

The Revised ASA Constitution

Background

The Purpose of The Constitution

The Australasian Sonographers Association Ltd (ASA) is a company limited by guarantee and a not-for-profit company whose members are sonographers practicing in Australia and New Zealand. The company functions as a professional membership organisation for sonographers.

The Constitution of ASA is an agreement between its members. It sets out how the company will be run, and the role and powers of its members and the Board of Directors – most of whom are members elected by the membership.

The current Constitution was first approved in May 2004. Since then, it has been adjusted 9 times. The current version was approved by the Members at the Annual General Meeting on 3 November 2022.

Why Was The Constitution Revised?

The Constitution has been revised to:

- simplify it
- improve the drafting to make it easier to read and apply
- remove inconsistencies
- make it compatible with recent changes to the law
- ensure that it includes the provisions usually found in the constitution for a membership organisation like ASA

How Was The Revision Carried Out?

In mid-2024, the Company Secretary, assisted by Julie Toop, an External Director of ASA with extensive legal experience, carried out a detailed review of the Constitution to bring it up to date with legislative changes and to ensure that was fit for purpose.

The general approach to the review was to leave the existing structure of the Constitution unchanged, to make the changes required and to ensure that it was clear and unambiguous for ASA's members and directors.

The revision process finished with an external legal review by Lander & Rogers in February 2025.

In March 2025 the Board approved the revised Constitution and recommended it for adoption by the Members.

What Has Changed?

Objects and Powers

Objects

ASA's objects, set out in clause 3, are unchanged.

The objects set out what ASA is intended to do. In summary, it must foster a sonography profession that delivers high quality ultrasound through sonographer expertise, and advances the health of the public and the education of sonographers.

Legal Capacity and Powers

Clause 4 sets out ASA's legal capacity and powers. This clause has been simplified.

Restrictions on The Use of Assets and Income

The uses which ASA can make of its income is set out in clause 5.

In keeping with its not-for-profit status, the restriction on profit or gain for members remains. The list of permitted application of funds has been expanded to allow the Board and management to pay expenses usually associated with a membership organisation, while remaining true to the company's objects.

Membership

Classes of Membership

Clause 7 has been simplified.

The main class of membership continues to be Accredited Medical Sonographer Members. There are also other classes of membership which have been created by the Board over the years.

The revised Constitution clarifies the process for creating new classes of membership, which must now be included in a Governance Policy (see below).

Clause 7 also makes it clear that only Accredited Medical Sonographer Members have the right to vote at General Meetings or to be elected as General Directors on the Board.

Eligibility for Membership

For clarity, clause 8 sets out the eligibility requirements for Accredited Medical Sonographer Members.

Clause 8 also allows for the creation of a Governance Policy by the Board setting out the requirements for other classes of membership.

Disciplinary Sanctions

Clause 14 replaces the existing termination of membership provisions with an up-to-date disciplinary clause. The new clause includes a process for taking disciplinary actions against a member which accord with the principles of natural justice.

The existing clause dealing with complaints has been deleted.

Cessation of Membership

Clause 15 dealing with cessation of membership has been simplified and made clearer.

Meetings of the Company's Members

General meetings are an essential part of ASA's governance. The ability to call, attend and vote at general meetings are important rights for ASA's members. The amendments made to this section of the Constitution make the processes around general meetings clear to all members.

Clauses 16 – 20, covering calling general meetings, members resolutions, members statements, people who may attend a meeting and notices for general meetings, have been expanded to include matters which, because of ASA's status as a charity, are no longer automatically legally applicable to ASA.

Clauses 22 - 28 relating to the chair of general meetings, conduct at meetings, adjournment of meetings, voting at meetings, the appointment of proxies and holding meetings online have been simplified to make them easier to follow.

Directors

The number of General Directors elected by the Accredited Medical Sonographer Members remains unchanged at 7, with a further 3 External Directors appointed by the Board.

General Directors

A General Director's maximum period of office remains at 9 years (3 periods of three years), excluding any period of time spent as a casual director appointed by the Board.

Clause 31 introduces a required for a three-year 'cooling off' period after a General Director's maximum period of office has been reached before they can stand for election again.

Election of General Directors

The process for electing General Directors set out in clause 32 has been simplified and made clearer.

Casual Directors

Casual directors are Accredited Medical Sonographer Members who are appointed by the Board to fill any vacancy arising for General Directors. They hold office only until the next annual general meeting.

Clause 33 makes it clear that a casual director may not be reappointed after as a casual director once they reach the end of their term, but they can stand for election as a General Director.

Clause 36 clarifies the circumstances in which a General Director can be removed from office. Reasons for removal now include cancellation of their membership of ASA.

Power and Duties of Directors

Clauses 37 – 39 and clause 41 relating to the management of ASA, delegations of power by the Board, Board Committees and handling any Director's conflicts of interest have been redrafted to improve clarity, but are essentially unchanged.

Directors' Duties

A new clause 40 covers Directors' duties. The provisions of the Corporations Act relating to directors' duties have been 'switched off' for companies which, like ASA, are also registered charities by a recent amendment to the Act. Duties have been reinstated in general terms, together with a requirement to complete the Australian Charities and Not-for-profits Commission's governance standards.

Proceedings of Directors

Clauses 42 – 47 deal with the normal operations of the Board, including the appointment of ASA's President and Vice-President, calling Board meetings, the quorum for meetings, voting and the use of circulating resolutions. All these clauses have been redrafted to improve their clarity.

Governance Policies

Clause 48 introduces Governance Policies as a replacement for Policies.

Governance Policies are made to ensure the good governance of ASA. Like the old Policies, they are approved by the Board and must be made available to Members on the ASA Website.

The revised Constitution now contains specific powers for the Members to amend or rescind Governance Policies at a General Meeting.

The list of potential Governance Policies includes:

- Non-voting Member Policy, setting out the classes of non-voting members, their eligibility requirements and any members' rights specific to each class (refer to clause 8)
- Terms of Membership Policy applicable to members
- Membership Application and Assessment Policy, setting out requirements for membership applications in addition to the requirements set out in the Constitution, and how membership applications will be assessed
- Election of General Directors Policy, setting out further details of the election process for General Directors, if required (refer to clauses 31 and 32)
- Director Remuneration Policy, setting out how expenses are reimbursed, and Directors' entitlements to honorariums (compensation for lost earnings while attending ASA Board events)
- Dispute Resolution Policy, setting out further details of the dispute resolution mechanism, if required (refer to clause 60)

Administration

Clauses 49 – 61 cover the good administration of ASA. Where possible, clauses have been simplified.

Indemnity for Officers

At present, indemnity for Directors against claims and legal costs is at the discretion of the Board.

The indemnity included in clause 59 has been altered to make it mandatory for ASA to provide indemnities for the Directors, the Company Secretary and the CEO.

As ASA continues to grow, it is normal and reasonable for it to provide indemnities for officers to protect them against claims.

By law, indemnities do not cover legal fees or penalties if an officer is found to have broken the law.

Dispute Resolution

Clause 60 is a new clause, dealing with disputes between members or between members and ASA stemming from the Constitution. The clause sets out a process for trying to resolve disputes, although it cannot prevent someone starting legal proceedings if the dispute resolution fails.