Notice of the 69th Annual General Meeting

Thursday 19 November 2026, 5.00 pm ACDT

Adelaide Convention Centre, and via Zoom webinar.

RACGP

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.

ID - 9886

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Notice of the 69th Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of the Royal Australian College of General Practitioners (RACGP) Ltd will be held at the Adelaide Convention Centre and via Zoom webinar on Thursday 19 November 2026 at 5.00 pm ACDT.
Register your attendance at www.racgp.org.au/agm.

Business

1. **Welcome and thanks to the 68th Board**
2. **Meeting proceedings and noting of the minutes of the 68th Annual General Meeting held on 13 November 2025**
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 2026**
5. **Presentation – President**
6. **Ordinary Resolutions:**

Directors' remuneration

Ordinary Resolution 6.1: Directors' remuneration for Financial Year 2028

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 to remunerate directors is $897,300, including superannuation, for the 2027–2028 financial year (1 July 2027 to 30 June 2028), 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 to remunerate the RACGP President in performing the constitutional duties of the President is $355,601, including superannuation, effective from the 2026 AGM to the 2027 AGM.'

7. **Special Resolutions: amendments to the Constitution**

To consider and, if thought fit, pass the following resolutions as special resolutions, requiring 75% of the total votes cast by members entitled to vote on the resolutions. All clause references are to the RACGP Constitution. The proposed changes are shown in context in the marked-up version of the Constitution available on the RACGP website.

Special Resolution 7.1: GPs in Training

It is proposed that clauses 15(d), 60(e)(iii) and 60A(a) be amended in order to allow the Chair of the National Faculty of GPs in Training to subsequently, later in their career, seek election or appointment to a different position on the Board for a three-year term with a maximum of six-years in office, in any other position other than as a GP in Training,

IN ACCORDANCE WITH the following special resolution:

*"**THAT** in accordance with the marked-up amendments circulated with the Notice of Meeting:*

a) clause 15(d) is amended to state a GP in Training cannot be elected to any other position on the Board "while they are a GP in Training";

b) a new clause 60(e)(iii) is inserted to confirm that the maximum of six (6) years in office as a Director applies to the Chair of the National Faculty of GPs in Training as their term in that office but with a right for that member after they have not been a Director for a subsequent

continuous period of three (3) years to then seek election or appointment to a position on the Board for a three (3) year term with a maximum of six (6) years in office in any other position other than as a GP in Training; and

c) *clause 60A(a) is amended so that the maximum six (6) years in office as a director is read subject to the new clause 60(e)(iii)*

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

Special Resolution 7.2: FARM Committee Chair Term

It is proposed that clause 66(a) be amended to allow a three-year term for the Chair of the Finance, Audit and Risk Management (FARM) Committee in order to be consistent with three-year director terms and terms of other Faculty Chairs as already set out in clause 60(a)(vii)

IN ACCORDANCE WITH the following special resolution:

*"**THAT** in accordance with the marked-up amendments circulated with the Notice of Meeting clause 66(a) is amended by changing "second" to "third" **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: Ballot, Poll, Electronic Voting, Hybrid Meetings and Appointment of a Proxy

It is proposed that clauses 45, 49, 50(a), 50(f), 51, 53, 54, 55, 59 and 108(a) be amended to provide a framework to allow and clarify the process regarding Electronic Voting at general meetings held in one or more physical venues and using virtual technology (ie. a Hybrid Meeting) or using virtual technology only

IN ACCORDANCE WITH the following special resolution:

*"**THAT** in accordance with the marked-up amendments circulated with the Notice of Meeting:*

a) *clause 45 is amended:*

   a. *to allow Electronic Voting on a poll at a Hybrid Meeting or virtual only meeting;*

   b. *to allow meetings in person to include voting by both a show of hands and Electronic Voting, and*

   c. *to confirm that voting on a show of hands includes voting by Electronic Voting*

b) *clause 49 is amended to confirm that a member may vote by Electronic Voting;*

c) *clauses 50(a), 50(f) and 51 are amended to confirm that the appointment of a proxy may be done electronically or online in any manner or by any form approved by the Board;*

d) *clause 53 is amended to include Electronic Voting as part of a Ballot either in person, by Hybrid Meeting or a wholly virtual meeting;*

e) *clause 54 is amended to change the notice period for Electronic Voting to 21 days from 30 days;*

f) *clause 55 is amended to confirm that Electronic Voting must be conducted before the close of the Ballot conducted in lieu of a meeting, or after the Chair announces the closure of voting at a Hybrid Meeting or wholly virtual meeting where the Ballot is conducted;*

g) *clause 59 is amended for consistency to change "electronically or by any web based system" to "by Electronic Voting", and*

h) *clause 108(a) is amended to insert new definitions at sub-clauses (xii)* ***Electronic Voting****, and (xx)* ***Hybrid Meeting****, and to amend the definition at sub-clause (xxiv)* ***poll****, and all definitions are put in bold font for ease of review.*

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

9. **Memorial minute**
10. **Presentation – Chief Executive Officer**
11. **To declare the outcomes of the resolutions put to the AGM**
12. **Welcome to the 69th Board members**
13. **Presentation – President-elect**
14. **Close of official Annual General Meeting proceedings**

By order of the Board per

Dr Siân Goodson, Chair of the Board

8 October 2026

Notes

These notes form part of the Notice of AGM.

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

Standing orders

Members wishing to ask a question must use the dedicated microphones if attending in person or submit questions in writing using the Zoom Q&A module if attending online.

The following standing orders apply to member resolutions:

- To enable maximum participation, each member may submit one question at a time until all members who wish to ask questions to 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 Electify online voting platform.

The following voting entitlements apply:

- Fellows, Members, GPs in Training (Registrar Associates), and Associate members may vote on Ordinary Resolutions 6.1 and 6.2.
- Fellows, Members and GPs in Training (Registrar Associates) may vote on Special Resolutions 7.1 to 7.3.
- 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 the award.

Any member ordinarily entitled to vote, but 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 as the independent Returning Officer and has extensive experience conducting online meetings and voting.

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

Eligible members will receive an email from the RACGP's appointed Returning Officer, OGL Group, via the Electify online voting platform. The email will include each member's unique voting link and will be sent on Monday 9 November 2026 from 12.00 pm AEDT. Members should check their spam or junk mail folder. Eligible members may vote online before or during the AGM.

If you are unable to locate your voting email or have difficulties voting, 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.

Members who are unable to vote or attend the AGM may submit a proxy form. Proxy forms are available online at www.racgp.org.au/agm, by emailing generalmeetings@racgp.org.au, or by calling 1800 472 247. Proxy forms must be signed and dated by the member or, if signed under a power of attorney, by the member's duly authorised attorney, and sent to generalmeetings@racgp.org.au.

Or mailed to:

Gavin Ryan – Returning Officer
OGL Group Pty Ltd
10–20 Gwynne Street
Cremorne, Victoria, 3121

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 5.00 pm ACDT / 5.30 pm AEDT on Tuesday 17 November 2026.

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 may decide 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. The meeting may continue where the Chair considers it appropriate.

Explanatory notes, commentary and recommendations

This information forms part of the Notice of the 69th AGM.

Directors' remuneration for Financial Year 2028

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

For the financial year 1 July 2027 to 30 June 2028, the RACGP Board recommends a 3% increase to its fees, which aligns with the budget provision for executive salary increases. The proposed fees include statutory superannuation of 12%, and are proposed as follows:

- Director Fee from $51,500 to $53,045.
- Board Chair Fee from $72,100 to $74,263.
- Vice-President Fee from $26,533 to $27,329.
- Board Committee Chair Fee from $25,750 to $26,523.

The increases take into consideration financial and operational performance and the budgeted remuneration increases for executive roles, as set out in the remuneration principles in the RACGP Board Remuneration Policy.

The total amount proposed for member approval of $897,300, including superannuation, is a 6.75% decrease compared to the total amount approved for Financial Year 2027. The main changes are the reduction in the overall size of the Board from 15 to 14 directors, as the Censor-in-Chief role will no longer be Board member, and provision for the Chair, Academic Committee has also been removed as an independent co-opted Committee member has been appointed to this role. Provision for President-elect onboarding activities has also been excluded as it falls outside of the election cycle and it's anticipated that the allocation will reduce in future years as they are no longer a director during this period.

An independent fee review is scheduled every three years, with the next review due in 2027 to apply for Financial Year 2029.

Due to conflict-of-interest provisions, Board directors will not vote on Ordinary Resolution 6.1, and the AGM Chair will not receive proxy votes from Board directors for Ordinary Resolution 6.1.

President's fee for 2027

The President is an elected position established under the Constitution and holds ex-officio membership of the Board. The President's fee is approved separately by members and confirmed from AGM to AGM to reflect the election cycle.

The President's role is defined in a position description and has been independently benchmarked and classified using the Korn Ferry Hay methodology. The President's fee is reviewed annually using this methodology. It is proposed to increase the fee to $355,601, or by 2%, including superannuation, for 1 FTE, to retain close alignment with the midpoint of the benchmarked fee range.

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

Due to conflict-of-interest provisions, the President, who will chair the AGM, will not cast any votes, including proxy votes in the Chair's capacity, for Ordinary Resolution 6.2.

Other payments to directors

In addition to directors' fees, directors may receive other payments from the RACGP under Clause 100(c) of the Constitution (Director Payments).

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

Director payments are reported in the Directors Report and Annual Financial Statements. Director payments are treated as related party transactions under RACGP policy.

Other payments to directors may include:

- $26,523 including superannuation to each Faculty Chair for the exercise of the role of Faculty Chair, effective from 19 November 2026. This is a 3% increase from $25,750.
- Payments to directors for professional services supplied for and on behalf of the RACGP.

Eligible voters

Eligible voters for the Ordinary Resolutions are Fellows, Members, GPs in Training (Registrar Associates) and Associate members.

Annexure to the resolutions above

Table 1: Indicative Director Fee proposal for Financial Year 2027–28 by fee type

Fee type	Base fee	Superannuation – 12%	Total
Director x 14 (total for all directors)	$663,063	$79,568	$742,630
President fee*	$317,501	$38,100	$355,601
Vice-President fee	$24,401	$2,928	$27,329
Chair fee	$66,306	$7,957	$74,263
Chair, Finance, Audit and Risk Management Committee	$23,681	$2,842	$26,523
Chair, People, Culture, Nominations and Remuneration Committee	$23,681	$2,842	$26,523

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

Table 2: Variance compared to prior financial years

Financial Years	2024–25	2025–26	2026–27	2027–28
Total remuneration (inc. Super) – total for all directors	$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)	$1,252,869 (Includes President fee of $355,601)
Year on year variance	+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	6.75% decrease ($64,980) Ex. President fee: Total $897,268
What led to the variance	• 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. • Includes provision to pay the President-elect.	• Increase 5.5% for Directors Fees, including 0.5% to cover statutory superannuation increase (to 12%). • Excludes provisions for President-elect. • Includes the President Fee, with a 4.4% increase proposed.	• 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.	• 3% increase for Director Fees. • 2% increase for President Fee. • Board size reduced from 15 to 14 directors. • Excluded is provision for President-elect and Academic Committee Chair (committee is chaired by an independent co-opted committee member).

Table 3: Indicative Director Fee proposal for Financial Year 2027–28 by position

Director position	Director fees	Other Director fees	Superannuation – 12%	Total remuneration
Board Chair*		$66,306	$7,957	$74,263
President	$47,362	$317,501	$43,783	$408,646
Vice-President*		$24,401	$2,928	$27,329
Chair of Finance, Audit and Risk Management Committee / Independent Co-opted Director **	$47,362	$23,681	$8,525	$79,568
Chair of People, Culture, Nominations and Remuneration Committee	$23,681		$2,842	$26,523
Chair, RACGP Aboriginal and Torres Strait Islander Health	$47,362		$5,683	$53,045
Chair, RACGP GPs in Training	$47,362		$5,683	$53,045
Chair, RACGP Rural	$47,362		$5,683	$53,045
Chair, RACGP Specific Interests	$47,362		$5,683	$53,045
Chair, RACGP New South Wales and Australian Capital Territory	$47,362		$5,683	$53,045
Chair, RACGP Northern Territory	$47,362		$5,683	$53,045
Chair, RACGP Queensland	$47,362		$5,683	$53,045
Chair, RACGP South Australia	$47,362		$5,683	$53,045
Chair, RACGP Tasmania	$47,362		$5,683	$53,045
Chair, RACGP Victoria	$47,362		$5,683	$53,045
Chair, RACGP Western Australia	$47,362		$5,683	$53,045
Independent Co-opted Director	$47,362		$5,683	$53,045
Totals	**$686,749**	**$431,889**	**$134,231**	**$1,252,869**

*Board Chair and Vice-President fees exclude the Directors fee.
**The Chair of the Finance, Audit and Risk Management (FARM) Committee is an independent co-opted Director and receives the Director fee in addition to the FARM Committee Chair fee.

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 13 November 2025.

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 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 and Executive Summary

The RACGP Future Governance Project

The RACGP has continued to undertake 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 7 May 2026. Russell Kennedy regularly assists medical colleges with constitution and governance reforms.

The 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 19 November 2026.

About RACGP

The RACGP is the peak body for general practitioners. The RACGP provides strong advocacy for and on behalf of general practitioners and their patients and communities to improve their health. The RACGP provides training and quality assurance to ensure the high quality of 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). The 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.

The 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 and meeting procedures in 2026 and 2027. 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.

2. Key Constitution changes and explanation

Front cover and title page

Name and ABN	Pursuant to section 148(2) and 149 of the *Corporations Act 2001* (Cth), the name adjustment from "Ltd" to "Limited" doesn't require voting and has been made in order to match what is on the ASIC and ABN registers.

Part 2.5 and Part 7 – GPs in Training

Clauses 15(d), 60A(a), 60(e)(iii) – Chair of the National Faculty of GPs in Training	The GPs in Training Faculty Chair Director presently has a maximum term of six years. Noting that this role is early career, it is proposed to allow the Chair of the National Faculty of GPs in Training to subsequently seek election or appointment to a different position on the Board after a three-year gap for a three-year term with a maximum of six years in office, in any other position other than as a GP in Training.

Part 7.7 - Chair of the Finance, Audit and Risk Management (FARM) Committee	
Clause 66(a) - Chair of the FARM Committee	It is proposed that clause 66(a) be amended to allow a three-year term. This would allow the Chair of the Finance, Audit and Risk Management (FARM) Committee to hold office as Chair FARM Committee *until the earlier of* three years or the date they are due to retire as a Director (if prior to three years) in order to be consistent with three-year director terms and terms of other Faculty Chairs as set out in clause 60(a)(vii). The effect would also be to allow the present Chair FARM Committee to serve until the 2028 AGM unless they are due to retire earlier.

Parts 6.2, 6.3, 6.4 and 11.9 – Ballot, Poll, Electronic Voting, Hybrid Meetings and Appointment of a Proxy	
Clauses 45, 49, 50, 51, 53, 54, 55, 59 and 108 – Electronic Voting	As required by section 249R of the *Corporations Act 2001* (Cth), changes were previously made to insert clause 44 to allow the College to hold general meetings in one or more physical venues and using virtual technology (ie. a Hybrid Meeting) or using virtual technology only. However, at that time, changes were not made to Part 6.2 to allow for and clarify the process regarding Electronic Voting at such meetings, where voting was conducted in the usual manner of a "show of hands". While clause 59 allows for a Ballot to be conducted electronically or by any web based system, this is specifically related to a Ballot which is voting conducted in lieu of a meeting, rather than in conjunction with an "in-person" meeting and voting on a "show of hands". Where voting in conjunction with a meeting, the current practice with voting platform technology has been to include both electronic online voting and in-person voting on a show of hands without authorisation under the Constitution, other than as considered "authorised by the Board" under clause 59. The College considers that there is no procedural irregularity with its past electronic online voting (and certainly no substantial injustices have occurred). However, the College has identified several improvements to better align with current, contemporary electronic online voting. These improvements are proposed as follows: a) clause 45 – to allow Electronic Voting on a poll at a Hybrid Meeting or virtual only meeting and to allow meetings in person to include voting by both a show of hands and Electronic Voting; b) clause 45 – to confirm that voting on a show of hands, includes voting by Electronic Voting; c) clause 49 – to allow one vote which may be made in person or by Electronic Voting; d) clauses 50(a) and (f) and 51 – to allow an instrument appointing a proxy to be done online; e) clause 53 – to include Electronic Voting as part of a Ballot either in person, by Hybrid Meeting or a wholly virtual meeting; f) clause 54 – to change the notice period for Electronic Voting to 21 days from 30 days, in line with the usual *Corporations Act 2001* (Cth) notice requirements and to be consistent with the notice requirement set out in clause 38; g) clause 55 – to confirm that, to be valid, Electronic Voting must be conducted before the close of the Ballot conducted in lieu of a meeting, or after the chair announces the closure of voting at the Hybrid Meeting or wholly virtual meeting where the Ballot is determined; h) clause 59 – change to make the language of "Electronic Voting" consistent throughout and specifically to allow a Ballot to be conducted by Electronic Voting; i) clause 108, to insert the following definitions: *"**Electronic Voting**" means an electronic vote of members (including voting using electronic means, computer or online mediated voting and voting via email) conducted in accordance with this Constitution and any regulations made for this purpose from time to time;* *"**Hybrid Meeting**" means a meeting held in two or more locations where some or all of the participants' attendance is enabled by audio and video conferencing or similar virtual meeting technology;* *"**poll**" means a vote conducted at a general meeting pursuant to Part 6.2 (which may be conducted by Electronic Voting or as a Ballot). Following the declaration of the poll, all record of individual votes must be destroyed.*

Recommendation

The Directors unanimously recommend that members vote in favour of each Special Resolution to amend the RACGP Constitution.

Healthy Profession.
Healthy Australia.



RACGP