

## The Constitution of the Acoustical Society of New Zealand Incorporated

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This Constitution shall be read in conjunction with the New Zealand Incorporated Societies Act 2022 (the Act). Nothing in this Constitution shall be interpreted as replacing or undermining the requirements of the Act.

1. **NAME**

The name of the Society is the Acoustical Society of New Zealand Incorporated (hereinafter called the “Society”). The name of the Society may be abbreviated using the initialism “ASNZ”.

2. **REGISTERED OFFICE**

The registered office of the Society shall be at such place as the Committee of the Society (hereinafter called the “Council”) may decide from time to time.

3. **PURPOSES**

The purposes for which the Society is established are:

To promote the science and practice of acoustics in all its fields so as to give effect to such purposes as:

- (i) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences, designed to advance the cause of acoustics whether general, professional or technical and to employ lecturers, teachers and other persons for these purposes and to pay expenses, professional or otherwise in connection therewith, as approved by the Council.
- (ii) To establish administrative and advisory bodies, committees, groups, sections and divisions as is found necessary or desirable to promote the purposes of the Society.
- (iii) To consider the requirements and priorities of research and development in all fields of acoustics.
- (iv) To collect and circulate statistics and other information relative to acoustics in all its fields.
- (v) To raise the character and status and advance the interests of the science of acoustics and to obtain power to grant legally recognised certificates of competency and grades of membership.
- (vi) To represent generally the views and interests of those concerned with acoustics and to preserve and maintain their integrity by imposing strict rules of conduct as a condition of membership and by other means promoting just and honourable practice in such activities.

#### 4. **POWERS**

For the intent of carrying out the aforesaid purposes, the Council shall have power:

- (i) To support, set up, maintain or carry on any research, development or investigation into acoustic science.
- (ii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its purposes and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society or the corporate welfare of its members.
- (iii) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets, design rights or results of research and the like of, or supported by, the Council as may be thought expedient with a view to the promotion of its purpose.
- (iv) To undertake or execute any trusts which may lawfully be undertaken by the Society and may be conducive to its purposes.
- (v) To borrow or raise money for the purpose of the Society on such terms and on such security as may be thought fit.
- (vi) To invest the moneys of the Society not immediately required for its purposes in, or upon such investments, securities or properties as may be thought fit.
- (vii) To grant certificates and diplomas of competence and grades of membership and to examine members as may be necessary towards such granting.
- (viii) To obtain any Act of Parliament or Royal Charter for all or any of the purposes of the Society.
- (ix) To establish, subscribe to, promote, become a member of, support, to amalgamate, to affiliate or co-operate with any other association, society, institution or company whether incorporated or not whose purposes are altogether or in part similar to those of this Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Society.
- (x) To do all such other things and make such payments or awards as are incidental or conducive to the attainment of any of the above purposes.

## 5. MEMBERSHIP

### (i) Grades of membership

These shall be:

- Fellow
- Executive Member
- Member
- Affiliate
- Student

### (ii) Voting Rights and Holding Office

All Society members (i.e. Fellows, Executive Members, Members, Affiliates and Students) shall have full voting rights.

Society members holding the grades of:

- Fellow
- Executive Member
- Member

shall be corporate members of the Society with the right to hold office.

However, up to two Affiliates can be voted onto the Council and shall have the same powers as other Council members.

### (iii) Application for membership

Intending members of the Society are required to apply for membership including the appropriate membership application approved by the Council from time to time. Applications should be for the appropriate grade, i.e. Executive Member, Member, Affiliate or Student.

All intending members must, in their application form, sign in acknowledgement of their consent and agreement to abide and comply with the terms detailed in the Society Constitution, and Rules of Conduct.

Fellowships are elected solely by the Council, but any member may recommend another to the Council for such an honour.

### (iv) Qualifications for membership

#### Executive Member

Open to persons who can demonstrate to the satisfaction of the Council that they have a long-term professional involvement, (or prior professional involvement) in acoustics and have proven commitment to the welfare of the Society through long-term Membership, and qualifying by A and B below:

A Holding the grade of Member of the Society for 12 or more years (aggregate).

AND

B Evidence of a minimum of 15 years full-time experience of responsible work in the field of acoustics.

### Member

Open to persons who have a professional involvement, (or prior professional involvement) in acoustics and are interested in the welfare of the Society and qualifying by A, B, or C below:

A Hold a Bachelor Degree (or NZQA approved Level 7 equivalent) or higher, in a relevant field e.g. Acoustics, Engineering, Architecture, Mathematics, Science, Applied Science, Building Science, Health Science, Planning, Audiology, Medicine etc.

AND

Evidence of a minimum of three years' full-time experience of responsible work in the field of acoustics.

OR

B Evidence of a minimum of 10 years' full-time experience of responsible work in the field of acoustics.

OR

C Hold a Doctor of Philosophy (PhD) (or NZQA approved Level 10 equivalent), on a topic in the field of Acoustics.

Where it is not evident that the doctoral studies of the applicant were related to the field of acoustics, the Council at its discretion, may request further evidence to be submitted in the form of an academic portfolio. This would outline the relevant research and teaching by the applicant and present evidence of this e.g. a list of peer-reviewed papers, research, student theses supervised, teaching, tutoring and a description of any post-doctoral work to support the application

### Affiliate

Open to persons interested in acoustics and the welfare of the Society.

### Student

Open to currently enrolled students interested in acoustics and the welfare of the Society. Applicants must provide evidence of their full-time enrolment.

#### (v) Rules of Conduct, Dispute Resolution and Disciplinary Measures

All members shall comply at all times with the Rules of Conduct set out in the Society Rules of Conduct, Dispute Resolution and Disciplinary Measures document.

In the event of the Council receiving a complaint of alleged improper conduct, competence or behaviour, the Council shall, to the best of their ability, follow the procedure set out in this document.

The Constitution and procedures outlined in the Rules of Conduct, Dispute Resolution and Disciplinary Measures document are considered consistent with natural justice in accordance with Section 41 of the Incorporated Societies Act 2022.

#### (vi) Continuing Professional Development (CPD)

Executive Members and Members must satisfy any requirements for CPD determined by the Society in order to retain their grades of membership. Failure to satisfy these requirements will result in relegation to the grade of Affiliate.

There shall be no CPD requirements to maintain the grades of Fellow, Affiliate or Student.

#### (vii) Title

The authorised titles and abbreviations for Member, Executive Member and Fellow of the Society shall be:

- Member of the Acoustical Society of New Zealand (MASNZ)
- Executive Member of the Acoustical Society of New Zealand (EMASNZ)
- Fellow of the Acoustical Society of New Zealand (FASNZ)

Affiliates and Students are not authorised to use these titles.

#### (viii) Registers of Members, Executive Members and Fellows

The Secretary shall maintain registers of Members, Executive Members and Fellows on the Society website, and keep them up to date.

Applicants may choose to opt out of the relevant register when they apply for Executive Membership or Membership.

(ix) Register of members

The Secretary shall maintain a register of all members, which records names, contact details, the date of commencement of membership, and any other relevant information as the Society sees fit, and is to keep the register up to date.

It is the responsibility of any member to advise the Society of changes to their name and/or contact details as soon as practicable. Proof of change may be requested by the Society.

(x) Personal benefit

As a not-for-profit organisation, Officers and members may not receive any distributions of profit or gain from the Society. This does not prevent Officers or members:

- receiving reimbursement of actual and reasonable expenses incurred.
- entering into any transactions with the Society for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties.
- receiving incidental benefits (for example, trophies, prizes, grants or discounts) in accordance with the purposes of the Society, or to alleviate hardship.

No Officer or member is allowed to influence any such decision made by the Society in respect of payments or transactions between the Society and themselves, their direct family or any associated entity.

6. **MEMBERSHIP SUBSCRIPTIONS**

- (i) The Society may, at a General Meeting, prescribe or alter the subscription for separate classes of members. The normal subscription in respect of each grade of member shall be determined at the time of the General Meeting when Officers are elected.
- (ii) An application fee, as per the amount stated on the Executive Member and Membership application forms, are payable with an application for Executive Membership and Membership to cover administration costs associated with the application.
- (iii) Applications for the grades of Affiliate and Student, and membership renewals for the grades of Executive Member and Member will not incur an application fee.
- (iv) Members awarded a Fellowship shall have no subscription imposed.

## 7. **COUNCIL**

The Council of the Society shall consist of at least nine members where Fellows, Executive Members, Members, and, including up to two Affiliates of the Society, have the right to hold office. The Council must include:

- (i) One President and two Vice Presidents (one for each of the North and South Islands). They shall be Fellows, Executive Members or Members. No Council member shall hold the office of President for more than two consecutive elections.
- (ii) A Treasurer who shall be a Fellow, Executive Member or Member. The Treasurer will have control of the funds of the Society, keep financial records up to date, and will facilitate the preparation of the accounts and annual balance sheet.
- (iii) A Secretary who may be a Fellow, Executive Member or Member. Or with the approval of the Council, a Salaried Officer may be appointed who shall not be a Fellow, Executive Member or Member of the Society. The Secretary will be the dedicated contact person, ordinarily resides in New Zealand, and is responsible for the overall administration of the Society. The Society must not be without a Secretary for longer than 20 working days.
- (iv) The Secretary and Treasurer may receive such remuneration and upon such conditions as the Council decide as reasonable.
- (v) An Editor of the Society Journal.

A Council term shall be two years, between every other Annual General Meeting.

In the term following the election of a new President, the immediate past-president shall (subject to their agreement), be a member of the Council.

No more than three Council members shall be elected from the same firm, partnership, company or corporation.

## 8. **OFFICERS**

Every member of the Council is an Officer. All Officers must adhere the following Officers' duties:

- (i) Act in good faith and in the best interests of the Society.
- (ii) Exercise powers for proper purposes only.
- (iii) Comply with the Act and the Society Constitution.
- (iv) Exercise reasonable care and diligence.
- (v) Not create a substantial risk of serious loss to creditors.
- (vi) Not incur an obligation the Officer doesn't reasonably believe the Society can perform.

Breaching any of these Officers' duties is grounds for removal from the Council and the Society.

Any Officer of the Society must annually consent that they meet the qualification criteria as outlined in Section 47 of the Incorporated Societies Act 2022.

## 9. **POWERS OF COUNCIL**

- (i) The business of the Society shall be managed by the Council, subject to any regulations the Society in General Meeting may prescribe from time to time. Five Officers shall be a quorum for the Council. The Council shall meet, adjourn and otherwise regulate its proceedings as it thinks fit. Matters shall be decided by a majority of votes and in case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- (ii) The Council shall meet at least twice each calendar year.
- (iii) Meetings need not be conducted with all members physically present.
- (iv) The members of the Council may be repaid such travelling and other expenses as may properly be incurred by them in or about the performance of their duties including any such expenses incurred in connection with their attendance at meetings of the Council or of committees of the Council or General Meetings.
- (v) The Council may delegate any of its powers (other than the power to determine the technical and financial policies of the Society, the powers of admission to membership of the Society and expulsion from the Society, the powers of appointment of members of the Council and their removal) to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council.
- (vi) The Council may delegate any of its powers, other than as provided by Rule 9 (v), to a committee to be known as an Executive Committee.
- (vii) The Council shall cause proper minutes to be made of the proceedings of all meetings of the Society and of the Council, and any other committees of the Council, and all business transacted at such meetings. Any such minutes of any meeting, if purporting to be approved by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the fact therein stated.
- (viii) A resolution in writing approved by all the Officers for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

- (ix) Council may from time to time establish administrative regions and an associated regional committee to further the aims of the Society, including the consideration of matters arising in the region and making recommendations to Council as appropriate. The powers and terms of reference of the regional committees will be prescribed by Council as appropriate.
- (x) For the purposes of identifying and managing conflicts of interest, the Council shall keep a register of interest disclosures made by Officers and committee members. This register may be recorded as part of the minutes of any meetings provided by Rule 9 (vii).
- (xi) The Council shall ensure that the Society maintains appropriate insurance cover for all property and assets owned by the Society. Subject to the Incorporated Societies Act 2022, the Council may decide to indemnify its Officers, members and employees against liability and legal costs arising from their duties and roles, provided they acted in good faith. The Society is authorised to effect insurance for non-criminal liability and costs, provided the Council consider the premium fair to the Society.

#### 10. **NOTICES**

A notice may be served by the Society to any member either personally, by sending it via electronic messaging (e.g. email) or through the post to such member at their registered address (email or postal) as appearing in the register of members.

#### 11. **GENERAL MEETINGS**

- (i) The Society shall hold an Annual General Meeting (AGM) at such time and place as may be determined by the Council, but not later than six months following the 'balance date' (refer Rule 14(iii)), and no later than 15 months after the previous AGM.
- (ii) All General Meetings, other than that described in Rule 11(i) above shall be called Extraordinary or Special General Meetings.
- (iii) Council may convene an Extraordinary General Meeting at its discretion, or on submission of a written requisition signed by not less than 25% of the Society's total members.
- (iv) Not less than 10 working days' notice, in writing, shall be given of every General Meeting, specifying the place, day and hour of the meeting and in the case of special business, the general nature of that business. This notice shall be sent via electronic messaging (e.g. email) to the last known registered address of each member but non receipt of such notice by any member thereof shall not invalidate the proceedings at any meeting.

## 12. **PROCEEDINGS AT GENERAL MEETINGS**

- (i) The business of an Annual General Meeting shall be to consider the operations and affairs of the Society, including the income and expenditure account and balance sheet, and the reports of Council, the election of Officers (refer Rule 12 (ii)), disclosure of conflicts of interest, and the consideration of such other business as any member on due notice or Council may bring before it.
- (ii) The election of Officers to form the Council shall occur every two years, during the Annual General Meeting.
- (iii) 25% of members present shall be a quorum for a General Meeting and no business shall be transacted unless a quorum is present. For the avoidance of doubt, a member participating in a meeting by means of electronic communication (e.g. audio, visual and the like) in real-time is present at the meeting and part of the quorum.
- (iv) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members (Rule 11(iii)), shall be dissolved. In any other case it shall stand adjourned to such day, time and place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed the members present or their proxies shall be a quorum. The Secretary shall give notice to all members of such adjourned meeting.
- (v) The President, or in their absence a Vice President, shall preside as chairperson at every General Meeting, but if at any meeting none of them are present, the members present shall unanimously agree an Officer of the Council to preside. If no agreement is made, or no Officer available, the General Meeting shall be adjourned.
- (vi) Each motion submitted to a meeting shall be decided on the member voices or on a show of hands or such other way as shall be decided by the Council and includes proxies. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- (vii) Proxy voting is permitted. The Chair of the General meeting must receive the notice of the proxy signed by the Member prior to the start of the meeting. For the avoidance of doubt, a proxy is considered part of a quorum.
- (viii) Nothing above shall be construed as preventing a General Meeting resolving to adopt a postal or electronic ballot system in all, or any matter(s) coming before the Society.

## 13. **RESOLUTIONS IN LIEU OF MEETING**

Resolutions may be passed outside of General Meetings, provided the process followed adheres to the requirements of Section 89 of the Incorporated Societies Act 2022.

14. **ACCOUNTS**

- (i) The Council shall cause proper books of account to be kept.
- (ii) The Society shall maintain a New Zealand bank account, such that all money received is deposited into that account.
- (iii) The Society 'balance date' is 31 March of each year.
- (iv) Financial statements shall be signed and dated by two Officers and filed (in accordance with XRB accounting standards) with the Registrar within six months of the balance date.
- (v) The books of account shall always be open to inspection by members of the Society.
- (vi) At the Annual General Meeting, the Council shall lay before the Society a proper income and expenditure account for the period since the last balance date. Every such balance sheet shall be accompanied by proper reports of the Council. Copies of such account, balance sheet and reports, not less than 10 working days before the date of the meeting, shall be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.
- (vii) No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the members at any properly convened Society meeting.

15. **ANNUAL RETURNS**

Annual returns must be filed annually with the Registrar, at the same time as financial statements. Annual returns involve reviewing, updating and confirming key information about the Society. The Secretary is responsible for the preparation and filing of the annual returns.

16. **PROCEDURES FOR MANAGING DISPUTES**

Any disagreements, conflict or internal disputes between members shall be addressed by the procedures set out in the Rules of Conduct, Dispute Resolution and Disciplinary Measures document (refer Rule 5(v)).

The following prescribed conditions must be met prior to the Society addressing any complaint of alleged improper conduct, competence or behaviour in that:

- (i) Any complaint for investigation must be made by the person directly involved with the matter (i.e. property owner or individual that commissioned the Society member to perform works/services), and not by a third party.
- (ii) The matter must not be in the process of being heard by any other legal or regulatory body (e.g. a Crown Entity, New Zealand Police, Courts of New Zealand, Regional or District Councils, Engineering New Zealand, and the like) .

- (iii) The conduct, incident, event or issue giving rise to the complaint must not have already been investigated and dealt with under the Society's Constitution.
- (iv) To ensure all members of the Society are treated with dignity and respect, any act of aggression, intimidation and/or violent behaviour towards our members will not be tolerated under any circumstances. The Society retains the right to refuse to deal with a complaint if it considers the complainant to act in such manner.

#### 17. **RESIGNATIONS AND EXCLUSIONS**

A member of the Society shall cease to be a member either by –

- (i) Voluntary resignation, to be provided to the Council in writing.
- (ii) Exclusion by the Council through due process outlined in the Rules of Conduct, Dispute Resolution and Disciplinary Measures.
- (iii) Exclusion by the Council if any member is more than two years in arrears of subscription and/or CPD requirements.
- (iv) Request to put their membership on hold for a period of time, as their personal circumstances evolve, to be provided to the Council in writing, for approval.

In each of (ii) and (iii) above, the decision to exclude from membership shall be taken only by assent of not less than two-thirds of the Council. The reason shall be communicated to the member in writing within 10 working days of a Council decision.

#### 18. **CHANGES TO THE RULES IN THE CONSTITUTION**

- (i) Rules shall be made, amended or rescinded only by resolution passed at a General Meeting after due notice of motion.
- (ii) Notices of motion affecting rules shall be made to the Secretary at least 15 working days prior to any General Meeting and shall be added to the agenda as an item of business. The Secretary shall notify all members of such notices of motion at least 10 working days prior to any General Meeting.
- (iii) Where no General Meeting is scheduled within 12 months of a notice of motion being received by the Secretary, the Council may follow the procedures for Resolutions in Lieu of a Meeting (refer Rule 13).
- (iv) Once any rule changes have been passed, the Secretary shall submit the amended Constitution to The Registrar within 25 working days.
- (v) No addition to, deletion from or alteration of the rules shall be made which would allow personal pecuniary profits to any individuals.

19. **THE SEAL**

The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council or a committee of the Council duly authorised in that behalf, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

20. **WINDING UP**

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given to some other institution or institutions having purpose similar to the purposes of the Society, such institutions or institution to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some not-for-profit entity.

*Incorporated at Wellington, this 9 day of September, 1982*

**VERSION HISTORY**

Version 1	September 1982
Version 2	April 2011
Version 3	September 2025 (this version)