

**AUSTRALASIAN VETERINARY BOARDS
COUNCIL LIMITED**

ACN 696 360 684
ABN 49 337 540 469

CONSTITUTION

A public company limited by guarantee
under the *Corporations Act 2001* (Cth)

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CONSTITUTION

1 PURPOSE AND ACTIVITIES

1.1 Principal purpose

The Company is established to be a charity whose purpose is to advance education by ensuring and maintaining the standards, curriculum, training and assessment of veterinary education (**Purpose**).

1.2 Activities

In support of the Purpose set out in clause 1.1, the Company's activities will include but are not limited to:

- 1.2.1 providing a forum for discussion, advice and co-operation among the veterinary registration boards in Australia and New Zealand;
- 1.2.2 encouraging and ensuring the expertise and quality of veterinary services to the public in the Australian and New Zealand general community;
- 1.2.3 promoting consistency, quality and public confidence in veterinary standards;
- 1.2.4 assuring and promoting uniform veterinarian educational standards through:
 - (a) accreditation of veterinary schools and veterinary education programs;
 - (b) developing and overseeing the Australasian Veterinary Examination (**AVE**) to assess the veterinary knowledge and clinical competencies of overseas qualified veterinarians seeking registration in Australia and New Zealand;
 - (c) maintaining the quality and integrity of Australia's skilled workforce by assessment of veterinary skills, experience and qualifications for migration, as the assessing authority approved by the Australian Government for the occupation of Veterinarian (ANZSCO Code 234711), and
 - (d) expert assessment of specialist veterinary qualifications, training and experience by the establishment and management of the Advisory Committee on the Registration of Veterinary Specialists (**ACRVS**) and providing recommendations of eligibility for specialist registration;
- 1.2.5 work with jurisdictions and other entities as required in advocating for and representing the Australasian veterinary regulatory community in engagement with governments, veterinary regulators, professional and international bodies, and
- 1.2.6 doing all lawful things as are incidental or conducive to the attainment of these activities and that are consistent with, necessary or desirable to support and further the Purpose in clause 1.1.

1.3 Powers

Solely to carry out the Purpose, the Company has all the powers of an individual and a company limited by guarantee under the Corporations Act and the Relevant Laws.

2 NOT-FOR-PROFIT

2.1 Income applied for solely for the Purpose

The Company's income and property:

- 2.1.1 must be applied solely towards the Purpose; and
- 2.1.2 must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise, unless permitted by clause 2.2 or 3.2.

2.2 Permitted payments to Members

The Company may pay a Member in good faith with prior Board approval up to a fair and reasonable amount for:

- 2.2.1 expenses properly incurred for the Company;
- 2.2.2 goods or services supplied to the Company;
- 2.2.3 interest on money lent to the Company; or
- 2.2.4 rent for premises let to the Company.

3 WINDING UP

3.1 Application of property on winding up

The Company's surplus assets, after satisfying all liabilities on winding up or dissolution:

- 3.1.1 must not be paid or given to current or former Members unless eligible under clause 3.2; and
- 3.1.2 must be paid to eligible recipients selected under clauses 3.2 and 3.3.

3.2 Eligible recipients

A fund, authority or institution is eligible to receive any surplus under clause 3.1.2 if it:

- 3.2.1 has charitable purposes similar to the Purpose;
- 3.2.2 prohibits its income and property from being paid to members on at least the terms of clause 2.1, and
- 3.2.3 is a charity registered under the ACNC Act.

3.3 Selection of eligible recipients

Eligible recipients to receive any surplus referred to in clause 3.2 must be selected:

- 3.3.1 by Member special resolution;
- 3.3.2 failing clause 3.3.1, by Board resolution; and
- 3.3.3 failing clause 3.3.2, by application to the Supreme Court in the state or territory in which the Company's registered office is located.

4 COUNCIL OF MEMBERS

4.1 Limited liability of Members / guarantee

- 4.1.1 A Member's liability is limited to the guaranteed amount in clause 4.1.2.
- 4.1.2 If the Company is wound up, each Member and former Member in the previous year must contribute up to one dollar (\$1) towards:
- (a) the Company's liabilities contracted before the person ceased to be a Member; and
 - (b) costs, charges and expenses for winding up and the adjustment of the rights of the contributories among themselves.

4.2 Classes of Members and eligibility

The Members of the Company comprise the classes of Members with the eligibility and rights set out in the table below and such other voting or non-voting categories whose rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status will be determined by the Board from time to time in Regulations made for this purpose.

Class	Eligibility	Rights (see also clause 4.3)
Ordinary Member	Body corporate veterinary statutory authorities responsible for registration of veterinarians in each Australian State and Territory, and the Veterinary Council of New Zealand	Voting Appoint a Representative

4.3 Member rights and obligations

- 4.3.1 Members have the right to receive notice of, participate in the requisition of, attend, speak at, vote at and join in the demand for a poll at general meetings through their Representative. These rights are suspended while membership fees are unpaid.
- 4.3.2 Members must appoint a Representative to exercise all the Member's rights in accordance with clause 6.9.

4.4 Rights not transferrable

A Member's rights and privileges:

- 4.4.1 apply only whilst the body corporate is a Member; and
- 4.4.2 are personal and may not be transferred or transmitted.

4.5 Membership period and fees

The Board may determine:

- 4.5.1 the membership period (including common expiry dates) as well as how and when membership is renewed;
- 4.5.2 fees payable by Members, including any fee to apply for membership or to be admitted as a Member; and
- 4.5.3 whether fees are refundable or non-refundable.

4.6 **Register of Members, including closure of register**

- 4.6.1 The Company must maintain a register of Members in accordance with the Corporations Act which contains the name, addresses for notices and membership start/end dates for current and recent former Members.
- 4.6.2 The Board may establish Regulations to close the register to new Members for up to 60 days per year.
- 4.6.3 The Company may maintain a database of other Member details which is separate to the register of Members.

4.7 **Change of Member details**

A Member must notify the Company if the Member's addresses for notices change within 28 days of the change.

5 **BECOMING AND CEASING TO BE A MEMBER**

5.1 **Admission of Members**

- 5.1.1 The Board may admit in its absolute discretion a body corporate as Member upon application in accordance with any requirements specified in the Regulations.
- 5.1.2 The Board must consider membership applications as soon as reasonably practicable.
- 5.1.3 The Board need not provide reasons for refusing to admit a body corporate as Member.
- 5.1.4 Successful applicants become Members when added to the register of Members.

5.2 **Resignation of Members**

- 5.2.1 A body corporate may resign as Member by written notice to the Company.
- 5.2.2 The resignation takes effect when the Company receives the Member's notice or on a later date specified in the notice.

5.3 **Ceasing to be a Member**

A body corporate automatically ceases to be a Member if the body corporate or its Representative:

- 5.3.1 does not attend or provide an apology in respect of the annual general meeting for three (3) consecutive years;
- 5.3.2 does not renew the membership by the due date;
- 5.3.3 has not paid membership fees for 3 months after the due date;
- 5.3.4 has a debt to the Company which remains unpaid for one year or more;
- 5.3.5 is wound up or deregistered; or
- 5.3.6 becomes bankrupt or enters liquidation, or makes any arrangement or composition with the Member's creditors generally.

5.4 **Disciplining Members**

The Council of Members may warn, censure, suspend or expel a Member if the Member or its Representative:

- 5.4.1 engages in Unacceptable Conduct, subject to:
 - (a) the decision being made by two-thirds majority of the Members who are all present and voting;
 - (b) the Member being afforded a reasonable opportunity to respond, in accordance with any Regulations, to the Board's allegations; and
 - (c) the Member's appeal rights (if any) set out in the Regulations;
- 5.4.2 does not comply with the provisions of this Constitution or the Regulations; or
- 5.4.3 is found guilty by a court of an indictable offence.

5.5 **Transition from Incorporated Association**

The initial Members of the Company are those body corporates who were Members of Australasian Veterinary Boards Council Incorporated, Victorian Association A0039074L, ABN 49 337 540 469 immediately before the Company's registration.

6 **COUNCIL OF MEMBERS - GENERAL MEETINGS**

6.1 **Convening an annual general meeting**

- 6.1.1 The Board may convene an annual general meeting to be held at least once every year in accordance with the Corporations Act. The requirements for convening an annual general meeting may otherwise be set out in the Corporations Act or Relevant Laws.
- 6.1.2 The chair of the annual general meeting will be the Chair of the Board, elected under clause 7.8.1;
- 6.1.3 The business of an annual general meeting is to:
 - (a) consider the Board's, financial and auditor's report;
 - (b) declare the appointment of Directors;
 - (c) appoint an auditor if that office is or will become vacant;
 - (d) consider any other matter required by the Corporations Act or Relevant Laws; and
 - (e) consider any special business, the general nature of which is specified in the notice of meeting.

6.2 **Convening a special general meeting**

- 6.2.1 General meetings other than annual general meetings are called special general meetings.
- 6.2.2 The Board must convene and hold special general meetings of the Members if required by the Corporations Act or Relevant Laws.

- 6.2.3 The Board, 2 Directors or one-third of the Members may convene special general meetings of the Members.
- 6.2.4 The notice of special general meeting must specify the general nature of special business, unless the Corporations Act or Relevant Laws require otherwise.

6.3 **Notice of meeting**

- 6.3.1 At least 21 days' notice of any general meeting must be given specifying the meeting's place, date and time, unless the Corporations Act or Relevant Laws require or permit a shorter or some other period of notice.
- 6.3.2 Notice of a general meeting must specify the meeting's format (including if it is a Hybrid Meeting or virtual only meeting), place, date and time, and include Electronic Voting instructions if applicable.
- 6.3.3 Notice of every general meeting must be given in writing in accordance with clause 11.6 to:
 - (a) every Director;
 - (b) the Representative of every Member entitled to attend and who has appointed a Representative and supplied an address for notices to the Company; and
 - (c) the Company's auditor.
- 6.3.4 No other person is entitled to receive notices of general meetings.
- 6.3.5 A general meeting and any resolution passed at the meeting is not invalid merely because of:
 - (a) the accidental omission to give notice of the meeting; or
 - (b) the non-receipt of any such notice.

6.4 **Postponement**

- 6.4.1 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least 5 days' notice to the Members.
- 6.4.2 Clause 6.4.1 does not apply to a meeting requisitioned by the Representatives of the Members or convened by the Representatives of the Members, by individual Directors under clause 6.2.3 or by court order.

6.5 **Quorum**

- 6.5.1 No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business.
- 6.5.2 The quorum for general meetings is five (5) voting Members present by Representative.
- 6.5.3 If a quorum is not present within 30 minutes of the time scheduled to start the general meeting:
 - (a) the meeting, if requisitioned by Members, is dissolved; and

- (b) in any other case, the meeting is adjourned to such other place, date and time as the Board determines and notifies to Members (if required to do so by clause 6.7).

6.5.4 If a quorum is not present within 30 minutes of the time scheduled to start the adjourned general meeting, the meeting is dissolved.

6.6 Council President

6.6.1 The Council may elect and remove a Council President and Deputy Council President from amongst the Representatives of the Members. If not removed earlier the Council President and Deputy Council President shall serve for a term of one (1) year and are eligible for re-election.

6.6.2 The Council President:

- (a) Subject to clauses 6.1.2 and 6.6.3, will chair general meetings of the Council of Members (except the annual general meeting);
- (b) may attend meetings of the Board in accordance with clause 9.4, and
- (c) will meet with the Chair of the Board as required.

6.6.3 If the Council President is not present and willing to act the Deputy Council President may chair. If the Council President and Deputy Council President are not present and willing to act:

- (a) the Directors present may choose one of their number to chair the meeting; and
- (b) if no Director is present, or if all the Directors present decline to chair, the Members present must choose one of their Representatives to chair.

6.6.4 In addition to powers conferred by law, the meeting chair may:

- (a) determine the meeting's conduct and procedures to ensure proper and orderly discussion, debate or voting whether on a show of hands or on a poll, including the appointment of scrutineers;
- (b) rule on the admissibility and form of motions and amendments and make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
- (c) refuse to:
 - (1) allow debate or discussion on any matter which is not ordinary or special business as specified in the notice;
 - (2) refuse to accept any motion, amendment, or discussion that is, in the Chairs opinion, frivolous, vexatious, repetitive, or disruptive.
- (d) limit the time that a person may speak on a motion or other item of business before the meeting; and
- (e) refuse any person admission to a general meeting (including for causing offence or disruption), or expel the person from the general meeting and not permit them to return.

6.6.5 All procedural decisions by the meeting chair are final and binding on Members.

6.7 **Adjournment**

6.7.1 Subject to clause 6.7.2, the meeting chair:

(a) may, with the consent of any general meeting at which a quorum is present; and

(b) must, if so directed by the meeting,

adjourn the meeting to some other time or place.

6.7.2 The meeting chair may adjourn the meeting from time to time and from place to place if, in the chair's opinion, it is necessary for the proper conduct of the meeting or to ensure the safety or orderly participation of those present.

6.7.3 The adjourned meeting may only transact unfinished business from the original meeting.

6.7.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.8 **Voting – show of hands / poll**

6.8.1 By default, resolutions at general meetings must be voted on by a show of hands. Voting at a Hybrid Meeting or a wholly virtual meeting will be by ballot, which may occur via Electronic Voting.

6.8.2 In the event of an equality of votes the meeting chair does not have a second or casting vote.

6.8.3 On a show of hands and on a poll every Member present by Representative has one vote.

6.8.4 The meeting chair must declare whether resolutions were carried, carried unanimously, carried by particular majority or lost. These voting results must be minuted.

6.8.5 The minutes of the voting results are final without the need to record the number or proportion or manner in which votes were cast.

6.8.6 A poll may be demanded by the meeting chair or at least two Members present by Representative and entitled to vote.

6.8.7 A demand for a poll must be made on or before the result being declared and may be withdrawn.

6.8.8 A poll to elect a meeting chair or adjourn the meeting must be taken immediately. Polls must otherwise be taken at that meeting in the manner directed by the meeting chair.

6.8.9 The meeting chair must decide all voting disputes, and that decision is final.

6.9 **Representatives**

- 6.9.1 A Member may appoint and remove a Representative to act on the Member's behalf at any general meeting at which that Member may attend and vote. A Member, or a Representative of a Member cannot appoint a proxy.
- 6.9.2 Subject to clause 6.9.3, for the instrument appointing or removing a Representative to be valid, it must be:
- (a) in writing and signed by the authorised representatives of the Member;
 - (b) lodged with the Company at least one (1) month before the time for holding the meeting or adjourned meeting.
- 6.9.3 The appointment of a Representative will be a standing appointment for one (1) year, with automatic renewals for further terms of one (1) year, unless and until the Member gives notice in accordance with clause 6.9.2 of the removal of their current Representative and replacement appointment.
- 6.9.4 A Representative of a Member cannot nominate to be appointed as a Director.
- 6.9.5 Any power or right of a Member as granted by this Constitution can be exercised by the Representative of that particular Member. Members are represented at meetings of Members by their Representatives. The actions of a Representative bind the Member which is represented by that particular Representative. Each Representative will comply with the terms of this Constitution in all matters pertaining to the Company as if the Representative was a Member.

6.10 **Meeting format and use of technology**

- 6.10.1 Subject to the Corporations Act, a general meeting may be held as a physical meeting in two or more places and using virtual meeting technology (**Hybrid Meeting**) or using virtual meeting technology only, as determined by the Board acting reasonably.
- 6.10.2 Such Hybrid Meetings or virtual technology only meetings must be held using any technology approved by the Board that gives Representatives as a whole a reasonable opportunity to participate.

6.11 **Ballot – Members Circular Resolutions**

- 6.11.1 The Board may if it thinks fit submit any question or resolution to the vote of all Representatives entitled to a vote at a general meeting by postal, email or other form of electronic ballot (**Ballot**) without a general meeting, unless the Corporations Act or Relevant Laws require a general meeting.
- 6.11.2 The Board may determine in the Regulations:
- (a) the form of the Ballot;
 - (b) the polling date;
 - (c) the method for responding to the Ballot; and
 - (d) whether voting on the Ballot is to be secret.

- 6.11.3 A resolution approved by a majority or specific majority of the Representatives of the Members by Ballot has the same force and effect as such a resolution passed in a general meeting.

7 BOARD

7.1 Structure of Board / Number of Directors

The Board will comprise between three (3) and five (5) Directors appointed by the Council of Members in accordance with clause 7.3 (**Appointed Directors**).

7.2 Transitional, Initial and Staggering of Terms of Office

- 7.2.1 The initial Directors of the Company are those persons named in the application to the Australian Securities and Investments Commission to register the Company.
- 7.2.2 The first Appointed Directors must, at the first Board Meeting after their appointment, by agreement, or in the absence of agreement by drawing lots, determine which of them will serve the following terms:
- (a) two (2) will serve a term of three (3) Years;
 - (b) two (2) will serve a term of two (2) Years; and
 - (c) one (1) will serve a term of one (1) Year.

7.3 Appointment of Appointed Directors

- 7.3.1 Subject to this Constitution, the Board must determine procedures or matters in relation to the nomination process to appoint Directors and may convene a meeting of the Nomination, Remuneration and Governance Committee, or such other nominations committee, and make Regulations for that purpose.
- 7.3.2 Unless the Board resolves otherwise, the Chair of the Nomination, Remuneration and Governance Committee:
- (a) is responsible for the conduct of the selection and nomination process for the Appointed Directors; and
 - (b) may decide all matters in relation to the conduct of the selection process, subject to this Constitution and the Regulations made by the Board for this purpose.
- 7.3.3 The Regulations made pursuant to clause 7.3.1 must be consistent with the following:
- (a) The opportunity to nominate to become a Director may be published prominently to the public in at least two ways.
 - (b) It must be open to any interested individuals in each jurisdiction to nominate to become a Director. A Representative of a Member cannot nominate to be appointed as a Director.
 - (c) Before an appointment of a Director or Directors is required, the Chair of the Nomination, Remuneration and Governance Committee must publicly call for Director candidates or seek assistance from an external recruitment agency to assist with the selection process.

- (d) The Chair of the Nomination, Remuneration and Governance Committee must convene a meeting of the Nomination, Remuneration and Governance Committee for the purpose of conducting the selection process.
- (e) The Nomination, Remuneration and Governance Committee may, but is not required to, interview all candidates for nomination as a Director.
- (f) The Nomination, Remuneration and Governance Committee must recommend candidates to be nominated for appointment as a Director on the basis of their skills, background and expertise deemed necessary or desirable by the Board for the effective operation of the Board.
- (g) After considering the recommendations from the Chair and the committee conducting the selection process, the Council of Members may appoint Appointed Directors at a general meeting.
- (h) Appointments take effect at the end of the general meeting at which the appointments are made.

7.4 Eligibility to be a Director

A person is eligible to become a Director if they:

- 7.4.1 are not a Representative of a Member;
- 7.4.2 are not a Director, or on the Board, or Officer, of a Member;
- 7.4.3 are 18 years of age or older;
- 7.4.4 consent in writing to become a Director;
- 7.4.5 hold or have applied for a Director Identification Number (**DIN**); and
- 7.4.6 are not prohibited, disqualified or otherwise prevented from being a Director under the Corporations Act or Relevant Laws.

7.5 Limits on period of office as a Director

- 7.5.1 If a Director has served 9 Years or more either continuously or in total, then the Director may finish serving their current term of office but does not become eligible to be appointed (whether or not to a casual vacancy) until they have not been a Director for a subsequent continuous period of 3 Years.
- 7.5.2 Clause 7.5.1 only applies to service as a Director of the Company (or its predecessor organisations) from 1 January 2026. Service prior to that date will be disregarded.

7.6 Term of office of Directors

- 7.6.1 Subject to clause 7.2.2, an Appointed Director holds office for a term of three (3) Years.
- 7.6.2 The Council of Members may appoint an Appointed Director for a shorter term than under clause 7.6.1, if the Council of Members so determines at the time of appointment or are requested to do so by the Board.

7.7 **Casual vacancies**

- 7.7.1 If a casual vacancy occurs for any Appointed Director office, the Board may appoint another eligible person in their place.
- 7.7.2 The Board may continue to act despite vacancies on the Board. However, if there are less than three (3) Directors, the Board may only:
- (a) act in the case of emergencies;
 - (b) appoint persons to fill casual vacancies; or
 - (c) convene a general meeting.

7.8 **Office bearers**

The Board may elect and remove the following office bearers from the Directors:

- 7.8.1 Chair;
- 7.8.2 Deputy Chair; and
- 7.8.3 such other office bearers with titles determined from time to time by the Board.

7.9 **No Alternate Directors**

A Director does not have the right to appoint an alternate director.

7.10 **Resignation of Directors**

- 7.10.1 A Director may resign as Director by written notice to the Company.
- 7.10.2 Subject to Relevant Laws, the resignation takes effect when the Company receives the Director's notice or on a later date specified in the notice.

7.11 **Ceasing to be a Director**

- 7.11.1 The Members may remove any Director in accordance with the Corporations Act.
- 7.11.2 A directorship automatically ceases if the Director:
- (a) is no longer eligible to be a Director under clause 7.4;
 - (b) dies or is physically incapable of fulfilling their duties as a Director;
 - (c) becomes disqualified from being a Director pursuant to the Corporations Act or Relevant Laws;
 - (d) for more than six (6) months is absent without Board permission from Board meetings held during that period;
 - (e) becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or
 - (f) no longer has capacity to give informed consent as defined under mental health legislation which provides for the decision-making capacity of an individual; or

- (g) is found guilty by a court of an indictable offence.

7.12 Director remuneration and reimbursement

- 7.12.1 Despite clause 2.1, the Directors may be paid reasonable remuneration for undertaking the ordinary duties of a Director where payment does not exceed any amount previously approved by the Members after taking advice and recommendations from the Nomination, Remuneration and Governance Committee. The Directors must not otherwise be paid any other remuneration for those duties.
- 7.12.2 Despite clause 2.1, the Directors may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the Company's business, attending meetings or otherwise in carrying out the duties of a Director where payment does not exceed any amount previously approved by the Board.
- 7.12.3 Despite clause 2.1, the Directors may be paid for any service rendered to the Company in a professional or technical capacity outside the scope of the Director's ordinary duties where:
- (a) the service and amount payable is on reasonable and proper terms;
 - (b) the provision of that service has the Board's prior approval, and
 - (c) the decision to engage the service of the Director has been made in accordance with clause 9.10.

8 BOARD POWERS

8.1 Management vests in Board

- 8.1.1 The Board is responsible for the governance, business and affairs of the Company. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the Company's powers which are not by the Corporations Act, Relevant Laws or this Constitution required to be exercised by the Members in general meeting.
- 8.1.2 The powers under clause 8.1.1 are subject to:
- (a) this Constitution;
 - (b) the Corporations Act and Relevant Laws; and
 - (c) such resolution, not being inconsistent with those provisions, as may be passed by the Members in general meeting.
- 8.1.3 A resolution under clause 8.1.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

8.2 Power to delegate

- 8.2.1 The Board may delegate its powers and functions in writing to:
- (a) an officer or employee of the Company; or
 - (b) a committee under clause 10.
- 8.2.2 The Board may amend or revoke the terms of its delegation at any time.

8.3 **Power to appoint Chief Executive Officer**

- 8.3.1 The Board may appoint a Chief Executive Officer on such terms and conditions as the Board determines from time to time.
- 8.3.2 The Board may remove a Chief Executive Officer for any lawful reason, subject to the Company complying with the terms of any agreement between the Company and the Chief Executive Officer.
- 8.3.3 The Chief Executive Officer may attend Board meetings and general meetings if so directed by the Board from time to time.
- 8.3.4 The Chief Executive Officer will have the responsibilities determined by the Board including but not limited to:
 - (a) consulting, and working, with the Registrar of each Member;
 - (b) convening meetings, and consulting, with the Affiliate Members; and
 - (c) being an active participant in the Australasian Veterinary ecosystem.

8.4 **Power to appoint Company Secretary**

- 8.4.1 The Board must appoint at least one Company Secretary on such terms and conditions as the Board determines from time to time.
- 8.4.2 A Company Secretary may, but need not, be a Director or the Chief Executive Officer.
- 8.4.3 A Company Secretary may attend Board meetings and general meetings, if so directed by the Board from time to time.
- 8.4.4 A Company Secretary will have the responsibilities set out in the Corporations Act and Relevant Laws.

8.5 **Power to make Regulations**

- 8.5.1 The Board may from time to time make, vary and rescind Regulations for or with respect to all matters relating to the organisation, management and good governance of the Company.
- 8.5.2 The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

8.6 **Power to make Policies**

Subject to and consistent with this Constitution, the Board may from time to time make, vary and rescind Policies for or with respect to all matters relating to the organisation, management and good governance of the Company or as required by Relevant Laws.

9 **BOARD MEETINGS**

Subject to this clause 9, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

9.1 **Number of meetings**

The Board must meet at least six (6) times per year.

9.2 **Convening meetings**

The Company Secretary must arrange a Board meeting:

- 9.2.1 at the request of the Chair; or
- 9.2.2 on the requisition of two (2) Directors.

9.3 **Notice of meeting**

- 9.3.1 At least fourteen (14) days' notice of any Board meeting must be given unless the Board decides otherwise or in emergencies.
- 9.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least seven (7) days' before the meeting.
- 9.3.3 The decision of the meeting chair as to whether business is routine is final.

9.4 **Observers and Visitors**

The Board may permit the attendance of any person at any Board meeting, including but not limited to the Council President, where, in the opinion of the Directors, such person may be able to assist the Board regarding any matter before it or for any other reason as determined by the Board from time to time.

9.5 **Quorum**

- 9.5.1 The quorum for a Board meeting is a simple majority of the Directors entitled to attend and vote. A meeting at which a quorum is present may exercise all powers and discretions of the Board.
- 9.5.2 If a Board meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

9.6 **Meeting chair**

- 9.6.1 The Chair may chair a Board meeting.
- 9.6.2 If the Chair is absent the Deputy Chair may chair.
- 9.6.3 In the absence of the Chair and the Deputy Chair, the Directors may appoint a meeting chair from among their number.

9.7 **Voting**

- 9.7.1 Each Director present and entitled to vote at a Board meeting has one vote.
- 9.7.2 Questions arising at a Board meeting must be decided by a majority of votes. Such a decision is for all purposes a decision of the Board.
- 9.7.3 In the event of an equality of votes the meeting chair does not have a second or casting vote.

9.8 Use of technology

The Board may hold a meeting in two or more places and conducted in a wholly virtual format or as a Hybrid Meeting if:

- 9.8.1 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting;
- 9.8.2 those Directors participating by technological means can communicate with all other participating Directors; and
- 9.8.3 at the commencement of the meeting each Director must announce their presence to all the other Directors taking part in the meeting.

9.9 Circulating resolutions

- 9.9.1 A written resolution which has been circulated to all the Directors and which is then signed or approved by technological means by 75% of the Directors entitled to vote on the resolution (other than any Director on leave of absence) is taken to be a decision of the Board passed at a Board meeting convened and held.
- 9.9.2 The written resolution may consist of:
 - (a) several documents in the same form, each signed by one or more Directors and, such a resolution takes effect when the last eligible Director forming a 75% majority signs such a document; or
 - (b) permanent records indicating the identity of each Director, the text of the resolution and the Director's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last Director forming a 75% majority indicates their approval.

9.10 Conflicts and personal interests

- 9.10.1 A Director who has a material personal interest in a matter that relates to the Company's affairs must give the other Directors written notice of the interest unless the Corporations Act or Relevant Laws require otherwise.
- 9.10.2 Subject to clause 9.10.3, to the maximum extent required by Law, a Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter.
- 9.10.3 The Director may be present and vote if the Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - (b) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

9.11 Minutes

- 9.11.1 The Board must ensure that minutes of all proceedings of general, Board, committee meetings (and meetings of any other Board entity) are signed by the Chair within a reasonable time after the meeting and recorded and stored electronically in a digital minute book within one month after the relevant meeting is held.

- 9.11.2 The minutes must be approved as the authorised record of that meeting at the next meeting.
- 9.11.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

9.12 **Validity of acts / procedural defects**

- 9.12.1 A Board act or decision will not be invalid by reason only of a defect or irregularity in connection with the election or appointment of a Director.
- 9.12.2 For entered and signed minutes, unless the contrary is proved:
 - (a) the meeting is deemed to have been convened and held;
 - (b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and
 - (c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

10 **COMMITTEES AND ADVISORY BODIES**

10.1 **Board's power to establish committees and advisory bodies**

The Board may establish committees and such advisory bodies as required by Relevant Laws, as follows:

- 10.1.1 a committee or advisory body will comprise two or more committee members, of which at least one must be a Director;
- 10.1.2 the committee or advisory body members otherwise need not be a Director or Member;
- 10.1.3 the committee or advisory body has the purpose set out in its charter approved by the Board, and may undertake the powers and functions delegated to it by the Board; and
- 10.1.4 in the absence of any provision in the committee charter or Regulations, meetings and proceedings of any committee or advisory body are governed by the provisions of clause 9.

10.2 **Standing committees**

The following standing committees, with such names and charters that may be amended from time to time by the Boards, are established under this Constitution:

- 10.2.1 Finance, Audit and Risk Committee, and
- 10.2.2 Nomination, Remuneration and Governance Committee.

11 **ADMINISTRATION**

11.1 **Change of name**

The Members may change the Company's name by special resolution in accordance with the Corporations Act. Such a resolution authorises the Board to update all references to the Company's name in this Constitution.

11.2 **Amendment of Constitution**

- 11.2.1 The Members may amend this Constitution by special resolution in accordance with the Corporations Act and Relevant Laws.
- 11.2.2 If the Company is registered under Relevant Laws, a special resolution under clause 11.2.1 (unless it expressly provides otherwise) does not take effect if it would cause the Company to lose any entitlements to registration under Relevant Laws.

11.3 **Accounts**

The Board must cause:

- 11.3.1 proper accounting and other records to be kept in accordance with the requirements of the Corporations Act and Relevant Laws, and
- 11.3.2 financial statements to be made and laid before each annual general meeting as required by the Corporations Act and Relevant Laws.

11.4 **Audits**

A properly qualified auditor must be appointed and the auditor's duties regulated in accordance with the requirements of the Corporations Act and Relevant Laws.

11.5 **Records and inspection**

A Member (other than a Director) is not entitled to inspect any document of the Company, except as provided by law or authorised by the Board.

11.6 **Service of notices**

- 11.6.1 Notices must be in writing and may be given by the Company to any Member:
- (a) in person to the Representative of the Member;
 - (b) by sending it by post to the Representative of the Member at the Representative's registered address; or
 - (c) by sending it to the postal, email or other address supplied by the Representative for receiving notices.
- 11.6.2 A notice sent by post is deemed to have been given 2 Business Days after it was posted. A notice sent by email, electronic or other means, is deemed to have been given on the next business day after it was sent.

11.7 **Indemnity of officers**

- 11.7.1 Subject to clause 11.7.3, the Company indemnifies current and former Officers (**Indemnified Officer**) out of its assets against any Liability arising from a third party claim incurred by the Indemnified Officer in or arising out of:
- (a) the conduct of the Company's affairs or business; or
 - (b) the discharge of the Indemnified Officer's duties.
- but only to the extent that:

- (c) the Indemnified Officer has acted in good faith and is not otherwise entitled or actually indemnified by a third party;
- (d) the Company is not precluded by Law from doing so;
- (e) the Liability is not a cost or expense for an unsuccessful application to a Court for relief under the Corporations Act, or the defence of civil or criminal proceedings where judgement is given against the Indemnified Officer or in which the Indemnified Officer is not acquitted; and
- (f) the Liability is not an Excluded Liability.

11.7.2 The Company may execute any deed in favour of any Indemnified Officer to confirm the indemnities conferred by clause 11.7.1 in relation to that person. If the Company does so, or the Indemnified Officer is indemnified by a third party in respect of their office with the Company, the indemnity under clause 11.7.1 ceases to apply.

11.7.3 Clause 11.7.1 does not apply:

- (a) to an Indemnified Officer if that Indemnified Officer has entered into a deed under clause 11.7.2; or
- (b) if a Liability is covered by payment from an insurer or would be covered by payment from an insurer if no indemnity was conferred or applicable.

11.7.4 Nothing in this clause 11.7 restricts or prevents the Company from being dissolved and the Company's obligations under this clause 11.7 are extinguished and terminated:

- (a) immediately prior to the passing of a special resolution of members to voluntarily wind up or deregister the Company; or
- (b) Upon the order of court to compulsorily wind up the Company.

11.8 Insurance

11.8.1 The Company may pay or agree to pay premiums for directors and officers insurance to insure Indemnified Officers against any Liability incurred by the Indemnified Officer referred to in clause 11.7.

11.8.2 The Company may execute any deed in favour of any Indemnified Officer to take out insurance referred to in clause 11.8.1, on such terms as the Board considers appropriate.

11.9 Execution of documents

Documents executed for and on behalf of the Company may be executed by:

- 11.9.1 2 Directors;
- 11.9.2 a Director and the Secretary; or
- 11.9.3 such other persons as the Directors by resolution appoint from time to time.

11.10 Definitions

In this Constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

Appointed Director means a Director appointed for the purposes of clause 7.1;

Board means the board of Directors of the Company with a quorum to transact business;

Business Day means a weekday which is not a public holiday in the state or territory of the Company's registered office;

Chair means the Director and office bearer under clause 7.8.1;

Company means the company named on page 1 of this Constitution;

Company Secretary means a secretary appointed under clause 8.4;

Constitution means this constitution of the Company;

Contractor means a person or firm engaged by the Company as a contractor;

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

Council President means the person elected to that office under clause 6.6.1

Council of Members means the body corporate Members of the Company pursuant to clauses 4 and 5;

Deputy Chair means the Director and office bearer under clause 7.8.2;

Director means a person for the time being who performs the role of director of the Company;

Electronic Voting means an electronic vote of members (including voting using electronic means, computer-mediated voting and voting via electric mail) conducted in accordance with this Constitution and the Regulations made for this purpose from time to time;

Excluded Liability means a Liability that is, subject to Law, excluded from indemnification by ordinary resolution of the Directors;

Hybrid Meeting means a meeting held in two or more locations where some or all of the participants' attendance is enabled by audio and video conferencing or similar virtual meeting technology;

Indemnified Officer has the meaning given in clause 11.7;

Law includes statute, regulation, legislative instrument, rules, standards, proclamation, ordinance or by-law which, by or under statute, bind a person from time to time;

Liability includes cost, charge, loss, damage, expense or penalty;

Member means a body corporate who is a Member of the Company and also the Council of Members pursuant to clauses 4 and 5;

Officer means an officer for the purposes of the Corporations Act;

Purpose has the meaning given in clause 1;

Regulations means regulations made by the Board under clause 8.5;

Relevant Laws means Laws regulating the registration, reporting or governance obligations of the Company and includes the Corporations Act, ACNC Act, Tax Act and the *Charities Act 2013* (Cth);

Representative of a Member means a person appointed by the body corporate Member as its representative in accordance with clause 6.9 and section 250D of the Corporations Act;

Tax Act means the *Income Tax Assessment Act 1997* (Cth);

Unacceptable Conduct means conduct of a Member, or a Representative of a Member, which, in the reasonable opinion of the Council of Members:

- (a) is, has been or will be prejudicial to the Company's interests;
- (b) is conduct which threatens the good order or integrity of the Company;
- (c) is not that of a fit and proper person or a person of good fame and character;
- (d) is conduct which creates conflicts or is contrary to the Company's Purpose, vision or values, or otherwise lacks honesty, integrity, ethics or professionalism;
- (e) is unbecoming of Members; and
- (f) is conduct similar to the above which is set out in the Regulations; and

Year, in relation to a Director's term of office, means the period of approximately one calendar year from the date of the annual general meeting, or such other general meeting, at which they were appointed.

11.11 Interpretation rules

Unless the contrary intention appears in this Constitution:

- 11.11.1 words importing the singular include the plural, and words importing the plural include the singular;
- 11.11.2 words importing a gender include every other gender;
- 11.11.3 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 11.11.4 headings and bold text are for convenience only and do not affect its interpretation; and
- 11.11.5 a Member is to be taken to be present at a general meeting if the Member is present in person, or by technology, or by Representative.

11.12 Interpretation subject to Relevant Laws

- 11.12.1 This Constitution is to be interpreted subject to Relevant Laws. If there is any inconsistency, Relevant Laws prevail.
- 11.12.2 To the extent that Relevant Laws require this Constitution to include provisions so that the Company can hold a registration or exemption status, those provisions are taken to form part of this Constitution.

11.13 Interpretation subject to the Corporations Act

- 11.13.1 Provisions which are optional replaceable rules under the Corporations Act do not apply to the Company.
- 11.13.2 while the Company is a registered charity under the ACNC Act:
 - (a) subject to clause 11.13.2(b), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 in relation to meetings of members and keeping minutes, except section 250N, apply as if section 111L(1) of the Corporations Act was not enacted; and
 - (b) if one of those provisions includes a reference to ASIC, including a reference to lodge any document with, or seek consent or approval from ASIC, that particular requirement does not apply to the Company.