



Governance Policy

Payments to Directors

Approved by the Board on 31 July 2025

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Governance Policy:

Payments to Directors

1 Constitutional Provisions

1.1 Authority To Make Governance Policies

The Constitution of Australasian Sonographers Limited (ASA) allows the Company's Board to make, vary, rescind and replace Governance Policies that are associated with matters in the Constitution and which in the Board's opinion are necessary or desirable for the good governance of the Company and its Members.

The Board has approved this Payments to Directors Governance Policy to provide clear and transparent procedures for payments to Directors connected with their work for the Company.

1.2 Authority To Make Payments to Directors

ASA's Directors are not paid for their service to the Company.

Clause 35 of ASA's Constitution allows for two types of payments to Directors attending Board meetings, Board committee meetings, General Meetings or otherwise in connection with the business of the Company:

- payments for all properly incurred disbursements; and
- honorariums as compensation for loss of income or entitlements from their usual employment.

2 Director Travel and Expenses

2.1 Overview

ASA controls and minimises the cost of travel, accommodation and other expenses incurred on business-related travel or attendance at business-related meetings. When engaged in ASA's business, Directors should always strive to achieve the most cost-effective solution for ASA.

2.2 Approvals

Directors must get prior approval from the President for all travel outside their usual city of residence in connection with ASA's business. The President should get prior approval from the Chair of the Finance, Risk and Audit Committee.

2.3 Travel and Accommodation Costs and Expenses

When travelling in connection with ASA's business, Directors should where possible ask ASA's Office Manager to organise any required travel and accommodation bookings for them. If it is not possible for ASA to make the arrangements, Directors may organise approved travel and accommodation for themselves.

When booking travel and accommodation, the following guidelines must be followed both by ASA Directors:

- air travel must be economy class only unless an upgraded class of travel is approved;
- where possible, air travel should be booked well in advance to achieve the best economy fare available;
- airfares should be purchased as economically as possible;
- if Directors have airport lounge access, economy airfares may be purchased with the affiliated airline to maximise use of their work time during travel;
- flexible airfares may only be purchased with prior approval;
- car hire costs must be in accordance with the ASA Travel Expenses Policy for staff members;
- the standard of hotel accommodation to be used must be moderate (3 or 4 star); and
- the length of stay should be for the minimum number of nights required to attend a meeting and if possible and cost-effective, return travel should be on the day of the meeting.

Directors may, if they wish, book higher class air travel, higher standard hotel accommodation and longer stays, but will be expected to pay for any additional charges themselves.

2.4 Gifts and Hospitality

Prior approval must be obtained for any gifts or hospitality offered to other people. Approval can be given by:

- the President; or
- if approval is sought by the President or the President is not available to give approval, the Chair of the Finance Risk and Audit Committee; or
- if neither the President nor the Chair of the Finance Risk and Audit Committee is available to give approval, the Chief Executive Officer.

2.5 Other Costs

When travelling away from their home or their usual place of work in connection with ASA's business, Directors may claim disbursements for:

- taxis or a cost-effective alternative may be used for transfers from the home or office to and from the local airport;
- use of their private cars at the rate currently authorised by the ATO when travelling to and from their home or place of work in connection with ASA's business;
- parking fees associated with their travel; and
- the reasonable cost of meals not exceeding \$35 for breakfast, \$45 for lunch and \$70 for dinner (excluding GST if applicable).

2.6 Costs Which Cannot Be Reimbursed

When travelling away from their home or their usual place of work in connection with ASA's business, Directors are expected to:

- use their own telephones, and to avoid WiFi access and telephone charges; and
- limit claims for alcohol consumption to drinks with meals

- pay for their own hotel mini-bar charges.

2.7 Submitting and Approving Expenses Claims

Claims for expenses must include:

- the purpose of the expense;
- if gifts or hospitality have been given, the names and organisations of any person receiving gifts or hospitality, and the date when the gifts or hospitality were approved; and
- all supporting tax invoices.

Claim forms can be obtained from, and must be submitted to, ASA's Office Manager.

3 Honorariums

3.1 Why Honorariums Are Used

Honorariums may be given to Directors as compensation for any loss of earnings or entitlements from their regular employment as a result of their attendance at Board meetings, Board committee meetings, General Meetings or otherwise in connection with ASA's business. Loss of entitlements includes loss of leave and study leave, and loss of similar employment benefits.

It is anticipated that honorariums might encourage Accredited Sonography Members to volunteer as Directors, and Directors to attend meetings and devote time to matters that are directly relevant to the ASA's affairs.

Honorariums are not intended to be payment for services to ASA provided by Directors or to provide significant personal benefits to Directors.

3.2 When Honorariums Are Used

Honorariums are only used when a Director incurs loss of earnings or entitlements as a direct consequence of attending ASA Board or Committee meetings, or other ASA events where their attendance is expected as part of their duties towards ASA.

Honorariums are not applicable for private time spent working on ASA affairs, such as reading Board or Committee papers, providing other assistance to ASA or answering correspondence.

3.3 Quantum of Honorariums

The size of any honorarium payment to any Director is the lesser of:

- a Director's loss of earnings or entitlements, after deduction of usual rates of taxation, as a direct consequence of attending ASA Board or Committee meetings, or other ASA events where their attendance is expected as part of their duties towards ASA; or
- the amount found from the table below:

Duration of Event, including Intercity Travel Time	Maximum Amount of Honorarium
Up to 2 hours	\$125
Up to 4 hours	\$250
More than 4 hours	\$475

The Board may from time to time, and with advice from ASA's external accountants or auditors, review the maximum amounts of an honorarium. If these amounts are changed the Board will cause a revised version of this Governance Policy to be prepared and approved as required by the Constitution.

3.4 Approving Honorarium Payments

Any Director who wishes to claim an honorarium for attendance at an ASA Board or Committee meetings, or other ASA events, must submit a written claim to the President for approval. The President must submit a written claim to the Chair of the Finance Risk and Audit Committee.

Each claim must set out:

- sufficient details of any income or entitlements foregone as a result of attending the event, including the amounts involved; and
- the amount of the claim.

If approved, the President or the Chair of the Finance Risk and Audit Committee as required will forward the claim to ASA's Office Manager for processing and payment.