



The Australasian College of Cosmetic Surgery

Raising Standards, Protecting Patients

Board of Censors

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Board of Censors

1.1 Election of Censors

- (a) The members of the Board of Censors normally are elected at a meeting of the Council and, subject to these By-Laws, shall hold office from termination of the meeting until termination of the next meeting of the Council held on or after two years from the date of his or her election, whereupon he or she shall become retired.
- (b) Subject to Article 1.4, a retiring Censor is eligible for re-election.

1.2 Nomination for Election

- (a) Each candidate for election as a Censor must:
 - (i) be proposed by a Council Member; and
 - (ii) be a current financial qualified member of the College.
- (b) A nomination of a candidate for election as a Censor must:
 - (i) be in writing;
 - (ii) be signed by the candidate; and
 - (iii) be signed by the proposer.
- (c) A nomination of a candidate for election must be received at the registered office of the College no later than 5pm on the day, which is 30 days prior to the meeting of the Council at which the candidate is proposed to be elected.
- (d) A list of the candidates' names in alphabetical order, together with the proposers' names must be sent to the Council Members with the notice of the meeting of the Council.
- (e) Any candidate nominated for election as a Censor must disclose to the Council all memberships of any other professional bodies that the candidate may hold. Failure to do so will result in removal from Board of Censors (?Also Council – decision by AGM)

1.3 Election Procedure - Censors

- (a) If the number of candidates for election as Censors is equal to or less than the number of vacancies to be filled; the chairperson of the meeting of the Council must declare those candidates to be duly elected as Censors.
- (b) If the number of candidates for election as Censors is greater than the number of vacancies to be filled at the meeting, a ballot must be held at the meeting for the election of the candidates.
- (c) If a ballot is required to decide those to be elected to Board of Censors, balloting lists must be prepared listing the names of the candidates in alphabetical order and no other order.
- (d) At the meeting of the Council each person entitled to vote and voting on the ballot must cast the number of votes equal to the number of vacancies, but (subject to paragraph (b)) no person so voting may cast more than one vote in favour of each candidate.
- (e) The number of candidates equal to the number of vacancies who receive a greater number of votes cast in their favour must be declared by the chairperson of the meeting to be elected as Censors.
- (f) In the case of an equality of votes preventing one or more vacancies to be filled the chairperson, prior to the declaration of the result of the ballot, is entitled to a number of casting votes equal to such number of vacancies, provided that if that process:
 - (i) does not resolve the situation; or
 - (ii) the chairperson is one of the persons in respect of whom there is an equality of votes,then those persons who have received the greatest number of votes must be

declared by the chairperson to be elected as censors following which a further ballot in accordance with the clause must be held forthwith for the remaining vacancies.

1.4 Members of the Board of Censors

The Board of Censors normally shall be elected by the Council in accordance with clauses 1.2 and 1.3 and consist of eight Censors and a Censor-in-Chief as follows:

- (a) a Plastic and Reconstructive Surgeon;
- (b) a General Surgeon;
- (c) a non-FRACS Cosmetic Surgeon;
- (d) a Dermatologist;
- (e) a Laser Surgeon;
- (f) an Ear Nose and Throat Surgeon;
- (g) an Ophthalmologist;
- (h) a Facio-maxillary Surgeon; and
- (i) Censor-in-Chief appointed in accordance with Articles 15.3, 15.4 and 15.5 of the Constitution and who may be drawn from any of the above subgroups.

Each member of the Board of Censors must be a Fellow or Member. The Censor-in-Chief must be a Council Member.

1.5 Duties

The duties of the Board of Censors are:

- (a) to assess applications for procedure registrations according to the requirements and guidelines set out by these By-Laws or the directions from time to time made by the Council, and hand down a consensus decision (suitable or unsuitable);
- (b) to examine log books;
- (c) to assess and allocate or decline according to such requirements, guidelines and directions new applicants for membership in relation to the categories specified in clause 3.1; as considered appropriate;
- (d) to assess candidate applications for College training programs and make recommendations; and
- (e) to assess standing of applicants seeking admission to a Faculty of the College according to the guidelines set out by these By-Laws and make a recommendation to the Council.

1.6 Meetings of Board of Censors

The Board of Censors will meet at least four times a year.

1.7 Quorum for Meetings of Board of Censors

- (a) The Board of Censors may determine the quorum necessary for the exercise of the Board of Censors' authorities, powers and discretions under these By-Laws, but not less than two-thirds of their number present in person or by proxy from time to time is required.
- (b) A meeting of the Board of Censors during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under these By-Laws for the time being vested in or exercisable by the Board of Censors generally.
- (c) For the purposes of determining whether a quorum is present, a Censor who is present and who holds formal proxies from other Censors may be counted for each of his or her proxies as well as in his or her own right.

1.8 Convening Meetings of Censors

A Censor may at any time and the Censor-in-Chief will on the request of a Censor convene a meeting of the Censors.

1.9 Notice of Meetings of Censors

(a) Twenty-one days' notice of every Board of Censors meeting will be given to each Censor, except in the case of an urgent matter when the Censor-in-Chief may authorise a meeting of Board of Censors on a minimum of seven days' notice.

(b) Notice of a meeting of Censors may be given in writing or by radio, telephone, closed-circuit television or other electronic means of audio or audio-visual communication.

1.10 Meetings by Electronic Means

(a) Without limiting the discretion of the Board of Censors to regulate their meetings under clause 1.6, the Board of Censors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication.

(b) Notwithstanding that the Censors are not present together in one place at the time of the conference, a resolution passed by such a conference will be deemed to have been passed at a meeting of the Board of Censors held on the day on which and at the time at which the conference was held.

(c) A Censor present at the commencement of the conference will be presumed to have been present and, subject to other provisions of these By-Laws, to have formed part of the quorum throughout the conference, unless the minutes reflect otherwise.

(d) Any minutes of a conference of the type referred to in clause 1.10(a) purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Board of Censors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.

(e) When by the operation of Article 1.10(b) a resolution is deemed to have been passed at a meeting of the Board of Censors, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Censors who took part in the conference was at such place for the duration of the conference.

1.11 Votes at Meetings of Board of Censors

Questions arising at any meeting of the Board of Censors will be decided by a majority of votes of those present in person and by proxy and, subject to the provisions of clauses 1.12 and 1.13, each Censor has one vote for himself and one for each proxy that he or she holds.

1.12 Voting at Board of Censors Meetings

(a) Voting at Board of Censors meetings of the College may be in person, by telephone, by electronic mail, or by proxy given in writing to a member who is present in person and signed by the absent member.

(b) Where a proxy is communicated by electronic mail it must be forwarded to the secretariat no less than 24 hours before the time set for the meeting so that the provenance of the electronic mail may be validated.

(c) Persons voting as proxies must be current financial qualified members of the College other than Associate Members.

1.13 Casting Vote for Chairperson of Board of Censors

In a meeting of Board of Censors the Censor-in-Chief, if present, or in the absence of the Censor-in-Chief, the chairperson elected under clause 1.14(b) will not normally vote (except as a proxy and that except that they will have a casting vote in the event of an equality of votes on any issue).

1.14 Chairperson at Board of Censors Meetings

(a) The Censor-in-Chief is the chairperson of all meetings of the Board of Censors.

(b) If at a meeting of the Board of Censors no Censor-in-Chief has been elected as provided by Articles 15.3-15.5 of the Constitution or the Censor-in-Chief is not present within 10 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Censors present will choose one of their number to be chairperson of that meeting.

1.15 Defects in Appointment or Qualifications of Censor

All acts done at any meeting of the Censors or of a committee of Censors or by any person acting as a Censor will be as valid as if every such person or committee had been duly appointed and every Censor was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Censor or of the committee or of the person acting as aforesaid, or that any Censor was disqualified or not entitled to vote or act.

1.16 Written Resolutions of Board of Censors

(a) If all of the Censors have signed a document containing a statement that they are in favour of a resolution of the Board of Censors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board of Censors held on the day on which the document was signed and at the time at which the document was last signed by a Censor or, if the Censors signed the document on different days, on the day on which, and at the time at which the document was last signed by a Censor.

(b) For the purposes of this Article 1.16:

- (i) 2 or more separate documents containing statements in identical terms each of which is signed by one or more Censors will together be deemed to constitute one document containing a statement in those terms signed by the Board of Censors;
- (ii) a reference to all the Censors does not include a reference to a Censor who, at a meeting of Censors, would not be entitled to vote on the resolution;
- (iii) a document signed by the holder of a proxy on behalf of the donor of the proxy need not also be signed by that donor; and
- (iv) any document so signed by a Censor may be received by the College at the Office (or other place agreed by the Censors) by post, by facsimile or other electronic means or by being delivered personally by that Censor.

1.17 Resignation of Censors

A Censor may resign from office on giving the College or any official of the College notice in writing.

1.18 Removal and Appointment of Censors by General Meeting

The College may by ordinary resolution:

- (a) remove any Censor; and
- (b) appoint another qualified member in place of that Censor (who shall hold office until the time when that Censor normally would have retired).

1.19 Suspension of Censor Guilty of Prejudicial Behaviour

(a) If the conduct or position of any Censor is such that continuance in office or appears to a majority of the Censors to be prejudicial to the interests of the College, a majority of the Censors at a meeting of the Censors specially convened for that purpose may suspend that Censor and will notify the Council forthwith.

(b) Within 30 days of becoming aware of the suspension, the Council may either confirm the suspension and remove that Censor from office or annul the suspension and reinstate that Censor.

1.20 Vacation of Office of Censor: Automatic

(a) Subject to the Constitution and these By-Laws, each Censor shall remain in office for the period specified in clause 1.1.

(b) The office of a Censor is vacated if that Censor:

- (i) 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;
- (ii) is absent without the consent of the Censors from all meetings of the Censors held during a period of four months and the Censors resolve that his or her office be vacated;
- (iii) resigns the office of Censor in accordance with clause 1.17;
- (iv) is removed under the provisions of clause 1.19;
- (v) becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns his or her estate for the benefit of his or her creditors;
- (vi) ceases to be a qualified member;
- (vii) breaches any duties imposed by these By-Laws on qualified members; or
- (viii) is rendered incapable of practising as a registered medical practitioner by reason of not holding or having or the suspension, cancellation of, or refusal to grant, any form of certificate or approval necessary to practise as a lawfully registered medical practitioner; or
- (ix) otherwise is, or becomes prohibited from being a Director of a Corporation by virtue of the Corporations Law.

(c) The Council shall be entitled to appoint without election another qualified member to fill any vacancy occurring pursuant to clause 20(b) (who shall hold office until the time when the person who held the office vacated normally would have retired).