

Frequently Asked Questions (FAQ)

General

Q 1 What changes have been made to the Constitution?

The amendments cover:

- The introduction of a new category of Board member – Appointed Director.
- The extension of Director terms from 2 to 3 years and introduction of maximum term limits
- An update to Member categories and other changes for clarity.

Q 2 Who reviewed or approved these changes?

- A Constitution Review Committee of the Board chaired by Dr Katie Dunne
- Selected ASVO members with relevant experience and skills
- Legal advisors for compliance
- Put to members by a special resolution

Q 3 How were members consulted?

Members were consulted through:

- Circulation of proposed changes for comment
- Information sessions and Q&A forums
- Formal voting at a Special General Meeting

Q 4 When do these changes take effect?

Changes come into effect after:

- Approval by members at the Special General Meeting
- Lodgement with relevant regulator Consumer and Business Services (CBS)

Introduction of Appointment Directors

Q 5 Why does the Board want this change?

The Board is proposing the introduction of Appointed Directors to strengthen governance and ensure the Board has the necessary mix of skills, experience, and perspectives to effectively guide the organisation.

Elected Boards may not always result in the optimal balance of skills. Appointed Directors allow the Board to address gaps in governance, legal, financial, or industry-specific expertise identified through a skills matrix.

Q 6 How are Appointed Directors different from elected Directors?

Appointed Directors have the same rights and responsibilities as elected directors and are subject to the same legal duties and obligations, however Appointed Directors are not eligible to serve as President, Vice-President, Secretary, or Treasurer.

Q 7 What are the eligibility criteria for Appointed Directors?

Appointed Directors must:

- be a financial member at the time of their **appointment**
- not be a person who has been found guilty in a disciplinary process of the Society or any other organisation to which they have been a member
- meet strategic and skills-based requirements set by the Board.

Q 8 What is the process for selecting Appointed Directors?

The process for selecting Appointed Directors is designed to be transparent, skills-based, and aligned with governance best practice. Here's how it will work under the updated constitution:

i. Annual Skills Matrix Review

The Board reviews its skills matrix to assess current capabilities and identify any gaps in expertise, diversity, or representation.

ii. Formation of the Nominations Committee

A Nominations Committee is activated to manage the process. This Committee shall comprise a majority of members who are not current Directors, and its Chair shall be appointed by the Board from amongst those non-Board members.

The Board will maintain a Charter specifying the committee's purpose, responsibilities, and how it operates, which must be consistent with this Constitution and be made available to members.

iii. Call for Nominations or Search Process

The Committee will call for expressions of interest among members and publicly or conduct a targeted search to find suitable candidates

iv. Evaluation of Candidates

Candidates are assessed against the skills matrix and identified gaps

Cultural fit with the ASVO's values

Independence and potential conflicts of interest

v. Committee Recommendation

The Nominations Committee submits a shortlist or recommendation to the full Board.

vi. Board Decision

The Board considers the recommendation and votes to appoint the selected Director(s).

Q 9 What are the different types of Director appointments?

There are three categories of Directors:

- Non regional (General) Directors, elected by members eligible to vote across Australia
- Regional Directors, elected by members eligible to vote in each of the four respective regions
- Appointed Directors selected based on a skills-based process. Appointed by the Board

Q 10 What is the annual cycle for Director appointments?

Director elections and appointments follow a three-year cycle:

- 3-year staggered rotation:
- - Non-regional (General) Director:
- - Regional Director:
- - Appointed Director
- Appointments are announced at the AGM each November.

Q 11 What is the timeline for appointing Directors in Appointed Director Years?

- August: Board assesses skills matrix and opens nominations.
- September: Nominations reviewed by the Nominations Committee.
- October: Board votes on Committee recommendations
- November: Appointed Directors announced at AGM.

Q 12 What is the purpose of the skills matrix?

The skills matrix identifies:

- Current and future governance needs.
- Required expertise or industry knowledge.
- Diversity and strategic alignment priorities.

Q 13 Who can nominate an Appointed Director?

Nominations may be invited from both members and non-members, but selection is based strictly on merit and strategic need.

Q 14 How long is the term for Appointed Directors?

The same conditions apply for all Directors. Appointed Directors serve a three-year term.

Q 15 What happens if an Appointed Director resigns mid-term?

The same conditions apply for all Directors. The Board may appoint a replacement to fill a casual vacancy until the next AGM, at which point the position will be reviewed for election or reappointment.

Q 16 Can the Board remove an Appointed Director?

The same conditions apply for all Directors. The current Constitution provides a process for disciplinary action.

Extension of Director terms and introduction of maximum term limits.

Q 17 Why does the Board want this change?

The Board is proposing changes to Director terms, term limits, and reappointment rules to strengthen governance, support succession planning, and align with good practice in not-for-profit (NFP) leadership.

Term limits encourage regular turnover, bringing in new ideas, energy, and perspectives.

Prevents stagnation or entrenchment of long-serving Directors. Clear term lengths and limits allow for better planning of Board transitions, avoiding disruption from unexpected departures.

Q 18 How long is the term for Directors?

The same conditions apply for all Directors. Directors serve a three-year term.

Q 19 What is the maximum number of terms a Director can serve?

A Director may serve up to three consecutive terms. An extension is only possible if approved by the Board under exceptional circumstances.

Q 20 Can a former Director return to the Board?

Yes. After a break of at least one full term, a former Director may be eligible for nomination or appointment.

Updates to Member categories

Q 21 Why does the Board want this change?

The introduction of an **Affiliate Member** category is intended to broaden engagement, strengthen the community, and clarify membership rights.

Here's why the Board is proposing this change:

Affiliate membership enables **individuals or organisations** who support the organisation's purpose—but who may not meet full membership criteria—to become formally involved.

By clearly distinguishing voting and non-voting categories, the Constitution becomes easier to understand and administer.

Q 22 Will my membership rights change?

No.

There will be **no change to the rights, privileges, or benefits** of any existing membership category as a result of the proposed constitutional amendments.

The only change is the **introduction of a new “Affiliate Member” category**, which is **non-voting** and designed for individuals or organisations that support the association’s purpose but do not meet the criteria for full membership.

This addition does **not affect current members** or their standing in any way.

What This Means for You:

- Your voting rights remain unchanged.
- Your access to events, communications, and services stays the same.
- Your ability to nominate for Board positions or vote at meetings is unaffected.