

2023 Annual General Meeting

Minutes and outcomes of resolutions

66th Annual General Meeting The Royal Australian College of General Practitioners

The Royal Australian College of General Practitioners Ltd
100 Wellington Parade, East Melbourne, VIC, 3002
ACN 000 223 807

Thursday 23 November 2023, 7.00pm (AEDT), RACGP East Melbourne and via zoom webinar

ITEM 1: Welcome and thank you to the 65th Board

The President, Dr Nicole Higgins welcomed everyone to the Annual General Meeting and confirmed that a quorum was present.

Dr Higgins acknowledged the traditional owners and custodians of the lands and waterways in which attendees were joining the meeting from.

Dr Higgins noted the members of the Board in attendance in-person and joining the AGM digitally.

ITEM 2: Meeting proceeding and to note the minutes of the 65th Annual General Meeting held on 24th November 2022

The Chair noted the three principles of the AGM being:

1. To present the activities and financial accounts of the RACGP for the 2022–2023 financial year.
2. To vote on 3 ordinary resolutions and 6 special resolutions for the continued good governance of the RACGP;
and
3. To give members the opportunity to ask questions about any of the resolutions put forth for a vote.

The Chair noted that the minutes have been provided to members on the AGM website and there was no requirement to approve the previous minutes as the provisions in the Corporations Act regarding entry of minutes in the minute book and signature by the chair meets the necessary requirements.

ITEM 3: Chair's report

The Chair's report was provided by Dr Lara Roeske, with key items summarised as follows:

- noted the health system and general practice is in a state of flux with impacts locally and internationally.
- in 2023, as scheduled every three years, the Board undertook an independent and external Board Governance Review to ensure RACGP is achieving best practice and contemporary governance practices.
- it was noted a review of the Board governance models would soon be undertaken to strengthen the role between the Board and Faculties and improve the role of Faculties.
- noted the RACGP's joint venture with ACRRM, Joint Colleges Training Services, which oversees joint AGPT training program services for registrar housing in Northern Territory and development and delivery of Aboriginal and Torres Strait Islander health strategic plans.
- the RACGP Training Services Board was acknowledged for supporting the transition process in 2023.

ITEM 4: Finance report

Scott King, Chair of the Finance, Audit and Risk Management Committee introduced the finance report, summarised as follows:

- the College reported a consolidate, after tax result of \$4.9m financial loss in 2022–23, compared to a budgeted financial loss of \$10m.
- A main focus of the College will be to continue to focus on costs and efficiencies, rebuilding the cash reserves and continuing to invest in things that deliver value to members.

Pranay Lodhiya, Chief Financial Officer provided a detailed finance report, summarised as follows:

- RACGP reported \$197.9m in expenses versus \$192.2m in income resulting in a financial deficit.
- Cost control actions limited the operating deficit in FY23 to \$5.8m from the initially budgeted \$10m.
- As part of our continued fiscal responsibility, further reserve funds have been set up which will:
 - Build re-investment capability for one off investments
 - Build returns from charitable donations to utilise for research grants and awards.
 - Establish a rainy day fund for unexpected events.

ITEM 5: President's report

The President's report was provided by Dr Nicole Higgins, with key items summarised as follows:

- Noted the College has undergone a year of transformation, as RACGP has navigated through a rapidly changing environment.
- Advocacy has continued to strengthen, and this is evident in the general practice investment in the Federal Budget and 60-day medicine dispensing reforms.
- Payroll tax continues to be one of the toughest advocacy battles. RACGP has successfully lobbied for amnesties in many states and achieved a breakthrough new revenue office ruling in Queensland, providing clarity for practice owners.
- It was a big year in Media, with RACGP featuring in over 13,000 stories across TV, print and radio, which means more visibility and a more prominent and influential College.
- GP Training and CPD changes continued to feature throughout RACGP.
- The focus for the next 12 months will be on increasing funding into general practice, empowering the members as advocates, building a better culture, advising and contributing to the multiple government reviews and the attraction, recruitment and retention of our workforce.
- The Health of the Nation Report launched on November 15 with a focus on workforce. The results of our member survey show the challenges our profession is facing, and the urgent need for change.

ITEM 6: Ordinary Resolutions

The following ordinary resolutions were put forth:

Ordinary Resolution 6.1: Directors' remuneration for Financial Year 2025

To consider and if thought fit, pass the motion as an ordinary resolution, requiring 50% of those in favour of the item:

'Remuneration of \$865,000, including superannuation for the total aggregate amount to cover remuneration for the RACGP Directors for the 2024–25 financial year (1 July 2024 to 30 June 2025), but excluding the President's remuneration fee.'

Ordinary Resolution 6.2: President's remuneration

To consider and if thought fit, pass the motion as an ordinary resolution, requiring 50% of those in favour of the item:

'The maximum aggregate amount available to remunerate the RACGP President in performing the constitutional duties of the President is \$324,158 including superannuation, effective from the 2023 AGM to the 2024 AGM.'

Ordinary 6.3: Financial Year 2024 Directors Allowance – Superannuation increase

To consider and if thought fit, pass the motion as an ordinary resolution, requiring 50% of those in favour of the item:

'Increase the aggregate amount of remuneration for RACGP Directors for the 2023–24 financial year by \$4,770, to a total of \$1,058,531, to cover statutory superannuation increase from 1 July 2023.'

ITEM 7: Special Resolutions

The following special resolutions were put forth:

Special Resolution 7.1: Modification of Constitution- Virtual technology

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 Company modify its constitution by inserting the following clause after clause 43 as a new clause 44:

The College may hold a general meeting at:

- (a) one or more physical venues; or
- (b) one or more physical venues and using any virtual meeting technology; or
- (c) using virtual meeting technology only,
 - (i) as determined by the convener of the meeting, provided that any virtual meeting technology used that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using virtual meeting technology is taken to be present in person at the general meeting."

Special Resolution 7.2: Modification of Constitution – Term of the Chair of the Board

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 Company modify its constitution by deleting clause 63 and substituting the following clause:

- (a) Subject to the terms of this Constitution, the Board will elect one of its members as the Chair of the Board.
- (b) The Chair of the Board holds office until the opening of the second Annual General Meeting after their election.
- (c) At the first Board meeting after the Annual General Meeting at which the incumbent Chair retires from office, the Board will elect the Chair of the Board and such election will take immediate effect.
- (d) If a casual vacancy occurs in the position of the 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.”

Special Resolution 7.3: Modification of Constitution – Directors’ absence from office

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 Company modify its constitution by deleting clause 69(f) and substituting the following clause:

- (f) are absent without leave of absence from the Board from more than two consecutive meetings of the Board (not including meetings of a committee of the Board);”

Special Resolution 7.4: Modification of Constitution – Removal of Executive Committee

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 Company modify its constitution by deleting Part 10.2 and all other references to the ‘Executive Committee’ and the ‘Executive’.”

Special Resolution 7.5: Modification of Constitution – Execution of documents

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 Company modify its constitution by deleting clause 99 and substituting the following clause:

- (a) The College may sign or execute a document (including a deed) as set out in section 127 of the *Corporations Act* or as otherwise permitted under the *Corporations Act*.
- (b) Without limiting the ways a person may sign a document, a document to which Division 1 of Part 1.2AA of the *Corporations Act* applies may be signed by a person in accordance with that Division.
- (c) Nothing in this Constitution limits the ways in which the College may execute a document (including a deed).
- (d) The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123 of the *Corporations Act*. The fixing of the common seal, or any duplicate seal, to a document must be witnessed.
 - (i) As set out in section 127(2) of the *Corporations Act*; or
 - (ii) As otherwise authorised by the Board.”

Special Resolution 7.6: Modification of Constitution – Indemnity

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 company modify its constitution by deleting Part 11.8 and substituting the following clauses:

103. (a) Subject to and so far as permitted by the *Corporations Act, Competition and Consumer Act 2010* (Cth) and any other applicable law, the College indemnifies every person who is or has been an officer or auditor of the College against

any liability (other than for legal costs) incurred by that person as an officer or auditor of the College as a result of the appointment by the College.

(b) Subject to and so far as permitted by the *Corporations Act, Competition and Consumer Act 2010* (Cth) and any other applicable law, the College indemnifies every person who is or has been an officer or auditor of the College against legal costs incurred resisting or responding to an action for a liability incurred by that person as an officer of the College.

104. Subject to the *Corporations Act*, and any other applicable law, the College may pay or agree to pay a premium in respect of a contract insuring a person who is or who has been an officer of the College.

105. For the purposes of clauses 103 and 104:

(a) “officer” has the meaning given in section 9 of the *Corporations Act*; and

(b) “liability” means liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigations or inquiry by a government agency or liquidator.

106. The indemnity under this Part 11.8 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the College even though the person is not an officer at the time the claim is made.

107. The College may enter into an agreement or deed in favour of any current or former officer of the College, to give effect to the rights of the person under this Part 11.8 or any terms and conditions the Board thinks fit.”

ITEM 8: Memorial minute

The Chair respectfully acknowledged those RACGP members who had passed away since the last annual general meeting and their dedicated service to the health of the Australian public and involvement in the RACGP was acknowledged.

ITEM 9: CEO address

The CEO’s report was provided by Paul Wappett, with key items summarised as follows:

- As CEO, he represents the voice of over 1200 staff members, who are extraordinarily proud to work for an organisation that has such a meaningful impact on the Australian community.
- The most significant change to the College came through the Australian General Practice Training as there was only 159 days from the date of the agreement being signed to RACGP taking responsibility of training.
- 2023 saw new CPD requirements for medical practitioners come into effect.
 - 29,000 members have downloaded the MyCPD app.
 - There are 580 internal RACGP CPD activities which have been used for just under 110,000 hours by members.
 - There are 473 external CPD providers who provide 3,665 unique CPD activities and have been used for just under 197,000 hour by our members this year (more than double the 97,000 hours same time last year.
- Key advocacy events were held including the GP Crisis Summit, GPs at Parliament as well as localised state advocacy activities.
- The WONCA 2023 conference saw 4438 attendees from over 115 countries.
- RACGP undertook cost reduction exercises and underwent an organisational restructure.
- An Aboriginal and Torres Strait Islander Cultural & Health Training Framework was released which provides a narrative overview of key concepts and principles that have been identified in the literature to support best practice in Aboriginal and Torres Strait Islander health and education.

ITEM 10: To declare the outcomes of the resolutions put to the AGM

The Chair declared the results of voting on the resolutions as provided by the appointed Returning Officer from OGL group to the Company Secretary. The results were announced as follows:

Ordinary Resolution 6.1 – Approved

YES: 1210 (62.3%)
NO: 733 (37.7%)
Total votes: 1943

Ordinary Resolution 6.2 – Approved

YES: 1404 (72.7%)
NO: 526 (27.3%)
Total votes: 1930

Ordinary Resolution 6.3 – Approved

YES: 1246 (65.6%)
NO: 652 (34.4%)
Total votes: 1898

Special Resolution 7.1 – Approved

YES: 1549 (92.5%)
NO: 126 (7.5%)
Total votes: 1675

Special Resolution 7.2 – Approved

YES: 1461 (88.8%)
NO: 185 (11.2%)
Total votes: 1646

Special Resolution 7.3 – Approved

YES: 1446 (88.1%)
NO: 195 (11.9%)
Total votes: 1641

Special Resolution 7.4 – Approved

YES: 1418 (87.5%)
NO: 203 (12.5%)
Total votes: 1621

Special Resolution 7.5 – Approved

YES: 1419 (88.1%)
NO: 191 (11.9%)
Total votes: 1610

Special Resolution 7.6 - Approved

YES: 1300 (81.6%)
NO: 294 (18.4%)
Total votes: 1594

ITEM 11: Welcome to the 66th Board members

The Chair thanked the retiring Faculty Chair board directors Dr Bruce Willett (Vice-President and Chair, RACGP Queensland) and Professor Charlotte Hespe (Chair, RACGP New South Wales and Australian Capital Territory) who have served a full maximum term of 6 years each.

The Chair thanked retiring Faculty Chair board directors Dr Tim Jackson (Chair, RACGP Tasmania) and Dr Sean Black-Tiong (Chair, RACGP, GPs in Training), whose terms also concluded at the AGM.

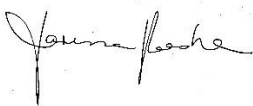
The Chair welcomed incoming Faculty Chair board directors Dr Toby Gardner (Chair, RACGP Tasmania), Dr Cathryn Hester (Chair, RACGP Queensland), Dr Rebekah Hoffman (Chair, RACGP New South Wales and Australian Capital Territory) and Dr Rebecca Loveridge (Chair, GPs in Training). It was acknowledged that Dr Sam Heard is no longer interim Chair, RACGP Northern Territory, but fully elected following the Faculty Election cycle this year.

It was noted that in line with the RACGP's Constitution, the Board would meet following the AGM to appoint the positions for Chair of the Board, Vice-President, Chair of the Finance, Audit and Risk Management Committee and Chair of the People, Culture, Nominations and Remuneration Committee.

Dr Nicole Higgins thanked members for attending and declared the AGM official proceedings closed at 8.51pm (AEDT).

The Chair invited Associate Professor Ayman Shenouda, 2022 Rose-Hunt award winner up to present the member presentation which concluded at 9.20pm (AEDT).

Signed by the Board Chair as a correct record of the meeting:



Dr Larissa (Lara) Roeske

Date: 7 December 2023.