

The Royal Australian and New Zealand College of Ophthalmologists

By-Law: Membership, Council and Governance

ACN 000 644 404

(College)

A Company Limited by Guarantee

Revised and adopted by the Directors on 13 June 2015

Contents

| | | |
|----|--|----|
| 1 | Definitions and Interpretation..... | 3 |
| 2 | Preliminary..... | 4 |
| 3 | Fellows..... | 4 |
| 4 | Fellows – appraisal and election process | 5 |
| 5 | Associates of the College | 6 |
| 6 | Honorary Fellows..... | 7 |
| 7 | Branches..... | 7 |
| 8 | Composition of Council..... | 8 |
| 9 | Elected and Appointed Councillors | 9 |
| 10 | Ex-officio Councillors..... | 10 |
| 11 | Remuneration and expenses of Councillors | 10 |
| 12 | Powers and duties of Council..... | 10 |
| 13 | Council meetings..... | 11 |
| 14 | Proceedings of Council | 11 |
| 15 | Election of Directors | 15 |
| 16 | President-Elect..... | 16 |
| 17 | Directors’ Committees..... | 17 |
| 18 | Special Interest Groups..... | 18 |

1 Definitions and Interpretation

1.1 Definitions

In this By-Law, unless a contrary intention appears, the defined terms take the same meaning as in the Constitution of the College as amended from time to time.

Application means an application to be admitted as a Fellow under para 4.1.

Appointed Councillor means a person appointed to Council under para 8.1(c).

Associate means a person admitted as an associated under para 5.

Branch means a branch of the College constituted under para 7.1.

Councillor means a person elected or appointed to Council under para 8.1.

Congress means the meeting of Council under para 13.1(a)(i).

Elected Councillor means a person elected to Council under para 8.1(b).

Honorary Fellow means a person appointed as an honorary fellow of the college under para 6.

Membership Committee means the membership committee established under para 17.

Mid-Year Meeting means the meeting of Council under para 13.1(a)(ii).

Nominations Committee means the nominations committee established under para 17.

Qualification and Education Committee means the qualification and education committee established under para 17.

SIMG Committee means the Specialist International Medical Graduate Committee established under the By-Law entitled 'By-Law – Qualification and Education Committee'.

Special Interest Group means a group of the College established under para 18.

Specialist International Medical Graduate means an overseas-trained specialist applying to the Medical Board of Australia or Medical Council of New Zealand for recognition in Australia or New Zealand of his or her specialist training in accordance with the guidelines issued by the Medical Board of Australia or Medical Council of New Zealand.

1.3 Interpretation

In this By-Law, unless the contrary intention appears:

- a) the interpretation provisions of the Constitution apply, as amended from time to time;
- b) a reference to a clause is a reference to a clause in the Constitution unless otherwise stated.
- c) a reference to a paragraph (**para**) is a reference to a paragraph in this By-Law unless otherwise stated.

2 Preliminary

2.1 Status of By-Law

- a) This By-Law is adopted by the Directors pursuant to clause 15.2(d) and is binding on the Fellows for the management and conduct of the business of the College.
- b) To the extent of any inconsistency between this By-Law and the Constitution, the Constitution shall prevail.

2.2 Amendments to By-Law

- a) The Directors may amend this By-Law from time to time, subject to approval by the Council, and will promulgate all amendments to Fellows through the College website.
- b) Amendments may change, alter, add or remove any provision of this By-Law, and will apply from the date of the Directors' meeting at which they are approved, or any other date specified by the Directors.

3 Fellows

3.1 Membership criteria

Pursuant to clause 6.3(a), in order to be admitted to membership of the College, a person must satisfy the qualification requirements set out in para 3.2.

3.2 Qualification requirements

- a) A candidate for admission as a Fellow will satisfy the following:
 - (i) at the time of his/her nomination and election, will be a qualified medical practitioner registered as a medical practitioner in Australia or New Zealand;
 - (ii) subsequent to his/her first becoming a qualified medical practitioner, will have completed such period of time as the Qualification and Education Committee of the College shall from time to time determine in a post or posts approved

for such purpose by the Qualification and Education Committee of the College;

- (iii) prior to the time of his/her election to membership, will have completed to the satisfaction of the Qualification and Education Committee of the College training for the practice of ophthalmology in a post or posts approved for the purpose by the Qualification and Education Committee of the College for a period of at least five years;
- (iv) will have passed any examination or test to which he/she may be required by the Qualification and Education Committee of the College to submit; and
- (v) will have satisfied the Council in such manner as the Council shall from time to time nominate of his/her intention to continue in the practice of ophthalmology.

b) Notwithstanding anything contained in the preceding paragraph:

- (i) the Council may admit to membership as a Fellow a Specialist International Medical Graduate who has been assessed by the SIMG Committee as having the training, qualifications and experience that is considered by the SIMG Committee to be comparable to an ophthalmologist recently trained and qualified in Australia or New Zealand; and
- (ii) in exceptional circumstances, the Council may in its absolute discretion admit to membership as a Fellow any qualified medical practitioner whose attainments in the field of ophthalmology are considered by the Council to justify such admission notwithstanding that such medical practitioner does not have the qualifications or satisfy the conditions referred to in the para 3.2(a).

4 Fellows – appraisal and election process

4.1 Applications for admission as a Fellow

- a) Applications to be admitted as a Fellow (**Application**) are to be received and considered by the Membership Committee constituted under para 1.
- b) Applications are to be made in such forms as the Membership Committee may from time to time prescribe.
- c) The Membership Committee must consider each Application, together with any further information the Membership Committee considers relevant in accordance with this By-Law.

4.2 Membership Committee to seek assessment from Qualification and Education Committee

- a) On receipt of an Application, the Membership Committee is to request that the Qualification and Education Committee of the College provide the Committee with an assessment as to whether the applicant possesses the qualifications and satisfies the conditions contained in para 3.2.
- b) Applications shall remain before the Membership Committee for such period as shall from time to time be determined by it as appropriate, during which period the applicant is to undergo the assessment by the Qualification and Education Committee.

4.3 Membership Committee may seek additional information

The Membership Committee may seek such additional information as it considers necessary to assess the application.

4.4 Notice and consultation with branches

The Membership Committee must give notice of Applications to Branches.

4.5 Recommendation to Council

- a) Once the Membership Committee has considered an Application and complied with paras 4.2, 4.3 and 4.4, it shall then either:
 - (i) accept the candidate for admission to membership as a Fellow and notify the Council; or
 - (ii) reject the Application.
- b) The decision of the Membership Committee to accept a candidate or reject an Application, subject to the appeals process set out in By-Laws, shall be final and conclusive.

4.6 Role of Council

- a) The Council is to note each newly admitted candidate.
- b) The decision of the Membership Committee upon any Application, subject to the appeals process set out in By-Laws, shall be final and conclusive.

5 Associates of the College

- a) The Council may admit as associates of the College such persons (including trainees and allied health professionals) (**Associates**) as:
 - (i) meet such criteria as are adopted by the Directors from time to time; and

- (ii) agree to abide by the Code of Conduct set out in By-Laws.
- b) Associates shall not be members of the College, and shall not have a right to attend or vote at meetings of the College.
- c) Associates may be invited by the Directors, Council or a Committee of the College to:
 - (i) participate in the activities of the College; or
 - (ii) subscribe to receive materials and communications published by the College from time to time.

6 Honorary Fellows

- a) The Council may at any time and in its absolute discretion appoint as an Honorary Fellow any person of distinguished service in the training or practice of ophthalmology or related sciences or branches of medicine or any person who has rendered outstanding service to the College.
- b) The title of Honorary Fellow is bestowed as a form of recognition, and a person named as an Honorary Fellow of the College is not, by virtue of that title:
 - (i) admitted as a Fellow, or
 - (ii) vested with any of the rights or privileges of Fellow such as the right to receive notice, attend and vote at meetings of the College.
- c) A person named as an Honorary Fellow may in addition be admitted to membership of the College as a Fellow under clause 6.

7 Branches

7.1 Fellows assigned to Branches

- a) Pursuant to clause 6.8 and subject to para 7.1(b) and (c), Fellows resident in each state of Australia or in New Zealand shall constitute a branch of the College (**Branch**).
- b) Those Fellows resident in the Australian Capital Territory shall be members of the New South Wales Branch, and Fellows resident in the Northern Territory shall be members of the South Australian or Queensland Branch, which ever they choose.
- c) If the Directors so resolve, a Fellow resident near the border of a State may at his/her request be or become a member of the Branch in the State across the border from the State in which he/she is actually resident.

7.2 Transfer of membership between Branches

- a) Any Fellow who moves residence from one State of Australia or New Zealand shall within one (1) month notify the Branch of the State of Australia or New Zealand from which he/she has moved and the Branch of the State of Australia or New Zealand into which he/she has moved.
- b) Upon such notification but not before, such Fellow shall become a member of the Branch into which he/she has moved residence.

7.3 Branch regulations

- a) Branches shall be governed by the Branch regulations contained in the By-Laws – Branch Regulations.

8 Composition of Council

8.1 Councillors

In accordance with clause 11.1, the Council shall be a representative forum comprised of:

- a) Ex-officio Councillors who shall be the following persons:
 - (i) the Directors, being:
 - A. the President;
 - B. the Vice-President;
 - C. the Censor-in-Chief;
 - D. the Directors elected in accordance with clause 12.2(d);
 - (ii) the Congress Scientific Program Chair;
 - (iii) the International Development Committee Chair;
 - (iv) the Continuing Professional Development Committee Chair;
 - (v) the Indigenous Committee Chair; and
 - (vi) such other ex-officio Councillors as the Council may determine,

(“Ex-officio Councillors”); and

- b) Councillors elected by the Fellows, the number of Councillors to be elected by each branch being:
 - (i) where a branch has not more than 25 members – one;
 - (ii) where a branch has more than 25 but not more than 75 members – two;
 - (iii) where a branch has more than 75 but not more than 150 members – three;

- (iv) where a branch has more than 150 but not more than 250 members – four;
- (v) where a branch has more than 250 members - one additional Councillor for each hundred members or part thereof in excess of 250,

(“**Elected Councillors**”); and

- c) Appointed Councillors who shall be one person appointed by each of:
 - (i) the Younger Fellows’ Group;
 - (ii) the Senior Fellows’ Group;
 - (iii) the Professors’ Group;
 - (iv) the Australian Society of Ophthalmologists;
 - (v) Ophthalmology New Zealand;
 - (vi) Ophthalmic Research Institute of Australia;
 - (vii) Save Sight Society New Zealand;
 - (viii) A trainee representative, being a person on the RANZCO Vocational Training Program elected by the trainees; and
 - (ix) such other groups as Council may determine.

(“**Appointed Councillors**”).

9 Elected and Appointed Councillors

9.1 Qualification

To be eligible to be elected or appointed to the office of Councillor a person must be a Fellow.

9.2 Term

Elected Councillors and Appointed Councillors are to be elected or appointed for terms of three (3) years at any time by the relevant electing or appointing body specified in para 8.1(b) and (c).

9.3 Removal

Councillors, other than Ex-officio Councillors, may be removed from office by the relevant electing or appointing body before the expiration of that Councillor’s period of office, and the relevant body may appoint or elect another person in the place of that Councillor.

9.4 Re-election

Elected Councillors and Appointed Councillors are entitled to seek re-election or reappointment as Councillors provided that a Councillor's period of service to the College as a Councillor shall not exceed a period of six (6) consecutive years, but thereafter that Councillor may be re-elected or re-appointed after one (1) year.

10 Ex-officio Councillors

10.1 Qualification

An Ex-officio Councillor holds office as a Councillor by virtue of holding one of the positions of responsibility listed in para 8.1(a).

10.2 Term of appointment

Ex-officio Councillors are to hold office as a Councillor until they cease to hold their relevant position of responsibility listed in para 8.1(a).

11 Remuneration and expenses of Councillors

11.1 Remuneration of Councillors

The Councillors may not be paid any remuneration for their services to the College as Councillors.

11.2 Expenses of Councillors

- a) A Councillor is entitled to be reimbursed out of the funds of the College for such reasonable travelling, accommodation and other expenses as the Councillor may incur when travelling to or from meetings of the Council or a Committee or when otherwise engaged on the business of the College.
- b) Any payment to a Councillor must be approved by the Directors.

12 Powers and duties of Council

12.1 Powers and duties

- a) In accordance with clause 11.3, the Council shall exercise the following powers and duties:
 - (i) electing Directors;
 - (ii) removing Directors under clause 12.6(b);
 - (iii) admitting persons to membership as Fellows;
 - (iv) removing, disciplining or terminating Fellowship under clause 7.1(d) and clause 7.2;

- (v) admitting and removing persons as Associates;
- (vi) advising and consulting with the Directors on such matters as requested by the Directors; and
- (vii) granting diplomas of the College to such candidates as shall satisfy the requirements as laid down by the Council from time to time.

13 Council meetings

13.1 Convening a Council meeting

- a) Council Meetings are to be held twice yearly at the following events:
 - (i) The Congress of Fellows, usually held in November (**Congress**); and
 - (ii) The mid-year Council Meeting, usually held in June (**Mid-Year Meeting**).
- b) The Directors and 5% or more of Councillors may convene a meeting of Council at any other time.

13.2 Notice of a Council meeting

21 days' clear notice of a meeting of Council is to be given to all Councillors.

13.3 Calculation of period of Notice

In computing the period of notice under para 13.2 both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

14 Proceedings of Council

14.1 Number of a quorum

- a) A majority of Councillors or ten (10) Councillors, whichever is the lesser number, present in person or by proxy, are a quorum at a Council Meeting.
- b) In determining whether a quorum is present, each individual attending as a proxy is to be counted, except that:
 - (i) where a Councillor has appointed more than one proxy, only one is to be counted; and
 - (ii) where an individual is attending both as a Councillor and as a proxy, that individual is to be counted only once.

14.2 Requirement for a quorum

- a) An item of business may not be transacted at a Council Meeting unless a quorum is present when the meeting proceeds to consider it.
- b) If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairman of the meeting (on the chairman's own motion or at the request of a Councillor or proxy who is present) declares otherwise.

14.3 If quorum not present

If within twenty (20) minutes after the time appointed for a meeting a quorum is not present, the meeting stands adjourned to a time and place proposed by the chairman with the concurrence of the Councillors present.

14.4 Adjourned meeting

At a meeting adjourned under para 14.3, ten (10) Councillors present in person or by proxy are a quorum. If a quorum is not present within fifteen minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

14.5 Chair of Council meetings

- a) Pursuant to clause 13.5, the President is to preside as chair, however, if a Council Meeting is held and the President is either:
 - (i) not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) unable or unwilling to act;

then the following person may preside as the chair of the meeting (in order of precedence):

- (iii) the Vice-President; or
- (iv) a Director or Councillor elected by the Councillors present to preside as the chair of the meeting.

14.6 Conduct of Council Meetings

- a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is, in the chair's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the Council Meeting; and

(iii) may terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting.

b) A decision by the chair under this By-Law is final.

14.7 Adjournment of Council Meeting

The chair may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but in exercising the discretion to do so, the chair must seek and obtain the approval of the Councillors present in person or by proxy.

14.8 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

14.9 Questions decided by majority

A resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it, unless otherwise required by the Directors or under the Constitution.

14.10 Equality of votes – no casting vote for chair

If there is an equality of votes, either on a show of hands or on a poll, then the chair of the meeting is not entitled to a casting vote in addition to any votes to which the chair is entitled as a Councillor or proxy, and consequently the resolution fails.

14.11 Voting on show of hands

- a) At any Council Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Council, is conclusive evidence of the fact.
- c) Neither the chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

14.12 Poll

If a poll is demanded:

- a) it must be taken in the manner and at the date and time directed by the chair and the result of the poll is the resolution of the meeting at which the poll was demanded;
- b) on the election of a chair or on a question of adjournment, it must be taken immediately;
- c) the demand may be withdrawn; and
- d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

14.13 Votes of Councillors

- a) Every Councillor entitled to vote has one vote.
- b) Subject to this Constitution:
 - (i) on a show of hands, each Councillor present in person and each other person present as a proxy of a Councillor has one vote; and
 - (ii) on a poll, each Councillor present in person has one vote and each person present as proxy of a Councillor has one vote for each Councillor that the person represents.

14.14 Right to appoint proxy

- a) Subject to paragraph (b), a Councillor is entitled to appoint another Fellow as proxy to attend in the Councillor's place at the meeting.
- b) Where possible, an Elected Councillor shall appoint as proxy a Fellow drawn from the Councillor's electing body.
- c) A proxy has the same right as the Councillor to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- d) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing.
- e) The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- f) A Councillor will be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. The proxy may vote as he thinks fit unless otherwise instructed.

- g) No person may hold and vote in accordance with more than three proxies.
- h) The instrument appointing a proxy may be in the form set out in Schedule 1 to this Constitution.
- i) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority is to be deposited at the Registered Office, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy will not be treated as valid.

14.15 Validity of vote in certain circumstances

Unless the College has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, a vote cast by that person is valid even if, before the person votes:

- a) the appointing Councillor dies; or
- b) the Councillor revokes the appointment or authority.

14.16 Objection to voting qualification

- a) An objection to the right of a person to attend or vote at a Council Meeting:
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chairman of that meeting, whose decision is final.
- b) A vote not disallowed under the objection is valid for all purposes.

15 Election of Directors

15.1 Council shall elect Directors

- a) Pursuant to clause 12.3, the Council shall elect the Directors (other than the Censor-in-Chief) from among the Fellows.
- b) The election of Directors shall take place at Congress.

15.2 Nominations

- a) Any two (2) Fellows may nominate a candidate for election as a Director (other than the Censor-in-Chief) and such nomination must be:
 - (i) in writing;

- (ii) signed by the candidate;
 - (iii) signed by two nominating Fellows; and
 - (iv) delivered to the registered office at least 7 days prior to the date of the meeting.
- b) Notwithstanding (a), the Council may accept any nomination.
 - c) The Nominations Committee will be responsible for reviewing nominations and making recommendations to Council.

15.3 Censor-in-Chief

The Censor-in-Chief is to be appointed by the Qualification and Education Committee in accordance with terms of reference contained in the By-Law entitled 'By-Law – Qualification and Education Committee'.

16 President-Elect

16.1 Election of President-Elect

At the Mid-Year Meeting immediately prior to the end of the term of office of a President, the Council may elect from among the Fellows a person to the office of President-Elect.

16.2 Nature of office

- a) A person elected to the office of President-Elect is not, by virtue of this office, a Director of the College and shall not exercise the powers or duties of a Director or of the President, but will be appointed as Director and President at the following Congress.
- b) The Directors may invite a person elected to the office of President-Elect to attend the meetings of Directors, however the President-Elect shall not have a right to speak or vote at such meetings in their capacity as President-Elect.
- c) Notwithstanding paragraphs (a) and (b), where a current Director of the College is elected to the office of President-Elect, that Director shall continue to hold office as a director, in addition to holding office as President-Elect.

16.3 Term of office

The President-Elect shall hold office from the time of their election at the Mid-Year Meeting until the following Congress.

16.4 Nominations

- a) Nomination of candidates for election as the President-Elect shall be:
 - (i) in writing;
 - (ii) signed by the candidate;
 - (iii) nominated by two Fellows; and
 - (iv) received by the chairman of the Council meeting at least 7 days prior to the commencement of the Mid-Year-Meeting, unless otherwise accepted by the chairman with the concurrence of the Council.
- b) The Nominations Committee shall consider candidates for President-Elect and make recommendations to the Directors.
- c) The Directors may make recommendations to Council in relation to candidates for election as President-Elect.

17 Directors' Committees

17.1 Directors' Committees

- a) Pursuant to clause 19.1, the following Directors' Committees are established as standing committees:
 - (i) Qualification and Education Committee;
 - (ii) Finance and Risk Management Committee;
 - (iii) Continuing Professional Development Committee;
 - (iv) International Development Committee;
 - (v) Human Research Ethics Committee;
 - (vi) Nominations Committee;
 - (vii) Membership Committee;
 - (viii) Awards Committee;
 - (ix) Appeals Committee;
 - (x) Code of Conduct Committee; and
 - (xi) Executive Management Committee.

- b) The Directors' Committees shall exercise powers delegated by the Directors and be governed by terms of reference set out in the By-Laws.

18 Special Interest Groups

- a) Pursuant to clause 19.2, the Directors approve the establishment of the following Special Interest Groups:
 - (i) Australian & New Zealand Glaucoma Society (ANZGS);
 - (ii) Australian and New Zealand Corneal Society (ANZCS);
 - (iii) Australian and New Zealand Society of Retinal Surgeons (ANZSRS);
 - (iv) Paediatrics;
 - (v) Strabismus (ANZSS);
 - (vi) Ocular Oncology;
 - (vii) Uveitis; and
 - (viii) Australian and New Zealand Society of Ophthalmic Plastic Surgeons (ANZSOPS).
- b) The Special Interest Groups shall:
 - (i) be comprised of such Fellows or other persons as allowed by the terms of reference set out in the By-Laws;
 - (ii) carry out their activities and be governed by terms of reference set out in the By-Laws; and.
 - (iii) report to the Directors on such occasions as the Directors see fit.