

# Australian Veterinary Association (AVA) Constitution Reform Consultation Paper

## INTRODUCTION

The Australian Veterinary Association (AVA) is undertaking an important review of its governance framework. This process is designed to ensure the AVA remains fit-for-purpose, inclusive, representative of our evolving profession and strategically positioned to deliver on its vision. We understand that governance can be a complex and, at times, a sensitive topic. That's why this paper is designed to be clear, concise, and easy to engage with. It provides an overview of why changes are being proposed, what may change, how the changes may unfold, and the principles that are currently under consultation. We have also included a Frequently Asked Questions (FAQ) section at the end.

## WHY IS THE GOVERNANCE FRAMEWORK CHANGING?

As part of our efforts to align with best practice for modern, not-for-profit governance, the AVA is currently in Stage 3 of a multi-stage governance reform process. This journey began in 2022 and has progressed through deliberate and collaborative steps:

- **Stage 1** focused on initial procedural amendments and was approved by Special Resolution at the 2023 AGM. It was informed by interactive sessions with the Council of Presidents (COPs), which includes representatives from each Special Interest Group (SIG), Division Presidents, and AVA Board Directors.
- **Stage 2**, conducted in 2024, addressed clarification and procedural updates. This stage aligned the AVA Constitution with the Australian Charities and Not-for-profits Commission (ACNC) model constitution and the Corporations Act. This work involved adapting the ACNC model to include AVA-specific elements (such as membership criteria and Board selection processes), simplifying language, and modernising clauses to reflect current regulatory and organisational realities. This included removing procedural detail best handled in policy and updating outdated clauses to ensure consistency and clarity across AVA operations.
- **Stage 3**, the current stage, focuses on enhancing AVA's governance model to align with best practice for modern, member-based organisations. The emphasis is on creating a more strategic, inclusive, and effective Board structure that balances professional diversity with leadership expertise. This stage builds on the foundation laid in earlier stages and is centred on:
  - Strengthening member engagement and representation.
  - Clarifying the distinction between governance and operations.
  - Simplifying the Constitution further by moving operational items in the Constitution to Policy and / or procedures.
  - Ensuring compliance with contemporary legal and governance standards.

The overall aim is to ensure the AVA is governed in a way that reflects the needs of today's profession while remaining agile and resilient for the future

## 10 GUIDING PRINCIPLES FOR AVA GOVERNANCE REFORM

As part of this consultation, we are inviting feedback on the following ten principles that have been proposed to guide the development of a refreshed constitution and governance framework. These principles are not fixed - they are a starting point for discussion, and we want to hear your thoughts on whether they reflect the needs of the AVA community:

1. **Diverse and Complementary Skill Set.** The AVA Board should comprise individuals with a balanced mix of skills and expertise essential for effective leadership. This includes expertise in governance, strategy, finance, and stakeholder engagement alongside key practice areas such as small animal, equine, and cattle.
2. **Inclusive Representation.** Board members would be drawn from across the profession to reflect geographic, cultural, gender, and sector diversity. This ensures the AVA is governed by those who understand and represent the full breadth of veterinary practice.

3. **Transparent Election Process.** All Board members would be elected by the membership through an open and transparent process. An independent Nominations Committee will assess candidates against agreed criteria. A draft Terms of Reference for this committee has been developed.
4. **Independent Nominations Committee.** The Nominations Committee would operate independently from the Board and would be responsible for reviewing and endorsing candidates to ensure they meet the skills and capability requirements.
5. **Detailed Qualifications and Criteria.** A clear set of competencies and professional experience would guide who is eligible for nomination to the Board. This helps ensure a high-performing, future-focused leadership team.
6. **Term Limits and Succession Planning.** Directors would serve fixed terms to encourage renewal, continuity, and leadership development. Structured succession planning would support ongoing leadership capability.
7. **Performance and Accountability.** The Board would be subject to regular performance reviews and held accountable through transparent reporting and governance standards.
8. **Conflict of Interest and Ethical Standards.** All Directors and Officers are bound by clear ethical standards and conflict-of-interest policies to maintain trust and integrity in AVA governance.
9. **Separation of Governance and Operations.** The Board would continue to focus on strategic direction and oversight, while the CEO and team manage operations. This delineation supports efficiency and clarity.
10. **Policy Over Procedure.** Procedural matters would be moved out of the Constitution and into a policy or handbook, allowing greater flexibility to adapt over time.

These principles are open for discussion and refinement. We encourage all members to provide feedback on whether these principles are appropriate and what adjustments may be needed to ensure they reflect the profession's collective aspirations.

#### **WHAT DOES THIS LOOK LIKE IN PRACTICE?**

To help members visualise how the proposed principles might translate into practice, the Board and Constitution Reform Working Group (CRWG) have outlined a number of suggested changes to AVA's Constitution and governance framework. These are draft concepts, shared for consultation and we welcome your thoughts on their relevance, impact and practicality:

##### **1. Board Composition and Election**

- Of the 9 director positions there would be at least one director from each of the key sectors of cattle, equine and small animal who are full members of AVA; two independent directors and four full members of the AVA.
- All Directors would be elected by the full voting membership, with key sector nominees coming from the membership generally and the Special Interest Groups (SIGs).
- A skills matrix would guide Board composition.
- An independent Nominations Committee would oversee the nominations process to ensure fairness and transparency.

##### **2. Special Interest Group (SIG) Representation**

- SIGs will continue to play a vital role in shaping AVA policy, advocacy and education.
- SIGs may nominate individuals to stand for election, but those individuals would be assessed alongside all other nominees.
- The Constitution would focus on the principles behind the SIGs, with procedural matters moved to a SIGs Handbook.

##### **3. Divisions and Branches**

- The Constitution would focus on the principles behind these groups, with procedural matters moved to the Division and Branch Handbook, which is reviewed regularly.
- This allows local and regional structures to remain strong while being more adaptable.

#### 4. Member Categories and Rights

- Membership categories would be clarified to remove confusion and ensure fair access to rights and responsibilities.
- No member would lose voting or participation rights as a result of these changes.

#### 5. Policy Advisory Council (PAC)

- The PAC remains a key part of AVA's policy engine and should remain in the constitution.
- Operational details of the PAC (e.g., meeting rules) would be managed through policy rather than embedded in the Constitution.

#### 6. Constitution Simplification

- The Constitution would be shorter, clearer and focused on governance rather than procedure.
- Policies would be developed alongside the new Constitution to ensure continuity and transparency.

### HOW DOES THIS BENEFIT MEMBERS?

These proposed changes are about building a stronger, more modern AVA - one that is inclusive, adaptable, and accountable. If adopted, members may see benefits such as:

- **Greater transparency and fairness:** A clear and open nominations and election process ensures that all members have equal opportunity to contribute to the governance of their association.
- **Broader representation:** A skills-based, member-elected Board ensures that a wide range of veterinary voices and experiences help shape AVA's future.
- **Simplified systems:** A more streamlined Constitution and better use of policy means easier navigation and faster adaptability to change.
- **Stronger leadership:** Structured succession planning and clear governance expectations would lead to more effective decision-making and long-term strategic thinking.
- **More opportunity for engagement:** Every member would have the chance to vote for all Directors and be considered for Board roles based on merit, not group affiliation.
- **A modern, responsive AVA:** By aligning with legal and best practice governance standards, the AVA would be better equipped to advocate for the profession and support its members in a rapidly evolving environment.

### PROPOSED TIMEFRAME AND NEXT STEPS

- **30 June 2025:** Members invited to review and provide feedback on the proposed constitution review by 30 June 2025.
- **July 2025:** Feedback is collated and considered by the Constitution Reform Working Group.
- **August 2025:** Constitution Town Hall meetings held to present the refined model and engage in open discussion with members.
- **August/September 2025:** Final draft of the revised Constitution prepared and endorsed by the Board for member consideration.
- **End September 2025:** Members vote on the proposed revised Constitution.
- **October 2025:** Implementation of approved constitutional changes begins.

### FREQUENTLY ASKED QUESTIONS (FAQ)

We know that constitution and governance reform raises many important questions - and we want to hear them all. The FAQs below respond to some of the queries we've already received, but they're just the beginning. If your question isn't answered here, or if you have a different perspective, we strongly encourage you to get in touch. Every comment, concern and idea will help shape the final approach.

#### Q: Why is the AVA considering changes to how SIG-appointed Directors are selected?

A: While SIGs play a vital role and make a valuable contribution to the profession, proposed governance changes explore whether all Board Directors should be elected by the full membership, rather than appointed by specific groups. This is to support a more transparent and equitable process. We recognise this may impact some SIGs differently and invite feedback on how best to maintain strong SIG engagement under any revised model.

**Q: Will this negatively impact the three SIGs who currently appoint Directors?**

A: We understand this change may feel like a loss of influence. These SIGs have made a significant contribution to the AVA Board, and we are committed to ensuring that their perspectives remain central. This consultation invites your feedback on whether a representative mix can be better achieved through an open, skills-based election model, with continued opportunities for SIGs to nominate candidates.

**Q: Will SIGs or other member groups lose representation?**

A: No. Groups such as SIGs, Divisions, and Branches will continue to play an essential role in shaping AVA policy, advocacy, and professional development. The proposals aim to ensure that governance roles are filled in a way that is fair, transparent, and open to all members. We welcome input on how to ensure ongoing, meaningful representation for these groups.

**Q: Who would oversee nominations and elections under the proposed model?**

A: An independent Nominations Committee is being considered to oversee the nomination process. The idea is to assess candidates against agreed criteria, ensuring fairness, transparency, and alignment with the skills and experience needed on the Board. We're seeking your thoughts on how best to structure and appoint this committee. See Draft Terms of Reference for the proposed Nominations Committee.

**Q: Will members still vote on Board positions?**

A: Yes. Under the draft model, all members would vote for all Director positions. This is intended to strengthen member democracy and inclusivity.

**Q: Are member rights changing?**

A: No. The proposed changes are not intended to remove any member rights. Clarifying member categories is about ensuring consistency, not reducing participation or voting entitlements.

**Q: What if I have concerns or disagree with aspects of the proposal?**

A: This is exactly why we are consulting. We encourage you to share any concerns, alternative suggestions, or questions. Your feedback will shape the final direction.

**Q: Will there still be opportunities to serve on committees or advisory bodies?**

A: Yes. One of the goals is to broaden participation. Committees, working groups, and advisory councils will remain vital to AVA's strategic and policy development. We welcome ideas for how these can be further strengthened.

**Q: How would the proposed Nominations Committee be formed, and who could serve on it?**

A: The draft proposal suggests a mix of AVA members and independent voices, appointed through clear criteria to support balance and fairness. SIGs and other member groups would be encouraged to put forward nominations. We'd love to hear your views on how this might work best.

**Q: What is the envisioned role of the Board under the proposed changes?**

A: The Board would remain responsible for strategic direction, governance leadership, and financial stewardship, while operational matters would continue to be managed by the CEO and executive team. We are interested in feedback on how to maintain this balance effectively.

**Q: How will diversity and representation of different veterinary sectors be ensured?**

A: A key focus of the draft approach is developing a skills and experience matrix that reflects practice area, geography, gender, cultural background, and career stage. We are seeking input to ensure this approach meets the profession's expectations.

**Q: Will these changes affect my membership fees?**

A: While the governance changes themselves do not alter membership fees, the AVA Board has provided in-principle approval of a new all-inclusive membership model. This means members will no

longer pay additional fees to join Special Interest Groups (SIGs). The single membership fee will cover access to all SIGs, reducing financial barriers and simplifying the member experience.

**Q: What is the all-inclusive membership model, and why is it an important change?**

A: The all-inclusive membership model means AVA members would pay one flat annual fee that gives them access to *all* Special Interest Groups (SIGs). It makes it easier to join, explore new areas of interest and get more out of your membership.

**Q: What does the all-inclusive fee cover?**

A: It means you would have access to all SIGs without needing to pay an extra fee. This simplifies your experience and broadens your opportunities for engagement. Special offerings of SIGs would not be included in the all-inclusive fee. Examples of “SIG Special Offerings” may include; Drug and PPE Forms App (EVA); PREGCHECK™ (ACV); Journal of Veterinary Behaviour: Clinical Applications and Research (AVBM).

**Q: Are the changes to the membership model linked to the Constitution reform?**

A refreshed Constitution ensures that our governing documents reflect the way members engage with the Association - with simplicity, fairness and a focus on growth. It's about setting the AVA up for smoother operations today and a stronger future tomorrow.

**Q: If operational matters are moved out of the Constitution, will I lose any rights?**

A: No. Shifting procedural detail to policy is standard practice in modern governance and is not about limiting rights. Policies remain transparent and can be updated more responsively, with appropriate consultation.

**CONTACT/FEEDBACK:** If you have questions or wish to provide feedback, please contact us at [constitutionfeedback@ava.com.au](mailto:constitutionfeedback@ava.com.au).

Together, we can build a stronger, more representative AVA for the future.