

Notice of the 66th Annual General Meeting

**Thursday 23 November 2023, 7.00pm (AEDT)
RACGP, 100 Wellington Parade,
East Melbourne and via webcast.**



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 66th Annual General Meeting

Thursday 23 November 2023, 7.00pm (AEDT), RACGP, 100 Wellington Parade, East Melbourne and via webcast.

Notice of the 66th 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 RACGP, 100 Wellington Parade, East Melbourne VIC 3002 and will be live streamed on Thursday 23 November 2023 at 7.00pm (AEDT). Register your attendance at www.racgp.org.au/agm

Business

1. Welcome and thank you to the 65th Board
2. Meeting proceedings and to note the minutes of the 65th Annual General Meeting held on 24th November 2022
3. Presentation - Chair
4. Finance report by the Chief Executive Officer – To receive and consider the finance report and the reports of the Board and the auditors of the RACGP for the year ended 30 June 2023
5. Presentation - President
6. Ordinary Resolutions:

6.1 Directors' remuneration

Ordinary Resolution 6.1: Directors' remuneration for Financial Year 2025

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

'Remuneration of \$865,000, including superannuation for the total aggregate amount to cover remuneration for the RACGP Directors for the 2024-25 financial year (1 July 2024 to 30 June 2025), but excluding the President's remuneration fee.'

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 maximum aggregate amount available to remunerate the RACGP President in performing the constitutional duties of the President is \$324,158 including superannuation, effective from the 2023 AGM to the 2024 AGM.'

Ordinary Resolution 6.3 Financial Year 2024 Directors Allowance – Superannuation increase

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

'Increase the aggregate amount of remuneration for RACGP Directors for the 2023–24 financial year by \$4,770, to a total of \$1,058,531, to cover the statutory superannuation increase from 1 July 2023.'

7. Special Resolutions:

To consider and, if thought fit, pass the following resolution as a special resolution, requiring 75% of those who vote in favour of the item.

Special Resolution 1: Modification of Constitution – Virtual technology

'That the Company modify its constitution by inserting the following clause after clause 43 as a new clause 44:

The College may hold a general meeting at:

- (a) one or more physical venues; or
- (b) one or more physical venues and using any virtual meeting technology; or
- (c) using virtual meeting technology only,

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- (i) *as determined by the convenor of the meeting, provided that any virtual meeting technology used that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using virtual meeting technology is taken to be present in person at the general meeting.*"

Special Resolution 2: Modification of Constitution – Term of the Chair of the Board

"That the Company modify its constitution by deleting clause 63 and substituting the following clause:

- (a) *Subject to the terms of this Constitution, the Board will elect one of its members as the Chair of the Board.*
- (b) *The Chair of the Board holds office until the opening of the second Annual General Meeting after their election.*
- (c) *At the first Board meeting after the Annual General Meeting at which the incumbent Chair retires from office, the Board will elect the Chair of the Board and such election will take immediate effect.*
- (d) *If a casual vacancy occurs in the position of Chair of the Board, the Board may elect one of its members to be the Chair of the Board to fill the position until the next Annual General Meeting."*

Special Resolution 3: Modification of Constitution – Director's absence from office

"That the Company modify its constitution by deleting clause 69(f) and substituting the following clause:

- (f) *are absent without leave of absence from the Board from more than two consecutive meetings of the Board (not including meetings of a committee of the Board);"*

Special Resolution 4: Modification of Constitution – Removal of Executive Committee

"That the Company modify its constitution by deleting Part 10.2 and all other references to the 'Executive Committee' and the 'Executive'."

Special Resolution 5: Modification of Constitution – Execution of documents

"That the Company modify its constitution by deleting clause 99 and substituting the following clause:

- (a) *The College may sign or execute a document (including a deed) as set out in section 127 of the Corporations Act or as otherwise permitted under the Corporations Act.*
- (b) *Without limiting the ways a person may sign a document, a document to which Division 1 of Part 1.2AA of the Corporations Act applies may be signed by a person in accordance with that Division.*
- (c) *Nothing in this Constitution limits the ways in which the College may execute a document (including a deed).*
- (d) *The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123 of the Corporations Act. The fixing of the common seal, or any duplicate seal, to a document must be witnessed:*
- (i) *as set out in section 127(2) of the Corporations Act; or*
- (ii) *as otherwise authorised by the Board."*

Special Resolution 6: Modification of Constitution – Indemnity

"That the Company modify its constitution by deleting Part 11.8 and substituting the following clauses:

103. (a) *Subject to and so far as permitted by the Corporations Act, Competition and Consumer Act 2010 (Cth) and any other applicable law, the College indemnifies every person who is or has been an officer or auditor of the College against any liability (other than for legal costs) incurred by that person as an officer or auditor of the College as a result of the appointment by the College.*

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- (b) *Subject to and so far as permitted by the Corporations Act, Competition and Consumer Act 2010 (Cth) and any other applicable law, the College indemnifies every person who is or has been an officer or auditor of the College against legal costs incurred in resisting or responding to an action for a liability incurred by that person as an officer of the College.*
104. *Subject to the Corporations Act, and any other applicable law, the College may pay or agree to pay a premium in respect of a contract insuring a person who is or who has been an officer of the College.*
105. *For the purposes of clauses 103 and 104:*
- (a) *“officer” has the meaning given by section 9 of the Corporations Act; and*
- (b) *“liability” means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.*
106. *The indemnity under this Part 11.8 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the College even though the person is not an officer at the time the claim is made.*
107. *The College may enter into an agreement or deed in favour of any current or former officer of the College, to give effect to the rights of the person under this Part 11.8 on any terms and conditions the Board thinks fit.”*

8. Memorial minute

9. Presentation – Chief Executive Officer

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

11. Welcome to the 66th Board members

12. Close of official Annual General Meeting proceedings

13. Welcome to Guest Presenter, 2022 Rose-Hunt Award recipient, Associate Professor Ayman Shenouda

By order of the Board per

Dr Lara Roeske, Chair of the Board

27 October 2023

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Special Member presentation

Following the AGM, a member presentation by the 2022 Rose-Hunt Award winner Associate Professor Ayman Shenouda will be made.

About Associate Professor Ayman Shenouda

Associate Professor Shenouda has rendered outstanding service in the promotion and objectives of the RACGP, through individual patient care and commitment to medical education. He was born and raised in Cairo, Egypt and migrated to Australia in 1992 and has a first-hand understanding of the challenges faced by international medical graduates in Australia and particularly in rural Australia.

He found his life vocation in general practice and settled in Wagga Wagga where he and his wife established the Glenrock Country Practice in 2005 in a purpose-built premise for GPs and a wide range of allied health services. He has held several leadership roles within the NSW and Rural Faculties, is a former RACGP Vice-President and assumed the Acting President role in 2020 following the death of Dr Harry Nespolon. He was presented the Rose-Hunt Award in 2022, the RACGP's most prestigious accolade.



Notes

These notes form part of the Notice of AGM.

This AGM will be held at 100 Wellington Parade, East Melbourne VIC 3002 and live streamed to allow members to fully participate.

Standing orders

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

Standing order for member 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 voting platform.

The following voting entitlements apply:

- Fellows, members, Registrar Associates, and associate members may vote on Ordinary resolution 6.1, 6.2 and 6.3.
- Fellows, members and Registrar Associates may vote on Special resolutions 1–6.
- 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 conducting 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 generalmeetings@racgp.org.au with your unique voting link on Monday 13 November 2023 from midday (AEDT). Please check your spam and junk mail folders. Eligible members can cast their votes online prior to or during the AGM.

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, 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 attorney, 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 4.30pm (AEDT) on Tuesday 21 November 2023.

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

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

This information forms part of the Notice of the 2023 AGM.

Directors' remuneration for Financial Year 2025

Under Clause 104(b) of the RACGP Constitution, remuneration for the Board must be approved by members.

The RACGP has increased considerably in size and complexity with the acquisition of the Australian General Practice Training (AGPT) program from 1 February 2023. The Board needs to be comprised of Directors that are suitably qualified, skilled and have diverse experience in order to respond to the risks and challenges emerging in the health sector, and also to oversee the RACGP's operations in a high compliance environment.

The increase recommended for Director Fees for the financial year 2024–25 takes into consideration retaining remuneration levels that are reasonable for a not-for-profit member-based organisation, attracts and retains skilled and engaged directors, and aligns to the remuneration principles which apply to RACGP staff.

The Board recommends increasing Director Fees by a base rate of **2.5%**, and an additional **0.5%** for the increase to the Superannuation guarantee from 1 July 2024. The Board considered the following elements on making this recommendation:

- This proposed increase is below the annual CPI rate of 6% (June quarter 2022 to June quarter 2023).
- Directors' Fees will not increase for the Financial Year 2023–24.
- Revenue increased from \$133.5m in Financial Year 2021–22 to \$192m in Financial Year 2022–23 at a consolidated level, and the headcount increased from 502 in July 2022 to 1156 in June 2023, illustrating the increase in size and scale of the RACGP's operations.

Board remuneration is aligned to the financial year rather than AGM dates because our AGMs are not necessarily held at the same time each year. A financial-year approach increases certainty and transparency around remuneration payments.

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Figure 1 provides a summary of payments from November 2021 and the proposed amount for Financial Year 2024–25.

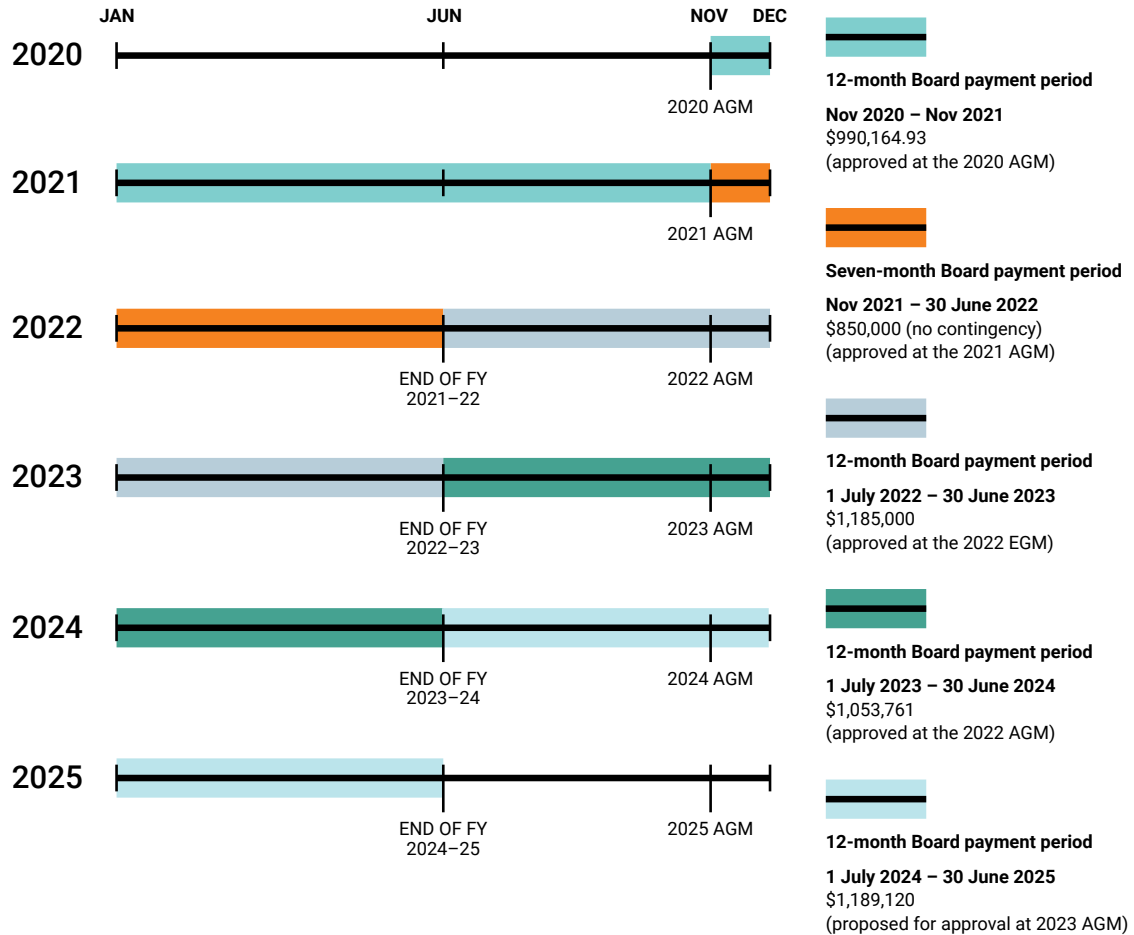


Figure 1: Summary of payments from November 2021 and proposed for Financial Year 2024–25.

President’s Fee for 2024

The role of the President is an elected position 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 election cycle and is, therefore, approved separately by members.

The President’s role was previously aligned to 80% of the RACGP’s General Manager’s salary. The role was independently reviewed and benchmarked in June 2023, to \$324,158 including superannuation. This is the maximum amount for the role should it be paid full time.

This review aligns with the Board’s consideration of the complexity of issues and expertise, accountability and time commitment required of the presidential role, which is significant in terms of driving advocacy activity and engagement with our stakeholders. The payment allows flexibility for each President to align the time commitment required to fulfil this role, which maybe full time and require availability 7 days per week.

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

Other payments to directors

In addition to Directors' Fees, Directors can receive other payments from the RACGP under Clause 104(c) of the Constitution (**Director Payments**).

Director Payments includes payments made to directors for any purpose other than in the 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.

Director Payments will include:

- \$20,000 to each Faculty Chair for the exercise of the role of Faculty Chair
- executive payment to the Censor-in-Chief in excess of Directors' Fees
- *ad-hoc* payments to directors for services supplied by the director for and on behalf of the RACGP.

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.

Superannuation increase in 2023

The Directors annual allowance cap approved at the 2022 AGM was "\$1,053,761 for the total aggregate amount to cover remuneration for 15 Directors for the 2023–24 financial year (1 July 2023 to 30 June 2024)." The amount, however, did not include the Superannuation rate lift from 10.5% to 11% for the 2023–24 financial year.

The annual variance is \$4,770.00 across all directors. To remain within the aggregate amount approved by the members, the directors have absorbed this superannuation increase however, it's recommended that the allowance cap is increased to accommodate.

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: Director Fee proposal for Financial Year 2024–25 by fee type

Fee Type	Base Fee	Superannuation	Total
Director x 15 (aggregate; not individual)	\$637,403.70	\$73,301.40	\$710,705.10
President fee*	\$290,724.70	\$33,433.30	\$324,158.00
Vice-President fee	\$21,245.65	\$2,443.25	\$23,688.90
Chair fee	\$60,445.30	\$6,951.21	\$67,396.51
Chair of Finance, Audit and Risk Management Committee	\$21,245.65	\$2,443.25	\$23,688.90
Chair of People, Culture, Nominations and Remuneration Committee	\$21,245.65	\$2,443.25	\$23,688.90

*Note that the President's Fee assumes 1.0FTE, 11.5% superannuation and excludes the Director Fee, which is included in the aggregate Director Fee calculation.

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Table 2: Director Fee proposal for Financial Year 2024–25 compared to previous years

Financial Years	2019/2020	2020/2021	2021/2022	2022/2023	2023/2024	2024/2025 Proposal
Total Remuneration (inc. super) – aggregate for all directors	\$902,330.41	\$946,247.67	\$964,086.67	\$988,188.84	\$1,053,760	\$1,189,120 (Includes President fee of \$324,158)
Year on year variance	+1.8% (\$16,084.41)	+4.9% (\$43,917.26)	+1.9% (\$17,839)	+2.5% (\$24,102.17)	+5.09% (\$65,571.98)	+12.85% (\$135,360)
What led to the variance	<ul style="list-style-type: none"> • Establishment of the GPs in Training National Faculty 	<ul style="list-style-type: none"> • In honour of the full Presidential term, remuneration to the family of the late Dr Harry Nespolon, former RACGP President, for the remaining term of office (approx. \$8,194.40) • Remuneration increase for the Censor-in-Chief position to reflect increased time commitment of four days per week in the role (\$50,740) • Remuneration increase for a co-opted director to become Chair (\$20,809) • Payment to directors of RACGP Oxygen (entity wound up as 30 June 2021) (\$12,045) 	<ul style="list-style-type: none"> • CPI increase from the previous year's Directors' Fees of 2.5%, aligned to the increase for Senior Management Band employees of the RACGP • Increase in Presidential remuneration as approved at the 2021 AGM offset by the Censor-in-Chief Executive Director role reclassified as a related party transaction 	<ul style="list-style-type: none"> • CPI increase proposed for Directors' Fees of 2.5% Note, amount excludes 20% contingency; total aggregate amount approved was \$1,185,000 	<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 4 months) Note, excludes request to increase the cap by \$4,770 to cover the statutory superannuation increase from 1 July 2023 (to 11%) 	<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 at 1.0FTE, which is a separate resolution. • Includes provisions to pay the President-elect

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Table 3: Director Fee proposal for Financial Year 2024–25 by position

Director Position	Director Fees	Other Director Fees	Superannuation (11.5%)	Total remuneration
Board Chair		\$60,445.30, Board Chair*	\$6,951.21	\$67,396.51
President	\$42,493.58	Separate resolution	\$4,886.76	\$47,380.34
Vice-President		\$21,245.65, Vice-President*	\$2,443.25	\$23,688.90
Chair of Finance, Audit and Risk Management Committee / co-opted Board director	\$42,493.58	\$21,245.65, Chair of Finance, Audit and Risk Management Committee (FARM)**	\$7,330.01	\$71,069.24
Chair of People, Culture, Nominations and Remuneration Committee		\$21,245.65, Chair of People, culture, Nominations and Remuneration Committee (PCNR)***	\$2,443.25	\$23,688.90
Censor-in-Chief	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Aboriginal and Torres Strait Islander Health	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP GPs in Training	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Rural	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Specific Interests	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP New South Wales & Australian Capital Territory	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Northern Territory	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Queensland	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP South Australia	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Tasmania	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Victoria	\$42,493.58		\$4,886.76	\$47,380.34
Chair RACGP Western Australia	\$42,493.58		\$4,886.76	\$47,380.34
President-elect	\$14,164.53	Provision for director fee payment****	\$1,628.92	\$15,793.45
Co-opted Board director	\$42,493.58		\$4,886.76	\$47,380.34
Total	\$651,568.21	\$124,182.25	\$89,211.30	\$864,961.76

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

**In the 2024–25 Financial Year it's anticipated that 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 Directors Fee and Other Director Fees for their Board position as Chair of FARM.

***The Chair of People, Culture, Nominations and Remuneration (PCNR) Committee will receive the Director Fee in addition to the PCNR Chair Fee; the new PCNR Chair may be a Faculty Chair or a co-opted Board director.

****Presidential elections are due in 2024. The President-elect may be elected up to four months prior to the AGM at which the President is due to retire. The President-elect becomes an *ex-officio* member of the Board immediately following their election. Therefore, a maximum of four months' Director Fees has been assumed. Refer to clauses 60(a) and 61(a) of the *RACGP Constitution*.

Recommendation

The Directors unanimously recommend that members vote in favour of Resolutions 6.1, 6.2 and 6.3.

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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 24 November 2022.

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 insertions 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:

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Topic	Overview of proposed changes
Special Resolution 1: Virtual Technology (Proposed new clause 44)	<p>The RACGP's current Constitution is silent on the use of virtual meeting technology to hold general meetings.</p> <p>The proposed amended <i>RACGP Constitution</i> inserts a new clause following Clause 43, permitting the RACGP to hold a general meetings at (a) one or more physical venues, (b) one or more physical venues and using any virtual meeting technology, or (c) using virtual meeting technology only.</p> <p>This is consistent with best governance practices and industry norms, particularly post-COVID-19.</p>
Special Resolution 2: Term of Chair of the Board (Clause 63 of the current Constitution)	<p>The RACGP's current Constitution contemplates that a chair is elected (or re-elected) and appointed for a one-year term.</p> <p>The proposed amended <i>RACGP Constitution</i> extended the term of appointment to two years. This change is expected to provide greater continuity in the governance and leadership of the RACGP, whilst ensuring there is still periodic renewal.</p>
Special Resolution 3: Director absence from office (Clause 69(f) of the current Constitution)	<p>The RACGP's current Constitution requires that a Director vacates their office where they are absent from meetings for more than 6 months without the Board's permission and the Board resolves that their office is vacated.</p> <p>The proposed amended <i>RACGP Constitution</i> requires that an office will become vacant if a Director misses two consecutive Board meetings without leave from the Board. This is a common formulation that modern directors should be accustomed to complying with, and highlights the important role that each Director plays in the ongoing governance and stewardship of the RACGP.</p>
Special Resolution 4: Executive Committee (Part 10.2 of the current Constitution, with flow-on changes to clauses 72(b)-(c), 84(a) and 110 of the current Constitution)	<p>The RACGP's current Constitution convenes an "Executive Committee", which the Board may delegate supervision of the day-to-day business of the College and other functions, as the Board sees fit.</p> <p>The RACGP has recently undertaken a comprehensive overhaul of its Delegations Policy and Framework, which has rendered the Executive Committee unnecessary. The proposed amended <i>RACGP Constitution</i> removes the relevant clauses which address the Executive Committee.</p> <p>Importantly, Part 10.3 which permits the Board to establish other Committees as and when it thinks fit, will be unchanged. This will preserve the Board's ability to establish and delegate to Committees in the future.</p>
Special Resolution 5: Execution of Documents (Clause 99 of the current Constitution)	<p>The RACGP's current Constitution provides that a document may be signed where affixed by a common seal and 2 directors and a director / secretary sign a document. This reflects an out-of-date formulation for execution of documents.</p> <p>The proposed amended <i>RACGP Constitution</i> has been updated to reflect the optionality for execution permitted under statute, which will promote more efficient operations on a day-to-day basis for RACGP. In particular, it aligns with requirements under the <i>Corporations Act 2001</i> (Cth), which permits RACGP to sign or execute a document, including a deed, electronically or by affixing a seal.</p>
Special Resolution 6: Indemnity (Part 11.8 of the current Constitution)	<p>The RACGP's current Constitution permits the RACGP to indemnify any person who has been an officer or auditor of the College in certain circumstances. In particular, the current Constitution imposes limitations on this indemnity which do not reflect market practice and are unusually onerous on the Directors of the Board.</p> <p>The proposed amended <i>RACGP Constitution</i> updates the language to ensure it is consistent with current practice and statute and clarifies the scope of the RACGP's indemnity obligations. The changes also clarify that the RACGP's indemnity is a continuing one and the indemnified persons can be a former officer (which is consistent with current governance practice), and ensures that the RACGP can enter into a customary Deed of Access, Indemnity and Insurance with Directors.</p>
Recommendation	<p>The Directors unanimously recommend that members vote in favour of each of the Special Resolutions modifying the RACGP Constitution.</p>

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