

# College Council

## By-law

### BY-LAW PURSUANT TO THE CONSTITUTION OF THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS FOR THE ESTABLISHMENT AND OPERATION OF BOARD COMMITTEES

<b>Area of College</b>	Member Engagement & Support
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<b>References/Legislation</b>	<i>Corporations Act 2001 (Cth)</i>
<b>Associated RACP Documents</b>	Governance of College Body By-law, Appointments to College Bodies Policy, RACP Constitution
<b>Applicability</b>	Australia and Aotearoa New Zealand

*Note: This is a controlled document within the [RACP Policy Framework](#). The Framework covers all RACP policies, procedures, by-laws, terms of reference, guidelines, forms and so forth. Any new documents or amendments of existing documents or changes to approver, owner or area of college should be done in accordance with the RACP Policy Framework and Document Control (RACP Policy Framework) Procedure.*

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## 1. INTRODUCTION

The Board of the Royal Australasian College of Physicians has established the College Council. The [Governance of College Bodies By-law](#) sets out the general provisions for governance of Board Committees. Both the Governance of College Bodies By-law and this By-law govern the Committee.

## 2. PURPOSE

The purpose of the College Council is to act as the peak body responsible for member voice and representation and the peak advisory body to the Board on strategic and cross-College issues.

## 3. FUNCTIONS

The functions of the College Council include:

- a) acting as the voice of the membership to the Board, including such responsibilities as:
  - i. consideration of membership matters as directed by the Board or as identified by the College Council;
  - ii. making recommendations to the Board on membership matters, if agreed by a majority of College Council;
  - iii. making recommendations to the Board in relation to the awarding of Honorary Fellowships, other than recommendations made by Divisions, Faculties or Chapters;
  - iv. making decisions on applications for re-admission to Fellowship;
  - v. recommending to the Board names of non-Fellows who should be considered to receive a College award
- b) acting as the parent body of designated College bodies as identified by the Board (reporting bodies), including such responsibilities as:
  - i. approving member appointments to reporting bodies;
  - ii. approving amendments to by-laws or terms of reference of reporting bodies;
  - iii. approving work plans of reporting bodies;
  - iv. consideration of matters for decision from reporting bodies;
- c) coordinating and harmonising the work of designated College bodies as identified by the Board;
- d) informing the development of member services, including such responsibilities as:
  - i. informing communications with members, including engagement surveys;
  - ii. informing the strategic direction for an RACP flagship member event, College Ceremony, and other celebrations and special events;
  - iii. informing the framework of awards and recognition that express appreciation for the pro bono work of members;

- e) raising matters considered relevant to the functioning, performance, or goals of the College and reporting these to the Board; and
- f) providing advice to the Board on strategic and cross-College issues, including providing input into the College's strategic direction.

#### **4. COMMITTEE PROHIBITIONS**

The College Council must not:

- Enter into any agreement binding upon it or on the College; or
- Represent or imply in any way that the College Council is a body independent of the College.

#### **5. MEMBER COMPOSITION**

The Membership of the College Council shall comprise up to 12 members:

##### **5.1. Ex-officio Members**

- President-elect, Aotearoa New Zealand
- President, Adult Medicine Division
- President, Paediatrics & Child Health Division
- President, Australasian Faculty of Occupational and Environmental Medicine
- President, Australasian Faculty of Public Health Medicine
- President, Australasian Faculty of Rehabilitation Medicine
- Chair, Aboriginal and Torres Strait Islander Health Committee (or delegate)
- Chair, Māori Health Committee (or delegate)
- Chair, College Trainees' Committee
- Chair, College Education Committee
- Chair, College Policy and Advocacy Council

##### **5.2. Independent Community Members**

Up to one independent community members comprising:

- Consumer/carers representative

##### **5.3. Co-opted members**

Co-opted members may be appointed for a particular purpose or term.

#### **6. CHAIR AND DEPUTY CHAIR**

On the recommendation of the College Council, the Board will appoint one of the Ex-officio Members of the College Council to be the Chair.

On the recommendation of the College Council, the Board will appoint one of the Ex-officio Members of the College Council to be the Deputy Chair.

## **7. BOARD ATTENDANCE AT COLLEGE COUNCIL MEETINGS**

Members of the College's Board may attend meetings of the College Council as observers and will be available to take questions from College Council members and make any other comments on issues being discussed by the College Council if so requested by the Chair.

Board members may not be appointed as a member of the College Council.

## **8. SUB-COMMITTEES**

The College Council may, subject to College Board approval, create such other committees or time-limited or specific purpose working groups as the College Council may determine from time to time.

Refer to [Schedule 1](#) for College bodies reporting into College Council.

## **9. MEETING**

This section is to be read in conjunction with the [Governance of College Bodies By-law](#).

### **9.1. Number of Meetings**

The College Council shall hold a minimum of six meetings per calendar year and shall meet by teleconference, face to face or videoconference.

### **9.2. Chair**

The Chair or their appointee will Chair all meetings.

### **9.3. Quorum**

A quorum is one half of the total College Council membership.

### **9.4. Voting**

Decisions will be made by consensus of the majority of members.

### **9.5. Minutes**

The proceedings of all meetings of the Committee shall be recorded in the minutes.

### **9.6. Secretariat**

Meeting agenda, supporting papers and minutes or outcomes will be provided prior to the date of the meeting.

### **9.7. Council Reviews**

The College Council is to undertake a skill and experience review annually.

The College Council is to review their performance against this By-law every two years.

## 10. REPORTING

The College Council must report and make recommendations to the Board as required.

The College Council is required to provide to the Board each year:

- a new or updated work plan (work plans may be one or two years)
- a report against the preceding year's work plan.

## 11. REVIEW OF BY-LAW

This By-law will be reviewed every three years.

## 12. DEFINITIONS

Term	Means
Board	The Board of Directors of The Royal Australasian College of Physicians.
College	The Royal Australasian College of Physicians, an incorporated body limited by guarantee ACN 000 039 047.
College Body	Has the same meaning as in the College Constitution.
Ex-officio	Has the same meaning as in the Governance of College Bodies By-law.
Fellow	Has the same meaning as in the College Constitution.
Member of the College	Has the same meaning as in the Governance of College Bodies By-law.
Parent Body	Has the same meaning as in the Governance of College Bodies By-law.
Trainee	Has the same meaning as in the College Constitution.

## 13. HISTORY

Commencement		
This By-law was approved by the RACP Board and commenced on 23 May 2015.		
Revision	Effective Date	Summary of Changes
1.0		Initial approval
2.0	November 2015	Amendment to enable only Fellows to be nominated for all positions other than the Trainee representative positions. Addition of opportunity to have up to two Deputy Chairs.
3.0	April 2016	Amendment to extend the initial term after which 50% of the College Council's membership must turnover in May 2016 to May 2017.
4.0	September 2016	Additional of a Māori and Aboriginal or Torres Strait Islander representative. Removed clause 4 (Duration of College Council) in order to extend the Council as a standing committee of the Board.
5.0	October 2018	Separation of previous clause 1.1 and 1.2 and subsequent re-numbering.

		<p>Proposed amendments to the role of the Council and delegated authority by the Board to consider matters for decision and approval and appointments to College Bodies (to be named by the Board).</p> <p>Inclusion of a new clause 3, establishing an Executive Committee of the Council and its role and membership.</p> <p>subsequent re-numbering due to the inclusion of a new clause 3.</p> <p>Removal of “Except where the President-Elect is the Fellow nominated by the Aotearoa New Zealand Committee” as the Aotearoa New Zealand President-Elect is no longer a nominated Board position.</p> <p>Removal of Clause 5.1 which is no longer required – as the transitional clause 5.3 it refers to has been removed and there is a proposal to amend the terms of office in the subsequent clause.</p> <p>Extension of Council membership terms of office from “from the date the take office to the conclusion of the second Annual General Meeting...” to the conclusion of the third Annual General Meeting.</p> <p>The transitional provision has been executed and can be removed.</p> <p>change from the Council shall meeting “for not more than two days twice per calendar year” to “not more than four days per calendar year, one day of which will be a planning day with the Board.</p> <p>Additional meetings can be requested from the Chair or Deputy Chairs of the Council.</p> <p>Deleted, covered under clauses 6.1.1 and 6.1.2.</p> <p>Addition of “and Governance Office of the College” to assist in establishing rules and procedures for the efficient operation of the Council.</p> <p>Amendment to notification of matters to raise for Council consideration to the Chair via the Council email address.</p> <p>Removal of reporting to the Board within 6 weeks to “as required from time to time, notwithstanding the attendance of Council meetings by Board Directors in an observer capacity, formal written reports may or may not be required.</p> <p>Replacement of the word “must” to “is to” and removal of “by the end of February each year”.</p> <p>Additional definition of College Bodies</p>
6.0	March 2019	<p>Additional sub-clause to include Consumer representative on the membership of the Council.</p> <p>Amendment to clause 2.2 to include the additional sub-clause 2.1.11.</p>
7.0	October 2020	<p>Amendment to increase the number of trainee representatives from two to “up to four”.</p> <p>Additional sub-clause to include the Chair of the College Education Committee on the membership of the Council.</p> <p>Amendment to clause 2.2 to include the additional sub-clause 2.1.12.</p>
8.0	May 2024	<p>Moved to Governance-issued template.</p> <p>Added “The Chair and Deputy Chair must be a current Member of the College, as endorsed by College Council” as per resolution of the Board (item 6.2.5, 22 March 2024).</p> <p>Added cl.8 (“Sub-committees).</p> <p>Renamed “Appendix” as “Schedule”.</p>
9.0	August 2024	<p>Addition under cl.6.2 Māori and Aboriginal or Torres Strait Islander representatives of the College Council or an approved delegate.</p>

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10.0	October 2024 approved to be effective on 30 May 2025.	Purpose, Functions, and Member Composition amended per the Board/Council Governance Advisory Group recommendations to the Board. To take effect after the 30 May 2025 Annual General Meeting.
10.1	February 2025 approved to be effective on 30 May 2025.	Removed “Executive Committee”. Extended the number of College Council meetings to a minimum of six per annum.



## **SCHEDULE 1 – COLLEGE BODIES REPORTING INTO COLLEGE COUNCIL**

1. New South Wales/Australian Capital Territory Committee
2. Northern Territory Committee
3. Queensland Committee
4. South Australian Committee
5. Tasmanian Committee
6. Victorian Committee
7. Western Australian Committee
8. Congress Program Committee
9. Gender Equity and Diversity Advisory Committee
10. Library, Collections and Cultural Heritage Committee
11. Member Health and Wellbeing Committee