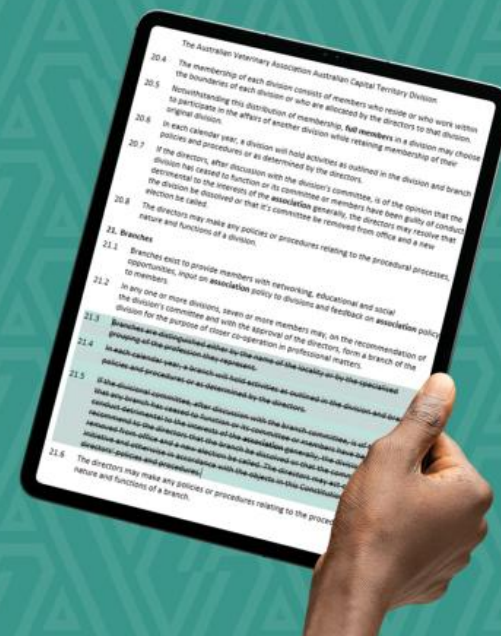


AVA 2025 Constitution reform

Side-by-side explainer

Proposed updates to Constitution Clauses
A side-by-side overview

FOR MEMBER VOTE 30 October 2025



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Clause 6 Not-for-profit

This update makes the AVA's not-for-profit status clearer. The revised clause confirms that all income and property of the association must be used only to promote the AVA's objects and cannot be distributed to members. It also keeps the existing provisions that allow members to be reimbursed for expenses or paid for goods and services provided in good faith at fair and reasonable rates. This change is about compliance and clarity and does not alter how the AVA currently operates.

Current wording	Proposed wording
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.	6. Not-for-profit 6.1 The income and property of the association are to be used solely for the promotion of its objects set out in clause 4. 6.2 The association must not distribute any income or assets directly or indirectly to its members, except as provided in clause 6.3 and clause 77. 6.3 Clause 6.2 does not stop the association from doing the following, 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.

Clause 10 Categories of membership

The current membership labels are not intuitive. Terms like *Full*, *Associate*, or *Overseas* do not clearly communicate where a member fits. Simplifying the categories makes it easier for members to identify their place within the AVA. This follows feedback from AVA Stakeholder Survey in 2024. This allows for AVA to streamline categories, which will assist in simplifying our technology to improve member experience.

Current wording	Proposed wording
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.	10. Categories of membership 10.1 The members are divided into the following categories with privileges and liabilities as described in clause 10. 10.2 Veterinarian (a) A veterinarian is a person who: i. 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). ii. has retired from full time employment and who has been a member of the association in the aggregate for not less than 35 years and has been accorded the status of life member. iii. meets the provision of clause 10.2 (a)(i) and has been accorded the status of “fellow” in recognition of their exemplary contribution to the veterinary profession through their services to the association. The number of

Current wording	Proposed wording
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	fellows will be determined by the directors from time to time. (b) A veterinarian has all privileges and liabilities of a member including the right to vote and hold office. 10.3 Allied Professional (a) An allied professional is a person who: i. holds a qualification in veterinary science that does not meet the conditions for registration as a veterinarian in Australia. ii. is approved by the directors (including after nomination by the person seeking membership, a member, a Division, Special Interest Group or approved other group) to be an allied professional by reason of their professional attainments or close association with the veterinary profession. iii. has been accorded the status of honorary member having been an eminent non-veterinarian who rendered service to the association or the veterinary profession in general. (b) An allied professional has all privileges and liabilities except that of voting and holding office unless as an independent director. 10.4 Student Member (a) A student member is a veterinary student enrolled in a Veterinary Science degree program at an Australian University or in the Australian Veterinary Examination.

Current wording	Proposed wording
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. 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.	(b) A student member upon graduation with a registrable degree in veterinary science or on passing the Australian Veterinary Examination becomes a veterinarian upon payment of a subscription as determined by the directors without the need to complete a further application for membership. (c) A student member has all privileges and liabilities except that of voting and holding office.

Clause 20 Divisions

This proposal retains the structure and purpose of Divisions in the Constitution, recognising their vital role in state connection and the AVA community. The operational detail would be managed through the Board-approved Divisions and Branches Handbook. This is the current process and the proposed update aligns the constitution with the current process.

Current wording	Proposed wording
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. 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

Current wording	Proposed wording
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 it's 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.	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, members in a division may choose to participate in the affairs of another division while retaining membership of their original division. 20.6 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 it's committee be removed from office and a new election be called. 20.7 The directors may make any policies or procedures relating to the procedural processes, nature and functions of a division.

Clause 21 Branches

This proposal retains the structure and purpose of Branches in the Constitution, recognising their vital role in local connection and the AVA community. The operational detail would be managed through the Board-approved Divisions and Branches Handbook. This is the current process and the proposed update aligns the constitution with the current process.

Current wording	Proposed wording
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	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 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 their own initiative or otherwise in accordance with the objects in this Constitution and the directors' policies and procedures. 21.4 The directors may make any policies or procedures relating to the procedural processes, nature and functions of a branch.



Current wording	Proposed wording
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.	

Clause 22 Special Interest Groups

This proposal retains the purpose of Special Interest Groups in the Constitution, recognising their important role in the AVA community. Operational detail would be managed through a supporting policy – SIG and Other Group Policy - allowing for greater responsiveness and a more streamlined Constitution.

Current wording	Proposed wording
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: - Draw that nominee from amongst its elected executive committee, or - Add that nominee (once elected pursuant to clause 44.6 to its executive committee)	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 veterinarians 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 50 veterinarians. 22.3 Any special interest group with fewer than 50 veterinarians may have its status reviewed by the directors in consultation with the special interest group concerned. 22.4 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

Current wording	Proposed wording
(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.	interest group be dissolved or that the committee be removed from office and a new election be called. 22.5 The directors may make policies or procedures in relation to the procedural processes, nature and functions of a special interest group.

Clause 23 Other Groups

This proposal retains the purpose of Other Groups in the Constitution, recognising their important role in the AVA community. Operational detail would shift to a supporting policy – SIG and Other Group Policy, allowing for greater responsiveness and a more streamlined Constitution.

Current wording	Proposed wording
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;	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 The directors' decision is final concerning the matters referred to in this clause.

Current wording	Proposed wording
(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.	

Clause 24 Policy Advisory Council

This change proposes keeping the definition, purpose, composition and role of the Policy Advisory Council in the Constitution, while shifting detailed operational procedures to the existing Policy Advisory Council Charter. This would support a clearer, more streamlined Constitution while preserving the Council's important contribution to the AVA community.

Current wording	Proposed wording
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 maintain 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.	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 maintain their rights in respect of making, implementing and enforcing matters of policy generally. 24.4 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;

Current wording	Proposed wording
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.	(c) one Councillor nominated by each approved other 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.

Current wording	Proposed wording
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.	

Clause 25 Alternative Representation and Expenses

To simplify and streamline the Constitution, we propose retaining the purpose, role and composition of the Policy Advisory Council (Clause 24), but removing the operational detail in Clauses 25.1–25.5. These operational matters would instead be managed through the existing PAC Charter 2025.

Current wording	Proposed wording
25 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.	(to be removed and managed under PAC Charter)

Clause 43 Number of Directors

To strengthen governance and provide clarity, we propose updating Clause 43 to set out the composition of the Board while maintaining a total of nine Directors. This approach reflects recognised best practice by balancing diversity, efficiency and strategic oversight. It introduces up to two Independent Directors to broaden objectivity and external expertise, while preserving sector input through three Sector Directors representing cattle, equine and small animal members. The remaining four Directors will continue to be elected directly from the general membership. Together, this composition balances sector and member representation with independent insight, strengthens fairness and supports the Board in fulfilling its responsibilities effectively.

Current wording	Proposed wording
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.	43. Number of directors 43.1 The association has up to 9 directors, made up of: (a) four veterinarian directors; (b) three sector directors each representing the Cattle, Equine and Small Animal sectors; (c) up to two independent directors (where elected) and elected in accordance with this constitution.

Clause 44 Election and Appointments of Directors

Clause 44 has been updated to create a single, consistent process for nominating, assessing and electing directors. This has been adjusted in response to member feedback during the consultation period. Members asked for clarity on the role of SIGs in nominating sector directors, and the revised proposal confirms that the Cattle, Equine and Small Animal SIGs will continue to nominate candidates for their sector director positions. These candidates will then be reviewed by the independent Nominations Committee against the position description and skills matrix before being put to the membership for election. Independent Directors, who bring additional skills in areas such as governance, finance and advocacy, will also be reviewed by the Nominations Committee and included on the member ballot. This approach ensures fairness, transparency and consistency across all director roles, while maintaining sector representation for key parts of the profession.

Current wording	Proposed wording
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 members;	44. Election and appointment of directors 44.1 There will be an independent nominations committee appointed by the directors whose principal role is to recommend to the directors: (a) the position description of directors, (b) the skills matrix and (c) candidates eligible for election against the position description and skills matrix. 44.2 The directors may make any policies or procedures relating to the procedural processes, nature and functions of the independent nominations committee. 44.3 Subject to Clause 44 the Directors are declared at an Annual General Meeting. 44.4 Electronic voting (a) The directors may, subject to compliance with the Corporations Act, prescribe electronic or web-based

Current wording	Proposed wording
(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	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 veterinarian by reference to a personal identification code allocated to the veterinarian or any other manner approved by the directors. 44.5 Directors appointed by ballot (a) The directors are elected by a ballot of veterinarians. (b) All veterinarians may vote for all vacant director positions. (c) Not less than three directors are elected each year. (d) Each year, three directors who have been in office the longest since their last election retire. (e) If more than three 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. (f) The term of office of each director commences at the conclusion of the Annual General Meeting. (g) The full term of office of each director is three years. (h) Directors may hold office for up to two consecutive terms

Current wording	Proposed wording
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: - be a member of the relevant special interest group; - meet the requirements for eligibility for election or appointment to the office of Director described in clause 44.7; - 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.	(i) The period for which a director fills the unexpired term of another director does not contribute towards the two consecutive three-year terms. 44.6 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 chair 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 veterinarian 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 chair 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.

Current wording	Proposed wording
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,	44.7 A person is eligible for election as a director of the association if they have undergone an expression of interest process, possess the qualities and qualifications set out in the position description and: (a) is a veterinarian and eligible for appointment for the veterinarian director position. (b) is not a veterinarian for the independent director position. An independent director need not be a member of the association or a veterinarian. (c) is proposed by the Cattle, Equine and Small Animal special interest groups who must each nominate between two and five veterinarians for their relevant sector director position. A veterinarian nominated for a sector director position must be a member of the relevant special interest group. (d) completes the nomination form approved by the association, which has also been signed by a veterinarian who has proposed them. (e) 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. (f) give the association their signed consent to act as a director of the association.

Current wording	Proposed wording
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.	(g) are not ineligible to be a director under the Corporations Act. 44.8 The directors may appoint a person as a director through the approved and relevant expression of interest process to fill a casual vacancy if that person: (a) is eligible to be a veterinarian director (b) is eligible to be an independent director (c) is eligible to be a veterinarian sector director (d) gives the association their signed consent to act as a director of the association, and (e) is not ineligible to be a director under the Corporations Act. 44.9 The person appointed to fill a casual vacancy position will vacate this position at the next Annual General Meeting. The period so served does not contribute towards a full 3 year term of service if that person is elected at the next director election. 44.10 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.

Clause 45 Election of President

This update responds directly to member feedback. Many members wanted reassurance that the President would always be a veterinarian. The revised clause confirms this and also introduces a separate Chair role to lead governance and Board meetings, which may be filled by an independent director where appropriate. This means the Board will now elect both a President and a Chair each year, keeping the President as the veterinary leader of the association while also allowing governance expertise to be brought in through the Chair.

Current wording	Proposed wording
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.	45. President and Chair 45.1 Election and term (a) The directors must from amongst its numbers elect a veterinarian as president and another director as a chair who may be an independent director, at the first directors' meeting after the directors are announced at a general meeting (b) The president's and chair's roles are as set out in their position description. (c) The president's and chair's term of office is one year with eligibility for re-election for up to three consecutive terms. (d) Should the president or chair be unable or unwilling to complete the term of office, then the directors may elect a person from amongst their number to take the position for the remainder of that term. (e) The president's and chair's term of office is subject to remaining a director in accordance with the provisions of this Constitution. (f) If the directors pass a motion of no confidence in the president or chair or if the president or chair ceases to be a director, the president or chair must immediately step down from office and the directors

Current wording	Proposed wording
(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.	will elect a person from their number to fill the position of president or chair for the remainder of the term. 45.2 Qualifications (a) Candidates for the position of president and chair must be able to demonstrate their qualifications against the position description.

Clause 48 When a director stops being a director

This update reflects the update to **Clause 43 Number of directors** which sets out the composition of the Board. Given clause 43 introduces four veterinarian directors, two independent directors and three sector directors representing cattle, equine and small animal members clause 48 must reference criteria for when a director stops being a director with reference to the proposed composition of the Board.

Current wording	Proposed wording
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 (g) meeting, any office of profit under the association. (h) are directly or indirectly interested in any contract or proposed contract with the association and fails to declare the nature of this interest, (i) are absent from all meetings of the directors held during a period of 6 months without approval from the directors, (j) 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 (k) become ineligible to be a director of the association under the Corporations Act.	48. When a director stops being a director 48.1 A director stops being a director if they: (a) are a veterinarian director and no longer a veterinarian. (b) are a sector director and are no longer a member of the relevant special interest group. (c) give written notice of resignation as a director to the association. (d) die. (e) are removed as a director by a resolution of veterinarians. (f) If they are a veterinarian director or sector director and stop being a member of the association. (g) hold, without the consent of the association in a general meeting, any office of profit under the association. (h) are directly or indirectly interested in any contract or proposed contract with the association and fails to declare the nature of this interest, (i) are absent from all meetings of the directors held during a period of 6 months without approval from the directors; or (j) become ineligible to be a director of the association under the Corporations Act.

Clause 77 Corporations Act and Taxation

This clause is being amended to align the Constitution with the Corporations Act and Australian taxation law. It now makes clear that if the AVA is ever wound up, surplus assets can only go to a similar not-for-profit body with the same restrictions on distributing income and property, ensuring stronger compliance and good governance

Current wording	Proposed wording
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	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) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by clause 6; and (c) which is approved by the Commissioner of Taxation as an institution exempt from income tax. 77.2 For the purposes of clause 77.1, the directors may identify the institution or institutions at the time of dissolution. 77.3 If the directors fail 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

Clause 78 Definitions

This clause has been updated to clarify key terms used throughout the Constitution. It introduces definitions for membership categories (such as Allied Professional and Student Member), governance roles (including Chair, President, Veterinarian Director and Sector Director), and updated group types (Approved Other Groups).

Current wording	Proposed wording
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.	78. Definitions In this constitution: allied professional means a person accorded allied professional membership as set out in clause 10.3. approved other group means the group of members established in accordance with clause 23.1. Australian 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. 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. chair means a person elected by the directors to be the association's chair under clause 45.

Current wording	Proposed wording
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.	Corporations Act means the Corporations Act 2001 (Cth). 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 virtually, through a virtual meeting platform. president means a veterinarian elected by the directors to be the association's president under clause 45. sector director means a veterinarian who is a member of the special interest group representing the relevant sector and elected in accordance with clause 44. special interest group means the group of members established in accordance with clause 22. 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 members present and entitled to vote on the resolution. student member means a person accorded student membership as set out in clause 10.4.

Current wording	Proposed wording
	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 members as set out in clause 10.2. veterinarian director means a veterinarian as set out in clause 43.1 (a) and elected in accordance with clause 44. 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.