

ASA Governance Overview

Legal Structure

Company Limited by Guarantee

The Australasian Sonographers Association Ltd (ASA) is a company limited by guarantee.

This particular type of public company is well suited to not-for-profit membership organisations like the ASA. Instead of issuing shares, ASA has members, who enjoy the rights and privileges of membership.

The company's liability is limited, meaning that if the company is dissolved, the personal liability of each of its members is limited to \$20.00.

Registered Charity

ASA is also a register charity, registered with the Australian Charities and Not-for-profits Commission.

Objects

ASA's objects, set out in its Constitution, are to advance the health of the public and to advance the education of individuals performing ultrasound by undertaking the following activities:

- (a) promoting and advocating for the advancement of the sonography profession;
- (b) supporting and disseminating research that contributes to the sonography profession's body of knowledge;
- (c) positioning sonographers as the experts and principal providers of diagnostic medical ultrasound;
- (d) contributing to the quality and standards of sonography practice by developing recommendations for sonographers and the sonography industry;
- (e) engaging with Government and other health care providers to improve the quality and accessibility of sonography services and the future supply of sonographers in the workforce;
- (f) facilitating professional development opportunities through conferences, meetings, workshops and online activities;
- (g) offering a broad range of opportunities for sonographers to advance their professional knowledge;
- (h) advancing the education of those performing ultrasound and other people involved in sonography, including in less developed communities for improved health outcomes; and
- (i) undertaking other actions or activities necessary, incidental or conducive to advance these objects.

Governance Arrangements

Constitution

Like all public companies, ASA has a Constitution, which sets out how the company is managed.

The Constitution, which was updated in June 2025, provides for:

Different classes of membership, with different membership rights

The main class of membership, and the only type with voting rights, is Accredited Medical Sonographer Members.

Different Types of Directors

ASA can have up to 7 General Directors who must be Accredited Medical Sonographer Members and who are elected by the membership, and three External Directors, who are appointed by the Board of Directors.

If there are fewer than 7 General Directors, the Board can appoint a Casual Director who can stay on the Board until the next annual general meeting. A Casual Director must be an Accredited Medical Sonographer Member.

Annual General Meetings

ASA has to hold annual general meetings at which the members can approve ASA's report and accounts for the previous financial year, and ask questions to the directors about the performance and direction of the company.

The Members also have other rights set out in the Corporations Act 2001.

Board of Directors

The Constitution gives the Board responsibility for managing ASA's business, other than any powers reserved for the membership.

The Board of Directors are responsible for the efficient and effective management of ASA. Their main responsibilities are:

- appointment of the CEO and review of the CEO's performance
- approving ASA's strategic plans and objectives
- approving ASA's operating plans
- ensuring that the ASA has robust financial systems and controls in place, approving ASA's annual budgets and assessing financial performance
- approval of significant governance, board and organisational policies
- setting ASA's risk framework, and reviewing strategic risks and other risks outside tolerances
- ensuring that ASA complies with all its regulatory requirements, including work health and safety requirements

setting and promoting a positive culture

Immediately after each annual general meeting, the Board appoints the President and the Vice-president of ASA.

To assist with its governance, the Board has developed a Board Charter, a Board Code of Conduct and a Probity Policy.

Board Committees

The Board operates two Board Committees, each with written Terms of Reference approved by the Board:

The Finance Audit and Risk Committee (FRAC)

This Committee has responsibility for detailed examination of all ASA's financial activities, including oversight of the annual external audit and its investments.

Governance Nominations and Remuneration Committee (GNRC)

This Committee's remit is to advise the Board on all matters relating to ASA's governance.

Company Secretary

ASA's governance functions are fully supported by a professional Company Secretary.

The Role of the Chief Executive Officer

The Board has delegated some of its powers and authorities to the CEO.

The CEO is responsible for the day-to-day operations of ASA, including:

- preparation of financial budgets and reports
- employment and performance of all staff members
- organisation of member services, including continuing professional development
- organisation of the annual scientific conference

The President and the CEO work closely together to ensure the smooth running of ASA.

Current Board Members

Name	Type of Director	Date First Appointed	Term End Date
Anthony Wald	Member Director	24/05/2018	AGM 2026
Sean Coveney	Member Director	03/11/2022	AGM 2025
Brooke Osborne	Member Director	18/02/2022	AGM 2025
Michele Dowling	Member Director	10/09/2016	N/a
Narelle Kennedy	Member Director	17/10/2020	AGM 2026
Roger Lee	Member Director	17/10/2020	AGM 2026
Sarah Stevens-Gieseg	Casual Director	31/01/2025	AGM 2025
Alexandra Bell	External Director	29/05/2021	29/05/2027
Julie Toop	External Director	24/05/2018	24/05/2027
Kelly Griffiths	External Director	24/05/2018	24/05/2027

2026 Board and Committee Calendar

The approved calendar for 2026 is set out below. Note that, depending on matters which might arise during the year, there may be some adjustments to this schedule.

Item/Meeting	Date	Location
January		
February		
GNRC	Thu 5/02/26 – 7.30pm	Online
FRAC	Thu 12/02/26 – 7.30pm	Online
Board Strategy Day Board Meeting #1	Fri 27/02/26 – 9.00am Sat 28/02/28 – 9.00am	95 Queen St, Melbourne 95 Queen St, Melbourne
March		
April		
GNRC	Thu 16/04/26 – 7.30pm	Online
FRAC	Thu 30/04/26 – 7.30pm	Online
May		
Board Meeting #2	Thu 14/05/26 – 6.30pm	Online
Board Meeting #3	Thu 28/05/26 – 10.30am	Gold Coast
June		
July		
Board Meeting #4	Thu 23/07/26 – 6.30pm	Online
August		
GNRC	Thu 27/08/26 – 7.30pm	Online
September		
FRAC	Thu 03/09/26 – 7.30pm	Online
Board Meeting #5	Thu 17/09/26 – 6.30pm	Online
October		
November		
AGM	Thu 05/11/26 – 7.00pm	Online
Board Training Day Board Meeting #6	Fri 27/11/26 – 9.00am Sat 28/11/28 – 9.00am	95 Queen St, Melbourne 95 Queen St, Melbourne
December		