



12 April 2019.

Dear Member,

On behalf of the Board of the College I am pleased to invite you to attend the 2019 Annual General Meeting ("AGM") of the College.

In this mail out for the AGM you will receive: -

- The Notice of Meeting convening the AGM;
- A Question Form, should you have questions for the Board or for the College's Auditors, as an alternative to emailing any questions you may have;
- A Proxy Form;
- A reply-paid envelope for lodging your Proxy Form and/or Question Form, as required.

BUSINESS OF THE AGM

The business of the AGM is set out in the accompanying Notice of Meeting.

Please note there are no items of business requiring Members to vote, but the College's Constitution requires that the College hold an AGM each year. The items of business are: -

- Report of the Board
- Annual Financial Report including Directors and Auditors Reports for the financial year ending 31 December 2018.

AGM LOCATION

The 2019 AGM will be held at **12.30pm (NZST) (10.30am AEST) on Monday 6 May 2019** at: -

The Waitakere Room
Aotea Centre
50 Mayoral Drive
AUCKLAND NEW ZEALAND 1010

MEMBERS' QUESTIONS

If you have any questions for the Board, or for the College's Auditors, Grant Thornton, you may submit these by **5.00pm on Wednesday 24 April 2019 (NZST)**.

For Members' convenience, any questions may be emailed to companysecretary@racp.edu.au. Alternatively, you may prefer to complete the enclosed question form and return it in the enclosed reply-paid envelope, or by mail/fax delivery to: -

Mail

The Company Secretary
The Royal Australasian College of Physicians
145 Macquarie Street
SYDNEY NSW 2000
AUSTRALIA

Fax

+61 2 9256 9699
Attn: Company Secretary

Members attending the AGM will have the opportunity to raise questions during the meeting.

ANNUAL REPORT

An electronic version of the College's 2018 Annual Report is available for viewing and downloading on the homepage of the College's website at: -

<https://www.racp.edu.au/about/racp-board-and-governance/annual-reports>

A hardcopy will be provided upon request to the office of the Company Secretary at email:

companysecretary@racp.edu.au

I look forward to your attendance at the AGM.

Yours Sincerely



Associate Professor Mark Lane
President, RACP

**NOTICE OF ANNUAL GENERAL MEETING
OF
THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS
(ACN 000 039 047)**

Notice is given that the 80th Annual General Meeting (“AGM”) of Members of The Royal Australasian College of Physicians (“College”) will be held on **Monday 6 May 2019 at 12.30pm (NZST) (10.30am AEST)**.

The AGM will be held at:

**The Waitakere Room,
Aotea Centre
50 Mayoral Drive
AUCKLAND NEW ZEALAND 1010**

1. BUSINESS OF THE AGM

The purpose of the AGM is to consider the following items as ordinary business of the College: -

a) Report of the Board

To receive and consider the Report of the Board.

b) Annual Financial Reports

To receive and consider the Financial Report for the College for the year ended 31 December 2018, together with the Responsible Entities’ Declaration, the Declaration by Responsible Member of the Governing Body and the Report on the Audit of the Financial Report.

2. EXPLANATORY NOTES

The following notes explain the items of business to be considered by the AGM.

None of the items of business for this AGM require Members to vote.

a) Report of the Board

The Report of the Board for the year ending 31 December 2018 is contained within the College’s 2018 Annual Report, available on the College website at <https://www.racp.edu.au/about/racp-board-and-governance/annual-reports>

b) Annual Financial Report

The Financial Report, the Responsible Entities Declaration, the Declaration by Responsible Member of the Governing Body and the Report on the Audit of the Financial Report of the College for the year ended 31 December 2018 are contained in the College’s 2018 Annual Report, available on the College website.

All the Reports are provided to Members for their information only.

Members will be given the opportunity to ask questions about all of the Reports. However, Members are not required to vote on the Reports and no formal resolutions in relation to the Reports are being put to the meeting.

All Reports are contained within the College’s 2018 Annual Report, available on the College’s website at <https://www.racp.edu.au/about/racp-board-and-governance/annual-reports> or in hard copy by request to the College’s Office of Company Secretary at companysecretary@racp.edu.au

3. PARTICIPATION AT THE AGM

As no voting is required on any item of business at this AGM, details of voting procedures have not been included.

Appointment of Proxy

Though no resolutions are being put to this Meeting, each Member who would otherwise be entitled to vote also has the right to appoint a proxy to attend the AGM on their behalf.

A proxy must be a Member of the College to be an effective appointment. If any Member wishes to appoint a proxy to attend the AGM, please follow the on-line process offered by Computershare, or complete and return the enclosed hard copy proxy form by any of the methods as detailed on the reverse of the proxy form.

The proxy form, either completed on-line, or included with this Notice of AGM, must be completed, signed and received by Computershare (for on-line form) or the College (for hard copy forms) in accordance with the instructions on the form at least 48 hours before the Meeting and in any event no later than **12.30pm on Saturday 4 May 2019 (NZST) (10.30am AEST)**.

4. FURTHER INFORMATION

If you require any further details regarding this Meeting please contact the Member Services Contact Centre +61 2 9256 5444 (Australia) or +64 4 472 6713 (New Zealand) (during normal business hours) or companysecretary@racp.edu.au

By Order of the Board



Andrew Horne
Company Secretary
The Royal Australasian College of Physicians
12 April 2019



From the President

12 April 2019

Dear Member,

Extraordinary General Meeting called at the request of Members

Our College has received a request from a group of more than 100 current Members to convene an Extraordinary General Meeting (meeting) to consider four Resolutions to amend the College's Constitution which are required to be approved as Special Resolutions.

The Board has met to consider the requisition and it has resolved to put these resolutions to the membership.

The Board has resolved to call an **Extraordinary General Meeting of the College members to be held on Monday 6 May 2019 commencing at 12.45pm (NZST)(10.45am AEST) after the College's Annual General Meeting at 12.30pm (NZST)(10.30am AEST)** in the same location, being: -

**The Waitakere Room
Aotea Centre
50 Mayoral Drive
AUCKLAND
New Zealand 1010**

A detailed Notice of Extraordinary General Meeting including the Explanatory Memorandum provided by the requisitioning members, Voting Procedures and a Proxy Form are attached to this letter. The College's Constitution requires this Notice to be sent to all Members, including those who have indicated they do not wish to receive any correspondence from the College.

Proposed Amendments to the College Constitution

The Proposed Special Resolutions put forward by the requisitioning Members seek amendments to the College Constitution and are set out in full in the Notice of Extraordinary General Meeting.

A copy of the current College Constitution marked up with the proposed amendments is available to view in the members area of the College website. <https://www.racp.edu.au/>

The proposed amendments received from the requisitioning members are as follows: -

Amendments to Clause 7.2 Board Accountability and Responsibility

RESOLUTION 1 - Amendment to sub-clause 7.2.2

Replace "oversee the Board election process" with "Oversee the Board election to ensure candidate electioneering and the election process is fair to all candidates".

RESOLUTION 2 – Addition of new sub-clause 7.2.11

Add a new sub-clause 7.2.11 to read: “establish criteria for and approve the appointment of a minimum of thirty and a maximum of sixty Fellows to the category of “Respected Fellow” from amongst Members holding Fellowship for a minimum of 10 years to allow the enactment of sub-clauses 7.2.12 and 7.2.13”.

RESOLUTION 3 – Addition of new sub-clause 7.2.12

Add a new sub-clause 7.2.12 to read: “establish a Code of Conduct Review Committee consisting of a minimum of three randomly selected “Respected Fellows” available for selection in order to review all alleged Code of Conduct Breaches made against a RACP Member, Director or other Member Office Holder.”

RESOLUTION 4 – Addition of new sub-clause 7.2.13

Add a new sub-clause 7.2.13 to read: “enable one or more “Respected Fellows” to be appointed to a College Standards Committee in place of a Director of the Board or past President of the College when a real or perceived conflict of interest arises or when a non-conflicted Director of the Board or past President of the College is not available for appointment.”

The Board has provided brief comments on the proposed amendments to the Constitution to assist members in the attached Explanatory Memorandum

Having carefully examined each of the proposed resolutions, your Board requests that you carefully consider the implications of each of the Proposed Resolutions on our College.

A Final Note: Don't ignore this process – Please make sure you have your say

This is an important vote for our College's future and I ask that every one of you exercise your right as Members and vote to allow the College to get on with its job of creating an active, innovative, and Member-focussed organisation.

If you are unable to attend the Extraordinary General Meeting, the Board strongly encourages you to participate by voting online or completing and returning the enclosed Proxy Form. Further instructions are provided in the Voting Procedures accompanying this letter.

In addition, the Annual General Meeting and Extraordinary General Meeting will be available to view live via Webcast which can be accessed via the link provided in the members area of the RACP Web Page - <https://www.racp.edu.au/>

Yours sincerely,



Associate Professor Mark Lane
President
The Royal Australasian College of Physicians

NOTICE OF EXTRAORDINARY GENERAL MEETING

DIRECTIONS ON HOW TO VOTE

PROXY FORM

**THIS MEETING IS BEING CALLED AT THE REQUEST OF CERTAIN MEMBERS OF
THE COLLEGE**

For the **Extraordinary General Meeting**
Of the Royal Australasian College of Physicians
(ACN 000 039 047)

to be held on

Monday 6 May 2019

Commencing at 12.45pm (10.45am AEST) after the conclusion of the College's
Annual General Meeting starting at 12.30pm (NZST 10.30am AEST)

The Waitakere Room
Aotea Centre
50 Mayoral Drive
AUCKLAND
New Zealand 1010

Your vote is important.
Proxy Forms must be received by 12.45pm (NZST) (10.45am AEST)
on Saturday 4 May 2019.

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF
THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS
(ACN 000 039 047)**

Notice is given that an Extraordinary General Meeting of **The Royal Australasian College of Physicians** (College) will be held on **Monday 6 May 2019 commencing at 12.45pm (NZST)(10.45am AEST) at the conclusion of the Annual General Meeting starting at 12.30pm (NZST)(10.30am AEST) at: -**

**The Waitakere Room
Aotea Centre, 50 Mayoral Drive
AUCKLAND 1010
NEW ZEALAND**

The Extraordinary General Meeting (meeting) has been called following a request by more than 100 Members of the College ("**Requisitioning Members**") pursuant to clause 5.2.2 of the Constitution of the College.

BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

Members are being asked to consider and, if thought fit, to pass as Special Resolutions the following Resolutions Proposed by the Requisitioning Members:

Resolution 1

To consider and, if thought fit, pass the following as a Special Resolution:

Amendment to sub-clause 7.2.2 to read;

"oversee the Board election to ensure candidate electioneering and the election process is fair to all candidates"

Resolution 2

To consider and, if thought fit, pass the following as a Special Resolution:

New sub-clause 7.2.11 to be added to read;

"establish criteria for and approve the appointment of a minimum of thirty and a maximum of sixty Fellows to the category of "Respected Fellow" from amongst Members holding Fellowship for a minimum of 10 years to allow the enactment of sub-clauses 7.2.12 and 7.2.13."

Resolution 3

To consider and, if thought fit, pass the following as a Special Resolution:

New sub-clause 7.2.12 to be added to read;

"establish a Code of Conduct Review Committee consisting of a minimum of three randomly selected "Respected Fellows" available for selection in order to review all alleged Code of Conduct breaches made against a RACP Member Director or other Member Office Holder."

Resolution 4

To consider and, if thought fit, pass the following as a Special Resolution:

New sub-clause 7.2.13 to be added to read;

"enable one or more "Respected Fellows" to be appointed to a College Standards Committee in place of a Director of the Board or past President of the College when a real or perceived conflict of interest arises or when a non-conflicted Director of the Board or past President of the College is not available for appointment."

Please consider the Explanatory Notes accompanying this Notice, and information about voting procedures and participation at the Extraordinary General Meeting

The Board encourages members consider the issues carefully and vote.

EXPLANATORY NOTES

Background

On Wednesday 13 March 2019, the College received a request from a number of Members of the College to convene an Extraordinary General Meeting of the College, under clause 5.2.2 of the Constitution of the College for the purpose of considering changes to the College's Constitution.

An amended Explanatory Memorandum was received from the requisition lead Fellow on Monday 25 March 2019.

The purpose of the request was for an Extraordinary General Meeting of Members to be held to consider four Special Resolutions to amend the College's Constitution.

Under the College's Constitution a general meeting can be requested from the lesser of at least 5% of Members who are entitled to vote at the general meeting or at least 100 Members who are entitled to vote at the general meeting. The written request must state the resolutions to be proposed at the general meeting and signed by all the Members making the request. Upon receipt of such a request, the Board must convene that Meeting within 21 days after the request is given to the College, and the meeting must be held within two (2) calendar months after the request is given to the Board.

The request was signed by more than 100 Requisitioning Members, representing approximately 0.39% of the College's approximately 25,369 Members in Australia and New Zealand (as at 31 December 2018).

A copy of that statement is set out in full in the **Annexure A** to this Notice.

The Board, in order to minimise costs, have elected to hold the EGM directly after the Annual General Meeting.

The Proposed Resolutions

The Resolutions propose to amend a sub-clause and insert three new sub-clauses into the Constitution of the College ("**Proposed Constitution Amendments**"). A copy of the College Constitution marked up with these proposed changes is provided for members to view in the members area on the College Web Page. <https://www.racp.edu.au/>

The amendment of a sub-clause and insertion of three new sub-clauses contemplated by the proposed Constitution Amendments are set out in full in the text of the resolutions in the Notice of Meeting.

The aim of the proposed amendments is provided in the Explanatory Memorandum received from the requisitioning members and attached as **Annexure A**.

Board's comments and concerns on the Proposed Constitution Amendments

The Board has the following comments and concerns with the Proposed Constitution Amendments.

The amendments to the College Constitution proposed at this Extraordinary General Meeting are considered as being unnecessary for the following reasons;

- The Board acknowledges that the Board election process should be fair to all candidates.
- The Board has recently resolved to commence a comprehensive review and update to the RACP Constitution which will involve wide member consultation including review by the College Council. It is expected that this process will be commenced during the first half of this year. All proposed amendments to the RACP Constitution will be subject to formal review and approval at a General Meeting of College members convened at the conclusion of the member consultation process.

- A review of the College By-Laws covering Conflicts of Interest, Code of Conduct and the Standards Committee has confirmed that the existing provisions provide an appropriate process and procedure to conduct an independent investigation into any alleged breach of the College By-Laws.
- The College recently announced that the Board had appointed two new independent Community Directors for a three-year term commencing at the end of the Annual General Meeting scheduled for Monday 6 May 2019.
- Once these two new independent non-executive Directors take office there will be, together with the Honorary Treasurer, three independent Directors available for appointment to a Standards Committee required to consider any alleged breaches of the Code of Conduct. Consequently, it is now unlikely that there would be any obstacle to the formation of a Standards Committee arising out of an actual or potential Conflict of Interest involving a Director.
- The Board has recently reformed the Governance Committee and appointed an independent Chair. The Governance Committee priority workplan set by the Board includes a review of the College Constitution and relevant By-Laws.

The board encourages members consider the issues carefully and vote.

VOTING PROCEDURES

Voting Procedures at the Extraordinary General Meeting

As Special Resolutions, each of the resolutions requires at least 75% of the votes cast by eligible Members to be in favour for them to be passed.

Participation and Voting at the Extraordinary General Meeting

Entitlement to Vote

Each Member is entitled to one vote, either in person or by proxy, unless excluded.

Members of the College shall consist of such persons as are admitted as Fellows, Honorary Fellows or Trainees under clause 2.6 of the Constitution, or such other classes as specified in any By-Laws (Constitution clause 2.2).

Voting Exclusions

Honorary Fellows are not entitled to vote (Constitution clause 6.5.6).

A member is not entitled to vote either personally, by proxy or as a proxy for another member if his or her annual membership subscriptions or any other moneys due to the College are unpaid beyond their due date by more than 12 months (Constitution clause 4.1.1 (d)).

Show of Hands or Poll

The Special Resolutions will be decided by a show of hands unless a poll is demanded by the Chairman or any five members present in person or by a proxy entitled to vote. If a poll is demanded, each member present in person or by proxy, including members who have voted online, appointing the Chair as their proxy, is entitled to one vote (Constitution clause 6.5 and clause 6.6).

It is intended that voting on each of the Special Resolutions to amend the Constitution will be conducted by poll. This is to ensure that proxy votes and votes cast online are included in the decision whether or not to pass the Special Resolutions to amend the College's Constitution.

Voting by Proxy

If you are not able to attend the Meeting, you are encouraged to follow the online voting process offered by Computershare as set out in the attached Proxy Form, or complete and return the enclosed proxy form by any of the following methods:

- Lodging online at www.computershare.com.au in accordance with the instructions given there or
- Mailing it to Computershare at GPO Box 7045, Sydney NSW 2001 in the enclosed reply-paid envelope; or
- Mailing it to Computershare at Private Bag 92119, Auckland 1142, New Zealand in the enclosed reply-paid envelope; or
- Sending a facsimile to Computershare on +61 3 9473 2555; or
- Delivering it in person to Computershare, Level 4, 60 Carrington Street, Sydney NSW 2000 Australia.

A Member who is entitled to vote at this Meeting may appoint another Member as a proxy to attend the Meeting and vote on their behalf. A proxy must be a Member.

Please note that if you vote online you are, as prescribed by the College's Constitution (clause 6.7.2), appointing the Chair of the Meeting as your proxy to vote on your behalf as you direct. By law the Chair must cast these proxy votes as directed.

To be effective, the Proxy Form included with this Notice of Meeting must be completed, signed, and lodged in accordance with the instructions on the form at least 48 hours before the Meeting and no later than **12.45pm (NZST)(10.45am AEST) on Saturday 4 May 2019**.

Live Webcast.

Both the RACP Annual General Meeting and the Extraordinary Meeting to be held on Monday 6 May will be available to view by live webcast for members unable to attend. No voting or questions will be available through the Webcast link. To view the Webcast please access the link provided on the RACP Web page. <https://www.racp.edu.au/>

Further Information

If you require any further details regarding this Meeting please contact the Member Services Contact Centre +61 2 9256 5444 (Australia) or +64 4 472 6713 (New Zealand) (during normal business hours) or companysecretary@racp.edu.au

Details on how to vote electronically are provided on the **attached** Proxy Form.

By Order of the Board



Andrew Horne

Company Secretary

The Royal Australasian College of Physicians

Date: 3 April 2019

Annexure A to the Notice of Meeting and Explanatory Memorandum for the EGM of RACP on 6 May 2019

Explanatory Note:

Requisition to amend RACP Constitution: Fair election processes, Fair judicial processes.

The aim of the resolutions is to change the Constitution in order to address three failings of the current Constitution.

- a. Imbalance in electioneering resources available to candidates standing for Board directorships. Such imbalance undermines the democratic process.
- b. Failure to address perceived conflicts of interest in the assessment of complaints
- c. Failure of the code of conduct and standards committee bylaws to address complaints in a timely manner.

Resolution 1: This amendment would ensure future Board elections are fair to all candidates.

Resolution 2: This would establish a limited category of fellow called a “Respected Fellow”. The primary role of this category of Fellow is described in resolutions 3 and 4.

Resolution 3: The primary role of a Respected Fellow would be in making decisions about whether a College Standards Committee should be convened to review alleged Code of Conduct breaches against a Board Director or member Officer Holder. Further such a group of Respected Fellows would have the power to reject or refer such breaches to a Standards Committee independent of the Board.

Resolution 4 allows Respected Fellows to substitute for the Board Director and/or the past President position as one of the three person membership of a College Standards Committee. Currently there are only a limited number of eligible members available to be commissioned to this role making it difficult to convene a Standards Committee.

The overall aim of Resolutions 2, 3 and 4 is to make the judicial processes fairer, less susceptible to the perception of subversion when conflicts of interest arise and easier to enact. These new sub-clauses will not remove the Board’s powers under sub- clause 7.2.10 to *appoint remove and suspend Office Holders and members in accordance with (the) Constitution from time to time.*

Proposed amendments: Clause 7.2 Board accountability and responsibility

Currently sub-clause 7.2.2 reads The Board shall

oversee the Board election process

Resolution 1: Amendment to sub-clause 7.2.2

Sub-clause 7.2.2 be amended to read

oversee the Board election to ensure candidate electioneering and the election process is fair to all candidates

Resolution 2: New sub-clause

Sub-clause 7.2.11 be added to read The Board shall:

establish criteria for and approve the appointment of a minimum of thirty and a maximum of sixty fellows to the category of "Respected Fellow" from amongst members holding fellowship for a minimum of 10years to allow the enactment of sub-clauses 7.2.12 and 7.2.13

Resolutions 3: New sub-clause

Sub-clause, 7.2.12, be added to read The Board shall:

establish a Code of Conduct Review Committee consisting of a minimum of three randomly selected "Respected Fellows" available for selection in order to review all alleged code of conduct breaches made against a RACP member Director or other member Office Holder

Resolution 4: New sub-clause

Sub-clause, 7.2.13, be added to read The Board shall:

enable one or more "Respected Fellow" to be appointed to a College Standards Committee in place of a Director of the Board or past President of the College when a real or perceived conflict of interest arises or when a non- conflicted Director of the Board or past President of the College is not available for appointment.

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