



# CANDIDATE CODE OF CONDUCT BY-LAW

## ELECTION OF RACP DIRECTORS AND MEMBERS OF COLLEGE BODIES

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<b>Approved by</b>	RACP Board
<b>Effective Date</b>	27 October 2023
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<b>Relevant legislation/codes/ RACP Constitution</b>	RACP Constitution
<b>Related by-laws/ policies/procedures/guidelines</b>	Nomination and Election Process for the Board of the College and its College Bodies By-law
<b>Applicability</b>	Australia and Aotearoa New Zealand

# CANDIDATE CODE OF CONDUCT BY LAW

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## 1. INTRODUCTION AND PURPOSE

All Members of the College must observe and maintain the highest standards of behaviour, ethics, and treat all Members of the College community with fairness, dignity, and respect.

This Candidate Code of Conduct By Law is made under Clause 7.4.2(g) of the RACP Constitution and sets out the required standards for Members who stand for election to the position of Director of the College or any other elected position on a College Body.

The Candidate Code of Conduct does not anticipate every conduct related challenge that might arise, and it is not intended to be exhaustive. In the event that any Member is uncertain as to how to act in any situation within the scope of this Candidate Code of Conduct, they should contact the CEO, the President or, if the President is conflicted, the President Elect or the Company Secretary. Where any conflict occurs between any other College By-laws concerning the process for the election of Members of the Board of the College or any other elected position on a College Body, this By-Law will take precedence.

## 2. APPLICATION

2.1. This Candidate Code of Conduct (CCoC) applies to all Members of the College who nominate as a candidate for election to a position of Director on the Board of the College or other elected position on a College Body and other Members who provide support or assistance to Members who nominate as a candidate for an elected position on the Board of the College or other College Body. It does not apply to employees or contractors of the College.

2.2. Individual Members (including current Office Holders and Directors) may support and assist Candidates standing for election to any College Office Holder or Director position, using their own resources, and consistent with the terms of the Nominations and Election By-law.

Current Office Holders and Directors must not use their position to endorse or support any particular Candidate, but can participate in any election as a Member of the College including the provision of support and assistance to any Candidate provided such support and assistance is consistent with the terms of the Nominations and Election By-law.

2.3. The obligations set out in this CCoC apply to any situation where there is a connection with the College and/or where a Member's behaviour adversely impacts, or has the potential to adversely impact, the College election process and procedures including actions or behaviour:

- a) during College activities, including meetings of College Bodies and any dealing with other Members, employees, trainees and other stakeholders;
- b) at College related events, including social events; and
- c) in any public or private group forum outside the College including social media.

2.4. To be eligible to stand for election as a Director on the Board of the College the member candidate is required to sign a copy of this CCoC and lodge with the College (or as otherwise directed) their signed Nomination Form and any other candidate information.

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## 3. THE CODE

### 3.1. Conduct and behaviour

Members who **nominate as a candidate for election to a position of Director on the Board of the College or other elected position on a College Body** must:

- a) Not comment on other candidates, past or present College Boards or College Bodies,
- b) Not comment on College staff,
- c) Not encourage others to make comments about any of the above, on the candidate's behalf,

Be positive and focus on what their value as a candidate can bring to a future Board, and can offer the College:

- d) Operate as an independent candidate, not as part of a ticket or voting block,
- e) Conduct themselves at all times in a manner befitting a RACP Board candidate, and
- f) Agree to abide by any rulings given under this CCoC by the Board which are final and binding.

### 3.2. Equal access to College resources

During the College election period, the College may at its discretion provide to all member candidates the opportunity for the College to circulate to all Members appropriate election material received from each candidate to promote their candidature.

Each eligible candidate, will be entitled to:

- a) Offer an initial maximum 500 word candidate statement of themselves, including a photo if desired, detailing why they are nominating for the Board or College Body, their background and what skills or experience they offer relevant to the Position Description. This profile will form a candidate statement that will be issued to all Members via email.
- b) Have the candidate statement and photo (if provided) added to a candidate section of the RACP website or external hosted election website.
- c) Supply a maximum 250 word update by Wednesday of each week that will be available to all Members via the RACP website or external hosted election website each Friday, promoting their candidature.
- d) These publications may include links to social media platforms where candidates may speak about their candidature provided that any social media videos and posting must also comply with this CCoC. The Candidate is responsible for ensuring there is not defamatory, illegal or misleading content on their social media and that all content of the candidates social media site(s) must comply with the College by-laws and policies and the law. Breaches of the College by-laws or the law will result in the removal of the link from the Candidates Statement and Weekly Updates until the site content has been remedied.
- e) Candidates will be entitled to canvas for support amongst their place of work and among personal contacts e.g. at conferences.
- f) The Candidate Statements and Weekly Updates may not contain a candidates' website, phone or email address.

The Board and individual Directors will not endorse, by words or actions, any of the candidates except where they are themselves standing for election or they have nominated/seconded a candidate but in all cases must not do so in using their position as a Director.

RACP Members will be informed of this process and that all candidates will be expected to comply with the CCoC. Members will be encouraged to read and consider official election

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communications from the RACP and to draw their own conclusions about material distributed by any other person or means.

### 3.3. Election Communications

All communications during an election must:

- a) Respect others
- b) Not be defamatory, abusive, profane, threatening, offensive or contain illegal materials or content
- c) Not be provocative with the intent to cause trouble or distress
- d) Comply with libel, slander and antitrust laws
- e) Comply with privacy laws

### 3.4. Other Members promoting and supporting candidates

The College requires that all election material distributed by any Member must comply with this CCoC.

Where election material distributed by any Member is identified as potentially in breach of this CCoC, the College will promptly refer this material to the Board for review and determination in accordance with this CCoC.

## 4. REPORTS

### 4.1. College commitment

The College is committed to promoting and maintaining a culture of honest, ethical, and law-abiding behaviour. To fulfil this commitment, the College has implemented a process to enable the reporting of breaches of this CCoC and to ensure that appropriate action is taken in response to a Report.

### 4.2. Reporting breaches

If a Member has reasonable grounds and believes in good faith that there has or may have been a breach of this CCoC, the Member should promptly report the breach or suspected breach to the President or, if the President is not available or is the subject of the Report, to the President-Elect or the CEO.

If an employee of the College has reasonable grounds to believe that there has or may have been a breach of this CCoC by a Director or Member, he or she may report promptly and in good faith the breach or suspected breach to the CEO, or if the CEO is the subject of the Report, to the President.

### 4.3. Form and timing

A Report must be made in writing as soon as practicable after the conduct or behaviour occurs.

### 4.4. Legal Advice

The President or President Elect (as the case may be) or CEO to whom a Report is made may seek legal advice on behalf of the College in relation to any such Report. Any such legal advice must be requested from the College General Counsel, who will instruct external counsel if necessary. If the Report is about the General Counsel, or he or she is not available, then such advice must be sought through the Company Secretary.

### 4.5. Frivolous and malicious reports

Members must not make Reports that are frivolous or malicious in nature.

Where a Member is found to have made a Report that is frivolous or malicious, this may constitute a breach of this CCoC or the College Code of Conduct and could result in disciplinary action.

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Where an employee is found to have made a Report that is frivolous or malicious, it could also result in disciplinary action.

### 5. DEALING WITH A REPORT

#### 5.1. Initial Review

As soon as practicable after receiving a Report, the President or the President Elect (as the case may be), with guidance from the CEO, must consider the Report and determine, by reference to the circumstances of each case, whether the Report should be referred for determination by the Board.

#### 5.2. Referral to the Board

As soon as practicable after a determination has been made under clause 5.1 that the Report should be referred to the Board, the Member(s) who the Report concerns will be provided with:

- a) written notice of the Report including all information required to allow a reasonable opportunity to comment on the information or material in the Report or related to the Report that may be unfavourable to them;
- b) a reasonable opportunity to respond to any allegations that may be unfavourable to them;
- c) a reasonable opportunity to withdraw, amend or re-issue any statement or publication that may be in breach this CCoC; and
- d) advice concerning the proposed timing, process and procedure for review of the Report, and any information provided to the Member, by the Board.

#### 5.3. Referral to the Board

If a Report is referred to the Board, and after proper consideration by the Board, the Member's conduct and/or material identified in the Report is found to breach this CCoC the Board may in its absolute discretion take one or more of the following actions:

- a) Write to the author and/or distributor of the material declaring the material to be non-compliant, and request the author issue a retraction or direct the College to write to all Members identifying the material as non-compliant and asking Members to ignore this material; and/or
- b) Write to the Member being promoted requesting that they stop this material being distributed, as far as they are able; and/or
- c) Take any other action the Board considers appropriate, including causing to be published on the College website and College social media that the material breaches the CCoC; and/or
- d) For material breaches, a Member can be directed to place a formal apology on their weekly communication to the Members, or in severe instances, the Member's nomination as a candidate to stand for election as a Director of the College will be deemed non-compliant and the Member disqualified from any further participation in the relevant College election.

### 6. REVIEW/AMENDMENT OF THIS CODE

- 6.1. The Board shall review this Code every three-years or such other period as it determines and approve any amendments deemed necessary.
- 6.2. Recommendations for any amendment to this Code may be submitted to the Board via the Company Secretary of the College.
- 6.3. The Company Secretary shall discuss any recommendations received with the President (in his/her absence the President-Elect) and the CEO before submitting such recommendations

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to the Board for its consideration.

### 7. DEFINITIONS

The following definitions apply unless the context requires otherwise.

<b>'Board'</b>	means the Board of Directors of the College.
<b>'CEO'</b>	means the Chief Executive Officer of the College.
<b>'CCoC'</b>	means this Candidate Code of Conduct.
<b>'College'</b>	means The Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee.
<b>'College Body'</b>	for the purpose of this Code only means: (a) The Board of the College; (b) the Council of each Division or Faculty of the College; (c) the Committee of each Chapter formed within a Division or Faculty; (d) each Board Committee; (e) each Committee, sub-committee, working group, expert advisory group or other sub-group formed under the auspices of any of the above, whether or not limited in time or purpose.
<b>'Director'</b>	means any person appointed as a Director of the College.
<b>'Member'</b>	has the same meaning as defined in the College's Constitution.
<b>'Report'</b>	means a matter or concern reported by a Member in accordance with clause 5.
<b>'Warning Process'</b>	means the process determined in accordance with clause 6.1(b).

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### **Declaration by each Candidate**

*I, ....., do solemnly and sincerely declare that I have read and understand this Candidate Code of Conduct and agree to comply with its provisions including abiding by any determination made under this Candidate Code of Conduct.*

*Declared at: ..... on .....*

*[signature of declarant]..... in the presence of*

*[signature of witness].....*

*Name of witness (block letters) .....*

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<b>History</b>		
<b>Commencement of By-Law</b>		
This By-Law was approved by the Board of the College on 16 December 2019 and commenced on that date.		
<b>Subsequent amendments to By-Law</b>		
<b>Item</b>	<b>Amendment</b>	<b>Commenced</b>
1	Update section 4.2 to better align with the Nomination and Election Process for the Board of the College and its College Bodies By-law. Administrative amendments. Adjust the format to align with the Policy Framework template.	17 December 2021
2	Update cl 3.2d to include additional wording after the first paragraph on the Candidates responsibility regarding their social media site. Add new cl 3.2f on what Weekly Updates may not contain.	24 March 2023
3	Remove from clause 3.1(d) “limit their official communications with Members to the platforms offered to all candidates”. Amend clause 3.1(e) “operate as an independent candidate, not as part of a ticket or voting block, as determined by the Governance Committee”. Section 5 & 7 - the Governance Committee ceased in July 2023 Replace “Governance Committee” with “Board” for the following clauses: 3.1(g), 3.4 and Section 5.	27 October 2023