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COLLEGE COUNCIL

**A BY-LAW PURSUANT TO THE CONSTITUTION OF THE ROYAL AUSTRALASIAN COLLEGE OF
PHYSICIANS FOR THE ESTABLISHMENT AND MAINTENANCE OF THE COLLEGE COUNCIL**

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1 INTRODUCTION AND PURPOSE

- 1.1** The Board, pursuant to the Constitution has established a College Body to be known as the College Council.
- 1.2** The Board has established the College Council to: -
- 1.2.1** consider matters referred to it by the Board or that the Council considers may be relevant to the Board, and if agreed by a majority of Council members, to make recommendations to the Board on the issues raised by those matters
 - 1.2.2** raise matters considered by Council members considered relevant to the functioning, performance or goals of the College and report on these to the Board.
 - 1.2.3** provide representation from a wide cross-section of college Members to the Board so that concerns and suggestions can be aired in a suitable forum.
 - 1.2.4** consider matters for decision and approval from the College Sub-Committees or other College Bodies (of the Board's choosing) as delegated by the Board and provide appropriate reports and recommendations to the Board arising out of the business of those College Sub Committees or other College Bodies.
 - 1.2.5** approve the appointment of members to College Sub Committees or other College Bodies (of the Board's choosing) as delegated by the Board.
- 1.3** The College Council must not: -
- 1.3.1** enter into contractual relationships; or
 - 1.3.2** represent or imply in any way that the College Council is a body independent of the College.

2 MEMBERSHIP OF THE COLLEGE COUNCIL

- 2.1** The membership of the College Council shall consist of:
- 2.1.1** a Fellow nominated by the Aotearoa New Zealand Committee (which may or not be the President-Elect);
 - 2.1.2** a Fellow from each of the education pathways set out in appendix 1 as nominated by their respective bodies;
 - 2.1.3** a Fellow nominated by the Adult Medicine Division Council;
 - 2.1.4** a Fellow nominated by the Paediatrics and Child Health Division Council;
 - 2.1.5** a Fellow nominated by the Australasian Faculty of Occupational and Environmental Medicine Council;
 - 2.1.6** a Fellow nominated by the Australasian Faculty of Public Health Medicine Council;
 - 2.1.7** a Fellow nominated by the Australasian Faculty of Rehabilitation Medicine Council;
 - 2.1.8** up to four (4) Trainees nominated by the College Trainees' Committee;
 - 2.1.9** a Fellow nominated by each of the seven Australian Regional Committees;
 - 2.1.10** A Māori representative and an Aboriginal or Torres Strait Islander representative, who may be Fellows, trainees or non-Members of the RACP;
 - 2.1.11** A consumer representative from the RACP appointed Consumer Advisory Group or an approved delegate; and
 - 2.1.12** The Chair of the College Education Committee or an approved delegate.

- 2.2** Each College Body set out in clauses 2.1.2 – 2.1.11 may make all their nominations after calling for expressions of interest, or other process of their choosing.
- 2.3** On the recommendation of the College Council, the Board will appoint one (1) of the College Council members to be the Chair of the College Council.
- 2.4** On the recommendation of the College Council, the Board will appoint up to two (2) of the College Council members to be the Deputy Chairs of the College Council.
- 2.5** If a member of College Council becomes a Board member their membership of the College Council will automatically end (as per clause 4.1 of the By-law).

3 EXECUTIVE COMMITTEE

3.1 Establishment of Executive Committee

Subject to College Board approval, the College Council may but is not required to, establish an Executive Committee.

3.2 Membership of Executive Committee

The Executive Committee will comprise: -

- 3.2.1** the Chair and Deputy Chair(s) of the College Council; and
- 3.2.2** other members of the College Council as determined by the College Council.

3.3 Role of the Executive Committee

The Executive Committee shall meet in the intervening periods between College Council meetings and as otherwise required by the College Council, to exercise such powers of the College Council in managing the business and the interests of the College Council, as may be delegated to it by resolution of the College Council or as the Chair, in certain cases may decide.

4 BOARD ATTENDANCE AT COLLEGE COUNCIL MEETINGS

- 4.1** Members of the College's Board may attend meetings of the College Council as observers and will be available to take questions from Council members and make any other comments on issues being discussed by the Council if so requested by the Council. Board members may not be appointed as a member of the College Council.

5 TERM OF OFFICE

- 5.1** The term for all nominated members shall run from the conclusion of one Annual General Meeting of the College (or if they take office between Annual General Meetings of the College, the date they take office) to the conclusion of the third Annual General Meeting after the nominated member first takes office.

6 MEETINGS

- 6.1** The College Council shall meet: -
 - 6.1.1** face to face for not more than four days per calendar year one day of which will be a planning day with the Board;
 - 6.1.2** when requested to by the Board; and
 - 6.1.3** if approved by the Board at the request of the Chair or Deputy Chair(s) of the College Council.

7 MEETING PROCESS

- 7.1** Consistent with a collegiate and consensus approach to decision making, the Chair will conduct Council meetings with as little formality as possible.
- 7.2** To allow all members to contribute to discussion and to proceed through the agenda, the Chair may from time to time, place time or other limits on the Council's discussion.
- 7.3** Council members should come prepared to all meetings and be able to make succinct and relevant contributions to the Council's discussions.
- 7.4** The Governance of College Bodies By-law sets out the College's standard meeting process requirements particularly in relation to quorum, chairing meetings, voting, written resolutions, minutes and casual vacancies.
- 7.5** In consultation with the Company Secretary and Governance Office of the College, the Council may establish meeting rules and procedures to assist with the efficient operation of the Council.
- 7.6** Council members have the right to raise any matter for the Council's consideration, with the consent of the Council's Chair, which will not unreasonably be withheld. Such matters should be notified to the Chair via council@racp.edu.au at least 14 days before a meeting of the Council.

8 REPORTING

- 8.1** The College Council must report to the Board 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
- 8.2** The College Council is to provide an annual work plan of its proposed activities to the Board for its approval.

9 DEFINITIONS

"Board"	means the Board of Directors of the College.
"College"	means the Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee.
"Constitution"	means the Constitution of the College as amended from time to time.
"Fellow"	has the same meaning as set out in the College's Constitution.
"Trainee"	has the same meaning as set out in the College's Constitution.
"College Bodies"	means a Division, Faculty Chapter or Committee of the College

Approved by Board on the 23 May 2015

Date of most recent amendment – 29 October 2020

Terms of Reference History as from 23 May 2015		
Commencement of Terms of Reference		
These Terms of Reference were approved by the Board on 23 May 2015 and commenced on that date.		
Subsequent amendments to Terms of Reference		
Item	Amendment	Commenced
2.1.1- 2.1.7 & 2.1.9	Amendment to enable only Fellows to be nominated for all positions other than the Trainee representative positions	12 November 2015
2.4	Addition of opportunity to have up to two Deputy Chairs	12 November 2015
5.3	Amendment to more clearly articulate transition requirements, in particular opportunity for members to complete up to three consecutive terms	12 November 2015
5.3	Amendment to extend the initial term after which 50% of the College Council's membership must turnover in May 2016 to May 2017.	April 2016
2.1.10	Additional of a Māori and Aboriginal or Torres Strait Islander representative	September 2016
4	Removed clause 4 (Duration of College Council) in order to extend the Council as a standing committee of the Board	September 2016
1.2	Separation of previous clause 1.1 and 1.2 and subsequent re-numbering	October 2018
1.2.1 – 1.2.4	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)	October 2018
3	Inclusion of a new clause 3, establishing an Executive Committee of the Council and its role and membership	October 2018
3-9	subsequent re-numbering due to the inclusion of a new clause 3	October 2018
4.1	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	October 2018
5.1	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.	October 2018
5.2	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	October 2018
5.3	The transitional provision has been executed and can be removed	October 2018
6.1.1	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	October 2018
6.1.3	additional meetings can be requested from the Chair or Deputy Chairs of the Council	October 2018
6.1.4 & 6.1.5	deleted, covered under clauses 6.1.1 and 6.1.2	October 2018
7.5	addition of "and Governance Office of the College" to assist in establishing rules and procedures for the efficient operation of the Council	October 2018
7.6	amendment to notification of matters to raise for Council consideration to the Chair via the Council email address.	October 2018
8.1	Removal of reporting to the Board within 6 weeks to "as required from time to time, notwithstanding the attendance of	October 2018

	Council meetings by Board Directors in an observer capacity, formal written reports may or may not be required	
8.2	replacement of the word "must" to "is to" and removal of "by the end of February each year"	Additional definition of College Bodies
9	Additional definition of College Bodies	October 2018
2.1.11	Additional sub-clause to include Consumer representative on the membership of the Council	March 2019
2.2	Amendment to clause 2.2 to include the additional sub-clause 2.1.11	March 2019
2.1.8	Amendment to increase the number of trainee representatives from two to "up to four"	October 2020
2.1.12	Additional sub-clause to include the Chair of the College Education Committee on the membership of the Council	October 2020
2.2	Amendment to clause 2.2 to include the additional sub-clause 2.1.12	October 2020

Appendix 1 – List of Education Pathways

1. Addiction Medicine
2. Adolescent and Young Adult Medicine
3. Cardiology
4. Clinical Genetics
5. Clinical Pharmacology
6. Community Child Health
7. Dermatology
8. Endocrinology and Chemical Pathology
9. Gastroenterology
10. General and Acute Care Medicine
11. General Paediatrics
12. Geriatric Medicine
13. Haematology
14. Immunology/Allergy
15. Infectious Diseases and Microbiology
16. Medical Oncology
17. Neonatal/Perinatal Medicine
18. Nephrology
19. Neurology
20. Nuclear Medicine
21. Paediatric Emergency Medicine
22. Palliative Medicine
23. Respiratory Medicine
24. Rheumatology
25. Sexual Health Medicine
26. Sleep Medicine