

# Regulations

## Board Elections



<b>Authorising Body:</b>	Board
<b>Responsible Committee:</b>	Corporate Governance and Risk Committee
<b>Responsible Department:</b>	OPCEO - Governance
<b>Document Code:</b>	<b>REG Board Elections</b>

### Purpose

This Regulation determines the rules and procedures for the election of the Royal Australian and New Zealand College of Psychiatrists' (RANZCP) Board, including President Elect; Elected Directors and Appointed Directors.

The purpose of this document is to:

- a) provide a fair and transparent process for College Fellows' participation in the election and appointment of Board members and Office Bearers.
- b) apply democratic and collegiate principles to the nomination and election of Board Members and Office Bearers.
- c) provide guidance for the election and appointment of appropriately qualified Fellows of the College to the role of President Elect and Elected Director and to appoint Appointed Directors (as required).

When undertaking Board elections, the College's Constitution should be read in conjunction with this Regulation, and the Board Election Campaign Activities Policy.

This Regulation shall prescribe the election process. However, minor procedural or administrative errors may occur from time to time but will not impact the validity of the election.

### Background

The Board ("Board") of the Royal Australian and New Zealand College of Psychiatrists (RANZCP) is the governing and policy making body of the College. It has statutory/compliance responsibilities in accordance with the Corporations Act 2001, the Australian Charities and Not-for-profits Commission (ACNC) Act 2012, the College's Constitution and its Regulations. It is elected in accordance with the College's Constitution, Board Regulations and Board Election Regulations, with each member of the Board being a Director of the Company.

## SECTION A ELECTION OF THE PRESIDENT ELECT AND ELECTED DIRECTORS

### 1. Composition of the Board

- In accordance with Article 9.1 of the Constitution, the Board shall consist of a minimum of seven College Fellows, one of whom must be from New Zealand and one of whom must be from Australia.
- President
- President Elect
- A minimum of five Elected Directors.

The Board may also appoint up to two Appointed Directors to fill identified skill gaps.

### 2. Election Eligibility

Refer to the Position Description for President, President Elect and Board Member for selection criteria and desirable qualities.

Fellows are not eligible for election or to fill a casual vacancy if:

- a) There has been a finding of professional misconduct, unprofessional conduct or impairment by an Authority as defined by the Constitution, or they are the subject of a complaint which has the capacity to bring the College into disrepute.
- b) Their membership has been terminated by the College or they are not a current financial member of the College.
- c) They have been disqualified from being a company director in any jurisdiction.

### 3. Nomination and Advertising Procedure

- a) Nominations will be called for from the Fellowship by electronic direct mail and via College publications, in accordance with the timeline approved by the Corporate Governance and Risk Committee.
- b) Fellows who fulfill the selection criteria may be nominated to stand for election to the Board.
- c) All nominations must be on the prescribed Nomination Form. Each nomination must be signed by the candidate (nominee) and supported by two Fellows. Current Board Directors may propose or second a candidate's nomination.
- d) The candidate's, i.e. nominee's completed nomination form must be submitted together with:
  - **CV (Resume)** – *published on the College's website, election provider's website and in College publications*  
Up to 2 pages – Arial 11pt – (word and pdf versions to be provided), containing a mobile number and an email address that Fellows may use to contact the candidate.
  - For privacy purposes, the CV **must not** include the candidate's date of birth, medical registration number, home or work address.
  - A. Supporting Statement** – *published on the College's website, election provider's website and in College publications*
    - Up to 1200 words – Arial 11pt – (word and pdf versions to be provided) containing a mobile number and an email address that Fellows may use to contact the candidate.
    - For privacy purposes, the Statement **must not** include the candidate's date of birth, medical registration number, home or work address.

- The Statement should outline the candidate's:
    - relevant skills and experience for the Board role
    - their suitability for the position
    - the values that they can add to the Board, and
 any other relevant information in support of their candidacy.
- B. Candidate's photo** – *maybe published on the College's website, election provider's website and in College publications for the purpose of the election*

- passport style
- high resolution, and jpg format.

- e) Nominations must be submitted to the Election Officer by the stipulated date.
- f) It is the responsibility of the nominee to ensure the nomination complies with these Regulations.
- g) If the nomination does not meet the criteria outlined above, the nomination will be incomplete.

#### 4. Receipt and Review of Nominations

##### A. Receipt of Nominations

- a) The College will review each Nomination Form, supporting documentation and selection criteria to ensure compliance.
- b) All nominations will be checked against the Australian Securities and Investment Commission (ASIC) banned and disqualified company directors' register and the New Zealand Companies Office register. If a candidate is listed as being ineligible, their nomination will be ineligible and rejected. The Company Secretary and/or Election Officer will advise the CGRC and the candidate will be informed.
- c) Complete nominations will be acknowledged in writing by the College.
- d) If the nomination is defective, the College will contact the candidate to remedy the nomination, prior to the close of nominations.
- e) Any nominee who is unable to submit their nomination during the nomination period, may forward their nomination to the College two (2) weeks prior to the official nomination period opening.
- f) Any nomination received by courier or mail, after the official closing date will be declared invalid and rejected, excepting where the envelope is post marked three (3) days prior to the closing date.
- g) Any nomination received by email or fax, after the official closing date for receipt of nominations will be declared invalid and rejected.

##### B. Nomination Withdrawal

- a) A candidate may withdraw their nomination at any time during the election period. The notification must be in writing and addressed to the Company Secretary.
- b) Should the withdrawal result in less than the required number of nominees to fill the number of Elected Director positions, the nomination period will be extended for a further two (2) weeks and the position(s) will be re-advertised.
- c) Should the withdrawal result in only one (1) nomination for the position of President Elect, the nomination period will be extended for a further two (2) weeks and the position will be re-advertised as per the advertising procedure listed above.
- d) Should the withdrawal result in nil nominations for any Board position i.e. President Elect or Elected Director, 4C "Insufficient Nominations" of this Regulation will apply.

### **C. *Insufficient Nominations***

- a) If nil nominations have been received by the College for any Board position, two (2) weeks prior to the closing date for receipt of nominations, the CGRC will be notified and a reminder sent to the Fellowship.
- b) If nil nominations or one nomination has been received for the position of President Elect after the closing date for receiving nominations, the CGRC will be notified. The nomination period will be extended for a further two (2) weeks and the position will be re-advertised.
- c) In the event that after extending the nomination period for a further two (2) weeks, nil nominations have been received for the position of President Elect, the Board shall appoint a current Elected Director (at the time the office of President Elect falls vacant) to undertake the duties of the President Elect until an election for the position of President Elect is held.
- d) After extending the nomination period for a further two (2) weeks, and only one (1) nomination has been received, that Fellow nominating will be duly elected to the position of President Elect.
- e) If insufficient nominations or the required number of nominations have been received for the number of Elected Director positions, after the closing date, the CGRC will be notified. The nomination period will be extended for a further two (2) weeks and the position(s) will be re-advertised.
- f) If, after the closing date for the receipt of nominations, the nominations received do not comply with Article 9.1 of the Constitution, the nomination period will be extended for a further two (2) weeks and advised via electronic direct mail and relevant College publications. The Fellowship shall be informed of the need for either an Australian or New Zealand Fellow.
- g) In the event that after extending the nomination period for a further two (2) weeks (in accordance with section e) outlined above), the number of Elected Director nominations received equals the number of Elected Director positions falling vacant and the requirement of Article 9.1 has been met, those Fellows nominating will be deemed duly elected and there will be no requirement to proceed to a vote by the Fellowship.
- h) In the event that after extending the nomination period for a further two (2) weeks, and only one nomination has been received from either Australia or New Zealand, that Fellow nominating will be deemed duly elected there will be no requirement for that candidate to be listed on the ballot paper for voting by the Fellowship.
- i) Following the extension of the nomination period and in the event that the composition of the Board is not met in accordance with Article 9.1, the Board may appoint a Fellow(s) to the Board.
- j) The Board, within its delegated authority, may make any determination to ensure compliance with Constitutional requirements.

### **D. *Close of Nominations***

- a) If, after the closing date for the receipt of nominations for Elected Directors, only one nomination has been received from New Zealand, that candidate shall be duly elected and there will be no requirement for that candidate to be listed on the ballot paper for voting by the Fellowship.
- b) At the expiration of the time for receiving nominations, the College shall prepare a list of all persons who nominated for the position of President Elect and Elected Director, including their country of origin and proposer/seconder details. This list will be submitted to the CGRC for its sign off.
- c) If a member of the CGRC has a material personal interest in the nomination process, they shall be excluded from any CGRC discussions in relation to the nomination and election processes.
- d) All nominees meeting the selection criteria and providing a duly completed Nomination Form, CV, Supporting Statement and photo, will be accepted as an election candidate. Nominees that do not meet **the above requirements** will not be accepted.
- e) Following CGRC sign off, the College will acknowledge in writing, acceptance of a candidate's nomination, and a list of nominations received will be published on the College website and in relevant College publications.

- f) The College will contact each eligible candidate to co-ordinate the production of the candidate's video (President Elect only) for election campaign purposes.

## 5. Election Campaigning

Candidates may undertake election campaigning in accordance with Board Election Campaign Activities Policy. Campaigning may only commence after nominations have closed and the College has published the list of election candidates. The College (including, but not limited to the Board, a committee, staff) must not endorse specific candidates.

## 6. Eligibility to Vote

Every Fellow who is a current member of the College is entitled to vote.

## 7. Distribution of Nominations to the Fellowship for Voting

The distribution date and closing date for the vote will be set by the Corporate Governance and Risk Committee in accordance with Article 7.9 of the College's Constitution.

Voting will be coordinated by an external election provider, appointed by the Company Secretary and conducted online, in accordance with relevant College Regulations. Postal packs will be arranged for those Fellows who do not have an email address registered with the College.

### Ballot material

Each eligible Fellow, will receive or be provided access to the following candidate(s)' material:

- CV
- Supporting Statement
- Photo
- Election campaign video (President Elect election only)
- Name of the candidate's proposer and seconder
- An Explanatory Memorandum from the Company Secretary – candidate details, voting method, voting instructions, count method, closing date for voting and other relevant election details.
- Ballot Paper.

Each Fellow who is eligible to vote and has an email address recorded with the College, will be sent an email including details about provision of access to the above material online. Fellows, who **do not** have an email address recorded with the College will receive the above material, by mail, but for the video.

### Ballot paper details

The external election provider will conduct the random draw for the candidate names to appear on the ballot paper (online and paper version). The method used to conduct the draw will be a double blind random draw.

The ballot paper must contain the following information:

- a) The position being elected i.e. President Elect or X Elected Directors
- b) The names of the candidates, including their country of origin
- c) Clear instructions on the method of voting and the count method
- d) Closing date for the receipt of ballots.

## 8. Election Methods – Voting and Counting

### ***President Elect***

The method chosen will be dependent upon the number of nominating candidates.

- Three or more candidates: the voting and counting methods will be Full Preferential. Refer to Appendix A for the count method prescription.
- Two Candidates: the count method will be first past the post, with the requirement for voters to mark their ballot with one (1) mark (tick/cross) against the name of the one (1) candidate to be elected.

### ***Elected Director (Five (5) Directors)***

The voting method will be Optional Multiple Preferential, with the requirement for voters to mark their ballot to the number to be elected and the counting method will be Multiple preferential.

## 9. Election Oversight and Results

Oversight of the elections will be undertaken by the Company Secretary and the CGRC and will be administered by College staff and the Returning Officer.

### ***a) Informal (Invalid) Ballots***

Any ballot paper (either electronic or hard copy) shall be declared informal/invalid and not counted if:

- received after 1700 hours AEST/AEDT on the closing date
- it does not comply with the voting instructions specified.

### ***b) Oversight of the Elections***

The Company Secretary will:

- Oversee the election process in conjunction with the Returning Officer and College staff.
- In conjunction with the CGRC ensure audit the results and sign off the results.
- Advise the CGRC and Board of the results.

The external election provider undertakes to ensure the accuracy of the results provided to the Company Secretary. Specifically, the external provider shall engage a third party auditor to ensure the correct vote and count methods are applied and that the results provided to the Company Secretary are accurate.

### ***c) Declaration and Communication of Results***

- In the event that Article 9.1 is not met, at the conclusion of the count, the candidate from the unrepresented country with the highest standing in the count will replace the candidate with the lowest standing in the count, who would have been the last elected Director.
- The declaration of results for the position of President Elect and Elected Directors will be in accordance with Articles 7.1.4, 7.9 and 9.3 of the College's Constitution.
- Upon receiving the election results from the external election provider, the Company Secretary in consultation with the CGRC, will review the results and documentation to ensure compliance.
- The Company Secretary will advise the Board of the election results for sign off and all candidates will be notified of the ballot result, by the Company Secretary.
- Members will be notified of the results, within three (3) weeks of the conclusion of the count.
- The results will be formally declared at the College's Annual General Meeting.

## 10. Complaints

In the event of a Member disputing the validity or conduct of the ballot or wishing to raise a formal complaint, a Member must give notice to the College as per Article 7.9.6 of the College's Constitution. The dispute will be considered in accordance with Article 7.9.6 of the College's Constitution and the Membership Conduct Committee Procedure for reviewing Board election complaints.

## 11. Casual Vacancy

### ***President***

In accordance with Article 9.5.1 of the Constitution, a casual vacancy arising in the office of the President will be filled by the President Elect. The office of President Elect will then be subject to election as per Article 9.3.1 (e) and this Regulation.

### ***President Elect***

- a) If a casual vacancy arises in the office of the President Elect because the President Elect filled a casual vacancy arising in the office of the President, the position of President Elect will be filled by an Acting President Elect, which will be subject to election and this Regulation as outlined below:
  - i. If the remaining term for the President was **less than twelve (12) months**, the Acting President Elect will be **elected by the Board**, from nominations received from the Fellowship. The Acting President Elect will only hold this position until the completion of the President's remaining term, and the position will then be subject to election as per Article 9.3.1 of the College's Constitution and this Regulation. The Acting President Elect would be eligible to stand for election for the position of President Elect, and the period of time served as Acting President Elect would not count towards the term of President Elect.
  - ii. If the remaining term for the President was greater than twelve (12) months, the Acting President Elect will be elected by the Fellowship, from nominations received from the Fellowship. The Acting President Elect will hold this position until the completion of the President's remaining term, and the position will then be subject to election as per Article 9.3.1 of the College's Constitution and this Regulation. The Acting President Elect would be eligible to stand for election for the position of President Elect, and the period of time served as Acting President Elect would not count towards the term of President Elect.
- b) If a casual vacancy in the office of the President Elect arises other than as a result of a casual vacancy in the office of the President, the office of the President Elect will be subject to election as per Article 9.3.1 (e) and this Regulation.
- c) Until the position of Acting President Elect is filled, the Board may hold an emergency meeting to appoint an Elected Director to fill the role of Acting President Elect.

### ***Elected Directors***

- d) Where a casual vacancy arises in the office of an Elected Director (excluding Office Bearers), the Board shall appoint another Fellow for the remainder of the term, in accordance with this Regulation and Procedure for appointing a casual vacancy (Elected Director) to the Board.
- e) Nominations will be called for from the Fellowship.
- f) At the expiration of the time, the Election Officer shall prepare a list of nominees.
- g) The list of names and supporting documentation will be submitted to the Board for review and voting.
- h) The count method will be first past the post. In the event of an equal number of votes, the Company Secretary shall manage priority by lot.

The Board will be responsible for:

- Reviewing each nomination against the established selection criteria listed in the Position Description for that position
- Determining if the candidate meets the above criteria; and if deemed appropriate

- Voting and making an appointment
  - Advising the successful and unsuccessful candidates, under the signature of the Company Secretary
- Informing the Membership via relevant College publications.  
If the Board chooses not to make an appointment, the position will be re-advertised.

## **SECTION B      APPOINTED DIRECTORS**

The Board may decide to appoint up to a maximum of two (2) additional Directors in accordance with Article 9.3.3 (a) of the Constitution, to fill identified skill and knowledge gaps on the Board.

College Fellows, Affiliates, Trainees (Associates) and non-Members are eligible to be appointed to the position of Appointed Director.

The process for filling the Appointed Director position(s) will be determined by the Board. Each applicant will be required to submit a CV to the Board.

The Position Description for a Board Member will list the selection criteria.

A person is not eligible to be appointed if:

- a) There has been a finding of professional misconduct, unprofessional conduct, or impairment by an Authority as defined by the Constitution, or they are the subject of a complaint which has the capacity to bring the College into disrepute.
- b) If a member of the College, their membership has been terminated by the College or they are not a current financial member of the College.
- c) Their membership has been terminated by a relevant professional body.
- d) They have been disqualified from being a company director in any jurisdiction.

The Board will be responsible for:

- Reviewing each nomination against the established selection criteria in the Position Description;
- Determining if the candidate meets the above criteria; and if deemed appropriate;
- Making an appointment based upon the skills and knowledge of the individual candidate and the skills required for the position.

Should the Board choose to make an appointment, the Board shall:

- Advise the successful and unsuccessful candidates, under the signature of the President
- Inform the Membership via relevant College publications.

If an Appointed Director resigns prior to the completion of their term, the Board shall determine the need to replace the position.

**Associated Documents:**

- RANZCP Constitution
- Board Regulations and Board constituent committee Regulations
- Board Position Descriptions and Board constituent committee Position Descriptions
- Board Induction Handbook/Manual
- Deed of Undertaking in Relation to Confidential Information and Conflict of Interest
- RANZCP Code of Ethics, Code of Conduct, Governance Chart, Conflict of Interest Guideline
- Corporations Act 2001 and ACNC Act 2012
- Membership Conduct Committee Regulations
- Membership Conduct Committee Procedure for reviewing Board election complaints
- Policy – Board Election Campaign Activities
- Guideline – Services to be provided in relation to undertaking the ballot for Board elections
- Procedure – Appointment of a casual vacancy (elected Director) to the Board

**Definitions:**

In this Regulation:

“Act” means the Corporations Act 2001 (Cth).

“Affiliate” means a Member admitted pursuant to Article 3.5.

“Annual General Meeting” means the Annual General Meeting of the College held in accordance with the Constitution of the RANZCP.

“Appointed Director” has the meaning given to that term in Article 9.3.3.

“Article” means an article of the College’s Constitution.

“Associate” means a Member admitted pursuant to Article 3.4.

“Board” means the board of the Colleges established under the RANZCP Constitution, each member of which shall be a Director of the College.

“Casual Vacancy” means a position vacated during that person’s term.

“College” means The Royal Australian and New Zealand College of Psychiatrists.

“Community” means consumer, carer, Aboriginal and Maori people.

“Company Secretary” means the company secretary appointed by the Board for the purposes of the Act.

“Constitution” means the Constitution of The Royal Australian and New Zealand College of Psychiatrists as amended from time to time.

“CGRC” means the College’s Corporate Governance and Risk Committee.

“Director” means any person occupying the position of Director of the College, including the President and the President Elect.

“Elected Director” means a Director pursuant to Article 9.1.1 to 9.1.3.

“Election Campaigning” means an organised effort which seeks to influence the decision making process within a specific group.

“Election Officer” means the staff member responsible for the management and administrative oversight of the election process.

“Electronic direct mail” means an electronic mailing, sent all at once to a large mailing list.

“Fellow” means a Member who holds Fellowship of the College pursuant to Article 3.3.

“Fellowship” means all Fellows of the College.

“Legal Counsel” means the staff member responsible for the administrative oversight of the Membership Conduct Committee.

“Lot” means random draw (electronic or out of a hat).

“MCC” means the College’s Membership Conduct Committee.

“Membership” means all Members of the College.

“President” means the person for the time being elected to that office.

“President Elect” means person for the time being elected to the office of President Elect or Acting President Elect, as the case may be.

“Psyche” means the College’s electronic newsletter.

“Returning Officer” means the person appointed by the external election provider who is responsible for the management and administrative oversight of the ballot process.

“RANZCP” means The Royal Australian and New Zealand College of Psychiatrists.

“Regulation” means a regulation made by the Board in accordance with the Constitution.

“Scrutineer” means the person(s) responsible for examining the votes.

“Statutory Declaration” means a written statement that allows a person to declare something to be true.

## APPROVAL / REVISION RECORD

<b>Contact:</b> Senior Manager, Corporate Governance and Risk			
<b>Date</b>	<b>Version</b>	<b>Approver</b>	<b>Description</b>
17/11/2012	1.0	GC2012/4 R48	New document
08/02/2012	1.1	Exec Officers	Out of session agreement for minor updates to clarify the voting procedure
21/10/2014	2.0	Board Out of Session Vote	Inclusion of Board decisions – B2014/3, B2014/4, B2014/5 and B2014/6
24/9/15	2.1	CGRC	Updating the vote and count methods as per B2015/5
21/10/15	2.2	Board Out of Session Vote	Updated to reflect duly elected candidates and the call for nomination process to meet Article 11.1
26/10/15	2.3	Board Out of Session Vote	Updated to reflect the requirement for the Board to be constituted. Clauses C g) and h) included.
4/12/15	2.4	Manager, Governance	Amended Appendix A to clarify that the multiple preferential system is effective from 2018 onwards. This reflects section 8 of the Regulations.
25/2/16	2.5	B2016/1 R37	Updated to include clauses a) and f) under D ‘Close of Nominations’.
6/10/16	2.6	Board out of session Vote	Amended to clarify the vote and count methods and to confirm the steps to be undertaken if nil or only 1 nomination is received for the President Elect after the extension period of calling for nominations.
6/10/17	2.7	Senior Manager, Governance	Updated to reflect article numbers under the Constitution.
11/8/18	3.0	B2018/5 R23	Updated to reflect administrative changes associated with the election process and clarifying the College’s role in the election process.
<b>2020</b>	<b>NEXT REVIEW</b>		

## Prescription of Count Methods

### Full Preferential System

This system is used for counting the votes to elect the President Elect (three or more candidates)

1. In this system, a voter is required to indicate a preference for each candidate on the ballot paper or ballot screen by using the numbers 1, 2, 3 etc up to the number of candidates (Full Preferential).
2. A candidate must poll an absolute majority (i.e. in excess of 50%) of all formal votes to be elected.
3. If, after all first preference votes have been counted, no candidate has obtained an absolute majority of all formal votes, then the candidate with the fewest number of first preference votes is excluded (First preference votes are the number 1s). That excluded candidate's second preference votes are then distributed to the remaining candidates.
4. If, after that exclusion, no candidate has obtained an absolute majority of formal votes, the next remaining candidate with the fewest votes is excluded and ALL of his or her votes (i.e. first preference votes PLUS those votes received from the first excluded candidate) are distributed to the remaining candidates.
5. The above process is continued until one candidate obtains an absolute majority of formal votes and is elected.
6. If at any exclusion, the next available preference is for a previously excluded candidate, then that preference is disregarded and the vote is distributed to the continuing candidate for whom the next available preference is shown.

### Multiple Preferential System

This system is used for counting the votes to elect the Elected Directors.

1. The multiple preferential systems accomplishes with one ballot, the election of more than one candidate by a majority number of electors who cast formal votes.
2. Voters are required to mark their preference at least to the number to be elected. Preferences are to be expressed on the ballot paper or ballot screen by using the numbers 1, 2, 3 etc.
3. Votes are classified into two categories:
  - Preferences marked on a ballot paper or ballot screen up to the number of candidates to be elected are called primary votes. They have equal value and are credited to the candidate for whom they are cast, whether they are marked 1, 2, 3 etc. up to the number of candidates to be elected. For example, where 2 candidates are to be elected, preferences 1 & 2 are primary votes of equal value.
  - All preference votes beyond those primary votes are called secondary votes and rank according to their numerical number.
4. The primary votes for each candidate are counted and the candidate having the fewest number of primary votes is excluded from the count and his/her preferences are distributed among the continuing candidates.
5. Ballots on which an excluded candidate has obtained a primary vote are examined and distributed to continuing candidates according to the first of the available secondary votes expressed on each ballot paper. For example if there are two candidates to be elected, the votes of an excluded candidate will be distributed to the third ranked preference on their ballot. When the distribution of those secondary votes has been completed and new progressive totals obtained for each remaining candidate, the candidate then having the fewest number of votes is next excluded and his/her next available preferences distributed.
6. All ballots in the possession of a candidate at the time of his/her exclusion are transferred to continuing candidates according to the next available preference. This process of exclusions is continued until only the number to be elected remains in the count.
7. At all times care must be taken to ensure that a ballot is not transferred to any continuing candidate more than once.