MINUTES OF THE 89TH ANNUAL GENERAL MEETING OF
THE AUSTRALIAN VETERINARY ASSOCIATION LIMITED HELD
IN THE ROYAL THEATRE, NATIONAL CONVENTION CENTRE, CANBERRA,
AUSTRALIAN CAPITAL TERRITORY
ON WEDNESDAY 23 MAY 2012 AT 4.00PM

Meeting commenced at 4.00pm

Welcome
The President, Dr Barry Smyth, welcomed attendees to the AVA Annual General Meeting.

National anthem and acknowledgement of deceased members
The President requested members to stand for the singing of the Australian national anthem, followed by a one minute silence for members of the Association who had passed away in the previous 12 months.

Present
Dr Barry Smyth, AVA President (Chairman), AVA Directors, members and observers.

Apologies
Drs Kersti Seksel, Norm Blackman, Geoff Reed, Robert Bradley, Rod Campbell, Ken Jacobs, Bob Knight, Deborah Storie, Ian Denney, Geoff Niethe, Jim Smith, Michele Cotton and Senator Chris Back

Introductions: AVA Directors
Dr Barry Smyth  President
Dr Peter Gibbs  Vice President
Dr Ben Gardiner  Treasurer
Dr Peter Chenoweth  Director
Dr Adele Feakes  Director
Dr Steve Atkinson  Director
Dr Mark Lawrie  Director
Dr Julia Nichols  Director

Acknowledgement: AVA presidents
The President acknowledged the presence of the AVA division, SIG and branch presidents, and thanked them for their work on behalf of the Association.

Acknowledgement: AVA past presidents
The President acknowledged the presence of the AVA past presidents.

Acknowledgement: AVA staff
The President acknowledged the work of the AVA Chief Executive Officer, Graham Catt and all the dedicated staff in national, division and special interest group offices.

Procedural matters
The Chairman advised that only financial full members, life members and overseas members are entitled to vote. Financial members are those who have paid their 2012 membership subscriptions.

The Chairman advised that those in other categories comprising honorary fellows, honorary members, student members and associate members are welcome to attend as observers of the meeting but may not vote.

The Chairman advised that those members entitled to vote were provided with coloured voting papers and those who do not have a voting paper are therefore not entitled to vote.
In accordance with the AVA Constitution, the Company Secretary confirmed that a quorum was present.

The Chairman asked that speakers clearly identify themselves by name when speaking, and advised that no reference should be made to the speaker’s division, SIG, branch or any group unless speaking on behalf of that group, in which case the group should be referred to in the body of the speaker’s statement.

The President reminded the meeting that movers of Special Business motions may have up to five (5) minutes to speak to the Motion, and for General Business the time permitted is three (3) minutes. All other speakers would be allowed a maximum of two (2) minutes to present their case unless granted an extension of time from the Chairman.

Declaration of proxies
The Company Secretary declared that 20 proxies had been received and these had been distributed in the manner nominated by providers of those proxies.

The following resolution was put to the meeting:

That the minutes of the 88th Annual General Meeting held on Wednesday 18 May 2011 in Adelaide, South Australia be confirmed as an accurate record and that apologies for the 2012 AGM be received and noted.

Moved: Dr W Peter Holm  
Seconded: Dr Peter Punch  
Resolution carried

There was no business arising from the minutes.

The Chairman asked if the meeting would like to nominate two additional scrutineers. There were no nominations.

The following resolution was put to the meeting:

That the meeting appoint Dr Gavin Sinclair, President of NZVA and Mr Scott Whiddett from Moore Stephens as scrutineers on behalf of AVA.

Moved: Dr John Aspley-Davis  
Seconded: Dr W Peter Holm  
Resolution carried

(A) Election of two directors of the Board
The Chairman reported that there were two vacancies to fill on the AVA Board and as five nominations were received, a ballot was required. The Chairman asked the Company Secretary, Mr Graham Catt, to announce the results of the ballot.

The Company Secretary announced the two directors elected to the Board were Drs Susan Beetson and Alastair Henderson.

Drs Beetson and Henderson were elected in accordance with the Constitution for three year terms.

(B) Declare one director being nominee of the Australian Small Animal Veterinary Association
The Chairman advised that a ballot was held to elect one director as the nominee of the Australian Small Animal Veterinary Association. The Company Secretary announced that Dr David Neck was the elected nominee.

The President thanked Dr Feakes for her contribution to the Board over the last year and presented Dr Feakes with an AVA pin and gift.

The President also thanked Dr Mark Lawrie for his time on the Board and as President of the Association. Dr Lawrie addressed the meeting commenting that the future of the AVA is in its youth and members must include and welcome younger members as part
of the profession to lead the association into the future. The key initiatives Dr Lawrie was pleased to be able to implement were the increase in student membership.

The Company Secretary confirmed the Board of Directors for 2012-2013 as Drs Steve Atkinson, Susan Beetson, Peter Chenoweth, Ben Gardiner, Peter Gibbs, Alastair Henderson, David Neck, Julia Nicholls and Barry Smyth.

(C) Report of the President

The President asked that the meeting note the report included in the Annual Report on his year as President.

The following resolution was put to the meeting:

That the report of the President of the Australian Veterinary Association be adopted.

Moved: Dr Alex Burleigh  Seconded: Dr Alastair Henderson

Resolution carried

(D) Report of the Treasurer, financial statements and report of the auditors for the 2011 financial year

The Treasurer, Dr Ben Gardiner, provided for the Annual Report a summary of the financial activities of the Association during the past year. The President asked that the report be taken as read.

Dr Ben Gardiner gave a brief presentation on the financial activities of the AVA during 2011.

The Auditor, Mr Scott Whiddett from Moore Stephens Chartered Accountants, was invited to address the meeting, however he declined.

The following resolution was put to the meeting.

That the Report from the Treasurer, the annual financial statements and the Auditor’s Report of the Australian Veterinary Association Ltd for the year 2011 be adopted.

Moved: Dr Ben Gardiner  Seconded: Dr W Peter Holm

Resolution carried

SPECIAL BUSINESS

The business of the meeting was to consider the following resolutions as special resolutions. A special resolution requires the approval of 75% of the votes cast by members entitled to vote on the resolution and present, whether in person or by proxy.

The President addressed the meeting in the following terms:

“Honoured guests, fellow AVA members, ladies and gentlemen, it’s been an honour and a privilege serving as the AVA president over the last two years. Thank you to all the members, the directors and the AVA staff for your support, and helping me fulfil this role.

I’m stepping down from the presidency after this conference, and handing over the reins to another director, who will be elected at a meeting of the new AVA Board at the conclusion of this meeting. We will announce the new president during tomorrow’s plenary session, and formally hand over at the gala dinner tomorrow night at Parliament House. I will remain on the Board for the rest of my current term, which will have one year left to run.

You can read a summary of the highlights for AVA during 2011 in the annual report, so I don’t need to go into detail now. I would like to make a couple of observations about the last two years as I’ve gone about the task of being AVA national president.”
There is an extraordinary range of issues that AVA has to deal with on behalf of our members. This is hardly surprising given the broad diversity of the roles that veterinarians play in society. This diversity is demonstrated by the variety of veterinary topics addressed by our 22 special interest groups.

We now have markedly improved data on our members so that we can target service delivery more appropriately. Our financial data are more robust and more easily dissected. We have a report on the state of finances by the 14th of the following month which allows regular monitoring of AVA performance against budget. We have additional staff in division offices to improve delivery of member services. We have made a conscious decision to improve our corporate governance. There is an ever-increasing regulatory regime and scrutiny of directors’ performance and the AVA Board is not exempt. There will be introduction of another regulatory regime with the Australian Charities and Not-for-Profits Commission coming into operation as from 1 July 2012. We do not know yet how that might affect how AVA does business on behalf of members. We have put considerable resources into a comprehensive website for members to enable better communications and exchange of ideas among the membership. We have relationships at all levels of government that are more robust and secure than in the past.

Finally, it’s not an original thought, but the more involved I became in the core business of the AVA, the more satisfaction I gained. There are some frustrations too, but looking back it’s definitely been worth the effort! I encourage all of you to seek out opportunities to contribute to your profession through the AVA, whether it’s helping out with a particular project, or taking on an ongoing commitment like sitting on a committee or at policy advisory council. It really is a worthwhile challenge. Remember we in AVA are the profession. The association is run by members and for members, and whatever disagreements we may have among ourselves, the AVA is you and me. If we want something from our association, we members have the power to seek and make change.

The business of this AGM is to consider some special resolutions that will continue the reforms we have been making to membership and our structure in recent years to position the AVA solidly for growth and development in the future.

You will be considering ten special resolutions today to change the AVA Constitution. Special resolutions require a 75% majority to pass. Most resolutions contain minor wording changes to improve consistency across the constitution. The main differences relate to student membership and life membership.

The proposed change to student membership is fairly straightforward in that it allows candidates for the National Veterinary Examination to be eligible for AVA student membership. These candidates are veterinarians with degrees from other countries that are not recognised in Australia. This resolution seeks to allow them to become involved with AVA and to enjoy membership privileges like any other veterinary student.

The changes to life membership are a little more detailed. Here’s a summary of what effect the proposed changes will have:

- For all life members at 30 June 2012, nothing will change except they will be known as ‘Retired’ members.
- Eligibility criteria for new ‘Retired’ members will be expanded to include those who have 35 years of continuous membership of the AVA or specified overseas national veterinary associations, including the AVMA, BVA and NZVA.
- The definition of ‘retired’ will be that members are employed or self-employed for less than 10 hours each week.

It’s important to recognise members who have supported the AVA or a similar national veterinary organisation throughout their career, as well as those who have earned special recognition of their veterinary achievements by being recognised as a fellow of the AVA.

We are also proposing to establish a separate membership category for AVA fellows. Currently, fellows may be any category of member, and may be either a full fee-paying member or a complimentary life member. Under the present arrangements, members who have been elected as fellows do not receive any reduction in membership fees.
• The resolution is that a separate member category of fellow will be established and described in the Constitution.
• Existing fellows of the AVA will receive complimentary subscriptions, although no member is obliged to accept complimentary membership if they choose not to.
• Fellowships will continue to be awarded for outstanding contributions to the veterinary profession, and the total number of fellows will be limited to 70 or another number as decided by the AVA Board. This is to preserve fellowship as a rare and valued honour for members with outstanding achievements. This does not mean that if there are 70 AVA fellows that one of the existing fellows will have that honour revoked in favour of a new fellow. It will mean that the Board will make a resolution to include fellows above 70 by increasing the number of fellows according to the prevailing needs. I need to declare a conflict of interest here because I am a fellow of AVA. I did not initiate or participate in the development of this proposal. I declared a conflict of interest at each Board meeting where this proposal was discussed. I did not contribute to any of the discussions and I did not vote on any Board resolutions related to this proposal to introduce a new membership category for fellows.

Some members have raised particular concerns about these proposals so I’d like to give everyone the opportunity now to ask questions or make comments before we start voting on particular resolutions. There’s a fair bit of detail in the proposal so I’m sure there are points you’d like clarification on.”

The President requested questions from the floor and the following were received and answered:

One question relating to the wording of the resolution on life members referring to continuous membership rather than aggregate.

The indication that life members will pay 50% of the full membership fee. There was concern that a high fee may prohibit them continuing to be members of the AVA and it was suggested that it be lower than 50%.

The President thanked the members for their questions, and the Treasurer responded as follows:

The Board has the ability to decide on subscription fees without seeking approval at an AGM. Subscriptions were not mentioned in the AGM materials because the proposals in front of this meeting relate to changes to the constitution rather than subscription issues.

The Treasurer advised that the background to these proposed changes was the concern for some years about the growing cohort of life members receiving complimentary membership. Increasing numbers of complimentary life members is likely to have serious long-term effects on the financial viability and sustainability of the Association, requiring increased subsidisation from full fee-paying members. Currently 10% of full members are life members and pay no national or division subscriptions but pay subscriptions for any special interest groups they wish to belong to.

The Board appreciates that it is very difficult for people to think about the special resolutions being voted on today separately from the issue of subscriptions and these are connected. The Board has decided that membership subscriptions for retired or life members approved after 1 July 2012 will be charged at the 50% concession rate. The benefits to those who are life members of AVA under the current arrangements at 30 June 2012 will not change from what they are today.

It is the Board’s intention to make this change according to the Board’s constitutional power to set subscriptions. Care was taken to explain the subscriptions issue plainly in our member communications about this AGM, including in the Explanatory Memorandum and articles in eLine and AVJ.

MOTIONS PROPOSED BY THE BOARD

The Board recommended the following resolutions to the meeting.

2012 AGM Minutes
(E) National Veterinary Examination- Special Resolution No. 1

The following special resolution was put to the meeting:

“That, subject to Resolution 5 being passed, the following definition is inserted (in alphabetical order) in clause 2.1 of the Constitution of The Australian Veterinary Association Limited:

“National Veterinary Examination” means the course and examinations, for veterinarians who have qualified overseas to enable them to become eligible to be registered as a veterinarian in Australia, administered by The Australasian Veterinary Boards Council Inc.”

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Stephen Atkinson  Seconded: Dr Malcolm McLennan

Dr McLennan spoke as chief national examiner stating that these students already face a substantial fee as well as living expenses and it is important for them to access the insurance component from their student membership.

Resolution carried

(F) Retired members - Special Resolution No. 2

The following special resolution was put to the meeting:

“That clause 5.3(b) of the Constitution of The Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

RETIREO MEMBERS shall have been Full Members of the Association or an equivalent overseas national veterinary association, in the aggregate for not less than thirty-five (35) years and be employed or self-employed for less than ten (10) hours per week. Life Members as at the date of the 2012 Annual General Meeting of the Association shall have the same rights and obligations as they had prior to the adoption of this amendment but they will become known as Retired Members.”

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Ben Gardiner  Seconded: Dr Paul Martin

A show of hands proved inconclusive.
A poll was conducted.

Resolution defeated

(I) Definition of retired member - Special Resolution No. 3

As this resolution was expressed to be subject to Resolution 2 being passed it was not put to the meeting.

(J) References to life members - Special Resolution No. 4

As this resolution was expressed to be subject to Resolution 2 being passed it was not put to the meeting

(K) Inclusion of NVE students - Special Resolution No. 5

The following special resolution was put to the meeting:
“That clause 5.3(c) of the Constitution of The Australian Veterinary Association Limited is amended as follows:

(c) STUDENT MEMBERS shall be veterinary students enrolled in a faculty of Veterinary Science at an Australian University or in the National Veterinary Examination (see clause 2.1). Student Members shall have all the privileges and liabilities of membership except those of voting and holding office other than holding office of an Undergraduate Branch. A Student Member shall, upon graduation with a registrable degree in veterinary science or on passing the National Veterinary Examination and upon payment of a subscription as determined by the Board from time to time, become a Full Member of the Association without needing to complete an application for membership;”

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Julia Nicholls  
Seconded: Dr John Aspley-Davis  
Resolution carried

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

(L) Fellows - Special Resolution No. 6

The following special resolution was put to the meeting:

“That a new clause 5.3(g) is added into the Constitution of The Australian Veterinary Association Limited, such clause to state the following:

(a) FELLOWS are veterinarians who have been bestowed the status of FELLOW under clause 6.2 herein, in recognition of their exemplary contribution to the veterinary profession through their services to the Association. Fellows shall have all the privileges and liabilities of membership. The number of Fellow Members will be limited to 70 members or such number as determined by the Board from time to time.”

Moved: Dr Peter Chenoweth  
Seconded: Dr Alex Burleigh  
Resolution carried

(M) References - Special Resolution No. 7

To consider and, if thought fit, pass the following special resolution:

“That, subject to Resolution 6 being passed, in clause 5.3 of the Constitution of The Australian Veterinary Association Limited, the reference to “six (6)” be deleted and replaced with the term: “seven (7)”.

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Mark Lawrie  
Seconded: Dr David Beggs  
Resolution carried

(N) References - Special Resolution No. 8

To consider, and if thought fit, pass the following special resolution:

“That, subject to Resolution 6 being passed, in clause 5.4 of the Constitution of The Australian Veterinary Association Limited, the reference to “six (6)” be deleted and replaced with the term: “seven (7)”.

2012 AGM Minutes
The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Mark Lawrie  
Seconded: Dr John Aspley-Davis  
Resolution carried

(O) President’s term of office - Special Resolution No. 9

To consider and, if thought fit, pass the following special resolution:

“That clause 22.3(b) of the Constitution of The Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

The President’s term of office shall be one (1) year with eligibility for re-election for up to three (3) consecutive terms.”

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Peter Gibbs  
Seconded: Dr Peter Punch  
Resolution carried

(P) Numerical References - Special Resolution No. 10

To consider and, if thought fit, pass the following special resolution:

“That, where appropriate, all the numerical references in the Constitution of The Australian Veterinary Association Limited be amended so to appear as a word then the number in brackets, for example, one director should read one (1) director.”

The Chairman asked for a mover and seconder from the floor and put the resolution to the meeting.

Moved: Dr Julia Nicholls  
Seconded: Dr Susan Beetson  
Resolution carried

GENERAL BUSINESS

The President requested that Dr Peter Holm explain to the meeting his suggestion for the purchasing of life membership.

Dr Holm moved the following resolution.

That this meeting requests the Board of Directors of the AVA to:

• examine (with the assistance of an actuary or other appropriately qualified person) the financial implications of a proposal (as outlined in the presentation by Dr Holm) in which lifetime subscriptions to the AVA might be purchased by members,

• express a view as to whether the proposal is in the best interests of the AVA, and if the view of the Board is that it is in the best interests of the AVA, to implement the proposal in a form the Board considers most appropriate,

• publish in the Australian Veterinary Journal or E Line:

  – the discussion paper prepared by Dr Peter Holm (as edited for publication),
  – the results of the Board’s examination of the proposal (as edited for publication)
  – the views of the Board as to whether the proposal is in the best interests of the AVA (as edited for publication).
Appoint the Auditor for 2012

The following resolution was put to the meeting:

That Moore Stephens, Sydney, be appointed as auditor of The Australian Veterinary Association Ltd for the financial year 2012.

Moved: Dr Peter Gibbs
Seconded: Dr Roger Clarke
Resolution carried

To receive the reports of other officers of The Australian Veterinary Association Limited for 2011

The Chairman explained that reports from divisions, special interest groups, the Chief Executive Officer and AVA trusts are printed in the Annual Report 2011.

Moved: Dr Gary Edgar
Seconded: Dr Bill Harkin
Resolution carried

Introductions: International Presidents

The President introduced the visiting international veterinary association presidents and representatives.

- Dr Rene Carlson, President of the American Medical Veterinary Association
- Mr Peter Jones, President-elect of the British Veterinary Association
- Dr Jim Fairlies, President-elect of the Canadian Veterinary Medical Association
- Mr Jost am Rhyn, Executive Director, Canadian Veterinary Medical Association
- Dr Gavin Sinclair, President of the New Zealand Veterinary Association
- Ms Julie Hood, CEO of the New Zealand Veterinary Association
- Dr Riaan du Preez, President of the South African Veterinary Association

A welcome was also extended to Dr Shane Ryan, Vice President, Singapore Veterinary Association.

Apologies received from:

- Ms Henrietta Alderman, Secretary General, British Veterinary Association,
- Dr Ron De Haven, Executive Vice President, American Veterinary Medical Association,
- Professor Barnie Penzhorn, Managing Director, South African Veterinary Association,
- Dr S. Abdul Rhaman, Secretary, Commonwealth Veterinary Association

Greetings were received from Dr Carlson, Mr Jones, Drs Fairlies, du Preez and Sinclair and gifts were exchanged.

Presentation of Past President’s pin to Dr Mark Lawrie.

Next Meeting

Dr Smyth thanked all present for their attendance and announced that the next Annual General Meeting is scheduled to be held in Cairns on 29 May 2013.
Meeting Close

Dr Smyth advised that AVA Directors were required to attend a Board meeting immediately following the close of the meeting and declared the meeting closed at 6.25pm

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President                                      Date