

## EXPLANATION OF SPECIAL RESOLUTIONS

# 96th Annual General Meeting of The Australian Veterinary Association Limited ABN 63 008 522 852

## Introduction

The special resolutions to be considered at the 2019 Annual General Meeting seek to make changes to two areas of the AVA Constitution.

The first area of change concerns the definitions of “Veterinarian”, “Full Member” and “Associate Member” within the AVA Constitution. Special Resolutions 1,2 and 3 seek to clarify the meaning of these terms in the Constitution.

The second area of change relates to the payment of AVA annual subscriptions by monthly instalment. Special Resolutions 4 and 5 seek to make the Constitutional provisions relating to payment of subscriptions clearly apply to payment by monthly instalments – and to allow a more practical approach to be taken to the calculation of instalments.

## Explanation of Special Resolutions

### Special Resolutions 1 -3: Clarification of Definition of “Veterinarian”, “Full Member” and “Associate Member” in Constitution

The AVA Constitution currently contains the following definitions of “Veterinarian”, “Full Member” and “Associate Member”:

#### Definition of veterinarian (refer clause 2.1)

“Veterinarian” means a person who holds a qualification in Veterinary Science that is registrable in Australia, or in the case of Associate Members a person who holds a qualification from a veterinary school listed in the World Health Organisation Directory of Veterinary Schools or from a veterinary school in any other world list as approved by the Board” (refer clause 2.1)

#### Definitions of Full Member and Associate Member (refer clause 5.1)

“FULL MEMBERS .... shall hold a qualification in Veterinary Science that is registrable in Australia”.

“ASSOCIATE MEMBERS shall be persons who either hold a veterinary qualification that is not registrable in Australia, or persons not possessing veterinary qualifications who are approved by the Board (including after nomination by the person seeking membership, a

member, a Division, Special Interest Group or Board Approved Group) to be Associate Members by reason of their professional attainments or close association with the veterinary profession. Associate Members shall have all the privileges and liabilities of membership except for those of voting and holding office”;

These are clearly important provisions. The definition of “Veterinarian” is a pivotal definition relied on in other sections of the Constitution. The definitions of “Full Members” and “Associate Members” provide the pathways to the rights and liabilities of membership.

Each of these definitions refers to persons holding a “qualification in veterinary science” or “a veterinary qualification”. At the current time the definitions do not refer to “veterinarian”, “veterinary surgeon” or “veterinary practitioner”. Special Resolutions 1,2 and 3 seek to add clarity to the provisions of the Constitution by basing these definitions on these more direct terms. For example:

- the definition of “veterinarian” will refer to a veterinary surgeon/veterinarian/ veterinary practitioner that meets the conditions of registration for practitioners of these types in their appropriate state or jurisdiction.
- the definitions of “ Full Member” and “Associate Member” will refer to this definition of “veterinarian” and so refer (where applicable) to a person who is a veterinary surgeon/veterinarian/ veterinary practitioner.

Special Resolution 1 deals with the definition of “veterinarian”. It is first intended that a veterinarian will now be defined by reference to a qualification in veterinary science that meets the conditions for registration as a veterinarian, veterinary surgeon or veterinary practitioner in Australia. The resolution refers to those three terms (veterinarian, veterinary surgeon or veterinary practitioner) as these are the terms used by the registration legislation in the States and Territories of Australia. There is no single applicable term to which the resolution can refer – so reference is made to the three terms as alternatives. It is also intended that (as now) in the case of associate members, a veterinarian may be a person who holds a qualification from a veterinary school listed in the World Animal Health Organisation (OIE) List of Veterinary Education Establishments (or another world list approved by the Board), where that qualification meets the conditions for registration as a veterinarian, veterinary surgeon or veterinary practitioner in that jurisdiction itself.

In addition, Special Resolution 1 takes the opportunity to:

- update the reference point for Associate members who hold overseas qualifications. The updated reference point is the World Animal Health Organisation (OIE) List of Veterinary Education Establishments (replacing the World Health Organisation Directory of Veterinary Schools).
- split the definition of “veterinarian” into 2 paragraphs (a) and (b). Paragraph (a) applies to persons who meet the conditions for registration as a veterinarian, veterinary surgeon or veterinary practitioner in Australia. Paragraph (b) applies to associate members only who are persons who hold a qualification in veterinary science from an institution on the OIE list (or board approved world list) which entitles them to registration as a veterinarian, veterinary surgeon or veterinary practitioner in

their relevant overseas jurisdiction (but who do not meet the conditions for registration in Australia).

Special Resolution 2 deals with the definition of “Full Member”. The definition is clarified by referring to “Full Members” as persons who are “veterinarians” within paragraph (a) of the definition of “Veterinarian” (as described above). The Special Resolution also takes the opportunity to make it clear that these Full Members have all of the privileges and liabilities of membership.

Special Resolution 3 deals with the definition of “Associate Member”. There is intended to be no substantive change in the definition of “Associate Member”. The changes proposed follow on from the clarification of the definition of “veterinarian” in Special Resolution 1.

Special Resolution 3 splits the definition of “Associate Member” in to 2 paragraphs. Paragraph (a) refers to persons who are veterinarians within paragraph (b) of the definition of “veterinarian”. Commonly, these will be veterinarians who hold an overseas qualification on the OIE list, but who are not able to meet conditions for registration as a veterinarian in Australia. Paragraph (b) continues to refer to the same persons now addressed in the second part of the definition of “Associate Member” ie persons approved by the Board to be associate members by reason of their professional attainments or close association with the veterinary profession.

***The Board of Directors recommends that you vote in favour of Special Resolutions 1, 2 and 3***

### **Special Resolutions 4 and 5: Payment of AVA Annual Subscriptions by monthly instalment**

Some members wish to pay their AVA subscriptions on a monthly basis, whether on renewal or first admission to membership.

The current AVA Constitution provides some basis for members to pay their subscriptions by instalments. Clause 8.2 of the Constitution provides that the Board may agree to accept payment of subscriptions by instalments. But this current wording may equally apply to circumstances in which members experience financial difficulty and seek to pay the annual subscription by instalments. Special Resolutions 4 and 5 seek to make the Constitution clear that AVA subscriptions can be paid by monthly instalments.

Specifically, Special Resolutions 4 and 5 seek to so do this by providing that annual subscriptions will be due and payable by members in any manner or method determined by the Board. The Board may then confirm and determine that subscriptions can be paid by monthly instalments.

Special Resolution 5 deals with annual subscriptions payable by newly admitted members (by seeking to amend clause 8.3(a) of the Constitution). Special Resolution 4 deals with normal annual subscriptions (by seeking to amend clause 8.2 of the Constitution).

The Board sets annual subscription levels and these resolutions acknowledge the Board's ability to also deal with other details relating to these subscriptions (including the payment of subscriptions by monthly instalments)

These resolutions will also allow the Board to take a simpler and more practical approach to the calculation of instalments. For example, the AVA should be able to round instalments up to the next convenient dollar. Equally, the AVA should have the ability to recover instalment administration costs and interest income foregone in calculating instalments of an annual fee – just as occurs with many other organisations. The sum of the instalments may therefore exceed the annual subscription paid in advance in a single sum for these very common practical reasons.

***The Board of Directors recommends that you vote in favour of Special Resolutions 4 and 5***