

Membership of External Bodies By-law

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Applicability	Australia and Aotearoa New Zealand

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

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1. INTRODUCTION

The College may be invited or seek to be a member of an External Body, this by-law sets out:

- Whether the College should be a member of an External Body; or
- Whether the College should appoint a member(s) or staff member to represent the College on an External Body, and the process to appoint members or staff (Representatives).

The College Board is responsible and accountable for the governance of the College and its College Bodies. For the Board to fully and effectively discharge its responsibilities it needs to be fully informed of, and have clear oversight of, all the entities to which Representatives are appointed by the College and College Bodies.

The College may also be liable for the actions of any such Representative under the Deed of Indemnity for Volunteers.

2. PURPOSE

This By-law sets out whether the College should be a member of an external body and the process to appoint Representatives to external bodies.

3. SCOPE

This By-law applies to the membership of and appointment of College Representatives to external bodies.

4. POLICY CONTENT MEMBERSHIP

4.1. Assessment to be a member of an External Body

To determine whether the College should be a member of an External Body, consider, among other things:

- Whether being a member of the External Body will align with the College's interests, purposes (including charitable status) or will be of benefit to the College and its members;
- The relative financial, recent historical and current performance and reputational standing of the External Body; and
- The possibility for membership of the External Body to advance, or damage, the College's reputation, legal or financial status or that of its members or a group of its members.

The form at **Annexure A** will assist with the assessment of the request for membership of an External Body. The assessment of the membership request must be completed by the College Body that initiated the request and submitted to the relevant Parent Body and then Board for approval.

4.2. Appointment of Representative(s) to an External Body

- 4.2.1. Representatives to External Bodies shall be appointed by the Board (and may be nominated to the Board by relevant Parent Body) ~~For Chief Executive Officer~~ following a merits-based selection process, as prescribed by the Appointments Policy.
- 4.2.2. Notwithstanding clause 4.2.1, the President ~~or Chief Executive Officer~~ may appoint Representatives to External Bodies if time does not permit or it is not appropriate to undertake a merits-based selection process.

4.3. College Representative

- 4.3.1. A Representative is appointed to represent the interests of the College on an External Body.
- 4.3.2. To ensure the Representative knows and is therefore able to represent the interests of the College on an External Body, the Representative is required to report into the College at regular agreed intervals. This reporting should be made in the first instance to the to the College Body and then the Parent Body.
- 4.3.3. Subject to any confidentiality requirements of the External Body, at a minimum it is expected that the Representative will:
 - a) provide the College with copies of meeting agendas for future meetings of the External Body in order for the College to be able to apprise the Representative of the College's position on particular agenda items; and
 - b) provide the College with a summary of meetings of the External Body within a reasonable time of the meeting finishing.

4.4. Satisfactory Attendance

The College requires satisfactory attendance by the Representative at External Body meetings and that they act in a professional manner that best represents the interests of the College. The Board reserves the right to remove the Representative at any time and may cease endorsement of a Representative should they fail to meet the requirements of the role. The Representative will cease to act as the Representative in the event they cease to be a member or staff member of the College and shall do all things necessary to implement this.

4.5. Register and Reporting to the Board

The relevant College business team that supports the College Body will keep a register of all Representatives appointed and notify the Company Secretary.

Each year, or more often if required by the Board, the relevant business team and Representative will provide a report to the Board (refer Annexure A) on information obtained from the Representatives detailing:

- a) The name and purpose of the External Body;
- b) The current activities of the External Body;
- c) The name of the Representative to the External Body;

- d) The benefit and value to the External Body of having a College Representative;
- e) The benefit and value to the College of having representation on the External Body;
- f) The current audited financial position (Annual Report) of the External Body, including any contingent or actual claims against it, and whether or not it is solvent;
- g) Confirmation that:
 - i) the Representative is still an appropriate person to represent the College on the External Body;
 - ii) the Representative is not involved in the management of the External Body or if so, the extent of that involvement;
 - iii) and any other information required by the Board.

5. REVIEW OF POLICY

This policy will be reviewed every three years or as required in the event of legislative changes or requirements. The policy may also be changed as a result of other amendments.

Staff and members of the College may provide feedback about this document by emailing RACPPolicy@racp.edu.au.

6. NOTIFICATION

Successful applicants will be advised of their Appointment in writing and asked to confirm their acceptance of the terms of their appointment, including reporting obligations by signing and returning the appointment letter to the College.

Unsuccessful applicants are to be notified in writing of the outcome of their application. As set out in the Reconsideration, Review and Appeals Process By-law, a decision not to short list or not to appoint a candidate **is not** a Decision that reconsideration, review or appeal applies to.

7. DEFINITIONS

Term	Means
“Board”	the Board of Directors of the College.
“CEO”	means the Chief Executive Officer of the College.
“College”	The Royal Australasian College of Physicians, ACN 000 039 047, an incorporated body limited by guarantee.

Membership of External Bodies By-law

Term	Means
“College Body” or “College Bodies”	means a) the Council of each Division or Faculty; b) the Committee of each Chapter formed within a Division or Faculty; c) each Board Committee; and each Committee, sub-committee, working group, expert advisory group or other sub-group formed under the auspices of any of the above, whether or not limited in time or purpose.
“External Body” or “External Bodies”	means any company, statutory authority, committee, conjoint committee or any other group or organisation that is not the College or a College Body.
“Fellow”, “Trainee”, and “Member”	have the same meaning as in the College Constitution
Parent Body	Is the Body that the College Body reports to, as stated in their By-law or Terms of Reference
“President”	means the President of the College
“President Elect”	means the President Elect of the College
“Representative”	means any Fellow, trainee, member or staff of the College appointed by the College.

6. HISTORY

Revision	Effective Date	Summary of Changes
1.0	5 Aug 2011	Initial approval
2.0	25 Oct 2012	Amendment made to determine if it is in the College’s interests to appoint a College Representative and following a merit-based selection process to determine the best available candidate for the position
3.0	1 May 2014	Addition of Attachment 1 – The process to appoint a representative of the College to an external body. Amendment to Clause 1.2 – the wording “Fellows” replaced with “representatives”.
4.0	15 Sept 2023	Updated to the new policy format. Merging the Acceptance of Membership of External Bodies Policy and the Appointment of Representatives to External Bodies By-law. Remove the ‘Attachment 1 Appointment of Representatives to External Bodies Process, instead referring to the Appointment to College Bodies Policy (inclusive of reference to External Bodies).

Annexure A: Assessment of Membership of External Body Form

1	NAME OF EXTERNAL BODY	
2	NAME OF COMMITTEE/GROUP	
3	PURPOSE AND ACTIVITIES OF EXTERNAL BODY	
4	WHO INITIATED THE REQUEST FOR MEMBERSHIP OF THE EXTERNAL BODY?	
5	BENEFIT AND VALUE TO THE COLLEGE OF MEMBERSHIP OF THE EXTERNAL BODY?	
6	SUBSCRIPTION FEE FOR MEMBERSHIP?	
7	ANY OBLIGATIONS ON THE COLLEGE AS A MEMBER OF THE EXTERNAL BODY OR HAVING A COLLEGE REPRESENTATIVE?	
8	FINANCIAL POSITION OF THE EXTERNAL BODY (Annual Report inclusive of audited financial statements)	
9	ANY RISKS TO THE COLLEGE OF BEING A MEMBER OF THE EXTERNAL BODY OR HAVING A COLLEGE REPRESENTATIVE? (including if the activities of the External Body are not in conflict with those of the College)	
10	IS THE COLLEGE ELIGIBLE TO APPOINT A REPRESENTATIVE TO THE EXTERNAL BODY? (If yes, a) Term of the appointment b) Name of the Representative to the External Body c) Confirmation the Representative is an appropriate person to represent the College on the External Body d) Confirmation the Representative is not involved in the management of the External Body or if so the extent of that involvement.	
11	WHICH COLLEGE BODY AND PARENT BODY WILL BE RESPONSIBLE FOR MANAGING AND OVERSEEING THE MEMBERSHIP RELATIONSHIP?	
12	WHICH COLLEGE BUSINESS UNIT SUPPORTS THE COLLEGE BODY AND PARENT BODY?	
13	IS THERE ANY OTHER COLLEGE RESOURCING REQUIRED TO SUPPORT THIS MEMBERSHIP?	