

## RACS Constitutional Change- All proposed changes as at 16 September 2024

Clause	Amendment	Explanation
1.1	Inserted 'being a bi-national college'	Reinforces bi-national status of College
2.4.1	Replace 'elect' with appoint'	Reflects correct process, eg Honorary Fellows are appointed by Council, not elected
3.1 d)	Removed 'the Fellow becomes non-financial pursuant to the terms of clause 4.2 of this Constitution'	superfluous
3.5 onwards	'Council' replaced by 'the Board' throughout the document	Reflects shift in role or responsibility from Council to the Board
4.2	Inserted and 'such other amounts as the Board may determine'.	Improved clarity regarding the role of the Board
5.4.3	Inserted 'the Board and the Council'	Clarify that the results of elections to both Council and the Board will be declared at the AGM
5.6	A general meeting ( <b>including the Annual General Meeting</b> ) shall be chaired by: <ul style="list-style-type: none"> <li>a. <b>the President; or</b></li> <li>b. <b>if the President is absent or unable or unwilling to act</b>, the Vice President or</li> <li>c. <b>if the Vice President are</b> absent or unable or unwilling to act <b>another Board Director</b> elected by the Fellows present <b>on a show of hands</b>; or</li> <li>d. <b>a Fellow elected by the Fellows present on a show of hands</b></li> </ul>	Additional detail inserted to clarify chairing arrangements for a general meeting.
5.6.2 & 5.7.1, 5.8, 5.9	'Meeting' inserted as per 'meeting chair'	Improved clarity
5.10.2	Inserted ' or the Chair' Removed 'or member of the Board'	Clause should refer to Fellows only. Chair may also be a proxy
6 thru 9	New Clause 6 Board (6.1 through 6.8) New Clause 7 Remuneration of Directors (7.1 through 7.3) New Clause 8 Board Powers (8.1 through 8.4) New Clause 9 Board Meetings (9.1 through 9.8)	Additional clauses inserted into the Constitution to cover the structure of the Board, Remuneration of Directors, Board Powers and Board meetings.
6.1.3	up to <b>five (5)</b> Directors	Increased from 3 to 5 to strengthen Fellow Director representation on Board

6.1.4	Inserted 'subject always to there being a majority of Fellows on the Board'	Strengthens Fellow representation on the Board
6.1.4 a) and b)	Inserted 'where there is more than one Independent Director appointed,'	clarification
6.5	Clause inserted ' Appointment of Additional Fellow Directors to the Board'	Outlines and clarifies appointment process of Fellow Directors to the Board
6.6.1	Inserted' Independent Directors are to be appointed by the Board in consultation with Council and ratified at a general meeting'	Strengthen and clarify appointment of Independent Directors to the Board
6.8.3	Inserted 'Members can remove a Director at a General Meeting of Fellows by simple majority'	Clarification of removal of Directors on Board
8.1	Inserted 'Without limiting Council's role as set out in clause 10.1.2,'	Acknowledged Council's role in leadership of the College
8.3.1	Inserted 'Following consultation with Council'	Acknowledges role of Council
8.3.2 a), b) and c)	Inserted 'on advice of council'	Acknowledges role of Council
9.1	Inserted 'Fellows' Removed ' and who shall not be the President or the Vice President'	Specifies the Board Chair must be a Fellow and may be the President or Vice President.
10.1	Functions of Council clause inserted	Improved clarity regarding role of Council
10.1.1	Inserted 'and shall be the peak body of the College with respect to surgical standards, education and training'	Strengthens function of Council
10.1.2	Inserted the following: a) provide leadership with respect to the surgical affairs of the College; c) determine the standards of surgery, education and training, research and fellowship engagement and advise the Board accordingly; and d) award and rescind Fellowships in line with the provisions of the Constitution.	Additional clarity about function of Council
10.2	Inserted 'functions'	Improved clarity regarding functions of council
11.1.1 a)	Sixteen replaces 16	Numerical to word
11.1.1 b)	specialty representation on the Council, provided always that such representation shall be determined by Council in accordance with Regulations made by Council for that purpose and in consultation with the specialty societies;	Reference to specialty representation on Council
12.1.1 & 12.2.1	Inserted 'Fellowship'	Clarification- refers to Fellowship elected Councillors

13.1.3	'Annually' replaced by ' a three year term'	Correction- Co-opted Councillors are appointed for a 3 year team, not annually
14.1.2	Inserted 'or President Elect'	Included President Elect as alternative to Vice President
14.1.3	Inserted' <b>to be elected in accordance with clause 14.2.</b>	Improved clarity of process
14.2	Inserted 'confidential'	Reinforces confidentiality
14.3 b)&c) 14.3.2	'Appointed' replaced 'elected'	Clarification of appointment process
14.4.2	'Inserted 'President Elect'	Included President Elect as alternative to Vice President
15	New clause 'Operations of Council' inserted	Clarification of Council's power to make regulations and convene committees of Council
16	<p>Removed following detail:</p> <p>The Executive shall be chaired by the President (or in his or her absence, the Vice-President) or in their absence another Office Bearer.</p> <p>Delegation The Council shall delegate to the Executive the supervision of the day to day business of the College and may delegate such other functions as the Council may in its discretion think fit.</p> <p>Casual vacancy</p> <ul style="list-style-type: none"> <li>• Any casual vacancy in any of the positions of Executive Member shall be filled by election from and by the remaining members of the Council.</li> <li>• Any Executive Member appointed pursuant to this clause shall hold office only until the next election of Executive Members but shall be eligible for re-election in accordance with this Constitution.</li> <li>• Until such time as the casual vacancy is filled, the Executive shall continue to have power to act in accordance with this Constitution.</li> </ul> <p>Meetings The Executive may meet, convene and adjourn its meetings and otherwise regulate its proceedings in such manner as it thinks fit.</p>	Detail around executive of Council removed from Constitution. This detail will be reviewed and included in a regulation of Council, which sits alongside the Constitution.

	<p>Records</p> <ul style="list-style-type: none"> <li>• The Executive shall produce an agenda for its meetings and forward copies of the agenda to each member of the Council prior to each Council meeting.</li> <li>• The Executive shall keep a record of its meetings and forward copies of the Minutes of each meeting to each member of the Council within fourteen days of the meeting.</li> </ul>	
19	Removed the following 'The Council may otherwise delegate all or any of its functions, powers or discretions to committees comprising such persons as the Council determines'.	Removed duplication
20	'Council' replaced by 'the Board'	Reflects shift in role or responsibility from Council to the Board
21.1 and 21.3	Inserted 'if the College maintains a seal'	To account for circumstances where this is not maintained by the College
21.2	'Council' replaced by 'the Board' 'Councillor' replaced by 'Director'	Reflects shift in role or responsibility from Council to the Board
22	Inserted 'A Postal Ballot may be conducted electronically or by any web-based system, or other lawful method, as approved by the Board.'	Inserted to modernise the ballot process
23 through 25	'Council' replaced by 'the Board'	Reflects shift in role or responsibility from Council to the Board
25	Removed reference to facsimile	Removed as facsimile no longer used
25.5.1	Inserted ' electronic transmission'	Inserted to modernise method of sending
25.5 & 27.1	'Director' replaces 'Councillor'	Reflects shift in role or responsibility from Council to the Board
29	Inserted Transitional arrangements Clause	Transitional arrangements required to establish first Board
30	Additional definitions included: Fellow Director Board Director President Elect	Reflects establishment of Board and additional Director role