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BY-LAW

GOVERNANCE OF COLLEGE BODIES

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1. PURPOSE

- 1.1. This By-Law sets out the general provisions for governance of College Bodies (as defined – refer to the “Definitions” section of this By-Law), as appropriate.
- 1.2. This By-Law applies to all College Bodies save as otherwise expressly provided in any By-Law applicable to the particular College Body, as approved by the Board. In the absence of any express provision to the contrary, the provisions of this By-Law shall apply.

2. COMPLIANCE WITH BY-LAWS

- 2.1. Each College Body and each member of a College Body, when carrying out the functions of that position, will comply with:-
 - 2.1.1. This By-Law;
 - 2.1.2. The By-Law (or Terms of Reference, as applicable) for the particular College Body;
 - 2.1.3. The College Constitution;
 - 2.1.4. All other By-Laws of the College;
 - 2.1.5. Any policies approved by the Board or a Board Committee;
 - 2.1.6. All directions of the Board or a Board Committee.
- 2.2. Where there is a conflict between:
 - 2.2.1. The terms of the By-Law (or Terms of Reference, as applicable) for the particular College Body and the Constitution, the Constitution will take precedence;
 - 2.2.2. The terms of the By-Law (or Terms of Reference, as applicable) for the particular College Body and any other By-Law of the College, the By-Law (or Terms of Reference, as applicable) for the particular College Body will take precedence;
 - 2.2.3. The By-Law (or Terms of Reference, as applicable) for the particular College Body and:-
 - i). Any policies advised by the Board or a Board Committee; or
 - ii). A direction of the Board or a Board Committee, the policies approved by the Board or a Board Committee or the direction of the Board or a Board Committee will take precedence.
 - 2.2.4. The directions of two or more Board Committees, the Board will determine the matter.
- 2.3. If a Member of the College or member of a College Body considers that a By-Law has not been followed by a College Body that Member may so advise the Board in writing. The Board may instruct the Chief Executive Officer of the College, or such other nominated officer such as the Company Secretary, to examine the matter and report back to the Board.

The Member who raised the matter, and the relevant College Body, will be advised in writing of the Board's decision.

- 2.4. Neither this By-Law, nor anything done (or omitted) by the Board or a College Body under or pursuant to any By-Law, shall give any person (whether or not they are a Member of the College) any rights enforceable at law. Any non-compliance with any By-Law is purely an internal matter for the College and will be dealt with by the Board in its sole discretion.

3. DUTY OF MEMBERS OF A COLLEGE BODY

Each College Body will usually comprise elected members, appointed members and ex-officio members (as defined – refer to the “Definitions” section of this By-Law). All members of a College Body (howsoever they come to be members) should abide by the following key principles:-

- 3.1. comply with, and implement as applicable, the spirit of, and the letter of, all College Policies, Procedures and Guidelines;
- 3.2. each member has a primary duty to act and vote at all times in the interests of the College as a whole. A member who is elected or appointed to a College Body by a particular group is welcome to explain to any meeting of that College Body the particular views and concerns of that group. However, the members’ overriding duty is to act and vote in a way that he or she believes is in the interests of the College as a whole;
- 3.3. members of a College Body must support the letter and spirit of decisions of meetings of College Bodies. Each member of a College Body commits to the concept of collective responsibility in that Body’s decision-making process. While consensus will try to be reached on all decisions, all members must support and abide by the majority decisions of the College Body in such instances where consensus is not achieved. Members must always respect the contributions of other members to debate and discussion in meetings. Members will be encouraged (through the particular College Body President or Chair) to debate issues openly and constructively and be free to question or challenge opinions presented at meetings that differ from their own but ultimately collective responsibility will prevail to ensure due process;
- 3.4. members must ensure they give sufficient time available to diligently undertake the responsibilities of a member of a College Body, be adequately prepared for all meetings of the Body and be prepared to respond within required timeframes to requests. Members should also use reasonable endeavours to attend all meetings of the Body, advising the Chair of the Body in advance of a meeting if they are to be absent;
- 3.5. if a member knows he or she is to be absent from a future meeting or meetings of the College Body, formal leave of absence must be sought from the President (or Chair) of that College Body in advance of that meeting or meetings. The minutes of the meeting should note that the member has been granted a leave of absence from attending the meeting;
- 3.6. if leave of absence has not been granted a casual vacancy shall be deemed to arise if a member is absent for three (3) consecutive College Body meetings. However, the Board, or Council of the College Body, as applicable, may resolve to waive that a casual vacancy has arisen in any particular case and is not obliged to provide any reason for its decision;
- 3.7. keep all College Body information, discussion, deliberations and decisions which are not publicly known confidential.

For example committee papers and minutes of committee meetings must not be provided to any party outside of the committee, the College Body to which the committee is accountable, the Board, the CEO, the Company Secretary and the College's external auditors without the consent of the Chair of the respective Committee or College Body. The Chair may consult with the Company Secretary before providing consent;

- 3.8. Notwithstanding any other provision of this By-law, Members and/or Chairs of any College Body who are also Members of the College (Fellows and Trainees) must be Financial Members at the time of, and during the tenure of, their appointment, and if at any time they are not Financial members they may be removed from membership of, or as Chair of, any College Body by the Board in its sole discretion; and
- 3.9. Members of the College must be Financial Members to sit on any College Body or to act for and on behalf of the College in any capacity.

4. RESPONSIBILITIES OF COLLEGE BODY PRESIDENT OR CHAIR

- 4.1. The By-Laws or Terms of Reference of each College Body specify that each is to have a President or Chair (howsoever designated). The By-Laws or Terms of Reference will specify such matters as to how that President or Chair is elected or appointed to office, and the duration of that term of office.

This is subject to the College Constitution which states that:-

"13.2 Chair of Board Committees

13.2.1 The chairs of Board Committees shall be appointed by the Board.

13.2.2 The term of appointment of a chair shall be up to two (2) years and no member shall be appointed to chair the same committee for more than three(3) consecutive terms, unless the Board otherwise approves."

- 4.2. The responsibilities of a President or a Chair of a College Body include, but are not limited to:-
 - 4.2.1. Chairing all meetings of their particular College Body or Bodies unless that responsibility has been delegated to another member of the College Body;
 - 4.2.2. approving the agenda for all meetings of the College Body;
 - 4.2.3. providing leadership to the members of the College Body;
 - 4.2.4. ensuring the efficient organisation and conduct of all meetings of the College Body;
 - 4.2.5. facilitating member discussions and debate and ensuring matters for which the College Body is responsible are addressed;
 - 4.2.6. ensuring all members contribute fully to meetings of the College Body, reminding members where necessary of the need to be fully prepared in advance of the meeting, and to attend and remain for the duration of all meetings except where leave of absence has been granted;
 - 4.2.7. facilitating a review of the performance of their College Body or Bodies, every two years, including that of the membership, in conjunction with the Board, Council or Committee, as applicable, to which the College Body is accountable; and

4.2.8. reviewing and advising the Body to which the College Body is accountable, the performance of any individual member who at the conclusion of their initial term of office seeks re-election or re-appointment for a further term.

4.3. Unless specified in the By-Laws or Terms of Reference of a particular College Body, there is no formal position of “Past President”, “Past Chair” or “Past Chairman” (howsoever designated) of a College Body. Holders of such “positions” must take care not to represent themselves officially as such as it may cause a misunderstanding as to their authority to act on behalf of the College Body.

5. APPOINTMENT OF ALTERNATES OR NOMINEES TO MEETINGS OF COLLEGE BODIES

5.1. The College, as a general rule, does not support the concept of a standing alternate or nominee attending all, or a majority of, meetings of a College Body in place of the elected or appointed member, as most members have been personally elected to the position by the College’s Fellows or Trainees, as applicable.

5.2. Therefore, only in exceptional circumstances, with the approval of the President or Chair, of the applicable College Body, will an alternate or nominee be permitted to attend a meeting in place of an appointed or elected member.

5.3. However, with Board approval, certain designated positions, for example Presidents of Specialty Societies, that hold membership of particular College Bodies will be permitted to appoint an alternate or nominee to attend meetings in their place. These designated positions will be identified in the specific By-Law or Terms of Reference of the particular College Body.

5.4. An alternate or nominee permitted to attend a meeting in place of a member must be a Fellow, or a Trainee, of the College, as applicable. In the absence of the appointed member, the alternate or nominee will have the same voting right as the appointed member and will be counted in the quorum for the meeting the alternate or nominee is attending. Alternate or nominee members will be entitled to receive the agenda and meeting papers for the meeting or meetings they attend.

6. CONFLICTS OF INTEREST

Each member of a College Body must comply with the College’s Conflict of Interest Policy.

7. COLLEGE BODIES CANNOT AUTHORISE OR SIGN CONTRACTS

7.1. A College Body has no power to enter into any agreement binding upon it or on the College. Each College Body is an internal body created by the College and has no separate “legal personality” that would enable it to make any binding commitment.

7.2. College Bodies should be cognisant of the College’s Financial Delegations document and procurement policy, processes and guidelines.

8. APPROVAL OF EXPENDITURES BY COLLEGE BODIES

- 8.1. It is intended that each College Body will be advised of a spending limit by the Board each year. The Board will require that each Body submit an annual work plan of expenditures leading to a budget for the Board's approval, or approval by a delegated authority of the Board as applicable.
- 8.2. Allocation of a spending limit to a particular College Body is not an automatic authorisation to that Body (or to any sub-committee, working group, advisory group or other group that it may form) to incur particular expenditure. Any proposed travel, conference or other non-out of pocket expenses must be approved prior to that expenditure being incurred, in line with College policies.

Out of pocket expenses incurred by any member of a particular College Body may be reimbursed on approval of the College's Chief Executive Officer, upon provision of receipts or other supporting documentation.

- 8.3. If a College Body proposes to incur expenditure on travel, conference attendance, accommodation and other larger costs the procedure for seeking approval is:-
 - 8.3.1. advance approval should be sought from the Board or such other approving Body that is designated under the Board's delegated authority limits;
 - 8.3.2. written notice (which may be by email) should be provided giving brief reasons for wishing to incur the expenditure; and
 - 8.3.3. travel and accommodation should be booked only through the College's nominated travel agent once approval is provided. Direct booking of air travel is not permitted

Approval will not ordinarily be provided if the proposed expenditure is outside of the approved budget of the relevant College Body for that period of time. However the Board recognises that urgent and exceptional cases can arise, and prompt consideration of these special cases will be given upon request.

9. MEETINGS OF COLLEGE BODIES

- 9.1. Frequency of meetings:-
 - 9.1.1. Each College Body's membership will determine the frequency for its meetings, but at least two (2) meetings must be held each year.
 - 9.1.2. Each College Body will, no later than at its last meeting in any calendar year, decide its meetings for the following year. The schedule of all College Body meetings will be published on the College's website.
 - 9.1.3. In addition to the scheduled meetings, other meetings convened by:-
 - i). The President (or Chair) of the College Body; or
 - ii). The President of the College, after consultation with the President (or Chair) of the College Body.

9.2. Notice of Meetings:-

- 9.2.1. At least ten (10) days' notice of a meeting of a College Body must be given to each member of that Body specifying the place, time and date of the meeting, and providing the general nature of the business of the meeting, unless members of a particular College Body have agreed some other minimum notice period. In an urgent case a meeting may be convened on less than 24 hours' notice.
- 9.2.2. Notice may be given in writing by post, email or fax or other agreed means to each member at their address as advised to the College. Urgent meetings may be convened by telephone.
- 9.2.3. Other persons may be invited to attend meetings as considered appropriate by the Chair, or by other members with the approval of the Chair of the College Body.

9.3. Quorum

- 9.3.1. A quorum (as defined – refer to the “Definitions” section of this by-Law) of a meeting of a College Body shall be not less than one half of members (other than members who are disqualified from participating in the consideration of a particular matter due to a conflict) unless the College Body determined that a greater number shall constitute a quorum.

A quorum comprising a lesser number of members must be approved by the Board.

- 9.3.2. If at any time the number of members present is less than a quorum then the College Body may meet only for discussion purposes.
- 9.3.3. The College Body may act notwithstanding any vacancy on the Body.

9.4. Adjourned Meetings:-

- 9.4.1. If a quorum is not present within 15 minutes of the appointed time for the meeting (or such longer time as determined by the Chair of the meeting), the meeting shall be adjourned to the same day in the next week at the same time and place, or to another day, time and place as determined by the Chair of the meeting.
- 9.4.2. At an adjourned meeting, if a quorum is not present within 15 minutes of the appointed time for the meeting, the members present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

9.5. Chairing Meetings:-

- 9.5.1. A meeting of a College Body shall be Chaired by:-
 - i). the President (or Chair) of the College Body;
 - ii). the President-Elect (or Deputy Chair howsoever designated) of the College Body if the President (or Chair) is absent, or is unable or unwilling to act for any reason including if he or she has been granted a leave of absence;
 - iii). another member of the College Body as determined by the Chair if the President (or Chair) has been granted a leave of absence and the President-Elect (or Deputy Chair) are unable or unwilling to act or if the College Body does not have a President-Elect (or a Deputy Chair); or

- iv). a member of the College Body elected by the members present if the President (or Chair) is absent, or unable or unwilling to act for any reason including if he or she has been granted a leave of absence, and an acting chair cannot be determined in accordance with clause 9.5.1.2 or clause 9.5.1.3.

9.5.2. A ruling by the Chair of a meeting of a College Body on all matters relating to the order of business and the procedure and conduct of the meeting is final. No motion of dissent from a ruling of the Chair of the meeting may be moved.

9.5.3. However a member or members of a College Body dissatisfied with the conduct of meetings of that Body, and they have reasonable grounds and believe in good faith that there has been or may have been a breach of the Code of Conduct, may make a report in accordance with the College's Code of Conduct.

9.6. Board Attendance at Board Committee Meetings

9.6.1. Members of the College's Board may attend meetings of College Bodies that report directly to the Board as an observer.

9.6.2. Board members attending a meeting of a Board Committee do not have the right to vote on questions arising at the meeting, unless they are also a member of the Board Committee.

9.7. Meetings not to be Recorded

9.7.1. Meetings of College Bodies are not to be electronically recorded.

10. VOTING AT MEETINGS OF COLLEGE BODIES

10.1. If no consensus can be obtained, questions arising at a meeting of a College Body shall be decided by a majority of votes on a show of hands by members present and eligible to vote.

10.2. The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

10.3. At any time (whether before or on the declaration of the result of the vote on a show of hands) the Chair of the meeting may demand a ballot. In addition, any two members may call for a ballot to be taken. A ballot must be taken at the time and in the manner that the Chair of the meeting directs. The matter will be decided by a majority of votes of the members present and eligible to vote. A decision by that majority is a decision of the meeting on the question concerned.

10.4. Any objection to the qualification of a member to vote must be referred to the Chair of the meeting, who must rule on the objection before the vote is taken.

10.5. If a ballot is not called for, a declaration by the Chair of the meeting that a resolution has been passed or lost, and an entry to that effect in the minutes of the meeting, is conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour or against the resolution.

11. WRITTEN RESOLUTIONS OF A COLLEGE BODY

- 11.1. A written resolution (as defined – refer to the “Definitions” section of this By-Law) signed (or approved by email) by 75% of all members of the College Body eligible to vote excluding any member on leave of absence and any member who is disqualified from voting, is taken to be a decision passed at a duly convened meeting of the College Body.
- 11.2. A written resolution may consist of:-
 - 11.2.1. several documents in like form, each signed by one or more members; and/or
 - 11.2.2. the printed record of several email messages each indicating the identity of the sender, the text of the resolution and the sender’s agreement or disagreement to the resolution as the case may be.
- 11.3. A written resolution takes effect on the latest date and time on which an eligible member signs the document (or sends an email message) which takes the vote to more than 75% of the eligible members.

12. TELEPHONE OR VIDEO CONFERENCE MEETINGS

- 12.1. A meeting of the members of a College Body may be held with one or more of the participants taking part by telephone, or by other means of audio or audio-visual communication and when each of the participants is able to hear and to speak to each of the other participants.
- 12.2. A meeting may only be held in this manner where all of the members (other than any member on leave of absence or disqualified from attending the meeting) have access to the communication facilities to be used for the meeting.

13. MINUTES OF MEETINGS TO BE KEPT

- 13.1. The proceedings of all meetings of all College Bodies shall be recorded in action minutes and reported after each meeting to the Board, or to the College Body to which the meeting is accountable, as applicable.
- 13.2. Any dissenting member is entitled to have their views recorded in the minutes.
- 13.3. A draft of the minutes shall be distributed to all members of the particular College Body after their preliminary approval by the Chair of that Body.

14. SECRETARY APPOINTED

- 14.1. A secretary, being an employee of the College, will be appointed to each College Body by the CEO or his/her delegate, to take minutes of all meetings of that Body and to keep records of all reports and other papers submitted to meetings.

15. REPORTING TO BODY TO WHICH ACCOUNTABLE

- 15.1. The Chair of the College Body will report his or her Body’s deliberations to the Body to which the College Body is accountable. To the extent practicable, copies of the minutes of each meeting should be provided to the Body to which it is accountable.

- 15.2. Minutes, agenda and supporting papers shall be made available to any Board member and to any member of the Body to which the Body is accountable upon request to the Body's Secretary providing no conflict of interest exists.
- 15.3. The Body to which the College Body is accountable, in conjunction with the President or Chair of the College Body, shall review the performance of the College Body, including that of its membership, every two years or at such other time at the request of the Board or Council as applicable.

16. CO-OPTED MEMBERS

- 16.1. From time to time a College Body may require the contribution of person who has particular expertise to assist the College Body in its deliberations. To achieve this, College Bodies are able to co-opt members for a specified time, usually not exceeding 6 months, or for a specified task.
- 16.2. Co-opted members shall be appointed in accordance with clause 17.

17. APPOINTMENTS TO A COLLEGE BODY

- 17.1. Appointed members, including co-opted members, of a College Body shall be appointed following a merits-based selection process.
- 17.2. College staff, including Members who are employed as staff, cannot be Office Holders during their employment by the College, subject to any exceptions contained in the Constitution.
- 17.3. Appointed and co-opted members of a College Body are appointed by:

OFFICE	WHO MAY APPOINT
Board Committees and Sub-Committees	The Board
Council of a Division or Faculty or a Regional Committee	The Board
Committee of a Chapter	The Council of the relevant Division or Faculty
A Committee or other sub-group formed under the auspices of a Division, Faculty or Chapter	The Committee or Council to whom they report. In the case of an education committee or sub-committee, the nominated College Officer shall also participate in the decision.

- 17.4. Notwithstanding clause 17.1 and 17.2, the Board may approve the appointment of any appointed or co-opted member of a College Body without needing to undertake a merits-based selection process.
- 17.5. Notwithstanding clause 17.1 and 17.2, the Chair of the College Body to whom a College Body reports may approve the appointment of a short term and/or task specific co-opted member to one of its subordinate College Bodies without needing to undertake a merits-based selection process.
- 17.6. Subject to any provision to the contrary in the By-Law constituting that College Body:-

- 17.6.1. the term of any officer of a College Body is two (2) years;
- 17.6.2. no person shall be appointed as an officer of the same College Body for no more than three (3) consecutive terms **EXCEPT**:
- i). in relation to any Division, Faculty or Chapter if before the end of those three (3) consecutive terms the person is elected as President-Elect or assumes the office of the President of that Division, Faculty or Chapter, in which case their term of office shall continue until the end of their Presidency; or
 - ii). in relation to education committees, if before the end of those three (3) consecutive terms the person is appointed as Chair of the committee, in which case they may serve a further fourth (4) consecutive term as chair of the committee.
- 17.6.3. any person who has concluded a third consecutive term as an officer of a College Body shall not be eligible to serve as an officer or member of that College Body until the expiry of 12 months after the conclusion of their third or (in the case of the President of a Division, Faculty or Chapter) last consecutive term unless the Board otherwise approves.

18. NOMINATION AND ELECTION PROCEDURES FOR COLLEGE BODIES

- 18.1 Nominations and Elections to College Bodies are to be conducted strictly in accordance with the College's *'Nomination and Election Process for the Board of the College and its College Bodies'* By-law.
- 18.2 The College's nomination and election process is detailed on its website.

19 CASUAL VACANCIES

- 19.1 A College Body may fill a casual vacancy by resolution of the College Body, after following the appointment process set out on **section 17** of this By-Law, and subject to **clause 17.6.2** of this By-Law.
- 19.2 Any person appointed to fill a casual vacancy shall hold office for the remainder of the term of the member who they have replaced. That person will then be eligible for re-election as a member of the Body.
- 19.3 A casual vacancy shall be deemed to arise on a College Body if a member:-
- 19.3.1 resigns that office by notice to that Body;
 - 19.3.2 ceases to be a member of the College;
 - 19.3.3 becomes an employee of the College (unless the Board approves such a person retaining membership of the College Body);
 - 19.3.4 is directly or indirectly interested in any contract or proposed contract with the College, and fails to declare that interest in the manner required by **section 6** of this By-Law (or at the first meeting of the relevant College Body after the relevant facts have come to the member's attention) and the Board determines that the member should no longer be a member of that College Body;

- 19.3.5 is removed from office by ordinary resolution of the Board (which may be on the recommendation of the College's Standards Committee);
- 19.3.6 becomes bankrupt;
- 19.3.7 cannot manage the appointment, because of mental incapacity; and
- 19.3.8 is absent from three consecutive meetings of that College Body. However the Board may resolve to waive this requirement in any particular case and is not obliged to provide any reason for its decision.

20 COMMITTEE PERFORMANCE REVIEW

Each two years Board Committees and College Bodies are to review their performance against their By-laws/terms of reference.

- 20.1.1 The Secretariat of the College body is to conduct a performance assessment at the end of each two years. Performance Questionnaires will be kept anonymous. Board Committees may undertake an external performance assessment every few years, as approved by the Board. Performance reviews are to be reported to the College Body and the Board for consideration.
- 20.1.2 The Board will review the performance of the committee. To enable the Board to assure itself that the Board Committees are appropriately addressing the areas which have been delegated. By ensuring oversight of the committee, the Board is also able to demonstrate that it continues to meet its own obligations.
- 20.1.3 College Bodies that are project-specific or have a limited term to fulfil a particular purpose are not required to undergo a committee performance review. Unless the College Body has been in place for longer than two years.

21 DEFECT IN APPOINTMENT NOT TO AFFECT DECISIONS

- 21.1 All acts done in good faith by a meeting, including any resolutions passed, of a College Body, or by any person acting as a member of a College Body will be valid and effective even if it is later discovered that there was a defect in the appointment of any person, or that a person was disqualified from acting for any reason.

22 REVIEW/ AMENDMENT OF COLLEGE BODY BY-LAWS AND TERMS OF REFERENCE

- 22.1 Each College Body shall review its By-Laws/Terms of Reference every three years, or such other period as determined by the Board.
- 22.2 Any amendment proposed to a College Body's By-Laws shall be approved by the Body to which the College Body is accountable, on the recommendation of the relevant College Body.

23 CHANGE OF NAME OF COLLEGE BODY

- 23.1 A College Body may change its name only with consent of the College Board.

24 REVIEW/ AMENDMENT OF THIS BY-LAW

- 24.1 The Board shall review this By-Law every two years or such other period as it determines and approve any amendments deemed necessary.

24.2 Recommendations for any amendment to this By-Law may be submitted to the Board via the Company Secretary of the College.

24.3 The Company Secretary shall discuss any recommendations received with the President (in his/her absence the President-Elect) and the Chief Executive Officer before submitting such recommendations to the Board for its consideration.

25 DEFINITIONS

The following terms and definitions apply to this By-Law

"Board"	Means the Board of Directors of the College
"Board Committee"	Means a College Body reporting directly to the Board of Directors of the College
"College"	Means The Royal Australasian College of Physicians, an incorporated Body limited by guarantee ACN 000 039 047
"College Body" or "Body"	<p>Means:-</p> <ul style="list-style-type: none"> a) the Council of each Division or Faculty of the College b) the Committee of each Chapter formed within a Division or Faculty c) each Board Committee; and d) each Committee, sub-committee, working group, advisory group or other sub-group formed under the auspices of any of the above, whether or not limited in time or purpose
"Conflict of Interest"	<p>A conflict of interest arises when the interest of a member (or those of their families, friends or other organisations with which they are involved) are incompatible or in competition with the interests of the College.</p> <p>A conflict may relate to either a financial or a non-financial interest. A financial interest refers to the possibility of a financial or other material gain arising in connection with decision-making (for example the awarding of a contract to a company with which the member is involved, the awarding of a service contract to a member's spouse, the making of a grant to a member's dependent child).</p> <p>A non-financial interest refers to benefits not linked directly to material gain (for example enhancement of career and the possibility of acquiring additional professional recognition, status or fame).</p> <p>If not avoidable and not managed appropriately and transparently conflicts of interest have the potential to:</p> <ul style="list-style-type: none"> • damage effective decision making, • undermine the functioning of the College Body, and • attract adverse publicity. <p>Section 6 of this By-Law sets out a process to manage any conflicts, and perceived conflicts, of interest that may arise from membership of a College Body.</p>

“Member”	Has the same meaning as defined in the College’s Constitution, including Honorary Fellows.
“Financial Member”	A member of the College (Fellow or Trainee) who has paid the annual subscription and any other monies owing to the College by the due date.
“Member”	Means an elected or appointed member of a College Body including the President and other office holders of the College.
“Office Holder”	Has the same meaning as defined in the College’s Constitution and includes a member of any College Body.
“Quorum”	<p>The minimum number of members of a College Body who must be present at a properly constituted meeting of the Body to validly transact business is termed a quorum.</p> <p>This By-Law specifies that the quorum for College Body meetings is to be not less than half the membership of that Body (excluding members who may be disqualified from participating in the consideration of and/or voting on a particular matter due to a conflict of interest). The actual number of members that comprise a quorum could therefore change.</p> <p>For example, if the membership of a particular College Body is 20, the normal quorum for the valid transaction of business is 10 members present.</p> <p>However, if 5 members are conflicted and therefore disqualified from participating in the consideration of a matter, the required quorum for that meeting reduces to 8 members (that is not less than half of the 15 remaining members who are eligible to vote on a particular matter).</p> <p>For the sake of clarity, “ex officio” members of a College Body are to be included in its count of members for the purpose of determining a quorum for meetings (unless disqualified from participating for any reason).</p>
“Trainee”	Means a person registered as a Trainee with a Division or Faculty of the College or with a Chapter of one of them and who is undergoing training leading to admission to Fellowship with a Division, Faculty or Chapter of the College.
“Written Resolution”	<p>Also known as a circular resolution.</p> <p>The College’s Constitution and Australia’s Corporations Act permits the Board of the College and members of its respective College Bodies to pass a resolution without a meeting being held if all the Board members, or members of the respective College Body, entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.</p> <p>The document is called a written, or circular, resolution.</p>
“Education Committees”	Committees of the College that have an operational role in the development and implementation of education and training. These include

	Division and Faculty education committees, along with their subordinate committees, OTP committees and CPD committees in both Australia and Aotearoa New Zealand.
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Approved by the Board Executive of the College on 26 August 2010.

By-Law History as from 26 August 2010		
Commencement of By-Law		
This By-Law was approved by the Board Executive of the College on 26 August 2010 and commenced on that date.		
Subsequent amendments to By-Law		
Item	Amendment	Commenced
1	Addition of order priority clause – clause 2.2	27/7/12
2	Addition of Board Attendance at Board Committee Meetings clause – clause 9.6	13/9/12
3	Addition of Meetings not to be recorded clause – clause 9.7	13/9/12
4	Amendment to clauses 16 and 17 to correspond with the process document “Appointment to College Bodies” – Appointments to College Bodies to be made following a merits-based selection process to determine the best possible candidate for the role.	25/10/12
5	Addition of clause 17.2 to clarify that staff members, including Fellows employed as staff members of the College cannot also be simultaneously an office holder of any College Body	5/3/13
6	Definition of Office Holder added to By-Law	5/3/13
7	Addition of Clause 3.1.8 Financial Members	8/8/13
8	Addition of Clause 3.1.9 Financial Members	8/8/13
9	Addition of definition: Financial Member	8/8/13
10	Clause 6 – Remove the existing clause and replace it with a requirement that members of the College Bodies must comply with the Conflicts of Interest Policy. Clause 6 sets out a process for dealing with conflicts which has been superseded by the process set out in the College’s Conflicts of Interest Policy.	5/12/13
11	Clause 9.5.3 – to update the clause so it is consistent with the current Code of Conduct – potential breaches of the Code of Conduct are no longer automatically referred to a Standards Committee.	5/12/13
12	Clause 9.5 – amending the provision for the Chairing of Meetings of College Bodies to allow the Chair to appoint an acting Chair in specified circumstances. 9.5.1.2 the President-Elect (or Deputy Chairman howsoever designated) of the College Body if the President (or Chairman) is absent, or is unable or unwilling to act for any reason including if he or she has been granted a leave of absence; 9.5.1.3 another member of the College Body as determined by the Chair if the President (or Chairman) has been granted a leave of absence and the President-Elect (or Deputy Chairman) are unable or unwilling to act or if the College Body does not have a President-Elect (or a Deputy Chairman); or 9.5.1.4 a member of the College Body elected by the members present if the President (or Chairman) is absent, or unable or unwilling to act for any reason including if he or she has been granted a leave of absence, and an acting chair cannot be determined in accordance with clause 9.5.1.2 or clause 9.5.1.3,	16.05.2014
13	17.6.2 of the Governance of College Bodies By-Law to permit, in relation to education committees (now defined in the By-Law), a member of such a committee that has already served three consecutive terms to serve a fourth term, if before the end of their third term the member is appointed chair of the committee.	20/3/15
14	Inclusion of “Education Committees” in the Definitions	20/3/15
15	Update all references to College ‘Fellows’ to ‘Member’ as per the College Constitution	13/3/2020

By-Law History as from 26 August 2010		
Commencement of By-Law		
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Subsequent amendments to By-Law		
Item	Amendment	Commenced
16	Update 'Chairman' to 'Chair' to align with the Constitution	13/3/2020
17	Update to Clause 4.1 to reference the correct clause of the Constitution (Clause 13.2 'Chair of Board Committees')	13/3/2020
18	Update of the position title 'Director of Business, IT and Finance' in Clause 7.4 and 7.5 to the updated 'Director of Finance and Commercial Services'	13/3/2020
19	Removal of the word 'expert' when referenced as an example of a College Body 'expert advisory group' all of which were disbanded in 2016 and updated to be 'advisory group' only	13/3/2020
20	Update to clause 8.2 which specifies reimbursement incurred by any member of a particular College Body can be approved by the Chief Executive Officer rather than the Honorary Treasurer	13/3/2020
21	Update of position title in the table at clause 17.3 (previously 'Director of Education Services') to 'Director of Education, Learning and Assessment'	13/3/2020
22	Removal of the reference to the Board Executive in clause 17.4 which was disbanded in May 2018 following the appointment of the new smaller, skills-based Board	13/3/2020
23	Update to clause 18.1 to specify the correct title for the College's nomination and election process, being 'Nomination and Election Process for the Board of the College and its College Bodies By-law	13/3/2020
24	Update to clause 19.1 to reference the correct subclause from 17.5.2 to 17.6.2	13/3/2020
25	Deletion of clauses 7.2, 7.3, 7.4 and 7.5 with subsequent re-numbering	13/3/2020
26	Expansion of Clause 7.6 to reflect current College policy and delegation processes	13/3/2020
27	Removal of the management aspects of the by-law	13/3/2020
28	'Board Committee' definition added	13/3/2020
29	Ceasing the use of job titles and the term 'director' where it refers to a staff member	13/3/2020
30	New clause after 19.3.6 'cannot manage the appointment due to mental incapacity'	13/3/2020
31	Update to Clause 4.3 to include or "Past Chair"	13/3/2020
32	Insert new section 21 – Committee Performance Review Amend the review of By-laws to also include review of Terms of Reference, to be conducted each three years (Section 21)	7/8/2020