

Australian Veterinary Business Association Limited

CONSTITUTION

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PART 2 – NAME AND CHARTER

2. Name

The name of the company is “Australian Veterinary Business Association Limited” (in this constitution “AVBA”).

3. Vision

The vision of the AVBA is outstandingly successful veterinary businesses.

4. Mission

The mission of the AVBA is to lead veterinary businesses to success by:

- (a) improving their prosperity;
- (b) achieving optimal outcomes for animals, clients, employees and business owners;
- (c) being the primary business resource;
- (d) providing relevant educational opportunities;
- (e) fostering mutually beneficial relationships both for and within the veterinary industry; and
- (f) being instrumental in leading practice managers to be the best that they can.

5. Object

The object of the AVBA is to give effect to its vision and mission.

6. Legal Capacity and Powers

6.1 The AVBA has:

- (a) the legal capacity and powers of an individual, and
- (b) all the powers of an incorporated body, as provided by section 124 of the Corporations Act.

6.2 The AVBA may only:

- (a) exercise its powers; and
- (b) use its income, assets and profit; for its object.

7. Not For Profit

7.1 The AVBA must not distribute any of its profit, income or assets directly or indirectly to its members.

7.2 Clause 7.1 does not prevent the AVBA from paying its members (including its directors):

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

PART 3 – MEMBERSHIP

8. Categories

The AVBA has 4 categories of membership:

- (a) practice members,
- (b) individual members,
- (c) industry members, and
- (d) associate members.

9. Practice Members

9.1 Any veterinary practice that supports the vision and mission of the AVBA is eligible to become a practice member.

9.2 Practice members are voting members of the AVBA. Each practice member has 1 vote.

9.3 Practice members are entitled to the full benefits of membership of the AVBA.

9.4 All staff of a practice member are entitled:

- (a) to the benefits of membership of the AVBA, and
- (b) to participate in its activities, subject to this constitution and the regulations.

10. Individual Members

- 10.1 Any individual who:
- (a) works in a veterinary practice; or
 - (b) otherwise has a professional involvement or interest in veterinary practice management; and
 - (c) supports the vision and mission of the AVBA;
- is eligible to become an individual member.
- 10.2 Individual members are voting members of the AVBA. Each individual member has 1 vote.
- 10.3 Individual members are entitled to the full benefits of membership of the AVBA.

11. Industry Members

- 11.1 Any business or organisation that:
- (a) is in an industry associated with veterinary practice; and
 - (b) supports the vision and mission of the AVBA;
- is eligible to become an industry member.
- 11.2 Industry members are non-voting members of the AVBA.
- 11.3 Industry members are entitled to the benefits of membership of the AVBA determined by the Board.

12. Associate Members

- 12.1 Any individual who:
- (a) is not eligible for membership in another category; and
 - (b) supports the vision and mission of the AVBA;
- is eligible to become an associate member.
- 12.2 Associate members are non-voting members of the AVBA.
- 12.3 Associate members are entitled to the benefits of membership of the AVBA determined by the Board.

13. Eligibility Generally

- 13.1 Only individuals and incorporated bodies (including companies) are capable of becoming members of the AVBA.

- 13.2 An unincorporated body (including an unincorporated partnership), or part of an incorporated or unincorporated body may only become a member by nominating an individual or incorporated body to be a member on its behalf.
- 13.3 In this constitution, unless the contrary intention appears, “member” includes an unincorporated body, or part of an incorporated or unincorporated body represented by a member in accordance with clause 13.1.

14. Applications

- 14.1 Applications for membership must be:
- (a) in writing, stating that the applicant:
 - (i) wishes to become a member of the AVBA;
 - (ii) supports the vision and mission of the AVBA;
 - (iii) agrees to comply with the constitution and regulations of the AVBA; and
 - (iv) undertakes to contribute up to \$10 to the AVBA’s property, if the AVBA is wound up;
 - (b) accompanied by the first subscription; and
 - (c) sent or given to the AVBA.
- 14.2 The Board may by regulation prescribe a membership application form for the purposes of clause 14.1(a), in which case applications for membership must be in the prescribed form.

15. Approval

- 15.1 The Board must:
- (a) by resolution approve or reject the application; and
 - (b) notify the applicant whether the application has been approved or rejected.
- 15.2 No reason need be given for the rejection of an application.
- 15.3 If the Board approves the application:
- (a) the applicant becomes a member from the date of the Board meeting; and

- (b) the name and address of the new member, the category of membership and the date of becoming a member must be entered in the register of members.

15.4 If the Board rejects the application, it must return the subscription to the applicant.

16. Subscriptions

16.1 The Board must by regulation set the subscription.

16.2 The amount of the subscription and the date for payment may vary according to criteria set by the Board in the regulation, including the category of membership.

16.3 The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

17. Rights and Obligations

17.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 21.

17.2 By becoming and remaining members, members agree to support the vision and mission of the AVBA.

17.3 Members also agree that all intellectual property created by them while participating in the AVBA belongs to the AVBA and must not be used without its permission.

17.4 Members must at all times comply with the constitution and regulations.

17.5 This constitution is an enforceable contract between the AVBA and each member, as provided by section 140 of the Corporations Act.

18. Liability

18.1 The liability of members is limited to the amount specified in clause 18.2.

18.2 If the AVBA is wound up, each member undertakes to contribute up to \$10 to the AVBA's property.

18.3 In clause 18.2 "member" includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause 18.4.

18.4 Former members need not contribute in respect of a debt or liability of the AVBA contracted after they ceased to be a member.

19. Discipline

19.1 The Board may by resolution passed by an absolute majority reprimand, suspend or expel a member for:

- (a) failing to comply with the constitution or regulations; or
- (b) conduct prejudicial to the AVBA.

19.2 The Board must not pass a resolution under clause 19.1 unless the member has been:

- (a) informed of what it is alleged the member has done; and
- (b) given a reasonable opportunity to be heard.

19.3 The AVBA may not fine members.

20. Resignation

20.1 Members may resign by writing to the AVBA.

20.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.

21. Cessation

21.1 Members cease to be members:

- (a) on resignation, expulsion or ceasing to have legal capacity; and
- (b) in the case of members nominated to act on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 13.2 who are not members in their own right – when another member is nominated.

21.2 If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

22. Register of Members

The Board must ensure that a register of members is kept as required by section 169 of the Corporations Act in which are entered:

- (a) the name of each member,
- (b) the address for notices last given by the member,
- (c) the category of membership,

- (d) the date of becoming a member, and
- (e) in the case of former members – the date of ceasing to be a member.

23. Grievance Procedure

- 23.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
 - (b) a member and the Board or the AVBA.
- 23.2 The parties must first attempt to resolve the dispute themselves.
- 23.3 If the parties are unable to resolve the dispute, the Board must appoint a mediator.
- 23.4 The mediator:
- (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member; and
 - (d) if possible, must be appointed with the agreement of all parties.
- 23.5 The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.
- 23.6 The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- 23.7 If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 23.8 A determination of a mediator under clause 23.7 is binding on the parties and all members.
- 23.9 A party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS

24. Annual General Meeting

- 24.1 The Board must convene an annual general meeting to be held:
- (a) at least once in each calendar year, and

- (b) within 5 months after the end of the AVBA's financial year,

as required by section 250N of the Corporations Act.

- 24.2 The Board must send members copies of the reports referred to in clause 24.3 with the notice of the annual general meeting so as to comply with sections 314 and 315 of the Corporations Act.
- 24.3 The Board must lay before the annual general meeting the annual financial report, directors' report and auditor's report for the last financial year as required by section 317 of the Corporations Act.
- 24.4 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting; and
 - (b) to consider the annual financial report, directors' report and auditor's report (including questions and comments from members on the management of the AVBA).
- 24.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 26.2(c).

25. Special General Meetings

- 25.1 The Board may convene a special general meeting.
- 25.2 The Board must convene a special general meeting if requested by members in accordance with section 249D of the Corporations Act.
- 25.3 Members may themselves convene a special general meeting in accordance with section 249F of the Corporations Act.
- 25.4 Special general meetings may only consider business of which notice has been given in accordance with clause 26.2(c).

26. Notice

- 26.1 At least 21 days notice in writing of general meetings must be given to:
- (a) each member (including each director), and
 - (b) the AVBA's auditor.
- 26.2 The notice must state:
- (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than 1 place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution,
- as required by section 249L(1) of the Corporations Act.
- 26.3 The notice must include under clause 26.2(c) any business that any member entitled to vote has requested in writing be considered.
- 26.4 The notice must also include:
- (a) a statement that members that are incorporated bodies may appoint a representative to attend and (in the case of members entitled to vote) speak and vote on their behalf in accordance with clause 27,
 - (b) a statement that:
 - (i) all members entitled to vote have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 28, and
 - (ii) proxies need not be members, as required by section 249L(1)(d) of the Corporations Act, and
 - (c) a copy of clauses 27 and 28.
- 26.5 The notice may (but need not) include forms of appointment for the purposes of clauses 26.4, 27 and 28.
- 26.6 If a general meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.

- 26.7 Despite clause 26.1, the accidental omission to give notice of the meeting to a person entitled to notice, or the non-receipt of notice of the meeting by a person entitled to notice does not invalidate the meeting, except as provided by section 1322(3) of the Corporations Act.

27. Representatives

- 27.1 Members that are incorporated bodies may appoint individuals to represent them at general meetings, as provided by section 250D of the Corporations Act.
- 27.2 Appointments of representatives must be:
- (a) in writing, naming the individual (or individuals, in order) appointed;
 - (b) sealed by, or signed on behalf of, the member making the appointment; and
 - (c) sent to the AVBA before the meeting; or
 - (d) given to the chair of the meeting before or at the commencement of the meeting.
- 27.3 Representatives may exercise all the rights of members at general meetings.

28. Proxies

- 28.1 Members entitled to vote at the general meeting may appoint any person (including another member) as a proxy, as provided by section 249X(1) of the Corporations Act.
- 28.2 Appointments of proxies must be:
- (a) in writing, naming the person (or persons, in order) appointed;
 - (b) signed by the member making the appointment; and
 - (c) sent to the AVBA before the meeting; or
 - (d) given to the chair of the meeting before or at the commencement of the meeting.
- 28.3 Appointments of proxies are valid if they contain the information required by clause 28.2, despite section 250A(1) of the Corporations Act.
- 28.4 Proxies may exercise all the rights of members at general meetings.

29. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each member and proxy present at all places the meeting is held to clearly and simultaneously communicate with every other such person.

30. Quorum

- 30.1 The quorum for consideration of the ordinary business of the annual general meeting is the presence in person or by representative of at least 7 members entitled to vote.
- 30.2 The quorum for consideration of a proposed resolution (including a special resolution) recommended by the Board is the presence in person, by representative or by proxy of at least 10% of members entitled to vote.
- 30.3 The quorum for the consideration of all other business at general meetings is the presence in person, by representative or by proxy of at least 25% of members entitled to vote.
- 30.4 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

31. Chairing

- 31.1 The President is entitled to chair general meetings.
- 31.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 31.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect another member entitled to vote to chair.
- 31.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

32. Participation

- 32.1 All members are entitled to attend general meetings, including non-voting members.
- 32.2 Only members entitled to vote and directors are entitled to speak at general meetings.

33. Voting

- 33.1 Only voting members whose voting rights have not been suspended under clause 16.3 or 19.1 are entitled to vote at general meetings.
- 33.2 Members entitled to vote have 1 vote in respect of each capacity in which they are entitled to vote.
- 33.3 Members may vote in person, by representative or by proxy.
- 33.4 Unless a poll is demanded, voting is by show of hands.
- 33.5 Proxies are not entitled to vote on a show of hands (but this does not prevent members appointed as proxies from voting as members on a show of hands).
- 33.6 If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.
- 33.7 A challenge to a right to vote:
 - (a) may only be made at the meeting; and
 - (b) must be determined by the chair of the meeting, whose decision is final.

34. Poll

- 34.1 Any person entitled to vote (including proxies and the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:
 - (a) the election of the chair of the meeting, or
 - (b) the adjournment of the meeting.
- 34.2 The poll may be demanded:
 - (a) before a vote is taken,
 - (b) before the voting results on a show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.
- 34.3 The poll must be taken when and in the manner the chair of the meeting directs.
- 34.4 On a poll, proxies:
 - (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
 - (b) may cast their votes in different ways; and

- (c) if:
 - (i) they do cast votes as proxies; and
 - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;
 must vote that way.

34.5 A demand for a poll may be withdrawn.

PART 5 – DIRECTORS

35. Number and Type

35.1 The AVBA has between 9 and 12 directors:

- (a) 9 elected directors, elected by the members in accordance with clause 36; and
- (b) up to 3 co-opted directors, co-opted by the Board in accordance with clause 38.

35.2 The AVBA does not have:

- (a) alternate directors, or
- (b) a managing director.

36. Election

36.1 Three directors must be elected each year for a 3 year term.

36.2 Only individuals who are members entitled to vote at the time nominations close are eligible to be elected as directors.

36.3 Employees of the AVBA are not eligible to be elected as directors.

36.4 An elected director who has held office for 3 consecutive terms (not including part of a term filled as a casual vacancy) is not eligible to be re-elected without a break of at least 5 years.

36.5 At least 7 weeks before the annual general meeting the AVBA must give notice in writing of the close of nominations to each member entitled to vote. The notice may include a nomination form.

36.6 The Board may by regulation prescribe a nomination form for the purposes of clause 36.4, in which case nominations must be in the prescribed form.

36.7 Nominations must be:

- (a) signed by:
 - (i) the candidate, consenting to act as a director; and

- (ii) the nominator and seconder, both of whom must be members entitled to vote; and

- (b) received by the AVBA no later than 5.00 p.m. on the last business day 5 weeks before the annual general meeting.

36.8 For the purpose of clause 36.7(b) the original nomination must be received, not a faxed copy or an email.

36.9 The Board must by regulation provide for candidate statements and photographs to be submitted before the close of nominations and published to members before the ballot opens.

36.10 If the number of nominations received is less than or equal to the number of positions to be elected, those candidates must be declared elected.

36.11 If the number of nominations received is more than the number of positions to be elected, a ballot must be held in accordance with clause 37.

37. Ballot

37.1 The ballot must be a secret ballot.

37.2 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation.

37.3 Only persons who at the time nominations close are voting members whose voting rights have not been suspended under clause 16.3 or 19.1 are entitled to vote in the ballot.

37.4 Members entitled to vote have 1 vote in respect of each capacity in which they are entitled to vote.

37.5 The voting system is first past the post.

37.6 Members may vote for up to as many candidates as there are positions to be elected.

37.7 The AVBA must give notice in writing of the ballot to all members entitled to vote before the ballot opens.

37.8 The ballot must remain open for at least 2 weeks.

37.9 The ballot must close at 5.00 pm on the last business day 1 week before the annual general meeting.

37.10 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the candidate or candidates to be elected must be decided by lot.

38. Co-option

38.1 The Board may:

- (a) at its first meeting after each annual general meeting, and
 - (b) at any subsequent meeting,
- co-opt up to 3 additional directors.

38.2 Only individuals who:

- (a) have relevant experience and expertise;
 - (b) are (or agree to become) members;
 - (c) consent in writing to act as a director; and
 - (d) are not employees of the AVBA;
- are eligible to be co-opted.

38.3 Before co-opting directors, the AVBA may call for expressions of interest, by advertisement or otherwise.

39. Term of Office

39.1 Elected directors hold office:

- (a) from the end of the first annual general meeting after they are elected,
 - (b) until the end of the fourth annual general meeting after they are elected,
- subject to clauses 39.3–39.7.

39.2 Co-opted directors hold office:

- (a) from the time they are co-opted,
 - (b) until the end of the annual general meeting after they are co-opted,
- subject to clauses 39.3–39.6.

39.3 Directors may be re-elected and co-opted again, subject to clause 36.4.

39.4 Directors may resign by writing to the AVBA.

39.5 Directors cease to hold office if they:

- (a) cease to be a member;
- (b) become an employee of the AVBA;
- (c) fail to attend 3 consecutive meetings of the Board without leave of absence under clause 59;

- (d) receive any payment from the AVBA otherwise than in accordance with this constitution; or

- (e) become disqualified under Part 2D.6 of the Corporations Act, subject to sections 206F(5) and 206G of the Corporations Act.

39.6 Directors may be removed by a general meeting in accordance with section 203D of the Corporations Act. The resulting vacancy may be filled at the general meeting.

39.7 If there is a vacancy in elected directors (including a vacancy under clause 39.6 not filled at the general meeting), the Board may appoint an individual who would be eligible to be elected under clause 36 to fill the vacancy for the remainder of the term of office.

39.8 The Board may continue to act despite any vacancy in directors.

39.9 Even if it is subsequently found that a person who has acted as a director was not properly elected, co-opted or appointed, the validity of:

- (a) the acts of that person as a director, and
- (b) decisions of meetings of the Board in which that person has participated;

is not affected.

40. Notification to ASIC

The AVBA must notify ASIC within 28 days of any change in its directors or Secretary, or their personal details as required by section 205B of the Corporations Act.

41. Duties

Each director has the duties prescribed by the Corporations Act, including under Part 2D.1 those of:

- (a) reasonable care and diligence,
- (b) good faith and proper purpose,
- (c) proper use of position, and
- (d) proper use of information.

42. Remuneration

The Board may by regulation set reasonable remuneration to be paid to directors (including reimbursement for expenses), subject to section 211 of the Corporations Act.

43. Indemnity

The AVBA indemnifies its directors and Secretary against any liability incurred in that capacity (other than to the AVBA or a related body corporate), unless the liability did not arise out of conduct in good faith.

PART 6 – OFFICE-BEARERS

44. Positions

44.1 The office-bearers of the AVBA are:

- (a) President,
- (b) Vice-President,
- (c) Treasurer, and
- (d) Secretary,

subject to clause 44.2.

44.2 The Board may by regulation establish other office-bearer positions.

45. Election

45.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers (other than the Secretary) from among the directors.

45.2 A director who has already been elected to a particular office-bearer position 5 consecutive times (including filling a vacancy) is not eligible to be elected again to that position without a break of at least 5 years.

46. Term of Office

46.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 46.2–46.4.

46.2 Office-bearers may resign by writing to the AVBA.

46.3 Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.

46.4 Office-bearers may be removed by resolution passed by an absolute majority of the Board.

46.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

46.6 This clause does not apply to the Secretary.

47. Secretary

47.1 The Board must appoint a Secretary of the AVBA in accordance with Part 2D.4 of the Corporations Act.

47.2 Unless the Board otherwise resolves, the Executive Officer is to be appointed Secretary.

PART 7 – THE BOARD

48. Membership

The members of the Board are the directors of the AVBA.

49. Responsibility and Powers

49.1 The Board is responsible for both the governance and management of the AVBA.

49.2 The Board must by regulation delegate the management of the AVBA to the Executive Officer.

49.3 The Board may exercise all powers of the AVBA on its behalf.

49.4 The Board may:

- (a) establish committees with such membership and terms of reference as it thinks appropriate; and
- (b) delegate its powers as it thinks appropriate.

49.5 No delegation by the Board under this clause limits the duties and liability of each director.

50. Regulations

50.1 The Board may by resolution passed by an absolute majority make regulations to give effect to this constitution.

50.2 Members must at all times comply with the regulations as if they formed part of this constitution.

51. Public Statements

- 51.1 The Board may by regulation or resolution authorise an office-bearer, director or employee to make public statements on behalf of the AVBA.
- 51.2 No person may make any public statement on behalf of the AVBA unless authorised by the Board.

PART 8 – MEETINGS OF THE BOARD

52. Convening

- 52.1 The Secretary, President or any 3 directors may convene a meeting of the Board.
- 52.2 Ordinary meetings of the Board must be held at least 6 times each year.
- 52.3 At the first meeting after it is elected the Board must by resolution set the dates, times and places of ordinary meetings for its term of office.
- 52.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

53. Notice

- 53.1 Each director must be given at least 7 days notice in writing of meetings of the Board, subject to clause 53.4.
- 53.2 Notice may be given of more than 1 meeting of the Board at the same time.
- 53.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 53.4 In cases of urgency a meeting may be held without the notice required by clause 53.1, provided that:
- (a) as much notice as practicable is given to each director by the quickest practicable means; and
 - (b) no resolution is passed except by an absolute majority.

54. Use of Technology

- 54.1 Meetings of the Board may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.

- 54.2 Without limiting clauses 53.4(a) and 54.1, meetings of the Board may be convened and held by telephone.

- 54.3 By becoming and remaining a director, all directors are taken to consent to this clause.

55. Quorum

The quorum for meetings of the Board is the presence in person of a majority of the directors at the time.

56. Chairing

- 56.1 The President is entitled to chair meetings of the Board.
- 56.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 56.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.
- 56.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

57. Voting

- 57.1 Each director present at a meeting of the Board has 1 vote.
- 57.2 There is no voting by proxy.
- 57.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

58. Disclosure of Interest

- 58.1 Each director who has a material personal interest in a matter that relates to the affairs of the AVBA must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a meeting of the Board, unless otherwise provided by section 191(2) of the Corporations Act.
- 58.2 The notice required by clause 58.1 must include details of:
- (a) the nature and extent of the interest, and
 - (b) the relation of the interest to the affairs of the AVBA;
- and these details must be recorded in the minutes of the meeting.

58.3 Each director who has a material personal interest in a matter that is being considered at a meeting of the Board:

(a) must not be present while the matter is being considered; and

(b) must not vote on the matter;

except as provided by section 195 of the Corporations Act.

59. Leave of Absence

59.1 The Board may by resolution grant directors leave of absence from meetings of the Board for up to 3 months.

59.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the director concerned to seek leave of absence in advance.

60. Resolutions without Meeting

60.1 A resolution agreed to in writing by all directors has the same effect as a resolution passed at a meeting of the Board.

60.2 In clause 60.1 “all directors” does not include those directors who:

(a) would be prohibited by clause 58.3 from voting on the matter at a meeting of the Board; or

(b) have leave of absence from meetings of the Board under clause 59.

PART 9 – FINANCIAL AND LEGAL

61. Sources of Funds

The funds of the AVBA may be derived from membership subscriptions, sales, donations, grants, interest and any other sources approved by the Board.

62. Financial Year

The financial year of the AVBA is from 1 January to 31 December, unless the Board otherwise determines under section 323D of the Corporations Act.

63. Accounts

The AVBA must keep written financial records that:

(a) correctly record and explain its transactions, and financial position and performance; and

(b) would enable true and fair financial statements to be prepared and audited;

as required by section 286 of the Corporations Act.

64. Audit

64.1 The Board must appoint an auditor within 1 month of registration of the AVBA as required by section 327A(1) of the Corporations Act.

64.2 The first annual general meeting must appoint an auditor as required by section 327B(1)(a) of the Corporations Act.

64.3 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting as required by section 327C(1) of the Corporations Act.

64.4 The annual general meeting must fill any vacancy in auditor as required by section 327B(1)(b) of the Corporations Act.

64.5 The AVBA must have its annual financial report audited in accordance with section 301(1) of the Corporations Act.

65. Payments

65.1 All payments by the AVBA must be:

(a) specifically authorised in writing, and

(b) in the case of cheques – signed,

by at least 2 persons who are:

(c) either directors or employees of the AVBA, and

(d) nominated by the Board by regulation or resolution.

65.2 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 65.1.

65.3 Signatories must not sign cheques until the payee and amount have been written in.

66. Common Seal

66.1 Under section 123(1) of the Corporations Act the AVBA may have a common seal.

66.2 Clauses 66.3–66.7 only apply if the AVBA has a common seal.

66.3 The AVBA must set out its name and ACN (or ABN) on the common seal as required by section 123(1)(b) of the Corporations Act.

- 66.4 A document may only be sealed with the common seal if authorised by resolution of the Board.
- 66.5 The sealing must be witnessed by the signatures of at least 2 directors nominated by the Board by regulation or resolution.
- 66.6 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 66.5.
- 66.7 The Board must provide for the safe keeping of the common seal.

67. Minutes

The Board must ensure that:

- (a) minutes are taken and kept of all general meetings, meetings of the Board and resolutions without a meeting; and
- (b) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or
- (c) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed;

as required by section 251A of the Corporations Act.

68. Records

- 68.1 The Board must provide for the safe keeping of the records of the AVBA.
- 68.2 Members may inspect the records of the AVBA at any reasonable time, subject to clause 68.3.
- 68.3 Members may not inspect the records of the AVBA that relate to confidential personal, employment, commercial and legal matters.
- 68.4 Copies of the constitution and regulations must be freely available to members and applicants for membership.

69. Amendment

- 69.1 This constitution may only be amended by special resolution, as provided by section 136(2) of the Corporations Act.

- 69.2 Within 14 days after passing a special resolution to amend this constitution, the AVBA must lodge with ASIC copies of:
- (a) the special resolution, and
 - (b) the amendment,
- as required by section 136(5) of the Corporations Act.

70. Winding Up

- 70.1 If the AVBA is wound up, its remaining assets must not be distributed to any member.
- 70.2 The remaining assets must be given to a body, trust or fund that:
- (a) has a similar object to the AVBA; and
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as the AVBA.

71. Notices

- 71.1 Members (including directors) must give the AVBA their address for notices, and any change in that address.
- 71.2 The address for notices may include a fax number and an email address.
- 71.3 The AVBA must enter any change in the address of a member in the register of members.
- 71.4 Notice may be given to a member or director by sending it to the address last given by the member or director.
- 71.5 In this constitution a period of notice of a meeting expressed in days:
- (a) does not include the day on which notice is given; but
 - (b) includes the day on which the meeting is held.
- 71.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 71.7 Notices sent by fax or email are taken to have been given on the business day after sending.

72. Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the AVBA, except those in sections 204F, 248G(1), 249M, 249U(4), 249W(2), 250C(2) and 250J(2).

73. Interpretation

- 73.1 In this constitution, unless the contrary intention appears:
- (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
 - (b) “ASIC” means the Australian Securities and Investments Commission;
 - (c) “AVBA” has the meaning given in clause 2;
 - (d) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (e) “member” has the extended meanings given in clauses 13.3, 27.3 and 28.4;
 - (f) “regulations” means regulations of the AVBA made under clause 50, and “regulation” has a corresponding meaning;
 - (g) “special resolution” means a resolution at a general meeting:
 - (i) of which notice has been given in accordance with clause 26.2(d); and
 - (ii) that is passed by at least 75% of the votes cast (in person, by representative or by proxy) by members entitled to vote on the resolution;in accordance with sections 9 and 249L(1)(c) of the Corporations Act;
 - (h) “veterinary practice” means a practice in which one or more persons carry on business as veterinary practitioners;
 - (i) “veterinary practitioner” means a person registered as a veterinary practitioner under State or Territory legislation; and
 - (j) “in writing” includes emails, and forms and other documents submitted electronically.
- 73.2 Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- 73.3 The headings form part of this constitution.

73.4 This constitution is to be interpreted in accordance with the Corporations Act, except as otherwise provided in this clause.

73.5 The Board is responsible for the interpretation of the constitution and regulations.

74. Transitional

74.1 In this clause:

- (a) “first directors” means Jane Bindloss, Dr Debbie Delahunty, Dr Andrew Dudgeon, Dr Mark Ethell, Dr Lindsay Hay, Dr Chris Hibburt, Dr David MacPhail, Dr John Odlum and Dr Shane Simpson;
- (b) “first members” means the first directors and Dr Mark Stallwood; and
- (c) “transitional period” means the period commencing at the time of registration of the AVBA as a company and ending at the time set by the Board by resolution, which must be no later than 30 June 2008.

74.2 During the transitional period:

- (a) the first members are taken to be individual members of the AVBA entitled to vote;
- (b) the first members are the only members entitled to vote; and
- (c) the voting and other rights of all other members are suspended.

74.3 The first directors:

- (a) hold office from the beginning of the transitional period; and
- (b) are taken to be elected directors.

74.4 Under section 250N of the Corporations Act the AVBA is not required to hold an annual general meeting in 2008, but may hold its first annual general meeting in 2009.

74.5 Before the end of the transitional period the first directors must agree in writing which 3 of them are to have an initial term of office expiring at the end of the annual general meetings in:

- (a) 2009,
 - (b) 2010, and
 - (c) 2011,
- respectively.

- 74.6 The first directors hold office until the end of the annual general meetings in the agreed years, subject to clauses 39.3–39.7.
- 74.7 The first Secretary of the AVBA is Dr Mark Stallwood, who holds office from the beginning of the transitional period.
- 74.8 At its first meeting during the transitional period the Board must elect the first office-bearers other than the Secretary.
- 74.9 Unless the contrary intention appears, the provisions of this clause prevail over the other provisions of this constitution.

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