AUDIO ENGINEERING SOCIETY, UK SECTION
BYLAWS

ARTICLE I — Name

The name of this organisation shall be AUDIO ENGINEERING SOCIETY, UK SECTION.

ARTICLE II — Objects

The purpose and objects of the AUDIO ENGINEERING SOCIETY, UK SECTION shall be:

1. The diffusion and increase of educational and scientific knowledge in audio engineering, the promotion and advancement of this science and its allied arts in both theoretical and practical application.
2. The stimulation of interest in audio engineering, the encouragement of the interchange and intercourse of ideas among its members and the promotion and maintenance of high professional standards among its members.
3. To this end it shall be the purpose of the Section to hold meetings for the reading or discussion of professional papers, publications, communications, and for such other professional activities as shall properly fulfil the objects and purposes of Audio Engineering Society, Inc. (the SOCIETY).

ARTICLE III — Area of Section

1. The area of this Section shall encompass the geographical areas ENGLAND, NORTHERN IRELAND, SCOTLAND, WALES.
2. A Subsection or Region may be formed on a plan not inconsistent with the powers of the Section or SOCIETY where circumstances require its inauguration.

ARTICLE IV — Government and Officers

1. The governing body of the Section shall consist of an Executive Committee which comprises the Chair, Vice Chair, immediate Past-Chair, Treasurer, Secretary and six to nine Committee Members. The Chair, or a delegate appointed by the Executive Committee, shall be the Section's Representative to the SOCIETY.
2. The term of office of Chair and Vice Chair shall be for one year.
3. The terms of office of the Committee Members shall be for two years each, or until their successors are chosen, unless otherwise specified.
4. A Treasurer and Secretary should be appointed by the Executive Committee and these positions will be for a fixed term agreed in advance of up to five years. There is no defined maximum number of terms the Treasurer or Secretary can hold.
5. Members of the Executive Committee, except the Chair, Vice Chair and Past Chair, may succeed themselves for one full further term, if nominated.
6. Each year of a term of office of any officer or Executive Committee Member shall begin with the meeting of the Executive Committee at its Annual Meeting and terminate with the meeting of the Executive Committee at its following Annual Meeting.
7. Four members of the Executive Committee shall constitute a quorum.
8. The Chair shall preside at the regular meetings of the Section and the Executive Committee.
9. The Vice Chair shall assume the duties of the Chair in their absence or incapacity, and shall otherwise assist the Chair.
10. The Secretary should attend all meetings of the Section and the Executive Committee, and shall have charge of the records of the Section. They shall also conduct the correspondence of the Section and the Executive Committee.

11. A majority vote of the Executive Committee shall be necessary in the conduct of its business, except as otherwise provided in these Bylaws.
12. The Executive Committee is expected to engage in active campaigning and initiatives where there is evidential need and a demonstrable benefit to the Members of the Section.

ARTICLE V — Membership

1. All members of the AUDIO ENGINEERING SOCIETY, residing within the confines or area of the Section as determined in Article III, are members of the Section by reason of their membership in the SOCIETY.
2. There shall be no grades of membership in a Section, and all Fellows, Members and Associates shall be privileged to attend meetings, vote, and hold office within the Section, except that only members of Member or higher grade shall be privileged to hold the office of Chair or Vice Chair of the Section.
3. Student Members are privileged to attend meetings but shall not have the right to vote or hold office.

ARTICLE VI — Meetings

1. There should be regular meetings of each Region in the Section. The minimum requirement for meetings is three per year per Region.
2. Upon five days prior written notice to all Members of the Executive Committee, meetings of the Committee may be held at such times and places as are necessary to carry on the functions of the Committee and purposes and provisions of these Bylaws.
3. A quorum at business meetings of a Section shall consist of at least fifteen voting Members, but a higher number may be set by the Section Executive Committee with the approval of the Section voting membership.

ARTICLE VII — Nomination and Election of Officers

1. (a) Candidates shall be nominated by a Nominations Committee duly appointed by the Chair.
   (b) Nominations shall be announced to all Members in a Notice of Annual Meeting, not later than six weeks before the date of the Annual Meeting.
   (c) Further nominations may be made in writing by Members or Associates of any other Member or Associate. Such nominations must be accompanied by a biography of the candidate, not exceeding 60 words, and affirmation of willingness to serve, both to be signed by the candidate, and received by the Secretary not less than 28 days before the date of the Annual General Meeting. Members may each nominate, or second, only one candidate.
2. Not less than 25 days before the date of the Annual General Meeting, the Section Committee shall send a Ballot in electronic form to Members entitled to vote. This shall include a list of all candidates for committee positions and, in the case of those nominated by the membership, the names of the sponsors. Members will vote electronically and the results of the election will be returned to the Chair, who will announce them at the following Annual General Meeting.
3. If for any reason the best interests of the Section appear to require a change in the governing body during the year, the question shall be carefully considered by the Executive Committee. Upon petition to the Executive Committee, signed by a minimum of fifteen Members of the Section, recommendations may be made to the Executive Committee. The Executive Committee, at its discretion, may call a Special Meeting of the Section for the sole purpose of acting upon such recommendations.
4. A two-thirds vote of Members present shall be required to declare an office vacated. Similarly, upon a two-thirds vote of the Members present, the vacated office may be filled for the unexpired term.

ARTICLE VIII — Amendments

1. These Bylaws may be amended upon a two-thirds vote of all Members present at any Annual or Extraordinary General Meeting of the Section, provided that Written Notice of any proposed changes has been sent to all Members at least 28 days before the date of the Meeting, and that they are not inconsistent with the Charter and Bylaws of the SOCIETY.
2. A copy of all amendments shall be promptly filed by the Secretary of the Section, with the Secretary of the SOCIETY.
3. These Bylaws and any amendments thereto shall comply with British Company Law in order to be valid.

ARTICLE IX — Use of Name

The Section, or any persons thereof, shall not enter into any contracts in the Name of the SOCIETY, or use the name of the SOCIETY in dealings with others without the written consent and authorisation of the Board of Governors of the SOCIETY.

ARTICLE X — Finances

1. The income and property of the Section, whensoever derived, shall be applied solely towards the promotion and the objectives as set forth by these Bylaws, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Section.
2. Notwithstanding the foregoing paragraph, but subject to the following sentence, nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Section or to any Member of the Section, in return for any services actually rendered to the association. No Member of the Executive Committee or any other governing body of the Section shall be appointed to any salaried office of the Section paid by fees, and no remuneration or other benefit in money or monies worth shall be given by the Section to any Member of such Executive Committee or governing body except repayment of out-of-pocket expenses, or reasonable and proper rent for premises demised or let to the Section. The foregoing restriction shall not apply to any payment to any company in which a Member of the Executive Committee or governing body (together with such Member's immediate family and estate planning vehicles) holds no more than one-hundredth part of the capital and such Member shall not be bound to account for any share of profits they may receive in respect of any such payment.
3. If upon the winding up or dissolution of the Section, after the satisfaction of all its debts and liabilities, any property whatsoever remains, the same shall not be paid to or distributed among the Members of the Section. Any part remaining at such time from the transfer of money from Audio Engineering Society Ltd shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Section, or to a registered charity in the field of audio or hearing. Any part of money derived from other sources, should be returned to those parties, unless they specify otherwise.
4. The signers on the bank account may be any of the following; the Vice Chair, Chair and Past Chair of each year and the Treasurer. It requires two of the above to make any payments necessary up to £1,000 per transaction, or in respect of more than one associated transaction. Any transaction or associated transactions larger than £1,000 must be agreed with by the Executive Committee.

5. Each year a full budget must be filed with the SOCIETY and agreed upon by the SOCIETY and the Executive Committee. The ordinary expenses of the Section shall be defrayed by funds supplied by the SOCIETY as determined by the Board of Governors. The agreed budget will be funded from the Section's reserves until the Section's fund is depleted.

ARTICLE XI — Legal

AUDIO ENGINEERING SOCIETY, UK SECTION is the legal form the Members of the Section have adopted as an unincorporated association. These Bylaws are binding and serve the role of governing legislation that all Members of the Executive Committee and the Members of the Section must follow in order to remain a Member of the Section.

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Revision 1 - 8th February 2019

Revision 2 - 7th January 2025, ratified at UK Section AGM on 17th December 2024