

# **THE ROYAL COLLEGE OF PATHOLOGISTS OF AUSTRALASIA**

## **BY-LAWS PERTAINING TO THE ESTABLISHMENT, OBJECTS AND PURPOSES OF THE FACULTY OF SCIENCE**

**Updated August 2015**

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## INTRODUCTORY MATTERS

### 1. Establishment of the Faculty of Science

- 1.1 The Faculty of Science (“**Faculty**”) is established as a faculty of The Royal College of Pathologists of Australasia (“**College**”) pursuant to Article 57C of the Constitution.
- 1.2 The College Council published these By-laws on 10 December 2009 being the date on which a resolution by the Fellows to establish a Faculty was passed by ballot in accordance with Article 57C(f) and the document was updated to reflect the governance changes of the College on 21 November 2013.

### 2. Interpretation

- 2.1 In these By-laws unless the context otherwise indicates:
  - (1) “**BEA**” means the Board of Education and Assessment of the College;
  - (2) “**By-laws**” means the By-laws contained in this document as amended from time to time;
  - (3) “**Board of Directors**” means the Board of Directors of the College;
  - (4) “**Constitution**” means the Articles of Association of the College from time to time;
  - (5) “**Corporations Act**” means the *Corporations Act 2001 (Cth)*;
  - (6) “**Faculty Committee**” means the governing body of the Faculty;
  - (7) “**Fellow of the Faculty**” and “**Fellow**” mean a person admitted as a member of the Faculty pursuant to these By-laws;
  - (8) “**Region**” means each State and Territory of Australia and any other region in or out of Australia designated by the College Board of Directors;
  - (9) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
  - (10) headings are inserted for convenience and do not affect the interpretation of these By-laws;
  - (11) words importing only the masculine gender must include the feminine gender and vice versa.

### 3. Office of the Faculty

- 3.1 The office of the Faculty will be situated at the premises of the College or at such other place as the Board of Directors determines.

#### **4. Objects and purpose of Faculty**

4.1 The Faculty is established for the following objects and purposes:

- (1) to promote the study of, and the advancement of knowledge in the field of, science relating to pathology;
- (2) to promote the translation of advances in science to diagnostic pathology;
- (3) to promote and encourage high levels of skill and expertise and high ethical standards in science as it relates to the practice of pathology;
- (4) to promote and encourage collaboration between scientists and pathologists in all endeavours relating to pathology;
- (5) to be responsible for and, through the BEA, advise the Board of Directors on matters relating to the science curriculum, accreditation, training and assessment;
- (6) to advise the Board of Directors for the purpose of consultation on matters of educational or public interest in connection with the field of pathology related science;
- (7) to foster collaboration with other health professionals and professional bodies to further or advance knowledge in the field of science as it relates to pathology; and
- (8) to encourage research in matters connected with the field of pathology related science.

#### **5. Powers of Faculty**

5.1 Subject to By-law 5.2, the Faculty may do anything in relation to science to further its objects and purposes which the College is able to do pursuant to its Constitution.

5.2 Despite any other provision contained in these By-Laws:

- (1) the Faculty must not do anything which the College is not authorised or empowered to do by any law or its Constitution;
- (2) the Faculty may only take actions which are consistent with its objects and purposes;
- (3) these By-laws must not be taken to confer any powers on the Faculty in excess of the powers of the College;
- (4) the Faculty must not incur any liabilities or obligations, actual or contingent, without the consent of the Board of Directors
- (5) the Faculty and the Faculty Committee must act in accordance with any directions of the Board of Directors; and
- (6) these By-laws do not limit the power of the College Board of Directors.

## **6. Relationship with the College**

6.1 Every Fellow of the Faculty is a member of the College and is bound by:

- (1) the Constitution;
- (2) these By-Laws; and
- (3) any rules made by the Faculty Committee and approved by the Board of Directors from time to time.

## **FELLOWSHIP OF THE FACULTY**

### **7. Eligibility for Fellowship of the Faculty**

7.1 Subject to By-law 8, a person is not eligible to be admitted as a Fellow of the Faculty unless:

- (1) that person:
  - (a)
    - (i) is a senior scientist in a State or Territory of Australia, or of New Zealand or Hong Kong, Singapore or Malaysia and is entitled to work as a scientist in his or her country of domicile; and
    - (ii) holds a recognised post-graduate scientific qualification regarded as satisfactory by the Board of Directors; or
  - (b) is a Fellow of the College with demonstrated extensive involvement in science relating to pathology; and
- (2) that person satisfies any other terms and conditions prescribed by the Board of Directors pursuant to By-law 7.2.

7.2 The Board of Directors will prescribe terms and conditions with which a person must comply in order to be eligible to be admitted as a Fellow of the Faculty, including terms and conditions relating to:

- (1) Exemptions
- (2) Curriculum
- (3) Accreditation
- (4) Training
- (5) Examination components
- (6) Assessments

and in this regard the Board of Directors may seek recommendations by the Faculty Committee.

7.3 The Chair of the Faculty, on behalf of the Faculty Committee, will make recommendations through the BEA to the Board of Directors as to suitability for admission to Fellowship of the Faculty.

## **8. Founding Fellows**

8.1 The Faculty consists of the persons appointed pursuant to By-law 36.1 and such other persons admitted as Fellows of the Faculty under these By-laws.

8.2 Until 31 December 2011 the College pursuant to this By-law:

(1) admitted as Fellows of the Faculty persons eligible under By-law 7 who, in the opinion of the then College Council had been engaged at any time in the practice of science relating to pathology; and

(2) prescribed any further terms and conditions in connection with the admission of such persons to Fellowship of the Faculty.

8.3 By-law 8.2 lapsed on 31 December 2011. Persons admitted as Fellows of the Faculty under this By-law 8 continued as Fellows of the Faculty after 31 December 2011.

## **ADMISSION TO FELLOWSHIP OF THE FACULTY**

### **9. Applications for Fellowship of the Faculty**

A person seeking to become a Fellow of the Faculty should apply to the BEA in accordance with normal BEA procedures.

On receipt of an application, the Chair of the BEA will liaise appropriately with the Chair of the Faculty. Following completion of all requirements, the Faculty Committee will make recommendations through the BEA to the Board of Directors as to suitability for admission to Fellowship of the Faculty.

### **10. Decision by the Board of Directors on Admission as a Fellow of the Faculty**

10.1 Following receipt of a recommendation referred to in By-law 9, the Board of Directors must determine whether to admit or reject the applicant as a Fellow of the Faculty:

(1) at the next meeting of the Board of Directors; or

(2) within 6 months after the receipt of any application,

whichever is the earlier.

10.2 Immediately following a decision of the Board of Directors to admit or reject an applicant as a Fellow of the Faculty:

(1) the Board of Directors must immediately inform the Faculty Committee of its decision; and

(2) The Board of Directors, through the Registrar of the BEA, must send to the applicant:

- (a) where the Board of Directors has determined to admit the applicant as a Fellow of the Faculty, written notice of his or her admittance subject to payment of his or her entrance fee and first annual subscription; or
- (b) where the Board of Directors has determined to reject the applicant as a Fellow of the Faculty, written notice of his or her rejection.

10.3 All proceedings in relation to the admission of an applicant as a Fellow of the Faculty must be strictly confidential.

10.4 Regardless of anything to the contrary in these By-laws, an applicant must not be admitted as a Fellow of the Faculty, until the applicant has paid his or her

- (1) entrance fee; and
- (2) first annual subscription.

## **11. Rights and Privileges**

11.1 Fellows of the Faculty are entitled to attend and vote at general meetings of the Faculty and to vote in elections for the Faculty Committee.

11.2 Fellows of the Faculty are entitled to be elected to the Faculty Committee.

11.3 Every Fellow, as long as he or she remains a Fellow of the Faculty, is entitled to describe himself or herself as a "Fellow of the Faculty of Science" or "FFSc (RCPA)".

11.4 The rights and privileges of every Fellow of the Faculty are personal to himself or herself and may not be transferred or transmitted.

## **12. Fees and Subscriptions**

12.1 The entrance fee and annual subscription payable by Fellows of the Faculty will be:

- (1) such amounts prescribed by the Board of Directors from time to time; and
- (2) payable to the College.

12.2 Any fee or subscription from time to time payable by a Fellow pursuant to this By-law 12 must not exceed the fee or the subscription payable at that time by a Fellow of the College.

12.3 All annual subscriptions will become due and payable in advance on the first day of July of every calendar year.

12.4 If the subscription of a Fellow of the Faculty remains unpaid for a period of 2 calendar months after it becomes due then:

- (1) the Fellow may, after notice of the default has been sent to him by the Faculty Honorary Secretary, be debarred by resolution of the Faculty Committee from all privileges of Fellowship, provided that;

- (2) the Faculty Committee may reinstate the member on payment of arrears in line with College policy if the Faculty Committee thinks fit to do so.

## 12.5 Release or Remission of Fees in Certain Cases

Rule 24 of the College Constitution allows:

- (1) Any Fellow who has retired from professional practice may be released from further payment of annual subscriptions and levies by written application and at the discretion of the Board of Directors (and in the case of a Fellow who has so retired then upon such terms and conditions and for such time as the Board of Directors sees fit).
- (2) The Board of Directors may in its discretion after written application waive the whole or any part of the annual subscription which would otherwise be payable by a member of the College who is resident for any period longer than one year outside Australasia.
- (3) The Board of Directors may in its discretion waive the whole or any part of the Annual subscription which would otherwise be payable by a Fellow who in the opinion of the Board of Directors is suffering from financial hardship or in such other circumstances as the Board of Directors considers appropriate and upon such terms and conditions and for such time as the Board of Directors sees fit.

## **TERMINATION OF FELLOWSHIP**

### **13. Resignation of Fellowship**

- 13.1 A Fellow of the Faculty may at any time resign his or her Fellowship by giving notice in writing to the Faculty Honorary Secretary.

### **14. Termination of Fellowship of Faculty for cause**

- 14.1 If any Fellow of the Faculty:

- (1) wilfully refuses or neglects to comply with the provisions of the Constitution of the College or these By-laws including the payment of the fees in accordance with By-law 12; or
- (2) is guilty of any conduct which in the opinion of the Faculty Committee is prejudicial to the interests of the Faculty,

the Faculty Committee may, by resolution passed by at least two-thirds of the members of the Faculty Committee or their substitutes, recommend to the Board of Directors that the Board of Directors censure, fine, suspend or expel the Fellow from the Faculty, and the Board of Directors may take such action.

- 14.2 At least 28 days prior to the meeting of the Faculty Committee at which a resolution referred to in By-law 14.1 is to be presented, the Faculty Honorary Secretary must serve on the Fellow to whom the resolution relates, a notice which sets out:

- (1) the date and time of the meeting;
- (2) the location of the meeting;
- (3) the allegations to be raised at the meeting;
- (4) any proposed resolution to be put to the meeting;
- (5) the right of the Fellow to be heard at the meeting pursuant to By-law 14.5; and
- (6) the right of the Fellow to elect to have the matter dealt with by the Faculty in general meeting.

14.3 If a Fellow of the Faculty receives a notice pursuant to By-law 14.2, the Fellow may, by notice in writing lodged with the Faculty Honorary Secretary at least 7 days prior to the proposed date for the Faculty Committee meeting at which the matter is to be considered, elect to have the matter dealt with by the Faculty in general meeting.

14.4 If, pursuant to By-law 14.3, a Fellow of the Faculty elects to have a matter dealt with by the Faculty in general meeting, an extraordinary general meeting of the Faculty must be called for that purpose. At that meeting the Faculty may, by resolution passed by at least two-thirds of the Fellows of the Faculty or their substitutes, decide to recommend to the Board of Directors to censure, fine, suspend or expel the Fellow from the Faculty.

14.5 If the Faculty Committee or the Faculty holds a meeting at which a resolution to censure, fine, suspend or expel a Fellow from the Faculty is presented, the Fellow to whom the resolution relates must be given the opportunity of giving any explanation or defence, either orally or in writing, he or she may think fit prior to the voting on the resolution.

## **15. Termination of Fellowship of the College**

15.1 If a Fellow of the Faculty is also a Fellow of the College and he or she is expelled as a Fellow of the College pursuant to Rule 28 of the Constitution, the Fellow will automatically cease to be a Fellow of the Faculty.

## **16. Obligations of termination**

16.1 If a Fellow ceases to be a Fellow of the Faculty for any reason, the Fellow will continue to be liable for any annual subscription and all arrears due and unpaid at the date the Fellow ceased to be a Fellow of the Faculty and for all other monies due by him to the Faculty.

## **GENERAL MEETINGS**

### **17. Annual General Meetings**

17.1 An annual general meeting of the Faculty must be held at least once every calendar year.

## **18. Extraordinary General Meetings**

- 18.1 All general meetings, other than the annual general meetings, will be called extraordinary general meetings.
- 18.2 The Faculty Committee may, whenever it thinks fit, convene an extraordinary general meeting.
- 18.3 The Faculty Committee must convene an extraordinary general meeting upon receiving a written requisition signed by not less than 10% of the total number of Fellows of the Faculty entitled to vote, provided that such requisition is made in accordance with any rules prescribed by the Faculty Committee.

## **19. Notice of Meetings**

- 19.1 At least 28 days prior to any general meeting, the Faculty Committee must serve on all of the Fellows of the Faculty entitled to attend and vote at the meeting, a notice which sets out:
- (1) the date and time of the meeting;
  - (2) the location of the meeting; and
  - (3) the general nature of any business to be considered at that meeting.

## **20. Quorum**

- 20.1 The quorum for a general meeting of the Faculty is four Fellows entitled to vote (or such greater number as may be prescribed by the Faculty Committee) present in person and the quorum must be present at all times during the meeting.
- 20.2 In determining whether a quorum is present, individuals attending as proxies are counted. If an individual is attending both as a Fellow and as a proxy, the individual is only counted once.
- 20.3 If a quorum is not present within thirty minutes from the time of the meeting set out in the notice of the meeting:
- (1) where the meeting was convened upon the requisition of members, the meeting is dissolved; or
  - (2) in any other case the meeting will stand adjourned to the following day at the same time and place.
- 20.4 If a quorum is not present at the resumed meeting within thirty minutes from the time for the meeting, the members present will be a quorum.

## **21. Chair**

- 21.1 The Faculty Chair must preside as chair at every general meeting of the Faculty.
- 21.2 If there is no Faculty Chair, or if the Faculty Chair is not present or is unwilling to act, then the Faculty Vice-Chair must preside as chair.

- 21.3 If there is no Faculty Vice-Chair or if the Faculty Vice-Chair is not present or is unwilling to act, then the Fellows present must elect one of their number to be chair of the meeting.

## **PROXIES**

### **22. Who Can Appoint a Proxy**

- 22.1 A Fellow who is entitled to attend and cast a vote at a general meeting of the Faculty may appoint a person as the Fellow's proxy to attend and vote for the Fellow at the meeting. The proxy need not be a Fellow.

### **23. Rights of Proxies**

- 23.1 A proxy appointed to attend and vote for a Fellow has the same rights as the Fellow:

- (1) to speak at the meeting;
- (2) to vote (but only to the extent allowed by the appointment); and
- (3) to join in a demand for a poll.

- 23.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

- 23.3 A proxy's authority to speak and vote for a Fellow at a meeting is suspended while the Fellow is present at the meeting.

- 23.4 A proxy may be revoked at any time by notice in writing to the College.

### **24. Appointing a Proxy**

- 24.1 An appointment of a proxy is valid if it is signed by the Fellow making the appointment and contains the following information:

- (1) the Fellow's name and address;
- (2) the Faculty's name;
- (3) the proxy's name or the name of the office held by the proxy; and
- (4) the meeting at which the appointment applies.

- 24.2 An undated appointment is taken to have been dated on the day it is given to the Faculty.

- 24.3 An appointment may specify the way the proxy is to vote on a particular resolution.

- 24.4 An appointment does not have to be witnessed.

- 24.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

## 25. Form of Proxy

- 25.1 An instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

### The Faculty of Science

I, \_\_\_\_\_ of \_\_\_\_\_ being  
a Fellow of the Faculty of Science (“Faculty”) hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ or failing him/her  
\_\_\_\_\_ of \_\_\_\_\_ as my  
proxy to vote for me on my behalf at the \*annual/\*extraordinary general meeting of  
the Faculty, to be held on the day of (year) and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour/\*against/\*as he or she thinks fit in  
respect of the following proposed resolutions:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ (year)

*\*Strike out whichever is inapplicable.*

## 26. Receipt of Proxy Documents

- 26.1 For an appointment of a proxy for a general meeting of the Faculty to be effective, the instrument appointing the proxy must be:

- (1) addressed to “The Faculty Honorary Secretary, the Faculty of Science”; and
- (2) deposited at the registered office of the College at least 24 hours before the meeting.

- 26.2 If a general meeting of the Faculty has been adjourned, an appointment received by the Faculty at least 24 hours before the resumption of the meeting is effective for the resumed part of the meeting.

## 27. Validity of Proxy Vote

- 27.1 A proxy who is not entitled to vote on a resolution as a Fellow, may vote as a proxy for another Fellow who can vote, if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

- 27.2 A vote cast by a proxy is valid although, before the proxy votes:

- (1) the appointing Fellow dies;
- (2) the Fellow is mentally incapacitated;
- (3) the Fellow revokes the proxy’s appointment; or
- (4) the Fellow revokes the authority under which the proxy was appointed by a 3rd party,

unless the Faculty receives written notice of that event before the start or resumption of the meeting at which the proxy votes.

## **VOTING AT MEETINGS OF FELLOWS**

### **28. Voting Entitlements**

- 28.1 At any general meeting of the Faculty, each Fellow present has 1 vote on a show of hands and on a poll. The vote may be exercised in person or by proxy.
- 28.2 No Fellow will be entitled to vote at any general meeting while any sum of money remains due and payable at the date of the meeting by that member of the Faculty and the vote of any such member must not be counted.

### **29. How Voting is Carried Out**

- 29.1 At any general meeting of the Faculty a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded.
- 29.2 On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

### **30. Matters on Which a Poll May Be Demanded**

- 30.1 A poll may be demanded on any resolution.
- 30.2 A demand for a poll may be withdrawn.

### **31. When a Poll is Effectively Demanded**

- 31.1 At a meeting of the Faculty, a poll may be demanded by:
- (1) the Chair; or
  - (2) by at least 10% of the Fellows entitled to vote who are present in person or by proxy.
- 31.2 The poll may be demanded:
- (1) before a vote is taken;
  - (2) before the voting results on a show of hands are declared; or
  - (3) immediately after the voting results on a show of hands are declared.

### **32. When and How Polls Must Be Taken**

- 32.1 A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 32.2 A poll on the election of a Chair or on the question of an adjournment must be taken immediately.

- 32.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 32.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

### **33. Chair's Casting Vote**

- 33.1 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Fellow or proxy.
- 33.2 The Chair has discretion both as to the use of the casting vote and as to the way in which it is used.

## **GOVERNING BODY OF THE FACULTY**

### **34. Faculty Committee**

- 34.1 The governing body of the Faculty will be the Faculty Committee.
- 34.2 With the exception of the first Faculty Committee, the Faculty Committee will consist of:
- (1) six Fellows, elected by the Fellows of the Faculty in accordance with these By-laws;
  - (2) temporary members (if any) appointed pursuant to By-law 44 during the period of their appointment; and
  - (3) those persons appointed by the Board of Directors pursuant to By-law 45.1.

### **35. Qualifications for Member of Faculty Committee**

- 35.1 Subject to By-law 45.1, a person may not be a member of the Faculty Committee unless that person is a Fellow of the Faculty.

### **36. First Members of the Faculty Committee**

- 36.1 Regardless of anything to the contrary in these By-laws, the first members and office bearers of the Faculty Committee were appointed by the then College Council.

### **37. Election of Faculty Committee Members**

- 37.1 At the first annual general meeting of the Faculty and at every annual general meeting thereafter (unless no members of the Faculty Committee are to be re-elected in that year), the members of the Faculty Committee referred to in By-law 34.2(1) (excluding those members whose terms referred to in By-law 37.2 have not expired) must be elected from among the Fellows of the Faculty.

37.2 Each Faculty Committee member elected pursuant to By-law 37.1 is entitled to act as a Faculty Committee member, subject to these By-laws, for a term of 2 years.

### **38. Retirement of Members of the Faculty Committee**

38.1 No member elected pursuant to By-law 37.1 may continue as a member of the Faculty Committee for more than six consecutive annual general meetings (3 terms) following his or her first appointment.

### **39. Nomination for Election**

39.1 Each candidate for election as a member of the Faculty Committee must be nominated by at least two Fellows of the Faculty and must signify in writing his or her acceptance of nomination.

39.2 A nomination of a candidate for election must:

- (1) be in writing;
- (2) be signed by the candidate; and
- (3) be signed by the two Fellows nominating the candidate.

39.3 The nomination must be lodged with the Faculty Honorary Secretary or forwarded to him or her by post so as to reach him or her at least 2 months before the annual general meeting.

### **40. Election Procedure (where number of candidates is equal to or less than number of vacancies)**

40.1 If the number of candidates for election as members of the Faculty Committee is equal to or less than the number of vacancies on the Faculty Committee, the Chair of the annual general meeting must declare those candidates to be duly elected as members of the Faculty Committee.

### **41. Election Procedure (where number of candidates is greater than number of vacancies)**

41.1 If the number of candidates for election as members of the Faculty Committee exceeds the number of vacancies on the Faculty Committee a ballot must be held for the election of the candidates.

41.2 If a ballot is required, ballot papers must be prepared listing the names of the candidates only in alphabetical order and must be forwarded to each member of the Faculty who is entitled to vote at least 1 month before the annual general meeting.

41.3 Each Fellow entitled to vote is entitled to vote for any number of such candidates not exceeding the number of vacancies and no member may give more than one vote to any one candidate.

41.4 Voting papers must be filled in and addressed to the "Faculty Honorary Secretary, The Faculty of Science" and deposited at the registered office of the College or such

other place as is specified for that purpose on the ballot paper and must reach that place at least 72 hours before the annual general meeting. No voting paper received after this time will be valid.

- 41.5 Two Fellows nominated by the Faculty Committee shall act as scrutineers and any voting paper adjudged and agreed upon by them in consultation to be improperly or incorrectly filled in will be invalid and must not be counted provided that no such Fellow shall act as a scrutineer at any election to an office or position for which he or she is a candidate or for which he or she has nominated or seconded a candidate.
- 41.6 The candidates who receive the most votes must be declared elected at the annual general meeting and in the event that insufficient vacancies remain and two or more candidates receive an equal number of votes, the candidate or candidates to be elected must be chosen by lot at the annual general meeting.

#### **42. Appointments to Fill Casual Vacancies**

- 42.1 The Faculty Committee may, at any time, appoint any Fellow of the Faculty to the Faculty Committee to fill a casual vacancy on the Faculty Committee. Any person appointed to fill that vacancy must hold office only until the next annual general meeting.

#### **43. Appointment of Substitute Committee Members**

- 43.1 The Faculty Committee may, at any time, appoint any Fellow of the Faculty to the Faculty Committee to act as a substitute committee member where a member (**substituted member**) of the Faculty is unable to attend meetings of the Faculty Committee for any reason.
- 43.2 A substitute committee member's appointment will only be effective for such period during which the substituted member is unable to attend meetings of the Faculty Committee.
- 43.3 A substitute committee member has all the rights and powers of the substituted member and will only vacate his or her office if and when:
  - (1) the substituted member is able to or informs the Faculty Chair of his or her ability to resume attendance at the Faculty Committee; or
  - (2) the substituted member vacates his or her office.

#### **44. Appointment of Temporary Committee Members**

- 44.1 The Faculty Committee may, at any time, appoint any Fellow of the Faculty to the Faculty Committee to act as a temporary committee member in addition to the existing members of the Faculty Committee.
- 44.2 The Faculty Committee may appoint no more than two Fellows to be temporary members of the Faculty Committee for such period (which may be a fixed term or until the happening of some specified event) as the Faculty Committee determines. When this period expires, those members must cease to be members of the Faculty Committee unless their appointment is extended by an ordinary resolution of the Faculty Committee.

#### **45. Appointments by the College**

- 45.1 The President of the College (or a nominee of the President) and, at the Board of Directors' discretion, one other person nominated by the Board of Directors will be members of the Faculty Committee for such period as the Board of Directors in its absolute discretion determines.
- 45.2 A person appointed to the Faculty Committee pursuant to By-law 45.1, need not be a Fellow of the Faculty and must have all the rights, powers and privileges of a member of the Faculty Committee. The provisions of By-law 54.3(7) will not apply to these persons.

#### **46. Executive Officers**

- 46.1 The Faculty Committee must appoint from amongst the Fellows of the Faculty elected pursuant to By-law 34.2(1) the following officers:
- (1) the Faculty Chair;
  - (2) the Faculty Vice-Chair; and
  - (3) the Faculty Honorary Secretary.
- 46.2 A person may be appointed to more than one office provided that no person may hold at the one time both the office of Faculty Chair and Faculty Honorary Secretary.
- 46.3 The officers described in By-Law 46.1 must be appointed following the first annual general meeting of the Faculty and following every annual general meeting thereafter (excluding those officers whose terms referred to in By-law 46.4 do not expire at the termination of such annual general meeting).
- 46.4 An officer holds office for a maximum term of 2 years, expiring on the termination of the second annual general meeting held after his or her appointment to the Faculty Committee.
- 46.5 All officers will be eligible for reappointment to any office except the Faculty Chair who may only hold office as Faculty Chair for two consecutive annual general meetings following his or her first appointment as Faculty Chair.
- 46.6 Each officer must retire at the first meeting of the Faculty Committee after the second annual general meeting after his or her appointment.

#### **47. Powers and Duties of the Faculty Committee**

- 47.1 Subject to these By-laws, Constitution and any law, the business of the Faculty will be managed by the Faculty Committee which may exercise all such powers of the Faculty which are not required to be exercised by the Faculty in general meeting, including exercising all the powers of the Faculty to put into effect and to promote the educational aims of the Faculty for the benefit of the Fellows of the Faculty and members of the public.

The Faculty Committee will be responsible for the following for its members:

- education

- exemptions
- curriculum
- accreditation
- training
- examination components
- assessment

47.2 No resolution made by the Faculty in general meeting will invalidate any prior act of the Faculty Committee which would have been valid if that resolution had not been passed or made.

## **MEETINGS OF FACULTY COMMITTEE**

### **48. Meetings**

- 48.1 The Faculty Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 48.2 The Faculty Chair may at any time summon a meeting of the Faculty Committee.
- 48.3 Subject to these By-laws, questions arising at any meeting of the Faculty Committee must be decided by a majority of votes of the persons present at that meeting.
- 48.4 In case of equality of votes, the chair of the meeting has a second or casting vote.
- 48.5 Subject to By-law 54.3(8) a member of the Faculty Committee must not vote in respect of any matter relating to any contract or proposed contract with the Faculty in which he or she is interested, and if he or she does so vote, his or her vote must not be counted.

### **49. Quorum for Meetings of the Faculty Committee**

- 49.1 The quorum for a meeting of the Faculty Committee is four members of the Faculty Committee (or such greater number as may be determined by the Faculty Committee) and the quorum must be present at all times during the meeting.
- 49.2 If the number of members of the Faculty Committee is below the number required to constitute a quorum under By-law 49.1, the continuing members of the Faculty Committee may act for the purpose of:
- (1) increasing the number of members of the Faculty Committee to that number; or
  - (2) summoning a general meeting of the Faculty,
- but for no other purpose.

- 49.3 If a quorum is not present within thirty minutes from the time for the meeting, the meeting will stand adjourned to the following day at the same time and place.
- 49.4 If a quorum is not present at the resumed meeting within thirty minutes from the time for the meeting, the members present will be a quorum.

## **50. Chair of Faculty Committee Meetings**

50.1 The Faculty Chair must preside at every meeting of the Faculty Committee.

50.2 If:

- (1) there is no Faculty Chair; or
- (2) at any meeting he or she is not present within a reasonable time (as determined by a simple majority of members of the Faculty Committee present at that meeting) after the time appointed for holding the meeting,

the Faculty Vice-Chair must be Chair or if the Faculty Vice-Chair is not present at the meeting then the members may choose one of their number to be Chair of the meeting.

## **51. Minutes**

51.1 The Faculty Committee must cause minutes to be made:

- (1) of all appointments of officers;
- (2) of names of members of the Faculty Committee present at meetings of the Faculty and of the Faculty Committee; and
- (3) of all proceedings at all meetings of the Faculty, the Faculty Committee and any other body established pursuant to these By-laws.

51.2 The minutes should be signed by the Chair of the meeting after confirmation at the next relevant meeting.

## **52. Written resolutions**

52.1 A resolution in writing signed by all the members of the Faculty Committee for the time being entitled to receive a notice of a meeting of the Faculty Committee will be as valid and effectual as if it had been passed at a meeting of the Faculty Committee duly convened and held.

52.2 Any written resolution may consist of several documents in like form, each signed by one or more members of the Faculty Committee.

## **53. Acts of Faculty Committee Effective**

53.1 All acts done by the Faculty Committee or by any member of or person acting as a member of the Faculty Committee will be as valid as if every such person had been

duly appointed and was qualified to be a member of the Faculty Committee, notwithstanding:

- (1) that it is afterwards discovered that there were some defects in the appointment of any such member of the Faculty Committee or person acting as a member of the Faculty Committee; or
- (2) that the members of the Faculty Committee or any of them were disqualified.

## **TERMINATION OF MEMBERSHIP OF FACULTY COMMITTEE**

### **54. Termination of Membership of Faculty Committee**

54.1 The Faculty may at any general meeting:

- (1) remove any office-bearer or other member of the Faculty Committee (other than a member appointed pursuant to By-law 45.1) by ordinary resolution before the expiration of his or her period of office; and
- (2) appoint another person in his or her stead by ordinary resolution.

54.2 A person appointed pursuant to By-law 54.1(2) will hold office only until the following annual general meeting.

54.3 The office of a member of the Faculty Committee will become vacant if the member:

- (1) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (2) becomes prohibited from being a director of any company by reason of the Corporations Act;
- (3) ceases to be entitled to be a director of a company under the Corporations Act;
- (4) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (5) resigns his or her office by notice in writing to the Faculty Committee;
- (6) holds any office of profit under the Faculty;
- (7) ceases to be a Fellow of the Faculty; or
- (8) is directly or indirectly interested in any contract or proposed contract with the Faculty.

## **SUB-COMMITTEES**

### **55. General**

55.1 The Faculty Committee may:

- (1) appoint or revoke the appointment of any sub-committee from time to time; and
  - (2) delegate any of its powers to them and revoke such delegation as it sees fit.
- 55.2 Any sub-committee formed pursuant to By-law 55.1 must, in the exercise of the powers delegated to it, conform to any requirements that may from time to time be imposed upon it by the Faculty Committee.
- 55.3 The Board of Directors may appoint a person to be a member of any sub-committee.
- 55.4 A sub-committee may meet and adjourn as it thinks fit and, in addition to any requirements that may be imposed upon it by the Faculty Committee, must:
- (1) cause to be prepared minutes of any meetings held by it; and
  - (2) report to the Faculty Committee from time to time as required by the Faculty Committee.
- 55.5 Each member of a sub-committee will have one vote. Questions arising at a sub-committee meeting must be determined by a majority of votes of the members present and in the case of an equality of votes the Chair will have a second or casting vote.
- 55.6 The Faculty Chair must be an ex-officio member of all sub-committees.
- 55.7 The Faculty Honorary Secretary must be an ex-officio member of all sub-committees.

## **BOARDS**

### **56. General**

- 56.1 The Faculty Committee may appoint one or more advisory boards consisting of such member or members of the Faculty Committee as the Faculty Committee thinks fit.
- 56.2 The Board of Directors may appoint a person to be a member of any advisory board.
- 56.3 Advisory boards must:
- (1) act in an advisory capacity; and
  - (2) conform to any requirements that may be imposed by the Faculty Committee.
- 56.4 Subject to By-law 56.3(2), an advisory board has power to appoint any member or members of the Faculty Committee to it.
- 56.5 In addition to any requirements that may be imposed upon them by the Faculty Committee, advisory boards must:
- (1) cause to be prepared minutes of any meetings held by them; and
  - (2) report to the Faculty Committee from time to time as required by the Faculty Committee.

## **REPORTING TO THE BOARD OF DIRECTORS**

### **57. Recommendations and Reports to the Board of Directors**

- 57.1 The Faculty Committee may make recommendations to the Board of Directors with respect to any matters connected with the Faculty.
- 57.2 Notwithstanding anything to the contrary in these By-laws, the Board of Directors:
- (1) need not follow the recommendations of the Faculty Committee; and
  - (2) may, in its absolute discretion, make such determinations with respect to those matters as it sees fit.
- 57.3 The Faculty Committee must report to the Board of Directors at least once every year in respect of all the business of the Faculty.
- 57.4 The Faculty Committee must cause to be kept, and must provide to the College, all relevant details of the membership of the Faculty so as to allow the College to comply with its obligations under the Corporations Act.
- 57.5 The Faculty Committee must on request by the Board of Directors provide to the College all information necessary to allow the College to observe its obligations with respect to the keeping, preparation and auditing of accounts of the College (including, without limitation, obligations under the Corporations Act).

## **RULES BY THE FACULTY COMMITTEE**

### **58. Rules by the Faculty Committee**

- 58.1 Subject to these By-laws, the Faculty Committee may from time to time make, rescind or alter rules with respect to any matters in connection with these By-laws or which are otherwise authorised by the Board of Directors.
- 58.2 Any rules or alterations made pursuant to By-law 58.1, must be submitted to the Board of Directors for approval and will have no effect until they have been approved by the Board of Directors, provided that upon approval being granted, the rules or alterations will be taken to be effective immediately following their submission to the Board of Directors.
- 58.3 The Board of Directors may, in its absolute discretion, accept or reject the whole or any part of any rules or alterations which are submitted to it for approval pursuant to this By-law.
- 58.4 The approval by the Board of Directors under the terms of this By-law must not be taken in any way to authorise the Faculty Committee to act in excess of the powers otherwise conferred upon it pursuant to these By-laws.
- 58.5 The Board of Directors may require the Faculty Committee to make, rescind or alter rules with respect to any matter connected with the Faculty and immediately upon notification of this being given to the Faculty Committee, such rule or rules must be taken to be made, rescinded or altered as the case may be.

- 58.6 The Faculty Committee may publish a set of rules from time to time and arrange for the distribution of those rules to the Fellows of the Faculty. Where any rule has been rescinded or altered pursuant to this By-law, the Faculty Committee must incorporate such amendments in the next set of rules published by the Faculty Committee.

## **INDEMNITY**

### **59. Indemnity**

- 59.1 Subject to any provision in the Constitution and the Corporations Act, any secretary or other officer or servant of the Faculty must be indemnified by the College against:
- (1) all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into or act or deed done by him or her in the proper course of his or her duties as such officer or servant or in any way in the discharge of his or her duties including travelling expenses.
- 59.2 Subject to any provision in the Constitution and the Corporations Act, every member of the Faculty Committee and other officer for the time being of the Faculty must be indemnified out of the assets of the College against:
- (1) any liability arising out of the execution of duties of his office which is incurred by him or her in defending in proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted; or
  - (2) in connection with any application under the Corporations Act in which relief is granted to him or her by the court in respect of any negligence, default, breach of duty or breach of trust.

## **NOTICES**

### **60. Notices**

- 60.1 Every Fellow must upon or prior to admission to the Faculty notify the Honorary Secretary of an address which must be regarded as his or her registered address.
- 60.2 A Fellow may nominate to receive notices of meetings by electronic mail by providing his or her consent in writing to the Honorary Secretary to receive such notices by electronic mail.
- 60.3 A Fellow who elects to receive notices of meetings by electronic mail in accordance with By-law 60.2 must notify the Honorary Secretary of an electronic address to which such notices will be sent.
- 60.4 A Fellow may at any time notify the Faculty in writing of another address which must be substituted for his or her registered address or another electronic address to which notices will be sent.
- 60.5 Any notice required by Law or these By-laws to be given to any Fellow must be given by sending it by post to the Fellow's registered address or, in relation to notices of meetings, to the email address nominated by the Fellow.

## **61. Evidence of Service**

- 61.1 Any notice sent by post will be deemed to have been served on the seventh day after the day it was duly posted.
- 61.2 Any notice sent by electronic mail in accordance with By-law 60.2 will be deemed to have been served on the business day after it is sent.
- 61.3 Any notice to be sent to any Fellow whose registered address is in New Zealand, or a place outside Australasia must be sent by airmail post unless that Fellow has nominated to receive notices of meetings by electronic mail in accordance with By-law 60.2.
- 61.4 Notice of every general meeting must be given to:
- (1) every Fellow of the Faculty; and
  - (2) the Secretary/Treasurer of the College.
- 61.5 No other person will be entitled to receive notices of general meetings.
- 61.6 Any approval or other notice to be given or served under these By-laws to or on the Faculty or the Faculty Committee by the College or the Board of Directors:
- (1) may be sent by post, in which case By-law 61.1 applies;
  - (2) will be taken to be duly given or served upon delivery of such approval or other notices to the Faculty Chair or the Faculty Honorary Secretary; and
  - (3) may be given in writing and signed on behalf of the College or the Board of Directors by the President or the Secretary/Treasurer of the College.

## **REVOCAION OF POWERS AND DISCONTINUATION OR TERMINATION OF THE FACULTY**

### **62. Amendment or Revocation of Powers and By-Laws**

- 62.1 The Board of Directors may, in its absolute discretion, by ordinary resolution amend, revoke or replace any or all of the powers it has delegated to the Faculty or the Faculty Committee under these By-laws or otherwise. Such amendment, revocation or replacement will take effect upon notification being given to the Faculty Committee.
- 62.2 The Board of Directors may, in its absolute discretion, by ordinary resolution, from time to time for any reason whatsoever, amend, revoke or replace any or all of these By-laws, such amendment, revocation or replacement to take effect upon notification thereof being given to the Faculty Committee.

### **63. Discontinuation or Termination of the Faculty**

- 63.1 The Board of Directors or the College may, for any reason whatsoever, discontinue or terminate, in whole or in part, the operation of the Faculty by written notice to the Faculty Committee or the Faculty.

63.2 Such discontinuation or termination will:

- (1) take effect six months from the date of service of such notice without the need for the Board of Directors or the College to do any further act, matter or thing; and
- (2) be without prejudice to any accrued rights of the College or Board of Directors pursuant to these By-laws or otherwise.

63.3 The Board of Directors may, in its absolute discretion, invite submissions from the Faculty Committee as to why the operations of the Faculty should not be discontinued or terminated.

63.4 As from the date of discontinuation or termination of the entire operations of the Faculty takes effect, the Faculty will:

- (1) cease to exist; and
- (2) these By-laws will be taken to be revoked by the Board of Directors without