

The Royal Australian College of General Practitioners

CONSTITUTION

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RACGP

Royal Australian College of General Practitioners

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Corporations Act 2001
Company Limited by Guarantee
CONSTITUTION
of
THE ROYAL AUSTRALIAN COLLEGE OF GENERAL PRACTITIONERS LTD
ACN 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 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.
6. 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.

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; 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 (subject to clause 59); 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 to the Board as Chair of the National Faculty of GPs in Training Council but not any other position on the Board; 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 censure 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 punished 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) the appointment of Directors in the place of those retiring;
 - (d) the appointment of the auditors, if necessary; and
 - (e) the approval of the Directors' annual allowance under clause 104.

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.

Part 6.2 Voting at general meetings

44. At any general meeting a resolution put to the vote of the meeting is decided on a show of hands 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, a declaration by the chair that a resolution has on a show of hands 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.
45. 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.
46. No poll may be demanded on the election of a chair or on the adjournment of a general meeting.
47. 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.
48. Subject to clause 25, any member entitled to vote on a resolution may vote in person or by proxy, 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 has one vote; and
 - (b) on a poll every member entitled to vote present in person or by proxy has one vote.

53. At least 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 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.
54. 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 is deemed invalid and not counted.
55. 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.
56. 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.
57. 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 committee for that purpose. After hearing the complaint, the Board must determine the matter and its decision is final.
58. A Ballot may be conducted 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

59. (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;
 - (iii) the President-Elect, who shall be a Fellow elected in accordance with Part 7.2;
 - (iv) the Censor-in-Chief, who shall be a Fellow elected in accordance with Part 7.6;
 - (v) the Chair of the Board;
 - (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, the South Australia and 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, and any other Faculty representative pursuant to clause 59(d); and
 - (viii) any co-opted member of the Board under this Constitution.
- (b) Despite anything to the contrary in Part 2, the Board may co-opt additional members of the Board, who shall fill the position until the second 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 two further consecutive terms of office.
- (c) The number of Board members co-opted pursuant to clause 59(b) must not exceed one third in total of the resulting number of Directors. Co-opted 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.
- (d) If the office of Chair of the Board has been elected by the Board pursuant to clause 63 from a Chair of a Faculty Council, the relevant Faculty Council may appoint to the Board, subject to Board approval, a substitute Faculty representative.

Part 7.2 The President

60. (a) The President holds office until the conclusion of the second Annual General Meeting after their appointment, and at the end of such meeting retires from office. 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 60(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 60(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 60(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 60(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 60(f)(i).
- (g) An Acting President elected as provided in clause 60(f)(i) is eligible to be elected as President-Elect pursuant to clauses 60(b) and 60(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

61. (a) A President-Elect elected pursuant to clauses 60(b) and 60(c) becomes ex officio a member of the Board and of its Executive immediately following their election.
- (b) If a casual 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 60(b) and 60(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

62. (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

63. At the first meeting of the Board after each Annual General Meeting, the Board will elect one of its members as the Chair of the Board. 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 The Censor-in-Chief

64. (a) The Censor-in-Chief holds office until the conclusion of the second Annual General Meeting after their appointment, and at the end of such meeting retires from office if not re-elected, but is eligible for re-election for two further consecutive terms of office.
- (b) Any Censor-in-Chief who has served 3 consecutive terms of office is not entitled to hold office again as Censor-in-Chief until at least 2 years have elapsed since the expiry of their last term of office.
- (c) Not more than 8 months or less than 6 months before the Annual General Meeting at which the Censor-in-Chief is due to retire as provided in clause 64(a), the Board must by notice in writing to all those eligible to vote call for nominations for their successor from amongst the Fellows. Each nomination must be:
- (ii) signed by not less than 2 Fellows or Members;
 - (iii) countersigned by the nominee as evidence of their willingness to stand; and
 - (iv) 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.
- (d) Not more than 6 months or less than 1 month before the Annual General Meeting at which the Censor-in-Chief is due to retire, their successor must be elected from amongst the nominations received in accordance with clause 64(c) by a ballot of the members occupying the positions as determined in regulations as at 180 days before that Annual General Meeting, but if any of those positions, or equivalents, do not then exist then such positions will be disregarded.
- (e) The appointment of the incoming Censor-in-Chief takes effect as from the conclusion of the Annual General Meeting next following their election.
- (f) If a casual vacancy occurs in the office of Censor-in-Chief, the Board must appoint one of its number who must be a Fellow to be Acting Censor-in-Chief until an Acting Censor-in-Chief is elected pursuant to clause 64(g) or for the balance of the term of office which the Censor-in-Chief would otherwise have served if such balance is 6 months or less. The term of office of any Acting Censor-in-Chief appointed pursuant to this clause 64(f) does not count for the purposes of clause 64(b).
- (g) (i) If the balance of the term of office which the Censor-in-Chief would otherwise have served is more than 6 months, the Board must by notice in writing to all Fellows and Members call for nominations from amongst the Fellows for an Acting Censor-in-Chief to hold office from the date of their election pursuant to clause 64(g)(ii) until the conclusion of the term of office which the Censor-in-Chief would otherwise have served. Each nomination must be:
- (A) signed by not less than 2 Fellows or Members;
 - (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 in accordance with the provisions of clause 64(d) must be held as soon as practicable to elect an Acting Censor-in-Chief from amongst the nominations received in accordance with clause 64(g)(i).
- (iii) The term of office of any Acting Censor-in-Chief elected pursuant to this clause 64(g) does not count for the purposes of clause 64(b).
- (h) An Acting Censor-in-Chief elected as provided in clause 64(g) is eligible to be elected as Censor-in-Chief pursuant to clauses 64(c) and (d), subject to the provisions of clause 64(a).
- (i) Despite anything contrary in this Constitution, any person nominated for the office of Censor-in-Chief must be a Fellow.

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

65. At the first meeting of the Board after each Annual General Meeting, the Board must elect the Chair of the Finance, Audit and Risk Management Committee from its members to fill the position until the next Annual General Meeting. 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

- 66. (a) The Chair of each Faculty Council referred to in clause 59(a)(vii) and any other Faculty representative appointed to the Board pursuant to clause 59(d) are members of the Board.
- (b) The Chair of each Faculty Council referred to in clause 59(a)(vii) shall be elected by the Council from amongst the Council's members. The Faculty Councils referred to in clause 59(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.
- 67. Not used

PART 8 DETERMINATION OF MEMBERSHIP OF THE BOARD

- 68. (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 68(a) 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 68, 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.
- 69. The office of any Director becomes vacant if they:
 - (a) become bankrupt or makes any general arrangement or composition with their creditors;
 - (b) become prohibited from being a director of a company by reason of any order made under the Corporations Act;
 - (c) cease to be a Director by virtue of the Governing Acts;
 - (d) 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;
 - (e) resign their office by notice in writing to the College;
 - (f) for more than 6 months are absent without the permission of the Board from meetings of the Board held during that period, and the Board resolves that their office be vacated;
 - (g) subject to clause 104, hold any office of profit under the College;

- (h) cease to be a member of the College;
- (i) are removed pursuant to clause 68(a);
- (j) 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
- (k) 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

70. (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 70(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.
71. 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.
72. The Board must cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of the names of Directors present at all meetings of the College and of the Board; and
 - (c) of all proceedings at all meetings of the College, the Board, the Executive, and any other managing or governing body of the College.

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.

73. Any minute entered and purporting to be signed in accordance with clause 72 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

74. The Board may meet together for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit.
75. 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.
76. 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.
77. For the purposes of clause 76, 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.
78. 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 59(d).
79. 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 78 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.
80. 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.
81. The President may at any time, and the Chair of the Board on the requisition of 2 or more Directors may, summon a meeting of the Board.
82.
 - (a) If at least 75% of the Directors 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 provided that no Director has objected to the resolution within 14 days of the document first having been circulated, 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 75% of the Directors entitled to do so.
 - (b) For the purpose of clause 82(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 82(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.
83. 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.

84. 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) the Executive established under Part 10.2;
 - (b) a committee established under Part 10.3; or
 - (c) the Chief Executive Officer.

Part 10.2 Executive Committee

85. The Executive Committee of the Board comprises:
- (a) the President;
 - (b) the Chair of the Board;
 - (c) the Vice President;
 - (d) the President Elect,
 - (e) the Censor-in-Chief, and
 - (f) the Chair of Finance, Audit and Risk Management Committee,
- and a quorum comprises four members.
86. The Board may delegate to the Executive the supervision of the day to day business of the College and may delegate such other functions as the Board may in its discretion think fit.
87. The Executive, during intervals between meetings of the Board, has power as delegated by the Board to exercise certain powers of the Board, subject to any restrictions or limitations imposed by the Board from time to time in regulations.
88. The Executive must meet, convene and adjourn its meetings and may otherwise regulate its proceedings subject to any regulations that may be imposed on it by the Board.
89. Subject to this Part 10.2, the provisions of Part 10.1 apply to the Executive as if a reference to the Board were a reference to the Executive, and a reference to a Director or member of the Board were a reference to a member of the Executive.

Part 10.3 Committees and Advisory Councils

90. The Board may establish one or more committees of such member or members of the College as the Board thinks fit. Any 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 committee appointed by the Board has one vote. No co-opted member is entitled to vote on matters brought before that committee unless such co-option was approved by the Board.
91. 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.
92. The chair of any 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.
93. A 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 committee or advisory council may meet, adjourn and otherwise regulate its meetings as it thinks fit.
94. Questions arising at a meeting of a 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 committee or advisory council chair does not have a second and casting vote and the resolution does not carry.

95. Provided that a majority of the members of a committee or advisory council agree, the members may participate in a meeting of the 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 committee or advisory council participating in such a meeting for the purposes of this Constitution is deemed to be personally present at the meeting.
96. All acts done by any meeting of the Board or of a 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 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 committee or advisory council.

PART 11 GENERAL

Part 11.1 College Officers

97. 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.
98. The Board shall appoint a company secretary for the purposes of the Corporations Act.

Part 11.2 The Seal

99. The Board must provide for the safe custody of the seal, which must only be used by the authority of the Board or of a committee of the Board authorised by the Board. Every instrument to which the seal is affixed must be signed by 2 Directors and must be countersigned by the company secretary or by a third Director or by some other person appointed by the Board for the purpose.

Part 11.3 Accounts

100. 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

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

Part 11.5 Notices

102. (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 facsimile – where the member consented to receiving notices at the member's nominated facsimile number;
 - (iv) by electronic mail – where the member consented to receiving notices at a nominated electronic mail address; or
 - (v) 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 facsimile (provided a status report received by the sender which shows the notice has been transmitted) is deemed served immediately upon completion of sending if such completion is within business hours in the place where the addressee's facsimile machine is located, but if not, then at 9.00 am next occurring during business hours at such place.

- (d) A notice sent by electronic mail 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.
 - (e) In this clause 102, “business hours” means from 9:00 a.m. to 5:00 p.m. on a day that major trading banks are open for business at the place or in the postal district where the addressee’s facsimile machine is located.
103. (a) Notice of every general meeting must be given in accordance with clause 102 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

104. (a) The income and property of the College must be applied solely towards the promotion of its objects as set out in this Constitution. Subject to clauses 104(b), 104(c) and 104(d), no College income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member or 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 or as employees, 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.

Part 11.7 Winding up

105. 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).
106. 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 some other charitable institution or institutions having objects similar to those of the College, which institution 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 charitable institution or institutions in clause 106(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 106, 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

107. (a) To the relevant extent, 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.
- (b) To the relevant extent, the College indemnifies every person who is or has been an officer or auditor of the College against legal costs incurred in defending an action for a liability incurred by that person as an officer of the College.
108. To the relevant extent, 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 against a liability:
- (a) incurred by the person as an officer provided that the liability does not arise out of conduct involving:
 - (i) a wilful breach of duty in relation to the College; or
 - (ii) contravention of section 182 or 183 of the Corporations Act or equivalent provisions in the ACNC Act;
 - (b) for costs and expenses incurred by the person in defending proceedings whether civil or criminal, whatever their outcome.
109. For the purposes of clauses 107 and 108:
- (a) “officer” has the meaning given by section 9 of the Corporations Act; and
 - (b) “to the relevant extent” means:
 - (i) to the extent the College is not precluded by law from doing so;
 - (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
 - (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation, or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

Part 11.9 Definitions and Interpretation

110. (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) “College” means The Royal Australian College of General Practitioners constituted as a company limited by guarantee under this Constitution;
 - (vii) “Constitution” means this constitution of the College;

- (viii) “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;
- (ix) “Corporations Act” means the *Commonwealth Corporations Act 2001* (C’t) or any subsequent or similar enactment or re-enactment;
- (x) “Director” means a member of the Board, each member of which is a director of the College;
- (xi) “Executive” means the Executive Committee of the Board established under Part 10.2;
- (xii) “Extraordinary General Meeting” means a general meeting other than an Annual General Meeting;
- (xiii) “Faculty” means regional or other faculties established by regulations under Part 3;
- (xiv) “Faculty Council” means the council or other governance body of a Faculty under the regulations establishing that Faculty;
- (xv) “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) “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) “Governing Acts” means the ACNC Act and or the Corporations Act as the context requires;
- (xviii) “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;
- (xix) “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) “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) “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) “Poll” means a vote conducted at a general meeting, 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) “registered office” means the College’s registered office for the purposes of section 142 of the Corporations Act;
“
- (xxiv) Not used;

- (xxv) “regulation” means a regulation made by the Board in accordance with clause 70(b)(v) whether or not known as regulations, policies, rules, standing orders, by-laws, terms of reference or some other name;
 - (xxvi) “Recognised RACGP Fellowship Pathway” means the general practice Fellowship pathways recognised by the Board as a prerequisite for admission to Fellowship; and
 - (xxvii) “seal” means the common seal of the College and includes any official seal of the College.
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- (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 and 17 November 2021.