

Number:	Pol 014	Version	4.1		
Subject:	Governance	Distribution:	External		
Authorised by:	Board of Directors	Approval Date:	30 Aug 2024	Review Date:	Aug 2026

The attached Election of Vice-President Policy sets out the means by which USANZ chooses one of its Members to be the Vice-President of the Urological Society of Australia and New Zealand (USANZ).

It should be read in conjunction with the Nomination Form which forms Annexure A to this Policy.

Related policies, documents and legislation

- USANZ Constitution
- USANZ Board Charter
- USANZ Board Code of Conduct

Revision history

Version	Date issued	Notes	By
2.0	9 August 2014	Amended prev clauses 1.6 & 2.7	Board of Directors
3.0	August 2018	Amended to bring into Policy Framework and to clarify ambiguities	Board of Directors
4.0	February 2019	New Policy	Board of Directors
4.1	August 2022	Reviewed with no amendments	CEO & Board of Directors
4.2	August 2024	Reviewed. Nom Form amended to enable online submission.	CEO & Board of Directors

Review date

This policy will be reviewed every 2 years. The next review date will be in August 2026.

Contact

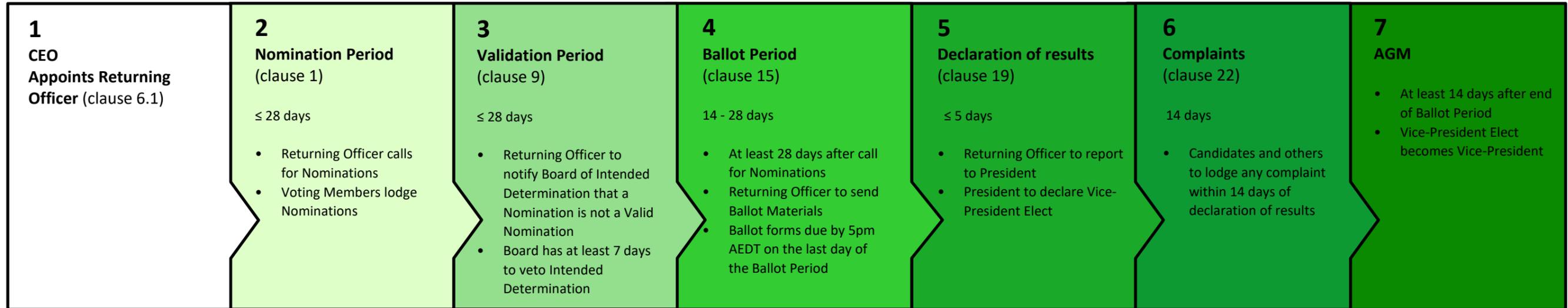
Michael Nugara, Chief Executive Officer, Email: michaelnugara@usanz.org.au

Table of Contents

Timeline for the Election Process	4
1. Definitions	5
2. Interpretation	7
3. Purpose and scope	8
4. Objects	9
5. Commencement of Election	9
6. Returning Officer	9
7. Nomination process	10
8. Nominee Eligibility	11
9. Valid Nomination	13
10. Termination of Nomination or Candidacy	14
11. Insufficient Nominations	15
12. Uncontested Elections	16
13. Campaigning	16
14. Conduct	18
15. Voting process for Contested Elections	18
16. Ballot procedures	19
17. Counting votes	19
18. Validity of Elections	20
19. Declaration of results	20
20. Acting Vice-President	21
21. Termination of the term of the Vice-President	21

22.	Complaints	21
23.	Confidentiality	25

Timeline for the Election Process



Notes

- The above diagram is a summary. It does not include several less common events which may sometimes arise, and which may lengthen the process, in any given Election.
- Subject to less common events:
 - the maximum duration of an Election Period is 89 days;
 - the minimum duration for an Election Period for a Contested Election is 48 days; and
 - the minimum duration for an Election Period if the election is uncontested 33 days.
- If there are Insufficient Nominations during the Nomination Period (whether due to no Nominations, or no Valid Nominations, being received) the Election Period may become indefinite, and the Past President (or other Board member) would be the Acting Vice-President.
- Complaints, which must be lodged within 14 days of the declaration of the result of an Election, may affect the result of the election, and the accession of the Vice-President Elect to the position of Vice-President.



1. Definitions

This Policy contains the following defined terms:

Acting Vice-President	A person appointed in accordance with clause 20.1.
Annual General Meeting	The Annual General Meeting of USANZ members held in accordance with the Constitution.
Authority	Any authority in Australia or New Zealand that has a regulatory responsibility for the medical profession.
Ballot	The process of conducting a vote for Candidates in an Election.
Ballot Period	A period of between 14 and 28 days, commencing on the first day on which it is permitted to vote, and ending at 5pm Australian Eastern Daylight Time (AEDT) on the last day on which it is permitted to vote.
Ballot Materials	As defined in clause 16.2.
Board	The board of USANZ, or any delegate, as applicable.
Business Day	A day that is not a Saturday, Sunday or any other day which is a public holiday in the place where an act is to be performed. For example, if the Returning Officer is in Darwin, then their responsibilities will be determined according to what is a Business Day in Darwin. Similarly, if a Nominee is in Christchurch, timing of that Nominee's rights and responsibilities will be determined according to what is a Business Day in Christchurch.
Campaigning	Communications and other actions by or at the behest of a Candidate which have as a substantial purpose to persuade or otherwise increase the likelihood of a Member voting for that Candidate, or not to vote for another Candidate. Prohibited methods of Campaigning include through oral communication, recorded media or social media.
Campaign Material	Any document or other form of communication, whether written or electronic, produced for the purpose of Campaigning.
Candidate	A person who has been determined in accordance with this Policy to have submitted a Valid Nomination.

Election of Vice-President

Candidate Statement	As defined in clause 7.10.
CEO	The Chief Executive Officer of USANZ.
Complaint Handler	As defined in clause 22.3.
Constitution	USANZ's constitution.
Election	An election for the position of Vice-President in accordance with this Policy.
Election Period	The period from the call for Nominations until the declaration of Election results.
Eligible	Eligible to be a Nominee in accordance with clause 8.1.
Insufficient Nominations	The situation addressed in clause 11 in which the Returning Officer has not received sufficient Nominations to proceed with conducting an Election.
Intended Determination	A report by the Returning Officer to the Board, setting out the intended determination, the reasons for that determination, and a short summary of the evidence and information upon which the intended determination is based. The Intended Determination should provide sufficient information to allow the Board to consider the matter independently, in order to decide whether to veto the intended determination.
Membership	All valid members of USANZ.
Nomination	A nomination for the position of Vice-President.
Nomination Form	The form for Nominees to lodge their nomination for the position of Vice-President, in the form approved by the CEO, included at Annexure A to this Policy.
Nomination Period	The period commencing on the date of the call for Nominations and ending at 5pm Australian Eastern Daylight Time (AEDT) on the last date on which a Nomination may be submitted, which period is to be no more than 28 days later, subject to any extensions or additions under this Policy.
Nominee	An individual who has submitted a nomination form in accordance with this Policy.
Policy	This Election of Vice-President Policy and includes any annexure, attachment, schedule or like addition to this Policy.

Election of Vice-President

President	The President of USANZ.
Promptly	As soon as reasonably practicable, given any actions that must be undertaken in the circumstances.
Recommended Determination	A report by the Returning Officer to the Board, setting out the recommended determination, the reasons for that recommended determination, and a short summary of the evidence and information upon which the recommended determination is based. The Recommended Determination should provide sufficient information to allow the Board to consider the matter independently, in order to decide whether to accept the recommendation, or make a different determination.
Respondent	A person who is the subject of a complaint.
Returning Officer	An external person or agency appointed pursuant to clause 6.
Valid Nomination	As defined in clause 9.2.
Vice-President	The Vice-President of USANZ.
Vice-President Elect	The person validly elected under this Policy to fill the position of Vice-President but who has not yet been appointed to the position of Vice-President.
Voting Member	A member eligible to vote in an Election pursuant to clause 15.2.
USANZ	The Urological Society of Australia and New Zealand, a company limited by guarantee, ACN 000 069 376.

2. Interpretation

- (a) Capitalised terms in this Policy that have not been defined have the meanings given to them in the Constitution.
- (b) Other parts of speech and grammatical forms of a word or phrase defined in this Policy have a corresponding meaning.
- (c) Unless otherwise specified, references in this Policy to clause numbers are references to clause numbers in this Policy.
- (d) In the event of any inconsistency between this Policy and the Constitution, the Constitution prevails.
- (e) If anything under this Policy is required to be done by or on a day that is not a Business Day that thing must be done by or on the next Business Day.

Election of Vice-President

3. Purpose and scope

- 3.1 As the peak body in Australia and New Zealand representing the interests of urologists, USANZ has an important role to play in safeguarding the profession, and the standards of the practice, of urology. It is imperative to the proper functioning of USANZ that Elections are conducted with the highest degree of integrity, fairness and transparency.
- 3.2 The Board of USANZ is the governing and policy making body. It has statutory and compliance responsibilities, in accordance with the *Corporations Act 2001* and the Constitution and its Regulations, and any policies made under those instruments. The Board is constituted in accordance with the Constitution, with each member of the Board being a Director of the company named "Urological Society of Australia and New Zealand" ACN 000 069 376.
- 3.3 The Constitution provides that "the Vice-President shall be elected from amongst the membership, by the members who are entitled to vote in accordance with Standing Orders as apply from time to time." This Policy has been approved by the Board to be the Standing Orders governing the processes for the Election of the Vice-President.
- 3.4 This Policy is the means by which USANZ chooses one of its Members to fulfil three roles that are essential to the organisation, subject to clauses 51 and 52 of the Constitution, over the course of 6 years:
- (a) the successful Candidate in an Election for Vice-President will assume the office of Vice-President at the Annual General Meeting following the declaration of the results of the Election;
 - (b) they will hold the position of Vice-President until the Annual General Meeting two years after the Annual General Meeting at which they assumed office;
 - (c) immediately after that term, in accordance with Clause 49(b) of the Constitution, they will automatically assume the role of President until the Annual General Meeting two years after the Annual General Meeting at which they became Vice-President; and
 - (d) immediately after that term, in accordance with Clause 48 of the Constitution, they will automatically assume the role of Past President until the Annual General Meeting two years after the Annual General Meeting at which they became President.
- 3.5 This Policy does not apply to the appointment of other members of the USANZ Board.
- 3.6 This Policy should be read in conjunction with the Constitution.

4. Objects

The objects of this Policy are:

- (a) maximising the integrity, accuracy and transparency of Elections;
- (b) maximising conditions for fair competition between Candidates;
- (c) supporting the Election of quality Candidates;
- (d) maximising the legitimacy of the result of Elections; and
- (e) establishing processes that provide Members with the opportunity and information to cast an informed vote in an Election.

5. Commencement of Election

In order to commence an Election, the CEO must advise the Board of the following, such that the end of Ballot Period is no less than two weeks before the date for the applicable Annual General Meeting:

- (a) the identity of the proposed Returning Officer;
- (b) dates for the Nomination Period; and
- (c) dates for the Ballot Period.

6. Returning Officer

- 6.1 The CEO must engage the proposed Returning Officer, subject to their acceptance of the offer of engagement, leaving enough time before the commencement of the Nomination Period to allow the Returning Officer to prepare.
- 6.2 The Returning Officer is responsible for administering the Election. Specific duties of the Returning Officer include:
 - (a) publishing the call for Nominations and administering the Nomination process;
 - (b) administration of the Ballot and ensuring its integrity;
 - (c) sending the Ballot Materials to Voting Members and managing the voting process, including verification and counting of votes;
 - (d) declaring the results of the Election; and
 - (e) receiving, investigating and making a determination regarding any complaint or alleged breach of this Policy in accordance with clause 22.

- 6.3 The Returning Officer may seek the advice or input of the Board or CEO at any time regarding the Returning Officer's responsibilities and any determination or decision they propose to make under the Policy.

7. Nomination process

Call for Nominations

- 7.1 The Returning Office must call for Nominations from Voting Members by email and via relevant USANZ publications not less than 28 days before the commencement of the Ballot Period.
- 7.2 The Returning Officer must make a Nomination Form available to a Voting Member, upon request.

Nominators, proposers and seconders

- 7.3 Any Voting Member is permitted to Nominate in accordance with this Policy however, in deciding whether to Nominate, they must consider whether they would be Eligible to be a Candidate under clause 8.1.
- 7.4 A Nomination must be proposed and seconded by a Voting Member.
- 7.5 A person who proposes or seconds a Nomination must:
- (a) be a Voting Member;
 - (b) have paid all debts due to USANZ at the time the Nomination is lodged;
 - (c) not be a Board member; and
 - (d) not also be the Nominee for that Nomination.
- 7.6 Subject to this Policy, and until the end of the Election Period, the identity of the proposer and seconder of each Nominee must be kept confidential among only those who need to know, who may include the Nominee, proposer, seconder, Returning Officer, Board and CEO.

Nomination Form

- 7.7 In order to Nominate, the Nominee must submit, in the manner prescribed, a completed Nomination Form to the Returning Officer before the end of the Nomination Period.
- 7.8 It is the responsibility of the Nominee to ensure their Nomination complies with this Policy.
- 7.9 The Returning Officer may issue instructions on what is acceptable and unacceptable in relation to Candidate Statements and other particulars of Nomination.

Candidate Statement

- 7.10 The **Candidate Statement**, which is a part of the Nomination Form, comprises:
- (a) **Vision Statement**, of no more than 700 words, outlining the Nominee's vision for USANZ;
 - (b) **Biography**, of no more than 400 words, outlining the Nominee's relevant skills and experience for the position of Vice-President, their suitability for the position, the values that they can bring to the position, and any other relevant information in support of their Candidacy; and
 - (c) **Nominee's photo**.
- 7.11 Candidate Statements must:
- (a) be accurate, unlikely to mislead or deceive, and must not contain any defamatory statements; and
 - (b) be authorised by the Nominee.
- 7.12 The Candidate Statement is the only Campaign Material which may be produced, published, distributed or otherwise disseminated during the Election Period.
- 7.13 The only way in which a Candidate Statement may be published, distributed or otherwise disseminated is by the Returning Officer to Voting Members as part of the Ballot Materials, in accordance with clause 16.2.

8. Nominee Eligibility

- 8.1 A Nominee is not Eligible unless the Returning Officer determines that the Nominee:
- (a) is a Voting Member of USANZ;
 - (b) has no debt due to USANZ before the end of the Nomination Period; and
 - (c) is a person who is fit and proper to hold the position of Vice-President.
- 8.2 In considering, under clause 8.1(c), whether a Nominee is a person who is fit and proper to hold the position of Vice-President, the Returning Officer must use their discretion, having regard to whether the Nominee:
- (a) has been convicted of an offence punishable by 12 months imprisonment or more under the law of Australia, New Zealand or any other country;
 - (b) has any outstanding or undetermined criminal charges or proceedings against them;

Election of Vice-President

- (c) has any impairment that detrimentally affects, or is likely to detrimentally affect, the Nominee's capacity to practise medicine;
- (d) has had their registration as a medical practitioner in Australia or New Zealand, or any other country, cancelled, suspended, or made subject to a condition or restriction;
- (e) is the subject of current conduct, performance or health proceedings, or a complaint, while registered under the *Health Practitioner Regulation National Law*, a corresponding prior Act, or the corresponding law of any jurisdiction in Australia, New Zealand or any other country, where those proceedings, or that complaint, are not finalised;
- (f) has been found to have breached the Royal Australasian College of Surgeons' Code of Conduct or is the subject of a current complaint alleging a breach of the Code of Conduct;
- (g) has had their right to practise withdrawn or restricted, at a hospital or another facility at which health services are provided, because of the practitioner's conduct, professional performance or health;
- (h) has been disqualified from acting as a director in Australia under the *Corporations Act 2001* (Cth) or in New Zealand under the *Companies Act 1993*; and
- (i) has any other factor which may render the Nominee a person who is not fit and proper to hold the position of Vice-President.

(collectively, the **Eligibility Factors**).

- Notes:**
- (i) The Eligibility Factors are largely based on the issues for declaration by medical practitioners seeking renewal of their annual registration as Australian medical practitioners.
 - (ii) As part of the Nomination Form, the Nominee will be required to declare the extent to which any of the Eligibility Factors apply.
 - (iii) The fact that one or more Eligibility Factors apply does not necessarily result in a person being Ineligible as a Nominee or Candidate. The Returning Officer will exercise their discretion, on a case-by-case basis, as to whether the person would be "fit and proper to hold the position of Vice-President" in the circumstances.

8.3 The Nominee must make a declaration regarding their Eligibility, to the best of their knowledge and belief, in the form attached to the Nomination Form. The declaration must address each of the Eligibility Factors.

- 8.4 A Nominee who intentionally provides false or misleading information in the Nomination Form will be in breach of the Policy and may be sanctioned in accordance with clause 22.9, the Constitution, and if relevant, clause 18.3.

Prospective Nominees may seek non-binding advice from the Returning Officer

- 8.5 Before deciding whether to submit a Nomination Form:
- (a) a prospective Nominee may informally seek the non-binding advice of the Returning Officer as to their Eligibility, no later than 7 Business Days before the end of the Nomination Period;
 - (b) the Returning Officer must respond to the person within 5 Business Days;
 - (c) the Returning Officer must respond with non-binding advice that:
 - (i) the person would be Eligible;
 - (ii) the person would not be Eligible; or
 - (iii) the Returning Officer needs more time to determine whether the person would be Eligible; and
 - (d) if the Returning Officer needs more time, the person may confer further with the Returning Officer as to how the issue may affect the validity of the person's Nomination.

9. Valid Nomination

Elements and significance of a Valid Nomination

- 9.1 The Returning Officer must determine whether a Nomination is a Valid Nomination in accordance with this Policy.
- 9.2 To be a Valid Nomination:
- (a) the Nomination must be in the form of a properly completed Nomination Form;
 - (b) the Nomination Form must be lodged with the Returning Officer in the manner prescribed in the Nomination Form, during the Nomination Period; and
 - (c) the Nominee must be determined to be Eligible pursuant to clause 8.1.
- 9.3 Any Nominee who is determined to have submitted a Valid Nomination becomes a Candidate.
- 9.4 If a Nomination does not comply with this Policy, the Returning Officer may determine that the Nomination is not a Valid Nomination.

Election of Vice-President

- 9.5 If a Nomination is not a Valid Nomination because of a technical breach, oversight or omission by a Nominee, the Returning Officer may exercise their discretion to allow a Nominee to amend and resubmit the Nomination Form.
- 9.6 The Returning Officer must Promptly notify the Nominee of the Returning Officer's determination as to whether the Nominee has submitted a Valid Nomination and has therefore become a Candidate.

Process for considering the Validity of a Nomination

- 9.7 Within one Business Day of receiving a Nomination Form, the Returning Officer must forward the form to the Board.
- 9.8 If any member of the Board is aware of any reason to doubt the Nominee's Eligibility, including a possible failure to declare any applicable Eligibility Factors, the Board member may notify the Returning Officer in writing.
- 9.9 If the Returning Officer intends to determine that the Nominee has not submitted a Valid Nomination, then the Returning Office must Promptly prepare an Intended Determination and provide a copy to the Board and the Nominee.
- 9.10 Within 5 Business Days of receiving the Intended Determination under clause 9.9, the Nominee may provide a written response, or any other information the Nominee considers relevant, to the Returning Officer, who in turn must provide it to the Board.
- 9.11 If the Returning Officer has notified the Board under clause 9.10, the Board has seven Business Days, to veto the Intended Determination at its absolute discretion, and replace that determination with a determination of its own. If the Board requires an extension of time to make a determination under this clause, it must notify the Returning Officer accordingly, who in turn must notify the Nominee.
- 9.12 In considering whether to exercise a veto under clause 9.11, the Board must consider the Intended Determination, and the response provided by the Nominee pursuant to clause 9.10, if any. The Board may otherwise inform itself as it sees fit, including by requesting additional information from the Returning Officer, the Nominee or any other person or organisation.

10. Termination of Nomination or Candidacy

- 10.1 A Nominee may withdraw their Nomination at any time by notifying the Returning Officer in writing.
- 10.2 A Candidate may withdraw their Candidacy at any time by notifying the Returning Officer in writing.
- 10.3 The Returning Officer must terminate a person's Nomination or Candidacy, as the case may be, at any time during the Election Period if that person ceases to be Eligible.

Election of Vice-President

10.4 If a Candidate's Candidacy is terminated before the Ballot Period, and only one Candidate remains, then the remaining Candidate will become the Vice-President Elect in accordance with clause 12.

10.5 If a Candidate's Candidacy is terminated after the service of Ballot Materials because:

- (a) the Candidate has withdrawn their Nomination;
- (b) the Candidate is determined not to be, or to have ceased to be, Eligible; or
- (c) some other reason;

the Returning Officer must disregard votes for that Candidate but must apply subsequent preferences for other Candidates remaining in the Ballot (unless only one Candidate remains, in which case the remaining Candidate will become the Vice-President Elect in accordance with clause 12).

11. Insufficient Nominations

11.1 The Returning Officer must advise the Board or CEO, upon request, of the number of Nominations received and the identity of the Nominees.

11.2 If no Valid Nominations have been received by the Returning Officer for the position of Vice-President no less than seven days before the end of the Nomination Period, the Returning Officer must notify the Board that there are Insufficient Nominations for the conduct of an Election, and send a reminder to the Membership.

11.3 If no more than one Valid Nomination has been received for the position of Vice-President by the end of the Nomination Period (including where more than one Valid Nomination has been received but then been terminated), the Returning Officer must:

- (a) notify the Board;
- (b) extend the Nomination Period for a further two weeks; and
- (c) call for Nominations again.

11.4 If after extending the Nomination Period for a further two weeks:

- (a) only one Valid Nomination has been received, that Candidate will become the Vice-President Elect in accordance with clause 12; or
- (b) more than one Valid Nomination is received, the voting process for contested Elections as specified in clause 15 applies.

11.5 In the event that, after extending the Nomination Period for a further two weeks, no Valid Nominations have been received, the Returning Officer must notify the Membership of an indefinite extended Nomination Period, again calling for Nominations and noting that, once a Valid Nomination is received, the Membership

will be notified again, and given a further two weeks to submit contesting Nominations.

Note: Assuming that there is no Vice-President Elect by the time of the applicable Annual General Meeting, the Board must appoint an Acting Vice-President at that Annual General Meeting, in accordance with clause 20.1.

11.6 If a Valid Nomination is received during the extended Nomination Period, then on the date the Returning Officer has notified the Nominee that they have submitted a Valid Nomination:

- (a) the Nomination Period will be extended for a further two weeks; and
- (b) the Returning Officer must notify the Membership of the receipt of a Valid Nomination, and calling for contesting Nominations.

11.7 If only one Valid Nomination has been received by the end of the extended Nomination Period under clause 11.6(a), that Candidate will be duly elected to the position of Vice-President in accordance with clause 12.

11.8 If the Returning Officer receives more than one Valid Nomination by the end of the Nomination Period, the Voting Process for Contested Elections as specified in clause 15 is to be followed.

12. Uncontested Elections

12.1 If only one Candidate remains:

- (a) after the end of the Nomination Period, and any extended or new Nomination Period required under this Policy, only one Valid Nomination has been received by the Returning Officer; or
- (b) during the Ballot Period, due to termination of other Candidacies;

the President must declare that person the Vice-President Elect.

13. Campaigning

13.1 The Candidate Statement is the only Campaign Material which may be produced, published, distributed or otherwise disseminated during the Election Period.

13.2 Other than the Candidate Statement, which must only be published, distributed or otherwise disseminated to Voting Members in accordance with clause 16.2, persons intending to nominate, Nominees, and Candidates are prohibited from Campaigning in an Election.

13.3 Nominees and Candidates must comply with the letter and spirit of this clause 13.

Election of Vice-President

- 13.4 Breaches of this clause 13, even apparently minor breaches, have the potential to undermine substantially the objects of this Policy. Candidates who breach this clause 13 may have their Candidacy terminated. It is a Candidate's responsibility to be familiar with the terms of this clause 13.
- 13.5 USANZ recognises the essential contribution of campaigning in elections for public office, and the benefits campaigning has to offer in providing information to voters about candidates. Nevertheless, USANZ has decided that, in the context of a relatively small profession-based organisation of Members who are generally well known to one another, and are likely to remain peers for much of their working lives, the costs of Campaigning in Elections outweigh the benefits.
- 13.6 The objects in prohibiting Campaigning are:
- (a) to limit the resources of time, money and effort required for a Member to be a Candidate, given the fact that Members typically must devote most of their resources of time and effort to their work;
 - (b) to limit the potential for ill feeling and recrimination among Members, and more particularly Candidates, that may arise from Election Campaigning;
 - (c) to rely largely on the Candidate's professional reputation, developed by the Candidate over their career, as the guide to their desirability as a Vice-President, rather than on their aptitude for, and the resources they devote to, Campaigning; and
 - (d) to reduce the need for the Returning Officer to have to adjudicate on whether a Candidate has breached the rules relating to Campaigning.
- 13.7 The objects in prohibiting Campaigning set out in clause 13.6 must be taken into account in considering whether to apply a sanction in response to a breach of clause 13, and what sanction to apply.
- 13.8 Notwithstanding clause 13.2, a Nominee or Candidate may in private oral (not written) conversation acknowledge to another Member that they are a Nominee or Candidate, provided that:
- (a) they do so for the sole purpose of asking another Member to propose or second their Nomination; or
 - (b) they provide basic information only, where failure to acknowledge it to the other Member would be odd in the context of the relationship between the Nominee or Candidate and the other Member; or
 - (c) their conduct does not extend to soliciting a Member's vote or providing reasons for the Member either to vote for that Nominee or Candidate or not to vote for another Nominee or Candidate.

Election of Vice-President

Note: Examples of conduct which would not be permitted under clause 13.8 include a Nominee or Candidate making an announcement about their intention to Nominate or their Candidacy at a practice or professional meeting or a conference, or via email or messaging applications (such as WhatsApp), or on any form of social media.

- 13.9 A Candidate must not seek to induce other Members or persons to Campaign on the Candidate's behalf. If a person other than a Candidate has campaigned in favour of a Candidate without the inducement of that Candidate, then that Candidate will not be sanctioned in respect of that Campaigning.
- 13.10 Members of USANZ, including members of the Board, are prohibited from Campaigning. It is recognised that Members will informally discuss with other Members how they may vote and that, to an extent, these discussions are beneficial to the process of an Election. Nevertheless, Members are asked to use their discretion in their actions and communications, bearing in mind the prohibition on Members engaging in Campaigning and the objects in prohibiting Campaigning under clause 13.6.

14. Conduct

- 14.1 Candidates must conduct themselves in a manner befitting both the high standards of propriety, courtesy, collegiality and respect for peers on which USANZ is based, and the position they seek to attain.
- 14.2 Candidates must not make self-aggrandising remarks, or derogatory comments concerning any other Candidate, in any communications with Members, whether formal or informal.

15. Voting process for Contested Elections

- 15.1 If more than one Valid Nomination is received by the Returning Officer, then the Returning Officer must conduct a Ballot in accordance with this clause 15.
- 15.2 Only Members in the following classifications are entitled to vote:
- (a) Full Member;
 - (b) Full Member Senior; and
 - (c) Fellow (collectively, "**Voting Members**").
- 15.3 All voting is to be by electronic secret ballot.
- 15.4 Voting will be preferential and a number must be placed in every square opposite each Candidate in order of preference for the vote to be valid.
- 15.5 The Returning Officer must distribute the Ballot Materials to Voting Members no later than two months before the Annual General Meeting.

Election of Vice-President

- 15.6 The closing date for the receipt of votes will be no later than two weeks before the Annual General Meeting.
- 15.7 The Ballot form must contain the names of all Nominees in an initial order determined by a random draw conducted by the Returning Officer.

16. Ballot procedures

- 16.1 Any completed Ballot form received after 4.00pm AEDT on the last day of the Ballot Period will not be accepted or counted towards the Election.
- 16.2 On the first day of the Ballot Period, the Returning Officer must provide electronic access to Voting Members to the following materials, which together constitute the **Ballot Materials**:
- (a) a Ballot form, allowing for Candidates to be marked in the voter's order of preference up to the full number of Candidates;
 - (b) instructions for completing and returning the completed Ballot forms, including the Ballot's closing date and the count method;
 - (c) a method of authentication for completion by the Eligible Voter confirming the Ballot was cast by that member; and
 - (d) each Candidate's Candidate Statement.
- 16.3 During the Ballot Period, the Returning Officer may send communications to Voting Members reminding them to vote.
- 16.4 Proxies may be not used for any Election.

17. Counting votes

- 17.1 The Returning Officer is responsible for the collection and counting of the votes.
- 17.2 The method of allocation of votes will be in accordance with the preferential voting system, as follows:
- (a) each Candidate will initially be allocated a vote where there is a "1" opposite the Candidate's name;
 - (b) at the completion of this initial allocation of votes, if one Candidate has received more than 50% of the first preference votes, that Candidate will be declared the Vice-President;
 - (c) where no Candidate has received more than 50% of the first preference votes in the first allocation, then the Candidate receiving the fewest first preference votes will have their second preferences allocated;

Election of Vice-President

- (d) this process must continue for the Candidate with the next fewest first preference votes (i.e. first preference votes plus those votes received from any previously excluded Candidate(s)) until one Candidate achieves greater than 50% of the vote; and
- (e) where there are two Candidates with an equal number of votes in the lowest category, the Returning Officer will conduct a draw to decide which of the two will have their preferences distributed first.

18. Validity of Elections

18.1 No Election is invalid by reason of:

- (a) any delay in calling for Nominations, or not holding an Election on the date communicated, or other delay; or
- (b) any inadvertent failure to send to any Voting Member any notice or other communication in relation to an Election; or
- (c) any defect of a merely formal nature.

18.2 Subject to clause 18.3, all Elections conducted in good faith by USANZ are valid and effective notwithstanding that it is afterwards discovered that there was some procedural defect.

18.3 Notwithstanding clause 18.2, if after the end of period permitted for complaints regarding an Election, the Board becomes aware that the successful Candidate has wilfully or recklessly breached this Policy in a material way, whether before or after the Candidate has succeeded to the position of Vice-President, then the Board can declare that Candidate's election invalid, and appoint the Candidate with the next most votes to the position of Vice-President, or in the event there was no other Candidate, commence another Election Process.

19. Declaration of results

19.1 Upon determining the admissible Ballots and counting the Ballots in accordance with this Policy, the Returning Officer must record:

- (a) the total number of Ballots issued;
- (b) the total number of Ballot forms received, allocated between those admissible and those inadmissible; and
- (c) the total number of first preference votes cast for each Candidate and details of the actual distribution of preferences (if required).

19.2 USANZ will not ordinarily advise a Candidate of, or otherwise publish the number of votes they or any other Candidates(s) received, nor the variance in the votes received.

Election of Vice-President

- 19.3 The Returning Officer is to provide a copy of the record, and a report of any noteworthy matters arising in the course of conducting the Election, to the President and CEO Promptly, and in any event no later than 5 Business Days after the end of the Ballot Period.
- 19.4 The President must declare the result of the Election by announcing the name of the successful Candidate to all Members as soon as practicable.
- 19.5 The Returning Officer must keep a record of all documents relating to the Election for 12 months after the end of the Ballot Period, after which they must be securely destroyed, except in the case of any pending or anticipated dispute, in which event the retention period is extended until determined by the Board.

20. Acting Vice-President

- 20.1 In the event, for any reason, that there is no Vice-President Elect by the date of the applicable Annual General Meeting, the Board must appoint the Past President, or another current member of the Board, to undertake the duties of the Vice-President as Acting Vice-President until there is a Vice-President Elect ready to be appointed as Vice-President.

21. Termination of the term of the Vice-President

Notwithstanding any other provision of this Policy, the Vice-President's term can be terminated:

- (a) under clause 18.3; or
- (b) under Clause 65, or other applicable clauses, of the Constitution.

22. Complaints

Making a complaint, and own motion investigations

- 22.1 Any Voting Member may make a complaint concerning the validity or conduct of an Election or any breach of this Policy. The complaint will be considered in accordance with this Policy.
- 22.2 Any complaint made pursuant to clause 22.1 must be made no later than 14 days after the declaration of the results of the Election under clause 19.4.
- 22.3 The identity of the Complaint Handler will be determined as follows:
- (a) in respect of Complaints about the Returning Officer, the Complaint Handler will be the Board;
 - (b) for all other complaints, the Complaint Handler will be the Returning Officer; and

Election of Vice-President

- (c) where the Board determines to veto an Intended Determination under clause 22.8(b), to the extent applicable, the Board will become the Complaint Handler of that complaint.

22.4 Any complaint must:

- (a) identify the complainant by name;
- (b) be made in writing to the applicable Complaint Handler;
- (c) state the nature of, and basis for, the complaint; and
- (d) provide information or documents which support the complaint.

22.5 The Returning Officer may also initiate an own motion investigation if they suspect a breach of this Policy.

Complaint handling process

22.6 On receiving a complaint, the Complaint Handler must:

- (a) conduct any preliminary investigation that they think fit;
- (b) Promptly make a preliminary determination whether to dismiss or accept it; and
- (c) notify the complainant of their preliminary determination.

22.7 If the Complaint Handler has made a preliminary determination to accept a complaint, they must:

- (a) provide the Respondent with a copy of the complaint and invite them to provide a written response;
- (b) Promptly investigate the complaint as they think fit, including by requesting additional information from the Board or Returning Officer (as applicable), a Nominee, Candidate or any other person or organisation to determine the complaint's merit;
- (c) where the Complaint Handler is the Returning Officer, having regard to the requirements for determinations under clauses 22.9 - 22.12, provide their Recommended Determination to the Board; and
- (d) where the Complaint Handler is the Board, Promptly make its determination and notify the complainant, any Respondent, and the Returning Officer of its determination.

- 22.8 Where the Board receives a Recommended Determination from the Returning Officer under clause 22.7(c):
- (a) the Board may inform itself as it sees fit, including by:
 - (i) requesting additional information from the Returning Officer, the Respondent, a Nominee, Candidate, or any other person or organisation; and
 - (ii) seeking external legal advice;
 - (b) the Board must Promptly make a determination:
 - (i) accepting the Recommended Determination; or
 - (ii) making its own determination; and
 - (c) Promptly notify the Board's determination to the complainant, the Respondent, any other party to the complaint, and the Returning Officer.

Determinations in respect of complaints and own motion investigations

- 22.9 After investigating an accepted complaint, or conducting an own motion investigation, the Board may:
- (a) make a determination dismissing the complaint; or
 - (b) make a determination that its own motion investigation did not reveal any issues worthy of further action; or
 - (c) find the complaint, or own motion investigation, substantiated and, subject to clauses 22.10- 22.12, make a determination as to an appropriate sanction that includes one or more of the following, any of which may be disclosed confidentially to the complainant and Respondent or publically to the Members as the Board sees fit:
 - (i) a declaration that the Respondent has breached the Policy and must not repeat or continue that conduct;
 - (ii) a declaration that the Respondent must perform any reasonable act or course of conduct regarding the breach;
 - (iii) a confidential or public reprimand;
 - (iv) a confidential or public apology by the Respondent to the complainant, or another person, or both;
 - (v) a declaration terminating the Candidacy of a Respondent who is a Candidate; and

Election of Vice-President

(vi) any other appropriate action.

22.10 The Board must impose a sanction under clause 22.9(c) which is proportionate to the breach of the Policy, having regard to the extent to which the breach:

- (a) violates the letter or the spirit of the Policy; and
- (b) undermines the objects of the Policy as set out in clause 4.

22.11 Before determining any sanction, the Board must have regard to the nature and extent of any breach in accordance with the following table:

Nature of breach	Extent of breach	Possible sanctions*
Does not violate the spirit or objects of the Policy, or Gives the Candidate little if any unfair advantage	Minor	Apology by Respondent to complainant or other person Reprimand
Somewhat violates the spirit or objects of the Policy, or May give the Candidate some unfair advantage	Moderate	Public apology Inclusion of the words "VIOLATED ELECTION POLICY" next to Respondent Candidate's name on the Ballot form
Repetitive or egregious breaches, or Blatant violation of the spirit or objects of the Policy, or Gives the Candidate a considerable unfair advantage	Severe	Termination of Candidacy

* Possible sanctions for a more serious breach include any possible sanctions for any less serious breach.

22.12 The possible sanctions set out in 22.11 are a guide only. Under clause 22.9(c), the Board may impose any sanction it considers appropriate in the circumstances, including the imposition of conditional sanctions.

Procedural considerations

22.13 The rules of procedural fairness, including any right to a hearing, do not apply in the handling of complaints under this Policy, however the Complaint Handler may have regard to the rules of procedural fairness in handling complaints if they so choose.

22.14 It is expected that the Board would usually be likely to accept a Recommended Determination of the Returning Officer.

22.15 In making a determination under clause 22.9(c), two-thirds of the members of the Board present in person or by proxy must agree to the determination.

Note: Clause 61 of the Constitution requires that a decision by the Board to censure a member must be passed by two-thirds of the members of the Board present in person or by proxy. Not all sanctions imposed by the Board will amount to a censure but, to the extent that any sanction does amount to a censure, the Constitution requires that it be passed as described.

22.16 There are no appeal rights from any determination made under this Policy, including a determination made under this clause 22.

23. Confidentiality

23.1 Subject to clause 23.2, unless this Policy expressly provides for matters under this Policy to be disclosed, those matters must remain confidential among those whose involvement is required to address the applicable matter.

23.2 Notwithstanding clause 23.1, a person who has received information under this Policy may disclose it:

- (a) with the written permission of the Board, the CEO or the Returning Officer;
- (b) for the purpose of obtaining professional advice;
- (c) if required by law; or
- (d) if the information is already in the public domain other than by reason of a breach of this Policy.

ATTACHMENTS

- Nomination Form



Annexure A

Pol 014 Nomination Form

1. Instructions

1.1 The election of the Vice-President of USANZ is governed by the Election of Vice-President Policy (the **Policy**). Capitalised terms in this Nomination Form that are not otherwise defined have the meaning stated in the Policy. References to clauses in this form, where not otherwise stated, are references to clauses of the Policy.

1.2 This Nomination Form is to be submitted by a Nominee for the position of Vice-President of USANZ.

1.3 The Nomination Form will not be valid unless each section is completed and signed, where specified.

1.4 Nomination forms must be delivered in person, forwarded by post or email, or submitted through a dedicated online portal administered by the Returning Officer, to the USANZ Returning Officer, no later than 5.00pm Australian Eastern Daylight Time (AEDT) on the closing date.

1.5 Returning Officer details:

Addressee: Tim Jones
Corpvote
Level 40, 140 William Street
Melbourne VIC 3000

Email: nominations@corpvote.com.au

1.6 Nominations received after the closing time and date will not be accepted.

2. Eligibility to Nominate, Propose or Second a Nomination

2.1 A Nominee must:

- (a) be a Voting Member of USANZ;
- (b) have no debt due to USANZ before the end of the Nomination Period; and
- (c) be assessed as being a person who is fit and proper to hold the position of Vice President, in accordance with the Policy.

2.2 A Nominee must make a declaration in relation to the Eligibility Factors set out in Clause 8.3 of the Policy.

2.3 If a Nomination does not comply with this Policy, the Returning Officer may determine that the Nomination is not a Valid Nomination.

2.4 A proposer and seconder must:

- (a) be a Voting Member of USANZ;



Annexure A

Nomination Form

- (b) have paid all debts due to USANZ at the time the Nomination is lodged;
- (c) not be a member of the USANZ Board of Directors; and
- (d) not also be the Nominee for that Nomination.

3. Candidate Statements

3.1 In accordance with Clause 7.10 of the Policy, the Nominee must provide a Candidate Statement with the Nomination Form. The Candidate Statement includes:

- (a) Vision Statement (of no more than 700 words);
- (b) Biography (of no more than 400 words); and
- (c) Photograph (jpeg or similar).

3.2 The Nominee's name, title and letters after their name to indicate qualifications, honours and memberships will not be counted in the word limit for the Candidate Statement. Normally hyphenated words will count as one word.

3.3 The Candidate Statement should be provided electronically in an MS Word document or similar, in black font only. The Candidate Statement may also be submitted through a dedicated online portal administered by the Returning Officer.

3.4 Candidate Statements will be published unedited (without altering spelling, punctuation or grammar) along with a note to the effect that the information was provided and authorised by the Candidate. If the Candidate Statement does not comply with Clause 7.10 of the Policy, only the content which falls within the word limit will be published.

3.5 Candidate Statements must be accurate, unlikely to mislead or deceive, and must not contain any defamatory statements.

3.6 The Candidate Statement is the only Campaign Material which may be produced, published, distributed or otherwise disseminated during the Election Period.

3.7 The only way in which a Candidate Statement may be published or distributed is by the Returning Officer to Voting Members as part of the Ballot Materials.

4. Proposal, Seconding and Nomination

Nominee full name:

Phone number:

Email:

Preferred Ballot name:

I, _____ and,
(Full name of Proposer in block capitals)

I, _____ hereby nominate:
(Full name of Seconder in block capitals)

_____ for election
(Full name of Nominee in block capitals)

as Vice-President of the Urological Society of Australia and New Zealand.

I, _____ consent to being
(Full name of Nominee in block capitals)

nominated for the role of Vice President of the Urological Society of Australia and New Zealand.

The Nominee confirms that they:

(please tick the boxes where statement applicable)

- are a Voting Member as per the meaning in the Policy; and
- have paid all debts due to USANZ at the time the Nomination is lodged.

Executed by Nominee:

Signature of Nominee

Date

The Proposer confirms that they:

(Please tick the box where statement applicable)

- are a Voting Member as defined in the Policy;
- have paid all debts due to USANZ at the time the Nomination is lodged;
- are not a member of the USANZ Board of Directors;
- are not the Nominee for this Nomination; and
- are aware that they must keep confidential the fact they have proposed the Nominee until the end of the Election Period.

Executed by Proposer:

Signature of Proposer

Date

The Seconder confirms that they:

(Please tick the box where statement applicable)

- are a Voting Member as defined in the Policy;
- have paid all debts due to USANZ at the time the Nomination is lodged;
- are not a member of the USANZ Board of Directors;
- are not the Nominee for this Nomination; and
- are aware that they must keep confidential the fact they have seconded the Nominee until the end of the Election Period.

Executed by Seconder:

Signature of Seconder

Date

5. Eligibility Factors

5.1 A Nominee must declare any Eligibility Factors in accordance with Clause 8.3 of the Policy.

5.2 Please indicate below whether any of the following Eligibility Factors apply to you:

- (a) Have you been convicted of an offence punishable by 12 months imprisonment or more under the law of Australia, New Zealand or any other country? Yes No



Annexure A

Nomination Form

- (b) Do you have any outstanding or undetermined criminal charges or proceedings against you? Yes No
- (c) Do you have any impairment that detrimentally affects, or is likely to detrimentally affect, your capacity to practise medicine? Yes No
- (d) Are you the subject of current conduct, performance or health proceedings, or a complaint, while registered under the *Health Practitioner Regulation National Law*, a corresponding prior Act, or the corresponding law of any jurisdiction in Australia, New Zealand or any other country, where those proceedings, or that complaint, are not finalised? Yes No
- (e) Have you had your registration as a medical practitioner in Australia or New Zealand, or any other country, cancelled, suspended, or made subject to a condition or restriction? Yes No
- (f) Have you been found to have breached the Royal Australasian College of Surgeons Code of Conduct or are you the subject of a current complaint alleging a breach of the Code of Conduct? Yes No
- (g) Have you had your right to practise withdrawn or restricted, at a hospital or another facility at which health services are provided, because of your conduct, professional performance or health? Yes No
- (h) Have you been disqualified from acting as a director in Australia under the *Corporations Act 2001* (Cth) or in New Zealand under the *Companies Act 1993*? Yes No
- (i) Are you aware of any other factor which may render you a person who is not fit and proper to hold the position of Vice President? Yes No

5.3 Please attach to the Nomination Form any additional information or documents you wish to provide, in relation to any applicable Eligibility Factor, to assist the Returning Officer to determine whether you are Eligible to be a Nominee.

(Where an Eligibility Factor applies to you) Have you attached any additional information or documents in relation to any applicable Eligibility Factor? Yes No

6. Declaration of Nominee

6.1 I have read and understood the USANZ Election of Vice President Policy.

Note: It is required that Nominees have actually read and understood the Policy, not merely declared that they have. If you have not yet done so, please do so before signing this declaration.

6.2 I agree to be bound by and comply with the Policy, the Constitution and the determinations of the USANZ Board and the Returning Officer. In particular I acknowledge that:

- (a) The Returning Officer will determine whether I have submitted a Valid Nomination (clause 9.1);
- (b) Nominees and Candidates are prohibited from Campaigning in the Election or from inducing any other person to campaign on their behalf (clause 13). Campaigning includes any communication or other action with the substantial purpose of trying to persuade or otherwise increase the likelihood of a Member voting for the Nominee or Candidate, or not voting for another Nominee or Candidate. Prohibited methods of Campaigning include through oral communication, recorded media or social media;
- (c) The Candidate Statement is the only Campaign Material which may be produced, published, distributed or otherwise disseminated during the Election Period. Candidate Statements may only be published, distributed or otherwise disseminated to Voting Members by the Returning Officer with the Ballot Materials (clause 13.1);
- (d) The Candidate Statement must be accurate, unlikely to mislead or deceive, and must not contain any defamatory statements (clause 7.11);
- (e) Candidates must conduct themselves with a high standard of propriety, courtesy, collegiality and respect (clause 14.1); and
- (f) Any breach of the Policy, regardless of the nature or extent of the breach, may result in a sanction being imposed upon me, which may include the termination of my Nomination (clause 22).

6.3 I declare that the information provided by me in the Nomination Form is true and correct to the best of my knowledge and belief. I understand that if I knowingly provide false or misleading information in the Nomination Form:

- (a) I will be in breach of the Policy and subject to sanction in accordance with the Policy and the USANZ Constitution; and
- (b) If I am the successful Candidate, the Board may invoke clause 18.3 of the Policy to declare my election invalid.

6.4 I agree to USANZ handling my personal information associated with being a Candidate, in accordance with the Policy, for the purpose of conducting the Election. I understand that USANZ's Privacy Policy (www.usanz.org.au/privacy-policy/) contains more information about



Annexure A

Nomination Form

how USANZ handles personal information, including how to access and correct my personal information, and USANZ's complaints handling procedures.

Executed by Nominee:

Signature of Nominee

Date