under clause 5.5 other than payment of membership subscriptions and application fees under clause 5.6; and
- d) the person or entity pays:
  - i) all arrears of membership subscription fees owing to ACAud; and
  - ii) all membership application and subscription fees which would, but for the termination of membership, have been payable during the period from the date that membership was terminated under clause 5.6.3.2 until the date of reapplication for membership under clause 5.6.3.3

5.6.3.5 For the avoidance of doubt, clause 5.6.3.3 relates to membership reinstatement only. A person or entity is not entitled to automatic reinstatement of any form of clinical certification issued by ACAud once the membership lapses or is terminated. The person or entity may reapply for clinical certification and must fulfill the requirements for clinical certification as determined by ACAud including where applicable, the resumption of practice policy as published and amended by ACAud from time to time. Clinical certification is separate to membership of ACAud.

5.6.3.6 If a person or entity who reapplies for membership under clause 5.6.3.3 is not entitled to be automatically reinstated as a member of ACAud under clause 5.6.3.4, the application must be treated as a new application for membership without regard to the person or entity's prior membership of ACAud.

5.6.3.7 Lapse of membership does not relieve the person or entity of any financial obligation incurred to ACAud while a member.

5.6.3.8 Each member acknowledges and agrees that, if the member's membership of ACAud is terminated under clause 5.6.3.2 ACAud may notify any relevant body of the termination without notifying or consulting the member.

## **5.7 Resignation of Membership**

5.7.1 Any member may resign from ACAud by giving written notice (including by email or other electronic communication) to ACAud.

5.7.2 Such resignation takes effect on the date the notice is received by ACAud (or a later date specified in the notice).

Any monies owing to ACAud by the member at the date of resignation remain due and payable

## **5.8 Termination of Membership**

- 5.8.1 A Member can have their membership revoked by a motion from the Board if a voting majority of 75% of all Board members is achieved.
- 5.8.2 Termination of membership does not relieve the person or entity of any financial obligation incurred to ACAud while a member.

## **5.9 Register of Members**

ACAud will maintain a register of members in accordance with the Corporations Act.

## **5.10 Liability of Members**

The liability of a member to contribute towards the payment of the debts and liabilities of ACAud or the costs, charges and expenses of the winding up of ACAud, is limited to the amount, if any, of any unpaid financial obligation incurred to ACAud by that member.

## **5.11 Codes of Conduct and Disciplining of Members**

- 5.11.1 ACAud may, by means of policies and procedures, determine any or all of Codes of Behaviour, Codes of Practice and Codes of Ethics with which members are expected to comply.
- 5.11.2 Where ACAud determines a Code of Conduct it will also determine penalties which may be imposed on members who breach that Code. These penalties may include fines, re-categorisation of membership, suspension of membership, termination of membership, warnings and requirements for re-examination.
- 5.11.3 Where ACAud determines penalties for breach of a Code of Conduct it shall also determine the procedures by which the breach may be assessed to have occurred, an appeal against such assessment may be heard, a penalty may be imposed and an appeal against such penalty may be heard.

## **6 GENERAL MEETINGS**

### **6.1 Types of Meetings**

#### **6.1.1 *Annual General Meeting***

ACAud shall, at least once in each calendar year and within five (5) months after the end of each **financial year**, and at such place or by such technology approved by the Board that allows members to participate in the meeting (including virtual meeting platforms), and at such time as determined by the Board, hold an Annual General Meeting of its members.

The Annual General Meeting shall deal only with the business prescribed under this Constitution.

- 6.1.1.1 Taking of the Roll.
- 6.1.1.2 Taking of Apologies.
- 6.1.1.3 Acceptance of the Minutes of the previous Annual General Meeting.
- 6.1.1.4 Acceptance of the Minutes of any Special General Meetings held since the previous Annual General Meeting.
- 6.1.1.5 Receipt of a report from the Board of Directors on the business of ACAud during the previous financial year.
- 6.1.1.6 Receipt of a report from each Standing Committee (if any).
- 6.1.1.7 Declaration of the poll to elect the Representatives from the membership, who are voting members, to the Board of Directors.
- 6.1.1.8 Determination of membership subscriptions and application fees for the following year (if required).
- 6.1.1.9 Motions to admit Honorary Fellows (if any).
- 6.1.1.10 Appointment of Auditor.
- 6.1.1.11 Members motion related to the management, operation, and activities of ACAud.

6.1.2 *Special General Meeting*

All general meetings of members other than the Annual General Meeting will be called Special General Meetings at which the business contained in the Notice of Meeting will be conducted.

**6.2 Convening of Meetings**

- 6.2.1 The Chair may at their own discretion and shall, on request of any three members of the Board of Directors or on request of any ten voting members, convene a meeting within twenty-eight days. In default those persons requesting the meeting may convene a meeting.
- 6.2.2 Where members require the Chair to convene a meeting, such requisition shall be in writing and shall state the objects of the meeting. The requisition shall be signed by the members making the requisition and shall be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members.
- 6.2.3 Where, on default by the Chair, a meeting is convened by members, it shall be convened in a manner as nearly as possible to that in which those meetings are convened by the Chair and all reasonable expenses incurred convening the meeting shall be refunded by ACAud to the persons incurring the expenses.

**6.3 Notice of Meetings**

**6.3.1 Meeting where a Special Resolution is to be proposed**

If a **Special Resolution** is to be voted upon at a **meeting**, the Secretary shall, no less than **21 days** before the date fixed for the holding of the **meeting**,

cause to be sent to each member at their address appearing in the register of members, a notice:

- (a) setting out the place, date and time of the meeting and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this,
- (b) stating the general nature of the meeting's business,
- (c) setting out an intention to propose a **Special Resolution**,
- (d) stating the resolution, and
- (e) if a member is entitled to appoint a proxy, containing a statement setting out the following information:
  - i) that the member has a right to appoint a proxy,
  - ii) whether or not the proxy needs to be a member ACAud.

#### 6.3.2 Meeting where no Special Resolutions are to be proposed

If **NO Special Resolution** is to be voted upon at a **meeting**, the Secretary shall, no less than **14 days** before the date fixed for the holding of the **meeting** cause to be sent to each member at their address appearing in the register of members, a notice:

- (a) setting out the place, date and time of the meeting and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this,
- (b) stating the general nature of the meeting's business,
- (c) if a member is entitled to appoint a proxy – containing a statement setting out the following information:
  - i) that the member has a right to appoint a proxy,
  - ii) whether or not the proxy needs to be a member ACAud.

### 6.4 Proceedings at Meetings

#### 6.4.1 Quorum at Meetings

6.4.1.1 A quorum shall be whichever is the lesser of either one-sixth of voting members or ten voting members. Only voting members present physically or via technology approved by the Board that allows members to participate in the meeting are to be considered when determining if a quorum is present.

6.4.1.2 No item of business, except as provided below, shall be transacted at a general meeting unless there is a quorum.

6.4.1.3 If within half an hour of the appointed time for the commencement of a general meeting, there is not a quorum, the meeting shall be adjourned to a similar time fourteen days later at the same place. No further notice of meeting shall be required.

6.4.1.4 If at the adjourned meeting there is no quorum, no item of business shall be transacted excepting that the members present may resolve to commence the winding up of ACAud in accordance with Clause 18.

#### 6.4.2 Chair at Meetings

6.4.2.1 The Chair, or in their absence, the Vice Chairman shall preside as Chair at

each general meeting of ACAud.

- 6.4.2.2 If the Chair and the Vice Chair are absent from a general meeting, the voting members present shall elect one of their number to preside as Chair of the meeting.

6.4.3 *Business of Meetings*

- 6.4.3.1 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

- 6.4.3.2 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary. The Secretary shall include that

- 6.4.3.3 business in the notice convening the next special general meeting after the receipt of the notice.

6.4.4 *Voting at Meetings*

- 6.4.4.1 A question arising at a general meeting shall be determined on a show of hands of voting members, unless on or before the declaration of the show of hands, a poll is demanded.

- 6.4.4.2 A poll on any question will be taken if demanded by not less than fifty per centum of voting members present or at the discretion of the Chair. The poll shall be taken in such manner as the Chair shall direct.

- 6.4.4.3 A declaration by the Chair that a resolution has, on show of hands or by poll, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute book of ACAud is evidence of the fact without proof of number or proportion of votes recorded in favour of, or against, that resolution.

- 6.4.4.4 Upon any question arising at a general meeting a voting member has one vote only.

- 6.4.4.5 Each voting member shall be entitled to appoint another voting member as their proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

- 6.4.4.6 All votes shall be given personally or by proxy.

- 6.4.4.7 In the case of any equality of voting on a question, the Chair is entitled to exercise a second or casting vote.

6.4.5 *Adjournment of the Meeting*

- 6.4.5.1 The Chair may, with the consent of the meeting, or where the Chair determines it is necessary due to disruption of the meeting, adjourn a general meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 6.4.5.2 Where an adjournment is for more than fourteen days, a Notice of Meeting shall be given as in the case of a general meeting.

- 6.4.5.3 Except as provided for in para 6.4.5.2, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **7 BOARD OF DIRECTORS**

### **7.1 Composition of the Board of Directors**

The Board of Directors will have a minimum of nine elected members and a maximum of

eleven members where the Board may co-opt up to two additional Directors (in addition to the maximum of nine elected members) pursuant to clause 7.1.1, none of whom may be a disqualified person under either the Corporations Act 2001(Cth) or the Charities Act.

7.1.1 The Board may, at any time, co-opt up to two Directors from within or outside the membership to bring specialist skills or knowledge to the Board. The Board shall determine the term of any co-opted Director.

A co-opted Director has the same rights and responsibilities as other Directors, including voting rights and being counted for quorum.

The Board may also appoint one or more persons as advisors to the Board.

## **7.2 Election of Representatives to the Board of Directors**

- 7.2.1 The membership will elect its nine elected members from among Fellows & Full Ordinary membership categories.
- 7.2.2 The method of election will be in accordance with the relevant ACAud policies and procedures.
- 7.2.3 There can be no more than 3 Board members from the same Holding/Parent Company.
- 7.2.4 The additional two Directors who may be co-opted may be from within the membership or may be external experts from outside the organisation. They are appointed by the Board in accordance with the relevant ACAud policies and procedures.

## **7.3 Term of Office of Directors**

- 7.3.1 Each elected member will in the normal course of events serve a term of three years.
- 7.3.2 Each year three positions for elected members will become vacant on the Board.
- 7.3.3 Elected members may serve more than one term of office, however, may only serve a maximum of 9 years in any continuous period.

## **7.4 Quorum at a meeting of the Board of Directors**

- 7.4.1 A quorum at a meeting of the Board of Directors shall be whichever is the lesser of either:
  - (a) one half of members of the Board of Directors; or
  - (b) Five members of the Board of Directors.
- 7.4.2 No item of business, except as provided below, shall be transacted at a meeting of the Board of Directors unless there is a quorum.
- 7.4.3 No item of business can be approved by emergent out-of-session circular/email unless a quorum of Directors has approved it.
- 7.4.4 Present means present in person, or via telephone or video link or by other technology approved by the board.
- 7.4.5 If within half an hour of the appointed time for the commencement of a

meeting of the Board of Directors, there is not a quorum, the meeting shall be adjourned to such a time as:

- (a) the Chair; or
- (b) if the Chair is not present, the Vice Chair; or
- (c) if neither the Chair nor the Vice Chair is present, a simple majority of members of the Board of Directors present deems appropriate.

## **7.5 Powers of the Board of Directors**

Unless limited by special resolution or by relevant legislation, the Board of Directors is delegated all powers of ACAud so that it may conduct the business of ACAud.

## **7.6 Conduct of the Business of the Board of Directors**

Unless directed by special resolution, the Board of Directors may conduct its business in any manner that it sees fit.

## **7.7 Directors Fees**

Directors may receive an honorarium in recognition of their governance responsibilities.

The amount of any honorarium payable to Directors or Committee Chairs must:

- a) be determined following consideration of independent benchmarking against comparable not-for-profit organisations or relevant market data where reasonably available
- b) be recommended by a Nominations and Remuneration Committee established by the Board
- c) be approved by members by ordinary resolution at a general meeting
- d) be disclosed in aggregate in the Annual Financial Statements of ACAud
- e) comply with the requirements of the Australian Charities and Not-for-profits Commission Act and any other applicable legislation

Any Director with a material personal interest in the determination of honorariums must not be present for, or vote on, the matter.

Any honorarium paid must be consistent with the not-for-profit nature and charitable purpose of ACAud.

# **8 COUNCIL OF FELLOWS**

## **8.1 Members of the Council**

Honorary Fellows and Fellows of ACAud, whose membership is current, comprise the Council of Fellows.

# **9 OFFICERS OF ACAud**

## **9.1 Directors**

ACAud Board shall elect from among its members, a Chair and a Vice Chair in

accordance with the relevant policies and procedures.

Should the Chair position become vacant, the Vice Chair will take on the Chair responsibilities until the next AGM and the Board will elect another Vice Chair from the Members of the board.

9.1.1 The Board shall hold the election of Chair and Vice Chair at the first Board meeting after the AGM. The election shall be by secret ballot.

9.1.2 The Chair can be removed by a motion from the Board if a voting majority of 75% of all Board members is achieved.

9.1.3 If the Chair is removed in accordance with para 9.1.2 the Vice Chair will assume the position of Chair and a new Vice Chair shall be elected from the members of the Board for the remaining term.

9.1.4 A Director can be removed by a motion from the Board if a voting majority of 75% of all Board members is achieved. This casual vacancy will be filled in accordance with the relevant policy.

## **10 COMMITTEES**

### **10.1 Standing Committees**

Standing Committees may be established by the Board of Directors and shall operate in accordance with Terms of Reference approved by the Board, subject to the limitations set out in clause 10.3

### **10.2 Terminating Committees**

10.2.1 The Board of Directors may create Terminating Committees with, except where limited by para 10.3, such powers and duties as it may determine.

10.2.2 All Terminating Committees cease to exist at the Annual General Meeting following their creation.

### **10.3 Limitations of Powers of Committees**

10.3.1 No committee shall be delegated the power to alter this constitution.

### **10.4 Conduct of the Business of Committees**

Unless limited by this constitution, by any relevant policies, by special resolution or by the resolution creating it, a committee may conduct its business in any manner it sees fit.

## **11 SECRETARY**

### **11.1 Appointment of Secretary**

The Chair shall appoint a Secretary from among the members of the Board of Directors.

### **11.2 Duties of Secretary**

The duties of the Secretary include those detailed in this constitution, any that may be created by relevant policies and those additional duties as may be detailed by the Chair from time to time.

## **12 AUDITOR**

### **12.1 Appointment of Auditor**

ACAud shall appoint an Auditor who shall be a certified practicing accountant. They shall audit the accounts of ACAud and is authorised to call for the production of all books, papers and documents relating to the affairs of ACAud.

## **12.2 Restrictions on Appointment**

The Auditor shall not be a Director of ACAud, a member of the Board of Directors or a member of any Committee.

## **13 POLICIES AND PROCEDURES**

- 13.1. The ACAud Board may by motion at a meeting, create, review, or rescind policies and procedures that apply to any aspect of the conduct and management of the affairs of ACAud that is not specifically covered by this Constitution.

No policy or procedure may alter or contradict the Constitution.

## **14 FUNDS AND ACCOUNTS**

### **14.1 Appointment of Treasurer**

The Chair shall appoint a Treasurer from among the members of the Board of Directors.

### **14.2 Financial Records**

- 14.2.1 The Treasurer shall cause to be kept, in accordance with good accounting practice, a record of all financial dealings of ACAud.
- 14.2.2 The financial records are to be available for scrutiny at all reasonable times by any member.
- 14.2.3 The Treasurer within two months of the close of the financial year shall cause to be prepared an audited Annual Information Statement containing, inter alia, the following particulars:
- the income and expenditure of ACAud during its last financial year.
  - the assets and liabilities of ACAud at the close of the last financial year. This statement is to be included in the annual report to members.

### **14.3 Banking Accounts**

- 14.3.1 Except as provided in clause 14.3.2, the funds of ACAud must be kept in a bank account approved by the Board. The Board may authorise Directors and senior employees of ACAud as bank signatories in accordance with financial delegations approved by the Board. All withdrawals from such accounts must be authorised by no fewer than two authorised signatories.

- 14.3.2 The Board of Directors may allocate limited funds to a committee or other body in order that that board or body may carry out its function. In such case the committee or body will be required to keep a record of its financial dealings and keep the Board of Directors informed of such dealings.

### **14.4 Application of funds**

The assets and income of ACAud shall be applied solely for charitable purposes in furtherance of its aims and objectives, and no portion shall be distributed directly or indirectly to its members except on bonafide compensation for services rendered or expenses incurred on behalf of ACAud.

## **15 VARIATION OF THIS CONSTITUTION**

This constitution may only be altered, rescinded, or added to by special resolution.

## **16 COMMON SEAL**

### **16.1 Provision of Common Seal**

The Common Seal of ACAud shall be kept in the custody of the Chief Executive Officer or delegated officer.

### **16.2 Authority to use Common Seal**

The common seal shall only be used by authority of ACAud and every instrument to which the seal is affixed shall be signed by both Officers of ACAud.

## **17 DOCUMENTS**

### **17.1 Custody of Documents**

The Chief Executive Officer or delegated officer shall be responsible for the care and safe custody of all ACAud documents.

### **17.2 Access to Documents**

All documents concerning the administration of ACAud shall be available for inspection by members at all reasonable times.

## **18 WINDING UP OF ACAud**

**18.1** The affairs of ACAud shall be wound up if membership at any time is less than three persons or by special resolution.

### **18.2 Dispersal of Assets**

If ACAud is wound up and there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of ACAud but if there exists another organisation or association in Australia or its territories with similar aim and objectives and which also prohibits the distribution of its property and income among its members, ACAud may resolve, by motion at the meeting at which it was decided to disband, to donate the remaining assets of ACAud to such organisation.

### **18.3 Revocation of Deductible Gift Recipients status**

Without limiting clause 18.2, if ACAud is a Deductible Gift Recipient and is wound up or its endorsed as a Deductible Gift Recipient is revoked, and any property (including the following property) remains after satisfaction of all its liabilities, that the property must be given or transferred to other institutions who have similar objectives to ACAud that are Deductible Gift Recipients, which are charitable at law:

- (a) gifts of money or property for the principal purpose of ACAud;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of ACAud; and
- (c) money received by ACAud because of such gifts and contributions.

## **19 READING THIS CONSITUTION WITH THE CORPORATIONS ACT**

**19.1** The replaceable rules set out in the Corporations Act do not apply to the company.

**19.2** The Corporations Act overrides any clause in this Constitution which is inconsistent with the Act.

**20** 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.

## **21 ACNC ENTITY**

If ACAud is an ACNC Entity and a provision in this constitution is inconsistent with a law applicable to ACAud due to its registration as an ACNC Entity, the relevant law overrides the provision of this Constitution to the extent of any inconsistency.

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