

Notice of the 68th Annual General Meeting

Thursday 13 November 2025, 5.00 pm AEST

Brisbane Convention and Exhibition Centre,
and via Zoom webinar.



The Royal Australian College of General Practitioners Ltd
100 Wellington Parade
East Melbourne, Victoria 3002
www.racgp.org.au
ABN: 34 000 223 807

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We acknowledge the Traditional Custodians of the lands and seas on which we work and live, and pay our respects to Elders, past, present and future.

Notice of the 68th Annual General Meeting

Notice of the Annual General Meeting (AGM) of the Royal Australian College of General Practitioners (RACGP) Ltd is given to be held at the Brisbane Convention and Exhibition Centre and via zoom webinar on Thursday 13 November 2025 at 5.00 pm AEST. Register your attendance at www.racgp.org.au/agm.

Business

1. **Welcome and thank you to the 67th Board**
2. **Meeting proceedings and to note the minutes of the 67th Annual General Meeting held on 21 November 2024**
3. **Presentation – Chair of the Board**
4. **Finance report by the Chair of the Finance, Audit and Risk Management Committee and the Chief Financial and Corporate Services Officer – to receive and consider the finance report and the reports of the Board and auditors of the RACGP for the year ended 30 June 2025**
5. **Presentation – President**
6. **Ordinary Resolutions:**

Directors' remuneration

Ordinary Resolution 6.1: Directors' remuneration for Financial Year 2027

To consider and pass the following motion as an ordinary resolution, requiring 50% of those who vote to be in favour of the item:

'The total amount available to remunerate directors is \$962,248, including superannuation, for the 2026–2027 financial year (1 July 2026 to 30 June 2027), but excluding the President's remuneration.'

Ordinary Resolution 6.2: President's remuneration

To consider and pass the following motion as an ordinary resolution, requiring 50% of those who vote to be in favour of the item:

'The total amount available to remunerate the RACGP President in performing the constitutional duties of the President is \$348,628, including superannuation, effective from the 2025 AGM to the 2026 AGM.'

7. Special Resolutions: To amend clauses in the Constitution

To consider and, if thought fit, pass the following resolutions as special resolutions, requiring 75% of the total votes cast by members who are entitled to vote on the resolutions. All clause references are to the Constitution of the RACGP and all changes may be viewed in context of each clause in the marked-up version of the Constitution available to be viewed on the [RACGP website](#).

Special Resolution 7.1: Three (3) year terms for Directors

- 1) It is proposed that clause 60 be amended in order to:
 - a. introduce three (3) year terms for Directors who are Faculty Chairs, who are co-opted Directors or who are a substitute Faculty Council representative where the Faculty Chair has been elected as the Board Chair [clauses 60(a)(vii), 60(b) and 60(d)];
 - b. confirm that the three (3) year terms for Directors, with a maximum of six (6) years in office, apply from the next Director election cycle after the adoption of these changes and, in order to stagger the terms of office, the Board may impose rules as to which Directors will have shorter terms in order to retire by rotation [insertion of new clause 60(e)(i)], and
 - c. confirm that the maximum of six (6) years in office does not apply to a Faculty Chair or co-opted Director who has served the maximum time in office as a Director but then wishes to nominate to be elected as President-Elect and so appointed as President [insertion of new clause 60(e)(ii)]

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with subsequent and consequential proposed amendments to clarify THAT clauses 64(b) and 66 be amended to confirm that the Chair of the Board and Chair of the Finance, Audit and Risk Management Committee hold office for two (2) years or until they are due to retire as a Director AND THAT clause 61(a) be amended by the insertion of the words “*despite any other provision of this Constitution*” and “*and from the Board*” to confirm that the President will continue to hold office, as President and Director, for two years,

IN ACCORDANCE WITH the following special resolutions:

“THAT in accordance with the marked-up amendments circulated with the notice of meeting, clause 60 be amended in order to:

- a. introduce three (3) year terms for Directors who are Faculty Chairs, who are co-opted Directors or who are a substitute Faculty Council representative where the Faculty Chair has been elected as the Board Chair [amend clauses 60(a)(vii), 60(b) and 60(d)];
- b. confirm that the three (3) year terms for Directors, with a maximum of six (6) years in office, apply from the next Director election cycle after the adoption of these changes and, in order to stagger the terms of office, the Board may impose rules as to which Directors will have shorter terms in order to retire by rotation [insert a new clause 60(e)(i)]; and
- c. confirm that the maximum of six (6) years in office does not apply to a Faculty Chair or co-opted Director who wish to nominate to be elected as President-Elect and so appointed as President [insert a new clause 60(e)(ii)]

with subsequent and consequential amendments to clarify **THAT** clauses 64(b) and 66 be amended so that the Chair of the Board and Chair of the Finance, Audit and Risk Management Committee hold office for two (2) years or until they are due to retire as a Director **AND THAT** clause 61(a) be amended by the insertion of the words “*despite any other provision of this Constitution*” and “*and from the Board*” **ON AND WITH EFFECT** from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth).”

Special Resolution 7.2: Director Eligibility Requirements

- 2) It is proposed that clause 60A be inserted as a new clause in order to include Director eligibility requirements AND THAT clause 67(b) be amended to confirm that to be elected as Chair of a Faculty Council, the person must also be eligible to be a Director under clause 60A, with the subsequent and consequential proposed amendment THAT clauses 60(c) and 70(i) be amended to clarify that a co-opted Director does not need to be a member or Fellow of the College AND THAT clauses 9(f), 11(e) and 15(d) be amended by the insertion of the words “in accordance with”,

IN ACCORDANCE WITH the following special resolution:

“THAT in accordance with the marked-up amendments circulated with the notice of meeting new clause 60A be inserted, and clause 67(b) be amended to confirm that to be elected as Chair of a Faculty Council the person must also be eligible to be a Director under clause 60A, with subsequent and consequential amendments **THAT** clauses 60(c) and 70(i) be amended to clarify that a co-opted Director does not need to be a member or Fellow of the College **AND THAT** clauses 9(f), 11(e) and 15(d) be amended by the insertion of the words “in accordance with” before “Part 7”, **ON AND WITH EFFECT** from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth).”

Special Resolution 7.3: Six (6) year maximum terms

- 3) THAT clause 70(a) be inserted so that the office of a Director becomes vacant if they have served the maximum term of six (6) years (other than a Faculty Chair or co-opted Director serving as President) in accordance with the following special resolution:

***"THAT** in accordance with the marked-up amendments circulated with the notice of meeting new clause 70(a) be inserted so that the office of a Director becomes vacant if they have served the maximum term of six (6) years, **ON AND WITH EFFECT** from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth)."*

Special Resolution 7.4: A Director can't be an Employee

- 4) THAT re-numbered clause 70(h) be amended to clarify that holding an office of profit includes that a Director cannot be an employee of the College AND THAT clause 100(c) be amended to delete "or as employees" and insert "or as the Censor-in-Chief (if a Director)" to confirm that directors cannot be employees of the RACGP [if the new clause 65 is approved below then the inserted words will be removed from clause 100(c)],

IN ACCORDANCE WITH the following special resolution:

***"THAT** in accordance with the marked-up amendments circulated with the notice of meeting re-numbered clause 70(h) be amended to clarify that holding an office of profit includes that a Director cannot be an employee of the College **AND THAT** clause 100(c) be amended to delete the words "or as employees" and insert "or as the Censor-in-Chief (if a Director)", **ON AND WITH EFFECT** from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth)."*

Special Resolution 7.5: President-Elect

- 5) It is proposed that clauses 60(a)(iii) and 62(a) be amended so that the President-Elect is no longer an ex officio member of the Board but may attend Board meetings as an Observer, however is not a Director nor Board member until they commence as President,

IN ACCORDANCE WITH the following special resolution:

***"THAT** in accordance with the marked-up amendments circulated with the notice of meeting clause 60(a)(iii) be deleted in order to remove the President-Elect from being on the Board as a Director until they become President **AND THAT** clause 62(a) be amended so that the President Elect is no longer an ex officio member of the Board but may attend Board meetings as an observer however is not a Director nor Board member until they commence as President, **ON AND WITH EFFECT** from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth)."*

Special Resolution 7.6: Censor-in-Chief

- 6) It is proposed that clause 60(a)(iv) be deleted in order to remove the Censor-in-Chief from being on the Board and the current clause 65 be replaced with a new clause 65 and the heading to Part 7.6 be amended to give the Board the power to appoint a Fellow as a Censor-in-Chief on such terms and conditions as the Board determines from time to time as an employee position and no longer a Director nor Board member,

IN ACCORDANCE WITH the following special resolution:

***"THAT** in accordance with the marked-up amendments circulated with the notice of meeting clause 60(a)(iv) be deleted **AND** clause 65 be replaced with the new clause 65 **AND THE** heading to Part 7.6 be amended to give the Board the power to and may appoint a Fellow as a Censor-in-Chief on such terms and conditions as the Board determines from time to time as an employee position and no longer a Director nor Board member,*

AND if the new clause 65 is approved then the inserted words “or as the Censor-in-Chief (if a Director)” be deleted from clause 100(c),

ON AND WITH EFFECT from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth).”

Special Resolution 7.7: Company Secretary

- 7) It is proposed that clause 82 be amended so that the Company Secretary must call a Board meeting at the request of the President, the Chair of the Board or on the requisition of 2 or more Directors **AND THAT** for consistency, clause 94 be amended to change “company secretary” to “Company Secretary”,

IN ACCORDANCE WITH the following special resolution:

“THAT in accordance with the marked-up amendments circulated with the notice of meeting clause 82 be amended so that that the Company Secretary must call a Board meeting at the request of the President, the Chair of the Board or on the requisition of 2 or more Directors, **AND THAT** clause 94 be amended to change “company secretary” to “Company Secretary”, **ON AND WITH EFFECT** from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth).”

Special Resolution 7.8: Miscellaneous and Administrative Changes

- 8) It is proposed that the following miscellaneous and administrative amendments are made

IN ACCORDANCE WITH the following special resolutions:

“THAT in accordance with the marked-up amendments circulated with the notice of meeting the front cover of the current Constitution be amended by the insertion of “Ltd” and the ACN and ABN of the RACGP,

THAT clauses 23 and 24 are amended by changing “regional” to “Regional” and a definition of “Regional Faculty” is inserted at clause 108(a)(xxvi),

THAT clause 95(d) and the definition of “seal” in old clause 108(a)(xxvi) be deleted

AND THAT clauses 98(a)(iii), 98(c) and 98(e) referring to “facsimile transmissions”, be deleted and the reference to “electronic mail” changed to “email” in new clauses 98(a)(iii) and 98(c),

ON AND WITH EFFECT from the date of this resolution in accordance with section 137(1)(a)(i) of the Corporations Act 2001 (Cth).”

8. Memorial minute

9. Presentation – Chief Executive Officer

10. To declare the outcomes of the resolutions put to the AGM

11. Welcome to the 68th Board members

12. Close of official Annual General Meeting proceedings

By order of the Board per

Dr Siân Goodson, Chair of the Board

9 October 2025

Notes

These notes form part of the Notice of AGM.

This AGM will be held at the Brisbane Convention and Exhibition Centre and live streamed to allow members to fully participate.

Standing orders

Members wishing to ask a question are required to use the dedicated microphones in the AGM if attending in-person or in writing using the Zoom Q&A module if attending digitally.

Standing orders for members resolutions:

- To enable maximum participation, each member may submit only one question via the microphones in the AGM room if attending in-person or using the Zoom Q&A module if attending digitally until all members who wish to ask questions have done so, unless given leave by the meeting.
- Responses to the questions may be provided verbally or in writing during the meeting.

No other business will be discussed during the AGM.

Voting entitlement

Under the RACGP's Constitution, all members who are on the members' register 48 hours prior to the AGM may attend the meeting. Eligible members can cast their vote online up to 10 days prior to the AGM or during the AGM via the BigPulse online voting platform.

The following voting entitlements apply:

- Fellows, Members, Registrar Associates, and Associate members may vote on Ordinary resolutions 6.1 and 6.2.
- Fellows, Members and Registrar Associates may vote on Special Resolutions 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7 and 7.8.
- Affiliate members are not eligible to vote.
- Honorary Fellows and honorary members have those voting rights and privileges as were available to them in their capacity as a 'member' prior to receiving their award.

Any member ordinarily entitled to vote, but those whose annual subscription is more than three months in arrears, is not entitled to vote, to be counted in a quorum or speak at the AGM.

Voting instructions

OGL Group has been appointed to act as the independent Returning Officer. OGL Group has extensive experience in the conduction of online meetings and voting.

In accordance with cost-saving strategies and the RACGP's environmental policy, voting will be conducted primarily online. There will be provisions for members to vote during the AGM if they have not voted in advance online.

Members eligible to vote at the AGM will receive an email from the RACGP's appointed Returning Officer from OGL Group from the BigPulse online voting platform with your unique voting link on Monday 3 November 2025 from 12.00 pm AEDT. Please check your spam or junk mail folders. Eligible members can cast their votes online prior to or during the AGM.

If you are unable to locate your voting email, or are having difficulties casting your vote, please email generalmeetings@racgp.org.au.

Lodging votes

Each member who has provided their email address and is entitled to vote will receive an email with their individual voting link.

If you are unable to vote online or attend the AGM, you may submit a proxy form. Proxy forms are available online at www.racgp.org.au/agm, by contacting the RACGP at generalmeetings@racgp.org.au or on (03) 8699 0466. Proxy forms must be signed and dated by the member or, if signed under a power of attorney, the member's duly authorised person, and addressed to generalmeetings@racgp.org.au.

Or mailed to:

Gavin Ryan - Returning Officer
OGL Group Pty Ltd
10-20 Gwynne Street
Cremorne 3121, VICTORIA

Time for submitting proxies and revocations of proxy

Proxies and any revocations of proxy must be received before any vote is exercised and will not be accepted after 6.00 pm AEDT on Tuesday 11 November 2025.

No late proxies or late revocations of proxy will be accepted.

Technical difficulties

If technical difficulties occur during the AGM, the Chair of the meeting has discretion as to whether and how the meeting should proceed. In exercising this discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the meeting may continue.

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

This information forms part of the Notice of 68th AGM.

Directors' remuneration for Financial Year 2027

Under Clause 100(b) of the RACGP Constitution, Board Director remuneration must be approved by members.

For the Financial Year 1 July 2026 to 30 June 2027, the RACGP Board recommends a 3%, or \$66,488, increase to the total pool of funds available for director fees per annum. This recommendation takes into consideration the positive financial and operational performance, with a consolidated operating surplus result of \$8.3m for financial year 2025 and aligns with the budget provision for executive salary increases. The fees proposed include the statutory superannuation payment of 12%, which applied from 1 July 2025.

Subject to member approval, the Board intends to increase payments for the following roles:

- Director Fee from \$50,000 to \$51,500.
- Board Chair Fee from \$70,000 to \$72,100.
- Vice-President Fee from \$25,760 to \$26,533.
- Board Committee Chair Fee from \$25,000 to \$25,750.

An independent review of director remuneration by Mercer Consulting (Australia) Pty Ltd was completed in 2024 and applied to the fees approved for the financial year 2026. The RACGP's director fees were benchmarked to the midpoint of director fees For purpose/not-for-profit organisations of comparable size and scale. As the new fee would apply from 1 July 2026, the 3% increase proposed would ensure the fees continue to align as closely as possible with the midpoint and appropriately acknowledge the commitment and expertise required of the RACGP's directors. The next independent, external review of director fees is scheduled in 2026.

Provision is made for a director to chair the recently formed Academic Committee. The Academic Committee was set up in 2025 to assist the Board in fulfilling its oversight of education and training activities to ensure the integrity and quality of the RACGP's programs. This Committee is currently chaired by an independent co-opted Academic Committee member however; the Board has included provision for this Committee to be chaired by a Director in future.

President's Fee for 2026

The role of the President is an elected position and enshrined in the Constitution with an ex-officio membership of the Board.

The President's fee is confirmed from AGM to AGM to reflect the elections cycle and is approved separately by members.

An increase of 3% is proposed for the President's Fee, from \$338,474 to \$348,628 including superannuation.

The President's role is defined in a position description, and this has been independently benchmarked and classified using the Korn Ferry Hay methodology. The President's Fee is reviewed annually using this methodology and the proposed increase would place the fee slightly above the mid-point, or average.

In addition, the standard director fee will continue to be paid to reflect their duties, responsibilities and liabilities as a director.

Other payments to directors

In addition to Directors' Fees, Directors can receive other payments from the RACGP under Clause 100(c) of the Constitution (**Director Payments**).

Director Payments includes payments made to directors for any purpose other than in exercise of performing the role of director. Director Payments are approved by the Board and must be reasonable.

Director Payments are reported in the financial report aligned to the date of such payments.

Director Payments are treated as related party transactions under RACGP policy.

Other payments to directors will include:

- \$25,750 including superannuation to each Faculty Chair for the exercise of the role of Faculty Chair, effective from 13 November 2025. This is an increase from \$25,000, or 3%.
- executive payment to the Censor-in-Chief in excess of the Directors' Fee.
- payments to directors for professional services supplied for and on behalf of the RACGP. For the 2025 financial year, this amount was approximately \$4,354.

It is noted that due to conflict-of-interest provisions, the Board directors will not be casting votes for, and the AGM and the Chair will not be receiving proxy votes from Board directors for Ordinary Resolution 6.1.

Eligible voters

Eligible voters in this resolution are Fellows, Members, Registrar Associates and Associate members.

It is noted that due to conflict-of-interest provisions, the President, who will Chair the AGM, will not be casting any votes, including Proxy votes in the case of the Chair, for Ordinary Resolution 6.2.

Annexure to the resolutions above

Table 1: Indicative Director Fee proposal for Financial Year 2026–27 by fee type

Fee Type	Base Fee	Superannuation (12%)	Total
Director x 15 (total for all directors)	\$689,732	\$82,768	\$772,500
President fee*	\$311,275	\$37,353	\$348,628
Vice-President fee	\$23,690	\$2,843	\$26,533
Chair fee	\$64,375	\$7,725	\$72,100
Chair, Finance, Audit and Risk Management Committee	\$22,991	\$2,759	\$25,750
Chair, People, Culture, Nominations and Remuneration Committee	\$22,991	\$2,759	\$25,750
Chair, Academic Committee**	\$22,991	\$2,759	\$25,750
President-elect***	\$12,380	\$1,486	\$13,865

*Note 1, the President's Fee assumes 1.0FTE, 12% superannuation and excludes the Director Fee, which is included in the Director Fee calculation.

**Note 2, Provision to pay a Board director to Chair this Board sub-committee.

***Note 3, Provision for Director Fee payment of 14 weeks for the President-elect, as 2026 is an election year.

Financial Years	2023–24	2024–25	2025–26	2026–27
Total Remuneration (inc. Super) – total for all directors	\$1,053,760	\$1,189,120 (Includes President fee of \$324,158)	\$1,234,234 (Includes President fee of \$338,474)	\$1,310,876 (Includes President fee of \$348,628)
Year on year variance	+5.09% (\$65,571.98)	+12.85% (\$135,360) Ex President fee: Total \$864,962	+3.79% (\$45,114) Ex President Fee: Total \$895,760	+6.2% (\$76,642) Ex President Fee: Total \$962,248
What led to the variance	<ul style="list-style-type: none"> No CPI increase applied. To include remuneration for the Northern Territory Faculty Chair to be an additional Board member, plus statutory super increases for all directors. Includes Board fees for President-elect (assumes four months). <p>Note, excludes request to increase the cap by \$4,770 to cover the statutory superannuation increase from 1 July 2023 (to 11%).</p>	<ul style="list-style-type: none"> Increase in 2.5% for Director Fees. Increase 0.5% to cover statutory superannuation increase (to 11.5%). Includes the President's fee proposed for 2024 to 1.0FTE, which is a separate resolution. <p>Includes provision to pay the President-elect.</p>	<ul style="list-style-type: none"> Increase 5.5% for Directors Fees, including 0.5% to cover statutory superannuation increase (to 12%). Excludes provision for President-elect. Includes the President Fee, with a 4.4% increase proposed. 	<ul style="list-style-type: none"> 3% increase for Director Fees. Includes provision for President-elect Director Fee payment. 3% increase for the President Fee. Provision made to pay a director to chair the Academic Committee

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Table 2: Indicative Director Fee proposal for Financial Year 2026–27 by position

Director Position	Director Fees	Other Director Fees	Superannuation (12%)	Total remuneration
Board Chair*		\$64,375	\$7,725	\$72,100
President	\$45,982	\$311,275	\$42,871	\$400,128
Vice-President*		\$23,690	\$2,843	\$26,533
Chair of Finance, Audit and Risk Management Committee / co-opted Board Director**	\$45,982	\$22,991	\$8,277	\$77,250
Chair of People, Culture, Nominations and Remuneration Committee / co-opted Board Director***	\$45,982	\$22,991	\$8,277	\$77,250
Censor-in-Chief	\$45,982		\$5,518	\$51,500
Chair, RACGP Aboriginal and Torres Strait Islander Health	\$45,982		\$5,518	\$51,500
Chair, RACGP GPs in Training	\$45,982		\$5,518	\$51,500
Chair, RACGP Rural	\$45,982		\$5,518	\$51,500
Chair, RACGP Specific Interests	\$45,982		\$5,518	\$51,500
Chair, RACGP New South Wales and Australian Capital Territory	\$45,982		\$5,518	\$51,500
Chair, RACGP Northern Territory	\$45,982		\$5,518	\$51,500
Chair, RACGP Queensland	\$45,982		\$5,518	\$51,500
Chair, RACGP South Australia	\$45,982		\$5,518	\$51,500
Chair, RACGP Tasmania	\$45,982		\$5,518	\$51,500
Chair, RACGP Victoria	\$45,982		\$5,518	\$51,500
Chair, RACGP Western Australia	\$45,982		\$5,518	\$51,500
President-elect****	\$12,380		\$1,486	\$13,865
Chair, Academic Committee*****		\$22,991	\$2,759	\$25,750
Total	\$702,110	\$468,313	\$140,454	\$1,310,876

*Board Chair and Vice-President Fees decoupled from Director Fees.

**In the 2026–27 Financial Year, the Chair of Finance, Audit and Risk Management (FARM) Committee will sit on the Board in a co-opted position. This means they will receive the Director Fee in addition to the FARM Chair Fee.

***In the 2026–27 Financial Year, the Chair of the People, Culture, Nominations and Remuneration (PCNR) Committee will sit on the Board in a co-opted position. This means they will receive the Director Fee in addition to the PCNR Chair Fee.

****2026 is the President election year; provision made to pay the President-elect for Director Fee payments.

*****Provision for a board director to chair the Academic Committee.

Recommendation

The Directors unanimously recommend that members vote in favour of Resolutions 6.1 and 6.2.

Amendments to the RACGP Constitution

The Board has undertaken a review of the RACGP's Constitution to ensure that it remains appropriate for the RACGP's current and proposed operations and structure. Following that review, the Board recommends to members that the amendments to the RACGP Constitution be approved.

Under section 136(2) of the Corporations Act 2001 (Cth), amendments to the Constitution may only be made by special resolution of members. The RACGP's Constitution was last amended at the Annual General Meeting of members on 23 November 2023.

Copies of the RACGP's existing Constitution and proposed amended Constitution are available on the RACGP website at www.racgp.org.au/agm. You can also request a copy of the RACGP's existing Constitution and proposed amended Constitution at no charge by emailing generalmeetings@racgp.org.au.

General changes to the RACGP Constitution

The proposed amended RACGP Constitution's clause numbering will be updated to reflect the deletion of unused provisions and the insertion of new provisions (as detailed below).

Specific changes to the RACGP Constitution

The proposed changes to the Constitution will be considered on a topic-by-topic basis and resolved individually. An overview of each of the proposed amendments to the Constitution are detailed in the table below:

1. Background & Executive Summary

The RACGP Future Governance Project

The RACGP is undertaking a project to review, revise and improve its governance structure. The RACGP has sought legal support from Russell Kennedy with drafting revisions to the RACGP Constitution which were approved for member consultation by the Board at its meeting on 7 August 2025. Russell Kennedy regularly assists medical colleges with constitution and governance reforms.

RACGP undertook a range of consultations and meetings with its Members on the proposed changes to the Constitution. Member feedback has informed the changes to the Constitution to be considered and voted upon at the Annual General Meeting on 13 November 2025.

About RACGP

RACGP is the peak body for GP training. RACGP provides strong advocacy for and on behalf of general practitioners and their patients and communities to improve their health. RACGP provides training and quality assurance to ensure the high quality of the GP workforce and accessibility to GPs in Australia.

Best Practice Governance for a Large Charity

For the purposes of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (**ACNC Act**), RACGP is defined as a "Large Charity" (defined by the Australian Charities and Not-for-profits Commission (**ACNC**) as a charity with revenue of \$3 million or more). RACGP is a substantial organisation and must meet the audited financial reporting and regulatory requirements of a large entity, together with the ACNC's Governance Standards.

RACGP has deductible gift recipient (**DGR**) listing and DGR endorsement and is registered with the ACNC with the following charitable subtypes:

- Advancing health, and
- An institution whose principal activity is to promote the prevention or control of diseases in human beings (Health Promotion Charity) (**HPC**).

Background to the Future Governance Project

The Future Governance Committee has proposed areas of focus to improve the Board's governance in 2025 and 2026. While this Explanatory Memorandum provides a summary and explanation of the changes, all the changes to the Constitution can be seen in the 'marked-up' version available to be viewed online. Information on the Future Governance Committee is available on the [webpage](#).

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2. Key Constitution Changes and Explanation

Part 2 - Introduction of Director Eligibility Requirements

Clause 9(f) – Fellows	In order to confirm that any Fellow being considered for election to the Board meets the eligibility requirements set out in Part 7, this clause has been amended so that election is subject to Part 7.
Clause 11(e) – Members	In order to confirm that any Member being considered for election to the Board must meet the eligibility requirements set out in Part 7, this clause has been amended so that election is subject to Part 7.
Clause 15(d) – GPs in Training	In order to confirm that any GP in Training being considered for election to the Board, only as Chair of the National Faculty of GPs in Training Council, must meet the eligibility requirements set out in Part 7, this clause has been amended so that election is subject to Part 7.

Part 7 - Board Composition, 3 Year Terms & Eligibility

Clause 60(a)(iii) – The President-Elect to be an observer	See at clause 62(a) and separate comment below, for further discussion and consideration, there is an option provided at clause 62(a) whereby the President-Elect becomes an observer rather than a Director until they are appointed President. If this change is adopted then clause 60(a)(iii) would be removed or [not used] in order to maintain numbering and formatting integrity.
Clause 60(a)(iv) – Censor-in-Chief	<p>The Censor-in-Chief role is responsible for providing academic leadership in setting standards for academic quality and integrity, academic governance policy advice, and guidance on educational matters for the RACGP. The role ratifies admission to Fellowship on the recommendation of the relevant State Censor. Currently, the Censor-in-Chief is elected by the Council of Censors and is an employee as well as a Board director.</p> <p>The Censor-in-Chief is a very important role which needs to be named and protected in the Constitution. Based on the role's position description, it is an executive employee role requiring specific skills and experience.</p> <p>To reduce the likelihood of perceived or actual material conflicts of interest and allow for an appropriate separation of powers, the Censor-in-Chief will no longer be a Director (so clause 60(a)(iv) is being deleted) but will continue to be an employee appointed by the Board on the basis of skills and experience (see changes to Part 7.6, new clause 65). It will remain the case that only Fellows are eligible to seek appointment to this role.</p>
Clause 60(a)(vii) and 60(d) – Faculty Chair and substitute Faculty Council representative	To introduce 3 year terms for Board members, clause 60(a)(vii) and 60(d) have been changed to confirm that the Chairs of each Faculty, who have been elected as Chair by each Faculty Council, will hold a position on the Board of the College until the third Annual General Meeting following their election and also that a substitute Faculty Council representative may hold office until the third Annual General Meeting of the College following their appointment to the Board to replace a Chair of a Faculty Council that has been elected as Chair of the Board, as set out in clause 60(d).
Clause 60(b), 60(c) and 70(i) – Co-opted Directors	To introduce 3-year terms for Board members, clause 60(b) has been changed to confirm that co-opted additional members of the Board shall fill the position until the third Annual General Meeting following their appointment. For the avoidance of doubt, clauses 60(c) and 70(i) have also been changed to clarify and confirm that a co-opted Directors do not need to be a member or Fellow of the College.
Clause 60(e)(i) – Transition clause	A new clause 60(e)(i) has been inserted as a 'transitional' measure in order to introduce 3 year terms with a maximum of six years in office (ie. 2 terms x 3 years) on an even and balanced basis with application from the next Director election cycle after the adoption of the changes to the Constitution, either at or after the 2025 Annual General Meeting or at a special general meeting held later for this purpose.

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Clause 60(e)(ii) – 6 year maximum doesn't apply if running for President	<p>A new clause 60(e)(ii) has been inserted to confirm that the maximum 6 years in office as a Director does not apply to a Faculty Chair or co-opted Director (who is also a Fellow of the College) who has already served 6 years in office as a Director and then wishes to nominate to be elected as President-Elect under clause 61(b) and so appointed as President.</p>
Clause 60A – Eligibility of Directors And clause 100(c) confirming payments can't be made to directors as employees	<p>A director eligibility clause has been introduced which comprises a mix of:</p> <ul style="list-style-type: none">• standard director eligibility derived from the requirements in the Corporations Act;• signposts to existing requirements in the constitution;• the requirement for directors to not be employees of the College;• the proposed requirement for minimum governance experience or governance training. <p>The full eligibility criteria set out in clause 60A are as follows:</p> <ol style="list-style-type: none">a) other than a Faculty Chair or co-opted Director serving as President, they have not already served the maximum of 6 years in office as a Director (2 terms x 3 years) either continuously or in total;b) other than co-opted Directors, they are a member of the relevant class, or hold the relevant Faculty Chair position, that entitles them to be elected as a Director;c) are 18 years of age, consent in writing to become a Director and hold or have applied for a Director Identification Number (DIN) (all as required by the Corporations Act);d) complete any other required suitability assessment required by the College or by law;e) have or are willing to obtain the minimum director or governance experience and/or training prescribed by regulations for the relevant Director position on the Board, or equivalent experience and/or training approved by the Board (this introduces a governance skills and experience framework that can then be complemented by appropriate regulations regarding training requirements);f) not disqualified from being a director under the ACNC Act or the Corporations Act; andg) are not an employee of the College on the date that they are elected or appointed to the Board (to avoid perceived and actual material conflicts of interest and a suitable and "best practice" governance framework that includes a separation of powers between staff, management/executive and governance. This requirement also means that the Censor-in-Chief is no longer eligible, as an employee, to be a Director). <p>All of these eligibility requirements are the usual and suitable, "best practice" board governance framework requirements for a company the size and stature of RACGP and allow for Board positions to be filled with people who have the required skills and experience to complement other Directors.</p> <p>A consequential change is that clause 100(c) has been amended to delete the words "or as employees" and insert "<i>or as the Censor-in-Chief (if a Director)</i>" however these inserted words will be deleted if the new clause 65 regarding the changes to the role of the Censor-in-Chief are approved.</p>
Clause 61(a) – The President	<p>To clarify that the President will continue to hold office for 2 years, despite the introduction of 3 year Director terms, Clause 61(a) remains at 2 years and wording "despite any other provision of this Constitution" and "and from the Board" has been included to confirm this.</p>

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Clause 62(a) – The President-Elect	<p>Clause 62(a) has been amended so that the President-Elect now becomes an observer rather than a Director until they are appointed President. If this change is adopted then clause 60(a)(iii) would be removed or [not used] in order to maintain numbering and formatting integrity.</p> <p>This change enables a mentoring, apprentice or President-in-training type role, but only until the appointment of the President-Elect as President at the next Annual General Meeting. Modelling or structuring the position in this manner is a better fit for the actual reality of the operation of the transition from the outgoing President to the President-Elect taking office as President.</p> <p>If the President was also the President-Elect, which is possible under clause 61(g), then they would already be a Director by virtue of being the President, and this change would simply have no operation or would be irrelevant in those circumstances.</p>
Clause 64(b) – Chair of the Board & Clause 66 - Chair of the Finance, Audit and Risk Management Committee	<p>It is proposed that clause clauses 64(b) and 66 be amended to confirm that the Chair of the Board and the Chair of the Finance, Audit and Risk Management Committee hold office as Chair for two (2) years or until they are due to retire as a Director (if that retirement date is within two (2) years).</p>
Clause 67(b) – Faculty Representatives	<p>Changed to confirm that the Chair of each Faculty Council is also subject to the eligibility requirements of clause 60A.</p>
Clause 70 – Office becoming vacant	<p>To introduce the maximum of six (6) year terms, a new clause 70(a) has been included to state that the office of a Director becomes vacant if the Director has served a maximum of six (6) years in office either continuously or in total but the maximum 6 years will not apply to a Faculty Chair or Co-opted Director serving as President.</p> <p>The office of any Director becomes vacant if they hold any office of profit under the College, therefore this has been clarified to include, but is not limited, to being an employee of the College. The phrase 'office of profit' means an employment position so effectively the clause is being clarified rather than changed and is subject to clause 100(c) which allows for service in a professional or technical capacity.</p>

Part 7.6 – Boards Power to appoint the Censor-in-Chief

Clause 65 – The Censor-in-Chief	<p>Clause 65 has been re-written to set out the new position of Censor-in-Chief as follows:</p> <ul style="list-style-type: none">a) appointed by the Board;b) appointment made on consideration of the skills and experience prescribed by regulations, and otherwise on such terms and conditions as the Board determines from time to time, this allows for flexibility for the Board to determine whether the position is for a fixed term or on a continuing/permanent basis;c) can be removed by the Board;d) entitled to attend Board meetings and general meetings, if so directed by the Board from time to time, but is not a Director or Board member;e) responsibilities determined by the Board, which includes continuing responsibility to chair the Council of Censors and be a member of the Board sub-committee responsible for academic matters; andf) transitional introduction, subject to this change in the Constitution being approved at the 2025 Annual General Meeting, the clause will only become operative at the end of term of the current Censor-in-Chief and so the sitting Censor-in-Chief remains on the Board as a Director until November 2026. If this change in the Constitution is not approved at the 2025 Annual General Meeting, this clause will require further updating.
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Part 10.1 – Proceedings of the Board

Clause 82 – Calling a Board meeting

Section 248C of the Corporations Act provides that a meeting of the Board may be called by one director, however section 248C is a 'replaceable rule' and so does not apply to the College pursuant to clause 108(e) of the Constitution.

Best governance practice, to be able to discuss and respond to emergencies or crisis (eg. Cyber attack or data breach), is to allow the President and also the Chair to request that the Company Secretary call a Board meeting and also provide this right to 2 or more Directors. It is also best practice to have this request made to the Company Secretary so that proper notice and procedure is followed. Therefore, clause 82 has been amended to make these changes.

Part 11 – General & Miscellaneous

Introduction to General & Miscellaneous

The following amendments and 'modernisation' will allow the constitution to maintain readability by including modern governance parlance and removing out-dated or superseded concepts or wording.

Part 3.2 & 3.3 – Clauses 23 & 24

To be consistent with the Faculty Regulations and the first letter capitalisation of 'Regional Faculty' in clause 23(a), the term 'Regional Faculty' is defined and then regional is changed to Regional in Part 3.2 and 3.3. Also, a new definition has been inserted.

Clause 94 – Company Secretary

Capitalised in line with current College practice and role description, as also in clause 82.

Clause 95(d) and definition in 108(a) – Common Seal

The common seal clause has been deleted as it is no longer a requirement for the execution of documents, agreements or deeds and is not used by the College.

Clauses 98(a)(iii), 98(c) and 98(e)

Clauses referring to facsimile transmissions have been removed because they are no longer required and remain as a historical anomaly, similarly 'electronic mail' has been shortened to 'email' as it is now an established word and sub-clause (v) covers 'other electronic means' where notices may be sent using online resources.

Recommendation

The Directors unanimously recommend that members vote in favour of each of the Special Resolutions modifying the RACGP Constitution.

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