

Notice of the 65th Annual General Meeting

Melbourne Convention and Exhibition Centre
Thursday 24 November 2022, 4.30 pm (AEDT)



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-3482

Notice of the 65th 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 Melbourne Convention and Exhibition Centre and will be live streamed on Thursday 24 November 2022 at 4.30 pm (AEDT). Register your attendance at www.racgp.org.au/agm

Business

1. **Welcome and thank you to the 64th Board**
2. **To accept the minutes of the 64th AGM and the EGM on 29 June 2022**
3. **Chair's report**
4. **Chair of the Finance, Audit and Risk Management report – To receive and consider the annual finance report and the reports of the Board and the auditors of the RACGP for the year ended 30 June 2022**

5. **Presidential report**

6. **Ordinary Resolutions:**

- 6.1 Directors' remuneration**

Ordinary Resolution 6.1: Directors' 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:

'Remuneration of \$1,053,761 for the total aggregate amount to cover remuneration for 15 Directors for the 2023-24 financial year (1 July 2023 to 30 June 2024).'

Ordinary Resolution 6.2 President's remuneration

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

'The maximum aggregate amount available to remunerate the RACGP President in performing the constitutional duties of the President is \$240,000, effective from the 2022 AGM to the 2023 AGM.'

7. **Special Resolutions**

Adoption of Amended Constitution

Special Resolution 1

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

'That the RACGP's Constitution is amended by amending the current RACGP Constitution with those insertions, deletions and drafting changes marked in Annexure A, and the Board is given authority to consolidate and renumber the Constitution accordingly.'

8. **Memorial minute**

The RACGP respectfully acknowledges the members who have passed away since the previous AGM.

9. **CEO address**

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

11. **Welcome to the 65th Board members**

By order of the Board per

Ms Christine Nixon AO APM, Chair of the Board

21 October 2022

Notes

These notes form part of the Notice of AGM.

This AGM will be held at Melbourne 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 orders for member resolutions:

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

No other business will be discussed during the AGM.

Voting entitlement

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

The following voting entitlements apply:

- Fellows, members, Registrar Associates and associate members may vote on ordinary resolution 1
- Fellows, members, Registrar Associates and associate members may vote on ordinary resolution 2
- Fellows, members and Registrar Associates may vote on special resolution 1
- Affiliate members are not eligible to vote
- Honorary Fellows and honorary members have those voting rights and privileges as were available to them in their capacity as a member prior to receiving their award.

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

Voting instructions

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

In accordance with cost-saving strategies and the RACGP's environmental policy, voting will be conducted 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 online at: www.racgp.org.au/agm, by contacting the RACGP at generalmeetings@racgp.org.au or on (03) 8699 0466. Proxy forms must be signed and dated by the member or, if signed under a power of attorney, the member's duly authorised attorney, and addressed to: racgpreturningofficer@gmail.com

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 4:30 pm AEDT on Tuesday 22 November 2022.

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

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

This information forms part of the Notice of the 2022 AGM.

Directors' remuneration

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

Because the RACGP is running a deficit budget this financial year (2022–23), Board remuneration for the next financial year (2023-24) will not increase except:

- to include remuneration for a new position – Northern Territory Faculty Chair
- to reflect federal mandated increases to superannuation.

Board remuneration is aligned to the financial year rather than AGM dates because our AGMs are not necessarily held at the same time each year. A financial-year approach increases certainty and transparency around remuneration payments. Figure 1 provides a summary of payments approved from Financial Year 2021, and the proposed amount for Financial Year 2024.

The RACGP Board of Directors recently adopted a policy on director remuneration, including that remuneration is:

- reasonable, having regard to the director roles and RACGP's status as a charity registered by the Australian Charities and Not-for-profits Commission (ACNC)
- transparent and properly recorded and reported to members in accordance with the RACGP Constitution, ACNC Governance Standards and the law
- fair and equitable
- aligned to attraction and retention of skilled and engaged directors

- reviewed against an external market analysis
- aligned against the base fee for a director (with CPI applied)
- will not increase in financial years where the RACGP records a financial loss.

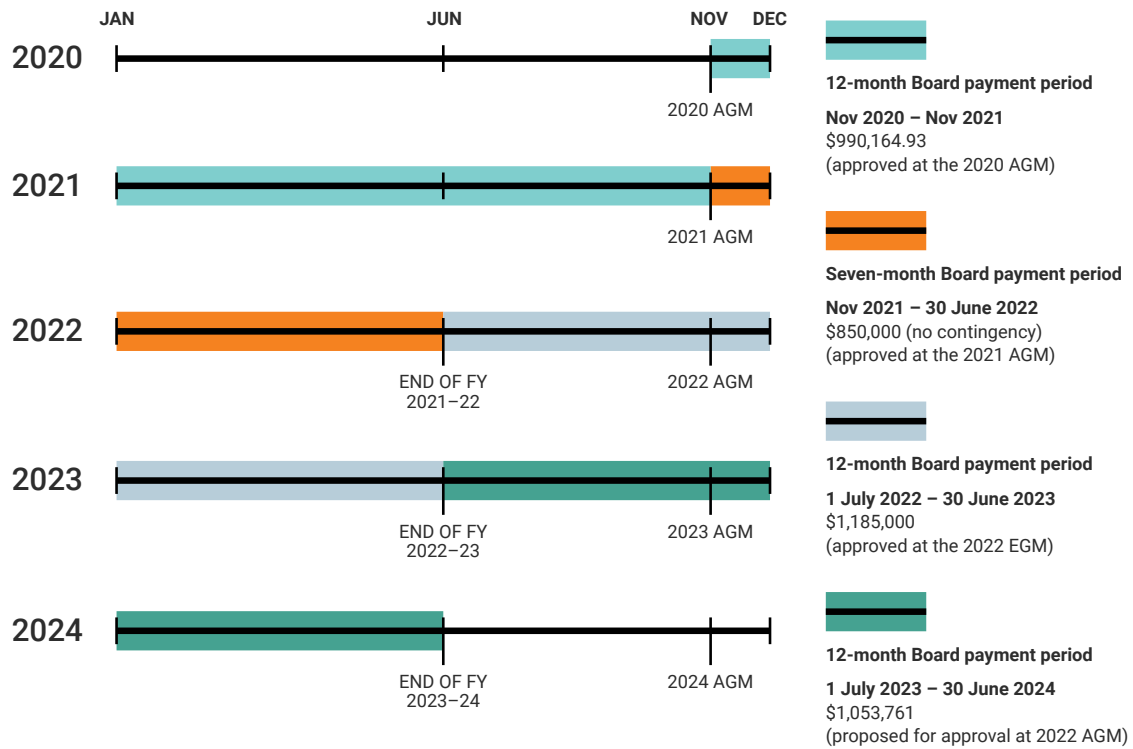


Figure 1: Summary of payments from November 2021 and proposed for Financial Year 2024

Other payments to directors

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

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

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

Director Payments will include:

- \$20,000 to each faculty Chair for the exercise of the role of faculty Chair
- executive payments to the Censor-in Chief in excess of Director’s Fees
- *ad-hoc* payments to directors for services supplied by the director for an 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, Associates and GPs in training (Registrar Associates).

President's remuneration

The role of the President is an elected position enshrined in the Constitution.

The increased role of advocacy both at state and federal level has significantly increased the time demands of the presidential role which can vary depending on the needs of the RACGP and the personal circumstances of the President.

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

Eligible voters

Eligible voters in this resolution are Fellows, Members, Associates and GPs in Training (Registrar Associates).

Annexure to the resolutions above

Table 1: Director Fee proposal for Financial Year 2023–24 by fee type

Fee Type	Base Fee	Superannuation	Total
Director x15 (aggregate; not individual)	\$621,857.25	\$65,295.00	\$687,152.25
President	\$196,800.00	\$20,664.00	\$217,464.00
Vice President	\$20,727.46	\$2,176.38	\$22,903.84
Chair	\$58,971.02	\$6,191.96	\$65,162.98
Chair – Finance Audit and Risk Management Committee	\$20,727.46	\$2,176.38	\$22,903.84
Chair – People Culture Nominations and Remunerations Committee	\$20,727.46	\$2,176.38	\$22,903.84
President-elect	\$13,819.05	\$1,451.00	\$15,270.05

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Table 2: Director Fee proposal for Financial Year 2023–2024 compared to previous years

Financial Years	2019/2020	2020/2021	2021/2022	2022/2023 Projection	2023/2024 Proposal
Total Remuneration (incl. super) – aggregate for all directors	\$902,330.41	\$946,247.67	\$964,086.67	\$988,188.84	\$1,053,760
Year on year variance	+ 1.8% (\$16,084.41)	+ 4.9% (\$43,917.26)	+ 1.9% (\$17,839)	+ 2.5% (\$24,102.17)	+ 5.09% (\$65,571.98)
What led to the variance?	<ul style="list-style-type: none"> • Establishment of the GPs in Training National Faculty 	<ul style="list-style-type: none"> • In honour of the full Presidential term, remuneration to the family of the late Dr Harry Nespolon, former RACGP President, for the remaining months of the term of office (approx. \$8,194.4) • Remuneration increase for the Censor-in-Chief position to reflect increased time commitment of four days per week in the role (\$50,740) • Remuneration increase for a co-opted director to become Chair (\$20,809) • Payment to directors of RACGP Oxygen (entity wound up as of 30 June 2021) (\$12,045) 	<ul style="list-style-type: none"> • CPI increase from the previous year's Directors' Fees of 2.5%, aligned to the increase for Senior Management Band employees of the RACGP • Increase in Presidential remuneration as approved at the 2021 AGM offset by the Censor in Chief Executive Director role reclassified as a related party transaction 	<ul style="list-style-type: none"> • CPI increase proposed for Directors' Fees of 2.5% 	<ul style="list-style-type: none"> • No CPI increase applied • To include remuneration for the Northern Territory faculty Chair to be an additional Board member, plus statutory super increases for all directors • Includes Board fees for President-elect (assumes 4 months)

Table 3: Director Fee proposal for Financial Year 2023–24 by position

Director Position	Director Fees	Other Director Fees	Superannuation	Total remuneration
Board Chair		\$58,971.02, Board Chair*	\$6,191.96	\$65,162.98
President	\$41,457.15	\$196,800 President	\$25,017.00	\$263,274.15
Vice President		\$20,727.46, Vice President*	\$2,176.38	\$22,903.84
Chair Finance Audit and Risk Management Committee / co-opted Board director	\$41,457.15	\$20,727.46, Chair of Finance Audit and Risk Management Committee**	\$6,529.38	\$68,713.99
Chair People Culture Nominations and Remunerations Committee		\$20,727.46, Chair People Culture Nominations and Remuneration Committee***	\$2,176.38	\$22,903.84
President-elect****	\$13,819.05		\$1,451.00	\$15,270.05
Censor in Chief	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP Aboriginal and Torres Strait Islander Health	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP Specific Interests	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP Rural	\$41,457.15		\$4,353.00	\$45,810.15
Chair GPs in Training	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP Victoria	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP WA	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP SA	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP NT	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP NSW&ACT	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP Queensland	\$41,457.15		\$4,353.00	\$45,810.15
Chair RACGP Tasmania	\$41,457.15		\$4,353.00	\$45,810.15
Co-opted Board director	\$41,457.15		\$4,353.00	\$45,810.15
Total	\$635,676.30	\$317,953.40	\$100,131.12	\$1,053,760.82

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

**In the 2023–24 Financial Year the Chair of the Finance Audit and Risk Management Committee will sit on the Board in a co-opted position. This means they will receive Director fees and Other Director Fees for their Board position as Chair of FARM.

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

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

Recommendation

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

Amendments to the RACGP Constitution

The Constitution amendments includes the establishment of a standalone Northern Territory Faculty Council.

The RACGP has entered into a new funding agreement with the Commonwealth Department of Health, pursuant to which the RACGP will take primary responsibility for the delivery of the Australian General Practice Training Program (**AGPT Program**), commencing on 1 February 2023.

The RACGP has become the sole member of GP Synergy Limited (**GP Synergy**), which is a registered training organisation that is presently involved in the delivery of the current general practice training program (ceasing on 31 January 2023). The RACGP will employ certain staff who will be involved in the delivery of the AGPT Program via the GP Synergy entity once the RACGP takes primary responsibility for its delivery on 1 February 2023.

The Board has undertaken a review of the RACGP's Constitution to ensure that it remains appropriate for the RACGP's current and proposed operations and structure, reflects the expanded activities to be undertaken by the RACGP. Following that review, the Board recommends to members that the amendments to the RACGP Constitution be approved.

Under section 136(2) of the *Corporations Act 2001* (Cth), amendments to the Constitution may only be made by a special resolution of members. The RACGP's Constitution was last amended at the General Meeting of members on 17 November 2021.

Copies of the RACGP existing Constitution and proposed amended Constitution are available on the RACGP's website at: www.racgp.org.au/agm You can also request a copy of the RACGP's existing Constitution and proposed amended Constitution at no charge by emailing companysecretary@racgp.org.au.

General changes to the RACGP Constitution

The proposed amended RACGP Constitution's clause numbering will be updated to reflect the deletion of unused provisions and the insertion of new provisions (as detailed below).

Specific changes to the RACGP Constitution

An overview of the material changes proposed to be made to the Constitution are detailed in the table below:

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Topic	Overview of proposed changes
Objects of the college (Clause 2)	<p>The RACGP's current Constitution already includes a comprehensive list of objects for which the RACGP is established.</p> <p>The proposed amended RACGP Constitution has updated the reference in sub clause (c) to 'providing <u>vocational</u> training'. This is intended to emphasis the expanding role that the RACGP has taken on in delivering the AGPT Program from 1 February 2023.</p>
Termination by resignation or resolution of the Board (Clauses 27, 28(b))	<p>The RACGP's current Constitution includes a regime whereby the Board may by ordinary resolution censure, suspend or expel a member who has wilfully neglected or refused to comply with the provisions of the Constitution or 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.</p> <p>However, the member may elect to have the matter dealt with by a committee instead. Where such committee passes a resolution by a majority of two-thirds, the member is 'punished' accordingly.</p> <p>The proposed amended RACGP Constitution has changed references to the member being 'punished' or the 'censure' of the member to 'sanctioned' or 'sanction' (as appropriate). This change in terminology reflects the language used in the new Professional Standards Committee Terms of Reference (dated July 2022).</p> <p>The proposed amendments do not change the operation of the clause but ensure consistency within the relevant part of the RACGP Constitution and with the Professional Standards Committee Terms of Reference.</p>
Appointment of directors (Clause 39(c))	<p>The RACGP's current Constitution includes a list of matters that will not be considered special business at an Annual General Meeting, including:</p> <p>'(c) the Appointment of Directors in the place of those retiring'.</p> <p>However, under the RACGP Constitution directors are not elected at Annual General Meetings.</p> <p>The proposed amended RACGP Constitution has replaced subclause (c) with 'acknowledgement of Directors who have retired and Director appointees', reflecting the practice of the RACGP at Annual General Meetings of welcoming the incoming Board of Directors and acknowledging retiring directors.</p>
Faculty Council Representative (Clause 59(a) and (d))	<p>The RACGP's current Constitution provides that where the Chair who is elected by the Board is a director by virtue of their role as Chair of a Faculty Council, that Faculty Council may (subject to Board approval) appoint to the Board a substitute Faculty Council representative to act on their behalf in place of the Chair of that Faculty Council.</p> <p>The proposed amended RACGP Constitution has been updated in order to make these provisions clearer. The proposed amendment does not change the operation of the clause but clarifies its intent and effect.</p> <p>The proposed amended clause identifies the establishment of a standalone Northern Territory Faculty Council and its decoupling from the previously entitled 'South Australia and Northern Territory Faculty Council'.</p>
Chair of the Finance, Audit and Risk Management Committee (Clause 65)	<p>The RACGP's current Constitution provides that the Chair of the Finance, Audit and Risk Management Committee is appointed for approximately one year at a time, essentially between each Annual General Meeting.</p> <p>The proposed amended RACGP Constitution has aligned the appointment of the Chair of the Finance, Audit and Risk Management Committee with the terms granted to co-opted board members and the Censor-in-Chief (being essentially two years, with the term expiring at the second Annual General Meeting following their appointment). The proposed amended RACGP Constitution has also imposed a limit of three consecutive terms of office on the Chair of the Finance, Audit and Risk Management Committee, which is also consistent with co-opted board members and the Censor-in-Chief.</p>
Minutes (Clause 72)	<p>The RACGP's current Constitution provides that the Board must cause minutes to be made of all meetings of the college and the Board, the attendees and proceedings of such meetings, and the appointments of officers and servants at such meetings.</p> <p>The proposed amended RACGP Constitution has removed reference to 'servants' and replaced this with 'auditors', and otherwise made minor amendments to the clause to ensure that meetings of the Executive and any other managing or governing body of the College are also captured, and that disclosures of Directors' interests are also expressly referenced.</p> <p>The proposed amendments reflect a more fulsome obligation on the Board to cause minutes to be made of all relevant meetings, improving the college's corporate recording keeping standards.</p>

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Topic	Overview of proposed changes
Written resolutions of the Board (Clause 82(a))	<p>The RACGP's current Constitution permits the Board to pass written resolutions signed by at least 75% of the directors, provided that no director has objected to the resolution within 14 days of the document first having been circulated.</p> <p>A window of 14 days for an objection to be raised is an uncommon formulation and removes the ability of the Board to move quickly when required (which is one of the main advantages to permitting written resolutions).</p> <p>The proposed amended RACGP Constitution includes a more common formulation, which is that written resolutions may be approved when signed by at least 85% of the directors entitled to vote on that resolution. The higher approval threshold compensates for the removal of the concept of a window for objections to be raised.</p>
The Executive Committee (Clause 85)	<p>The RACGP's current Constitution establishes that the Executive Committee comprises the President, the Chair of the Board, the Vice President, the President-elect, the Censor-in-Chief and the Chair of Finance, Audit and Risk Management Committee.</p> <p>The proposed amended RACGP Constitution has added the Chairs of any other Board committees that the Board determines as necessary or appropriate, from time to time as additional member of the Executive Committee.</p> <p>The rationale for this addition reflects the important role undertaken by Chairs of the Board committees. The intention is to retain flexibility for the Board to determine which committee chairs should be included from time to time, accounting for shifting priorities and risks in the future.</p>
Board Committees (Part 10.3, with flow on changes to clauses 57, 84, 85, 99, and 110)	<p>The proposed amended RACGP Constitution has inserted a new defined term for 'Board Committee', being any committee of the Board established under Part 10.3 from time to time. Throughout the document, references to committees of the Board have been updated to use this defined term.</p> <p>The rationale for this new defined term is to ensure there is clarity between the roles of the various committees, advisory councils and other governance and advisory organs established within the RACGP from time to time. The proposed amendments do not change the operation of the clauses.</p>
Income to be applied towards the college's objects (Clause 104)	<p>The proposed amended RACGP Constitution has included a new subclause (e) to clause 104, which provides that the RACGP is permitted to provide grants, funding, services or any other form of financial or non-financial assistance to a related body corporate of the RACGP, provided that it is registered as a charity with the Australian Charities and Not-for-profits Commission and has limitations within its constitution on the application of its income.</p> <p>The rationale for this new subclause is to ensure that the RACGP has the requisite flexibility to enter into a subcontract with GP Synergy Limited with regard to the provision of certain services as part of the RACGP's delivery of the AGPT Program, and to manage the finances of the two entities on a consolidated basis moving forward. Importantly, the RACGP is the sole member of GP Synergy Limited and is essentially a 'wholly-owned' subsidiary of the RACGP.</p>
Winding up (Clause 106)	<p>The RACGP's current Constitution provides that on a winding-up, any surplus assets must not be paid or distributed to members of the college, and that instead such surplus must be given to some other charitable institution(s) with similar objects to the RACGP. The inclusion of this clause is essential to the RACGP maintaining its registration with the Australian Charities and Not-for-profits Commission.</p> <p>The proposed amended RACGP Constitution has adjusted certain language in this clause to more explicitly articulate the nature of the organisation(s) to which the RACGP may transfer such surplus assets. Specifically, it is proposed that the clause is amended to refer to charities in Australia that are charitable at law and registered with the Australian Charities and Not-for-profits Commission.</p> <p>The proposed amendments do not change the operation of the clause but clarifies its intent and effect.</p>
Recommendation	<p>The directors unanimously recommend that members vote in favour of resolution 7.</p>

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Healthy Australia.

