

Annual General Meeting 2018 – Outcome Statement

Outcomes of resolutions

61st Annual General Meeting

The Royal Australian College of General Practitioners Ltd

Thursday 11 October 2018 4.00 pm (AEST) Gold Coast, Queensland

A quorum was confirmed.

Eligibility to attend the meeting.

The following motion was put forward:

Does any member object to people who are not members of the RACGP attending the AGM as observers?

No objections were put forward. The resolution was carried as an ordinary resolution by consensus.

ITEM 1: Apologies

Apologies were received from Dr Bastian Seidel, RACGP President as well as Dr Beth Miller.

ITEM 2: Acceptance of the Minutes of the 60th Annual General Meeting

The following motion was put forward:

That the minutes of the 60th Annual General Meeting be accepted.

Moved: Chris Mitchell

Second: Jags Krishnan

The resolution was carried as an ordinary resolution.

ITEM 3: Consideration of the RACGP's Annual report 2017–18

The following motion was put forward:

That the RACGP annual report for the financial year ending 30 June 2018 be adopted.

Moved: Amelia Stephens

Second: John Buckley

The resolution was carried as an ordinary resolution.

ITEM 4: Acceptance of the financial accounts for the year ended 30 June 2018

The following motion was put forward:

That the financial accounts for the year ended 30 June 2018 be accepted.

Moved: Ashraf Takla

Second: Jags Krishnan

The resolution was carried as an ordinary resolution.

ITEM 5: Notification of Directors for the 61st RACGP Board

Directors for the 61st RACGP Board were presented.

- Dr Harry Nespolon, President
- Dr Kaye Atkinson, Censor-in-Chief
- Dr Zak Baig, SA&NT Faculty Council Chair
- Dr Krystyna de Lange, Registrar Representative
- Associate Professor Charlotte Hespe, NSW & ACT Faculty Council Chair
- Dr Cameron Loy, Victoria Faculty Council Chair
- Associate Professor Peter O'Mara, National Aboriginal and Torres Strait Islander Health Faculty Council Chair
- Associate Professor Jennifer Presser, Tasmania Faculty Council Chair
- Associate Professor Ayman Shenouda, National Rural Faculty Council Chair
- Dr Sean Stevens, WA Faculty Council Chair
- Dr Bruce Willett, Queensland Faculty Council Chair

The terms of co-opted Directors Mr Martin Walsh and Ms Christine Nixon finished at the close of this meeting. Both had indicated their willingness to be co-opted for the 61st RACGP Board on Friday 12 October 2018.

ITEM 6: RACGP Specific Interests establishment

The following motion was put forward:

Special Resolution 1

That the RACGP's Constitution be amended by inserting 'National Faculty of Specific Interests Board' following the reference to the 'National Rural Faculty Board' in the current clause 59(a)(vii) be adopted.

'59. (a)(vii) the Chairs of each of the National Faculty of Aboriginal and Torres Strait Islander Health Board, National Rural Faculty Board, National Faculty of Specific Interests Board, the New South Wales and Australian Capital Territory Faculty Board, the Queensland Faculty Board, the South Australia and Northern Territory Faculty Board, the Tasmania Faculty Board, the Victoria Faculty Board and the Western Australia Faculty Board who have been elected as Chair by those boards, and any other Faculty representative pursuant to clause 59(c);'

Moved: Bob Davis

Second: James Best

This resolution was carried as a special resolution for constitutional change.

ITEM 7: Director remuneration

The following motion was put forward:

Special Resolution 2

That the RACGP's Constitution be amended by replacing the current clause 104 with the following:

- '104. (a) The income and property of the College must be applied solely towards the promotion of its objects as set out in this Constitution. Subject to clauses 104(b), 104(c) and 104(d), no College income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member or Councillor.*
- (b) Councillors may be remunerated for their services as Councillors, and paid for out-of-pocket expenses incurred in the performance of a duty as a Councillor, provided the amounts are reasonable and approved by Council, and provided the total remuneration given to all Councillors for their services as Councillors does not exceed in aggregate in any financial year the amount as the College in general meeting determines by resolution.*
- (c) Councillors may be paid for goods delivered or services rendered to the College in a professional or technical capacity or as employees, where the amount payable is reasonable and approved by Council.*
- (d) Members may be paid for goods delivered or services rendered to the College in a professional or technical capacity or as employees, where the amount payable is reasonable.'*

and that 'Councillors' replace 'President' in clauses 13(c), 39(e) and 49(f), along with relevant formatting and numeration changes.

Moved: Chris Mitchell

Second: Peter Joseph

This resolution was carried as a special resolution for constitutional change.

ITEM 8: Adoption of the remuneration report

The following motion was put forward:

Resolution 1

That, for the purposes of transparency and the RACGP's Constitution clause 104(b) and for all other purposes, the maximum aggregate amount per annum available for payment as remuneration to the RACGP's directors as directors is \$950,000 effective from 12 October 2018 be accepted.

Moved: Peter Joseph

Second: Chris Mitchell

This resolution was carried as an ordinary resolution.

ITEM 9: RACGP President's allowance

Item 9 was not put forward because Item 7 was carried.

ITEM 10: Approval of ex gratia payments

Resolutions 3 to 19

That subject to the successful passing of Special Resolution 2, for the purposes of Part 2E of the Corporations Act and all other purposes, member approval is given for the RACGP to pay each of the persons named in column 2 of the table below the lump sum amount specified for each person in column 3 in recognition of the services already provided, on the terms and conditions set out in the explanatory statements.

Each of resolutions 3 to 19 are separate resolutions

Resolution	Individual	Amount
Resolution 3	Dr Tim Koh	\$98,924
Resolution 4	Dr Charlotte Hespe	\$61,031
Resolution 5	Dr Zakaria Baig	\$40,688
Resolution 6	Dr Cameron Loy	\$61,833
Resolution 7	Ms Christine Nixon	\$41,489
Resolution 8	Dr Peter O'Mara	\$41,489
Resolution 9	Dr Jennifer Presser	\$40,688
Resolution 10	Dr Ayman Shenouda	\$41,489
Resolution 11	Mr Martin Walsh	\$62,234
Resolution 12	Dr Bruce Willett	\$40,688
Resolution 13	Dr Mary-Therese Wyatt	\$41,489
Resolution 14	Dr Clare Ballingal	\$802
Resolution 15	Dr Daniel Byrne	\$1,203
Resolution 16	Dr Edwin Kruys	\$1,203
Resolution 17	Dr Guan Yeo	\$802
Resolution 18	Dr Andrew Png	\$4,085
Resolution 19	Dr Harry Nespolon	\$35,375

Each resolution 3 to 19 was moved and seconded.

Each resolution 3 to 19 was carried as an ordinary resolution.

ITEM 11: Nomenclature changes

The following motion was put forward:

Special Resolution 3

That the RACGP's Constitution be amended by replacing all references to 'Council' with 'Board', 'Councillors' with 'Directors', and 'Board' with 'Council', each as the context permits, along with relevant formatting and numeration changes.

Moved: Charlotte Hespe

Second: Ashlea Broomfield

The resolution was carried as a special resolution for constitutional change.