

**GENERAL MEETING
of
THE AUSTRALIAN VETERINARY ASSOCIATION LIMITED
ACN 008 522 852**

1. Notice of General Meeting

Notice is given that a General Meeting of the Members of The Australian Veterinary Association Limited ACN 008 522 852 will be held on **Thursday 30 October 2025 at 1:00pm (AEDT)**. The General Meeting will be a virtual meeting to provide Members with the opportunity to join regardless of their location. Access to the virtual meeting is via the Zoom Conferencing link provided below in item 6.

2. Business of the General Meeting

During this General Meeting, Members of the Company and any validly appointed proxy will have the opportunity to speak about the constitutional reform and will consider and vote on the following resolutions as a special resolution to amend the constitution of the Company.

3. Business of the General Meeting

IT IS RESOLVED BY SPECIAL RESOLUTION that in accordance with clause 7 of the existing constitution of the Company and section 136(2) of the *Corporations Act 2001* (Cth), to consider and, if thought fit, pass the following resolutions as a special resolution to amend the constitution of the Company:

Special Resolution 1:

That **clause 6** and **clause 77** of the constitution to be amended to read as follows:

6. Not-for-profit

- 6.1. The income and property of the **association** are to be used solely for the promotion of its object 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.

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.

Special Resolution 2:

Special Resolution 2 is in two parts.

Part A.

That clause 10 of the constitution to be amended to read as follows:

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 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**.
- (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.

Part B.

That as a result of the passing of Resolution 2 Part A, the following words are replaced in the constitution:

- Full Member replaced with **veterinarian**
- Associate Member replaced with **allied professional**

Special Resolution 3:

That clause 20, clause 21, clause 23, clause 24 and clause 25 of the constitution to be amended to read as follows:

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, 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.

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.

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.

24 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,
 - (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.

25 Alternate representation

Clause 25 is deleted in its entirety and its contents included in the PAC Charter.

Special Resolutions 4:

That clause 78 of the constitution to be amended to read as follows:

78. Definitions

In this constitution:

allied professional means a person accorded **allied professional** membership accorded 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.

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.

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.

Special Resolution 5:

That clause 45 of the constitution to be amended to read as follows

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 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.

Special Resolution 6:

That clause 43 of the constitution to be amended to read as follows:

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; and
- (c) up to two independent directors (where elected) and

elected in accordance with this constitution.

Note: Should Special Resolution 6 not be passed, the remaining resolutions, being Resolution 7, Resolution 8 and Resolution 9 will not be put to a vote.

Special Resolution 7

That clause 22 of the constitution to be amended to read as follows:

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 interest group** be dissolved or that its 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**.

Note: Should Special Resolution 7 not be passed, Resolution 8 will not be put to a vote.

Special Resolution 8

That clause 44 of the constitution to be amended to read as follows:

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 44.4, 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 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;
 - (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.
- (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.

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.
 - (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.
 - (f) give the **association** their signed consent to act as a director of the **association**.
 - (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 three 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**.

Special Resolution 9

That clause 48 of the constitution to be amended to read as follows

- 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**.

48A Transitional provisions

48A.1 Directors at 30 October 2025 will complete their current term of office.

48A.2 This clause will be deleted upon the completion of all the directors' current term.

4. Conduct of the General Meeting

The Chair will provide Members with reasonable opportunity to ask questions about, or make comments on, the business of the General Meeting. The Chair will exercise these powers to ensure that the meeting is conducted in an orderly, courteous and timely manner.

5. Passing of special resolution

For a special resolution to be passed at the General Meeting, it must be supported by at least 75% of the votes cast by Members of the Company voting at the General Meeting, whether in person or by proxy.

6. Voting at the General Meeting

You are eligible to attend and vote at the General Meeting if you are a Member of the Company on 8 October 2025. Any Member who is entitled to attend and vote at the General Meeting has the right to appoint a proxy to attend and vote on their behalf. A proxy need not be a Member of the Company.

We strongly encourage Members to participate in the General Meeting:

By Zoom: You may participate in the online General Meeting via Zoom conferencing. Members participating in the Zoom conference will be able ask questions using the Zoom Q&A facility. Please register by **5.00pm (AEDT) Wednesday 29 October 2025** using this [link](#).

Members who are participating in the online General Meeting will receive voting links once their attendance at the General Meeting has been confirmed. Voting links will be sent via the True Vote voting platform to email addresses and mobile phone numbers as provided by Members and recorded in the Members' Register. Please ensure your email address and mobile phone number is up to date in the Members' Register. Further instructions on how to vote will be given at the General Meeting.

By Proxy: A proxy form has been attached to this notice and must be returned in one of the following ways:

- to the Association's registered office at Unit 40, 6 Herbert Street, St Leonards, NSW, 2065 (by post); or

- to the email address secretariat@ava.com.au (Attention Company Secretary)

To be effective all proxy forms must be received no later than **1.00 p.m. (AEDT) on Tuesday 28 October 2025.**

7. Relevant Documents

Attached to this notice are the following documents:

- (a) [Proxy Form](#)
- (b) [Stage 3 Constitution Reform Side by Side Proposal](#)
- (c) [Proposed updated AVA Constitution 2025](#)
- (d) [FAQs Constitutional Reform Stage 3](#); and
- (e) [Existing AVA Constitution \(September 2024\)](#).

The Board looks forward to meeting with you at the General Meeting – if you require any further information, please contact Michael Ghattas via email at secretariat@ava.com.au.



Mr Michael Ghattas
Company Secretary

8 October 2025