By-law 1

The Faculty Board

Note: Dates in italics flag the dates of recent changes to the by-laws, for example, 10/19 indicates a change made to the above paragraph in October 2019.

The Faculty of Pain Medicine of the Australian and New Zealand College of Anaesthetists consists of fellows from diverse speciality backgrounds. The FPM Board requires members with a diversity of skills and backgrounds to enable it to perform its governance tasks. To this end the FPM Board will be constituted by election and co-option.

1.0 Preamble

1.0.1 The Faculty of Pain Medicine is constituted according to ANZCA Regulation 40.

1.0.2 ANZCA Regulation 40.2.1 states, "ANZCA has sole legal, ethical and professional responsibility for a faculty, and ANZCA Council has ultimate governance accountability for a faculty".

ANZCA Regulation 40.2.3 states, "A Faculty Board is accountable to ANZCA Council under the ANZCA constitution and the Corporations Act (2001) for the functions delegated to it by the Council".

1.0.3 As such, the Faculty Board does not have any role in governance in the corporate sense.

1.0.4 As the Faculty of Pain Medicine consists of fellows from diverse specialty backgrounds, the FPM Board should reflect this diversity to enable it to perform its leadership tasks. To this end the FPM Board will be constituted by election and co-option.

1.1 Composition of the Board

The Board of Faculty ("the Board") will consist of 12 members, constituted as follows:

1.1.1 The ANZCA President, *ex-officio*.

1.1.2 One other ANZCA Councillor as a co-opted member.

1.1.3 One elected New Fellow, defined as having been admitted to Fellowship via completion of the FPM training program within three years of the closing date for nominations under by-law 1.4.

1.1.4 The other nine positions on the Board (by-laws 1.1.5 and 1.1.6) will be filled by direct election and co-option in order to ensure that there will always be:

1.1.4.1 At least three Australian-based fellows, each from a different region; and

1.1.4.2 At least one Aotearoa/New Zealand-based fellows; and

1.1.4.3 Diversity, according to the FPM Board diversity matrix.

1.1.4.4 Seven fellows will be elected directly to the Board via the election process (by-law 1.2).

1.1.5 Two fellows will be co-opted to the Board (by-law 1.3).

1.1.6 Each Board member is a member ex officio of their respective regional or national committee.

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1.2 Election to the Board

1.2.1 Seven positions on the Board under 1.1.1 will be filled by election.

1.2.2 Nominations of eligible candidates for election to the Board shall:

1.2.2.1 State that the nominee is a Fellow of the Faculty of good standing; and

1.2.2.2 be signed by two Fellows of the Faculty, or sent with their electronic approval; and

1.2.2.3 contain a consent to act and declaration, signed by the nominated Fellow, and

1.2.2.4 be received by the Executive Director, Faculty Pain Medicine before the published closing date and time.

1.2.2.5 Candidates may elect to include an outline of how their personal attributes and experience would add to the skill mix and diversity of the board.

1.2.3 If the number of nominations does not exceed the number of vacancies, eligible Fellows of the Faculty so nominated will be declared appointed at the Annual Business Meeting.

1.2.4 If the number of nominations exceeds the number of vacancies, then:

1.2.4.1 A ballot list shall be prepared containing the names of the eligible candidates in the order of receipt by the Executive Director.

1.2.4.2 One ballot list shall be posted or circulated electronically on the ballot opening date to each Fellow of the Faculty at his or her address appearing in the Register of Fellows of the Faculty.

1.2.4.3 Voting Fellows shall vote for only as many candidates as there are vacancies to be filled.

1.2.4.4 Votes must be received at the Faculty Office not later than 14:00 hours on the closing date advised with such notice. Votes received thereafter shall be deemed to be invalid and shall not be counted.

1.2.5 Vacancies shall be filled by declaring elected the required number from candidates who received the most votes.

1.2.6 If two or more candidates receive an equal number of votes, then the principles to be applied are:

1.2.6.1 a sitting member get preference over a non-sitting member.

1.2.6.2 a candidate with longer duration of fellowship gets preference over one with a shorter duration.

1.3 Co-option to the Board

1.3.1 The Board shall co-opt members under by-laws 1.1.4 and 1.1.6 based on its diversity needs.

1.3.2 If there are more nominations for co-opted positions than there are positions available, the board will vote via secret ballot at its meeting prior to the Annual Business Meeting for as many candidates as there are vacancies to be filled.

1.3.3 Vacancies shall be filled by declaring selected the required number from candidates who received the most votes.

1.3.4 If two or more candidates receive an equal number of votes, then the Dean shall have the casting vote.

1.3.5 Co-opted members are not eligible to nominate for election as an office bearer.

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1.4 New Fellow board member

1.4.1 The New Fellow Board member will be elected only by Fellows who are within three years of admission to FPM fellowship via completion of the FPM training program on the date on which nominations close.

1.4.2 The New Fellow will not be eligible for election as an office bearer.

1.4.3 The New Fellow, as defined in by-law 1.1.3, who is not standing for election to the Board as an elected member under by-law 1.1.5 may also not stand for election as the New

1.4.4 Fellow member.

1.4.5 The New Fellow will not be eligible for re-election to that position after completion of their term.

1.4.6 The New Fellow Board member will be eligible to seek election to the Board under by-law

1.4.7 1.1.5 after completion of their term. The time spent as the New Fellow Board member will be counted towards the 12 years that any member may spend on the Board.

1.5 Terms of office of Board members

1.5.1 Board members will take office at the Annual Business Meeting of the Faculty following their election or co-option.

1.5.2 Board Members elected to the Board under by-law 1.1.5 or co-opted under by-law 1.1.6 who have held office for a continuous period of three years will retire from the Annual Business Meeting of the Faculty.

1.5.2.1 Retiring Board members may nominate for an elected position subject to by-law 1.5.5.

1.5.2.2 The Dean-elect shall not be subject to this requirement.

1.5.3 The duration of the term of the elected New Fellow will be two years.

1.5.4 Members appointed to the Board under by-law 1.8 will retire from office at the next Annual Business Meeting of the Faculty.

1.5.5 Board Members who have served on the Board for an aggregate of 12 full years will retire from office at the next Annual Business Meeting of the Faculty and will not be eligible to re-nominate for an elected position under by-law 1.1.5 or to be co-opted under by-law 1.1.6.

1.6 Meetings of the Board

1.6.1 The Dean will be Chair of the Board. In the Dean's absence, the Vice-Dean will act as Chair, and in the absence of the Dean and Vice-Dean, the Board will elect a Chair for that meeting.

1.6.2 The presence of seven Board Members constitutes a quorum for the purpose of voting.

1.6.3 The Board will meet ordinarily for the transaction of business at the offices of the Australian and New Zealand College of Anaesthetists, at such times as it may decide.

1.6.4 The Dean, or any four Board Members, may call an extraordinary meeting of the Board for any purpose at any time and place.

1.6.5 All proceedings and reports of the Board and any of its committees or sub-committees will be confidential and privileged.

1.6.6 Reports of Board business will be published at the discretion of the Dean.

1.6.7 Voting of the Board will be in accordance with the following rules:

1.6.7.1 Resolutions of the Board will be determined by simple majority except where otherwise provided in these by-laws.

1.6.7.2 The Chair will exercise a deliberative and where applicable a casting vote.

1.7 Officers of the Board

1.7.1 At its last meeting each calendar year the Board will choose from its elected members (with the exception of the New Fellow member under by-law 1.4.2) a Dean-Elect who will take office at the end of the next Annual Business Meeting.

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1.7.2 At its meeting immediately prior to the Annual Business Meeting the Board will choose from its elected members (with the exception of the New Fellow member under by-law 1.4.2) a Vice-Dean who will take office following the Annual Business Meeting.

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1.7.3 The election of Officers will be conducted by secret ballot.

1.7.4 The Dean and Vice-Dean will hold office for one year. Each is eligible for re-election for a further period of one year.

1.8 Casual vacancies

1.8.1 A casual Board vacancy is one caused otherwise than by the retirement of a member at the end of their term.

1.8.2 The Board will appoint a member to fill a casual vacancy according to by-law 1.1.4.

1.8.3 Appointments to fill a casual vacancy will follow the procedure set out in by-laws 1.3.1 and 1.3.2, 1.3.4 and 1.3.5.

1.8.4 Any member appointed to fill a casual vacancy will hold office until the next Annual Business Meeting. Such members shall be eligible for election or co-option in accordance with by-laws 1.1.4, 1.1.5, 1.1.6 and 1.5.5.

De novo July 2022