



THE AUSTRALASIAN COLLEGE
OF DERMATOLOGISTS

THE AUSTRALASIAN COLLEGE OF DERMATOLOGISTS

ACN 000 551 824
ABN 99 411 356 609
A public company limited by guarantee

REGULATIONS

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THE AUSTRALASIAN COLLEGE OF DERMATOLOGISTS GOVERNANCE REGULATIONS

1 Introduction

In this Document a Regulation refers to a specific clause or set of words in the constitution.

Following the rule above, prior Regulations with no linked clause in the Constitution are now referred to in Policy and no longer included in these Regulations.

Key governance documents therefore are:

- The Constitution
- Associated Regulations
- Policies.

How this Document Works

The numbering of Regulations corresponds to that in the College's Constitution.

Every Constitution clause at level 1 (eg Clause 6) or level 2 clause (eg Clause 7.4) is listed in this document. If there are no Regulations then this is noted.

Only where a Regulation is required is one or more written.

If there is a need for a Regulation at the 3rd level of a constitutional clause, these will be numbered accordingly (eg 6.1.2) but listed under in this case 6.1's header.

Where several regulations are required from one Constitutional Clause they will be identified by sub heading A,B,C etc eg 6.1.1A; 6.1.1B

Where a provision of these Regulations conflict with, or is inconsistent with, a provision of the Constitution, the provision of the Constitution shall apply to the extent of the conflict or inconsistency.

2 Regulations concerning Clause 2 Objects and Powers

2.1 Objects

No regulations

2.2 To effect these objects....

No regulations

2.3 Chief Executive Officer

The Board must appoint a Chief Executive Officer to manage College affairs and to be responsible to the Board.

The duties of the CEO shall be as determined by the Board.

Without limiting the above, the Board must:

- (1) determine annual and long term objectives for the Chief Executive Officer consistent with the Objects (2.1 Constitution) and the Strategic Plan of the College; and
- (2) undertake an annual review of the performance of the Chief Executive Officer.

3 Regulations concerning Clause 3 Membership

3.1 Classes of Members

3.1.1 Fellows with the right to attend and vote at general meetings

Registered Medical practitioners who are admitted by the Board as a Fellow (see 3.2 Eligibility) become and are Members of College.

The College shall maintain a Register of Members (which may be held electronically).

3.1.1A Fellow Type

College classifies Fellows by Fellow Type:

- Fellow
- Fellow Emeritus
- Fellow over 70
- Overseas Fellow

3.1.1B Registration of Fellows

Fellows hold an obligation to the Medical Board of Australia to report annually via AHPRA regarding their Registration Status. This involves choosing a registration type and declaring they meet the requirements of Registration/the Competent Authority (College).

Fellows are under no obligation to advise College of their Registration status. However, this information is publically available, and College may collect it and record the Registration Status that the Fellow holds which will be one of:

- Specialist
- General and Specialist
- General
- Non-practising
- Provisional
- Limited (Area of Need; Post Graduate; Teaching or Research)
- Not registered

Each Registration category above has defined requirements set by the Medical Board of Australia, as promulgated from time to time by AHPRA in its Registration Standards.

These Standards cover:

- (i) CPD requirements;
- (3) Professional Indemnity Insurance requirements;
- (4) Recency of practice requirements.

3.1.1C Status of Fellows

College assigns Fellows a Status which is either “Active” or “Retired” or “non-practising”.

Should Fellows die; resign; or be dismissed their Status shall be so noted.

- A Fellow is 'Active' if they hold Specialist, or General, or, Specialist and General Registration.
- A Fellow is 'Retired' if they are not registered.
- A Fellow is 'Non-practising' if they hold non-practising registration.

Fellows who are 'Active' must hold Professional Indemnity Insurance, meet the Recency of practice requirements and meet College CPD requirements. No discount is given to the CPD requirement because a Fellow holds only General Registration.

Fellows who are 'Retired' are fully exempt from any CPD requirement; need not hold Professional Indemnity Insurance, nor need meet Recency of Practice requirements.

Non practising registration enables a Fellow to use a protected title such as "medical practitioner", or "specialist dermatologist" where this is needed or wanted by the Fellow. Fellows who are 'Non-practising' are fully exempt from any CPD requirement; need not hold Professional Indemnity Insurance, nor need meet Recency of Practice requirements. Such a Fellow must not see patients, prescribe, give advice about patients to other practitioners or represent to the public or individuals that they are available to treat patients.

3.1.1D Retirement by Fellows

Fellows must inform the College of retirement. As noted above, a retired fellow is not registered as a medical practitioner.

To change membership status to 'Retired' the College's definition of retirement must be confirmed in writing. College will require that a Fellow complete a Declaration of Retirement form.

3.1.1E Returning to Active Practice following retirement

Fellows wishing to change membership status back to 'Active' status having been 'Retired' will be subject to a formal Re-entry Program. This Program will be similar to that applied to Fellows who have had an extended period of absence from clinical practice or they no longer meet the recency of practice requirements. The College Policies of 'Recency of Practice Policy' and 'Return to Practice Policy' apply.

The Program will involve some form of supervised re-entry having regard to recency of practice; objectives of the practitioner; defined CPD requirements by the CPD Committee; consideration on a case by case basis of the fee payable; evidence in writing of registration, and confirmation of secured PI Insurance.

3.1.1F Rights of Fellows

All Fellows no matter their type or status, except those dismissed or struck off as Fellows or deceased, hold rights as Fellows. This includes the right to

- receive all general notices sent by College;
- hold office or propose a candidate for election;
- attend, speak and vote at any general meeting;
- attend the ASM;

- receive the AJD;
- wear academic dress;
- use the Post nominals FACD;
- be on the Register of Members;
- access the College website through the Member Portal
- access the e-Learning Portal
- belong to e-Groups

Fellows changing status to 'Non-practising' or 'Retired' will be removed from the Find a Dermatologist on the College website. These Fellows may wish to access CPD through the College, but there is no requirement that they do so and recording on their CPD dashboard will not be monitored or audited.

Fellows must be Financial to exercise their rights. Refer to Regulation 3.5

Fellows shall pay Annual Subscription fees. Refer to Regulation 3.4

3.1.2 Members of such other non-voting classes determined by the Board

There is established the following additional classes of Membership:

- Honorary Membership
- Associate Membership
- Trainee

3.1.2A Honorary Members

Honorary Membership may be awarded by the Board to persons of distinguished eminence:

- as broadly and generally defined not limited to medical practice or to one who is or was a clinician, or
- more specifically, and most usually, a dermatologist of distinguished eminence of an overseas country, a distinguished leader in academic or scientific research in fields bearing upon dermatology, a distinguished medical practitioner in Australia or overseas in a field with a close bearing on dermatology and its practice

3.1.2B Associate Members

Associate Membership may be awarded by the Board to persons who have made or are making a significant contribution to dermatology with whom association may be mutually beneficial. For example dentists, oral medicine physicians, phlebologists, venereologists, oncologists, imaging specialists, bio-medical engineers, research scientists, nurses, or other clinicians may be considered.

3.1.2C Rights of Honorary Members

Honorary Members shall be entitled to

- receive all general notices sent by College;
- attend any general meeting but they may not vote;
- attend the ASM;

- wear academic dress;
- use the Post nominals Hon FACD;
- be on the Register of Members;
- access the Member Portal through the College website.
- Generally participate in activities of College

3.1.2D Rights of Associate Members

Associate Members shall be entitled to

- receive all general notices sent by College;
- attend any general meeting but they may not vote;
- attend the ASM;
- wear academic dress;
- be on the Register of Members;
- limited access to specific sections of the e Learning Portal.
- Generally participate in activities of College

3.2 Eligibility of Fellows

3.2A Fellows

Any candidate nominated for admission as a Fellow shall

- Meet the Constitutional requirements of Clause 3.2, plus
- Be of good standing.

The nomination of a candidate for admission as a Fellow shall be referred to the National Education Committee for their report and recommendation.

The Board shall consider the application for admission as a Fellow (ie Fellowship), the report and recommendation of the National Education Committee and all relevant information in respect of the application for Fellowship. The Board may, require disclosure of a candidate's criminal history, claims or complaint history, visa or residency status or other relevant matters.

The Board may in its absolute discretion suspend final determination for further evidence as to the candidate's qualifications, registration and good standing.

When a candidate has been duly elected as a Fellow the Honorary Secretary shall notify the candidate of his or her election and forward to the candidate a copy of the Constitution and Regulations.

Upon but not before payment of any entrance fee and subscription for the current year payable by the candidate, the candidate shall be entered into the register of Members as fellow and thereupon (subject to any requirement under this regulation that the candidate agree to accept such Membership) becomes a Member and is entitled to exercise his or her rights as a Member, according to their Member class of Fellow, and to enjoy the privileges and benefits of the College.

The Board shall affix its seal to a Fellowship certificate which confers upon the individual formal and ceremonial admission as a Fellow. The certificate shall be formally presented to the recipient at an annual conferring ceremony.

3.2B Fellow Emeritus

A Fellow is eligible for nomination and election as a fellow Emeritus if the person is a Fellow and has given long and distinguished service to the College.

Nomination of a Fellow Emeritus shall be made by a Fellow to whom the candidate is personally known and accompanied by a letter to the Awards Committee outlining the reason for nomination.

A Fellow shall not become a Fellow Emeritus unless he or she has agreed to accept such membership.

The Board may, after consideration of the recommendation by the Awards Committee, by at least a two-thirds majority of the Directors present elect a Fellow Emeritus.

Each Fellow Emeritus shall be free from all subscriptions and shall be entitled to hold the Rights of Fellows.

3.2C Overseas Fellows

Fellows permanently resident and practising outside Australia are Overseas Fellows.

Overseas Fellows must declare that they are permanently resident and practising outside Australia.

Overseas Fellows subsequently returning to Australia on a permanent basis shall notify the College immediately and this will alter their Annual Subscription fee.

Overseas Fellows must elect to belong to a Regional Faculty of their choice and be liable for any Faculty subscription fee, if applicable.

3.2D Fellows over 70

A Fellow on achieving the age of 70 will be classified in this class of Fellow. There is an implication of the Annual Subscription fee payable. Refer to 3.5. Otherwise the rights or privileges applying to a Fellow continue.

3.3 Admission of Members

Explanatory Note: Clause 3.3 in the Constitution applies NOT to Fellows but to those nominated for admission (and to those who so consent). Fellows are eligible to be admitted if they meet requirements of 3.2

3.3A Admission of Honorary Members

Nomination of an Honorary Member must be made by a Fellow to whom the candidate is personally known and the nomination must be signed by 5 other Fellows and must set out the reasons for the nomination.

A candidate shall not become an Honorary Member unless the candidate has agreed to accept such membership.

The Board may, after considering the recommendations of the Awards Committee, by a three-quarters majority of the Directors present elect an Honorary Member.

3.3B Admission Of Associate Members

Nomination of an Associate Member must be made by a Fellow to whom the candidate is personally known.

The nomination of an Associate Member shall be accompanied by a written statement setting out the reasons for the nomination, the qualifications and the full curriculum vitae of the nominee.

The person proposed as an Associate Member shall not be acquainted of his/her nomination until after he/she is elected to membership whereupon, should he/she then agree to accept, he/she becomes an Associate Member.

The Board may, after considering the recommendations of the Awards Committee, by a three-quarters majority of the Directors present elect an Associate Member.

3.3C Notification

When a candidate has been duly elected as a Member the Honorary Secretary shall notify the candidate of his or her election and forward to the candidate a copy of the Constitution and Regulations.

3.3D Register of Members

Upon but not before payment of any entrance fee and subscription for the current year payable by the candidate, the candidate shall be entered into the register of Members and thereupon (subject to any requirement under this regulation that the candidate agree to accept such Membership) becomes a Member and is entitled to exercise his or her rights as a Member, according to their Member class, and to enjoy the privileges and benefits of the College.

3.4 Membership Fees

3.4.1A Fellowship Admission Fee

College charges a Fellowship Admission Fee for a new Fellow who has successfully completed College Training Program.

Fees charged to Trainees during the training program do not recover the full cost of Training. The Board has determined that the full cost of Training shall be recovered and that some of this cost be deferred from payment until after the trainee becomes a Fellow when they have the ability to have raised sufficient earnings. This deferred payment will be charged as a "Fellowship Admission Fee" and recovered over the first three (3) years of Fellowship, with no charges in year 1 post fellowship, and 50% of what is owed due in each of years 2 and 3 since Fellowship.

There shall be no Fellowship Admission Fee for Honorary or Associate Members.

3.4.1B Annual Membership Fee – Fellows

An annual College Membership Fee is payable by Fellows and shall be prescribed from time to time by the Board.

The Annual College Membership fee covers the cost of CPD available via the College website; however, College may negotiate access by College fellows to the

CPD courses offered by private companies, other Colleges, Universities and so forth. These offerings Fellows must pay for and are not covered by the Annual College Membership Fee.

The Annual College Membership fee percentage payable by type and status of Fellow is as follows:

	Active	Non-practising	Retired
Fellow	100%	0	0
Emeritus	0	0	0
Over 70	0	0	0
Overseas	50%	N/A	0

Overseas Fellows returning to Australia on a permanent basis they shall notify the College immediately and forthwith pay the full subscription for the year then current.

3.4.1C Annual Fee – Honorary

No Annual College Membership fee is payable by Honorary Members

3.4.1D Annual Fee – Associate Members

An annual College membership fee could be payable by Associate Members as prescribed from time to time by the Board.

3.4.1E Other Levies

The College may levy an assessment on its members not exceeding in the aggregate in any one year for each member an amount equal to 100% of the annual membership fee of a member for such a year; such an assessment will be payable within six months after the agreement to do so.

3.4.2 Waivers of Fees or Levies

Any Fellow may apply to the Board via the College CEO for waiver of fees, or levies under clause 3.4.2 of the Constitution.

On receipt of his/her application by the College the Fellow will be automatically granted a temporary waiver of such fees, subscriptions or levies without prejudice to his/her continuing membership of College until such time as the Board makes a determination on the application provided that all monies which the Board then decides are due to College by the applicant are paid within one calendar month of the Fellow being notified of the Board's decision and provided that he/she is not entitled to exercise the rights and privileges of a member until all monies due by him/her to College have been paid.

3.5 Personal Rights and Unfinancial members

Members cannot exercise rights unless they are financial, meaning they must have paid their Annual College Membership fee on or before the due date.

The Annual College Membership fee is due on 31 December each year.

At least 3 notices to the members with unpaid membership fees will be issued, in the manner determined by the College CEO. Notices will be issued Mid-January, late January and Mid-February.

If membership fees remain unpaid and where no fee waiver arrangements are in place by the 01st of March, member access to College online resources will be blocked, distribution of College publications and access to CPD resources will be stopped. Member will be advised in writing the restrictions applied due to unpaid membership fee.

The Board will be notified of Members remaining unfinancial in April. The Board shall determine what action it will take and may remove other privileges or consider termination of membership as per Clause 3.8.9 (ceasing to be financial).

3.6 Diploma or Masters of the College

The College shall award the “Diploma of Dermatology” to those enrolees in the College Registrar Training Program who so meet the requirements of that Program as defined by the National Education Committee.

The College shall award the “Master of Dermatology” to those enrolees in the College Registrar Training Program or to those existing College Fellows who so meet the requirements of that Program as defined by the National Education Committee.

The College shall issue academic transcripts to those achieving these awards for the individual’s records.

3.7 Ceasing to be a Member

3.7.1 By resignation

No regulations

3.7.2 Upon the person’s death

Fellows or Members deceased shall be notified to the Membership and recognised at the AGM by way of a minute’s silence.

3.8 Grounds for the Board to Terminate Membership

For the purposes of clause 1.1.18, Terminable Conduct includes, without limitation:

- (1) conduct by a Fellow which is declared by any competent court, tribunal or board to be professional misconduct;
- (2) unsatisfactory professional conduct by a Fellow, where the conduct is such that it involves a substantial or consistent failure to attain or maintain reasonable standards of competence and diligence;
- (3) conduct, whether occurring in the practice of dermatology or otherwise, which if established would justify a finding that a Fellow is not of good fame and character or is not a fit and proper person to continue the specialist practice of dermatology; and

- (4) conduct by a Fellow of a nature which is prescribed in any guidelines for the conduct of Fellows or dermatologists generally which are established by resolution of the Board and notified to Fellows.

The Board may choose the action they wish to recommend depending on the conduct in question. This shall be defined in levels of response from a warning and note in the Member file to specific counselling, to censuring and removing privileges, to termination of membership.

A Member:

- (1) must be given at least 30 days' prior written notice that the Board proposes considering a resolution of the kind referred to in clause 3.8.1, including reasonable details of what has been alleged against the Member; and
- (2) shall have the opportunity to make oral or written submissions to the Board at the meeting at which the resolution is considered, before the Board considers the resolution.

The Board must provide reasons for a decision to expel a Member no more than 45 days after the date on which a resolution to expel the Member is passed.

3.9 Consequences of ceasing Membership

3.9A Privileged Disclosures

No Member against whom any allegation has been made for the purpose of clause 3.8 or who has been called on to show cause why he or she should not be expelled shall be entitled to commence or prosecute any action or legal proceedings for defamation against any Member who gave evidence (orally or in writing) or exercised any power or duty as a Director, it being a condition of membership of the College that:

- (1) all complaints, notices, letters, evidence and other matters arising under or incidental to any complaint and the hearing and determination thereof; and
- (2) all proceedings and utterances at general meetings and Board meetings held in connection therewith,

shall be absolutely privileged and protected accordingly and should any action or legal proceedings be taken as aforesaid this regulation shall if pleaded be an absolute bar thereto provided that this regulation shall not protect any person against legal liability (if any) for making with express malice a statement false to the knowledge of such person.

3.9B Notification of Regulator

Upon cessation of Membership College will notify the MBA, remove the name from the Register of Members, remove the name from the College Website/Find a Dermatologist.

3.9C Further Action

The Board will consider whether to prosecute if the former Member continues to use FACD post nominals on any materials associate with them or their practice.

3.10 Retired Members

Fellows as members are retired from practice if they are no longer registered as a medical practitioner. See Regulation 3.1.1c.

3.11 Register of Members

College will maintain electronic membership records containing data and information in private and sensitive nature. Access to College membership records will be restricted to Authorised College employees.

College will also maintain membership financial records and membership financial statements.

All membership related notices, including but not limited to College invoices and College correspondence with the members will be served to the address maintained in the Membership Register.

Members are responsible to request reasonable data and information requests of the College.

Members are responsible for maintaining the accuracy of personal data and information maintained in the register.

4 Regulations concerning Clause 4 General Meetings

4.1 Annual and special general meetings

No regulations

4.2 Ordinary business of AGMs

In addition the AGM shall consider the report of the editor of The Australasian Journal of Dermatology

4.3 Special Business

No regulations

4.4 Notice – Content

No regulations

4.5 Notice- Recipients

No regulations

4.6 Member proposed resolutions

No regulations

4.7 Quorum

No regulations

4.8 Chairperson

No regulations

4.9 Adjournment of general meetings

No regulations

4.10 Deliberative and casting votes

No regulations

4.11 Voting by show of hands

No regulations

4.12 Voting by poll

No regulations

4.13 Appointment of proxies

Proxies in accordance with clause 4.13 may be given to any Fellow for use at any meeting but must be dated and signed legibly in the presence of a witness.

4.14 Validity of a proxy vote

No regulations

4.15 Postal Ballots

This regulation is also applicable to Clause 6.8.3 postal ballots of Directors

4.15A Voting

Votes by post shall be taken on any matter, shall prescribe:

- the matter upon which the vote is to be taken;
- may direct that the voting be secret, and;
- may determine the form of the ballot paper to be used in taking the vote and the polling date.

The Honorary Secretary shall cause the ballot papers to be prepared. The ballot papers shall set out the proposed resolution and shall be in accordance with these regulations.

Where it has been determined that the postal vote shall be secret the President and Honorary Secretary shall:

- determine the manner in which the ballot shall be taken in order to ensure its secrecy; and
- in the case of a secret ballot for Directors, appoint from amongst the Members two scrutineers who shall not be Directors.

The ballot paper shall contain instructions as to the method of voting, state the date by which the ballot paper must be received at the registered office of College and shall provide for voters to make their vote by making a cross opposite to the word "No" or the word "Yes" appearing in that order after the proposed resolution or in such other manner as the Board considers appropriate.

Each ballot paper shall be initialled by the Honorary Secretary if the ballot is to be a secret ballot. If the ballot is not to be secret the ballot paper may be assigned a unique number. It shall be accompanied by a form bearing the voter's name and also initialled by the Honorary Secretary (or the same unique number if not secret ballot). Each voter shall mark his or her ballot paper in accordance with instructions then seal it in a separate envelope provided for the purpose and this together with the signed form bearing the voter's name shall be inserted in another envelope and returned to the Honorary Secretary at the registered office of College on or before the polling date. No vote shall be valid unless the ballot paper shall be marked and the accompanying form signed as aforesaid. Postal votes received at the registered office of the College after the polling date shall be null and void.

Balloting may also be conducted electronically via websites or other electronic systems approved by the Board, with appropriate security features and voting methods. Members will be informed of the method of voting and date and time by which elections voting must be completed.

If any question arises as to the validity of any vote it shall be determined by the President and the Honorary Secretary and their determination thereon shall be final.

The Honorary Secretary shall mark off the votes received by him/her against a list of the persons entitled to vote and the President and the Honorary Secretary shall count the valid votes.

The proposed resolution shall be deemed to be passed or rejected according to the number of valid votes for and against the resolution.

In the event of a vote concerning changes proposed to the Constitution, the proposed resolution shall be deemed to be passed if 75% of those voting plus 1 vote in favour.

In the event of a vote concerning all other matters, the proposed resolution shall be deemed to be passed if 50% of those voting plus 1 vote in favour.

In the event of an equality of votes the passing or rejection of the resolution shall be determined by the President who shall record his/her determination in the book of proceedings of the Board.

The proposed resolution and the number of valid votes respectively for and against shall be entered in the book of proceedings of the Board and signed by the President and Honorary Secretary.

Any resolution deemed by these regulations to be passed shall, subject to the Corporations Act, and other that in the case of a special resolution, have the same effect and operation as if it were a resolution validly passed at a meeting of the Board or general meeting of Members held on the polling date.

No resolution shall be deemed to be invalid by reason of the non-receipt of any ballot paper by any voter or at his or her registered address or by the College.

Any duties required by these regulations to be performed by the President or Honorary Secretary shall in the absence of either of them be performed by the President-Elect or Chair, Audit Committee respectively, or by the Chief Executive Officer.

4.15B Specific Rules for Postal Ballots of Directors

At least seven days shall be allowed between notification to Directors of the proposed resolution and the last day for the return of ballot papers.

In order that the proposed resolution shall be deemed to be passed, at least four valid votes (including the initial but not any casting vote or determination of the President) either for or against the resolution must have been received.

Voting may be conducted electronically (see clause 4.15).

4.15C Specific Rules for Postal Ballots of Members

The Honorary Secretary shall cause one ballot paper to be forwarded by post to each person entitled to vote not less than five weeks before the polling date. In the case of voters whose registered address is in New Zealand, Western Australia, and

Tasmania or outside Australia, the ballot papers shall if practicable be forwarded by air mail.

The polling date shall not be less than nine weeks not more than four months after the making of the determination provided for in clause 4.15.1.

Voting may be conducted electronically (see clause 4.15).

5 Regulations concerning Clause 5 Office Holders (of the College)

5.1 President Elect

No regulations

5.2 President

No regulations

5.3 Honorary Secretary

No regulations

5.4 Dean of Education

5.4.1 Term of Office

No regulations

5.4.2 Procedure to nominate and elect or appoint a Dean of Education

The Board shall receive from the National Education Committee or the Academic Standards Committee its recommendation for the appointment of chair of this Committee who shall become Dean of Education.

The National Education Committee [or the Academic Standards Committee] shall call for nominations from Fellows on the Committee to the position of Dean (and chair of this Committee) from amongst the members on the Committee and elect by show of hands or by poll the Dean.

The Dean must always be a Fellow of College.

5.5 Casual Board Vacancies

No regulations

6 Regulations concerning Clause 6 Board

6.1 Composition of the Board

No regulations

6.2 Appointed Directors

6.2.1 Conduct of the appointment of Appointed Directors

6.2.2 and 6.2.3 (b) Selection process for Appointed Directors

The Nominations Committee shall be responsible for the conduct of the selection process of Appointed Directors.

The Nominations Committee shall conduct the selection process with transparency of its actions and processes so recorded, and uphold the highest standards of probity.

6.3 Transition

No regulations

6.4 General governance of the College

Without limiting clauses 6.4 and 6.5 (Financial Affairs), the Board should develop, adopt, keep current, implement and monitor:

- (1) a Charter defining the Board's role and functions;
- (2) a Charter outlining the matters reserved for decision by the Board;
- (3) a Statement of Behaviours outlining the standards of conduct expected of each Director, to be signed by each Director;
- (4) Delegations of specific functions of the Board to Committees or Officers; and
- (5) a Strategic Plan for the College, including measures for assessing its success and whether the objectives referred to in that Plan have been achieved;

The Board may agree to assign particular portfolio responsibilities to specific Directors, to review the performance of those responsibilities from time to time and to review or re-assign those responsibilities as and when it thinks necessary;

The Board should ensure communication and interaction between the Board and each Regional Faculty Committee via the Representatives Committee to keep each Regional Faculty apprised of the proceedings of the Board after its meetings; and

The Board shall implement a system for communication and interaction between the Board and Members regularly throughout the year on the proceedings of the Board, and on its performance, no less frequently than once per year.

All Directors should undergo governance training within the first 12 months of appointment as a Director, or in the case of the President Elect, should complete this prior to commencing as President. This training may be from the Australian Institute of Company Directors (AICD) or equivalent, as approved by the Board.

Directors who are Office holders should undertake a 5 day (AICD) Company Directors course or equivalent as approved by the Board.

Appointed Directors should as a minimum undertake 3 days of training by the AICD, or such other suitable training course in corporate governance covering topics of Governance, Finance, and Strategy & Risk as the Board may approve. The cost of such courses will be borne by the College.

Any Appointed Director wishing to complete the 5 day Company Directors course may seek approval of the President to do so.

Any Director appointed who already holds post nominals GAICD, MAICD or FAICD or any other equivalent certification, need not complete comprehensive training.

Any non-Fellow Appointed Director with substantial governance experience may have these training requirements waived by the Board upon application to the President.

Every Director should, if already trained as above or holding substantial governance experience undertake appropriate updating whilst a Director, especially if training was completed more than 5 years prior. Such updating will be considered as a cost the College provided the approval has been obtained by the Director from the President.

6.5 Financial affairs

No regulations

6.6 Meetings and notice of meeting

6.6.1 Regulating Board Meetings

As far as possible, the Board should meet:

At least five times in each calendar year, in person where possible, on the following schedule:

- (1) twice at the annual general meeting;
- (2) once at the College's spring meeting if convening;
- (3) once on a rotating basis in the state capital of a Regional Faculty;

With the objective of:

Meeting within the geographical area of each Regional Faculty at least once every 5 years; and

Ensuring that a Board meeting is preceded by, or follows, if possible, a meeting of the Regional Faculty of the state in which the Board meeting is held.

The first Board of Directors meeting should be held immediately after the annual general meeting and that the purpose of the meeting should be and to welcome the new Directors and office bearers and to appoint, if necessary, an Honorary Secretary; and that the business normally considered at the first Board meeting, including the appointment of committees, should be deferred until the second Board meeting.

6.7 Business of meetings

No regulations

6.8 Voting and Board resolutions

No regulations

6.9 Circulatory resolution

No regulations

6.10 Technology enabled meetings

No regulations

6.11 Interest of Directors

Directors should declare interests at the commencement of their term and at each Board meeting advise of any changes.

Declarations of Interests of Directors are to be listed in both the Public and Members Areas of the website.

Any matter included on a notice of meeting in which a Director finds themselves holding a material personal interest must notify the Board at the meeting and absent themselves physically from the discussion and decision making process and outcome.

The President and Convenor of the Ethics Committee are authorised to handle any complaints or conflicts of interest arising in the meantime.

6.12 Validity of acts

No regulations

6.13 Vacation of Office by Directors

No regulations

7 Regulations concerning Clause 7 Committees

7.1 General requirements for Committees

7.1.1A Committees of the Board

The Board oversees a Committee Structure for Community-focused Input; for Governance; and for Member-focused input (See Appendix 1) The Board appoints the following Governance Committees to assist it manage its responsibilities:

(1) Audit & Risk Committee

To advise the Board on all financial matters; to consider the financial implications of all policies and programs and to make recommendations to the Board accordingly; and to take responsibility for financial advice to College on any appropriate matter. To review, assess and report to the Board of Directors on any issues considered of risk to the College and to recommend appropriate management strategies. The Audit & Risk Committee is a committee comprising only Directors.

(2) Representatives Committee

To advise the Board on the any non-educational issues of State Faculties, and other regional partners (if any). The Representatives Committee Chair should ensure one of its members, or the Chair, attend Board meetings in person or via teleconference, as invited by the President, for the delivery of the Report to the Board of the Representatives Committee. Each Faculty shall ensure its Chair and one other faculty Fellow attend the Representatives Committee and ensure continuity of Faculty input to the Committee. The Committee comprises Directors, Fellows, and other members as per its Charter.

(3) Academic Standards Committee

To advise the Board of Directors (BoD) in relation to the College's education standards, policies and activities. To set and approve academic standards for education courses/material, supervisors/teachers and trainees/enrolees. State Faculties may bring their educational issues to the National Training Committee which reports to the National Education Committee. The Academic Committee may constitute sub committees consistent with its Charter. The Committee is chaired by the Dean of Education and comprises Directors, Fellows, one or more independent (non-Fellow) academic expert plus and other members as per its Charter (eg community representatives).

(4) Professional Standards Committee

To advise the Board on all matters pertaining to Member conduct and the College as a Profession and its standing in the community. This committee covers functions of an Ethic Committee; interprets matters referred to it concerning the code of conduct; recommends standards College should adopted in cultural competency; considers matters referred to it regarding fairness, alleged discrimination, harassment and bullying; is the venue for Special Interest Groups to raise their desired standards for consistency with College objects, considers the Profession's position statements for adoption by the Board as its main duties as per its Charter. Its membership comprises Directors, Fellows, at least one independent and at least one community member who are non-Fellows as per its Charter

(5) Nominations Committee

To be responsible for all nominations and appointments including those of Directors and Board committee members, and if agreed, the remuneration of Board Directors, as per the Constitution. To advise on the CEO's terms and conditions of appointment, performance and remuneration. To ensure the appropriate functioning of the Board of Directors, its Committees, and compliance with the Constitution and Regulations in relation to recruitment, performance and retention of Board members. The Nominations Committee is a committee comprising only Directors.

7.1.1B Charters of Board Governance Committees

Each Board Committee shall have a Charter covering Role (broad functions) & Responsibilities (exact duties); Authorities (delegations received); Membership & Chair; Quorum & Meeting Procedures; Secretary & Reporting; Matters reserved for Committee (documents or outcomes the committee holds delegation to approve). The Chair of a Board Committee should have position description that they acknowledge in writing as having received, read and accepted. The Charter of each Committee is attached to these Regulations in Appendix 2

7.1.1C Taskforces – limited in timeframe and scope

The Board may appoint a "Taskforce" with a specific function to review and report to the Board within an agreed period of time. The Board shall define the scope, the membership of the Taskforce, the duration of its existence and its powers. A Taskforce shall not be an ongoing meeting group. A Taskforce shall have a chairperson appointed by the Board; such Members as the Board may appoint, and; such other taskforce members as the taskforce may, with the approval of the Board, co-opt. The Chair of a Taskforce should have a position description that they acknowledge in writing as having received, read and accepted.

7.1.1D Governance Committees' Sub-Committees

The Audit & Risk Committee appoints sub-committees as required by the Chair from time to time.

The Academic Standards Committee appoints sub-Committees to provide oversight of, and respond to situations within education strategy or operations which require academic expertise or pre-existing technical expertise to be brought to bear. The Academic Standards Committee led by the Dean receives recommendations from, and make decisions based on such advice.

The Professional Standards Committee appoints sub-committees to assist it meets its broad brief.

The Chair of every sub-Committee must have a position description that they acknowledge in writing as having received, read and accepted. The roles of key officers such as State Examiner, any other Examiner, Director of Training and any other officer on a committee with a defined role or title, should have a position description that they acknowledge in writing as having received, read and accepted.

Governance Committee Sub-committees are listed at Appendix 3

7.1.1E Other Committees

The Board may appoint other Committees that shall report to the Board or through its Board Committees. The Chair of every such Committee should have a position description that they acknowledge in writing as having received, read and accepted.

7.1.1F Composition of Sub-Committees and Taskforces

Such Committees shall comprise:

- (1) A Chairman who shall be convenor of the Committee;
- (2) Such members as the Board or its Board Committee Chair may appoint; and
- (3) Such members as the Committees may, with the approval of the Board, co-opt.

Such Committees are to be led by a person with extensive experience gained over a length of service and their experience guides the members of the sub-committee members such that the succession to the next leader is assured and planned.

Before establishing a Committee the Board may:

- (1) by written notice to Members call for nominations from among Members for election to any position on the Committee which the Board proposes will be filled from among the Members;
- (2) receive nominations for election to such position for a period of not less than 14 days;
- (3) if the number of nominations received from Members for any Committee position exceeds the number of vacancies on that Committee to be filled from among the Members, the Board shall make the final determination.

Any Member appointed or elected to a sub-Committee will be entitled to serve a term of 3 years (this does not apply to Taskforces which are time-limited by nature), unless before that term has elapsed:

- (1) the Member resigns from the Committee;
- (2) the Member dies or his or her membership of the College terminates;
- (3) the Board revokes the appointment of the Member; or
- (4) the Board dissolves the Committee.

Each Committee may appoint such officers as it may desire.

The Nominations Committee may be requested to review the effectiveness of any Committee for the execution of proper governance of College.

The convenor/chair shall convene and conduct meetings, ensure that records of such meetings are kept and that reports are submitted to the Board Committee or the Board (if a Taskforce).

All Committee reports are to be submitted to the Board at such time as the Board may require. Normally these shall be twice per year. Reports are to be in the hands of the Honorary Secretary one month prior to the relevant Board meeting.

A Committee may recommend to Honorary Secretary and/or the CEO changes to personnel at any time or in the reports to the Board, which information is to be made available to the succeeding Board meeting.

Every Committee or Taskforce Chair should undergo training in:

- Basic governance principles, the Constitution and regulations, College Policies, College decision making structures and key tools
- Risk awareness, mitigation, minimisation and control, and reporting
- Bullying, harassment and discrimination prevention, intervention and reporting

7.1.1G Community Concern over Conflict of Interest

Where a member of the College or a member of the public considers that there is a conflict of interest in regard to a College Committee member, it should be brought to the attention of the Board of Directors, which may then request investigation by the Professional Standards Committee.

7.2 General requirements for Committees

The President should include in the President's report to the Annual General Meeting a governance perspective on the effectiveness of Board Committees, and how the Committees have had to adapt in response to changing environments impacting on the business of the Committees.

8 Regulations concerning Clause 8 Regulations

The Board will make and rescind Regulations about items in the Constitution, and can make and rescind Policy otherwise. Policies will not be included in the Regulations but will be available via the College Website.

9 Regulations concerning Clause 9 Regional Faculties

9.1 Establishment of Regional Faculties

9.1A Purpose of Regional Faculties

Regional Faculties will assist the College achieve its Objects as at Clause 2.1 of the Constitution and assist by giving effect to these Objects as follows:

Object 2.1.1: Education and Training

- (1) Following the National Curriculum, implement the Dermatology Training Program within the State(s) and Territory of the Faculty.
- (2) Assist in the delivery of College education programs to other health professionals

Object 2.1.2: Professional Standards

- (3) Promote College high standards of practice, ethics and professional integrity and assist College with maintenance of and adherence to such standards within the State(s) and/or Territory.
- (4) Organise clinical meetings for the advancement of dermatology standards, professional development, and as learning & teaching opportunities for trainees located in the Faculty.
- (5) Organise and Convene the College ASM on a rotational basis when called upon to do so
- (6) Represent and promote the College in its activities and dealings at State/Territory level

Object 2.1.3 Research

- (7) Promote and support scientific research within dermatology within the Faculty.

Object 2.1.4 Public Education

- (8) Consistent with College guidelines, educate the public and other health care professionals about dermatological matters

Object 2.1.5 Fellowship, Development & Support

- (9) Promote fellowship within the Faculty and to other Fellows in Australia
- (10) Manage relationships with Fellows and Members within the State(s)/Territory to create harmony and coherence within the Faculty
- (11) Encourage and support Fellows to undertake CPD and to return to work following absences planned or unplanned
- (12) Provide an opportunity for social cohesion and activities for Fellows and members of Faculty
- (13) Maintain with College a register of Members

Object 2.1.6 Strategic Engagement

- (14) Assist the College provide authoritative advice to governments, organisations, and members of the public within their State(s) & Territories or as required joining in to promote a national view.

- (15) Work with State & Territory Health in order that the College training program is delivered and to achieve the provision of a well-qualified, experienced workforce within the State/Territory
- (16) Monitor the workforce supply adequacy within the State/Territory and provide advice on meeting community needs, especially but not entirely for indigenous communities and rural and regional communities
- (17) Oversee rural visiting health service delivery programs and liaise with the funding body(ies)
- (18) Develop and maintain relationships with Public and Private Health facilities and Fellow private practices to plan expansion of the College training program
- (19) Advise on State or Territory jurisdictional legislation and standards changes that impact on dermatology care within the State or Territory
- (20) Maintain alliances with Institutions, Entities and patient support groups, other stakeholders and other relevant organisations impacting on dermatology and dermatology care in the State or Territory

9.1B Office bearers/Leaders of Regional Faculties

In the establishment of Regional Faculties, they shall:

- elect a Chairperson ('Chair')
- elect a Chair-elect – this person may play the role of a Secretary or Secretary/Treasurer if so required, or the Faculty may appoint or elect a separate Fellow to be Secretary or Secretary/Treasurer.
- appoint a Director of Training
- appoint a State Examiner
- ensure a second Faculty fellow is nominated and appointed to the Representatives Committee. This could be the Chair-elect, which may be optimal to ensure Faculty continuity in the Committee, but it may be any other Fellow.

9.1C Shall Not Trade

Regional Faculties are not separate legal entities from College and they shall not trade or enter into binding agreements or contracts. Any commercial or contractual arrangements Faculties wish to create must be in the College name and use the College ABN and be signed by College management or the Directors.

No such arrangements shall be made without the College's knowledge or agreement.

The College Board reserves the right to not enter into such arrangements or revoke unauthorised arrangements should these be injurious to College or inconsistent with College objectives, regulations and policies and/or do not serve the best interests of the whole Membership.

9.1D Financial Management

Regional Faculties may hold cash funds in designated Faculty bank accounts administered by College finance staff and as directed by Faculty secretary/treasurer or such basis as the Board may determine from time to time.

The drawing of such funds for expenditure must be via a requisition form / Purchase Order placed by Faculty Chair or Secretary/Treasurer to College finance staff.

Regional Faculties must define their annual administrative expenditure requirements in order that they carry out College objectives at the State level.

The Regional Faculty annual membership fee must be linked to the administrative requirements as above. The regional faculty Chair shall ensure an annual budget is created and approved by Members.

Regional Faculties can spend without approval

- any item within budget

Expenditure requiring College approval by the Chair of the A&R Committee

- any item not in budget

Faculties may decide to charge Fellows who are residing and practicing in that particular state of their Faculty an annual faculty membership fee not exceeding \$200 per annum (maybe indexed to 2016 base CPI) for the purposes of achieving College objectives at the State level. The faculty membership fee must be determined according to the Faculty Budget and made in consideration of Faculty Reserves held in Faculty bank accounts (if any).

Faculty members are to make this determination annually in their Annual General meeting and advise the College. Faculty membership fees shall be invoiced mid-July on behalf of Faculty secretary/treasurer by the College Finance staff and collected and held in Faculty-designated bank accounts. The fee covers the period 1 July to 30 June the following year.

Non-participation to Regional Faculty Membership will not constitute remission of College Membership rights.

Any unpaid Regional Faculty Membership fees by 30 June of the next financial year will be written-off and Faculty secretary/treasurer will be advised of unpaid membership fees.

9.1E Faculty By-Laws

Regional Faculties may create additional rules called By-Laws to clarify any of the Regulations 9.1, 9.2 and 9.3.

Proposed Regional Faculty by-laws must be approved by the College Board prior to Faculty membership vote.

These shall be affirmed by the Regional Faculty membership at a Faculty AGM, and copy shall be lodged with the College CEO.

9.2 Regional Faculties - meetings

9.2A Regional Faculties shall hold General Meetings

General meetings are meetings of the members of the Regional Faculty.

Such meetings shall be organised by the Faculty Executive Committee and chaired by the Faculty Chair or his/her deputy as appointed for a meeting wherein the Chair will be absent.

Record of attendance by Members shall be recorded and maintained by the Faculty Executive Committee.

Minutes of such meetings shall be kept.

Minutes shall be sent to the Representatives Committee to receive, note and comment upon. Items of significance shall be referred for the Board's information or action via the Chair of the Representatives Committee.

9.2B One General Meeting shall be an Annual General Meeting (AGM)

Because Faculties are not legal entities there is no requirement that they must hold an AGM, however an AGM is a mechanism to reflect on the year passed and declare the objectives and budget for the year ahead, as well as deal with appointments. Maintaining an AGM as a formal mechanism enables an annual structure that is generally helpful. The purpose of an AGM is to

- receive and consider for adoption the Minutes of the last AGM;
- receive the annual report of the Chair;
- receive and accept the report of the Faculty finances for the calendar year passed;
- receive the annual report on training by the DoT;
- review the Leaders of the Faculty and elect, appoint or confirm ongoing terms of leaders and other appointees;
- elect the Faculty's representative to join the Faculty Chair on the College Representative Committee;
- consider and vote on any amendments to Faculty By-Laws;
- Acceptance of proposed Faculty Membership fees.
- set the date of the next AGM.

Other items of business or strategy such as reports of other appointees (eg Faculty examiner) shall be held at the conclusion of the AGM in an ordinary General Meeting.

An AGM must attain a quorum as defined in Faculty By-Laws otherwise office bearers of the Faculty cannot be confirmed as having been elected, appointed or otherwise confirmed.

Should an AGM not attain a quorum the existing office bearers shall retain office solely for the purpose of overseeing the conduct of a postal ballot wherein the election of replacement Faculty Leaders is resolved. Upon the appointments being decided existing office bearers shall step down and the outgoing Chair shall write to the Faculty members advising them of this and of the changed leadership and the office bearers names. Any such postal ballot shall be at the expense of the Faculty.

9.2C Procedures for General Meetings of Faculties

As Faculties are not separate legal entities from College they are not bound by the provisions of the Corporations Act or the ACNC Act or any other Act.

They do not need to adopt or follow formal procedures for the Notice and Conduct of General Meetings, however, it is in their interests to give adequate notice to Members, produce formal minutes, and conduct nominations, elections or appointments in a collegiate and transparent manner that are judged by the Members to be fair.

For the AGM it would be normal to give 21 days' notice.

For any General Meeting Faculties shall define a quorum in Faculty By-Laws. A meeting may proceed without a quorum but no resolutions made at that meeting are binding. Minutes must reflect achievement or not, of quorum.

Any Faculty Chairperson oversighting a process wherein notice is inadequate or decisions are promulgated without a quorum being achieved shall be considered unfit to maintain office. The College will decide how to intervene in such a case.

Matters put to Meetings should where possible be resolved by assent and consensus. Matters where a vote is deemed required should be resolved by show of hands.

Every effort should be made at General Meetings to proceed collegiately. Where the College finds that the Faculty is unable to operate in a collegiate manner (e.g. proceeding regularly to formal ballots) the Board may decide to intervene to assist the Faculty Leaders in any way or to assist the members if the Leaders are acting inappropriately.

If it is agreed at one General Meeting that a matter is best determined by a formal ballot, this shall only occur at a future general meeting, in which 21 days' notice shall be given, a motion shall be put attached to the Meeting's Agenda, and Members shall be given the option to direct a proxy. The Meeting Papers must include the Agenda; a separate page covering the Motion; a separate Proxy form and instructions for lodging same to the faculty secretary or equivalent.

The ballot shall proceed at a future General meeting on the understanding that those present will determine the outcome, plus those who have allocated a proxy to a Member physically present. The holders of such proxies must declare immediately prior to a ballot how many Proxy votes they are holding and from which Member. Members must not vote or deliver proxies unless they are paid financial members of College AND Faculty, and this is to be taken on trust such that if any post ballot review reveals a member was Unfinancial this shall be considered and dealt with by College as misconduct.

At the Meeting it shall be agreed how the ballot is to be conducted. If it is agreed the ballot needs to be conducted as a secret ballot, the Meeting will if possible need to find a non-Member to be returning officer to receive and count the votes and ensure the number of votes does not exceed those present in number or proxy.

The College will not conduct a postal ballot for Faculty matters nor shall the Faculty use College resources for holding postal ballots. Any Faculty proposing to hold a postal ballot shall outline why the matter requires such an approach and must seek the approval in writing of the College Board. Faculties must provide funds to match the cost of such action.

9.3 Regional Faculties Committees

9.3A Regional Faculty Executive Committee

Regional Faculties may establish a Faculty Executive Committee and shall determine the size of this Executive Committee.

The minimum Faculty Executive Committee size shall be three (3), comprising

- a Chairperson or 'Chair',
- a Chair-Elect, and
- a Secretary or Secretary/Treasurer – there is no requirement to have a separate Treasurer but Faculties may so choose

Whether the Faculty Examiner, Faculty DoT are members of the Faculty Executive Committee is up to the Faculty as described in its By-Laws.

The Chair of the Regional Faculty may appoint other Fellows to play defined roles for the Faculty who may or may not form part of the Executive Committee.

Regional Faculties should ensure that two Fellows of the Faculty are nominated as members of the College Representatives Committee, one of whom must be the Faculty Chair. Faculties must ensure there is not a turnover of both of these nominated Fellows simultaneously or in close succession.

9.3B Terms of Leaders and Other Executive Committee Members and Procedures for Filling Posts

The Chair is elected for a two (2) year term and shall serve no more than two (2) such terms and these shall not be consecutively served.

Support for the Chair will be provided by a Chair-elect. If Faculties prefer to ask the retiring Chair to hold the post of 'Immediate Past Chair' and stay on the Executive Committee then the term of each of the Chair Elect and the Immediate Past Chair is one (1) year. In such circumstance the Chair-Elect is elected in alternate years after the Chair has served a year. Should faculties wish to not retain the Immediate Past Chair on the Executive Committee, then the term of the Chair-Elect will be two (2) years elected with the Chair. In either case the Chair-Elect or Immediate Past Chair will serve no more than one such term.

The Secretary or Secretary/Treasurer or Treasurer (if a separate post) is elected for a two (2) year term. A person may not serve for more than 6 years as Secretary or Secretary/Treasurer or as Treasurer alone.

Whether members of the Executive Committee or not, the term of the State Examiner is three (3) years and the term of the Director of Training is three (3) years, and neither shall serve more than two (2) such terms.

Other Members of the Executive shall be appointed or elected for three (3) years and serve no more than three (3) such terms. If such Members have held office as above these years served shall be excluded for the purposes of calculating the maximum number of years to be served as an ordinary member of the Executive Committee.

9.3C Nomination, Election, Filling Casual Vacancies on the Executive Committee

The AGM shall be the Meeting at which the Executive Committee is constituted.

Leaders or Committee members having further time to serve in their term are not for re-election, unless they resign. The continuation of their appointment and end of term be noted at the AGM.

For positions becoming vacant at the AGM the Faculty shall, well prior to the AGM, call for nominations from eligible Members, eligibility being determined by thresholds of years served.

Nominees must accept the proposed nomination and disclose past service.

Faculties shall determine how to manage conflicts over claims of service validity.

Nominated candidates for positions vacant where there has been only one nomination received, shall be introduced at the AGM and declared elected unopposed.

If nominations for any vacant position exceed the positions available, Members shall be given appropriate notice on the AGM Meeting Papers that there shall be a formal ballot to be held at the AGM as described in 9.2C Procedures for General Meetings.

If a casual vacancy occurs in the office of Chair, the Chair Elect will become Chair and will continue in this office until the end of the third annual general meeting from that vacancy.

If a casual vacancy occurs in the office of Chair Elect for a reason other than a casual vacancy occurring in the office of Chair, the Faculty membership will elect from among its members at a general meeting and in accordance with the election ballot by-laws another person to fill the position of Chair Elect.

If a casual vacancy occurs among Committee members the Committee may fill it from among the Faculty members.

The maximum number of times a person may fill a vacated position is three and the maximum time for each appointment filling a vacated position is 12 months.

The years served as a fill-in for a casual vacancy will not be included in the maximum nine years of service on the Committee.

The Committee may co-opt any Faculty member as an addition to the Committee.

The Committee will determine the terms and conditions of this co-opted appointment.

The years served as a co-opted member will not be included in the maximum nine years of service on the Committee.

9.3D Procedures for Executive Meetings

The quorum for holding an Executive Committee is two (2).

Minutes shall be kept.

9.3E Duties of the Regional Faculty Executive Committee

Carry out the Purposes of the Faculty as defined in 9.1A

Ensure the appointment and duties of Faculty office bearers to achieve this

Oversight the proper use of Faculty held funds

Keep a register of members

Consider the role of sponsorship in their Faculty processes and systems

Ensure social functions comply with tax rules concerning FBT

Liaison with the CEO

The Executive Committee may constitute sub-committees or taskforces and define clearly their purpose, responsibilities and deliverables.

10 Regulations concerning Clause 10 Minutes of Proceedings

No regulations

11 Regulations concerning Clause 11 Notices

No regulations

12 Regulations concerning Clause 12 Accounts, Audit and Seal

12.1 Financial year

No regulations

12.2 Proper accounting

No regulations

12.3 Auditors

No regulations

12.4 Common seal

There shall be a common seal for official use.

Every instrument to which the Seal is affixed shall be signed by a Director and be countersigned by another member of the Board, the CEO, the Secretary or some other persona appointed by the Board for the purpose.

13 Regulations concerning Clause 13 Not-for-Profit

No regulations

14 Regulations concerning Clause 14 Limited Liability of Members

No regulations

**15 Regulations concerning Clause 15 Liability,
Insurance and Indemnity of Officers**

No regulations

16 Regulations concerning Clause 16 Amending this Constitution

Members can suggest Constitutional amendments or raise issues to their Regional Faculty Chair. These matters can be discussed at the Representatives Committee. Alternatively members can write directly to the President, the Honorary Secretary or the CEO.

APPENDICIES

Appendix 1 Board and Committee Structure

Appendix 2 Board Governance Committees

1.1 Audit & Risk Committee Charter

1.2 Representatives Committee Charter

1.3 Academic Standards Committee Charter

1.4 Professional Standards Committee Charter

1.5 Nominations Committee Charter

Appendix 3 Governance Committee chart of sub-Committees