

# Notice of the 67th Annual General Meeting

**Thursday 21 November 2024, 4.00 pm AWST**

Perth Convention and Exhibition Centre,  
and live streamed.



**RACGP**

The Royal Australian College of General Practitioners Ltd  
100 Wellington Parade  
East Melbourne, Victoria 3002  
[www.racgp.org.au](http://www.racgp.org.au)

ABN: 34 000 223 807

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

# Notice of the 67th Annual General Meeting

Notice of the Annual General Meeting (AGM) of the Royal Australian College of General Practitioners (RACGP) Ltd is given to be held at the Perth Convention and Exhibition Centre and will be live streamed on Thursday 21 November 2024 at 4.00 pm AWST. Register your attendance at [www.racgp.org.au/agm](http://www.racgp.org.au/agm)

# Business

1. **Welcome and thank you to the 66th Board**
2. **Meeting proceedings and to note the minutes of the 66th Annual General Meeting held on 23 November 2023**
3. **Presentation – Chair of the Board**
4. **Finance report by the Chair, Finance Audit & Risk Management Committee and the Chief Financial & Corporate Services Officer – to receive and consider the finance report and the reports of the Board and the auditors of the RACGP for the year ended 30 June 2024**
5. **Presentation – President**
6. **Ordinary Resolutions:**
  - 6.1 **Directors’ remuneration**

**Ordinary Resolution 6.1: Directors’ remuneration for Financial Year 2026**

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

‘The total amount available to remunerate directors is \$896,000, including superannuation, for the 2025–26 financial year (1 July 2025 to 30 June 2026), but excluding the President’s remuneration.’

**Ordinary Resolution 6.2 President’s remuneration**

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

‘The total amount available to remunerate the RACGP President in performing the constitutional duties of the President is \$338,474 including superannuation, effective from the 2024 AGM to the 2025 AGM.’
  7. **Memorial minute**
  8. **Presentation – Chief Executive Officer**
  9. **To declare the outcomes of the resolutions put to the AGM**
  10. **Welcome to the 67th Board members**
  11. **Presentation – President-Elect**
  12. **Close of official Annual General Meeting proceedings**

**By order of the Board per**

Dr Lara Roeske, Chair of the Board

10 October 2024

# Notes

These notes form part of the Notice of AGM.

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

## Standing orders

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

Standing order for member resolutions:

- To enable maximum participation, each member may submit only one question via the microphones in the AGM room if attending in-person or using the Zoom Q&A module if attending digitally until all members who wish to ask questions have done so, unless given leave by the meeting.
- Responses to the questions may be provided verbally or in writing during the meeting.

No other business will be discussed during the AGM.

## Voting entitlement

Under the RACGP's Constitution, all members who are on the members' register 48 hours prior to the AGM may attend the meeting. Eligible members can cast their vote online up to 10 days prior to the AGM or during the AGM via the BigPulse online voting platform.

The following voting entitlements apply:

- Fellows, Members, Registrar Associates, and Associate members may vote on Ordinary resolutions 6.1 and 6.2.
- Affiliate members are not eligible to vote.
- Honorary Fellows and Honorary Members have those voting rights and privileges as were available to them in their capacity as a 'member' prior to receiving their award.

Any member ordinarily entitled to vote, but whose annual subscription is more than three months in arrears, is not entitled to vote, nor to be counted in a quorum or speak at the AGM.

## Voting instructions

OGL Group has been appointed to act as the independent Returning Officer. OGL Group has extensive experience in the conduction of online meetings and voting.

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

Members eligible to vote at the AGM will receive an email from the RACGP's appointed Returning Officer from OGL Group from the BigPulse online voting platform with your unique voting link on Monday 11 November 2024 from 12.00 pm AEDT. Please check your spam and junk mail folders. Eligible members can cast their votes online prior to or during the AGM.

If you are unable to locate your voting email, or are having difficulties casting your vote, please email [generalmeetings@racgp.org.au](mailto:generalmeetings@racgp.org.au).

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### 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 or attend the AGM, you may submit a proxy form. Proxy forms are available online at: [racgp.org.au/agm](https://racgp.org.au/agm), by contacting the RACGP at [generalmeetings@racgp.org.au](mailto:generalmeetings@racgp.org.au) or on (03) 8699 0466. Proxy forms must be signed and dated by the member or, if signed under a power of attorney, the member's duly authorised person, and addressed to: [generalmeetings@racgp.org.au](mailto:generalmeetings@racgp.org.au)

Or mailed to:

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

### Time for submitting proxies and revocations of proxy

Proxies and any revocations of proxy must be received before any vote is exercised and will not be accepted after 4.00 pm AWST (7.00 pm AEDT) on Tuesday 19 November 2024.

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

### Technical difficulties

If technical difficulties occur during the AGM, the Chair of the meeting has discretion as to whether and how the meeting should proceed. In exercising this discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the meeting may continue.

## EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

This information forms part of the Notice of the 67th AGM.

### Directors' remuneration for Financial Year 2026

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

An independent review of director fees was undertaken by Mercer Consulting (Australia) Pty Ltd in August 2024. The RACGP's director fees were benchmarked against not-for-profit companies, including member-based and healthcare organisations of similar size and revenue. A secondary comparator group was also used, comprising federal and state organisations and universities. The Board is recommending that fees align to the average of what the benchmarked organisations pay, except for the Director Fee, which is below the average paid. The fee increases also include the statutory superannuation increase from 11.5% to 12%, which applies from 1 July 2025.

The Board recommends the following increases (including 12% superannuation):

- Director Fee from \$47,380 to \$50,000.00, or 5.52%.
- Board Chair Fee from \$67,396 to \$70,000, or 3.86%.
- Vice President Fee from \$23,689 to \$25,760, or 8.74%.
- Board Committee Chair Fee from \$23,689 to \$25,000, or 5.53%.

The fees recommended take into consideration workload compared to comparator boards and that the RACGP attracts and retains directors that can dedicate the time and bring the diverse experience and skills needed to oversee the RACGP's operations in a high compliance environment.

## President's Fee for 2025

The role of the President is an elected position enshrined in the Constitution with an ex-officio membership of the Board.

The President's fee is confirmed from AGM to AGM to reflect the election cycle and is approved separately by members.

An increase of 4.4% is proposed for the President's Fee, from \$324,158 to \$338,474 including superannuation. The role has been benchmarked and classified using the Korn Ferry Hay methodology, and this increase will maintain the fee to the average paid for similarly classified roles. The Board's recommendation takes into consideration the complexity of issues and expertise, accountability and time commitment required of the presidential role, to drive advocacy activity and engagement with the RACGP's stakeholders.

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

## Other payments to directors

In addition to Directors' Fees, Directors can receive other payments from the RACGP under Clause 100(c) of the Constitution (**Director Payments**).

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

Director Payments are reported in the financial report aligned to the date of such payments. Director Payments are treated as related party transactions under RACGP policy.

The Faculty Chair fee was reviewed by Mercer Consulting (Australia) Pty Ltd in August 2024. The Board has approved an increase to this fee based on independent benchmarking, and consideration of the advocacy activities required of this role and that no increase has been applied for two years.

Other payments to directors will include:

- \$25,000 including superannuation to each Faculty Chair for the exercise of the role of Faculty Chair, effective from 21 November 2024. This is an increase from \$22,300, or 12.10%.
- executive payment to the Censor-in-Chief in excess of Directors' Fees.
- payments to directors for professional services supplied for and on behalf of the RACGP.

It is noted that due to conflict-of-interest provisions, the Board directors will not be casting votes for, and the AGM and the Chair will not be receiving proxy votes from Board directors for Ordinary Resolution 6.1.

## Eligible voters

Eligible voters in this resolution are Fellows, Members, Registrar Associates and Associate members.

It is noted that due to conflict-of-interest provisions, the President, who will Chair the AGM, will not be casting any votes, including Proxy votes in the case of the Chair, for Ordinary Resolution 6.2.

## Annexure to the resolutions above

**Table 1: Indicative Director Fee proposal for Financial Year 2025–26 by fee type**

12% superannuation applied, effective from 1 July 2025

Fee Type	Base Fee	Superannuation (12%)	Total
Director x 15 (total for all directors)	\$669,645.00	\$80,355.00	\$750,000.00
President fee*	\$302,209.00	\$36,265	\$338,474.00
Vice-President fee	\$23,000.00	\$2,760.00	\$25,760.00
Chair fee	\$62,500.00	\$7,500.00	\$70,000
Chair of Finance, Audit and Risk Management Committee	\$22,321.00	\$2,679.00	\$25,000.00
Chair of People, Culture, Nominations and Remuneration Committee	\$22,321.00	\$2,679.00	\$25,000.00

\*Note that the President's Fee assumes 1.0FTE, 12% superannuation and excludes the Director Fee, which is included in the Director Fee calculation.

Financial Years	2022–23	2023–24	2024–25	2025–26
Total Remuneration (inc. super) – total for all directors	\$988,188.84	\$1,053,760	\$1,189,120 (Includes President fee of \$324,158)	\$1,234,234 (includes President fee of \$338,474)
Year on year variance	+2.5% (\$24,102.17)	+5.09% (\$65,571.98)	+12.85% (\$135,360) Ex President fee: Total \$864,962	+3.79% (\$45,114) Ex President Fee: \$895,760 +3.56% (\$30,798)
What led to the variance	<ul style="list-style-type: none"> <li>CPI increase proposed for Directors' Fees of 2.5%</li> </ul> <p>Note, amount excludes 20% contingency; total aggregate amount approved was \$1,185,000.</p>	<ul style="list-style-type: none"> <li>No CPI increase applied</li> <li>To include remuneration for the Northern Territory Faculty Chair to be an additional Board member, plus statutory super increases for all directors</li> <li>Includes Board fees for President-elect (assumes four months)</li> </ul> <p>Note, excludes request to increase the cap by \$4,770 to cover the statutory superannuation increase from 1 July 2023 (to 11%).</p>	<ul style="list-style-type: none"> <li>Increase in 2.5% for Director Fees</li> <li>Increase 0.5% to cover statutory superannuation increase (to 11.5%)</li> <li>Includes the President's fee proposed for 2024 at 1.0FTE, which is a separate resolution</li> </ul> <p>Includes provision to pay the President-elect.</p>	<ul style="list-style-type: none"> <li>Increase 5.5% Directors Fees, including 0.5% to cover statutory superannuation increase (to 12%)</li> <li>Excludes provision for President-elect</li> <li>Includes the President Fee, with a 4.4% increase proposed</li> </ul>



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**Table 3: Indicative Director Fee proposal for Financial Year 2025–26 by position**

12% superannuation applied, effective from 1 July 2025

Director Position	Director Fees	Other Director Fees	Superannuation (12%)	Total remuneration
Board Chair		\$62,500.00	\$7,500.00	\$70,000.00
President	\$44,643.00	\$302,209.00	\$41,622.00	\$388,474.00
Vice-President		\$23,000.00	\$2,760.00	\$25,760.00
Chair of Finance, Audit and Risk Management Committee / co-opted Board director	\$44,643.00	\$22,321.00	\$8,036.00	\$75,000.00
Chair of People, Culture, Nominations and Remuneration Committee / co-opted Board director	\$44,643.00	\$22,321.00	\$8,036.00	\$75,000.00
Censor-in-Chief	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Aboriginal and Torres Strait Islander Health	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP GPs in Training	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Rural	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Specific Interests	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP New South Wales & Australian Capital Territory	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Northern Territory	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Queensland	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP South Australia	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Tasmania	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Victoria	\$44,643.00		\$5,357.00	\$50,000.00
Chair, RACGP Western Australia	\$44,643.00		\$5,357.00	\$50,000.00
<b>Total</b>	<b>\$669,645.00</b>	<b>\$432,351.00</b>	<b>\$132,238.00</b>	<b>\$1,234,234.00</b>

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

\*\*In the 2025–26 Financial Year the Chair of Finance, Audit and Risk Management (FARM) Committee will sit on the Board in a co-opted position. This means they will receive the Director Fee in addition to the FARM Chair Fee.

\*\*\* In the 2025–26 Financial Year the Chair of People, Culture, Nominations and Remuneration (PCNR) Committee will sit on the Board in a co-opted position. This means they will receive the Director Fee in addition to the PCNR Chair Fee.

## Recommendation

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

Healthy Profession.  
Healthy Australia.

