

## Terms of Reference for Constitution Reform Working Group (CWG)

<b>Background and Purpose</b>	<p><b>Background</b></p> <p>In 2023 the AVA Board proposed modernising the constitution to better meet current and future member needs.</p> <p><b>Stage 1</b> was completed at the 2023 AGM and involved adding the ability to hold member meetings virtually and in person and allowing members to be paid for services such as speaking at meetings and serving on Committees or the Board.</p> <p>A subject matter expert has been engaged by AVA to assist us in navigating this process.</p> <p>We are now moving to <b>Stage 2</b> of the reform which will include migrating the AVA constitution to the model constitution of not-for-profit organisations (ACNC) thus updating to Corporations Act requirements (Procedural Changes). AVA will seek to clarify additional clauses that are procedural in nature. These changes will be taken to the membership for approval in 2024.</p> <p>In 2025, we will progress to Stage 3, which will consider more substantive member-facing changes.</p> <p><b>Purpose</b></p> <p>The Constitution Working Group (CWG) is established to review these changes to the AVA Constitution and provide feedback. The purpose of the CWG is to ensure the Constitution aligns with contemporary governance practices, supports the strategic goals of the AVA, and addresses the needs of its diverse membership.</p>
<b>Role</b>	<p>The functions of the CWG include:</p> <ul style="list-style-type: none"> <li>Review and provide feedback on the suggested AVA Constitution changes at Phase 2 and more specifically Phase 3.</li> <li>Engage with AVA and the membership to gather feedback and suggestions.</li> <li>Provide input and insights into the communication framework for the proposed changes</li> </ul> <p>The CWG will have achieved its Terms of Reference (TOR) when the proposed amendments are presented to the AVA Board and finally presented to Membership for voting in 2025 or as otherwise determined by the AVA Board.</p>
<b>Scope of Work</b>	<ul style="list-style-type: none"> <li>Review and feedback of Stage 2 and Stage 3 amendments to AVA Constitution.</li> <li>Review of the communication framework to secure member support</li> <li>Participation in any member fora in relation to the Constitutional Reform</li> </ul>
<b>Membership Appointment Process</b>	<p>The CWG will consist of up to 8 members representing the diversity of the AVA membership. One member will be a Board Director to champion the project.</p> <p>The selection process will ensure representation from different practice area sectors, geographical regions, and career stages. Members will be appointed on a volunteer basis through an EOI nomination process and approved by the AVA Board.</p>
<b>Members</b>	<p>The CWG members will include:</p> <ul style="list-style-type: none"> <li>Practicing veterinarians from various sectors including clinical and non-clinical.</li> <li>Representatives from different geographical regions.</li> <li>Early-career and experienced professionals.</li> </ul>

<b>AVA Project team</b>	<p>The CWG will be supported by following AVA and Conscious Governance (subject matter experts) staff</p> <ul style="list-style-type: none"> <li>• CEO</li> <li>• Head of Corporate Services</li> <li>• Executive Officer Corporate Services</li> <li>• Conscious Governance led by Steve Bowman (Subject Matter Expert)</li> </ul>
<b>Meeting administration</b>	Managed by AVA Project Team and in collaboration with Conscious Governance
<b>Method of Communication</b>	The CWG will meet as required, with meetings held virtually. Communication between meetings will be conducted via email and a designated collaboration platform.
<b>Authority for decisions</b>	Decisions will be reached by consensus. The CWG is not a decision-making body; it will provide advice and recommendations to the AVA Board.
<b>Reporting and Accountability</b>	<p>The CWG will report to the AVA Board.</p> <p>Updates will be provided at AVA Board meetings and additional updates as required via the AVA CEO.</p>
<b>Term of Committee and Term of members</b>	<p>The term of the CWG is from July 2024 to October 2025, commencing from the date of its first meeting.</p> <p>The AVA will be seeking members to confirm availability for the full term to ensure continuity.</p>
<b>Meeting Frequency and Attendance</b>	<p>The CWG will meet as needed and a draft schedule will be developed. In 2024 it is expected to meet monthly or bi-monthly for 60minutes with additional review out of session.</p> <p>Members are expected to attend all meetings. If a member misses more than three meetings, the CWG may advise the AVA Board to remove and replace the member.</p>
<b>Values</b>	<p>Members of the working group are required to</p> <ul style="list-style-type: none"> <li>• Comply with the AVA Code conduct</li> <li>• Adhere to AVA policy and statement positions in any discussions with external stakeholders</li> <li>• Attend and participate in meetings, being prepared for meetings</li> <li>• Be responsive to requests for feedback outside meeting times</li> <li>• Declare and manage conflicts of interests appropriately. This may mean absenting yourself for decisions/ votes</li> <li>• Maintain the confidentiality of the working group's discussions and private correspondence</li> <li>• Conduct themselves with civility</li> </ul>
<b>Approval</b>	These TOR are approved by the AVA Board. The AVA Board reserves the right to modify the TOR and membership of the CWG at their discretion.