

# **BY-LAW**

## **GOVERNANCE OF COLLEGE BODIES**

## Contents

|    |   |    |
|----|---|----|
| 1  | PURPOSE   | 3  |
| 2  | COMPLIANCE  | 3  |
| 3  | CONFLICTS OF INTEREST   | 3  |
| 4  | DUTY OF MEMBERS   | 4  |
| 5  | RESPONSIBILITY OF A CHAIR OR PRESIDENT OF A COLLEGE BODY        | 6  |
| 6  | APPOINTMENTS  | 7  |
| 7  | NOMINATION AND ELECTION PROCESS                                 | 8  |
| 8  | CASUAL VACANCIES  | 8  |
| 9  | CO-OPTED MEMBERS  | 9  |
| 10 | APPOINTMENT OF ALTERNATE OR NOMINEE (PROXY)                     | 9  |
| 11 | AUTHORITY   | 10 |
| 12 | REPORTING   | 10 |
| 13 | MEETINGS  | 10 |
| 14 | VOTING AT MEETINGS  | 12 |
| 15 | CIRCULAR RESOLUTIONS  | 13 |
| 16 | MINUTES   | 13 |
| 17 | BOARD COMMITTEE SKILL/EXPERIENCE AND PERFORMANCE REVIEW         | 13 |
| 18 | SECRETARIAT   | 14 |
| 19 | DEFECT IN APPOINTMENT NOT TO AFFECT DECISIONS                   | 14 |
| 20 | CHANGE OF NAME OF A COLLEGE BODY                                | 14 |
| 21 | COLLEGE BODY BY-LAWS AND TERMS OF REFERENCE                     | 14 |
| 22 | REVIEW AND AMENDMENT OF THE GOVERNANCE OF COLLEGE BODIES BY-LAW | 15 |
| 23 | DEFINITIONS   | 15 |
| 24 | RELATED COLLEGE DOCUMENTS                                       | 16 |
| 25 | REVISION HISTORY  | 17 |

## **1. PURPOSE**

- 1.1. This By-law sets out the general provisions for governance of College Bodies.
- 1.2. This By-law applies to all College Bodies. In the absence of any express provision to the contrary in the By-law or Terms of Reference of a College Body, the provisions of this By-law shall apply.
- 1.3. The Board will delegate work to College Bodies to deal with complex or specialised issues. College Bodies make recommendations for action to the Board, which retains the collective responsibility for decision making.
- 1.4. Diversity of our College and College Bodies addresses the need to harness the wisdom and experience of differing perspectives and skills for the benefit of the College, membership and the community.

## **2. COMPLIANCE**

- 2.1. Board Committees will be governed by a By-law and all other College Bodies will be governed by Terms of Reference (TOR).
- 2.2. Each College Body and each member of a College Body, when carrying out the functions of that position, will comply in precedence order with:
  - 2.2.1. the College Constitution;
  - 2.2.2. all directions of the Board;
  - 2.2.3. the Governance of College Bodies By-law;
  - 2.2.4. all other By-laws and policies of the College; and
  - 2.2.5. the By-law/TOR for the College Body.
- 2.3. 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. CONFLICTS OF INTEREST**

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

### **3.1. Declarations of Interest**

The member Declaration of Interest forms and the Declaration of Interest Register that contains the conflicts of interest recorded in meeting minutes together form the Declaration of Interest Register for each College Body. All declaration of interest documents for all College Bodies are stored centrally and together form the RACP Declaration of Interest Register.

All conflicts are to be managed and recorded in accordance with the Conflicts of Interest Policy.

#### **3.1.1. Member Declarations**

All College Body members must:

- a) submit their Declarations of Interest form upon appointment and update them annually;
- b) advise the College Body and secretariat of any changes throughout their term;

- c) the members Declaration of Interest form must record the organisation name, position held, nature and extent of the interest, and the steps taken to manage the conflict for any:
  - i. current and previous paid work
  - ii. current and former trusteeships
  - iii. current and former directorships
  - iv. current and former membership of other organisations
  - v. current and former membership of College bodies
  - vi. relationship of interests (if any) to the organisation's activities or proposed activities, such as contracts with the College, shareholdings, etc
  - vii. relevant interests of family or friends (including financial, non-financial personal interests).

### **3.1.2. Record of Declarations**

The Secretariat for each College Body must:

- a) maintain a Declarations of Interest Register for the College Bodies they administer;
- b) record conflicts of interest in the meeting minutes as they arise and update the declaration accordingly;
- c) the Declaration of Interest Register must record all conflicts of interest and conflicts recorded in the meeting minutes. The Declaration of Interest Register is to include the:
  - i. Name of the College Body member
  - ii. Description of the interest (organisation name, position held, nature & extent of interest)
  - iii. Whether the College Body has been notified
  - iv. Date of the disclosure
  - v. Steps taken by the College Body for dealing with the conflict
  - vi. College Body member actions to address the conflict.

## **4. DUTY OF MEMBERS**

Each College Body will usually comprise elected members, appointed members, Ex-officio members and co-opted members (as defined – refer to the 'Definitions' section of this By-law).

All members of a College Body must abide by the following key principles:

- 4.1.** Assist and support the College in the discharge of the Colleges obligations as a charity, including the Australian Charities and Not for Profit Commission (ACNC) Governance Standards summarised below:
  - 4.1.1. Purposes and not-for-profit nature**  
Must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this and provide information about their purposes to the public;
  - 4.1.2. Accountability to members**  
Must take reasonable steps to be accountable to their members and provide them with adequate opportunity to raise concerns about how the charity is governed;
  - 4.1.3. Compliance with Laws**  
Must not commit a serious offence such as fraud under any Australian or Aotearoa New Zealand law, or breach a law that may result in a penalty or more;

**4.1.4. For suitability of Responsible Persons**

Must take reasonable steps to be satisfied that its Responsible Persons (Directors and secretary) are not disqualified from managing a corporation under the Corporations Act 2001 (cth) or disqualified from being a Responsible Person of a registered charity by the ACNC Commissioner; and to the extent permitted by law, remove any Responsible Person who does not meet these requirements; and

**4.1.5. Duties of Responsible Persons**

Must take reasonable steps to make sure that Responsible Persons are subject to, understand and carry out the duties to act with reasonable care and diligence; act honestly in the best interests of the charity and for its purposes; not misuse the position of a Responsible Person; not to misuse information obtained in performing duties; disclose any actual or perceived conflict of interest.

- 4.2.** Comply with, and implement all College By-laws, policies, procedures and guidelines.
- 4.3.** All College Body members must submit their declarations of interest upon appointment and advise the College Body and secretariat of any changes throughout their term.
- 4.4.** Each member has a primary duty to act and vote at all times in the best interests of the College as a whole.
- 4.5.** Members of a College Body must support College Body decisions in accordance with Australasian norms of collective decision making, College Body solidarity and collective responsibility. 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 have discussion in meetings. Members will be encouraged (through the particular College Body Chair or President) 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.
- 4.6.** Members must ensure they are available to give sufficient time to diligently undertake the responsibilities of a member of a College Body, be adequately prepared for all meetings and be prepared to respond within required timeframes to requests.  
Members should also use reasonable endeavours to attend all meetings, advising the Chair and secretariat of the College Body in advance of a meeting if they will be absent.
- 4.7.** If a member knows they will be absent from a future meeting then the Chair and secretariat are to be advised.  
If a member knows they will be absent for three or more consecutive meetings or more than 60% of meetings per annum of the College Body, a formal leave of absence must be sought from the Chair or President of that Body and the secretariat informed prior to that leave of absence. The minutes of the meeting should note that the member has been granted a leave of absence from attending the meeting.

- 4.8.** If leave of absence has not been granted or applied for, a casual vacancy shall be deemed to arise if a member is absent for three consecutive meetings or 60% of meetings per annum of that College Body unless approved by the Parent Body.
- 4.9.** Keep all College Body information, discussion, deliberations and decisions which are not in the public domain confidential. For example any meeting papers, minutes and actions must not be provided to any person outside of the College Body to which the College Body is accountable. Consult with the Secretariat of the College Body to facilitate the appropriate approvals from the Board, the Chief Executive Officer (CEO), the Company Secretary and the College's external auditors without the consent of the Chair of the respective College Body or the CEO. The Chair or CEO may consult with the Company Secretary before providing consent.
- 4.10.** Notwithstanding any other provision of this By-law, members and/or Chairs of any College Body who are also members of the College (Fellows or Trainees) must be members of the College (as defined in the Constitution) at the time of, and during the tenure of their appointment, and if at any time they are not members they may be removed from membership of, or as Chair of, any College Body.
- 4.11.** Members of the College must be members (as set out in the Constitution) to sit on any College Body or to act for and on behalf of the College in any capacity.
- 4.12.** Indemnification of College Body members by the College is set out in the terms of the Deed of Indemnity by the College in favour of its Volunteers, a copy of which can be provided by the Company Secretary.

## **5. RESPONSIBILITY OF A CHAIR OR PRESIDENT OF A COLLEGE BODY**

- 5.1.** The Chair of a College Body is approved by its Parent Body, upon recommendation of the College Body members.
- 5.2.** The Chair term comprises up to two of three year terms to a maximum of six year term, unless appointed as the President of Aotearoa New Zealand, a Division, Faculty or Chapter or otherwise approved by the Board.
- 5.3.** The Chair holds office until removed from office by the Parent Body or until the Chair resigns from office or the member's term (who is the Chair) has expired.
- 5.4.** The Chair is responsible for leadership of the College Body including:
- 5.4.1.** facilitating proper information flow to the College Body;
  - 5.4.2.** facilitating the effective functioning of the College Body including managing the conduct, frequency and length of meetings; and
  - 5.4.3.** communicating the views of the College Body to the Parent Body and/or Board.
- 5.5.** In performing their role, the Chair's responsibilities and accountabilities include:
- 5.5.1.** in consultation with the secretariat:
    - 5.5.1.1.** setting the agenda for matters to be considered by the College Body;
    - 5.5.1.2.** seek to ensure that the information provided to the College Body is relevant, accurate, timely and sufficient to keep the members appropriately informed of the College and College Body goals;

- 5.5.1.3. seek to ensure that communications are accurate and effective.
  - 5.5.2. seek to ensure that the College Body as a whole has the opportunity to maintain adequate understanding of the College's performance and affairs generally and the opportunities and challenges facing the organisation;
  - 5.5.3. facilitate open and constructive communications amongst members of the College Body and encourage their contribution to deliberations;
  - 5.5.4. oversee and facilitate College Body member evaluation reviews and succession planning;
  - 5.5.5. liaise and interface with the secretariat as the primary contact between the College Body and management; and
  - 5.5.6. liaise with and counsel, as appropriate, College Body members.
- 5.6. A balance of personal traits for a Chair include:
- 5.6.1. tact, diplomacy and sensitivity;
  - 5.6.2. ability to reconcile opposing views;
  - 5.6.3. strength and clarity of purpose;
  - 5.6.4. ability to lead including by example;
  - 5.6.5. ability to encourage and get the best from all members; and
  - 5.6.6. ability to influence.
- 5.7. In the absence of the Chair or the Deputy Chair (if there is one appointed by the Parent Body), or if the Chair or Deputy Chair is/are unwilling to act, the members present and entitled to vote at the meeting are to elect and appoint a member of the College Body as chair for that meeting.
- 5.8. There is no formal position of 'Past President' or 'Past Chair' 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.

## 6. APPOINTMENTS

### 6.1. Term

- 6.1.1. the term of any member of a College Body is a three-year term with the option to extend this by a further three-year term up to a maximum of six consecutive years;
- 6.1.2. member appointments should be staggered to enable a balance of new and continuing members to support succession planning;
- 6.1.3. no **person** shall be appointed to the same College Body for more than six consecutive years, (irrespective of the membership role held)  
**EXCEPT:**
  - 6.1.3.1. if the person is elected as a President-Elect or assumes the office of President of Aotearoa New Zealand, a Division, Faculty or Chapter during their second three year term, and shall continue until the end of their Presidency.
- 6.1.4. any person who has concluded a maximum of six-years as a member of a College Body, is not eligible to serve as a member of that same

College Body for 12 months unless the Board, in exceptional circumstances, otherwise approves an additional two years.

**Refer to section 5 for Chair terms.**

## 6.2. Appointment

- 6.2.1. appointment of new members to a College Body including casual vacancies and co-opted members of a College Body, shall be conducted via a merits-based selection process and with consideration of achieving a diversity of experiences, backgrounds and perspectives to reflect the communities represented and served;
- 6.2.2. re-appointment of members of a College Body for their second three-year term shall be approved by the Parent Body without the requirement for a merits-based selection process;
- 6.2.3. College staff, including College members who are employed as staff, cannot be appointed as a member of a College Body during their employment by the College;
- 6.2.4. appointed and co-opted members of a College Body are appointed by:

| OFFICE  | WHO MAY APPROVE THE APPOINTMENT (PARENT BODY) |
|---|---|
| Board Committees (including Division and Faculty Councils and Regional committees) and sub-committees | The Board                                     |
| Committees reporting to the Aotearoa New Zealand Committee  | The Aotearoa New Zealand Committee            |
| Committee of a Chapter  | The Council of the relevant Division          |
| Any other committee or sub-group  | The College Body to whom they report          |

- 6.3. Notwithstanding clause 6.1 and 6.2, the Board may approve the appointment of any member of a College Body without undertaking a merits-based selection process.

## 7. NOMINATION AND ELECTION PROCESS

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'*.

## 8. CASUAL VACANCIES

- 8.1. A casual vacancy shall mean any vacancy in the membership of the College Body, including any vacancy in the office of appointed member, caused other than through the retirement of a member at the end of their term.
- 8.2. A casual vacancy may be filled by a resolution of the College Body, following the appointment process set out in section 6 of this By-law.
- 8.3. Any person appointed to fill a casual vacancy shall hold office for up to 12 months, after which time the position must be filled via an appointment or election process, as appropriate.
- 8.4. The period of time a College Body Member has been appointed to a casual vacancy shall not be counted as a term or period of office.

- 8.5.** A casual vacancy shall be deemed to arise on a College Body if a member:
- 8.5.1.** resigns that office by written notice to that College Body;
  - 8.5.2.** ceases to be a member of the College;
  - 8.5.3.** becomes an employee of the College;
  - 8.5.4.** is removed from office by ordinary resolution of the Board;
  - 8.5.5.** becomes bankrupt or is disqualified as a Responsible Person;
  - 8.5.6.** cannot manage or fulfil the appointment because they die or are mentally incapacitated; or
  - 8.5.7.** is absent from three consecutive meetings or more than 60% of meetings per annum of the College Body without prior approval (see 4.7). The Parent Body may resolve to waive this requirement in the certain circumstances it determines.

## **9. CO-OPTED MEMBERS**

- 9.1.** From time to time a College Body may require the contribution of a 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 for a specified task OR not exceeding 12 months.
- 9.2.** Up to two persons may be appointed as co-opted members unless additional co-opted members are approved by the Parent Body.
- 9.3.** Co-opted members have the same rights as appointed members, including voting rights, and are counted in the quorum of the meeting. Except a co-opted member cannot chair a College Body meeting.
- 9.4.** Co-opted members shall be appointed in accordance with clause 6.2.
- 9.5.** The duties of a co-opted member shall be the same as a College Body member, to act in the best interests of the College and compliance with the ACNC governance standards.

## **10. APPOINTMENT OF ALTERNATE OR NOMINEE (PROXY)**

- 10.1.** 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.
- 10.2.** Therefore, only in exceptional circumstances, with the approval of the Chair or President of the College Body, will an alternate be permitted to attend multiple meetings in place of an appointed or elected member.
- 10.3.** With the approval of the Chair or President of the applicable College Body, a nominee (proxy) will be permitted to attend a meeting in place of an appointed or elected member.
- 10.4.** With approval from the Parent Body, an Ex-officio member will be permitted to appoint an alternate or nominee to attend meetings in their place.
- 10.5.** An alternate or nominee (proxy) permitted to attend a meeting in place of an Ex-officio member must be a Fellow or Trainee of the College, as appropriate. In the

absence of the appointed member, the alternate or nominee (proxy) will have the same voting right as the appointed member and will be counted in the quorum for the meeting. Alternate or nominee (proxy) members will be entitled to receive the agenda and meeting papers for the meeting(s) they attend and are bound by the confidentiality guidelines and the by-laws and policies of the College.

## **11. AUTHORITY**

- 11.1.** College Bodies must not:
- 11.1.1.** authorise or sign contracts - a College Body has no power to enter into any agreement binding upon it or 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;
  - 11.1.2.** make any public announcements on behalf of the College or the College Body without the prior written approval of the President of the College, the President-Elect of the College (if the President is unavailable or conflicted) and the College's Chief Executive Officer (CEO).
- 11.2.** Out of pocket expenses incurred by any member of a particular College Body may be reimbursed via the College Body's secretariat, on approval of the College's CEO or delegate, upon provision of receipts or other supporting documentation.

## **12. REPORTING**

- 12.1.** The College Body will report to the Parent Body as outlined in the College Constitution.
- 12.2.** The Board has a series of duties and responsibilities (as set out in the Constitution) with the operation of the College Bodies.
- 12.3.** The College Bodies have a key role to play in the College engaging with our members, to support our profession and the community.

## **13. MEETINGS**

- 13.1.** All new College Body members are required to undertake the College induction program.
- 13.2.** Each College Body's membership will determine the frequency for its meetings, but at least two meetings must be held each year.
- 13.3.** Meetings may be held via teleconference or videoconference.
- 13.4.** Up to one face-to-face meeting (unless otherwise approved by the Parent Body) per year may be funded for approved College Bodies.
- 13.5.** Exemptions and variations can be made with the approval of the CEO or the President of the RACP.
- 13.6.** It is good practice for each College Body to establish its meeting calendar for the following year, prior to that year commencing. The Secretariat to coordinate meeting dates with all College Body meetings, the schedule to be published on the College's website.
- 13.7.** A notice of meeting of a College Body must be given to each member at least 10 days prior to the meeting, specifying the place, agenda, date and time.

- 13.8.** The Chair may invite guest attendees to College Body meetings.
- 13.9.** The Chair's formal approval is required prior to issuing any College Body document or minutes to non-College Body members.
- 13.10.** The Chair may wish to appoint a member at the beginning of the meeting to provide an evaluation at the end of the meeting, commenting on the quality of meeting papers, conduct of the meeting, positive aspects of the meeting and opportunities for improvement.
- 13.11. Quorum**
- 13.11.1.** The quorum necessary for the transaction of the business of the College Body is one half of the total membership of the College Body (including members who are present at the meeting either in person, or by electronic means approved by the College Body) and are not disqualified from voting, unless the College Body resolves that a greater number shall constitute a quorum. A quorum must not be less than three College Body members.
- 13.11.2.** If at any time the number of College Body members present (and not disqualified from voting) is less than a quorum the College Body may meet only for the purpose of filling any casual vacancies or for calling a meeting of members.
- 13.11.3.** The College Body may act notwithstanding any vacancy on the College Body.
- 13.12. Chairing Meetings**
- 13.12.1.** a ruling by the Chair of a meeting of a College Body on all matters relating to the order of business, 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; and
- 13.12.2.** a member or members of a College Body dissatisfied with the conduct of meetings of that College Body, and have reasonable grounds and believe in good faith that there has been or may have been a breach of the Code of Conduct or a breach of any By-law, policy of the College or TOR, may make a report in accordance with the College's Code of Conduct.
- 13.13. Board Attendance at Board Committee Meetings**
- 13.13.1.1.** Board Directors may attend meetings of College Bodies that report directly to the Board (Board Committee) as an observer; and
- 13.13.1.2.** Board Directors attending a meeting of a Board Committee do not have the right to vote unless they are a member of that Board Committee.
- 13.14. Meetings not to be Recorded**
- 13.14.1.** Meetings of College Bodies are not recommended to be electronically recorded.
- 13.14.2.** Minutes are not a report or transcript of the discussion or debate during the meeting. Minutes must contain the essence of the meeting and record accurately all decisions.

- 13.14.3.** Meetings of College Bodies must not be electronically recorded unless unanimously approved by all members of the College Body and such approval recorded in the minutes.

#### **14. VOTING AT MEETINGS**

- 14.1.** Voting members at meetings of College Bodies include the College Body member, ex-officio, co-opted and casual vacancy members.
- 14.2.** Resolutions no longer require a 'mover' and a 'seconder' however details of abstentions from voting should be recorded. Dissenting votes may be recorded upon request by the dissenting member.
- 14.3.** 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.
- 14.4.** The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.
- 14.5.** At any time (whether before or on the declaration of the result of the vote on a show of hands) the Chair may request a secret ballot be undertaken. In addition, any two members may call for a ballot to be taken. A secret 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.
- 14.6.** Any objection to the qualification of a member to vote must be referred to the Chair, who must rule on the objection before the vote is taken.
- 14.7.** If a ballot is not called for, a declaration by the Chair 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.

## **15. CIRCULAR RESOLUTIONS**

- 15.1.** A circular resolution (refer to the 'Definitions' section of this By-law) signed and/or approved by email by at least 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.
- 15.2.** A circular resolution may consist of a briefing paper that informs the College Body members to consider a resolution in the absence of a formal meeting.
- 15.3.** Circular resolutions are to be issued electronically with each member's vote recorded via an electronic reply.
- 15.4.** A circular resolution takes effect on the last date and time on which an eligible College Body member signs the document and/or sends an electronic approval which takes the vote to more than 75% or more of eligible members.
- 15.5.** Members should respond to a circular resolution within five business days.

## **16. MINUTES**

- 16.1.** The proceedings of all meetings of College Bodies shall be recorded in minutes and actions and reported after each meeting to the College Body to resolve if they are a true and accurate record of the meeting.
- 16.2.** Any dissenting or abstaining member is entitled to have their views recorded in the minutes upon request.
- 16.3.** A draft of the minutes of meeting shall be distributed to all members of the College Body after their preliminary approval by the Chair.
- 16.4.** All minutes must be signed by the Chair within a month of the meeting and provided to the secretariat to save as a formal record of the meeting.
- 16.5.** Meeting minutes must be kept for at least seven years.
- 16.6.** Meeting minutes and actions are to be reported to the Parent Body after each meeting.

## **17. BOARD COMMITTEE SKILL/EXPERIENCE AND PERFORMANCE REVIEW**

### **17.1. Performance**

- 17.1.1.** Board Committees are to review their performance against their By-laws every two years;
- 17.1.2.** the Board will establish the performance assessment criteria;
- 17.1.3.** the secretariat of the Board Committee is conduct a performance assessment at the end of each second year.  
  
Board Committees may undertake an external performance assessment every few years, as approved by the Board. Performance reviews are to be reported to the Board for consideration;
- 17.1.4.** the Board will review the performance of the Board Committee to enable the Board to assure itself that Board Committees are appropriately addressing the areas which have been delegated to them.

By ensuring oversight of the Board Committees, the Board is also able to demonstrate that it continues to meet its own obligations;

- 17.2.** The performance review will comprise:
- 17.2.1.** each Board Committee member is required to consider and succinctly respond to each of the performance assessment criteria;
  - 17.2.2.** the secretariat will collate all responses, which will be treated confidentially and anonymously;
  - 17.2.3.** the secretariat will complete a review of the outputs and achievements against the functions of the Board Committee; and
  - 17.2.4.** the collated responses, list of outputs and achievements, will form the annual performance information submitted to the Board for consideration.
- 17.3. Skill and Experience**
- 17.3.1.** The purpose and functions outlined in the Board Committee By-law determine the skills and experience register, along with the behaviour components that are approved by the Board.
  - 17.3.2.** Each Board Committee will complete a skill and experience assessment annually and maintain a skill and experience register of Board Committee members, which will inform the appointment and election process.

## **18. SECRETARIAT**

A College Body secretariat function (employee(s) of the College) will be appointed to each College Body by the CEO or their delegate to carry out administrative duties, maintain records, perform secretariat duties, including taking minutes and managing the papers and correspondence.

## **19. DEFECT IN APPOINTMENT NOT TO AFFECT DECISIONS**

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 person was disqualified from acting for any reason.

## **20. CHANGE OF NAME OF A COLLEGE BODY**

A College Body may change its name only with the written consent of the Parent Body.

## **21. COLLEGE BODY BY-LAWS AND TERMS OF REFERENCE (TOR)**

- 21.1.** Each College Body shall review its By-laws/TOR every three years, or such other period as determined by the Board.
- 21.2.** Any amendment proposed to a College Body's By-laws/TOR shall be endorsed by the Parent Body, on the recommendation of the College Body, for Board approval.

## 22. REVIEW AND AMENDMENT OF THE GOVERNANCE OF COLLEGE BODIES BY-LAW

- 22.1.** The Board shall review this By-law at least every three years or such other period as it determines and approve any amendments deemed necessary.
- 22.2.** Recommendations for any amendment to this By-law may be submitted to the Board via the Company Secretary.
- 22.3.** The Company Secretary shall discuss any recommendations received with the President (in their absence the President-Elect) and the CEO before submitting such recommendations to the Board for its consideration.

## 23. DEFINITIONS

|                          |  |
|--------------------------|--|
| Board                    | The Board of Directors of The Royal Australasian College of Physicians   |
| Board Committee          | The College Body reporting directly to the Board of Directors of The Royal Australasian College of Physicians  |
| Circular Resolution      | A written resolution circulated to College Body members without a meeting being held and passed if 75% members of the respective College Body, entitled to vote on the resolution, sign a document or send an email containing a statement that they are in favour of the resolution set out in the document. The document is called a written or circular resolution.   |
| College                  | The Royal Australasian College of Physicians, an incorporated body limited by guarantee ACN 000 039 047.   |
| College Body             | a) means a Division, Faculty, Chapter, or committee of the College. Including a council, working group, advisory group, special interest group, working party, reference group.  |
| Conflict of Interest     | A conflict of interest arises when the interest of a member (or those of their families, friends or other organisations within which they are involved) are incompatible or in competition with the interests of the College.<br>A conflict may relate to either a financial or non-financial interest.<br>A financial interest refers to the possibility of a financial or other material gain arising in connection with decision making (e.g. awarding a contract to a company with which a member is involved, the awarding of a service contract to a member's spouse, the making of a grant to a member's child).<br>A non-financial interest refers to benefits not linked directly to material gain (e.g. career enhancement, professional recognition, status or fame).<br>If not avoidable and not managed appropriately and transparently conflicts of interest have the potential to: damage effective decision making; undermine the functioning of a College Body; and attract adverse publicity.<br>The Conflicts of Interest Policy sets out a process to manage any conflicts and perceived conflicts that may arise from membership of a College Body. |
| Ex-officio               | An ex-officio member of a College Body is a position held by virtue of one's office or official status e.g. Position on a Committee held due to holding office of President.<br>The term of an ex-officio member is equivalent for the term in which they were appointed.  |
| Member of a College Body | An elected or appointed (including Ex-officio and co-opted) member of a College Body, including the President.   |

|                       |   |
|-----------------------|---|
| Member of the College | This has the same meaning as defined in the Constitution (Fellow or Trainee), including Honorary Fellows.   |
| Financial Member      | A member of the College who has paid the annual subscription and any other monies owing to the College by the due date as required by the Constitution.   |
| Observer              | An observer is not a member or director and does not have the responsibilities or liabilities of a director or member, however is required to maintain confidentiality. An observer has the right to attend and participate in a meeting they are invited to by the Chair. An observer may not vote.  |
| Office Holder         | Has the same meaning as defined in the College's Constitution and includes a member of any College Body.  |
| Parent Body           | The College Body or Board to which another College Body reports and has been established by.  |
| Quorum                | The minimum number of members who must be present at a properly constituted meeting of the College Body to validly transact business is termed as a quorum. This By-law specifies that the quorum for College Body meetings is to be not less than half of the membership of that College 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. |
| Trainee               | Has the same meaning as that term has in the Constitution.  |

## 24. RELATED COLLEGE DOCUMENTS

- 24.1. College Constitution;
- 24.2. Code of Conduct;
- 24.3. Nomination and Election Process for the Board of the College and its College Bodies By-law;
- 24.4. Appointment to College Bodies By-law;
- 24.5. RACP Meetings Policy;
- 24.6. Conflicts of Interest Policy;
- 24.7. Guidelines on Confidentiality;
- 24.8. Decision making checklist for the Board and its College Bodies; and
- 24.9. Claim for reimbursement of travelling expenses.

## 25. REVISION HISTORY

| <b>By-Law History as from 26 August 2010</b>   |  |                  |
|--|--|------------------|
| <b>Commencement of By-Law</b>  |  |                  |
| This By-Law was approved by the Board Executive of the College on 26 August 2010 and commenced on that date. |  |                  |
| <b>Subsequent amendments to By-Law</b>   |  |                  |
| <b>Item</b>  | <b>Amendment</b>   | <b>Commenced</b> |
| 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.<br>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;<br>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<br>9.5.1.4a 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        |
| 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        |

| <b>By-Law History as from 26 August 2010</b>   |   |                  |
|--|---|------------------|
| <b>Commencement of By-Law</b>  |   |                  |
| This By-Law was approved by the Board Executive of the College on 26 August 2010 and commenced on that date. |   |                  |
| <b>Subsequent amendments to By-Law</b>   |   |                  |
| <b>Item</b>  | <b>Amendment</b>  | <b>Commenced</b> |
| 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<br>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         |
| 33   | Governance of College Bodies By-law – major review  | 11/12/2020       |
| 34   | Inclusion of Declaration of Interest section 3  | 15/09/2022       |