



UROLOGICAL SOCIETY  
OF AUSTRALIA  
AND NEW ZEALAND



Australian and New Zealand Association of Urological Surgeons

## Notice of 2021 Annual General Meetings

The 74th Annual General Meeting of the Urological Society of Australia and New Zealand (USANZ) will be held at 3.00 pm, Saturday 24 April 2021 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, immediately following the USANZ AGM, on Saturday 24 April 2021.

### 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. A detailed Instruction Sheet will be provided to members closer to the meeting date.

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, participants will access Lumi AGM by going to <https://web.lumiagm.com/305021428> or by typing this address in your browser.
2. Registration of members will commence from 2:30 pm AEST. You may be asked to enter a Meeting ID to register. If so, **the Meeting ID is 305-021-428**.
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 has been included in the email from the USANZ Secretary which accompanied this notice of meeting. Your Member ID is also available in your Member Dashboard on the USANZ website. Please email [secretary@usanz.org.au](mailto: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. Instructions on asking questions and voting will be included in the Detailed Instruction Sheet.

### 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:

- [USANZ Annual Report 2020](#)  
The Annual Report includes the USANZ AGM Agenda, minutes of the 2020 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 also **enclosed** with this notice (page 4).
- [ANZAUS 2020 Financial Report. AGM Agenda and minutes of the 2020 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](mailto:secretary@usanz.org.au) by **Wednesday 5.00 pm AEST 21 April 2021.**

### 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](mailto:secretary@usanz.org.au).

### Proxy

Proxy forms are enclosed with this notice for both the USANZ and ANZAUS meetings (pages 10 &12). If you cannot attend the meeting and would like to appoint a proxy, please complete the form and return via: [secretary@usanz.org.au](mailto:secretary@usanz.org.au) by **Wednesday 5.00 pm AEST 21 April 2021.**

If you appoint a proxy but later decide to attend the meeting online, the proxy appointment will still be considered valid unless you change it during the meeting, before the resolution 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 73<sup>rd</sup> Annual General Meeting held at 3.05 pm on Saturday 25 July 2020 as a virtual meeting, 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 2020.
- 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 special resolutions.

- Resolution 7: That the marked amendments to the section of the Constitution headed "Board of Directors" (clauses 48 - 62), relating to appointment and cessation of appointment of Sectional Representatives, be adopted.
- Resolution 8: That the marked amendments to all provisions of the Constitution, other than the marked amendments in the section of the Constitution headed "Board of Directors" (clauses 48 - 62), be adopted.

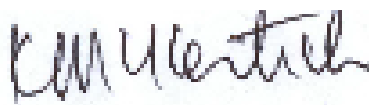
#### **ANZAUS**

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

- Resolution 1: To accept the Minutes of the 25 July 2020 AGM held as a virtual meeting, 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 2020; 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.



Prem Rashid  
**President Elect, USANZ**



Karen McKertich  
**Chair, ANZAUS**

**1 April 2021**

## SPECIAL RESOLUTIONS: AMENDMENT OF EXISTING CONSTITUTION

### Copy of Explanatory Memorandum to amendments to USANZ Constitution proposed at USANZ's 2021 Annual General Meeting

The purpose of this document is to outline and propose the passing of resolutions 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** to the memo putting the resolutions to the members.

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" to help identify it easily.

Relevant clause in the Constitution	Reasons for amendment
<b>Changes to Membership Classes</b>	
Clause 15(b)  <b>[Significant]</b>	<p><b>Full Membership</b></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 proposed amendment would provide that only a person who holds FRACS (Urol) can be a Full Member, with no discretion for the Board to admit persons claiming to have an equivalent qualification.</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><b>Provisional Membership</b></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>
Clause 15 (c) - formerly 15(d)	<p><b>Trainee Membership</b></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>

Relevant clause in the Constitution	Reasons for amendment
	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.
Clause 15 (e) - formerly clause 15(f)	<p><b>Associate Urological Member</b></p> <p>Changes to the AUM class reflect amendments to other membership classes.</p>
Clause 15(f) - formerly clause 15(g)	<p><b>Associate Scientific Member</b></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)  <b>[Significant]</b>	<p><b>Senior Member</b></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>
<b>Non-payment of fees by new members</b>	
Former clause 22	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.
<b>Criteria for members to vote at the AGM</b>	
Clause 24 - formerly clause 25	<p>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 were 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 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>

Relevant clause in the Constitution	Reasons for amendment
<b>Disciplinary Action and Cessation of Membership</b>	
<p>Clauses 26 to 33 - formerly clauses 27 to 31 and clauses 61 to 63</p> <p><b>[Significant]</b></p>	<p><b>Overview</b></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 provisions relating to censure, suspension or expulsion of members into clause 30, which were previously found in clauses 30 and 61.</p> <p><b>Procedural Fairness</b></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><b>Right of Appeal</b></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><b>Transferring members to different membership classes</b></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 29</p>	<p><b>Non-payment of fees, subscriptions and fines</b></p> <p>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.</p>
<p>Former clause 30 (b)</p>	<p><b>Cessation of membership for bankruptcy or insolvency</b></p> <p>The sub-clause dealing with bankruptcy or insolvency has been removed. The Board considers that this should not warrant automatic cessation of USANZ membership.</p>

Relevant clause in the Constitution	Reasons for amendment
Clause 29(b)	<p><b>Cessation of membership for Trainee Members</b></p> <p>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.</p>
Clause 29(c) - formerly clause 30 (c)	<p><b>Indictable offences</b></p> <p>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.</p>
Clause 29(d) - formerly clause 30(e)	<p><b>Cessation of registration as a medical practitioner</b></p> <p>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.</p>
Clause 29(e)	<p><b>Cessation of membership under the Membership Administration Policy</b></p> <p>This clause has been added to allow for cessation of membership to be dealt with under the provisions of the Membership Administration Policy.</p>
Former clause 61(a)	<p><b>Felony and Misdemeanour</b></p> <p>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 (ie, an offence that carries a maximum penalty of more than 2 years imprisonment and a fine of more than a 240 penalty units). The Board otherwise retains a broad discretion to censure, suspend or expel members for a range of misconduct.</p>
<b>Appointment of President and Past President</b>	
Clauses 52 and 53 - formerly clause 48	<p>Clause 48 has been deleted as the reference to former clause 66 was redundant. The appointment of President is now provided for in clause 52. The appointment of the Past President is now provided for in clause 53.</p>
<b>Honorary Secretary</b>	
Clause 54	<p>The clause has been added to expressly appoint the Past President as the Honorary Secretary of USANZ (this appointment was only implied previously) 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.</p> <p>The Constitution has been amended to refer to Honorary Secretary throughout for consistency.</p>
<b>Tenure of office holders</b>	

Relevant clause in the Constitution	Reasons for amendment
Clause 51 - formerly clause 50	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.
<b>Half tenure review of office holders</b>	
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.
<b>Sectional Representatives</b>	
Clauses 58 and 59	<p><b>Transitions between appointed and default Sectional Representatives</b></p> <p>Clause 58 has been added to replace footnotes to clauses 48(g) and 60, and to provide clearer guidance on the process by which a person becomes a Sectional Representative for their Section of origin on the Board by default, due to them already being a Board member in another capacity (eg, President, ANZAUS Chair, RACS Councillor).</p> <p>Clause 59 has been added to provide a process for deciding who will be the default Sectional Representative when there is more than one person has attained office under clauses 48(a) - 48(f), and those persons are from the same Section which does not have a representative at the time of attaining office. Although not expressly stated in clause 59, it is assumed that those persons will decide among themselves who ought to be Sectional Representative. If those persons are not able to come to agreement, it is assumed that the Board would consult the Section to seek an endorsement from among those persons.</p>
Clause 60 <b>[Significant]</b>	<p><b>Move from 2 to 3 terms maximum for default Sectional Representatives</b></p> <p>The purpose of having limits on tenure in a board is to balance the value of continuity and corporate memory with the value of new blood. In some cases where an appointed Sectional Representative is needed, it can be difficult to find a person who wants to fill that role. By having the current tenure limit of two terms of three years each, it can mean losing a person who is happy to be Sectional Representative, where there is not anyone else from that Section who wants to fill that role.</p> <p>Given the existing limits on tenure for all other positions on the Board, and the possibility of there being no other member of the Section who is willing to nominate for the position of Sectional Representative, the amended clause increases tenure limits on appointed Sectional Representatives from <i>two</i> terms of three years to <i>three</i> terms of three years.</p> <p>Note: An Appointed Sectional Representative is chosen by the Board on the advice of the relevant Section, so that Section can always choose to have another person fill that role if desired.</p>



Relevant clause in the Constitution	Reasons for amendment
<b>Grounds for removal of Board members</b>	
Clause 66 (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 65(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 65(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.
<b>Minor amendments</b>	
Various clauses	Minor typographical and formatting changes.

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 on **Saturday 24 April 2021** and any adjournment of that meeting.

Proxies will only be valid and accepted by USANZ if they are signed and received before **5:00 pm AEST, Wednesday 21 April 2021**. To lodge your proxy, email completed forms to [secretary@usanz.org.au](mailto: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 73rd Annual General Meeting held at 3.05 on Saturday 25 July 2020 as a virtual meeting, 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 2020.	<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**

Resolution 7	That the marked amendments to the section of the Constitution headed "Board of Directors" (clauses 48 - 62), relating to appointment and cessation of appointment of Sectional Representatives, be adopted.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 8	That the marked amendments to all provisions of the Constitution, other than the marked amendments in the section of the Constitution headed "Board of Directors" (clauses 48 - 62), be adopted.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

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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 24 April 2021 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 **5:00 pm AEST, Wednesday 21 April 2021**. To lodge your proxy, email completed forms to [secretary@usanz.org.au](mailto: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 8	To accept the Minutes of AGM held on 25 July 2020 as a Virtual Meeting, as a true and accurate record of the meeting.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Resolution 9	To accept the Treasurer's Report, which incorporates: ANZAUS's Financial Accounts for the year ended 31 December 2020; 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 10	To accept the Chair's Report.	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

**Name** .....

**Signature** .....

**Date** .....