



RACGP

Royal Australian College of General Practitioners

Notice of the RACGP June 2022 extraordinary general meeting

Tuesday 28 June 2022, 7.00 pm (AEST)



The Royal Australian College of General Practitioners Ltd
100 Wellington Parade
East Melbourne VIC 3002

www.racgp.org.au

ABN 34 000 223 807

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

ID-2845

Introduction

An extraordinary general meeting (EGM) of the Royal Australian College of General Practitioners (RACGP) Ltd will be held on Tuesday 28 June 2022 at 7.00 pm (AEST), and conducted online via Zoom.

This EGM will vote on the one ordinary resolution presented. No other business features on the agenda.

Business

- 1. Welcome**
- 2. Ordinary resolution 1**

Ordinary resolution 1

To remunerate the RACGP's Directors for performing the services of Directors up to a total of \$1,185,000 for the 2022–23 financial year (1 July 2022 to 30 June 2023).

Explanatory material

Context

At present, RACGP members have approved remuneration of Board members only up to and including 30 June 2022. Because the RACGP annual general meeting (AGM) will not be held until November 2022, Board members will not be paid for their services to the RACGP Board unless members approve remuneration beyond 30 June 2022.

At each AGM, RACGP members vote on the remuneration of Board Directors for their service, as outlined in Section 104(b) of the *RACGP Constitution*. Historically, the Board has sought member endorsement of Director remuneration for a 12-month period based on AGM dates (ie from one AGM to the next).

Following two external reviews of Director remuneration, we announced at the 2021 AGM that resolutions on Directors' fees would align with financial years rather than AGM dates. Our AGMs are not necessarily held at the same time each year, so approval is sometimes needed for a contingency amount to ensure Directors continue to be paid. Moving to a financial-year approach increases certainty and transparency around remuneration payments.

At the 2021 AGM, we asked members to endorse Director remuneration for two financial years (FY):

- FY 2021–22: Members voted to approve Director remuneration for the period from 17 November 2021 (date of the 2021 AGM) to 30 June 2022.
- FY 2022–23: Members voted to reject a resolution regarding remuneration payable to Directors from 1 July 2022 to 30 June 2023.

The RACGP Board would like to clarify and explain the revised resolution, which is outlined in greater detail below.

Because the second resolution failed to pass, the Board Directors cannot be paid for their services between 1 July 2022 and our next AGM in November 2022.

This revised resolution seeks member approval to bridge the gap and endorse remuneration for Directors from 1 July 2022 to 30 June 2023.

At the 2022 AGM and each subsequent AGM, members will vote on the total aggregate amount of Director remuneration for the next financial year (ie at the 2022 AGM, members will vote to remunerate Directors for the financial year 1 July 2023 to 30 June 2024).

Remuneration breakdown

In 2021, the RACGP Board of Directors commissioned two external reviews of Director remuneration. Following a market analysis, the reviews determined that the current base fee for a Director is appropriate. Remuneration is as follows:

Financial years	2018–19	2019–20	2020–21	2021–22 projection	2022–23 proposal
Total remuneration (including super)*	\$886,282.00	\$902,330.41	\$946,247.67	\$964,086.67	\$988,188.84†
Year-on-year variance	N/A	+1.8% (\$16,084.41)	+4.9% (\$43,917.26)	+1.9% (\$17,839)	+2.5% (\$24,102.17)
What led to the variance?	N/A	<ul style="list-style-type: none"> Establishment of the National Faculty for GPs in Training 	<ul style="list-style-type: none"> In honour of the full Presidential term, remuneration to the family of the late Dr Harry Nespolon, former RACGP President, for the remaining months of the term of office Remuneration increase for the Censor-in-Chief position to reflect increased time commitment of four days per week Remuneration increase for a co-opted Director to become Chair Payment to Directors of RACGP Oxygen (entity wound up as of 30 June 2021) 	<ul style="list-style-type: none"> CPI increase from the previous year's Directors' fees of 2.5%, aligned to the increase for Senior Management Band employees of the RACGP Increase in Presidential remuneration as approved at the 2021 AGM, offset by the Censor-in-Chief Executive Director role reclassified as a related party transaction** 	<ul style="list-style-type: none"> CPI increase proposed for Directors' fees of 2.5%

*Note: The remuneration displayed in the table above is solely representative of Board remuneration and excludes any related-party transactions.

**Note: The recent Director remuneration reviews commissioned by the RACGP Board determined that the Censor-in-Chief is a critical role that encompasses an ex officio role as an RACGP Board member. Fees paid to the Censor-in-Chief for their role as a Director of the RACGP should still be considered Director's fees and contribute to the aggregate cap approved by members under the RACGP Constitution. It is required to provide significant additional services in that role, separate to their role as a Director of the RACGP. This portion of the role encompasses both education governance and policy responsibilities, as well as exam and assessment responsibilities. Fees paid to the Censor-in-Chief for the role as Executive Director should be considered related-party transactions and not included in the aggregate cap. This change was outlined at the 2021 AGM, from which time these changes took effect.

†The combined total remuneration sought for all Directors for the financial year 2022–23 of \$1,185,000.00 includes \$988,188.84 in Director fees and a 20% contingency for unanticipated changes to Board remuneration. We note that this contingency is for new activity, such as the co-opting of a Director in relation to the establishment of an RACGP faculty in the Northern Territory.

Standing orders for this EGM

- The EGM will be held online, in accordance with the *RACGP Constitution*, the *Australian Charities and Not-for-profits Commission Act* and the *Corporations Act*.
- There will be no physical attendance – the EGM will be live streamed, accessible using an internet connection on a compatible device.
- Eligible members can vote or cast their proxy online before the EGM or vote during the EGM.
- Eligible members can submit their questions in advance of the EGM or during the EGM, to be addressed by the meeting chair.
- Only the one ordinary resolution will be considered. There will be no general or other business.

Notes

These notes form part of the Notice of the EGM.

This EGM will be held online to allow members to fully participate by being able to witness contributions to the meeting made by others and make their own contribution without significant impediment.

Standing orders

Members wishing to ask a question during the meeting must use the Q&A function to submit their question in writing.

Standing orders for member resolutions:

- To enable maximum participation, each member may submit one question using the Q&A function until all members who wish to ask questions have done so, unless given leave by the meeting chair.
- Responses to the questions may be provided verbally or in writing during the meeting. No other business will be discussed during the EGM.

Voting entitlement

Under the *RACGP Constitution*, all members who are on the members register 48 hours before the EGM may attend the online meeting. Eligible members can cast their vote online up to two weeks prior to the EGM or during the EGM via the BigPulse voting platform.

The following voting entitlements apply:

- Fellows, members, GPs in training and associate members may vote on ordinary resolution 1.
- Affiliate members are not eligible to vote.
- Honorary Fellows and honorary members have the voting rights and privileges available to them in their capacity as a member prior to receiving their award.

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

Voting instructions

We have appointed OGL Group Pty Ltd ABN 76 145 200 237 (OGL Group) to act as the independent returning officer. OGL Group has extensive experience in conducting online meetings and voting. Voting will be conducted online.

Lodging votes

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

If you are unable to vote online, you may submit a proxy form. Proxy forms are available on the [RACGP EGM webpage](#) or by [emailing the RACGP](#) or calling 1800 472 247.

Proxy forms must be signed and dated by the member or, if signed under a power of attorney, the member's duly authorised attorney, and [emailed to the RACGP returning officer](#) or mailed to Gavin Ryan, Returning Officer, OGL Group Pty Ltd 10–20 Gwynne Street, Cremorne, Victoria 3121, Australia.

Time for lodging proxies and revocations of proxy

Proxies and any revocations of proxy must be received before any vote is exercised and will not be accepted after 7.00 pm (AEST) on Sunday 26 June 2022. No late proxies or revocations of proxy will be accepted.



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