

# Procedure

## Appointment of a Casual Vacancy to the Board



### PURPOSE

This Procedure outlines the process for appointing a casual vacancy on the Board.

### BACKGROUND

A casual vacancy occurs when a position becomes vacant before the expiration of the term for which the holder was elected. A successor shall be appointed to the position of Casual Vacancy from the date of their appointment, until the expiration of the original term, in accordance with Article 9.5.2b of the Constitution. The period of time served as a casual vacancy will not be counted towards a period of office.

If a Director, who is the sole New Zealand based Director, resigns from the Board, a Fellow who resides in New Zealand will be appointed to the Board to ensure that the Board meets its Constitutional requirements.

If the President Elect resigns, a current Director(s) will support the responsibilities of the President Elect and an election will be held in a timely manner.

A casual vacancy on the Board can apply to the office of:

- President
- Elected Director.

Any Casual Vacancy arising on the Board is to be appointed in accordance with Articles 9.3, 9.4 and 9.5 of the RANZCP Constitution (“**Constitution**”) relevant to the applicable office (position). Parts of the Constitution are referenced in the below Procedure.

### PROCEDURE

#### President

In accordance with Article 9.5.1 of the Constitution, any casual vacancy in the office of President shall be filled by the President Elect. The period of time served as a casual vacancy will not be counted towards a period of office. The office of President Elect will then be subject to election as per Article 9.3.1(e) of the Constitution and the relevant Regulations and procedures.

Dependent upon the circumstances by which the position of President becomes a casual vacancy, the Board on advice from the Company Secretary may determine the most appropriate method of appointment where it is not provided for.

#### President Elect

Any casual vacancy in the office of President Elect shall be filled by election in accordance with Article 9.3.1(d) or 9.3.1(e) of the Constitution.

- a) If a casual vacancy arises for 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, as per Constitution Article 9.3.1 (e), which will be subject to election, as outlined below:
  - i. If the remaining term for the President was less than 12 months, the Acting President Elect will be appointed by the Board from nominations received from the Fellowship.
  - ii. If the remaining term for the President was greater than 12 months, the Acting President Elect will be elected by the Fellowship from nominations received from the Fellowship.

- iii. 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 Constitution.
- 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).
- 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 Director (Excluding President and President Elect)**

Where a casual vacancy arises in an Elected Director position, either by an Elected Directors resignation or their election to President Elect, the Board will appoint another Fellow to fill the vacancy for the remainder of the term as per Article 9.5.2 of the Constitution.

#### **1. Call for nominations and advertising**

- a) Nominations will be called for from the Fellowship.
- b) The call for nominations will be open for approximately 2 weeks.
- c) The casual vacancy commencement date and term duration will be identified.
- d) Nominations must be submitted via the prescribed electronic Nomination Form and be supported by a Proposer and Secunder who are Fellows of the RANZCP.
- e) The Candidates nomination form must be submitted together with the following material in support of their nomination:
  - CV (no more than 2 pages, Arial 11 pt)
  - Supporting statement (up to 1200 words, Arial 11 pt). The statement should outline the candidates:
    - 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.
  - High resolution photo.
  - The CV and supporting statement must not include the candidate's date of birth and personal/referee details.
- f) Candidates must complete a Disclosure Statement, disclosing any financial interests and conflicts of interest which may be actual, potential or be perceived to conflict, with their role as an Elected Director.
- g) Nominations must be submitted to the Election Officer by the stipulated date in the call for nominations.
- h) It is the responsibility of the candidate to ensure the nomination complies with this Procedure.
- i) If the nomination does not meet the criteria outlined above, the nomination will not be accepted.

#### **2. Receipt and review of nominations**

- a) The College will review each candidate's nomination documentation to:
  - Ensure the nomination meets the selection criteria outlined in the Position Description.
  - Ensure a Candidate has not been banned or disqualified by checking the Australian Securities and Investment Commission (ASIC) banned and disqualified company

directors' register, the New Zealand Companies Office (NZCO) Banned Directors register, and the Australian Charities and Not-for-Profit Commission (ACNC) Disqualified Persons Register.

- b) If a candidate is ineligible as they were deemed to not meet the above requirement, their nomination will not be accepted.
- c) The College will undertake best endeavours to remedy any incomplete nominations.
- d) Nominations received after the closing date and time will be deemed invalid.
- e) The Election Officer will acknowledge receipt of all nominations and prepare a list of nominations and supporting material for the Company Secretary's sign-off.

### **3. Nomination withdrawal**

- a) A candidate may withdraw their nomination up until the Board makes its appointment decision. The withdrawal must be in writing and addressed to the Company Secretary.
- b) Should the withdrawal result in only 1 nomination for the Casual Vacancy position, the Board may determine to extend the nomination period for up to 2 weeks.
- c) Should the withdrawal result in nil nominations Section 4 "Insufficient Nominations" of this Procedure will apply.
- d) If a candidate withdraws their nomination after the Board has made its appointment decision the Board will revisit their appointment decision with the remaining candidates.

### **4. Insufficient Nominations**

- a) If the number of nominations received does not meet the requirements, or only one or nil nominations are received by the closing date for receipt of nominations, an extension may be applied.

### **5. Appointment**

- a) The nominations and supporting documentation will be submitted to the Board.
- b) The Board may hold a meeting to discuss nominations and voting will be undertaken via a secret ballot.
- c) The ballot will be held amongst all current voting Board members.
- d) The voting method will be first past the post. In the event of an equal number of votes, the priority shall be determined by lot by the Company Secretary in the presence of the Governance Manager.

### **6. Declaration and communication of results**

- a) All candidates will be notified of the Board decision by the Company Secretary.
- b) The successful candidate will be declared to the membership, and their term will commence at the advertised date.

### **7. Grievances**

- a) In the event a grievance being raised with regard to the Procedure, the individual is to the address their grievance, in writing, to the Company Secretary who will review the matter and manage in accordance with appropriate processes.

### **8. Resignation of a Director, Casual Vacancy**

- a) If Director, Casual Vacancy, resigns prior to the completion of their term, the Board shall appoint another Director, Casual Vacancy, in accordance with this Procedure.

## Associated Documents

- RANZCP Constitution
- Corporations Act 2001, and ACNC Act 2012
- Board Regulations and Board constituent committee Regulations
- Board Elections Regulation
- Position Descriptions (President; President Elect; Elected Director; Appointed Director, Trainee)
- Board Induction Manual
- RANZCP Code of Ethics and Code of Conduct

## REVISION RECORD

<b>Contact:</b>	<b>Company Secretary</b>		
<b>Authorising Body:</b>	Board		
<b>Responsible Committee:</b>	Corporate Governance and Risk Committee		
<b>Document Code:</b>	PRC Appointment of a Casual Vacancy to the Board Procedure		
<b>Date</b>	<b>Version</b>	<b>Approver</b>	<b>Description</b>
9/12/14	1.0	Board – out of session	New document
20/7/18	2.0	CGRC	Revised to capture all positions on the Board that can have a casual vacancy, not just that of an Elected Director becoming the President Elect. Revisions based on already approved documents.
10/1/24	2.1	Company Secretary	Revised to reflect current practice and focus on Director casual vacancy procedures and current practices.
<b>NEXT REVIEW: 2026</b>			