

***CORPORATIONS ACT***

***Company Limited by Guarantee***

***CONSTITUTION***

***of***

***THE AUSTRALIAN VETERINARY***

***ASSOCIATION LTD***

***ABN 63 008 522 852***

Approved by Members at an Annual General Meeting of the Association

29 May 2023

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# AUSTRALIAN VETERINARY ASSOCIATION LIMITED

## 1. NAME AND STRUCTURE

1.1 The name of the company is “The Australian Veterinary Association Ltd” (hereinafter referred to as “The Association”).

1.2 The Association is a public company limited by guarantee.

### 1.3 **Not-for-profit**

(a) Subject to clauses 1.3(a) and 1.3(d) the Association must not be operated for the purpose of the profit or gain of any Member.

(b) The Association does not have the power to issue shares of any kind.

(c) The income and the property of the Association, however derived:

(i) must be applied solely towards the promotion of the Objects of the Association; and

(ii) may not be paid or transferred to a Member, in whole or in part, either directly or indirectly by way of dividend, bonus, benefit or otherwise, other than as provided in clause 1.3(d), clause 21.7 or section 27.

(d) In furtherance of the Objects of the Association, a Member may be paid, directly or indirectly, in good faith by the Association:

(i) for reasonable remuneration for services to the Association in the ordinary course of business

(ii) for goods supplied by the Member to the Association in the ordinary course of business.

## 2. INTERPRETATION

2.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

“Administration Fee” means a fee in the amount determined by the Board from time to time which is payable by a member suspended under clause 9.2 prior to reinstatement.”

“Corporations Act” means the Corporations Act 2001 or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or re-enacted.

“Association” means The Australian Veterinary Association Limited (hereinafter referred to as “the Association”)

“Board” means the Board of Directors of the Association

“Board Approved Group” means a group of members established by the Board pursuant to clause 15A of this Constitution.

“Branch” means a group of Members established for the purpose of closer cooperation in professional matters within one (1) or more Divisions of the Association

“Chief Executive Officer” means the CEO of the Association not being a Director who is appointed by the Board to that position and any person temporarily performing the duties of that officer

“Code of Professional Conduct” means the Association’s code of conduct as amended from time to time regulating the professional behaviour of the Members

“Company Limited by Guarantee” means a company formed on the principle of having the liability of its Members limited to the respective amounts that the Members undertake to contribute to the property of the company if it is wound up

“Company Secretary” means that officer appointed to the position of Company Secretary by the Board for the purposes identified in the Corporations Act

“Constitution” means this Constitution of the Association as amended from time to time

“Council” means the Policy Advisory Council of the Association

“Councillor” means a Member of the Policy Advisory Council

“Director” means a Member of the Board

“Division” means a local group of Members established in any State or Territory of the Commonwealth of Australia and recognised as a Division in accordance with the provisions of this Constitution

“Equivalent Overseas Veterinary Association” means an overseas veterinary association (however styled or constituted) as approved by the Board in its discretion for the purposes of clause 5.3(b)

“Ex officio” means by virtue of the office held by the person

“Financial voting Member” means a Member who has no money or debt outstanding and payable to the Association

“Journal” means the Australian Veterinary Journal as published by the Association

“meeting” includes a meeting by technology provided the technology gives the persons entitled to attend the meeting, as a whole, reasonable opportunity to participate without being physically present in the same place, and includes an Annual General Meeting or Extraordinary General Meeting:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using Virtual Meeting Technology; or
- (c) using Virtual Meeting Technology only

“Member” means a person admitted to membership of the Association in accordance with this Constitution

“Members Register” means the Members Register kept pursuant to the Corporations Act

“Month” means calendar month.

“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.”

“place” includes the place or location where a meeting may be held, is held or is taken to be held under the Corporations Act if Virtual Meeting Technology is used in holding the meeting

“Registered Office” means the registered office for the time being of the Association

“Relevant AGM” means the Annual General Meeting next following the Annual General Meeting held in 2007

“retired from full-time employment” means to be employed, self-employed or engaged in any activity for remuneration for less than 10 hours per week.”

“Rules” means the operational guidelines for each of the Divisions, Special Interest Groups, Branches and Board Approved Groups.

“Seal” means the Common Seal of the Association

“Special Business” refers to that part of the General Meeting agenda that contains special resolutions

“Special Interest Group” means a group of Members established for the purpose of promoting and maintaining a specialised interest associated with veterinary science or veterinary practice in Australia that is recognised as a Special Interest Group in accordance with the provisions of this Constitution

“Special Resolution” means the form of resolution as defined by the Corporations Act that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution

“Statutes” means and includes every code and ordinance from time to time in force concerning Companies Limited by Guarantee

“Undergraduate Branch” means a group of Student Members, of which there shall be no more than one (1) group per Veterinary Faculty at any time, established within a Veterinary Faculty of an Australian university for the purpose of closer cooperation in professional matters with one (1) or more Divisions of the Association.

“Veterinarian” means:

(a) a person who holds a qualification in Veterinary Science which meets the conditions for registration as a Veterinary Surgeon/Veterinary Practitioner/Veterinarian in Australia (as those terms are defined in the Australian jurisdiction applicable to that person) or

(b) in the case of an Associate Member a person who holds a qualification in veterinary science from a veterinary educational establishment listed by the World Organisation for Animal Health on the OIE Global List of Veterinary Education Establishments (or from a veterinary educational establishment on any other world list as approved by the Board) which entitles them to registration as a veterinarian (however described) in their jurisdiction, but who is not registered, or who do not meet the conditions for registration as a veterinarian in Australia.

“Virtual Meeting Technology” has the same meaning it has in the Corporations Act<sup>1</sup>

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<sup>1</sup> At the time of adoption of this Constitution, section 9 of the Corporations Act provides that Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

“In writing” or “written” includes printing, lithography, typing, writing or other modes representing or reproducing words, figures, drawings or symbols in a visible form in a physical document or in an electronic communication or form or otherwise

- 2.2 Words importing the singular number also include the plural number and vice versa and words importing masculine gender include the feminine gender and words importing persons include corporations.
- 2.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Corporations Act and where there is any inconsistency between a clause of this Constitution and a provision of the Corporations Act which may not be amended or excluded, the Corporations Act shall prevail to the extent of the inconsistency.
- 2.4 Unless the context otherwise requires, an expression used in this Constitution that has a particular meaning in the Corporations Act has the same meaning in this Constitution.
- 2.5 (a) The Association may modify or repeal this Constitution or any provision of it by special resolution from time to time and, subject to clause 2.5(b), such modification, repeal or adoption takes effect on the date on which the resolution is passed or, if the resolution specified a date which is later than the date on which the resolution is passed, on that date.
- (b) No addition, alteration or amendment may be made to this Constitution unless the same shall have been submitted to the Ministers of the Crown for the time being administering the Corporations Act and the Income Tax Assessment Act 1997 on such occasions and in such terms as the relevant Act or regulations there under require.
- 2.6 “Including” and similar expressions are not words of limitation.
- 2.7 A reference to a business day means a day during which banks are open for general banking business in New South Wales, Australia.
- 2.8 Where, by a provision of this Constitution, a document including a notice is required to be signed or communicated, that requirement may be satisfied in any manner permitted by the applicable law of a state, a territory, or the Commonwealth of Australia relating to electronic signing and transmission of documents.

### **3. OBJECTS OF THE ASSOCIATION**

- 3.1 The main object for which the Association is established is to promote and advance veterinary and allied sciences in Australia.
- 3.2 To carry out or further the object described in clause 3.1, the Association is to:
- (a) in general, encourage, promote, stimulate and foster interest in veterinary and allied sciences and the study and advancement of veterinary and allied sciences
- (b) promote, facilitate, carry out or sponsor:
- (i) research into veterinary and allied sciences generally and if required establish or facilitate the establishment of research committees and research funds for the development of the veterinary and allied sciences
- (ii) investigations into animal diseases and their control and treatment and
- (iii) publication of the results of research conducted in respect of the resources

- (c) encourage, facilitate and support further education in veterinary and allied sciences
- (d) provide accurate and up-to-date information to the Australian community on matters of veterinary science and practice that may impact on the welfare of animals
- (e) establish and maintain a library of articles of interest and reference materials in connection with veterinary and allied sciences
- (f) collect and circulate statistics and other information relating to the veterinary or allied sciences
- (g) make known and further the object of the Association by the publication and distribution of scientific papers, journals and other appropriate forms of publication from time to time
- (h) provide professional advice and assistance to public institutions, animal industry groups and community organisations on matters relating to veterinary or allied sciences
- (i) promote, facilitate, carry out or sponsor training in veterinary and allied sciences
- (j) act as a medium through which Members and the general veterinary profession can communicate, interact and exchange skills and information
- (k) consider questions of policy and encourage, facilitate and enter into discussions with the government or authorities (national, State, local or otherwise) or any person or company to promote relevant issues of national importance to the profession which may impact on how the profession advances and promotes veterinary and allied sciences in Australia and to obtain from such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which further the Company's object
- (l) provide financial assistance to projects and activities which promote the study of and advance the welfare of animals
- (m) become a member, support or subscribe to any other association whether incorporated or not having objects altogether or in part similar to those of this Association and whose constitution restricts the distribution of its income or property to an extent at least as great as that imposed on the Association by clause 1.3
- (n) accept appointment and act in the capacity as trustee and to undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the Association
- (o) subscribe to any local or other charities and to grant donations for any public purpose connected with the objects of the Association
- (p) acquire copyrights, rights of publication or reproduction and other rights in respect of any matter relating to veterinary and allied sciences
- (q) promote the fair, honourable and ethical practice of and research in veterinary and allied sciences, to suppress malpractice, to address disputed points of practice and to attempt to resolve all questions of professional usage and courtesy
- (r) purchase or lease any land or buildings and to erect any buildings required for the purposes of the Association, to sell, improve, manage, develop,

exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association

- (s) invest the moneys of the Association not immediately required upon such securities as may from time to time be determined by the Board
- (t) make provision for the payment to veterinary benevolent or defence funds and to provide for the possible future amalgamation of existing or future benevolent and defence funds, and
- (u) generally to do all such acts, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the main object of the Association.

#### **4. LIABILITY OF MEMBERS**

- 4.1 The liability of the Members is limited to an amount not exceeding fifty (50) dollars.
- 4.2 Each Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a Member or within one (1) year after he/she ceases to be a Member.

#### **5. MEMBERS**

- 5.1 There must be at least one (1) Member.
- 5.2 Notwithstanding the provisions of this Constitution, all those persons who have been recipients of the award of Honorary Fellows, Honorary Associate Members and Life Fellows shall retain that status and continue to enjoy the benefits of that status.
- 5.3 There shall be seven (7) categories of Members of the Association whose annual subscription (if any) includes membership of the Australian Veterinary Association Limited and of the Division in which the Member is domiciled (or such Division nominated by the Member and approved by the Association) and any branch or branches of the Members' choosing as follows:

- (a) FULL MEMBERS who shall be restricted to Veterinarians within the meaning given in subparagraph (a) of the definition of "Veterinarian". Full members shall have all of the privileges and liabilities of membership.
- (b) LIFE 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 years (35) years and be retired from full-time employment. Life members as at 30 June 2012 shall continue to have the same rights and obligations as they had as at that date.
- (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
- (d) OVERSEAS MEMBERS shall meet the eligibility requirements to be admitted as Full Members of the Association and be living outside the Commonwealth of Australia. Overseas Members shall have all the privileges and liabilities of membership except those of holding office;



- (e) ASSOCIATE MEMBERS who shall be
  - (a) persons who are Veterinarians within the meaning given in subparagraph (b) of the definition of “veterinarian”; or
  - (b) persons 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;
  - (f) HONORARY MEMBERS are eminent non-veterinarians who have rendered service to the Association or the veterinary profession in general. Such Honorary Members shall have all the rights and obligations of membership except those of voting and holding office.
  - (g) 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 seventy (70) members or such number as determined by the Board from time to time.

5.3A The Board may from time to time identify various groups of members (a Class) of the Association within the categories specified in clause 5.3 for the purpose of providing such a Class of member with access to specific services and materials for a subscription or fee. The Classes, subscriptions or fees will be set by the Board

5.4 All seven (7) categories of Members of the Association may make application for membership of one or more of the Association’s Special Interest Groups or Board Approved Groups. Only those persons who are Members of the Association may join Special Interest Groups, Board Approved Groups. Divisions and Branches unless the Board determines that such right is not available to that class of Member.

5.5 Application for and continuation of membership in any category of membership of the Association is subject to the member complying with all provisions of this Constitution.

## **6. MEMBER AWARDS**

6.1 The Board of the Association may, on the recommendation of a Division, Special Interest Group or other grouping of Members, recommend awards for Members to external bodies and/or bestow forms of Association recognition on Members through awards and/or postnominals.

6.2 The highest award that can be bestowed on a Member is the status of FELLOW. Association Fellows shall be Members of the Association who have been recognised by their colleagues for outstanding service to the Association.

## **7. APPLICATION FOR MEMBERSHIP**

7.1 There is no limit to the numbers of Members of the Association.

- 7.2 The Members of the Association are bound by this Constitution and are bound by the Principles of the Code of Professional Conduct for Members of the Australian Veterinary Association as adopted by the Board from time to time.
- 7.3 Intending Members must make application on the form prescribed from time to time by the Association or by the Board for acceptance as a member.
- 7.4 The Board need give no reason for rejection of an application. If an application is rejected then the Company Secretary must notify the applicant in writing.
- 7.5 If an applicant is accepted for membership the Company Secretary must:
- (a) notify the applicant in writing, and
  - (b) confirm payment of the annual subscription.
- 7.6 The applicant becomes a Member upon approval by the Board and payment of the annual subscription and, in the case of reinstatement of membership after suspension under clause 9.2, by meeting the requirements of clause 9.3.
- 7.7 The Association shall keep a Members Register, which shall contain the name of each Member, and such other particulars as the Board from time to time may determine, subject to Privacy legislation.
- 7.8 Any change in the particulars relating to a Member contained in the Members Register shall be immediately communicated to the Company Secretary by the Member in writing or by such other means as the Board may from time to time determine.
- 7.9 The rights and privileges of every Member shall be personal to that Member and shall not be transferable by any act of that Member or by operation of law.
- 7.10 Only those with a current membership card may represent themselves as a Member of the Australian Veterinary Association.

## **8. SUBSCRIPTIONS**

- 8.1 Members shall pay annual subscriptions (for any class, category or classification of membership however described) in the amount and by any method and in respect of such twelve (12) month period (or other period) as determined by the Board from time to time. The Board may determine increases in the annual subscriptions payable by members from time to time subject to a requirement that if the proposed increase is greater than 5% of the subscriptions then applicable the Board must first consult with financial voting members listed in the Members Register at the time consultation is to take place about the proposed increase in subscriptions, by using any technology the Board determines from time to time.
- 8.2 Annual subscriptions are due and payable to the Association on the date, and in any manner or method determined by the Board from time to time. The Board may agree to accept payment in instalments on terms notified by it from time to time.
- 8.3 (a) Each newly admitted Member is required to pay the application fee (if any) and annual subscription at the time of admission to membership and in such manner or method as is determined by the Board from time to time.
- (b) Each Member who is reinstated after a suspension of membership pursuant to clause 9.2 shall pay the determined Administration Fee (if any) and such annual subscription as is determined by the Board.

8.4 Notwithstanding these provisions, the Board may determine concessional rates for annual subscriptions based on specific classifications of membership or other criteria as determined by the Board from time to time.

8.5 The Board may in its sole discretion consider from time to time requests from Members or from their Division, Special Interest Group, Branch or Board Approved Group for a temporary waiver of subscription fees for a Member.

## 9. SUSPENSION OF MEMBERSHIP

9.1 (a) Except in circumstances agreed to by the Board, where payment of any annual subscription by a Member has not been made within one (1) month of the due date the Board may impose such restrictions or withdrawals of the Member's rights and services as is prescribed by Board policy from time to time.

(b) For avoidance of doubt, where a Member whose membership rights or services have been affected under clause 9.1 for non-payment the following rules will apply to that Member:

(i) the rights and services available to the Member will be restricted, or withdrawn (fully or partially) in accordance with Board policy for that category and/or class of Member; and

(ii) the Member will be entitled to have all such rights and services reinstated without any further requirements by payment of the annual subscription no later than three (3) months from the due date

9.2 Without limiting the powers of the Board in clause 9.1, a person shall have their membership of the Association suspended for non payment of renewal of membership subscriptions within three (3) months of the due date and the name of the person whose membership has been suspended shall be removed from the Members Register. Such persons are no longer entitled to use any Association materials, or benefit from any of the privileges of Association membership.

9.3 A Member under suspension for non payment of the annual subscription shall only have their full rights as a Member reinstated once that person pays to the Association:

(a) the Administration Fee;

(b) the annual subscription amount applicable for the period as determined by the Board

9.4 The Board may from time to time in its absolute discretion determine and/or vary:

(a) Any policy issued in relation to clause 9.1,

(b) the rights and/or services of any Member to be restricted or withdrawn under clause 9.1 including, and without limitation, loss of access to Association materials and loss of benefits from any of the privileges of Association membership;

(c) the requirements to be met before a suspended member under clause 9.2 may have their membership reinstated, if any;

(d) the maximum period of suspension before a suspended membership is considered to have ceased under clause 10; and

- (e) any other matter that relates to the above

## 10. CESSATION OF MEMBERSHIP

- 10.1 A person shall cease to be a Member of the Association:
- (a) upon the death of that person
  - (b) if the person becomes unsound of mind or is liable to be dealt with in any way under the laws relating to mental health
  - (c) if the person becomes bankrupt or assigns his or her estate or enters into a deed of arrangement for the benefit of his or her creditors
  - (d) if the person (being a Full Member) is refused or becomes ineligible for registration as a veterinarian in Australia or the person's name is removed or becomes removable from the register of veterinary practitioners as maintained in any State or Territory of Australia
  - (e) if the person (being a Student Member) is no longer enrolled in a faculty of veterinary science at a university in Australia, or
  - f) upon resignation by that person of their membership by notice in writing to the Association.
  - (g) upon expiry of such period of suspension of membership under clause 9.2 as the Board may determine
- 10.2 The name of the person whose membership has ceased shall be removed from the Members Register.
- 10.3 Any person who has resigned their membership shall nevertheless remain liable for and shall pay the Association all moneys, which at the time of cessation of that membership may be due from that Member to the Association.
- 10.4 Any person who has resigned his or her membership is no longer entitled to use any Association materials or represent themselves as members of the Association.

## 11. CANCELLATION OF MEMBERSHIP

- 11.1 The Board shall have the power to cancel the membership of any Member:
- (a) whose name is removed from the register of Veterinarians as maintained by the Veterinary Surgeons Board in any State or Territory as a result of a disciplinary action by that Board, or another Board with which the Member was registered, or
  - (b) who has been convicted of any offence under an Act dealing with
    - registration of veterinarians, or
    - controls over the supply and use of poisons or agricultural and veterinary chemicals, or
    - cruelty to animals.
  - (c) who has been convicted of any criminal offence
  - (d) Subject to clause 11.4, who, after due investigation by a Board-appointed complaints investigative group, is found to have behaved in such a way as to bring the Association or the profession into disrepute, including by having
    - breached this Constitution, or

- breached any Code of Professional Conduct for Association Members adopted by the Association in accordance with the provisions in clause 7.2, or
  - publicly acted or spoken when representing the Association to contradict Board-approved policy of the Association (not including comments in the Journal of the Association), or
  - made a false or misleading statement in any application to become a Member of the Association, or
  - persistently acted or spoken publicly in a way that denigrates or otherwise undermines the Association, the Board, or the Executive of any Division, Branch, Special Interest Group or Board Approved Group.
- 11.2 Any Division, Special Interest Group, Branch, Board Approved Group or Member can make a complaint in writing about another Member if they reasonably believe that the Member has acted in a manner detrimental to the promotion of the objects of this Association or if the Member has acted in a manner calculated to bring the Association into disrepute.
- 11.3 A complaints investigative group shall be appointed by the Board and shall consist of two (2) representatives from Divisions (one (1) of which shall be a member of the Executive Committee or the nominated representative of the 'home' Division of the person under investigation); two (2) representatives of either Special Interest Groups or Board Approved Groups (one (1) of which may be from a Special Interest Group or Board Approved Group with which the person under investigation has an affiliation) plus the Chair of the group who shall be the President of the Association or their nominee. The Chief Executive Officer shall be an ex-officio Member of that group. The complaints investigative group must seek the assistance or request the intervention of the Executive Committee of the relevant Division, Branch, SIG or Board Approved Group to resolve the matter. The Group shall conduct its investigations in accordance with standard operating procedures as approved by the Board and the recommendations from the group shall be forwarded to the Board. The Board will record its intention to cancel the Member's membership, suspend the Member's membership for a period not exceeding six (6) months, censure the Member or dismiss the complaint in the Board minutes.
- 11.4 Before the Board acts on a recommendation of the complaints investigative group pursuant to clause 11.3, the Board must:
- (a) hold a meeting of the Board to consider the complaint being made and the recommendation of the complaints investigative group;
  - (b) provide the Member against whom the complaint has been made with at least thirty (30) days written notice of this meeting of the Board and details of what is alleged against that Member,
  - (c) hold the meeting at a local AVA office or agreed alternative venue, and
  - (d) provide the Member with a reasonable opportunity to give such oral or written explanation or defence as the Member may reasonably think fit during the Board meeting and before the Board passes its resolution on the complaint.

Legal advisors are not permitted to attend the Board meeting.

- 11.5 Where the Board has suspended or cancelled the membership of a Member, that Member may, within thirty (30) days of being notified of the cancellation by mail to the address listed on the Members Register, lodge an appeal in writing with the Board stating the grounds on which they base their appeal. The Board shall consider any such appeal within thirty (30) days of its receipt, and notify the Member in writing of their decision within sixty (60) days of receipt of the notice of appeal. The decision of the Board shall be final and there is no obligation on the Board to

provide justification for their decision. The Board shall, at the conclusion of the appeal process (if any), publish the name of the cancelled Member in the Journal of the Association. Where an investigation has occurred and no negative finding has been made by the Board, the information will be de-identified and the details and circumstances surrounding the investigation will be published in the Journal of the Association.

- 11.6 The name of any Member who has their membership suspended or cancelled shall be removed from the Members Register for the duration of the suspension or until reinstated in accordance with the provisions of section 11.8. During the period of suspension or cancellation, such Members are no longer entitled to use any Association materials or present themselves as Members of the Association.
- 11.7 Any Member who has their membership suspended or cancelled shall nevertheless remain liable for and shall pay to the Association all moneys, which, at the time of suspension or cancellation of that membership, may be due from that Member to the Association.
- 11.8 A Member who has their membership cancelled by the Board shall only be reinstated to membership of the Association after following the procedures for application in Section 7.
- 11.9 For the avoidance of doubt, reference to "Member" in this clause 11 includes Associate Members.

## **12. CENSURE OF MEMBERS**

- 12.1 The Board may, after consideration of a complaint in writing as per clause 11.2 of this Constitution, and on the advice of the complaints investigative group (as per clauses 11.3 and 11.4) resolve to censure a Member rather than proceed to cancellation of membership.
- 12.2 The Board must note the intention to censure the Member in the Board minutes and provide the Member with a letter of censure to the address listed on the membership Register. The letter of censure may also include a warning that any further offence will lead to consideration of cancellation of membership.

## **13. DIVISIONS**

- 13.1 Divisions of the Association exist to address issues relevant to the Division and represent the interests and concerns of Divisional Members to the Board and Policy Advisory Council.
- 13.2 The Board may by resolution recognise a Division of Members established in any of the States or Territories of the Commonwealth of Australia. Such a Division becomes part of The Australian Veterinary Association Limited in terms of the Corporations Act. The Board by resolution will determine the boundary of a Division and may alter such boundary from time to time but otherwise the boundaries of Divisions will be those state boundaries of the relevant State or Territory.
- 13.3 Without limiting clause 13.2 the following Divisions are duly recognised and classified as Divisions as at the date of the 2013 Annual General Meeting:

The Australian Veterinary Association New South Wales Division  
The Australian Veterinary Association Victorian Division  
The Australian Veterinary Association Queensland Division  
The Australian Veterinary Association South Australian Division  
The Australian Veterinary Association Western Australian Division  
The Australian Veterinary Association Tasmanian Division  
The Australian Veterinary Association Northern Territory Division  
The Australian Veterinary Association Australian Capital Territory Division

- 13.4 Except as allowable under clause 13.5, the membership of each Division shall consist of Members who reside or who work within the boundaries of each Division or who are allocated by the Board to that Division.
- 13.5 Notwithstanding this distribution of membership, financial voting Members in a Division may choose to participate in the affairs of another Division while retaining membership of their original Division.
- 13.6 In order to continue to be recognised as a functioning Division within the Association, Divisions must be able to demonstrate that they have held at least one (1) networking function to which all Members are invited and at least two (2) educational offerings (seminars, newsletters) in each calendar year.
- 13.7 If the Board, after discussion with the Committee of the Division, is of the opinion that any Division has ceased to function or its Committee or Members have been guilty of conduct detrimental to the interests of Members of the Association generally, the Board may resolve that the Division be dissolved or that the Committee be removed from office and a new election be called.
- 13.8 Except as provided for in this clause 13, the membership, operational and procedural processes and the nature and functions of a Division shall be determined by the Board pursuant to clause 23.4.

#### **14. SPECIAL INTEREST GROUPS**

- 14.1 Special Interest Groups of the Association exist to provide opportunities for members with shared interests or expertise to develop their practice and skills in a specific area, provide relevant and focused continuing professional development, networking and social activities, keep members informed and represent the interests and concerns of Special Interest Group Members to the Board and Policy Advisory Council.
- 14.2 The Board may recognise as a Special Interest Group any group of fifty (50) or more financial Members of the Association established for the purpose of promoting and maintaining specialised interests associated with veterinary science or the practice thereof in Australia. Such a Special Interest Group becomes part of The Australian Veterinary Association Limited. The Board may resolve to approve the formation of Special Interest Groups of less than fifty (50) financial Members of the Association.
- 14.3 The Board will keep a register of all Special Interest Groups.
- 14.4 (a) Any Special Interest Group that has a nominee on the Board (clause 22.2(b)) must either:
- i. Draw that nominee from amongst its elected Executive Committee, or
  - ii. Add that nominee (once elected pursuant to clause 22.2(d) to its Executive Committee).
- (b) Any limit on the number of members of the Executive Committee shall not include or be affected by the addition to the Executive Committee of the nominee in accordance with clause 14.4(a)(ii).
- 14.5 Any Special Interest Group with fewer than fifty (50) financial Members may have its status reviewed by the Board in consultation with the Special Interest Group concerned.
- 14.6 In order to continue to be recognised as a functioning Special Interest Group within the Association, Special Interest Groups must be able to demonstrate that they have held at least one (1) networking function to which all Members are invited and at least two (2) educational offerings (seminars, newsletters) in each calendar year.

- 14.7 If the Board, after discussion with the Executive of the Special Interest Group is of the opinion that any Special Interest Group has ceased to function or its Executive Committee or Members have been guilty of conduct detrimental to the interests of Members of the Association generally, the Board may resolve that the Special Interest Group be dissolved or that the committee be removed from office and a new election be called.
- 14.8 Each Special Interest Group shall have an address to which communications may be forwarded and shall furnish to the Board the address and contact details thereof and notice of any change of address.
- 14.9 Except as provided for in this clause 14, the membership, operational and procedural processes and the nature and functions of a Special Interest Group shall be determined by the Board pursuant to clause 23.4

## **15. BRANCHES**

- 15.1 Branches of the Association exist to provide Members with networking, educational and social opportunities, input on Association policy to Divisions and to the Board, and feedback on Association policy to Members.
- 15.2 In any one (1) or more Divisions, seven (7) or more Members may, on the recommendation of the Division Committee(s) and with the approval of the Board, form a Branch of those Divisions for the purpose of closer co-operation in professional matters. Such a Branch becomes part of The Australian Veterinary Association Limited in terms of the Corporations Act.
- 15.3 Branches shall be distinguished either by the name of the locality or by the specialised grouping of the profession they represent.
- 15.4 In order to retain the status of a Branch within the Association, Branches must be able to demonstrate that each calendar year, they have held at least one (1) networking and one (1) educational function to which all Branch Members are invited.
- 15.5 If the Divisional Committee, after discussion with the Branch Committee, is of the opinion that any Branch has ceased to function or its Committee or Members have been guilty of conduct detrimental to the interests of Members of the Association generally, the Division may recommend to the Board that the Branch be dissolved or that the Committee be removed from office and a new election be called. The Board may act on its own initiative and otherwise in accordance with the objects in this Constitution and the Board's policies and procedures.
- 15.6 Except as provided for in this clause 15, the membership, operational and procedural processes and the nature and functions of a Branch shall be determined by the Board pursuant to clause 23.4

## **15A OTHER GROUPS**

- 15A.1 To better achieve the objects of the Association the Board may, in addition to groups specified in this Constitution, from time to time, establish groups of members to be organised according to criteria determined by the Board.
- 15A.2 Members may apply to the Board for recognition as a group on such terms and conditions as the Members see fit and the Board has discretion to approve such application wholly or conditionally or subject to any further criteria, as the Board sees fit.



- 15A.3 The objects, nature and function of such groups shall be determined by the Board in consultation with such group's members, or proposed members.
- 15A.4 In respect of such groupings the Board will determine:
- (a) the criteria for membership;
  - (b) the rules of procedure and process including:
    - (i) guidelines regarding operating conditions;
    - (ii) membership;
    - (iii) reporting requirements to the Board and the Association generally;
  - (c) the title of, and the membership and scope of discretion, if any, of the leadership team;
  - (d) the timing and criteria for meetings;
  - (e) the requirements for continued recognition as a functioning group;
  - (f) the cost to be levied on the members and any other attendees or participants in respect of the group's activities;
  - (g) the process by which such a group maybe dissolved; and
  - (h) such other matters as the Board sees fit.
- 15A.5 The matters referred to in clause 15A.4 will be as determined by the Board in such form and to such degree as the board thinks fit and may be amended by it from time to time.
- 15A.6 Upon request to the Board, and subject to its approval, the Board will grant to any Group established under this clause 15A the ability to invite appropriately qualified Associate Members, and non-members of the AVA (Invitees) to provide advice to, and participate in the governance of, that Group. Invitees so appointed will not, by virtue of the appointment, gain any rights or responsibilities of membership of the AVA which were not otherwise already available to them.
- 15A.7 The Board's decision is final concerning the matters referred to in this clause.

## **16. POLICY ADVISORY COUNCIL**

- 16.1 (a) The Policy Advisory Council shall be responsible for the initiation, planning and development of scientific, technical, ethical and philosophical policies of the Association, for the recommendation of such policies to the members for debate and consideration, and for the recommendation of such policies to the Board for approval;
- (b) despite clause 16.1 (a)
- (i) the Board may also initiate, plan, develop or implement a policy of the type referred to in paragraph (a),
  - (ii) the Board retains the discretion to approve and implement, or amend and implement, or reject, any recommendation by the Policy Advisory Council in respect of a policy

- (c) nothing in this clause 16 affects the Board's rights in respect of making, implementing and enforcing matters of policy generally
- 16.2 The Board may at any time summon a meeting of the Policy Advisory Council.
- 16.3 The quorum necessary for the transaction of the business of the Policy Advisory Council shall be ten Members of Council.
- 16.4 The Board shall appoint one of their number as a chair of the Policy Advisory Council to preside over the order of business, procedure and conduct of meetings, activities and decisions of the Policy Advisory Council.
- 16.5 Without limiting clause 16.4, the role of the chair of the Policy Advisory Council includes:
- (a) leading the Policy Advisory Council;
  - (b) overseeing the management of the Policy Advisory Council at and between meetings;
  - (c) managing the frequency and agenda of Policy Advisory Council meetings; and
  - (d) acting as the Policy Advisory Council's primary channel of communication with the Board.
- 16.6 If the chair appointed pursuant to clause 16.4 is not present at a meeting of the Policy Advisory Council within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act as chair of the meeting, the President shall take the chair. If the President is not present or unwilling, a Director shall take the chair and if all the Directors present decline to take the chair, the Councillors present shall choose one of their number to be chair
- 16.7 Questions arising at any meeting of the Council shall be decided by a majority of votes and each Councillor present shall have one (1) vote.
- 16.8 The Council may from time to time invite groups of Members or individual Members of the Association or external experts to assist Council with development of policy within its remit.
- 16.9 The Council shall consist of Veterinarians as follows::
- (a) one (1) Councillor nominated by each Division for a term of office of three (3) years. Councillors may serve up to three (3) consecutive terms of office
  - (b) one (1) Councillor nominated by each Special Interest Group for a term of office of three (3) years. Councillors may serve up to three (3) consecutive terms of office, and
  - (c) one (1) Councillor nominated by each Board Approved Group for a term of office of three (3) years. Councillors may serve up to three (3) consecutive terms of office, and
  - (d) the Directors who shall be non-voting Councillors.
- One (1) Councillor may represent more than one (1) group, but may only have one (1) vote.
- For the purposes of the Policy Advisory Council, alternate Councillors must also be Veterinarians.

- 16.10 Individual Councillors are responsible for consulting with their nominating Division, Special Interest Group or Board Approved Group, and with Members more broadly if possible, in relation to policies being developed and debated, and for bringing the outcomes of that consultation back to the Council for consideration.
- 16.11 New Councillors shall take office at the conclusion of the Annual General Meeting of the Association.
- 16.12 Each Division, Special Interest Group and Board Approved Group shall nominate one (1) alternate Councillor. The alternate Councillor is provided with Council information by the Councillor and may attend Council meetings as an observer, or the alternate Councillor may attend and vote in place of a Councillor from the same Division, Special Interest Group or Board Approved Group/s who is unable to attend such meeting of the Council. At any time that an alternate Councillor attends a meeting as an observer, the expense of such attendance shall be either personal or as arranged with the respective Division, Special Interest or Board Approved Group/s. In the case of a casual vacancy on the Council, the respective alternate Councillor shall become the Councillor for the remainder of the unexpired term, and the respective Division, Special Interest Group or Board Approved Group/s shall appoint a new alternate Councillor.
- 16.13 Councillors may be paid travelling, accommodation and other expenses as approved by the Board to facilitate their attendance and return from meetings of the Council or any meetings specifically approved by the Board in connection with the business of the Council. The Board may determine the financial contribution to be made by the Association towards the costs incurred by Divisions, Special Interest Groups and Board Approved Groups in attending Council meetings.
- 16.14 A Division, Special Interest Group or Board Approved Group may in its discretion at any time remove its nominated Councillor prior to the expiry of that Councillor's term of office and appoint another person to replace the removed Councillor for the balance of the term of office.

## **17. GENERAL MEETINGS**

- 17.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Corporations Act at such time and place as shall be determined by the Board. All other general meetings of the Association shall be called extraordinary general meetings.
- 17.2 The business transacted at annual general meetings shall include consideration of the accounts, balance sheets and the annual report of the Board and the auditors and other reports as determined by the Board from time to time.
- 17.3 **Notice of Annual General Meetings**
- (a) Notice of an Annual General Meeting must be given in accordance with the Corporations Act and served in accordance with section 32.
  - (b) Notice of an Annual General Meeting must be given in writing by the Association individually to each Member entitled to vote at the meeting and to each Director.

(c) Subject to the Corporations Act and section 32 and without limiting this clause 17.3, notice of an Annual General Meeting may be given electronically or by any other form of communication permitted by the Corporations Act or this Constitution including:

- (i) by an electronic form of communication;
- (ii) published in the official journal of the Association and posted as if it was a notice pursuant to clause 32.1; or
- (iii) published on the Association's website provided that the Association notifies the Member:

A that the notice is available; and

B how the Member may access the notice.

17.4 The accidental omission to give notice of any meeting to an individual Member or the non-receipt of such notice by any Members shall not invalidate any resolution passed at any such meeting.

17.5 No special business shall be transacted at any meeting unless stated in the notice convening the meeting, and no amendment shall be allowed upon any special resolution contained in the notice convening any meeting that alters the substance of such resolution except in cases where an alternate motion is transmitted to Members at least twenty-one (21) days prior to the holding of the Annual General Meeting of the Association.

17.6 The Company must give its Auditor:

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice
- (b) any other communication relating to the general meeting that a Member is entitled to receive, and
- (c) the entitlement to be heard at the general meeting even if the auditor retires at that general meeting or the general meeting passes a resolution to remove the auditor from office.

## **18. EXTRAORDINARY GENERAL MEETINGS**

18.1 The Board may convene an extraordinary general meeting whenever it so determines.

18.2 The Board will also convene an extraordinary general meeting on the request in writing of not less than fifty (50) Members having the right to vote. Any requisition so made by the Members shall state the object of the meeting proposed and shall be delivered or forwarded by registered mail to the Registered Office of the Association.

18.3 Upon receipt of such a request for an Extraordinary General Meeting by Members, the same should be convened within sixty (60) days from the time the request is received. If the Board has not acted at the expiry of sixty (60) days then those requesting the meeting have the right to themselves convene such a meeting.

18.4 Subject to the provisions of the Corporations Act relating to special resolutions, a notice specifying the place, the day and the hour of the meeting and the nature of the special business to be transacted including the resolution and the entire text or substance, shall be given to such persons as are entitled to receive such notices from the Association. Good and proper notice of the meeting shall be provided as detailed in clause 17.3 and section 32.

- 18.5 The accidental omission to give notice of any meeting to an individual Member, or the non-receipt of such notice by any Members shall not invalidate any resolution passed at any such meeting.
- 18.6 No business that is additional to that stated in the notice of meeting shall be transacted at any Extraordinary General Meeting. No amendment shall be allowed upon any special resolution contained in the notice convening any meeting that alters the substance of such resolution except in cases where an alternate motion is transmitted to Members at least twenty-one (21) days prior to the holding of the Extraordinary General Meeting of the Association.

## **19. PROCEDURE AT GENERAL MEETINGS**

- 19.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business: thirty (30) financial Members present in person and entitled to vote shall be a quorum.
- 19.2 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved and shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairman may determine. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the meeting shall be closed and any motion on the floor will be deemed to have lapsed.
- 19.3 The President shall chair every General Meeting of the Association, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or if present but unwilling to act, the President's nominee shall take the Chair. If the President's nominee is unwilling, a director shall take the chair and if all the Directors present decline to take the chair, the Members present shall elect one (1) of their number to chair that meeting.
- 19.4 The Chairman may with the consent of any General Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 19.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or (where the meeting is being conducted by Virtual Meeting Technology) such other similar method as determined by the Chairman, unless a poll is (before, or on the declaration of the result of the show of hands) demanded:
- a) by the Chairman, or
  - b) by at least five (5) Members present, in person, and entitled to vote,
- and the demand is not withdrawn.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried or lost by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of votes recorded in favour of or against the resolution.

- 19.6 If a poll is demanded as aforesaid it shall be taken in such a manner, and either at once or after an interval of adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Those persons who originally so moved may withdraw the demand for a poll. In case of any dispute as to the admission or rejection of a vote,

the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

- 19.7 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 19.8 No poll shall be demanded on the appointment of a Chairman or on a question of adjournment of the meeting.
- 19.9 Unless otherwise determined by a resolution or assented to at the meeting, no Member shall be entitled to be present, or to vote at any General Meeting, or to nominate for, or to be a candidate for, or to vote for election of Members of the Board, or any other elected position within the Association, whilst any money shall be due and remain unpaid by that Member to the Association.
- 19.10 In cases of dispute, doubt or difficulty in respect of or arising out of matters of procedure or order, the decision of the Chairman shall be final and conclusive.

## **20. VOTING AT GENERAL MEETINGS**

- 20.1 Every Member present in person and entitled to vote shall have one (1) vote, and upon a poll every Member present in person or by proxy shall have one (1) vote.
- 20.2 No objection shall be made to the validity of any vote except at the meeting at which the same shall be tendered, and every vote not disallowed at such meeting shall be deemed valid for all purposes. Any such objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- 20.3 A proxy may be provided by a Member of the Association having the right to vote who is not able to be present at the meeting and who has provided the Company Secretary with a proxy form duly signed and completed as required by the Association authorising another person to act as the proxy.
- 20.4 The instrument appointing a proxy (along with a certified copy of the power of attorney or other authority, if any, under which it is signed) must be received at:
- (a) the Registered Office;
  - (b) such other place within the state or territory in which the Association has its Registered Office, or to an email address, as is specified for that purpose in the notice convening the meeting; or
  - (c) any other means provided by the Corporations Act, as is specified for that purpose in the notice convening the meeting,

not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. Documents received after this time will not be treated as valid.

- 20.5 The Association receives a document referred to in clause 20.4:
- (a) if the document is given by electronic means in accordance with the Corporations Act and as specified in the notice convening the meeting, when the document given by those means is received by the Association as prescribed by the regulations to the Corporations Act; and
  - (b) otherwise, when the document is received at:
    - (i) the Registered Office; or
    - (ii) a place specified for the purpose in the notice of meeting.

## 21. BOARD

- 21.1 There shall be a Board of nine (9) Directors (or more as being determined at a General Meeting) including the President and eight (8) Directors and shall be constituted in accordance with clause 22.
- 21.2 Subject to the provisions of this Constitution, any Full Member or Life Member or Fellow of the Association who owes no monies to the Association and is in good standing and is able to demonstrate
- (a) experience as an executive office holder in a Division, Special Interest Group, Board Approved Group or Branch, or as a member of the Policy Advisory Council or as a representative of another veterinary professional body recognised by the Association, or
  - (b) To the satisfaction of the Board, the skills, experience or qualifications necessary to hold such office

shall be eligible to be a candidate for election or appointment to the office of Director. The Association may call for nominations as Director in such manner as it determines from time to time.

- 21.3 Candidates must sign a nomination form in the form approved by the Association, which has also been signed by the Full Member, Life Member, Fellow or Overseas Member who has proposed them. The completed nomination form must be received at the Registered Office of the Association no later than sixty (60) days prior to the Annual General Meeting.
- 21.4 The nomination form shall be accompanied by a citation of the candidate, which shall not exceed one hundred (100) words, and the Board may prescribe the form of the citation. The number of candidates can exceed the number of vacancies. If an election is required clause 22.1(c) applies. The voting method employed is optional preferential.
- 21.5 In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
- (a) dies;
  - (b) becomes unsound of mind or is liable to be dealt with in any way under the laws relating to mental health;
  - (c) becomes bankrupt or assigns his or her estate or enters into a deed of arrangement for the benefit of his or her creditors;
  - (d) is refused or becomes ineligible for registration as a veterinarian in Australia or the Director's name is removed or becomes removable from the register of veterinary practitioners as maintained in any State or Territory of Australia;
  - (e) resigns his or her office by notice in writing to the President of the Association;
  - (f) Is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months;
  - (g) holds, without the consent of the Association in general meeting, any office of profit under the Association;

- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of this interest;
- (i) has his or her membership cancelled or fails to renew his or her membership of the Association; or
- (j) is a nominee of a Special Interest Group and the relevant Special Interest Group ceases to be one (1) of the three (3) largest SIGs by number as measured on the thirty-first (31<sup>st</sup>) day of December in each year.

If any of clauses 21.5(a) to (i) inclusive apply, the office of a Director is vacated immediately. If clause 21.5(j) applies, the office of a Director is vacated at the next Annual General Meeting.

21.6 The outcome of an election shall be announced at the next Annual General Meeting and published in the journal of the Association.

### 21.7 **Remuneration and Expenses of Directors**

- (a) The Directors may, with the prior approval of the Members, be paid reasonable remuneration for their services as Directors.
- (b) A Director is entitled to be reimbursed by the Association for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Board or a committee of Directors or when otherwise engaged on the business of the Association. Any payment to a Director must be approved by the Directors.
- (c) If the Association requests a Director to provide professional services in addition to those required by the Corporations Act, the Association may, with the prior approval of the Board, pay the Director reasonable remuneration. This remuneration is in addition to any other remuneration paid under this clause 21.7.

## 22. **ELECTIONS**

### 22.1 **Ballots**

- (a) The Board may, subject to compliance with the Corporations Act, prescribe electronic or web-based voting in lieu of or in addition to, voting by ballot paper, in which case, any reference to:
  - (i) an address may be a reference to an electronic or web address as appropriate; and
  - (ii) a voting paper may be a reference to an electronic voting paper.
- (b) In employing an electronic or web-based voting system, the Board must ensure a secure method of identifying a Member by reference to a personal identification code allocated to the Member or any other manner approved by the Board.

### 22.2 **Directors**

- (a) (i) six (6) Directors shall be elected by a ballot of the financial voting Members of the Association;
- (ii) not less than two (2) Directors shall be elected each year;
- (iii) the Directors to retire each year shall be the two (2) Directors who have been in office the longest since their last election;



- (iv) if more than two Directors have been in office for the same period, the Directors to retire shall be determined by agreement, failing which they shall be determined by lot;
  - (v) the term of office of each Director shall commence at the conclusion of the Annual General Meeting;
  - (vi) the term of office of each Director shall be three (3) years; and
  - (vii) Directors may hold office for up to two (2) consecutive terms.
- (b) Each of the three (3) largest Special Interest Groups by number of financial voting members listed in the Members Registry on the thirty-first (31) day of December each year may nominate one (1) Director pursuant to clause 22.2(d) who has been elected from amongst their number. Any such nominated Director shall hold office as a director only so long as the Special Interest Group so appointing such Director remains one (1) of the three (3) largest by number of financial voting members listed in the Members Registry on the thirty-first (31) day of December. Provided the provisions of this sub-clause 22.2(b) are met annually, these Directors may hold office for a term of three (3) years, with a maximum of two (2) consecutive terms.
- (c) If required by clause 21.4 a ballot shall be undertaken in the following manner :
- (i) the President shall nominate a returning officer;
  - (ii) not less than forty- five (45) days prior to the date of the next Annual General Meeting the AVA returning officer or company secretary shall send to each member with voting rights a statement of the number of vacancies to be filled at the election, together with a list of candidates and a copy of the citation referred to in clause 21.4 and instructions on how to cast a valid vote;
  - (iii) votes must be received by the returning officer at the address specified in the notice not later than fourteen (14) days prior to the date of the next Annual General Meeting. Votes received after such date will not be counted in the ballot;
  - (iv) at the Annual General Meeting next following the close of voting the returning officer or company secretary shall declare the results of the election. Any doubt regarding a vote shall be referred to the President for determination and any such determination shall be final; and
  - (v) non receipt by a member with voting rights of a voting form (however constituted) does not invalidate the ballot.
- (d) (i) In determining who is to be nominated by a Special Interest Group as a Director for the purposes of clause 22.2(b), the relevant Special Interest Group shall elect a Director from amongst its members.
- (ii) An election of Special Interest Group members shall be required only if there is more than one (1) candidate for nomination.
  - (iii) A candidate for nomination must:
    - (A) be a member of the relevant Special Interest Group;
    - (B) meet the requirements for eligibility for election or appointment to the office of Director described in clause 21.2;

- (C) sign a nomination form in the form approved by the Association, which has also been signed by the Full Member, Life Member, Fellow or Overseas Member who has proposed them and is also a member of the relevant Special Interest Group. The completed nomination form must be received by the Secretary of the Special Interest Group no later than sixty (60) days prior to the Annual General Meeting; and
  - (D) provide a citation of the candidate with his or her nomination form, which shall not exceed one hundred (100) words, and the Board may prescribe the form of the citation.
- (iv) If an election is required, it shall be carried out on terms consistent with the provisions for electing a Director as described in clause 22.2(c) (amended as necessary) except that voting in such election will be limited to the members of the relevant Special Interest Group listed in the Members Register at that time.
- (d) If a Director is unable or unwilling to complete a term of Office, then an election for that position will be conducted at the time of the next election of Directors and the result announced at the Annual General Meeting. The position so filled will be for the period of the unexpired term of the Director who did not complete the term of office.
  - (e) Notwithstanding the provisions above, the Board may fill a casual Board vacancy from among the Members of the Association. Any position so filled will be vacated at the next Annual General Meeting of the Association

### **22.3 President**

- (a) The President shall be elected by the Board from amongst its number at the first meeting of the Board after the annual election of Directors.
- (b) The President's term of office shall be one (1) year with eligibility for re-election for up to three (3) consecutive terms.
- (c) Candidates for the position of President must be able to demonstrate:
  - i. experience, skills or qualifications necessary to hold such office, or
  - ii. experience as an executive office holder in a Division, Special Interest Group, Branch, Board Approved Group or as a Member of the Policy Advisory Council, or have represented another veterinary professional body recognised by the Association.

In addition, it is desirable for candidates to be able to demonstrate completion of company director training or indicate a willingness to complete same during the term as President.

- (d) Should the President be unable or unwilling to complete the term of Office, then the Directors may elect a person from amongst their number to take the position for the remainder of that term.
- (e) The President's term of office is subject to remaining a Director in accordance with the provisions of this Constitution.

- (f) If the Board passes a motion of no confidence in the President or if the President ceases to be a Director the President shall immediately step down from office and the Board shall elect a person from their number to fill the position of President for the remainder of the term.
- (g) Despite clause 22.3(a) the first President after the adoption of this Constitution shall be the person who held the position of President Elect immediately before the adoption of this Constitution.

#### **22.4 Vice President**

- a) Following the election of the President, the Vice President shall be elected by the Board from amongst its number at the first meeting of the Board after the Annual General Meeting.
- b) The term of office of the Vice President shall be one (1) year with eligibility for re-election for up to three (3) consecutive terms.

#### **22.5 Treasurer**

- (a) Following the election of the President and Vice President, the Treasurer shall be elected by the Board from amongst its number at the first meeting of the Board after the Annual General Meeting.
- (b) The term of office of the Treasurer shall be one (1) year with eligibility for re-election for up to three (3) consecutive terms.
- (c) The President and Vice President are not eligible for election as Treasurer.

### **23. POWERS AND DUTIES OF THE BOARD**

- 23.1 It shall be the duty of the Board to transact the business, and oversee of the affairs of the Association, to be responsible for approval and implementation of policy and to maintain a Strategic Plan. For such purposes the Board may exercise all the powers and authorities conferred on it by this Constitution and provisions of the Corporations Act and other relevant legislation.
- 23.2 The Board shall be responsible to the Members of the Association for the due administration of the business and affairs of the Association and shall, whenever required by the Members of the Association at any general meeting, furnish the Members with full reports of its administration.
- 23.3 The Board may delegate such of its powers as it thinks fit except the power of delegation or a function imposed by the law.
- 23.4 The Board may devise or change Rules and agree guidelines for the operation of Divisions, Special Interest Groups and Branches, and other such groups as it may from time to time determine.
- 23.5 The Board may from time to time at its discretion borrow or secure the payment of any sum or sums of money for the purposes of the Association.
- 23.6 The Board may raise or secure the repayment of such moneys or any debts, liabilities, contracts or obligations undertaken or incurred by the Association, in such manner, by such means and upon such terms and conditions in all respects as the Board may think fit, and by the issue of bonds, debentures or unsecured notes or any mortgage, charge or other security charged upon all or any part of the property of the Association, both present and future, and the Board may give or accept guarantees or indemnities as it may think desirable.

- 23.7 Every bond, debenture or other security issued by the Association may be issued at a discount, premium or otherwise and may be made assignable free from any equities between the Association and the person to whom the same may be issued.
- 23.8 A proper register shall be kept in accordance with the provisions of the Corporations Act of all mortgages and charges specifically affecting the property of the Association, and of all floating charges on the undertaking of any property of the Association.
- 23.9 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, shall be signed, drawn, accepted or otherwise executed as the case may be in such manner as the Board shall from time to time determine.
- 23.10 The Board shall, as required by the Corporations Act cause minutes to be made:
- (a) of the names of Directors present at all meetings of the Board, and
  - (b) of all proceedings at all general meetings of the Association, and meetings of the Board.
- Such minutes shall be signed as a true record by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
- 23.11 The Board may delegate to the Chief Executive Officer any of the powers exercisable by them upon such terms and conditions as they may think fit and may vary or revoke those powers.
- 23.12 Without limiting the provisions of the Corporations Act, all Directors, whether elected directly or appointed pursuant to clause 22.1(b) must exercise their power and discharge their duties in good faith and for a proper purpose in the best interests of the Association as a whole.
- 23.13 The Board shall adopt and maintain a Board Charter detailing the functions and responsibilities of the Board which:
- (a) is consistent with the provisions of this Constitution;
  - (b) complies with the Corporations Act; and
  - (c) distinguishes Board functions from those appropriately delegated to management including the specific powers and responsibilities of the President, the Chairman of the Board, and the CEO.

## **24. PROCEEDINGS OF THE BOARD**

- 24.1 The Board may elect the President or Vice President to the position of Chairman of the Board as it sees fit.
- 24.2 Four (4) Members of the Board shall form a quorum and no business shall be transacted at any meeting of the Board unless a quorum of Directors is personally present.
- 24.3 The Board may direct that a ballot be taken on any matter.
- 24.4 In the event of the Chairman, as elected under clause 24.1, being absent from any meeting of the Board the meeting shall appoint its own Chairman from the Directors then present fifteen (15) minutes after the advertised commencement time of that meeting.

- 24.5 Questions arising at any meeting of the Board shall be decided by a majority of votes and each Director present shall have one (1) vote.
- 24.6 Any resolution in writing howsoever signed by a majority of the Board shall be as valid and as effectual as if it had been passed at a meeting of the Board duly called and convened. Directors shall indicate their agreement or non-agreement to the resolution. Such written resolution (described in the Act as a circulating resolution and sometimes also known as an out of sessions resolution) may be distributed in person, by post, by email or other electronic means and will be deemed to be resolved at the time a majority of the Board has signed, or electronically signified approval of, the resolution. Any such resolution shall be included in the Minutes of the next meeting of the Board.
- 24.7 For the purpose of this Constitution the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means (“telecommunication meeting”) of a number of the Directors, not less than a quorum, is deemed to constitute a meeting of the Directors. All the provisions in this Constitution relating to a meeting of the Board apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this clause. The following provisions apply to a telecommunication meeting:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board are entitled to receive notice of a telecommunication meeting
  - (b) all the Directors participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting
  - (c) notice of the meeting may be given by telephone or other electronic means
  - (d) at the commencement of the meeting each Director taking part in the meeting is deemed to be present for the entirety of the meeting, and
  - (e) at the commencement of the meeting, and at the end of the meeting unless earlier withdrawal was advised, each Director must announce his or her presence to all the other Directors taking part in the meeting.
- 24.8 The President, Vice President or Company Secretary shall convene a meeting of the Board to be held immediately upon the close of the Annual General Meeting for the purposes of:
- (a) conducting the elections for the positions of President, Vice President and Treasurer if required;
  - (b) any other matters properly dealt with by the Board.

## **25. CHIEF EXECUTIVE OFFICER**

- 25.1 The Board may from time to time appoint a Chief Executive Officer for such periods and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case and may revoke any such appointment subject to the provisions of the law.
- 25.2 The Chief Executive Officer shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration as the Board may determine.
- 25.3 The Board employs the Chief Executive Officer and may delegate to the CEO such of its powers and authorities as it deems fit from time to time including the delegation to employ staff. All employees of the Association including those at

Divisional, Special Interest Group, Board Approved Group and Branch level are employees of the Australian Veterinary Association Limited.

25.4 The Chief Executive Officer shall not be entitled to cast a vote at any meeting of the Board.

## **26. COMPANY SECRETARY**

26.1 The Company Secretary shall be appointed by the Board in accordance with the Corporations Act and be remunerated at such level as the Board may determine. The Board also has the power to remove any Company Secretary so appointed.

## **27. STAFF**

27.1 Nothing in this Constitution precludes the Association from employing Members in any capacity provided that the terms and conditions of such employment and the salary payable there under are on commercial arms length terms.

## **28. COMMON SEAL**

28.1 The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by one (1) Director and shall be counter-signed by the Chief Executive Officer, Company Secretary or by some other person appointed by the Board for the purpose.

28.2 The Company Secretary shall keep a seal register and each use of the Company Seal will be noted in the register and in the minutes of the succeeding Board meeting.

## **29. ACCOUNTS**

29.1 The Board shall ensure that the Association does not employ its funds in the provision of loans or other forms of financial assistance to Members.

29.2 The Board shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets as required by the Corporations Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them shall be open to the inspection of Members. No non-member shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or otherwise by the Board or by the Association in general meeting.

## **30. LOGO**

30.1 The Association's official logo is available from the Association and may only be used in accordance with this clause 30.

30.2 The Association's official logo may be used by Members and other organisations on a non-exclusive basis and any use of the Association's official logo shall be on such terms and conditions as determined by the Board from time to time.

## **31. AUDIT**

31.1 At least once in every twelve (12) month period the accounts of the Association shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one (1) or more Auditors.

31.2 Auditors of the Association shall be appointed, and may be removed and their rights and duties regulated, in accordance with the provisions of the Corporations Act.

31.3 Every account of the Board when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three (3) months next after the approval thereof. Whenever any error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

## 32. NOTICES

### 32.1 Methods of service

- (a) The Company may give a document to a Member or Director:
  - (i) personally;
  - (ii) by sending it by post to the address for the Member or Director in the Register or an alternative address nominated by the Member or Director;
  - (iii) by sending it to an electronic address nominated by the Member or Director;  
or
  - (iv) by any other method of service provided by this Constitution or the Corporations Act.
- (b) A Member or Director may give a document to the Company:
  - (i) by serving it on the Company at the Registered Office;
  - (ii) by sending it by post to the Registered Office; or
  - (iii) by sending it to the electronic address nominated by the Company.
- (c) Except in relation to service of a document referred to in clause 20.4, a document is taken to be given:
  - (i) if it is sent by post, on the 3<sup>rd</sup> business day after the date of its posting;
  - (ii) if it is sent by electronic transmission:
    - a. by properly addressing and transmitting the electronic transmission;  
and
    - b. if the document is properly addressed and transmitted, on the day following its transmission; and
  - (iii) if it is given in any other way permitted under the Corporations Act, then when it is taken to have been given under the Corporations Act.

32.2 The non-receipt of a notice of meeting of Members shall not invalidate any meeting of Members held pursuant to such notice.

32.3 Where a specific number of days' notice, or notice extending over any other period, is required to be given, the day of service or deemed service of the notice shall be excluded from, and the day upon which such notice would expire shall be included in such number of days or other period unless otherwise provided by this constitution or by statute.

- 32.4 Any Member who has failed to lodge an address for registration in the books of the Association, or to which all notices and documents of the Association may be served or sent, shall not be entitled to receive notices.
- 32.5 A Member may elect to be sent notices of General Meetings and certain other documents that are required or permitted to be sent to a Member by the Association under the Corporations Act either in physical form or in electronic form, by notifying the Company of the election.

### **33. INDEMNITY**

- 33.1 Subject to the provisions of the Corporations Act every Director and every other officer for the time being of the Association and any person (whether an officer of the Association or not) employed by the Association shall be indemnified out of the funds of the Association against all liability incurred by that person as such Director, officer or other person in defending any proceedings whether civil or criminal in which judgement is given in favour of that person or in which that person is acquitted or in connection with any application under the Corporations Act in which relief is granted to that person by the Court.
- 33.2 Subject to the Corporations Act every Director and every other officer or employee of the Association shall be indemnified out of the funds of the Association against all costs, losses and expenses which that person may incur or become liable to pay by reason of any act or thing properly done by that person in the discharge of the duties of that person as such Director, officer or employee as the case may be.
- 33.3 No Member of a committee or trustee of the Association shall be liable for any other Member of a committee, trustee or officer of the Association, or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Association unless the same happen through the wilful act or default of the particular Member of a committee, trustee or officer of the Association.

### **34. INSURANCE**

- 34.1 Subject to the Corporations Act, the Association may pay a premium for a contract insuring a person who is holding or has held office as an Officer, and acting in that capacity, against:
- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome, or
  - (b) a liability arising from negligence or other conduct.
- 34.2 The Association shall not pay, nor agree to pay, a premium for acting in that capacity, against a liability (other than one for legal costs) arising out of:
- (a) conduct involving a wilful breach of duty in relation to the Association, or
    - (a) a contravention of section 182 or section 183 of the Corporations Act.



### **35. WINDING UP OR DISSOLUTION**

- 35.1 If the Association is wound up or dissolved, the Members have no right to participate in any distribution or payment of the assets or property of the Association.
- 35.2 (a) If the Association is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities shall be given or transferred to some other institution or institutions:
- (i) which has objects similar to the objects of the Association
  - (ii) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by clause 1.3, and
  - (iii) which is approved by the Commissioner of Taxation as an institution exempt from income tax.
- (b) For the purposes of clause 35.2(a), the Board shall identify the institution or institutions at the time of dissolution.
- (c) If the Board fails to identify the institution or institutions under clause 35.2(a), the Supreme Court of the state or territory in which the Association is taken to be registered shall make that determination.