MINUTES OF THE 88TH ANNUAL GENERAL MEETING OF
THE AUSTRALIAN VETERINARY ASSOCIATION LIMITED HELD
IN THE HALL E, ADELAIDE CONVENTION CENTRE, ADELAIDE, SOUTH AUSTRALIA,
ON WEDNESDAY 18 MAY 2011 AT 4.00PM

Meeting commenced at 4.00pm

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

National Anthem and Acknowledgement of Deceased Members
The President requested members to stand for the singing of the Australian National Anthem, followed by a one minute silence for members of the Association who had passed away in the past 12 months.

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

Apologies
Drs Ben Gardiner, Onn Ben-David, Jim Smith and Jim Gannon

Introductions: AVA Directors
Dr Barry Smyth President
Dr Peter Gibbs Vice President
Dr Michele Cotton Director
Dr Adele Feakes Director
Dr Steve Atkinson Director
Dr Ron Harris Director
Dr Mark Lawrie Director
Dr Julia Nichols Director

Acknowledgement: AVA Presidents
The President acknowledged the presence of the AVA Division, SIG and Branch Presidents, and advised that reports from these groups appear in the 2010 Annual Report.

Acknowledgement: AVA Past Presidents
The President acknowledged the presence of the AVA Past Presidents.

Acknowledgement: AVA Staff
The President acknowledged the work of the AVA Chief Executive Officer, Graham Catt and all the dedicated staff in National, Division and Special Interest Group offices.

Procedural Matters
The Chairman advised that only financial Full Members, Life Members and Overseas Members are entitled to vote. “Financial” members are those who have paid their 2011 membership subscriptions.

The Chairman advised that those in other categories comprising Honorary Fellows, Honorary Members, Student Members and Associate Members are welcome to attend as observers of the meeting but may not vote.
The Chairman advised that those members entitled to vote were provided with coloured voting papers and those who do not have a voting paper are therefore not entitled to vote.

In accordance with the AVA Constitution, the Company Secretary confirmed that a quorum was present.

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

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

Declaration of Proxies

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

GENERAL BUSINESS

(A) Apologies and Minutes of the 87th Annual General Meeting

The following resolution was put to the meeting:

That the Minutes of the 87th Annual General Meeting held on Wednesday 26 May 2010 in Brisbane, Queensland, be confirmed as an accurate record and that apologies for the 2011 AGM be received and noted.

Moved: Dr Peter Holm    Seconded: Dr Peter Punch

Resolution Carried

There was no Business Arising from the Minutes.

(B) Appoint Scrutineers

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

The following resolution was put to the meeting:

That the meeting appoint Dr Richard Wild, President of NZVA and Ms Janelle Webster from Moore Stephens as scrutineers on behalf of AVA.

Moved: Dr David Beggs    Seconded: Dr John Aspley Davis

Resolution Carried

(C) Election of Three Directors of the Board

The Chairman reported that there were three vacancies to fill on the AVA Board and five nominations were received therefore a ballot was required. The Chairman asked the Company Secretary, Mr Graham Catt, to announce the results of the ballot.

The Company Secretary announced the three Directors elected to the Board were Drs Ben Gardiner, Peter Gibbs and Adele Feakes, all continuing as Directors.
Drs Gardiner and Gibbs were elected in accordance with the Constitution for three year terms. In accordance with the Constitution, Dr Feakes has been elected for the unexpired term of a previous Director and will serve one year.

(D) Declare One Director Being Nominee of the Australian Cattle Veterinarians

The Chairman advised that a ballot was held to elect one Director as the nominee of the Australian Cattle Veterinarians. The Company Secretary announced that Dr Peter Chenoweth was the elected nominee.

The President thanked Dr Ron Harris for his contribution to the Board over the last year and asked Dr Harris to come forward.

The President presented Dr Harris with an AVA pin and gift and thanked him for his time and effort on the Board.

The President also thanked Dr Pam Short for her time and effort on the Board.

The Chief Executive Officer confirmed the new Board of Directors for 2011-2012 as Drs Steve Atkinson, Michele Cotton, Ben Gardiner, Peter Gibbs, Mark Lawrie, Julia Nicholls, Adele Feakes, Peter Chenoweth and Barry Smyth.

(E) Report of the President

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

The following resolution was put to the meeting:

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

Moved: Dr Robert Hedlefs        Seconded: Dr Garth McGilvray
Resolution Carried


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

On behalf of the Treasurer, Dr Peter Gibbs gave a brief presentation on financial activities of the AVA during 2010.

The Auditor, Ms Jenelle Webster from Moore Stephens Chartered Accountants, was invited to address the meeting, however she declined.

The following resolution was put to the meeting.

That the Report from the Treasurer, the annual financial statements and the Auditor’s Report of the Australian Veterinary Association for the year 2010 be adopted.

Moved: Dr Peter Gibbs        Seconded: Dr Alex Burleigh
Resolution Carried
SPECIAL BUSINESS

The President advised the Members present that the business of the meeting is to consider and (if thought fit) to pass the following resolutions as special resolutions. It was noted that a special resolution requires the approval of 75% of the votes cast by Members entitled to vote on the resolution and present, whether in person or by proxy.

MOTIONS PROPOSED BY THE BOARD

After due consideration, the Board recommended the following resolutions to the meeting.

(G) Special Resolution No. 1 – Methods of Subscription Payments

The following special resolution was put to the meeting:

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

“That the first sentence of clause 8.1 of the Constitution of the Australian Veterinary Association Limited be amended by adding the following words in the first sentence after the words '(for any class, category or classification of membership) however described':

...in the amount and by any method and in respect of such 12 month period (or other period).”

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

Moved: Dr Stephen Atkinson Seconded: Dr Peter Gibbs

Resolution Carried

(H) Special Resolution No. 2 – Non Payment of Subscriptions in Period following due date

The following resolution was put to the meeting:

“That clause 9.1 of the Constitution of the Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

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

Moved: Dr Julia Nicholls  Seconded: Dr David Beggs

**Resolution Carried**

(I) **Special Resolution No. 3 – Non Payment of Subscriptions in Period following Due Date**

The following resolution was put to the Meeting:

“That clause 9.4 of the Constitution of the Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

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.”

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

Moved: Dr Ron Harris  Seconded: Dr Roger Clarke

**Resolution Carried**

(J) **Special Resolution No. 4 – Non Payment of Subscriptions in Period following due date**

The following resolution was put to the Meeting:

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

“That the following sub-clause be added to clause 10.1 of the Constitution of the Australian Veterinary Association Limited as follows:

(g) upon expiry of such period of suspension of membership under clause 9.2 as the Board may determine.”

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

Moved: Dr Adele Feakes  Seconded: Dr Sam McMahon

**Resolution Carried**
Special Resolution No. 5 – Non Payment of Subscriptions in period following due date

The following resolution was put to the meeting:

“That clause 9.2 of the Constitution of the Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

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.”

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

Moved: Dr Mark Lawrie  Seconded: Dr Peter Punch  Resolution Carried

Special Resolution No. 6 – Non Payment of Subscriptions in period following due date

The following resolution was put to the meeting:

“That clause 9.3 of the Constitution of the Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

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.”

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

Moved: Dr Michele Cotton  Seconded: Professor Mary Barton  Resolution Carried

Special Resolution No. 7 – Non Payment of Subscriptions in period following due date

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

“That the following definition be added to clause 2.1 of the Constitution of the Australian Veterinary Association Limited:

“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.”

The Chairman asked for a mover and seconder from the floor.
The meeting requested clarification on a returning member being charged more than a new member and it was noted that there has always been ability of the Board to charge a fee but this has not imposed.

The Chairman put the resolution to the meeting.

Moved: Dr Mark Lawrie  
Seconded: Dr Jenni Trewren  
Resolution Carried

Special Resolution No. 8 – Non Payment of Subscriptions in period following due date

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

“That clause 8.3 of the Constitution of the Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

(a) Each newly admitted Member shall pay the determined application fee (if any) and subscription at the time of admission to membership.

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.”

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

Moved: Dr Julia Nicholls  
Seconded: Dr Peter Holm  
Resolution Carried

Special Resolution No. 9 – Non Payment of Subscriptions in period following due date

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

“That clause 7.6 of the Constitution of the Australian Veterinary Association Limited be amended by adding the following words at the end of that clause:

...and, in the case of reinstatement of membership after suspension under clause 9.2, by meeting the requirements of clause 9.3.”

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

Moved: Dr Steve Atkinson  
Seconded: Dr Rob Bonanno  
Resolution Carried

Special Resolution No. 10 – Classes of Membership

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

“That a new clause 5.3A be added the Constitution of the Australian Veterinary Association Limited, such clause to state:

The Board may from time to time determine:

(a) the various classes of Members of the Association within the categories specified in clause 5.3 for the purpose of providing particular groups of
members with access to particular services, materials and privileges of membership for a particular subscription or fee;
(b) the rights attached to being a Member in each class, including without limitation the right to hold office; and
(c) any limitation or restriction relating to being a Member in each class, including without limitation, those relating to members rights, and access to the services, materials and privileges of membership.

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

Moved: Dr Adele Feakes
Seconded: Dr Andrew Turner
Resolution Carried

(Q) Classes of Membership
Special Resolution No. 11

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

“That clause 5.4 of the Constitution of the Australian Veterinary Association Limited be amended by adding the following words at the end of that clause:

…unless the Board determines that such right is not available to that class of Member.”

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

Moved: Dr Ron Harris
Seconded: Dr Garth McGilvray
Resolution Carried

(R) Nomination of Directors to AVA Board by Three Largest Special Interest Groups
Special Resolution No. 12

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

“That clause 14.4 of the Constitution of the Australian Veterinary Association Limited be deleted in its entirety and replaced with the following:

Subject to clause 14.4A the Executive Committee of the Special Interest Group shall consist of at least five (5) Members and at a minimum include a President and a Secretary/Treasurer. The President and (subject to clause 14.4A), the Executive are elected by the membership of the Special Interest Group, and Executive positions other than that of President may be allocated at the first meeting of the Executive Committee after the Annual Meeting. Executive Committee Members may serve up to nine (9) years successively. The Executive Committee appoints a Policy Councillor from amongst its number.”

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

Moved: Dr Steve Atkinson
Seconded: Dr John Aspley Davis
Resolution Carried

(S) Nomination of Directors to AVA Board by Three Largest Special Interest Groups
Special Resolution No. 13

To consider, and if thought fit, pass the following special resolution:
“That a new clause 14.4A in the following terms be added of the Constitution of the Australian Veterinary Association Limited:

“14.4A  (a) Any Special Interest Group that has a nominee on the Board (clause 22.1(b)) must either:

i. Draw that nominee from amongst its elected Executive Committee, or

ii. Add that nominee (once elected pursuant to clause 22.1(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 14.4A(a)(ii).”

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

Moved: Dr Michele Cotton  
Seconded: Dr Kersti Seksel  
Resolution Carried

GENERAL BUSINESS

(T) Appoint the Auditor for 2011

The following resolution was put to the meeting

That Moore Stephens, Sydney, be appointed as auditor of The Australian Veterinary Association Ltd for the financial year 2011.

Moved: Dr Peter Gibbs  
Seconded: Dr Peter Holm  
Resolution Carried

(U) Receive the Reports of Other Officers for 2010

The Chairman explained that reports from Divisions, Special Interest Groups, the Chief Executive Officer and AVA Trusts are printed in the Annual Report 2010.

Moved: Dr David Beggs  
Seconded: Dr Peter Holm  
Resolution Carried

(V) Other Business

No other business.

Introductions: International Presidents

The President introduced the visiting international veterinary association Presidents and representatives:

Dr Rene Carlson, President-elect, American Veterinary Medical Association
Dr Richard Wild, President, New Zealand Veterinary Association
Dr Peter Thornber representing the Commonwealth Veterinary Association

Welcome was also extended to Dr Shane Ryan, Vice President, Singapore Veterinary Association

Apologies received from:
Mr Harvey Locke, President, British Veterinary Association,  
Ms Henrietta Alderman, Secretary General, British Veterinary Association,  
Dr Ron De Haven, Executive Vice President, American Veterinary Medical Association,  
Dr Douglas Roberts, President, Canadian Veterinary Medical Association,  
Mr Jost am Ryn, Executive Director, Canadian Veterinary Medical Association,  
Professor Banie Penzhorn, Managing Director, South African Veterinary Association,  
Dr Anthea Fleming, President, South African Veterinary Association,  
Dr S. Abdul Rhaman, Secretary, Commonwealth Veterinary Association

Greetings were received from Drs Carlson, Wild and Thornber and gifts were exchanged.

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

(W) **Next Meeting**

Dr Smyth thanked all present for their attendance and announced that the next Annual General Meeting is scheduled to be held in Canberra on 23 May 2012.

**Meeting Close**

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

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President                                         Date