The Royal Australian College of General Practitioners ~~Ltd~~Limited

CONSTITUTION

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RACGP

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Corporations Act 2001 (Cth)

Company Limited by Guarantee

CONSTITUTION

of

THE ROYAL AUSTRALIAN COLLEGE OF GENERAL PRACTITIONERS ~~LTD~~LIMITED
ACN 000 223 807, ABN 34 000 223 807

PART 1 THE COLLEGE

1. The name of the company is "The Royal Australian College of General Practitioners Limited".

2. The objects for which the College is established are:

   (a) To improve the health and wellbeing of individuals and communities by supporting the pursuit of clinical excellence and high quality patient care, clinical practice, education, and research for general practice.

   (b) To establish and maintain high standards of knowledge, experience, competence, learning, skills, and conduct in general practice.

   (c) To set the standards for and provide vocational training and continuing professional development programs in relation to general practice and related areas to improve the knowledge and skill in those fields or to extend knowledge and raise standards of learning and patient care.

   (d) To set the standards for and provide undergraduate and post-graduate educational programs in general practice and related subjects at or in any general practice, community-based medical practice, medical college, other professional college, university, medical school, hospital, laboratory or other educational institution.

   (e) To provide grants or in-kind support in scholarly subjects related to general practice.

   (f) To support and publish research by any persons (whether members of the College or not) into general practice and related subjects.

   (g) To award diplomas, certificates and other honours in recognition of competency, proficiency or attainment in general practice, or for outstanding work, or in appreciation of special services.

   (h) To encourage suitably trained persons to enter the specialty of general practice.

   (i) To promote social intercourse, good fellowship and peer support amongst members of the College and amongst persons engaged in general practice and to promote good relations between such members and persons and the community.

   (j) To advocate on any issue which affects the ability of members of the College to meet their responsibilities to patients and to the community.

3. In pursuit of the objects in clause 2, the College has all powers and functions necessary and desirable to the maximum extent permitted by the law.

PART 2 MEMBERSHIP

Part 2.1 Classes of Membership

4. The members of the College are such persons the Board may admit to membership pursuant to this Constitution and to any regulations made for this purpose.

5. Applications for membership must be in the form and contain such information as the Board requires. Membership of the College is classified into the following categories:

   (a) Fellows;

   (b) Members;

   (c) Associates;

   (d) GPs in Training;

   (e) Honorary Fellows;

   (f) Honorary Members; and

   (g) Affiliates.

6. The Board may establish further classes or sub-classes of membership and set eligibility criteria for membership in regulations and subject to this Constitution the rights and benefits, duties and obligations and status of members within the various classes or sub-classes of membership may be defined by the regulations.

7. The rights and privileges of each member are personal to that member and are not transferable.

Part 2.2 Fellowship

8. Every applicant for Fellowship must:

   (a) be a medical practitioner who, at the date of admission as a Fellow, has completed such training or experience in general practice as is approved by the Board from time to time as a prerequisite for admission as a Fellow;

   (b) be proposed for Fellowship by a Fellow who has recent knowledge of the applicant; and

   (c) satisfy the Board of their proficiency in general practice by such examination or assessment as may be prescribed by regulation.

9. Every Fellow admitted to Fellowship must fulfil the Continuing Professional Development requirements and is entitled to:

   (a) while they remain a Fellow, to hold themselves out as a Fellow and to use the post- nominal "FRACGP" in accordance with regulations;

   (b) wear the academic dress for Fellows prescribed by regulation;

   (c) receive all notices issued by the College including notices of all general meetings;

   (d) join in any requisition to convene a general meeting, and attend, speak and vote at all general meetings of the College;

   (e) participate in all ballots of members of the College;

   (f) be elected to the Board in accordance with Part 7; and

(g) generally participate in the affairs of the College.

Part 2.3 Membership

10. Every applicant for Membership must:

(a) be a medical practitioner who, at the date of admission as a Member, has such training or experience in general practice as prescribed by regulations; and

(b) be proposed for Membership by a Fellow or Member who has recent knowledge of the applicant.

11. Every Member admitted to Membership must fulfil the Continuing Professional Development requirements and is entitled to:

(a) receive all notices issued by the College including notices of all general meetings;

(b) wear the academic dress for Members prescribed by regulation;

(c) join in any requisition to convene a general meeting, and attend, speak and vote at all general meetings of the College;

(d) participate in all ballots of members of the College;

(e) be elected to the Board in accordance with Part 7; and

(f) generally participate in the affairs of the College.

Part 2.4 Associateship

12. Every applicant for Associateship must be a medical practitioner.

13. Every Associate admitted to Associateship must fulfil the Continuing Professional Development requirements and is entitled to:

(a) receive all notices issued by the College including notices of all general meetings;

(b) attend all general meetings of the College; and

(c) vote in respect of any resolution to determine the annual allowance the College pays the Directors;

but is not entitled to:

(d) subject to clause 13(c), vote at any general meeting or, without the consent of the meeting, to speak at any general meeting;

(e) participate in ballots of members of the College;

(f) join in any requisition to convene a general meeting of the College;

(g) be counted in a quorum for general meetings of the College;

(h) be elected to the Board;

(i) wear College academic dress; or

(j) participate, otherwise than as provided by this clause 13, in the affairs of the College.

Part 2.5 GPs in Training

14. Every applicant to become a GP in Training must be currently enrolled in a Recognised RACGP Fellowship Pathway.

15. Every GP in Training admitted to become a GP in Training is entitled to:

    (a) receive all notices issued by the College including notices of all general meetings;

    (b) join in any requisition to convene a general meeting, and attend, speak and vote at all general meetings of the College;

    (c) participate in all ballots of members of the College;

    (d) be elected in accordance with Part 7 to the Board as Chair of the National Faculty of GPs in Training Council but not to any other position on the Board while they are a GP in Training; and

    (e) generally participate in the affairs of the College;

    but is not entitled to:

    (f) wear College academic dress.

Part 2.6 Honorary Fellowship and Membership

16. The Board may appoint as Honorary Fellows or Honorary Members of the College such persons, in such manner and on such conditions as it decides. The privileges of Honorary Fellows and Honorary Members include the right to receive notices for and to attend general meetings but do not include the right to:

    (a) participate in ballots of members of the College;

    (b) join in any requisition to convene a general meeting of the College;

    (c) be counted in a quorum for or, without the consent of the meeting, speak at general meetings of the College;

    (d) be elected to the Board; or

    (e) participate, otherwise than as provided by this clause 16, in the affairs of the College.

17. Despite clause 16, any member who is awarded an Honorary Fellowship or Honorary Membership retains all voting rights and privileges as were available to them in their capacity as a member prior to such award.

Part 2.7 Affiliateship

18. The Board may afford Affiliate status on such conditions as it decides, to medical students, general practice nurses, general practice managers, general practice educators, general practice researchers and others associated with general practice who are not medical practitioners. The privileges of Affiliates include the right to receive notices for, and to attend, general meetings but do not include the right to:

    (a) participate in ballots of members of the College;

    (b) join in any requisition to convene a general meeting of the College;

    (c) be counted in a quorum for or, without the consent of the meeting, speak at general meetings of the College;

(d) be elected to the Board; or

(e) participate, otherwise than as provided by this clause 18, in the affairs of the College.

Part 2.8 General

19. Subject to clause 20, each applicant for membership and each member must pay to the College the annual subscription prescribed by the Board for their category of membership. The Board may reduce the subscription payable in any particular case or category of cases on the grounds of hardship or for any other good reason. All annual subscriptions become due and payable in advance on 1 July each year.

20. Members of the College in general meeting may by ordinary resolution disallow any increase in the annual subscription payable and set an annual subscription not less than was charged at the date the ordinary resolution is passed.

21. Subject to clause 9(a), the Board may prescribe the use of a post-nominal to denote successful completion of a College assessment or examination. Unless otherwise authorised by the Board in accordance with this clause 21 or clause 9(a), members are not entitled to use any post-nominal that indicates membership of or association with the College or any College assessment or examination.

PART 3 FACULTIES

Part 3.1 Establishment of Faculties

22. (a) The Board may establish regional and other faculties and make regulations governing the establishment, conduct and affairs of any Faculty.

(b) Without limiting clause 22(a), regulations must set out the roles, responsibilities and powers of faculties to govern and administer their affairs and operations, and the representatives of Faculties for the purposes of Part 7.8.

Part 3.2 Regional Faculties

23. (a) A Regional Faculty is a Faculty established to represent members resident in a State or Territory of Australia.

(b) Subject to clauses 23(c) and (d), every member of the College ordinarily resident in Australia is automatically a member of the Regional Faculty with respect to the State, Territory or other region where he or she ordinarily resides from time to time.

(c) The Board may permit a member to be a member of a Regional Faculty other than the Regional Faculty of the member's ordinary place of residence if the member has a substantial community of interest with that Regional Faculty or the region represented by that Regional Faculty.

(d) A member may be a member of only one Regional Faculty in accordance with either clause 23(b) or 23(c).

(e) A member of a Regional Faculty while temporarily or permanently outside Australia, remains a member of that Regional Faculty.

(f) Any person not ordinarily resident in Australia who becomes a member of the College does not become a member of a Regional Faculty unless he or she first becomes ordinarily resident in Australia.

(g) Any member of the College who ceases to be a member of the College also ceases to be a member of any Regional Faculty or Faculties.

Part 3.3 Other Faculties

24. If any Faculty other than a Regional Faculty is established by the Board:

    (a) any member eligible under the regulation establishing the Faculty may, apply for and become a member of that Faculty in addition to their Regional Faculty; and

    (b) any member of the College who ceases to be a member of the College ceases to be a member of any Faculty.

PART 4 TERMINATION OF MEMBERSHIP

Part 4.1 Termination by resignation or resolution of the Board

25. If the annual subscription of a member remains unpaid for at least 3 calendar months after it becomes due then the member is not entitled to requisition, be counted in a quorum, vote or, without the consent of the meeting, speak at, any general meeting of the College or be entitled to nominate, stand for election, vote or otherwise participate in ballots of members of the College and may, after notice of the default has been sent to them by the President or authorised delegate, be debarred from all other privileges of membership, provided that the Board may reinstate the member and all member privileges on payment of all arrears if the Board thinks fit to do so.

26. A member may at any time, by giving notice in writing to the President or authorised delegate, resign their membership of the College, but remains liable for any monies owed by them to the College and unpaid at the date of their resignation, and any other liability to the College under this Constitution.

27. Subject to clause 28, if any member:

    (a) wilfully neglects or refuses to comply with the provisions of this Constitution (including, without limitation, the payment of their annual subscription (if any) or any other moneys owed by them to the College); or

    (b) is guilty of conduct which in the opinion of the Board is in breach of any code prescribed by regulation, or is prejudicial to the interests of the College (including, without limitation, being found guilty of an indictable offence, professional misconduct, unsatisfactory conduct or any similar offence),

    the Board may by ordinary resolution sanction the member, or suspend or expel the member from the College.

28. (a) At least one week before the meeting of the Board at which a resolution of the kind mentioned in clause 27 is proposed to be passed, the Board must give to the member concerned notice of the meeting and full particulars of what is alleged against them and of the intended resolution. At the meeting and before the passing of the resolution the member must be given the opportunity of giving, orally or in writing, any explanation he or she may think fit.

    (b) Subject to clause 29, if a member, not less than 24 hours before the time fixed for the holding of a meeting of the Board at which a resolution of the kind mentioned in clause 27 affecting the member is proposed to be passed, lodges with the Chief Executive Officer a notice in writing by which the member elects to have the matter dealt with by committee, a committee meeting of the College chaired by a Director must be called for the purpose. If, at the committee meeting, such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot), the member is sanctioned accordingly, and in the case of a resolution for the member's expulsion, the member is expelled.

    (c) A member who is the subject of a resolution under clauses 27 or 28(b) may appeal against the decision in accordance with the College's appeals policy.

29. Clause 28 does not apply to a member whose wilful refusal or neglect to comply with the provisions of this Constitution consists solely of failing to pay their annual subscription to the College.

Part 4.2 Automatic termination

30. Subject to this Constitution, the membership of any member terminates if:

    (a) the member resigns in writing;

    (b) the member dies;

    (c) the member's name is removed from the register of any medical or professional authority recognised by the Board except where such removal is due to retirement from practice and as a consequence is not participating in relevant professional development activities; or

    (d) the member is suspended from practice by any medical or professional authority recognised by the Board.

31. If membership terminates because the member is suspended from practice, the member may be readmitted to membership by resolution of the Board with or without the payment of further fees if the suspension is lifted and subject to any conditions imposed by the Board.

Part 4.3 Consequences of termination

32. Any member whose membership of the College terminates for any reason in accordance with this Constitution ceases to be entitled to any of the rights and privileges of membership.

33. The Board may:

    (a) inform the relevant registration board or authority of any member who ceases to be a member of the College and the reasons for the cessation of membership; and

    (b) in its absolute discretion give notice or publish to the public generally or to any professional body or organisation the fact that any such person has ceased to be a member of the College.

34. The name of any person admitted to membership of the College must be entered in the register of members required to be kept for the purposes of this clause 34 and the Governing Acts (whether kept electronically or otherwise).

35. The name of any person ceasing to be a member of the College must be removed from the register of members.

PART 5 GENERAL MEETINGS

36. An Annual General Meeting of the College must be held in accordance with the applicable requirements of the Governing Acts. The Annual General Meeting will commence when it is declared open by the Chair and will end when the Chair declares the meeting closed.

37. (a) Any 5 Directors may, whenever they think fit, convene an Extraordinary General Meeting of the College.

    (b) Subject to Part 2, Extraordinary General Meetings of the College may also be convened as provided by the Governing Acts.

38. Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, 21 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and hour of meeting and, in the case of special business, the general nature of that business, must be given to such persons as are entitled to receive such notices from the College.

39. For the purpose of clause 38, all business is special business with the exception of the consideration of the following at an Annual General Meeting:

(a) the financial statements;

(b) the reports of the Board;

(c) acknowledgement of Directors who have retired and Director appointees;

(d) the appointment of the auditors, if necessary; and

(e) the approval of the Directors' annual allowance under clause 100.

PART 6 PROCEEDINGS AT GENERAL MEETINGS

Part 6.1 Quorum and chair

40. No business may be transacted at any general meeting unless a quorum of members eligible to vote on that business is present at the time when the meeting proceeds to business. Fellows and/or Members numbering twice the total number of Directors plus one, present in person and entitled to vote on all resolutions that may be put, constitutes quorum.

41. If within half an hour from the time appointed for the meeting a quorum is not present under clause 40, the general meeting, if convened upon the requisition of members is dissolved; in any other case it stands adjourned to the same day in the next week at the same time and place, or to such other date, time and place as the Board may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present and entitled to vote (being not less than three) constitutes a quorum; and if less than three members entitled to vote are present, the meeting is dissolved.

42. The President is entitled to preside as chair at any general meeting. If the President is not present or able to chair, the President Elect or Vice President presides, but if neither are present within 15 minutes after the time appointed for holding the meeting or willing to act, the Directors present must choose one of their number to chair the meeting. If no Director is present or willing to chair, the Fellows and Members present must choose one of their number to chair.

43. The chair may, with the consent of any general meeting at which a quorum is present (and if directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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,

as determined by the convenor of the meeting, provided that any virtual meeting technology used 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.

Part 6.2 Voting at general meetings

45. At any general meeting which is a Hybrid Meeting or wholly virtual meeting, a resolution put to the vote of the meeting must be decided by poll, which may be conducted by Electronic Voting or as a

Ballot pursuant to Part 6.4, without the requirement for the chair or at least 5 members entitled to vote present in person or by proxy to demand a poll. At any general meeting held wholly in-person a resolution put to the vote of the meeting is decided on a show of hands, which may also include Electronic Voting unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chair; or

(b) by at least 5 members entitled to vote present in person or by proxy.

Unless a poll is demanded in respect of a general meeting held wholly in-person, a declaration by the chair that a resolution has on a show of hands including Electronic Voting been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the College is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

46. If a poll is demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs, and the result of the poll is the resolution of the general meeting at which the poll was demanded. The demand for a poll may be withdrawn.

47. No poll may be demanded on the election of a chair or on the adjournment of a general meeting.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting does not have a second or casting vote and the motion does not carry.

49. Subject to clause 25, any member entitled to vote on a resolution may vote in person or by proxy or by Electronic Voting, and

(a) on a show of hands every person present who is a member entitled to vote or a proxy for a member entitled to vote or a member who has chosen to vote by Electronic Voting, has one vote; and

(b) on a poll every member entitled to vote ~~present~~ in person or by proxy or by Electronic Voting, has one vote.

Part 6.3 Proxies

50. (a) An instrument appointing a proxy must be in writing and may be done online in any manner approved by the Board.

(b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

(c) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, when an instrument of proxy so provides, the proxy must not vote in respect of the resolution.

(d) Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.

(e) An instrument appointing a proxy confers authority to demand or join in demanding a poll.

(f) An instrument appointing a proxy must be in the prescribed form as set out below or such other form as approved by the Board, including by an electronic or online proxy registration form~~in a form that is as similar to the prescribed form as the circumstances allow~~:

THE ROYAL AUSTRALIAN COLLEGE OF GENERAL PRACTITIONERS

I, of ,
being a *Fellow/*Member/*Associate/*GP in Training of the College, appoint
of ,
being a *Fellow/*Member/*Associate/*GP in Training of the College or, failing him/her, the chair of the meeting as my proxy to vote for me and on my behalf at the *annual general meeting/*extraordinary general meeting of the College to be held on the day of 20 and at any adjournment of that meeting. This form is to be used in accordance with the directions below. Unless the proxy is directed, he/she may vote or abstain as he/she thinks fit.

(Description of resolution)	For	Against	Abstain

*Strike out whichever is not desired.

Instructions

1. If you are a Fellow, a Member or a GP in Training, you may appoint a Fellow, a Member or a GP in Training as your proxy.

2. If you are an Associate, you may only vote with respect to any resolution determining the annual allowance to be paid to the Directors. You may appoint a Fellow, a Member, an Associate or a GP in Training as your proxy for this purpose.

3. To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.

51. The instrument appointing a proxy, and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority must be deposited at the registered office of the College or at such other place, or by lodging an online proxy registration, as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy is not valid.

52. A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or the revocation of any power of attorney under which the instrument was executed, if no notice in writing of such death, unsoundness of mind or revocation is received by the College at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

Part 6.4 Ballot in lieu of or as part of a general meeting

53. In respect of any business which may be validly considered at a general meeting (including an Annual General Meeting) pursuant to this Constitution, the Board may (in lieu of a meeting, or together with a Hybrid Meeting or wholly virtual meeting, or as part of a poll for a Hybrid Meeting or wholly virtual meeting) conduct a Ballot of members ("**Ballot**").

54. At least twenty-one~~thirty~~ days prior to the closing date of a Ballot, the College must send to all members entitled to vote ballot papers, giving particulars of the business in relation to which the Ballot is conducted, an explanation of the method of Electronic ~~v~~Voting and a voting form (all in a form and with such content as the Board may approve) and must give all members notice of the closing date of the Ballot.

55. The College must receive all voting forms received from members in respect of a Ballot and must promptly advise the Board of the result of the Ballot. Any voting form received at the registered office after 5:00pm on the closing date of a 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, is deemed invalid and not counted.

56. If an equal number of votes in respect of any business for which a Ballot is conducted, the President (or acting President, in the President's absence) does not have a casting vote and the resolution does not carry.

57. In all other respects, subject to this Constitution, the Board may determine any other procedures or matters in relation to the conduct of any Ballot and has power to make regulations for that purpose.

58. If any member disputes the validity or conduct of any Ballot, such member must within 30 days of the closing date of such Ballot, give notice in writing to the Board stating the grounds of their complaint. The Board may either itself investigate the complaint or appoint a Board Committee for that purpose. After hearing the complaint, the Board must determine the matter and its decision is final.

59. A Ballot may be conducted by Electronic Voting~~electronically or by any web-based system~~, or other lawful method, as approved by the Board.

PART 7 THE BOARD

Part 7.1 Composition of the Board

60. (a) The Board of the College consists of the following positions:

(i) the President, who shall be a Fellow elected as President-Elect in accordance with Part 7.2;

(ii) the Vice-President, who shall be a Fellow elected in accordance with Part 7.4;

(iii) [**not used**];

(iv) [**not used**]

(v) the Chair of the Board, who shall be elected in accordance with Part 7.5;

(vi) the Chair of the Finance, Audit and Risk Management Committee;

(vii) the Chairs of each of the National Faculty of Aboriginal and Torres Strait Islander Health Council, National Rural Faculty Council, National Faculty of Specific Interests Council, National Faculty of GPs in Training Council, the New South Wales and Australian Capital Territory Faculty Council, the Queensland Faculty Council, South Australia Faculty Council, Northern Territory Faculty Council, the Tasmania Faculty Council, the Victoria Faculty Council and the Western Australia Faculty Council who have been elected as Chair by those councils until the third Annual General Meeting of the College following their election as Chair, and any other Faculty Council representative pursuant to clause 60(d); and

(viii) any co-opted member of the Board under this Constitution.

(b) Despite anything to the contrary in Part 2, and subject to clause 60(e)(ii), the Board may co-opt additional members of the Board, who shall fill the position until the third Annual General Meeting following appointment and at the end of such meeting retire from office if not re-appointed, but are eligible for reappointment for a further consecutive three year term of office.

(c) The number of Board members co-opted pursuant to clause 60(b) must not exceed one third in total of the resulting number of Directors. Co-opted Board members have and are entitled to exercise all the same rights and privileges at meetings of the Board as any other

Director, including the right to vote. For the avoidance of doubt, co-opted Directors do not need to be a member or Fellow of the College.

(d) If the office of Chair of the Board has been elected by the Board pursuant to Part 7.5 from a Chair of a Faculty Council, the relevant Faculty Council may appoint to the Board, subject to Board approval, a substitute Faculty Council representative to act on behalf of that Faculty Council in place of the Chair of that Faculty Council and that substitute Faculty Council representative may hold office until the third Annual General Meeting of the College following their appointment to the Board.

(e) The Board composition of three (3) year terms with a maximum of six (6) years in office, set out in clauses 60(a)(vii), 60(b), 60(d) and 60A(a):

(i) apply from the next Director election cycle after the adoption of this Constitution at the 2025 Annual General Meeting 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;~~, and~~

(ii) do not apply to a Faculty Chair or co-opted Director (who is also a Fellow of the College) who wish to nominate to be elected as President-Elect under clause 61(b) and so appointed as President, and

~~(ii)~~(iii) apply to the Chair of the National Faculty of GPs in Training Council as their term in 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 ~~and class of membership~~ other than as a GP in Training.

60A. A person is eligible to become a Director if they:

(a) subject to clauses 60(e)(ii) and 60(e)(iii), have not already served a maximum of six (6) years in office either continuously or in total;

(b) other than a Director co-opted as an additional, independent member of the Board under clause 60(b), are a member of the relevant class, or hold the relevant Faculty Chair position, with a corresponding right to seek election or appointment to the relevant position on the Board;

(c) are 18 years of age or older;

(d) consent in writing to become a Director;

(e) hold or have applied for a Director Identification Number (**DIN**);

(f) complete any other required suitability assessment required by the College or by law;

(g) have obtained or commit to obtaining 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;

(h) are not prohibited, disqualified or otherwise prevented from being a Director under the Governing Acts; and

(i) subject to clause 100(c), are not an employee of the College on the date that they are elected or appointed to the Board.

Part 7.2 The President

61. (a) The President holds office until the conclusion of the second Annual General Meeting after their appointment, and despite any other provision of this Constitution, at the end of such meeting retires from office and from the Board. The President may not serve any consecutive terms of office but may hold office as President for further non-consecutive terms.

(b) Not more than 5 months or less than 4 months before the Annual General Meeting at which the President is due to retire as provided in clause 61(a) the Board must by notice in writing to all Fellows and Members, call for nominations for their successor from amongst the Fellows. Each nomination:

(i) must be signed by not less than 2 members eligible to make nominations;

(ii) must be countersigned by the nominee as evidence of their willingness to stand; and

(iii) must be received at the registered office of the College at such time (being not less than 28 days after the date on which the notice to Fellows and Members is dispatched) as the Board may determine.

(c) Not more than 4 months or less than 1 month before the Annual General Meeting at which the President is due to retire, his or her successor ("President-Elect") must be elected by a ballot of all members eligible to vote from amongst the nominations received in accordance with clause 61(b).

(d) The appointment of the President-Elect as President takes effect from the conclusion of the Annual General Meeting next following their election.

(e) If a casual vacancy occurs in the office of President, the President-Elect or, if there is no President- Elect, the Vice-President is the Acting President or, if there is no Vice-President, the Board must appoint one of its number to be Acting President until an Acting President is elected pursuant to clause 61(f) or for the balance of the term of office which the President would otherwise have served if such balance is 6 months or less.

(f) (i) If the balance of the term of office which the President would otherwise have served is more than 6 months, the Board may by notice in writing to all those eligible to make nominations call for nominations from amongst the Fellows for an Acting President to hold office from the date of their election pursuant to clause 61(f)(ii) until the conclusion of the term of office which the President would otherwise have served. Each nomination must be:

(A) signed by not less than 2 members eligible to make nominations;

(B) countersigned by the nominee as evidence of their willingness to stand; and

(C) received at the registered office of the College at such time (being not less than 28 days after the date on which the notice to Fellows and Members is dispatched) as the Board may determine.

(ii) A ballot of all members eligible to vote must be held as soon as practicable to elect an Acting President from amongst the nominations received in accordance with clause 61(f)(i).

(g) An Acting President elected as provided in clause 61(f)(i) is eligible to be elected as President-Elect pursuant to clauses 61(b) and 61(c).

(h) Despite anything contrary in this Constitution, any person holding the office of President must be a Fellow.

Part 7.3 The President-Elect

62. (a) A President-Elect elected pursuant to clauses 61(b) and 61(c), from the time of their election, is entitled to attend Board meetings as an observer, but is not a Director nor Board member until they commence as President.

(b) If a vacancy occurs in the office of President-Elect between the date of their election and the date of their appointment as President, the Board must as soon as possible call for further nominations and hold an election for a new President-Elect in their place in accordance with the provisions of clauses 61(b) and 61(c).

(c) Despite anything contrary in this Constitution, any person nominated for the office of President- Elect must be a Fellow.

Part 7.4 The Vice-President

63. (a) At the first meeting of the Board after each Annual General Meeting, the Board must elect the Vice-President from its members. If a casual vacancy occurs in the position of Vice-President, the Board may elect one of its members to be Vice-President to fill the position until the next Annual General Meeting.

(b) Despite anything contrary in this Constitution, any person nominated for the office of Vice-President must be a Fellow of the College.

Part 7.5 The Chair of the Board

64. (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 earlier of:

(i) the opening of the second Annual General Meeting after their election as Chair, or

(ii) the date they are due to retire as a Director.

(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.

Part 7.6 Boards power to appoint the Censor-in-Chief

65. (a) The Board may appoint a Fellow as Censor-in-Chief, on recommendations provided by the Chief Executive Officer, 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.

(b) The Board may remove the Censor-in-Chief for any lawful reason, subject to the College complying with the terms of any agreement between the College and the Censor-in-Chief.

(c) The Censor-in-Chief is entitled to attend Board meetings and general meetings if so directed by the Board from time to time, but is not a Director nor Board member.

(d) The Censor-in-Chief will have the responsibilities determined by the Board, which as at the adoption of this clause includes without limitation responsibility to chair the Council of Censors and be a member of the Board sub-committee responsible for academic matters.

In order to transition to the Board appointing a Fellow as Censor-in-Chief to an employment position of the College, this clause 65 will only become operative at the end of the term of the current Censor-in-Chief at the time of adopting this Constitution at the 2025 Annual General Meeting and so the sitting Censor-in-Chief remains on the Board as a Director until November 2026.

Part 7.7 Chair of the Finance, Audit and Risk Management Committee

66. The Board must elect the Chair of the Finance, Audit and Risk Management Committee from its members, who shall fill the position until the earlier of:

(a) the third~~second~~ Annual General Meeting following their election, or

(b) the date they are due to retire as a Director

and on retiring as Chair are eligible for re-election for two further consecutive terms of office subject to them remaining in office as a Director.

66.1. The election of a new Chair of the Finance, Audit and Risk Management Committee is to occur at the first meeting of the Board following the expiry of the term of the previous Chair of the Finance, Audit and Risk Management Committee in accordance with this clause 66.

66.2 If a casual vacancy occurs in the position of Chair of the Finance, Audit and Risk Management Committee, the Board must elect one of its members to be Chair of the Finance, Audit and Risk Management Committee to fill the position until the next Annual General Meeting.

Part 7.8 Faculty Representatives

67. (a) The Chair of each Faculty Council referred to in clause 60(a)(vii) and any other Faculty representative appointed to the Board pursuant to clause 60(d) are members of the Board.

(b) The Chair of each Faculty Council referred to in clause 60(a)(vii) shall, subject to also being eligible to be a Director under clause 60A, be elected by the Council from amongst the Council's members. The Faculty Councils referred to in clause 60(a)(vii) shall be elected by the members of the Faculty in accordance with a regulation approved by the Board. Faculty Councils may co-opt additional members of the Council, in accordance with a regulation approved by the Board, provided that the number of Council members co-opted must not exceed one third in total of the resulting number of Council members.

68. [**Not used**]

PART 8 DETERMINATION OF MEMBERSHIP OF THE BOARD

69. (a) The College may, by ordinary resolution of which special notice pursuant to section 203D of the Corporations Act has been given, remove any Director before the expiration of their period of office, and any vacancy created pursuant to this clause 69 is to be filled as a casual vacancy.

(b) Upon special notice being given pursuant to section 203D of the Corporations Act, the Board may, if it is reasonably considered necessary to safeguard the interests of the College in the period intervening the special notice given and general meeting held pursuant to this clause 69, suspend or relieve a Director from the performance of any public role incidental to their appointment to the Board by a resolution passed by a two thirds majority of Directors present and voting at a meeting convened by the Chair of the Board for the purpose of considering the proposed resolution.

70. The office of any Director becomes vacant if they:

(a) subject to clause 60(e)(ii), have served a maximum of six (6) years in office either continuously or in total;

(b) become bankrupt or makes any general arrangement or composition with their creditors;

(c) become prohibited from being a director of a company by reason of any order made under the Corporations Act;

(d) cease to be a Director by virtue of the Governing Acts;

(e) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health where the Board is satisfied that such status is likely to adversely affect the Director's ability to discharge their duties to the College;

(f) resign their office by notice in writing to the College;

(g) 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);

(h) subject to clause 100(c), hold any material office of profit under the College including but not limited to being an employee;

(i) subject to clause 60(c), cease to be a member of the College;

(j) are removed pursuant to clause 69(a);

(k) commit an offence by being directly or indirectly interested, within the meaning of section 191 of the Corporations Act, or equivalent provision in the ACNC Act, in any contract or proposed contract with the College, or

(l) in the case of a GP in Training who is elected as the Chair of the National Faculty of GPs in Training Council, cease to be enrolled in a Recognised RACGP Fellowship Pathway without having attained or being entitled to Fellowship.

PART 9 POWERS AND DUTIES OF THE BOARD

71. (a) Subject to the Governing Acts, this Constitution and any direction given by the College in general meeting, the business and affairs of the College is managed by or under the direction of the Board, which may exercise all such powers of the College as are not, by the Governing Acts or by this Constitution, required to be exercised by the College in general meeting, provided that no direction of the College in general meeting invalidates any prior act of the Board which would have been valid had that direction had not been given.

(b) Without limiting the generality of clause 71(a), the Board may exercise all the powers of the College:

(i) to borrow and raise money;

(ii) to charge any property or business of the College and to issue debentures or give any other security for a debt, liability or obligation of the College or of any other person;

(iii) to determine who may on behalf of the College sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;

(iv) to pay the costs, charges and expenses incidental to the promotion, management, regulation and governance of the College; and

(v) to make, amend and repeal regulations, not being inconsistent with the Governing Acts or this Constitution, in relation to the affairs of the College.

72. Any Board regulation for the time being in force are binding on the members of the College as if it were included in this Constitution.

73. The Board must cause minutes to be made:

(a) of all appointments of officers and auditors;

(b) of the names of Directors present at all meetings of the College, the Board, and any other managing or governing body of the College;

(c) of all proceedings and resolutions at all meetings of the College, the Board, and any other managing or governing body of the College; and

(d) of disclosures and notices of Directors' interests.

Such minutes must be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.

74. Any minute entered and purporting to be signed in accordance with clause 73 is prima facie evidence of the proceedings to which it relates. Where minutes have been so entered and signed then, unless the contrary is proved:

(a) the meeting is deemed to have been duly convened and held;

(b) all proceedings that are recorded in the minutes as having taken place at the meeting is deemed to have duly taken place; and

(c) all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting is deemed to have been validly made.

PART 10 PROCEEDINGS OF THE BOARD

Part 10.1 Full Board

75. The Board may meet together for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit.

76. Subject to this Constitution, questions arising at any meeting of the Board are decided by a majority of votes, and a determination by a majority of Directors at a meeting at which a quorum is present is deemed to be a resolution of the Board. In case of an equality of votes, the chair does not have a second and casting vote and the resolution does not carry.

77. A Director who has an interest in any matter brought or to be brought before the Board must declare such interest to the Board. If the Board decides there is a conflict of interest, the Director must abstain from discussion on the matter and must not vote in respect of the matter, and if the Director does so vote their vote does not count. At the request of the Board, the Director must leave the meeting and must not be present during the discussion and voting on the matter. Procedures regarding these matters may be covered by regulation.

78. For the purposes of clause 77, a Director does not have an interest in a contract merely because the contract insures, or would insure, the Director against:

(a) a liability incurred by the Director as an officer of the College; or

(b) any legal costs incurred by the Director in the defence of civil or criminal proceedings against the Director as an officer of the College.

79. The quorum necessary for the transaction of the business of the Board is 5 of whom not less than 3 must be Regional Faculty Chairs or any other Faculty representative pursuant to clause 60(d).

80. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as its number is reduced below the number fixed by clause 79 as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the College, but for no other purpose.

81. The Chair of the Board is entitled to preside at any meeting of the Board, or in their absence the President, or in their absence the Vice-President, but if at any meeting none of them are present within 10 minutes after the time appointed for the holding of the meeting, the Directors present may choose one of their number to chair the meeting.

82. The Company Secretary must summon a meeting of the Board:

(a) at the request of the President, or

(b) at the request of the Chair of the Board; or

(c) on the requisition of 2 or more Directors.

83. (a) If Directors entitled to receive notice of a Board meeting who represent at least 85% of the Directors entitled to vote on the resolution have signed a document, which may be in any form, containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Board held on the day and at the time at which, the document was signed by at least 85% of the Directors entitled to do so.

(b) For the purpose of clause 83(a), two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors together constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

(c) A reference in clause 83(a) to all of the Directors does not include a reference to a Director who, at a meeting of the Board would not be entitled to vote on the resolution.

84. Provided that a majority of the Directors agree, the Directors may participate in a meeting of the Board by means of a conference telephone, closed circuit television or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Any Director participating in such a meeting for the purposes of this Constitution is deemed to be personally present at the meeting.

85. The Board may delegate any of its powers or functions (being powers or functions exercisable by it as the directors of the College by the Governing Acts) to:

(a) a Board Committee established under Part 10.2; or

(b) the Chief Executive Officer.

Part 10.2 Board Committees and Advisory Councils

86. The Board may establish one or more Board Committees of such member or members of the College as the Board thinks fit. Any Board Committee so formed shall conform to any regulations that may be imposed by the Board and subject to those regulations have power to co-opt any person or persons. Any member of such a Board Committee appointed by the Board has one vote. No co-opted member is entitled to vote on matters brought before that Board Committee unless such co-option was approved by the Board.

87. The Board may establish one or more advisory councils consisting of such member or members of the College as it thinks fit. Such advisory councils must act in an advisory capacity only. They must conform to any regulations that may be imposed by the Board and subject to those regulations have power to co-opt any person or persons. Any member of such an advisory council appointed by the

Board has one vote. No co-opted member of such an advisory council is entitled to vote unless such co-option was approved by Board.

88. The chair of any Board Committee or advisory council must be appointed by the Board, but if at any meeting the chair is not present within 10 minutes after the time appointed for the holding of the meeting, the members present may choose one of their number to chair the meeting.

89. A Board Committee or advisory council must regulate its meetings in accordance with any regulations that may be imposed on it by the Board. Subject to such regulation, a Board Committee or advisory council may meet, adjourn and otherwise regulate its meetings as it thinks fit.

90. Questions arising at a meeting of a Board Committee or advisory council must be determined by a majority of votes of the members present and voting. In case of an equality of votes, the Board Committee or advisory council chair does not have a second and casting vote and the resolution does not carry.

91. Provided that a majority of the members of a Board Committee or advisory council agree, the members may participate in a meeting of the Board Committee or advisory council by means of a conference telephone, closed circuit television or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Any member of a Board Committee or advisory council participating in such a meeting for the purposes of this Constitution is deemed to be personally present at the meeting.

92. All acts done by any meeting of the Board or of a Board Committee or advisory council or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the Board Committee or advisory council, or to act as a Director, or that a person so appointed was disqualified, is as valid as if the person had been duly appointed and was qualified to be Director or to be a member of the Board Committee or advisory council.

PART 11 GENERAL

Part 11.1 College Officers

93. The Board may appoint a Chief Executive Officer (or acting Chief Executive Officer) taking into account the Board's recommendation, for such term and at such remuneration and upon such conditions as it may think fit. The Chief Executive Officer may be removed by the Board.

94. The Board shall appoint a Company Secretary for the purposes of the Corporations Act.

Part 11.2 Execution of Documents

95. (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).

Part 11.3 Accounts

96. The Board must cause financial records to be kept in accordance with the Governing Acts. Financial reports must be prepared, audited and provided to members in accordance with the Governing Acts.

Part 11.4 Audit

97. An auditor must be appointed to carry out the required functions in accordance with the Governing Acts.

Part 11.5 Notices

98. (a) Subject to the Governing Acts, a notice may be given by the College to any member

(i) by serving it on the member personally;

(ii) by sending it by post to the member at their registered address or the address if any supplied by them to the College for the giving of notices to the member;

(iii) by email – where the member consented to receiving notices at a nominated email address; or

(iv) by any other electronic means – where the member consented to receiving notices by that electronic means.

(b) Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(c) A notice sent by email or other electronic means is deemed served immediately upon completion of sending if such completion is within business hours in the place where the relevant communication is received, but if not, then at 9:00 a.m. next occurring during business hours at such place.

99. (a) Notice of every general meeting must be given in accordance with clause 98 to:

(i) every member except those members for whom the College has no registered address or other address for the giving of notices to them; and

(ii) the auditor or auditors for the time being of the College.

(b) No other person is entitled to receive notices of general meetings.

Part 11.6 Income to be applied towards the College's objects

100. (a) The income and property of the College must be applied solely towards the promotion of its objects as set out in this Constitution. Subject to clauses 100(b), 100(c) and 100(d), no College income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member or Director.

(b) Directors may be remunerated for their services as Directors, and paid for out-of-pocket expenses incurred in the performance of a duty as a Director, provided the amounts are reasonable and approved by the Board, and provided the total remuneration given to all Directors for their services as Directors does not exceed in aggregate in any financial year the amount as the College in general meeting determines by resolution.

(c) Directors may be paid for goods delivered or services rendered to the College in a professional or technical capacity where the amount payable is reasonable and approved by the Board.

(d) Members may be paid for goods delivered or services rendered to the College in a professional or technical capacity or as employees, where the amount payable is reasonable.

(e) The Directors may determine that providing grants, funding, services or any other form of financial or non-financial assistance to a related body corporate of the College is an appropriate method of promoting the College's objects as stated in clause 2 provided:

(i) the related body corporate of the College is a charity in Australia that is:

(A) charitable at law; and

(B) registered as a charity with the Australian Charities and Not-for-profits Commission; and

(ii) the constitutional documents of the related body corporate require it to apply its income and assets solely towards promoting charitable purposes; and

(iii) the Directors consider the charitable purposes of the related body corporate to be consistent with the College's objects as stated in clause 2.

Part 11.7 Winding up

101. Every member of the College undertakes to contribute to the assets of the College in the event of it being wound up during the time that they are a member or within one year afterwards, for the payment of debts and liabilities of the College contracted before the time at which he or she ceases to be a member, and of the costs, charges and expenses of winding up the College, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding twenty dollars ($20.00).

102. If upon the winding-up or dissolution of the College there remains a surplus of assets after satisfaction of all its debts and liabilities:

(a) the surplus must not be paid to or distributed among the members of the College;

(b) the surplus must be given or transferred to a charity or charities in Australia that are charitable at law and registered as a charity with the Australian Charities and Not-for-profits Commission, having objects similar to those of the College, which must, by its constitution or rules, prohibit the distribution of its income and property among its members to at least the same extent set out in this Constitution;

(c) the charity or charities in clause 102(b) are to be determined by the members of the College at or before the time of dissolution, and failing this by application to a court of competent jurisdiction; and

(d) to the extent effect cannot be given to this clause 102, the surplus is to be applied to some charitable object as close as possible to the objects of the College (cy près).

Part 11.8 Indemnity

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.

(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.

Part 11.9 Definitions and Interpretation

108. (a) In this Constitution, unless the context otherwise requires:

(i) "**ACNC Act**" means the Australian Charities and *Not-for-profits Commission Act 2012* (Cth) or any subsequent or similar enactment or re-enactment;

(ii) "**Affiliate**" means a member of the College in general practice in Australia who is not a registered medical practitioner, and who may be a medical student who is currently enrolled in an undergraduate or graduate course approved by an Australian medical school, or who may be employed in general practice as a practice nurse, practice manager, a division of general practice, or a regional training provider, or who may be an International Medical Graduate who is not eligible to be registered to practice medicine in Australia;

(iii) "**Associate**" means a member of the College who is admitted as an Associate as provided by this Constitution and whose membership of the College has not been terminated; and "Associateship" has a corresponding meaning;

(iv) "**Annual General Meeting**" means the annual general meeting held by the College as required by the Governing Acts and in accordance with Part 5 of this Constitution;

(v) "**Board**" means the Board of the College constituted in accordance with Part 7.1;

(vi) "**Board Committee**" means a committee of the Board established under Part 10.2 from time to time;

(vii) "**College**" means The Royal Australian College of General Practitioners constituted as a company limited by guarantee under this Constitution;

(viii) "**Constitution**" means this constitution of the College;

(ix) "**Continuing Professional Development requirements**" means such continuing professional development programmes as may from time to time be prescribed by Board regulation as the minimum requirements for retention of Fellowship, Membership or Associateship of the College;

(x) "**Corporations Act**" means the *Commonwealth Corporations Act 2001* (Cth) or any subsequent or similar enactment or re-enactment;

(xi) "**Director**" means a member of the Board, each member of which is a director of the College;

(xii) "**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;

~~(xii)~~(xiii) "**Extraordinary General Meeting**" means a general meeting other than an Annual General Meeting;

~~(xiii)~~(xiv) "**Faculty**" means regional or other faculties established by regulations under Part 3;

~~(xiv)~~(xv) "**Faculty Council**" means the council or other governance body of a Faculty under the regulations establishing that Faculty;

~~(xv)~~(xvi) "**Fellow**" means a member of the College who is admitted as a Fellow under Part 2.2 of this Constitution thereby becoming entitled to use the post-nominal "FRACGP" under clause 9(a) and whose membership of the College has not been terminated, but does not include an Honorary Fellow or any other person not entitled to use the post-nominal "FRACGP"; and "Fellowship" has a corresponding meaning;

~~(xvi)~~(xvii) "**general practice**" means medical practice which involves initial, continuing, comprehensive and coordinated medical care for all individuals, families and communities and which integrates biomedical, psychological, social and environmental understandings of health;

~~(xvii)~~(xviii) "**Governing Acts**" means the ACNC Act and or the Corporations Act as the context requires;

~~(xviii)~~(xix) "**GP in Training**" means a member of the College who is admitted as a GP in Training under this Constitution and "GP in Training" has a corresponding meaning;

(xx) "**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;

~~(xix)~~(xxi) "**medical practitioner**" means:

(A) a person registered under the legislation in force in any State or Territory of Australia as a medical practitioner and authorised pursuant to that legislation to practice medicine; or

(B) any other person with medical qualifications or experience approved by the Board from time to time as a prerequisite for admission to membership of the College;

~~(xx)~~(xxii) "**member**" means a Fellow, Member, Associate, GP in Training, Affiliate, Honorary Fellow and Honorary Member of the College and whose membership of the College has not been terminated; and "membership" has a corresponding meaning;

~~(xxi)~~(xxiii) "**Member**" means a member of the College who is admitted as a Member as provided by this Constitution and whose membership of the College has not been terminated, but does not include an Honorary Member unless it is expressly stated that it does so; and "Membership" has a corresponding meaning;

~~(xxii)~~(xxiv) "~~P~~**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)~~, in which the votes of those present and of those voting by proxy are taken into account~~. ~~The poll will be conducted by the Chair and may be by secret ballot.~~ Following the declaration of the poll, all record of individual votes must be destroyed.

~~(xxiii)~~(xxv) "**registered office**" means the College's registered office for the purposes of section 142 of the Corporations Act;

~~(xxiv)~~(xxvi) "**regulation**" means a regulation made by the Board in accordance with clause 71(b)(v) whether or not known as regulations, policies, rules, standing orders, by-laws, terms of reference or some other name;

~~(xxv)~~(xxvii) "**Recognised RACGP Fellowship Pathway**" means the general practice Fellowship pathways recognised by the Board as a prerequisite for admission to Fellowship; and

~~(xxvi)~~(xxviii) "**Regional Faculty**" means a regional faculty established by regulations under Part 3.2.

(b) This Constitution is to be interpreted subject to the Governing Acts.

(c) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Governing Acts, the same meaning as in that provision of the relevant Governing Act.

(d) Whenever used in this Constitution, unless the context indicates a contrary intention, words importing the singular number include the plural, and vice versa, and words importing a gender include other genders, words importing natural persons include corporations, and headings are for ease of reference and do not affect the construction of this Constitution.

(e) The replaceable rules in the Corporations Act do not apply.

Notes:

The College was incorporated on 4 February 1958 pursuant to a Memorandum of Association and Articles of Association dated 17 December 1957.

This Constitution is based on the Memorandum of Association effected by special resolution and passed on

24 September 1992, 6 October 1993, 15 September 1994, 28 September 1995, 20 August 2001, 30

September 2004, 2 October 2008 and 1 October 2009.

This Constitution is based on the Articles of Association, which were adopted by special resolution passed on 24 September 1992 and altered by special resolutions passed on 6 October 1993, 15 September 1994, 28 September 1995, 17 October 1996, 30 September 1997, 20 August 2001, 30 September 2001, 7 October 2002, 30 September 2004, 2 October 2008 and 1 October 2009.

The Memorandum of Association and Articles of Association were replaced with this Constitution at the annual general meeting on 1 October 2009. This Constitution was altered by special resolutions passed on 6 October 2010, 11 October 2018, 24 October 2019, 17 November 2021, 24 November 2022, 23 November 2023, ~~and~~ 13 November 2025 and 19 November 2026 [pending].