



UROLOGICAL SOCIETY
OF AUSTRALIA
AND NEW ZEALAND



Australian and New Zealand Association of Urological Surgeons

Notice of 2020 Annual General Meetings

The 73rd Annual General Meeting of the Urological Society of Australia and New Zealand (USANZ) will be held at 3.00 pm AEST, Saturday 25 July 2020 as a Virtual Meeting.

The Annual General Meeting of the Australian and New Zealand Association of Urological Surgeons (ANZAUS) will be held at 3.45 pm AEST, immediately following the USANZ AGM, on Saturday 25 July 2020.

Participating in the virtual meetings

Following on from the recent changes to the Corporations Act 2001 to enable companies and boards to meet their legal obligations and convene annual general meetings entirely online, the USANZ and ANZAUS AGMs will be **virtual AGMs**.

When participating online, you will be able to view the meeting proceedings, ask questions of the presenters and vote. Only eligible voting members as set out below will be able to vote.

Eligibility to Vote

- All Full members and Fellows of the USANZ are eligible to vote at the USANZ's Annual General Meeting.
- All ANZAUS members who reside permanently in Australia are eligible to vote at the ANZAUS Annual General Meeting.

Steps for participation in virtual AGM

USANZ has defined some basic steps for participating in the AGMs below.

Detailed [Instructions on How to Participate in the 2020 AGMs](#) are available on usanz.org.au.

1. To participate in the meeting on-line, members will need to have a smart phone or tablet or computer that is sound enabled, has built in speakers or connected to speakers or headphones. On this device, attendees can choose to either:
 - a. Download the **Lumi AGM App** onto your smart-phone or tablet. The app is available in Android and iOS only and can be downloaded from the **Google Play Store™ Market** or the **Apple® App Store** by searching by app name "Lumi AGM". **It is recommended that you download the Lumi AGM App in advance of the meeting day.**

OR

- b. Access Lumi AGM using any web browser, on a PC, tablet or smart-phone device. To vote using this method, please go to <https://web.lumiagm.com/>.

2. Registration of members will commence from **2:30 pm AEST on 25 July 2020**. To register, you will be asked to enter the **Meeting ID: 333-782-472**.
3. You will then be prompted to enter a user-name and password.
 - a. **Your user-name** is the email address you have registered with USANZ in our membership register.
 - b. **Your password** is your unique **Member ID** which was included in the Notice of Meeting email sent to you on 3 July 2020.
Your Member ID is also available in your Member Dashboard on the USANZ website.
Please email secretary@usanz.org.au if you have difficulty in locating your Member ID.
4. When successfully authenticated, you will be directed to the Home Screen.
5. Information on asking questions and voting is included in [Instructions on How to Participate in the 2020 AGMs](#) available on usanz.org.au.

Annual Reports and meeting papers

For reasons of sustainability and economy, hard copy reports have not been produced. Electronic versions of the following are available for download via the USANZ Website:

- [2020 USANZ AGM Papers](#)
Including the 2019 USANZ Annual Report, USANZ AGM Agenda, minutes of the 2019 USANZ AGM, the mark-up of the proposed Constitutional changes and the Explanatory Notes.
A copy of the Explanatory Notes for the Proposed Constitutional Changes is enclosed with this notice on page 5.
- [2020 ANZAUS AGM Papers](#)
Including the 2019 ANZAUS Financial Report, ANZAUS AGM Agenda and minutes of the 2019 ANZAUS AGM.

Questions for the Directors

To aid the efficiency of the AGMs, members are requested to submit any questions or comments in advance.

Please send your question or comment to USANZ or ANZAUS at secretary@usanz.org.au by **Wednesday 5.00 pm AEST 22 July 2020**.

Apologies

If you are not able to attend the meeting and would like to convey your apologies, you can do so by emailing USANZ at: secretary@usanz.org.au.

Proxy

Proxy forms are enclosed with this notice for both the USANZ and ANZAUS meetings on page 10. If you cannot attend the meeting and would like to appoint a proxy, please complete the form and return via: secretary@usanz.org.au by **Wednesday 5.00pm AEST 22 July 2020**.

If you appoint a proxy later decide to attend the meeting online, the proxy appointment will still be considered valid unless you change it during the meeting, before the voting closes.

Resolutions

The Agendas for both meetings are available at the links to the Annual Reports and other documents above.

The business of the meetings will include the following:

USANZ

To consider, and if thought appropriate, pass the following as an ordinary resolutions.

- Resolution 1:** To accept the Minutes of the 72nd Annual General Meeting held at 4.15pm on Saturday 13 April 2019 at the BCEC, South Bank, Queensland, as a true and accurate record of the meeting.
- Resolution 2:** To accept the President's Report.
- Resolution 3:** To accept the CEO's Report.
- Resolution 4:** To accept the Secretary's Report.
- Resolution 5:** To accept the Treasurer's Report, which incorporates: USANZ's Financial Report for the year ended 31 December 2019.
- Resolution 6:** To accept the reports from the Board of Urology and the RACS Specialty Representative.

To consider, and if thought appropriate, pass the following resolutions as a special resolution.

- Resolution 7:** Pass one of the following resolutions as a special resolution.

"That the Society's existing constitution be modified in accordance with the amendments marked-up and set out in Annexure A of this notice of Annual General Meeting, and otherwise in accordance with the explanatory memorandum, **adopting Option A for the criteria for Full Membership.**"

Or

"That the Society's existing constitution be modified in accordance with the amendments marked-up and set out in Annexure A of this notice of Annual General Meeting, and otherwise in accordance with the explanatory memorandum, **adopting Option B for the criteria for Full Membership.**"

ANZAUS

To consider, and if thought appropriate, pass the following as an ordinary resolutions.

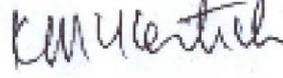
- Resolution 1:** To accept the Minutes of 13 April 2019 at South Bank, Queensland, Australia as a true and accurate record of the meeting.
- Resolution 2:** To accept the Treasurer's Report, which incorporates: ANZAUS's Financial Accounts

for the year ended 31 December 2019; the appointment of Kellaway Cridland as the accountant for the Association and the appointment of the GCC Business and Assurance Pty Ltd as the auditor of the Association.

Resolution 3: To accept the Chair's Report.



Stephen Mark
President, USANZ



Karen McKertich
Chair, ANZAUS

3 July 2020

SPECIAL RESOLUTION: AMENDMENT OF EXISTING CONSTITUTION

Copy of Explanatory Memorandum

Explanatory memorandum

The purpose of this document is to outline and propose the passing of a resolution approving the amendment of the Society's existing constitution to improve fairness, clarity and efficiency. The key changes are set out in the table below. The clause numbers refer to the clause numbers in the marked-up version of the Constitution found at Annexure A [in the 2019 Annual Report].

USANZ has also developed a Membership Administration Policy to complement a number of the proposed amendments to the Constitution. In particular, some administrative matters have been removed from the Constitution and will be dealt with in the Membership Administration Policy. The Policy will be finalised and released to members following the meeting when the outcome of the resolutions has been determined.

To assist members identify the proposed amendments most worthy of members' attention, we have noted in the left hand column where we think that a proposed amendment is "Significant".

Relevant clause in the Society's constitution	Reasons for amendment
Changes to Membership Classes	
Clause 15(A) [Significant]	<p>Full Membership</p> <p>At present, there are two criteria for Full Membership. The first criterion is that a Full Member must either hold FRACS (Urol) or hold a degree or diploma judged by the Board to be equivalent to FRACS (Urol). The second criterion is that a Full Member must, except in special cases, have been a Trainee or Provisional member for at least three years.</p> <p>There is an element of discretion for the Board to apply when considering if a person's training is equivalent to FRACS (Urol). This most commonly affects NZ members whose overseas urology qualification is recognised under NZ's vocational accreditation process but who do not hold FRACS (Urol). The Board has revisited the appropriate benchmark for qualifying for Full Membership.</p> <p>The Board submits two options for the qualifying criteria for Full Membership as set it in Annexure A.</p> <p>Option A is that only a person who holds FRACS (Urol) can be a Full Member.</p> <p>Option B is that any person who is registered in Australia or New Zealand as a specialist urologist can be a Full Member.</p> <p>The requirement that a member must be a Trainee or Provisional before becoming a Full Member has been removed as it no longer serves any useful purpose.</p>
Former Clause 15(C)	<p>Provisional Membership</p> <p>Historically, the Provisional Membership class was offered to new members as a probationary or qualifying membership before granting Full Membership. This membership class no longer serves a useful purpose and has been removed. This change would mean that an Associate Urological Member (AUM) on the IMG pathway would not need to become a Provisional Member before becoming a Full Member.</p>

Relevant clause in the Society's constitution	Reasons for amendment
Clause 15 (C) - formerly 15(D)	<p>Trainee Membership</p> <p>The RACS SET Urology Training regulation provides that trainees must hold USANZ membership and are automatically granted USANZ membership once accepted on the program.</p> <p>To align the Constitution with RACS' rules on this issue, as well as to allow for greater administrative efficiencies, this clause has been amended to provide that a person becomes a Trainee Member as at the date they are formally accepted into the RACS specialty training program in Urology.</p>
Clause 15 (E) - formerly clause 15(F)	<p>Associate Urological Member</p> <p>Changes to the AUM class reflect amendments to other membership classes.</p>
Clause 15(F) - formerly clause 15(G)	<p>Associate Scientific Member</p> <p>As this class includes both scientists and registered medical practitioners with an interest in urology, the name of the Associate Scientific Member class has been changed to Associate Member.</p>
Former Clause 15 (I) [Significant]	<p>Senior Member</p> <p>The Senior Member class has been removed on the basis that it does not need to be a stand-alone membership class. It will now be an attribution given to a member once they have met certain criteria. The criteria for senior membership, as well as any associated discounted membership fees, will be set out in the USANZ Membership Administration Policy. Retired members, and people who have been members for thirty years or more, will be entitled to claim concessional rates under the Membership Administration Policy.</p> <p>There are consequential amendments to the criteria for other membership classes to ensure that they will still encompass members who have retired.</p>
Non-payment of fees by new members	
Former clause 21	This clause has been removed. The procedure in the clause has not been followed in practice. It also deals with administrative matters which can be provided for, if necessary, in the Membership Administration Policy.
Criteria for members to vote at the AGM	
Clause 24 - formerly clause 25	As presently drafted, the Constitution provides that only Full Members, Full Senior Members and Fellows who do not have an outstanding entrance fee, annual subscription or fine to USANZ, are entitled to vote, unless granted an exemption. However, as the AGM can take place as early as February, there is a real risk that a number of members may be overdue as at the date of the AGM. If clause 24 was strictly enforced, there may not be enough eligible voting members present to meet the quorum requirements in the Constitution. For this reason, the following sentence has

Relevant clause in the Society's constitution	Reasons for amendment
	<p>been removed from clause 24:</p> <p><i>No such member whose entrance fee subscription or fine is unpaid at the date of the Annual General Meeting shall be permitted to vote at such meeting.</i></p> <p>The Membership Administration Policy will deal with the consequences of non-payment of fees or fines.</p>
Disciplinary Action and Cessation of Membership	
<p>Clauses 26 to 33 - formerly clauses 27 to 31 and clauses 61 to 63</p> <p>[Significant]</p>	<p>Overview</p> <p>The Constitution has been reorganised to bring together all clauses dealing with disciplinary action and cessation of membership, for whatever reason, renaming this section "<i>Disciplinary Action and Cessation of Membership.</i>"</p> <p>The amended Constitution consolidates the clauses relating to censure, suspension or expulsion of members into clause 30, which were previously contained in clauses 30 and 61.</p> <p>Procedural Fairness</p> <p>The Constitution has been amended to grant a measure of procedural fairness before the Board can exercise any power to censure, suspend or expel a member under clause 30. Specifically, a member must be informed of the allegations against them and have an opportunity to be heard in their defence.</p> <p>Right of Appeal</p> <p>The Constitution currently provides a very limited right of appeal from a decision to cease a person's membership under the former clause 30. The decision may only be appealed in the event of manifest error. However, the Constitution also provides (at the former clause 63) that:</p> <p><i>The decision of the Board of Directors as to admission of members, election of Fellows, termination of membership or exercise of the powers conferred upon the Board of Directors by clauses 62 and 63 shall be conclusive</i></p> <p>USANZ lacks the structure and resources to establish a formal appeals mechanism. This would usually involve appointing a separate, independent appeals committee. In addition, former clauses 30 and 61 are inconsistent. The Constitution has been amended to remove a formal right to appeal from a Board decision to censure, suspend or expel a member; or the cessation of membership under the Constitution, for any reason.</p>
<p>Clause 27 - formerly clause 28</p>	<p>Transferring members to different membership classes</p> <p>As a consequence of the proposed removal of the Provisional Membership class, this clause is amended to grant the Board a discretion to either resolve that a person ceases to be a member or is transferred to a different membership class, if they no longer fulfill the criteria for their existing class of membership.</p>
<p>Clause 28 - formerly Clause</p>	<p>Non-payment of fees, subscriptions and fines</p>

Relevant clause in the Society's constitution	Reasons for amendment
29	This clause has been amended to provide that the consequences of non-payment of fees, subscriptions and fines will be dealt with in the Membership Administration Policy.
Former clause 30 (b)	Cessation of membership for bankruptcy or insolvency The sub-clause dealing with bankruptcy or insolvency has been removed. The Board considers that this should not warrant automatic cessation of USANZ membership.
Clause 29(b)	Cessation of membership for Trainee Members To complement the change to the membership criteria for Trainee Membership, this subclause provides that Trainee Members automatically cease to be a member if they withdraw from or cease to be formally accepted in the RACS speciality training program.
Clause 29(c) - formerly clause 30 (c)	Indictable offences The subclause has been amended to refer to conviction for an indictable offence, rather than the commission of an indictable offence. The Board could only be satisfied an offence had occurred following a conviction.
Clause 29(d) - formerly clause 30 (e)	Cessation of registration as a medical practitioner The clause has been amended to clarify that cessation of registration as a medical practitioner is only relevant where that is an applicable criterion for a person's membership class.
Clause 29(e)	Cessation of membership under the Membership Administration Policy This clause has been added to allow for cessation of membership to be dealt with under the provisions of the Membership Administration Policy.
Former clause 61(a)	Felony and Misdemeanour Felony and Misdemeanour are not terms used in Australian criminal law and the concept of misdemeanour also extends to a range of relatively minor offences. This subclause has been removed. The Constitution still provides that membership will automatically cease on conviction for an indictable offence. The Board otherwise retains a broad discretion to censure, suspend or expel members for a range of misconduct.
Appointment of President and Past President	
Former clause 49	Clause 49 has been deleted as the reference to former clause 66 was redundant. The appointment of President is now provided for in clause 51. The appointment of the Past President is now provided for in clause 52
Honorary Secretary	
Clause 53	The clause has been amended to formally appoint the Past President as the Honorary Secretary of USANZ and to give the Board the flexibility to appoint additional people to act as Honorary Secretary and be registered as a Company Secretary with ASIC. The Constitution has been amended to refer to Honorary Secretary throughout for

Relevant clause in the Society's constitution	Reasons for amendment
	consistency.
Tenure of office holders	
Clause 54 - formerly clause 51	The AGM at which an office holder for President, Vice-President and Past President/Treasurer is replaced will usually not be exactly two years after the AGM at which they were appointed. The clause has been amended for clarity and accuracy to reflect what occurs in practice.
Half tenure review of office holders	
Former clause 52	The clause has been removed in its entirety. The Board sees no utility in conducting the half tenure review previously contemplated in clause 52. It creates greater certainty and stability for the Board and USANZ to remove this requirement.
Grounds for removal of Board members	
Clause 64 (a) - formerly clause 65(a)	The subclause has been simplified to refer only to bankruptcy, as the balance of the subparagraph was unclear.
Former clause 64(b)	Subclause (b) concerned non-payment of fees or subscriptions. It is more straightforward to deal with non-payment by Board members under the Membership Administration Policy, in the same manner as other USANZ members. The subclause has been removed in its entirety.
Former clause 64(j)	As currently drafted, subclause (j) would automatically disqualify any member of the Board who had a conflict of interest, except in limited circumstances. This is both unworkable and unnecessary. Conflicts of interest will often arise in an organisation such as USANZ and the critical issue is how they are managed. The USANZ Board Charter and Code of Conduct sets out how conflicts of interests should be managed by Board members. Conflicts of interests do not need to be dealt with in subclause (j). The subclause has been removed in its entirety.
Minor amendments	
Various clauses	Minor typographical and formatting changes.

Annexure A, published in the 2019 Annual Report, contains a marked-up full version of the proposed amendments to the constitution.

If a special resolution is passed by the members of the Society, the marked-up amendments to the Constitution take effect on the day of member approval at the Annual General Meeting.



UROLOGICAL SOCIETY OF AUSTRALIA AND NEW ZEALAND

PROXY FORM

I

being a voting member of the Urological Society of Australia and New Zealand (USANZ) appoint:

Name

failing whom, or if no person is named, the Chair of the meeting as my proxy to vote and act on my behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of The Urological Society of Australia and New Zealand to be held at **Saturday 25 July 2020** and any adjournment of that meeting.

Proxies will only be valid and accepted by USANZ if they are signed and received before **5 pm AEST, Wednesday 23 July 2020**. To lodge your proxy, email completed forms to secretary@usanz.org.au.

To direct your proxy on how to vote, please indicate your instruction by inserting 'X' in the relevant box below.

USANZ Ordinary Resolutions

Resolution 1	To accept the Minutes of the 72 nd Annual General Meeting held at 4.15pm on Saturday 13 April 2019 at the BCEC, South Bank, Queensland, as a true and accurate record of the meeting.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 2	To accept the President's Report.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 3	To accept the CEO's Report	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 4	To accept the Secretary's Report	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 5	To accept the Treasurer's Report, which incorporates: USANZ's Financial Report for the year ended 31 December 2019.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 6	To accept the reports from the Board of Urology and the RACS Specialty Representative	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

USANZ Special Resolution

<p>Resolution 7</p>	<p>Pass one of the following resolutions as a special resolution.</p> <p>“That the Society's existing constitution be modified in accordance with the amendments marked-up and set out in Annexure A of this notice of Annual General Meeting, and otherwise in accordance with the explanatory memorandum, adopting Option A for the criteria for Full Membership.”</p> <p>Or</p> <p>“That the Society's existing constitution be modified in accordance with the amendments marked-up and set out in Annexure A of this notice of Annual General Meeting, and otherwise in accordance with the explanatory memorandum, adopting Option B for the criteria for Full Membership.”</p>	<p><input type="checkbox"/> For Option A (against Option B)</p> <p><input type="checkbox"/> For Option B (against Option A)</p> <p><input type="checkbox"/> Abstain</p>
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Name

Signature

Date



PROXY FORM

I

being a voting member of the Australian and New Zealand Association of Urological Surgeons (ANZAUS) appoint:

Name

failing whom, or if no person is named, the Chair of the meeting as my proxy to vote and act on my behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of The Australian and New Zealand Association of Urological Surgeons to be held on **Saturday 25 July 2020 immediately after the USANZ Annual General Meeting which starts at 3:00 pm**, and any adjournment of that meeting.

Proxies will only be valid and accepted by ANZAUS if they are signed and received before **5 pm AEST, Wednesday 23 July 2020**. To lodge your proxy, email completed forms to secretary@usanz.org.au.

To direct your proxy on how to vote, please indicate your instruction by inserting 'X' in the relevant box below.

ANZAUS Ordinary Resolutions

Resolution 1	To accept the Minutes of 13 April 2019 at South Bank, Queensland, Australia as a true and accurate record of the meeting.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 2	To accept the Treasurer's Report, which incorporates: ANZAUS's Financial Accounts for the year ended 31 December 2019; the appointment of Kellaway Cridland as the accountant for the Association and the appointment of the GCC Business and Assurance Pty Ltd as the auditor of the Association.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 3	To accept the Chair's Report.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

Name

Signature

Date