BY LAW

COLLEGE COUNCIL

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

Date of most recent amendment – September 2016
1 INTRODUCTION AND PURPOSE

1.1 The Board, pursuant to the Constitution has established a College Body to be known as the College Council.

1.2 The Board has established the College Council to consider matters referred to it by the Board or that the Council considers may be relevant to the Board, and if agreed by a majority of Council members, to make recommendations to the Board on the issues raised by those matters.

1.3 The College Council must not:

1.3.1 enter into contractual relationships; or

1.3.2 represent or imply in any way that the College Council is a body independent of the College.

2 MEMBERSHIP OF THE COLLEGE COUNCIL

2.1 The membership of the College Council shall consist of:

2.1.1 a Fellow nominated by the New Zealand Committee (which may or not be the President-Elect);

2.1.2 a Fellow from each of the education pathways set out in appendix 1 as nominated by their respective bodies;

2.1.3 a Fellow nominated by the Adult Medicine Division Council;

2.1.4 a Fellow nominated by the Paediatrics and Child Health Division Council;

2.1.5 a Fellow nominated by the Australasian Faculty of Occupational and Environmental Medicine Council;

2.1.6 a Fellow nominated by the Australasian Faculty of Public Health Medicine Council;

2.1.7 a Fellow nominated by the Australasian Faculty of Rehabilitation Medicine Council;

2.1.8 two Trainees nominated by the College Trainees' Committee; and

2.1.9 a Fellow nominated by each of the seven Australian Regional Committees.

2.1.10 A Māori representative and an Aboriginal or Torres Strait Islander representative, who may be Fellows, trainees or non-Members of the RACP.

2.2 Each College Body set out in clauses 2.1.2 – 2.1.9 may make all their nominations after calling for expressions of interest from College, or other process of their choosing.

2.3 On the recommendation of the College Council, the Board will appoint one (1) of the College Council members to be the Chair of the College Council.

2.4 On the recommendation of the College Council, the Board will appoint up to two (2) of the College Council members to be the Deputy Chairs of the College Council.

2.5 If a member of College Council becomes a Board member their membership of the College Council will automatically end.

Date of most recent amendment – September 2016
3 BOARD ATTENDANCE AT COLLEGE COUNCIL MEETINGS

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

4 TERM OF OFFICE

4.1 Subject to the transitional provisions set out in clause 5.3 and the duration of the College Council being extended as set out in clause 4, the term of office for members of the College Council are set out below.

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

4.3 Transitional provision - At the conclusion of the second Annual General Meeting of the College (May 2017) after the establishment of the College Council, 50% of the nominated Council members will conclude their first term. The respective nominating body will nominate a representative to take on the College Council representative position in accordance with clause 2.1. The members who conclude their term at the end of the second Annual General Meeting after the establishment of the College Council will be determined by the drawing of lots at a meeting of the College Council. The initial term of the remaining 50% of members will conclude in May 2018. As per the Governance of College Bodies By-law any member is able to complete a maximum of three consecutive terms on the College Council.

5 MEETINGS

5.1 The College Council shall meet:

5.1.1 face to face for not more than two days twice per calendar year;

5.1.2 when requested to by the Board;

5.1.3 if approved by the Board at the request of the College Council; and

5.1.4 once each calendar year for a joint planning day with the Board.

6 MEETING PROCESS

6.1 Consistent with a collegiate and consensus approach to decision making, the Chair will conduct Council meetings with as little formality as possible.

6.2 To allow all members to contribute to discussion and to proceed through the agenda, the Chair may from time to time, place time or other limits on the Council’s discussion.

6.3 Council members should come prepared to all meetings and be able to make succinct and relevant contributions to the Council’s discussions.

6.4 The Governance of College Bodies By-law sets out the College’s standard meeting process requirements particularly in relation to quorum, chairing meetings, voting, written resolutions, minutes and casual vacancies.

Date of most recent amendment – September 2016
6.5 In consultation with the Company Secretary, the Council may establish meeting rules and procedures to assist with the efficient operation of the Council.

6.6 Council members have the right to raise any matter for the Council’s consideration, with the consent of the Council’s Chair, which will not unreasonably be withheld. Such matters should be notified to the Secretary at least 14 days before a meeting of the Council.

7 REPORTING

7.1 The College Council must report to the Board in writing within 6 weeks of the conclusion of each College Council meeting.

7.2 The College Council must provide an annual work plan of its proposed activities to the Board by the end of February of each year for the Board’s approval.

8 DEFINITIONS

“Board” means the Board of Directors of the College.

“College” means the Royal Australasian College of Physicians (ACN 000 039 047), an incorporated body limited by guarantee.

“Constitution” means the Constitution of the College as amended from time to time.

“Fellow” has the same meaning as set out in the College’s Constitution.

“Trainee” has the same meaning as set out in the College’s Constitution.

Approved by Board on the 23 May 2015

Date of most recent amendment – September 2016
Terms of Reference History as from 23 May 2015

Commencement of Terms of Reference
These Terms of Reference were approved by the Board on 23 May 2015 and commenced on that date.

Subsequent amendments to Terms of Reference

<table>
<thead>
<tr>
<th>Item</th>
<th>Amendment</th>
<th>Commenced</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.1.1-2.1.7 &amp; 2.1.9</td>
<td>Amendment to enable only Fellows to be nominated for all positions other than the Trainee representative positions</td>
<td>12 November 2015</td>
</tr>
<tr>
<td>2.4</td>
<td>Addition of opportunity to have up to two Deputy Chairs</td>
<td>12 November 2015</td>
</tr>
<tr>
<td>5.3</td>
<td>Amendment to more clearly articulate transition requirements, in particular opportunity for members to complete up to three consecutive terms</td>
<td>12 November 2015</td>
</tr>
<tr>
<td>5.3</td>
<td>Amendment to extend the initial term after which 50% of the College Council's membership must turnover in May 2016 to May 2017.</td>
<td>April 2016</td>
</tr>
<tr>
<td>2.1.10</td>
<td>Additional of a Māori and Aboriginal or Torres Strait Islander representative</td>
<td>September 2016</td>
</tr>
<tr>
<td>4</td>
<td>Removed clause 4 (Duration of College Council) in order to extend the Council as a standing committee of the Board</td>
<td>September 2016</td>
</tr>
</tbody>
</table>

Date of most recent amendment – September 2016
Appendix 1 – List of Education Pathways

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

Date of most recent amendment – September 2016