

REGULATION

Branch and New Zealand National Committee



Authorising Committee:	Board
Responsible Committee:	Corporate Governance and Risk Committee
Document Code:	REG OPCEO Branch and New Zealand National Committee

BACKGROUND

In May 2013, a new Governance model will be implemented by The Royal Australian and New Zealand College of Psychiatrists (RANZCP) to reflect the adoption of a new Constitution and governance model that was passed by the Fellowship in August 2012.

This Regulation has been updated taking into account the new governance structure and constitutional changes. Between November 2012 and May 2013, in this Regulation, the term Board means General Council.

For the purposes of this Regulation, Branch Committee includes the New Zealand National Committee, unless otherwise specified.

There are nine (9) Branches of the College throughout Australia and New Zealand, with each Branch governed by a Branch Committee -

- Australian Capital Territory Branch Committee
- New South Wales Branch Committee
- New Zealand National Committee
- Northern Territory Branch Committee
- Queensland Branch Committee
- South Australian Branch Committee
- Tasmanian Branch Committee
- Victorian Branch Committee
- Western Australian Branch Committee.

The purpose of each Branch Committee is to act in an advisory capacity to the Board.

1. ROLE

The major role of each State, Territory and National Branch Committee is to monitor, consider and advise on issues arising in and exclusive to that State or Region, which affect the interests of College Fellows, Associates and Affiliates.

Further roles include:

- a) To liaise with Government, political parties and other organisations whose decisions may impact upon the practice of psychiatry and mental health services to the community.
- b) To advise on the educational needs of Fellows, Trainees and Affiliates.
- c) To actively participate in activities relevant to that Branch.
- d) To refer to the Board matters of bi-national interest for its consideration.

2. RESPONSIBILITIES

Each Branch Committee will be responsible to:

- a) Develop and implement an annual work plan

- b) Identify and manage risk associated with its committee, in accordance with the College's Risk Management Policy, and for reporting high level risks to the Finance and Risk Committee
- c) Propose initiatives in the fields of training, assessment, examination, ethics, policy, project development and workplace
- d) Act as the focal point for rendering research and policy advice
- e) Recommend for consideration involvement on other key College committees, project teams and working parties from time to time
- f) Ensure its functions are discharged effectively and promote maximum opportunity for participation and reporting to Fellows, Associates and Affiliates
- g) Facilitate forums to collect and disseminate information, to encourage debate and to promote the needs of Fellows, Associates and Affiliates generally
- h) Facilitate local support networks for Fellows, Associates and Affiliates
- i) Represent the Branch Committee on other College standing committees pursuant to the Regulations of any such committee.

3. REPORTING RELATIONSHIPS

- a) Under Article 4.3 of the Constitution each Branch Committee is "responsible to the Board for the affairs of the Branch and the Members within it"
- b) The Branch Committee shall report on its activities and the activities of any of its Committees at a Branch level to each meeting of the Members' Advisory Council. The Branch Committee shall be represented on the Members' Advisory Council by the Chair of the Branch Committee
- c) The Branch Chair may appoint another member of the Branch Committee as his or her proxy for any such meeting; who shall have the same rights and powers at that meeting as the Branch Chair
- d) The appointment of a proxy must be placed in writing addressed to the Company Secretary in advance of the Members' Advisory Committee meeting
- e) The Branch Committee will provide written reports on its activities to the Board on a quarterly or as required basis.

4. COMPOSITION / MEMBERSHIP

The Branch Committee will comprise a minimum of 5 and a maximum of 12 members, one of whom must be the Chair (Fellow). Each Branch Committee may consist of the following members:

- Eight (8) Fellows
- Chair of the Branch Training Committee
- One (1) representative from the Overseas Trained Psychiatrists' Representative Committee (OTP), or its nominee
- One (1) representative from the Trainee Representative Committee (TRC), or its nominee
- One (1) Community member i.e. carer or a consumer.

Due to the large number of Affiliate members in New Zealand, the number of Affiliate members on the New Zealand National Committee will be at the discretion of the National Committee. However, the National Committee must comprise at least one (1) Fellow, excluding ex-officio members, and no greater than twelve (12) members in total. Affiliate members may also be a member of Overseas Trained Psychiatrists' Representative Committee (OTP).

A Board Director shall be an ex-officio Member of their respective Branch Committee for the period of his or her office in addition to the number of Committee members appointed or elected.

The Members of the Branch Committee shall include a Chair, Secretary and Treasurer or such combination of those officers as may be decided by the Members of the Branch. A Deputy Chair may be appointed at the discretion of the Chair.

The New Zealand National Committee may also appoint a Kaumatua.

Where a Branch is unable to meet the minimum number of required members, due to the size of its Branch membership base, the Branch Committee may submit a written proposal to the College's Company Secretary seeking an exemption.

The Branch Committee should endeavour to achieve appropriate gender balance.

5. ELECTIONS AND APPOINTMENTS

Branch Committee Executive Officers

- a) Executive Officers i.e. Chair (Fellow), Secretary or Treasurer (Fellow and/or Affiliate) will be elected by the members of the Branch Committee at the general meeting of the Branch held in each election year. The Branch general meeting should ideally align with the College's Annual General Meeting (AGM) given appointment terms for committee members commence at the conclusion of the College's AGM.
- b) The term of office for an Executive Officer is two (2) years. An Officer shall be eligible for re-election to serve a maximum of three (3) consecutive terms in that capacity. They will assume office at the conclusion of the College's AGM.

Fellows

- a) Nominations will be called for from amongst the Fellows of the Branch, elected by the Branch members and noted by the Board.
- b) If the number of nominations does not exceed the number of vacancies, the candidate(s) so nominated shall be declared elected.
- c) If there are more nominations than vacancies, a postal ballot will be conducted amongst the Branch Fellows. The candidate(s) who receives the most votes shall be declared elected.
- d) If the number of nominations is less than the number of vacancies, then a casual vacancy as the case may be shall arise in relation to that position(s).
- e) In the event of two (2) or more candidates receiving an equal number of votes, then priority in election shall be determined by lot.
- f) The Board shall be notified of the result of the elections.
- g) The term of office of Committee Members shall be two (2) years from the conclusion of the Annual General Meeting in the election year in which he/she was elected or such later date when a successor is appointed.
- h) Fellows will be eligible for re-appointment to the position to serve a maximum of three (3) consecutive terms i.e.6 years.
- i) The term of office for the Branch Training Committee Chair shall coincide with their term as the Chair of the Branch Training Committee.

Trainee or Affiliate Representatives

- a) Where the committee comprises of an Affiliate or Trainee representative, they must be appointed to the Branch Committee in consultation with the Overseas Trained Psychiatrists' Representative Committee (OTP) or the Trainee Representative Committee (TRC) respectively.
- b) The term of office of a Trainee or an Affiliate will be in accordance with the TRC or OTP Committee Regulations.

Community Members

- a) Community members shall be appointed to the Branch Committee using the 'Procedure for Appointment of Community Members to College Committees'. Community members have voting rights.
- b) The term of office of community members shall be two (2) years from the conclusion of the Annual General Meeting in the election year in which he/she was elected or such later date when a successor is appointed.
- c) Community Members will be eligible for re-appointment to this position to serve a maximum of three (3) consecutive terms i.e.6 years.

Kaumatua Representative (New Zealand National Committee only)

- a) The Kaumatua representative will be appointed by the New Zealand National Committee upon the recommendation of the Te Kaunihera and noted by the Board.
- b) The term of office of a Kaumatua representative is two (2) years. They shall be eligible for re-appointment to serve a maximum of three (3) consecutive terms in that capacity.

Co-opted Members

- a) The Branch Committee may co-opt additional members from time to time with particular specified knowledge and/or expertise.
- b) The number of co-opted members will be restricted to two (2).
- c) Co-opted members of the Branch Committee shall not have voting rights.
- d) The need for co-opted members shall be reviewed by the Branch Committee each year.
- e) Co-opted members would be expected to maintain confidentiality of the meetings' proceedings.

Observers

- a) The Branch Committee may invite persons from time to time to attend some or parts of a Committee meeting as an observer. Observers would be expected to maintain confidentiality of the meeting's proceedings.
- b) The number of observers will be at the discretion of the Branch Committee.
- c) Observers shall not have voting rights.
- d) The need for observers shall be reviewed by the Branch Committee each year.

6. Casual Vacancies

- a) In the event of the resignation of a Fellow (or Affiliate on the New Zealand National Committee) or Executive Officer, whose term is not due to finish for 12 months or more, a call for nominations from the Branch membership shall take place. Nominations will be considered by the Committee and the preferred candidate approved by the Committee and noted by the Board. The appointee shall be eligible for election at the conclusion of this term.
- b) In the event of the resignation of a Fellow (or Affiliate on the New Zealand National Committee) or Executive Officer of the Committee whose term is due to finish within 12 months, the Committee shall appoint a casual vacancy and the appointee will be noted by the Board. The appointee shall be eligible for election at the conclusion of this term.
- c) In the event that the resignation is a representative position e.g. a representative of the Trainee Representative Committee (TRC), the Overseas Trained Psychiatrists' Representative Committee (OTP) or a Community representative, the appointment will be made in consultation with the TRC, the OTP or the Community Collaboration Committee (CCC) and noted by the Board.
- d) For the purposes of this Regulation, the period of time served as a casual vacancy shall be not counted as a period of committee membership or Office.

Kaumatua Representative (New Zealand National Committee only)

- a) In the event of the resignation of the Kaumatua, the Branch Committee shall appoint a casual vacancy upon the recommendation of the Te Kaunihera and fill the vacancy for the remainder of the term. This appointment will be noted by the Board. The appointee shall be eligible for election at the conclusion of this term.
- b) For the purposes of this Regulation, the period of time served as a casual vacancy shall be not counted as period of committee membership.

7. POWERS

The Committee shall observe any regulations or directions that may from time to time be imposed upon it by the Board.

Pursuant to Article 9.2 of the Constitution –

- a) “The Board may delegate any of its powers (other than that of delegation) to any person or Committee.
- b) “The Board may revoke any delegation of its powers by ordinary resolution”.
- c) Any Committee exercising the delegated power of the Board shall comply with all Regulations and any conditions or limitations that may be imposed by the Board.

Pursuant to Article 4.3 of the Constitution -

- 4.3.1 Each Branch shall be governed by a Branch Committee which shall be responsible to the Board for the affairs of the Branch and the Members within it.
- 4.3.2 Subject to the further provisions of this Constitution:
 - a) Matters of Branch governance, structure and process will be prescribed in Regulations; and
 - b) The Branches shall otherwise be free to individually establish those matters in rules made by the Branch in accordance with Article 4.4.3.
- 4.3.3 A Branch shall not be entitled to make any rule which is inconsistent with the Act, this Constitution or any Regulation. A copy of any rules made by a Branch (and any amendments made from time to time) shall be forwarded to the Company Secretary, and shall only take effect when approved by the Board.
- 4.3.4 A Branch or Branch Committee, unless acting under or pursuant to a function conferred on it by this Constitution or any Regulation made pursuant to it, shall in no circumstances be deemed to be an agent of the Board or the College or to have the authority to represent or bind the Board of the College in any manner whatsoever.

8. LIMITATION ON POWERS

Pursuant to Article 15.1, 15.3, 15.4 and 15.5 of the Constitution -

- a) “The Board may establish committees comprising such persons as the Board determines or otherwise determined in accordance with the Regulations.”
- b) “The Board shall determine the powers and duties of each Committee (its “Terms of Reference”) and each Committee shall in the exercise of its powers comply with the Regulations and its Terms of Reference”.
- c) “Unless specifically provided for in the Regulations or its Terms of Reference, a Committee may not make any determination of policy for the College, but may provide advice to the Board on any area falling within its Terms of Reference to assist the Board.
- d) “Each Committee shall make such reports and recommendations to the Board as the Board reasonably requires”.

9. SECRETARIAT SUPPORT

The Branch Committee shall primarily be supported by the College staff of the Branch Office and where required, by College staff based in Melbourne.

Governance Officer – In respect to governance issues surrounding, but not limited to Branch elections, regulations and the establishment of subcommittees or working groups, all Branch Committees must liaise closely with the College's Governance Officer.

10. REVIEW

Pursuant to Article 15.8 of the Constitution, "the Board shall review the need for each committee and the members thereof at least every two years".

These Regulations shall be reviewed two years from commencement.

11. OPERATION OF THE BRANCH COMMITTEE

Committee Meetings

- a) The Branch Committee may meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit, taking into account budget implications.
- b) Meetings of the Branch Committee may be in person, by telephone or other telecommunications or electronic means at the discretion of the Chair.

Notice of Committee Meetings

- a) The Chair may convene a meeting of the Branch Committee by written notice to members of the Branch Committee. An agenda shall be circulated in advance of the meeting.
- b) At least 24 hours notice of a meeting of the Branch Committee must be given to each Branch Committee member specifying the place, time and date of the meeting.
- c) Notice may be given in writing, by email, by fax, by telephone or other electronic and appropriate means.

General Meetings

- a) As Branch Committees and the New Zealand National Committee are not constituted bodies of the College, and therefore do not fall under the Corporations Act, there is no requirement to hold an Annual General Meeting (AGM). However, they may hold a General Meeting (GM).
- b) A Branch Committee or the New Zealand National Committee may hold a General Meeting (once a year) to consider the Reports of the Committee i.e. reports of the Chair, Secretary and Treasurer.
- c) An agenda should be circulated 28 days in advance of the meeting.

Chair

- a) The Chair shall preside at all meetings of the Branch Committee.
- b) If the Chair is not present at any meeting of the Branch Committee within fifteen minutes after the time appointed for holding the meeting the members present shall elect a Branch Committee member present to be Chair of the meeting.

Quorum

- a) The quorum for the committee is 50% of the voting membership.
- b) If at any time the number of members is less than a quorum, the Committee may meet only for discussion purposes.
- c) The Committee may act notwithstanding any vacancy on the Committee.

Proxies

- a) Branch Committee members are unable to appoint a proxy to attend a meeting on their behalf, unless the position held by the member on the Committee is a representative position e.g. representing the TRC or OTP Committee. The appointed proxy must be member of the Committee they are representing.
- b) The onus is on the Branch Committee member to advise the Chair, in advance of the meeting, of their proxy's details.
- c) A proxy has the same voting rights as the person they are replacing.

Voting

- a) All Branch Committee members, except co-opted members, observers and those without authority to vote, shall have full voting rights.
- b) Decisions arising at a meeting of the Branch Committee shall be decided by a majority of votes of members present and voting.
- c) A decision by a majority of the members present and voting is for all purposes a decision of the Branch Committee.
- d) The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

Written Resolution

A written resolution signed or approved by electronic mail by 75% of all members (other than any member on leave of absence) is taken to be a decision of the members passed at a meeting of the Branch Committee duly convened and held.

Minutes of Meetings

- a) A written record of all proceedings of Branch Committee meetings shall be kept by the College.
- b) Draft minutes of all meetings should be promptly circulated to all Branch Committee members.

Defects in Appointment or Qualification of a Member

All acts done in good faith by a meeting of the Committee or by any person acting as a Committee member will be valid and effective notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

Conflict of Interest and Confidentiality

- a) All people attending a meeting of the Branch Committee must declare any conflicts of interest to the Chair. Once a conflict of interest has been declared, the individual concerned may be excluded from the discussion and/or voting at the discretion of the Chair.
- b) Each member of the Branch Committee including co-opted members, community members, proxies and observers must sign a Deed of Undertaking Relating to Confidentiality and Conflict of Interest.
- c) The Deed is valid for the period of time the member is part of the Branch Committee and after they have finished on the Committee, particularly in relation to confidentiality.
- d) All signed Deeds must be forwarded to the College's Governance Officer.

Other Committees of the Branch Committee

The Branch Committee may not establish Subcommittees or ad-hoc committees (working groups) without the prior approval of the Finance and Risk Committee (for budget purposes) and the Board.

Financial Responsibility

- a) The Branch Committee must develop an annual budget based on the budget process developed by the College and in conjunction with the College's Finance Department.

- b) The Branch Committee is required to operate within the budgetary constraints as determined by the Board. Any spending above and beyond the allocated budget requires explicit authorisation as per the College's delegations of authority Policy.

MEDIA & AUTHORISED STATEMENTS

- a) With respect to making media or other external comment or representation, the College's Media Policy (available on the RANZCP website) should be consulted and adhered to.
- b) Pursuant to Articles 9.4.1 and 9.4.2 of the Constitution, "the President or the Board may authorise any Committee or individual to represent the College before any government or governmental body or committee or to make statements or express views on behalf of the College. The authority may be given generally or for a specific situation and may be given on such conditions as the President or the Board thinks fit. Unless duly authorised to do so under this Article, no Member may make any statement or express any view which purports to be a statement or view of the College or as having been made or expressed on behalf of or with the concurrence of the College".
- c) Executive Officers of the College are authorised to nominate RANZCP Members to comment to the media in accordance with their expertise. The Executive Officers of the College may authorise Board/Faculty/Section/Branch/Committee Chairs to comment on certain issues.

12. INTERPRETATION

The Regulation shall be known as "Branch Committees and the New Zealand National Committee"

- "AGM" means the Annual General Meeting of the College.
- "Article(s)" means an article or clause of the Constitution.
- "Affiliate" means a Member admitted pursuant to Article 3.5 of the Constitution.
- "Associate" means a Member admitted pursuant to Article 3.4 of the Constitution.
- "Board" means the board of the College established under the Constitution, each member of which shall be a Director of the College.
- "Branch" means a Branch of the College established under Article 4 of the Constitution.
- "Branch Committee" means the Committee of management of a Branch.
- "Carer" - a family member, friend or another whose life, because of their active caring and supporting role, has been affected by their close association with an individual who has, or who has had experience of mental illness.
- "Casual Vacancy" means a position that becomes vacant before the expiration of the term for which the holder was elected. A successor shall, if the term has not then expired, be chosen to hold the place from the date of his/her appointment until the expiration of the original term or the next election/appointment period (whichever is first). The period of time served as a casual vacancy shall not be counted as a period of office. A Casual Vacancy has voting rights.
- "College" or RANZCP means The Royal Australian and New Zealand College of Psychiatrists.
- "Committee" means the State or Territory Branch Committee or the New National Committee.
- "Community Member" encompasses Carers, Consumers and Community organisation Representatives as defined here.
- "Community Organisation Representative" – a representative (s) of non-government, community based or mental health-based organisations or volunteer organisations.
- "Consumer" means an individual who has, or has had experience of mental illness.
- "Constitution", means the Constitution of The Royal Australian and New Zealand College of Psychiatrists.(August 2012)
- "Co-opted" means a member that has been appointed to a body (Board, Committee, Faculty etc) for their area of expertise or knowledge of a particular area. A co-opted member is a nonvoting member.

- “Elected” means the formal election process undertaken to elect a member. Call for nominations must be undertaken and conducted in accordance with this Regulation. If a ballot is required, the method of voting will be “first past the post”.
- “Election Year” means the year the Constitution came into effect and every second year thereafter.
- “Ex-officio” means a member of a body (Board, Committee, Faculty etc) who is part of it by virtue of holding another office. Ex-officio members are voting members.
- “Fellow” means a Member who holds Fellowship of the College pursuant to Article 3.3 of the Constitution.
- “General Meeting” means a general meeting of the Branch Committee.
- “Kaumatua” means a respected Maori elder.
- “Member” means any person for the time being admitted to Membership of the College pursuant to Article 3 of the Constitution.
- “New Zealand National Office” means the New Zealand Branch of the RANZCP.
- “Proxy” means a person appointed to represent a committee member, on their behalf, at a meeting of the Branch Committee. Branch Committee members are unable to appoint a proxy unless the position held by the committee member is a representative position. The appointed proxy must be a member of the committee they are representing.
- “Te Kaunihera” means the subcommittee of the Practice and Partnerships Committee (PPC) – previously the Board of Practice and Partnerships.
- “Trainee Representative” means a member of the College’s Trainee Representative Committee (TRC) or its nominee. The representative will be responsible for reporting to the TRC on the outcomes of any Branch Committee meeting he/she attends as a trainee representative.

13. ASSOCIATED DOCUMENTS

- Branch Committee Chair, Secretary, Treasurer and Member Position Descriptions
- Procedure for the Appointment of Community members to College Committees
- RANZCP Constitution
- RANZCP Media Policy
- RANZCP Code of Conduct
- RANZCP Code of Ethics
- RANZCP Website
- Deed of Conflict of Interest and Confidentiality
- Postal Ballot Guideline

REVISION RECORD

Contact:	Louise Hain, Manager Governance and Office of CEO and President		
Date	Version	Approver	Description
21/11/2010	1.0	GC2010/4 R39	New document
17/11/2012	1.1	GC2012/4 R53	Amended to reflect new governance structure
11/2014			NEXT REVIEW