

Constitution

Of

The Australian Veterinary Association Ltd

ABN 63 008 522 852

Contents

Preliminary	1
Purposes and Powers	1
Members	2
Dispute resolution and disciplinary procedures.....	5
Divisions and Branches.....	7
Groups	8
Policy Advisory Council.....	10
Alternate representation and expenses.....	12
General meetings of members.....	12
Members’ resolutions and statements.....	16
Voting at general meetings	17
Directors	19
Powers of directors	23
Duties of directors	24
Directors’ meetings	26
Company secretary.....	27
Chief Executive Officer	27
Minutes and records	27
Notice	28
Financial matters.....	30
Indemnity, insurance and access	30
Winding up	30
Definitions and interpretation	31

Preliminary

1. Name of the company

The name of the company is The Australian Veterinary Association Ltd (the **association**).

2. Type of company

The **association** is a not-for-profit public company limited by guarantee.

3. Liability of members limited to the guarantee

- 3.1 Each **full member** with voting rights must contribute an amount not more than \$50 (the guarantee) to the property of the **association** if the **association** is wound up:
- (a) while the member is a **full member**, or within 12 months after they stop being a **full member**, and
 - (b) at the time of winding up, the debts and liabilities of the **association**, including the costs of winding up, incurred before the member stopped being a **full member** exceed the **association's** assets.
- 3.2 The liability of each **full member** is limited to the amount of the guarantee.

Purposes and Powers

4. Object

- 4.1 The main object for which the **association** is established is to support, promote and advance veterinary and allied sciences in Australia.

5. Powers

- 5.1 Subject to clause 6, the **association** has all the powers of a company limited by guarantee under the Corporations Act which may be used to carry out its object set out in clause 4.

6. Not-for-profit

- 6.1 The **association** must not distribute any income or assets directly or indirectly to its members, except as provided in clause 6.2 and clause 77.
- 6.2 Clause 6.1 does not stop the **association** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **association**, or
 - (b) making a payment to a member in carrying out the **association's** object.

7. Amending the constitution

- 7.1 **Full members** may amend this constitution by passing a **special resolution**.
- 7.2 Any amendment to this constitution will take effect from the date of the **special resolution**, or from any later date specified in the resolution.

Members

8. Membership and register of members

8.1 The members of the **association** are those that the directors allow to be a member, in accordance with this constitution, and have not since ceased to be a member.

8.2 The **association** must establish and maintain a register of members. The register of members must be kept by the company secretary and must contain:

(a) for each current member:

- i. name
- ii. address
- iii. any alternative address nominated by the member for the service of notices,
- iv. date the member was entered on to the register and
- v. category of membership

(b) for each person who stopped being a member in the last 7 years:

- i. name
- ii. address
- iii. any alternative address nominated by the member for the service of notices, and
- iv. dates the membership started and ended

8.2 The **association** must allow members to inspect the register of members.

8.3 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

9. Who can be a member

9.1 A person who supports the purposes of the **association** is eligible to apply to be a member of the **association**.

10. Categories of membership

10.1 There are 7 categories of membership

(a) Full Membership

- i. A **full member** is a **veterinarian**.
- ii. **Full Members** have all the privileges and liabilities of membership.

(b) Life Membership

- i. Life Members must have been a **full member** or an Equivalent Overseas National Veterinary Association in the aggregate for not less than 35 years and is retired from full time employment.
- ii. Life Members as at 30 June 2012 will continue to have the same rights and obligations as they had as at that date.

(c) Student Members

- i. Student Members are veterinary students enrolled in a faculty of Veterinary Science at an Australian University or in the National Veterinary Examination.

- ii. Student Members have all the privileges and liabilities of membership except those of voting and holding office.
- iii. A Student member upon graduation with a registrable degree in veterinary science or on passing **the National Veterinary Examinations** becomes a **full member** upon payment of a subscription as determined by the directors without the need to complete a further application for membership.

(d) Overseas Members

- i. Overseas Members are **veterinarians** who live outside the Commonwealth of Australia.
- ii. Overseas Members have all the privileges and liabilities of membership except those of holding office.

(e) Associate Members

- i. Associate Members are persons 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 directors) 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 or
- ii. persons who are approved by the directors (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.
- iii. Associate Members have all the privileges and liabilities of membership except for those of voting and holding office.

(f) Honorary Members

- i. Honorary Members are eminent non-veterinarians who have rendered service to the **association** or the veterinary profession in general.
- ii. Honorary Members have all the rights and obligations of membership except those of voting and holding office.

(g) Fellows

- i. Fellows are veterinarians who have been bestowed the status of Fellow, in recognition of their exemplary contribution to the veterinary profession through their services to the **association**.
- ii. Fellows shall have all the privileges and liabilities of full membership. The number of Fellow Members will be limited to 70 members or any number as determined by the directors from time to time.

11. Membership of groups and awards

- 11.1 A member in any category may make application for membership of one or more of the special interest groups or board approved groups created in this constitution unless the directors decide otherwise.

- 11.2 The directors 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 recognition for members through awards and/or postnominals.
- 11.3 The highest award that can be bestowed on a member is the status of Fellow. Fellows are members who have been recognised by their colleagues for outstanding service to the **association**.

12. How to apply to become a member

A person may apply to become a member of the **association** by writing to the company secretary stating that they:

- (a) want to become a member and the category of membership,
- (b) support the purpose(s) of the **association**, and
- (c) agree to comply with the **association's** constitution and the Principles of the Code of Professional Conduct for Members of the Australian Veterinary Association as adopted by the directors from time to time, including paying the guarantee as outlined in clause 3, if required,

13. Directors decide whether to approve membership

- 13.1 The directors must consider an application for membership within a reasonable time after the company secretary receives the application.
- 13.2 If the directors approve an application, the company secretary must as soon as possible:
 - (a) write to the applicant to tell them that their application was approved together with an invoice for the application fee (if any) and the annual subscription (or part thereof), and
 - (b) enter the new member on the register of members upon payment of the application fee (if any) and the annual subscription.
- 13.3 If the directors reject an application:
 - (a) The company secretary must write to the applicant as soon as possible to tell them that their application has been rejected.
 - (b) the directors do not have to give reasons.

14. When a person becomes a member

- 14.1 An applicant will become a member when they are entered on the register of members.

15. Subscription fees

- 15.1 Each member must pay an annual subscription fee which may be different for each category of membership.
- 15.2 The directors may determine increases in the annual subscriptions payable by members.
- 15.3 Where the proposed increase is greater than 5% of the subscriptions then applicable the Board must first consult with **full members** about the proposed increase in subscriptions, by using any technology the directors decide.
- 15.4 A member that has not paid the required subscription fee in accordance with this clause may not exercise any of the rights associated with that member's membership, including the right to exercise any vote the member may have at a meeting of members.

15.5 The directors may in their sole discretion consider 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.

16. Transfer of membership

16.1 Membership of the **association** and the associated rights cannot be transferred or sold.

17. When a person stops being a member

17.1 A person immediately stops being a member if they:

- (a) die,
- (b) fail to pay any required subscription fee in accordance with cl 15 within one month after the date on which that membership fee becomes due or such later time as the directors may determine,
- (c) resign, by writing to the company secretary,
- (d) are expelled as outlined in clause 19,
- (e) where 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,
- (f) where the person being a Student Member, is no longer enrolled in a faculty of veterinary science at a university in Australia, or
- (g) have not responded within three months to a written request from the company secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

18. Dispute resolution

18.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

- (a) one or more members
- (b) one or more directors, or
- (c) the **association**.

18.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure until the disciplinary procedure is completed.

18.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.

18.4 If those involved in the dispute do not resolve it under clause 18.3, they must within 10 days (or within a timeframe agreed by those involved):

- (a) tell the directors about the dispute in writing
- (b) agree or request that a mediator be appointed, and
- (c) attempt in good faith to settle the dispute by mediation.

- 18.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the **association** has its registered office.
- 18.6 A mediator chosen by the directors under clause 18.5(b)(i):
- (a) may be a member or former member of the **association**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 18.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that the mediation is conducted in a manner free from bias, and
 - (d) not make a decision on the dispute.

19. Disciplining members

- 19.1 In accordance with this clause, the directors may resolve to warn, suspend, or expel a member from the **association** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **association**, or
 - (c) the member has breached the AVA Professional Code of Conduct.
- 19.2 At least 14 days before the directors' meeting at which a resolution under clause 19.1 will be considered, the company secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 19.3 Before the directors pass any resolution under clause 19.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.

- 19.4 After considering any explanation under clause 19.3, the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 19.5 The directors cannot fine a member.
- 19.6 The company secretary must give written notice to the member of the decision under clause 19.4 as soon as possible.
- 19.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 19.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

Divisions and Branches

20. Divisions

- 20.1 Divisions of the **association** exist to address issues relevant to the division and represent the interests and concerns of the division's members to the directors and Policy Advisory Council.
- 20.2 The directors will determine the boundary of a division and may alter the boundary from time to time but otherwise the boundaries of divisions will be those state boundaries of the relevant State or Territory.
- 20.3 The **association** has the following divisions:
- 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

- 20.4 The membership of each division consists of members who reside or who work within the boundaries of each division or who are allocated by the directors to that division.
- 20.5 Notwithstanding this distribution of membership, **full members** in a division may choose to participate in the affairs of another division while retaining membership of their original division.
- 20.6 In each calendar year, a division will hold activities as outlined in the division and branch policies and procedures or as determined by the directors.
- 20.7 If the directors, after discussion with the division's committee, is of the opinion that the division has ceased to function or its committee or members have been guilty of conduct detrimental to the interests of the **association** generally, the directors may resolve that the division be dissolved or that its committee be removed from office and a new election be called.
- 20.8 The directors may make any policies or procedures relating to the procedural processes, nature and functions of a division.

21. Branches

- 21.1 Branches exist to provide members with networking, educational and social opportunities, input on **association** policy to divisions and feedback on **association** policy to members.
- 21.2 In any one or more divisions, seven or more members may, on the recommendation of the division's committee and with the approval of the directors, form a branch of the division for the purpose of closer co-operation in professional matters.
- 21.3 Branches are distinguished either by the name of the locality or by the specialised grouping of the profession they represent.
- 21.4 In each calendar year, a branch will hold activities as outlined in the division and branch policies and procedures or as determined by the directors.
- 21.5 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 the **association** generally, the division may recommend to the directors that the branch be dissolved or that the committee be removed from office and a new election be called. The directors may act on its own initiative and otherwise in accordance with the objects in this Constitution and the directors' policies and procedures.
- 21.6 The directors may make any policies or procedures relating to the procedural processes, nature and functions of a branch.

Groups

22. Special Interest Groups

- 22.1 Special interest groups 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 the special interest group members.

- 22.2 The directors may recognise as a special interest group any group of 50 or more **full members** of the **association** established for the purpose of promoting and maintaining specialised interests associated with veterinary science or the practice thereof in Australia. The directors may resolve to approve the formation of special interest groups of less than fifty **full members** of the Association.
- 22.3 The directors will keep a register of all special interest groups.
- 22.4 In respect to any special interest group that has a nominee on the Board (clause 44.4):
- (a) the special interest group must either:
 - i. Draw that nominee from amongst its elected executive committee, or
 - ii. Add that nominee (once elected pursuant to clause 44.6 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 22.4 (a)(ii).
- 22.5 Any special interest group with fewer than 50 **full members** may have its status reviewed by the directors in consultation with the special interest group concerned.
- 22.6 In each calendar year, a special interest group may hold at least one networking function to which all members are invited and at least two educational offerings (seminars, newsletters).
- 22.7 If the directors, 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 the **association** generally, the directors may resolve that the special interest group be dissolved or that the committee be removed from office and a new election be called.
- 22.8 The directors may make policies or procedures relation to the procedural processes, nature and functions of a special interest group.

23. Other Groups

- 23.1 To better achieve the objects of the **association**, the directors 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 directors.
- 23.2 Members may apply to the directors for recognition as a group on any terms and conditions as they decide and the directors have the discretion to approve the application wholly or conditionally or subject to any further criteria, as the directors decide.
- 23.3 The objects, nature and function of each group is determined by the directors in consultation with the group's members, or proposed members.

- 23.4 In respect of each groupings the directors will determine matters including but not limited to:
- (a) the criteria for membership
 - (b) the rules of procedure and process including:
 - (i) guidelines regarding operating conditions;
 - (ii) membership; and
 - (iii) reporting requirements to the directors 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) any other matters as the directors decides.
- 23.5 Upon request to the directors, and subject to its approval, the directors will grant to any group established under this clause the ability to invite appropriately qualified Associate Members, and non-members of the **association** (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 **association** which were not otherwise already available to them.
- 23.6 The directors' decision is final concerning the matters referred to in this clause.

Policy Advisory Council

- 24.1 The Policy Advisory Council is responsible for the initiation, planning and development of scientific, technical, ethical and philosophical policies of the **association**, for the recommendation of the policies to the members for debate and consideration, and for the recommendation of the policies to the directors for approval.
- 24.2 The directors have the discretion to approve and implement, or amend and implement, or reject, any recommendation by the Policy Advisory Council in respect of a policy.
- 24.3 The directors may initiate, plan, develop or implement a policy akin to those of the type referred to in clause 24.1
- 24.4 The directors maintains their rights in respect of making, implementing and enforcing matters of policy generally.
- 24.5 The directors may at any time summon a meeting of the Policy Advisory Council.

- 24.6 The quorum necessary for the transaction of the business of the Policy Advisory Council is 10 members of Council.
- 24.7 The directors will 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.
- 24.8 The role of the chair of the Policy Advisory Council includes but is not limited to:
- (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 directors.
- 24.9 If the chair of the Policy Advisory Council 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 will take the chair. If the President is not present or unwilling, a Director will 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.
- 24.10 Questions arising at any meeting of the Policy Advisory Council is decided by a majority of votes and each Councillor present has one vote.
- 24.11 The Policy Advisory 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.
- 24.12 The Policy Advisory Council shall consist of **veterinarians** as follows:
- (a) one Councillor nominated by each division for a term of office of three years. Councillors may serve up to three consecutive terms of office
 - (b) one Councillor nominated by each special interest group for a term of office of three years. Councillors may serve up to three consecutive terms of office, and
 - (c) one Councillor nominated by each board approved group for a term of office of three years. Councillors may serve up to three consecutive terms of office, and
 - (d) the directors who are non-voting Councillors.
- 24.13 One Councillor may represent more than one group, but may only have one vote.
- 24.14 For the purposes of the Policy Advisory Council, alternate Councillors must also be **veterinarians**.
- 24.15 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.

Alternate representation and expenses

- 25.1 Each division, special interest group and board approved group must nominate one alternate Councillor.
- 25.2 The alternate Councillor is provided with Policy Advisory 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 who is unable to attend the meeting. At any time that an alternate Councillor attends a meeting as an observer, the expense of the attendance is either personal or as arranged with their nominator.
- 25.3 In the case of a casual vacancy on the Policy Advisory Council, the respective alternate Councillor becomes the Councillor for the remainder of the unexpired term and a new alternate Councillor is appointed.
- 25.4 Councillors may be paid travelling, accommodation and other expenses as approved by the directors to facilitate their attendance and return from meetings of the Council or any meetings specifically approved by the directors in connection with the business of the Policy Advisory Council. The directors 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 Policy Advisory Council meetings.
- 25.5 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.

General meetings of members

26. General meetings

- 26.1 An Annual General Meeting shall be held in accordance with the provisions of the Corporations Act.
- 26.2 The directors may call a **general meeting**.
- 26.3 If **full members** with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **association** for a **general meeting** to be held for a proper purpose, the directors must:
 - (a) within 21 days of the **full members'** request, give all **full members** notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the **full members'** request.
- 26.4 The percentage of votes that members have (in clause 26.3) is to be worked out as at midnight before the **full members'** request the meeting.

- 26.5 The **full members** who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **association**.
- 26.6 The **full members** making the request may sign the request by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.
- 26.7 Separate copies of a document setting out the request may be signed by **full members** if the wording of the request is the same in each copy.
- 26.8 If the directors do not call the meeting within 21 days of being requested under clause 26.3, 50% or more of the **full members** who made the request may call and arrange to hold a **general meeting**.
- 26.9 To call and hold a meeting under clause 26.8 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution,
 - (b) call the meeting using the list of **full members** on the **association's** member register, which the **association** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **association**.
- 26.10 The **association** must pay the **full members** who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

27. Using technology to hold meetings

- 27.1 The **association** may hold a **general meeting** at two or more venues using any **virtual meeting platform** or using a **virtual meeting platform** only, where the platform gives **full members** a reasonable opportunity to participate, including to hear and be heard.
- 27.2 Anyone using this platform is taken to be present in person at the meeting.
- 27.3 If the general meeting is held using a **virtual meeting platform** only, then
- (a) The place of the meeting is taken to be the registered office of the **association**, and
 - (b) The time of the meeting is taken to be the time at the registered office of the **association**.
- 27.4 If the **general meeting** is held at more than one physical venue (whether or not it is also held using a **virtual meeting platform**), then:
- (a) The place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting, and
 - (b) The time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.

28. Notice of general meetings

- 28.1 Notice of a **general meeting** must be given to:

- (a) each **full member** entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 28.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 28.3 Subject to clause 28.4, notice of a **general meeting** may be provided less than 21 days before the meeting if **full members** with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 28.4 Notice of a **general meeting** cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director,
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 28.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places or virtually, the **virtual meeting platform** that will be used to facilitate this),
 - (b) a statement regarding the **full members** right to request documents be sent in electronic or physical form,
 - (c) the general nature of the meeting’s business,
 - (d) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution, and
 - (e) a statement that **full members** have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **association**.
 - ii. the proxy form must be delivered to the **association** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **association** at least 48 hours before the meeting.
- 28.6 If a **general meeting** is adjourned for one month or more, the **full members** must be given new notice of the resumed meeting.

29. Quorum at general meetings

- 29.1 For a **general meeting** to be held, at least 30 **full members** who are eligible to vote (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one **full member**).
- 29.2 No business may be conducted at a **general meeting** if a quorum is not present.

- 29.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 29.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

30. Right of non-members to attend meetings

- 30.1 The chairperson of a **general meeting** may invite any person to attend and address a meeting.
- 30.2 Any auditor and any director of the **association** is entitled to attend and address a general meeting.
- 30.3 The **association** must give the auditor (if any) any communications relating to the **general meeting** that a **full member** of the **association** is entitled to receive.

31. Chairperson for general meetings

- 31.1 The President is entitled to be the chairperson of a general meeting.
- 31.2 The members present and entitled to vote at a general meeting may choose a director or **full member** to be the chairperson for that meeting if:
- (a) there is no **chairperson**, or
 - (b) the **chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **chairperson** is present but says they do not wish to act as chairperson of the meeting.

32. Role of the chairperson

- 32.1 The chairperson is responsible for the conduct of the **general meeting**.
- 32.2 The chairperson must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 32.3 The chairperson does not have a casting vote.

33. Adjournment of meetings

- 33.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **full members** present direct the chairperson to adjourn it.
- 33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

34. Members' resolutions and statements

- 34.1 **Full member** with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **association** of a resolution they propose to move for a proper purpose at a **general meeting (members' resolution)**, and/or
 - (b) a written request to the **association** that the **association** give all of its **full members** a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting (members' statement)**.
- 34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the **full members** proposing the resolution.
- 34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the **full members** making the request.
- 34.4 Separate copies of a document setting out the notice or request may be signed by **full members** if the wording is the same in each copy.
- 34.5 The percentage of votes that **full members** have (as described in clause 34.1) is to be worked out as at midnight before the request or notice is given to the **association**.
- 34.6 If the **association** has been given notice of a members' resolution for a proper purpose under clause 34.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 34.7 This clause does not limit any other right that a **full member** has to propose a resolution at a **general meeting**.

35. Association must give notice of proposed resolution or distribute statement

- 35.1 If the **association** has been given a notice or request under clause 34:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to **full members** with a notice of meeting, it must do so at the **association's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to **full members** with a notice of meeting, then the **full members** who proposed the resolution or made the request must pay the expenses reasonably incurred by the **association** in giving **full members** notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the **full members** may pass a resolution that the **association** will pay these expenses.
- 35.2 The **association** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long,
 - (b) the directors consider it may be defamatory,
 - (c) clause 35.1(b) applies, and the **full members** who proposed the resolution or made the request have not paid the **association** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to **full members**, or

- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the **full members**.

36. Resolutions without meetings

- 36.1 Subject to clause 36.3, the directors may put a resolution to the **full members** to pass a resolution without a **general meeting** being held.
- 36.2 The directors must notify the auditor (if any) as soon as possible that a resolution has or will be put to **full members** and set out the wording of the resolution.
- 36.3 The **association** cannot pass resolutions for the below without holding a meeting:
 - (a) for a resolution to remove an auditor or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 36.4 A resolution is passed if all the members entitled to vote on the resolution sign or agree to the resolution, in the manner set out in clause 36.5.
- 36.5 **Full member** may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 36.6 The **association** may send a resolution by email to **full members** and **full members** may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

37. How many votes a member has

Each **full member** has one vote.

38. Challenge to member's right to vote

- 38.1 A **full member** or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 38.2 If a challenge is made under clause 38.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

39. How voting is carried out

- 39.1 Voting must be conducted and decided by:
 - (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 39.2 Before a vote is taken, the chairperson must note whether any proxy votes have been received and, if so, how the proxy votes will be cast.

39.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

39.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

40. When and how a vote in writing must be held

40.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five **members present** who are entitled to vote on the relevant resolution,
- (b) **Full members present** with at least 5% of the votes that may be passed on the relevant resolution (worked out as at the midnight before the vote in writing is demanded), or
- (c) The chairperson of the meeting.

40.2 A vote in writing must be taken when and how the chairperson directs, unless clause 40.3 applies.

40.3 A vote in writing must be held immediately if it is demanded under clause 40.1:

- (a) For the election of a chairperson under clause 31.2, or
- (b) To decide whether to adjourn the meeting.

40.4 A demand for a vote in writing may be withdrawn.

41. Appointment of proxy

41.1 A **full member** may appoint a proxy to attend and vote at a **general meeting** on their behalf.

41.2 A proxy does not need to be a member.

41.3 A proxy appointed to attend and vote for a **full member** has the same rights as the **full member** to:

- (a) speak at the meeting
- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) join in to demand a vote in writing under clause 40.1.

41.4 An appointment of proxy (proxy form) must be signed by the **full member** appointing the proxy and must contain:

- (a) the **full member's** name and address
- (b) the **association's** name
- (c) the proxy's name or the name of the office held by the proxy, and
- (d) the meeting(s) at which the appointment may be used.

41.5 A proxy appointment may be standing (ongoing).

41.6 Proxy forms must be received by the **association** at the address stated in the notice or at the **association's** registered address at least 48 hours before a meeting.

- 41.7 A proxy does not have the authority to speak and vote for a **full member** at a meeting while the **full member** is at the meeting.
- 41.8 Unless the **association** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 41.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

42. Voting by proxy

- 42.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a **full member** appointed as a proxy from voting as a **full member** on a show of hands).
- 42.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a **full member** or holds more than one proxy, may cast the votes held in different ways.

Directors

43. Number of directors

- 43.1 The **association** has 9 directors, made up of the President and 8 directors appointed in accordance with this constitution.

44. Election and appointment of directors

- 44.1 Directors are appointed at an Annual General Meeting.
- 44.2 Electronic voting
- (a) The directors 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 directors must ensure a secure method of identifying a **full member** by reference to a personal identification code allocated to the **full member** or any other manner approved by the directors.
- 44.3 Directors appointed by ballot

- (a) Six directors will be elected by a ballot of **full member**;
- (b) Not less than two directors are elected each year.
- (c) Each year, two directors who have been in office the longest since their last election retire.
- (d) If more than two directors have been in office for the same period, the directors to retire is determined by agreement, failing which they will be determined by lot.
- (e) The term of office of each director commences at the conclusion of the Annual General Meeting.
- (f) The term of office of each director is three years.
- (g) Directors may hold office for up to two consecutive terms.

44.4 Directors appointed by Special Interest Group

- (a) Each of the three largest special interest groups by number of Full Members listed in the members registry on the 31 day of December each year may nominate one Director who has been elected from amongst their number.
- (b) The nominated director will hold office as a director only so long as the special interest group appointing the Director remains one of the three largest by number of Full Members listed in the members registry on the 31st day of December.
- (c) Provided the provisions of this sub-clause are met annually, these Directors may hold office for a term of three years, with a maximum of two consecutive terms.

44.5 Method of election of directors by ballot

- (a) Where the number of candidates exceed the number of vacancies an election is held in accordance with this clause. The voting method employed is optional preferential.
- (b) The President nominates a returning officer;
- (c) Not less than 45 days prior to the date of the next Annual General Meeting the **association's** returning officer or company secretary will 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 44.7 and instructions on how to cast a valid vote;
- (d) Votes must be received by the returning officer at the address specified in the notice not later than 14 days prior to the date of the next Annual General Meeting. Votes received after the date will not be counted in the ballot;
- (e) At the Annual General Meeting next following the close of voting the returning officer or company secretary will declare the results of the election. Any doubt regarding a vote is referred to the President for determination and any determination is final; and
- (f) Non receipt by a member with voting rights of a voting form (however constituted) does not invalidate the ballot.

44.6 Method of election of directors by special interest group

- (a) In determining who is to be nominated by a special interest group as a director, the relevant special interest group will elect a director from amongst its members.

- (b) An election of special interest group members is required only if there is more than one candidate for nomination.
- (c) A candidate for nomination must:
 - i. be a member of the relevant special interest group;
 - ii. meet the requirements for eligibility for election or appointment to the office of Director described in clause 44.7;
 - iii. 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.
 - iv. The completed nomination form must be received by the executive officer of the special interest group no later than sixty days prior to the Annual General Meeting; and
 - v. provide a citation of the candidate with his or her nomination form, which must not exceed 200 words, and the directors may prescribe the form of the citation.
- (d) If an election is required, it will be carried out on terms consistent with the provisions for electing a director in this constitution except that voting in the election will be limited to the members of the relevant Special Interest Group listed in the members register at that time.

44.7 A person is eligible for election as a director of the **association** if they:

- (a) are a **veterinarian**, a **full member** of the **association** and eligible for appointment
- (b) have 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 the satisfaction of the directors, have the skills, experience or qualifications as outlined in the board director position description.
- (c) completes the nomination form approved by the **association**, which has also been signed by the **full member**, Life Member, Fellow or Overseas Member who has proposed them.
- (d) submit the completed nomination form to the Registered Office of the **association** no later than 60 days prior to the Annual General Meeting accompanied by a citation of the candidate, which must not exceed 200 words, and the directors may prescribe the form of the citation
- (e) give the **association** their signed consent to act as a director of the **association**.
- (f) are not ineligible to be a director under the **Corporations Act**

44.8 The directors may appoint a person as a director to fill a casual vacancy if that person:

- (a) is a **veterinarian**, a **full member** of the **association** and eligible for appointment
- (b) is qualified to be a director

- (c) gives the **association** their signed consent to act as a director of the **association**, and
 - (d) is not ineligible to be a director under the **Corporations Act**.
 - (e) Any position so filled will be vacated at the next Annual General Meeting of the **association** and the person appointed as a director at the Annual General Meeting will serve the unexpired term of the original director who was unable to complete their term.
- 44.9 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act but only:
- (a) in an emergency
 - (b) for the purpose of increasing the number of directors to three (or higher if required for a quorum), or
 - (c) to call a **general meeting**.

45. Election of President

- (a) The directors must from amongst its numbers elect the President at the first board meeting after the directors are announced at a general meeting.
- (b) The President's term of office is one year with eligibility for re-election for up to three 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**.
- (d) 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.
- (e) 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.
- (f) The President's term of office is subject to remaining a director in accordance with the provisions of this Constitution.
- (g) If the directors pass a motion of no confidence in the President or if the President ceases to be a director the President must immediately step down from office and the directors will elect a person from their number to fill the position of President for the remainder of the term.

46. Election of Vice President

- (a) Following the election of the President, the Vice President will be elected by the directors from amongst its number at the first meeting of the directors after the Annual General Meeting.

- (b) The term of office of the Vice President is one year with eligibility for re-election for up to three consecutive terms.

47. Term of office

- 47.1 Other than a director appointed as a result of a casual vacancy a director's term of office starts at the end of the **general meeting** at which they are elected and ends at the end of the **general meeting** at which they retire.

48. When a director stops being a director

- 48.1 A director stops being a director if they:
 - (a) are not a **veterinarian**.
 - (b) give written notice of resignation as a director to the **association**.
 - (c) die.
 - (d) are removed as a director by a resolution of the **full members**.
 - (e) stop being a member of the **association**.
 - (f) hold, without the consent of the **association** in a general meeting, any office of profit under the **association**.
 - (g) are directly or indirectly interested in any contract or proposed contract with the **association** and fails to declare the nature of this interest,
 - (h) are absent from all meetings of the directors held during a period of 6 months without approval from the directors,
 - (i) are a nominee of a special interest group and the relevant special interest group ceases to be one of the three largest special interest groups by number as measured on 31st day of December in each year where upon they will retire at the following Annual General Meeting; or
 - (j) become ineligible to be a director of the **association** under the **Corporations Act**.

Powers of directors

49. Powers of directors

- 49.1 The directors are responsible for managing and directing the activities of the **association** to carry out the object set out in clause 4.
- 49.2 The directors may use all the powers of the **association** except for powers that, under the **Corporations Act** or this constitution, may only be used by **full members**.
- 49.3 The directors must decide on the responsible financial management of the **association** including:
 - (a) any suitable written delegations of power under clause 50, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 49.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

50. Delegation of directors' powers

- 50.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **association** (such as a chief executive officer) or any other person, as they consider appropriate.
- 50.2 The **association** must keep appropriate records of any delegations.

51. Payments to directors

- 51.1 The directors may, with the prior approval of the **full member**, be paid for services as directors.
- 51.2 The **association** may:
- (a) pay a director for work they do for the **association**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **association**.
- 51.3 Any payment made under clause 51.2 must be approved by the directors.

52. Execution of documents

- 52.1 The **association** may execute a document without using a common seal if the document is signed by:
- (a) two directors of the **association**
 - (b) a director and the company secretary, or
 - (c) or some other person or combination of persons appointed by the board for that purpose,
- whether by signing a physical form of the document by hand or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

53. Validity

- 53.1 An act done by a director or by a meeting of the directors or a committee attended by a director is not invalid just because:
- (a) of a defect in the appointment of the director
 - (b) the person is disqualified from being a director or has vacated office, or
 - (c) the person is not entitled to vote,
- if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

Duties of directors

54. Duties of directors

- 54.1 The directors must comply with their duties as outlined in the **Corporations Act** including:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **association**,
- (b) to act in good faith in the best interests of the **association** and to further the object of the **association** set out in clause 4,
- (c) not to misuse their position as a director,
- (d) not to misuse information they gain in their role as a director,
- (e) to disclose any perceived or actual material personal interest in a matter that relates to the affairs of the **association**,
- (f) to ensure that the financial affairs of the **association** are managed responsibly, and
- (g) not to allow the **association** to operate while it is insolvent.
- (h) to report on company affairs or assist the liquidator, if the company is being wound up

55. Conflicts of interest

- 55.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a resolution to be passed under clause 62):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 55.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 55.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a resolution to be passed under clause 62) must not:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter,
- except as provided under clauses 55.4.
- 55.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **association**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **association** (see clause 73)
 - (c) their interest relates to a payment by the **association** under clause 72 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:

- i. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **association**, and
- ii. says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

56. When the directors meet

The directors may decide how often, where and when they meet.

57. Calling directors' meetings

- 57.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 57.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

58. Chairperson for directors' meetings

- 58.1 The President is entitled to chair directors' meetings and in their absence the Vice President.
- 58.2 The directors at a directors' meeting may choose a director to chair that meeting if the President or Vice President is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

59. Quorum at directors' meetings

- 59.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 59.2 A quorum must be present for the whole directors' meeting.

60. Using technology to hold directors' meetings

- 60.1 The directors may hold their meetings by using any **virtual meeting platform** that is agreed to by all of the directors.
- 60.2 The directors' agreement may be a standing (ongoing) one.
- 60.3 A director may only withdraw their consent within a reasonable period before the meeting.

61. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

62. Resolutions of directors without a meeting

- 62.1 The directors may pass a resolution without a directors' meeting being held.
- 62.2 A resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 62.3 or clause 62.4.

- 62.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 62.4 The **association** may send a resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 62.5 The resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 62.3 or clause 62.4.

Company secretary

63. Appointment and role of company secretary

- 63.1 The **association** must have at least one company secretary, who may also be a director.
- 63.2 A company secretary must be appointed by the directors (after giving the **association** their signed consent to act as company secretary of the **association**) and may be removed by the directors.
- 63.3 The directors must decide the terms and conditions under which the company secretary is appointed, including any remuneration.
- 63.4 The company secretary must ensure that the following are maintained:
- (a) a register of the **association's** members, and
 - (b) the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and resolutions.

Chief Executive Officer

64. Appointment and role of Chief Executive Officer

- 64.1 The Directors may appoint a Chief Executive Officer on such terms and conditions (including as to remuneration) as they think fit.
- 64.2 The Board employs the Chief Executive Officer and may delegate to the Chief Executive Officer such of its powers and authorities as it deems fit from time to time including the delegation to employ staff.
- 64.3 The Chief Executive Officer is not entitled to cast a vote at any meeting of the directors.

Minutes and records

65. Minutes and records

- 65.1 The **association** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of any other resolutions of members

- (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 35.
- 65.2 The **association** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of any other resolutions of directors.
- 65.3 To allow members to inspect the **association's** records:
- (a) the **association** must give a member access to the records set out in clause 65.1, and
 - (b) the directors may authorise a member to inspect other records of the **association**, including records referred to in clause 65.2 and clause 66.1.
- 65.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 65.5 The directors must ensure that minutes of the passing of a resolution passed without a meeting (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

66. Financial and related records

- 66.1 The **association** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 66.2 The **association** must also keep written records that correctly record its operations.
- 66.3 The **association** must retain its records for at least 7 years.
- 66.4 The directors must take reasonable steps to ensure that the **association's** records are kept safe.

Notice

67. What is notice

- 67.1 Anything written to or from the **association** under any clause in this constitution is written notice and is subject to clauses 68 to 70, unless specified otherwise.
- 67.2 Clauses 68 to 70 do not apply to a notice of proxy under clause 41.6.

68. Notice to the association

Written notice or any communication under this constitution may be given to the **association**, the directors or the company secretary by:

- (a) delivering it to the **association's** registered office

- (b) posting it to the **association's** registered office or to another address chosen by the **association** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **association** to the members as the **association's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **association** to the members as the **association's** fax number.

69. Notice to members

- 69.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 69.2 If a member elects to receive documents in physical form or electronic form, the **association** must take reasonable steps to send documents in a manner that complies with the election.
- 69.3 If the **association** does not have an address for the member, the **association** is not required to give notice in person.

70. When notice is taken to be given

- 70.1 A notice:
- (a) delivered in person, or left at the recipient's address: is taken to be given on the day it is delivered
 - (b) sent by post: is taken to be given on the third **business day** after it is posted to the address notified by the recipient and payment of postage costs
 - (c) sent by email, fax or other electronic method: is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered, and
 - (d) given under clause 69.1(e): is taken to be given on the **business day** after the notification that the notice is available is sent.
- 70.2 If the delivery or receipt of a notice is on a day which is not a **business day** or is after 5.00pm on a **business day**, it is deemed to be received at 9.00am on the following **business day**.

Financial matters

71. Association's financial year

- 71.1 The **association's** financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

72. Indemnity

- 72.1 The **association** indemnifies each officer of the **association** out of the assets of the **association**, to the extent permitted by law (including the Corporations Act), against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **association**.
- 72.2 In this clause, 'officer' means a director or company secretary and includes a director or secretary after they have ceased to hold that office.
- 72.3 The indemnity is a continuing obligation and is enforceable by an officer:
- (a) even though that person is no longer an officer of the **association**, and
 - (b) is enforceable without that person having first to incur any expense or make any payment.

73. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **association** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **association** against any liability incurred by the person as an officer of the **association**.

74. Directors' access to documents

- 74.1 A director has a right of access to the financial records of the **association** at all reasonable times.
- 74.2 The directors may resolve to give a director or former director access to other records, including documents provided for or available to the directors.

Winding up

75. Winding up voluntarily

- 75.1 If permitted by law, the **association** may be wound up voluntarily by **special resolution**.

76. Surplus assets not to be distributed to members

- 76.1 If the **association** is wound up, any surplus assets must not be distributed to a member or a former member of the **association**.

77. Distribution of surplus assets

- 77.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **association** is wound up must be distributed to some other institution/s

- (a) which has objects similar to the objects of the **association**
 - (b) which is approved by the Commissioner of Taxation as an institution exempt from income tax.
- 77.2 For the purposes of clause, the Board may identify the institution or institutions at the time of dissolution.
- 77.3 If the Board fails to identify the institution or institutions, the Supreme Court of the state or territory in which the **association** is taken to be registered will make that determination

Definitions and interpretation

78. Definitions

In this constitution:

Association means the **company** referred to in clause 1.

business day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the **association's** registered office is located.

chairperson means a person elected by the directors to be the **association's** President under clause 45.

Corporations Act means the *Corporations Act 2001* (Cth).

full member means members including full members, life members, overseas members and fellows with rights to attend meetings, vote at meetings, stand for election as directors, and otherwise participate in company business

general meeting means a meeting of members.

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the meeting and where a meeting is held virtual, through a **virtual meeting platform**.

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.

special resolution means a resolution:

- i. of which notice has been given under clause 28.5(d), and
- ii. that has been passed by at least 75% of the votes cast by **full members present** and entitled to vote on the resolution.

surplus assets means any assets of the **association** that remain after paying all debts and other liabilities of the **association**, including the costs of winding up.

Veterinarian means 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)

virtual meeting platform means any technology that allows members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

79. Reading this constitution with the Corporations Act

79.1 The replaceable rules set out in the **Corporations Act** do not apply to the **association**.

80. Interpretation

In this constitution:

- (a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (c) any act required to be given in writing maybe made by any electronic means as decided by the directors.