



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

Notice is given that the 83rd Annual General Meeting (“AGM”) of Members of The Royal Australasian College of Physicians (“College”) will be held on **Friday, 13 May 2022 at 12.45pm (AEST) and 2.45pm (NZT)**.

The AGM will be held at:

- Melbourne Conference and Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006, Australia;
- The Royal New Zealand Yacht Squadron, 181 Westhaven Drive, Westhaven Marina, Auckland 1011, Aotearoa New Zealand; and
- Online using technology that gives members a reasonable opportunity to participate in the AGM. You may join the AGM by clicking electronic link:
<https://www.netvote.com.au/m/keu9B>

BUSINESS OF THE ANNUAL GENERAL MEETING

The purpose of the AGM is to consider the ordinary business of the College and special resolutions on the proposed Constitutional changes.

A. ORDINARY BUSINESS

1. Report of the Board

To receive and consider the College’s 2021 Annual Report of the Board.

2. Annual Financial Reports

To receive and consider the Financial Report and Auditors’ Report for the College, for the year ended 31 December 2021.

3. Result of the Election or Appointment of members to the Board

The Meeting will declare the result of the election or appointment of members of the Board in place of those retiring. The term of the appointments will commence at the conclusion of the AGM.

B. SPECIAL RESOLUTIONS – amendments to the Colleges Constitution

Members will be asked to vote on proposed changes to The Royal Australasian College of Physicians Constitution. Each special resolution is separate and you will have the opportunity to vote in favour of some special resolutions and not others. Only those special resolutions that receive 75% or more votes by members in favour of the special resolution will be passed and the Constitution amended accordingly.



1. Resolution 1 – Increase the minimum number of members required to request the Board to call an Extraordinary General Meeting (EGM) from 100 to 250

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

That the College's Constitution be modified to replace "100" in clause 5.2.2(b) with "250".

2. Resolution 2 - Amendments to the Constitution to permit general meetings to be conducted wholly or partly as virtual meetings

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

That the College's Constitution be modified as follows:

- a. In clause 5.1.3 insert "(if applicable)" before "the place";
- b. At the end of clause 5.2.1 insert:

"and may determine that the meeting be held:

 - (a) at one or more physical venues;
 - (b) at one or more physical venues and as a Virtual Meeting; or
 - (c) as a Virtual Meeting only.";
- c. In clauses 5.3.2(a), 6.2.3 and 6.4.1 insert "(if any)" after "place" each time the term "place" appears in those clauses;
- d. Add a new sub-clause 5.3.2(d) as follows and renumber current clause 5.3.2(d) as 5.3.2(e):

"(d) if Virtual Meeting Technology is to be used to hold the general meeting, include sufficient information to allow the members to participate in the meeting by means of the technology; and";
- e. Replace clause 6.2.5 in its entirety with the following:

"6.2.5 A member, proxy, attorney or representative who attends a meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending and for the purposes of clause 6, any references to "present" are taken to be read subject to this clause 6.2.5.";
- f. In clause 6.5.1 replace "At a general meeting" with "Subject to clause 6.6.1, at a general meeting";
- g. In clause 6.5.5 replace "If a poll is not duly demanded," with "Subject to clause 6.6.1, if a poll is not duly demanded";
- h. Add a new clause 6.6.1 as follows and renumber clauses 6.6.1 to 6.6.4 as 6.6.2 to 6.6.5 respectively:



- “6.6.1 If Virtual Meeting Technology is used in holding the meeting, any resolution at that meeting must be conducted by a poll.”;
- i. In renumbered clause 6.6.2 replace “A Poll may not” with “Subject to clause 6.6.1, a poll may not”;
 - j. In renumbered clause 6.6.5, after “duly demanded”, insert “or is otherwise required”;
 - k. In clause 6.7.2, delete the word “physically”;
 - l. In clause 24 insert the following definitions in the appropriate alphabetical position:

“**Virtual Meeting**” means a meeting of members conducted using Virtual Meeting Technology.”

“**Virtual Meeting Technology**” means any technology that allows members entitled to attend a meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present at the meeting.”

3. Resolution 3 - Removal of the 2018 transitional provisions

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

- a. That the College’s Constitution be modified as follows: Clause 8.1 is deleted in its entirety;
- b. Clause 8.1A is renumbered 8.1. Clause 8.1A is modified as follows:
 - (a) Delete “A” in all references to “8.1A”;
 - (b) Delete “- on and from the conclusion of the 2018 Annual General Meeting” in the heading to the clause;
 - (c) In clause “8.1A.1” replace “On and from the conclusion of the 2018 Annual General Meeting, the” with “The”;
- c. Clause 8.4 is modified as follows;
 - (a) In clause 8.4.1 delete the reference to “8.7B,”
 - (b) In clause 8.4.1 replace the reference to “8.6A” with “8.7A”;
- d. Clause 8.7B is deleted in its entirety;
- e. In clause 24 amend the definition of “**Honorary Treasurer**” by replacing “8.1 or 8.1A.3” with “8.1.3”.

Board voting recommendation

The Board recommends that you vote in favour of each Special Resolution.



EXPLANATORY NOTES

A. ORDINARY BUSINESS

Report of the Board

The report of the Board is contained within the College's 2021 Annual Report, available on the College website at <http://www.racp.edu.au/about/racp-board-and-governance/annual-reports>

Annual Financial Report

As required by the Australian Charities and Not-for-profits Commission Act, the Financial Report and the Auditors' Report (collectively "the Reports") of the College for the most recent financial year are laid before the meeting.

The Reports are contained within the College's 2021 Annual Report, available on the College's website at <http://www.racp.edu.au/about/racp-board-and-governance/annual-reports> or in hardcopy by request to the College's Office of the Company Secretary at companysecretary@racp.edu.au.

Members will be given the opportunity to ask questions about the Reports but there will be no formal resolution put to the Meeting on the ordinary business of the College.

Declare the Results of the Election of Members to the Board in place of those retiring

As required by the College's Constitution, elections have recently been held, in place of those Directors who are retiring, for the positions of:

- President-Elect of the RACP
- President-Elect of the Aotearoa New Zealand Committee
- Trainee Director

The Meeting will be formally advised of the Members that have been appointed to the Board. Such appointments and retirements take effect from the conclusion of the AGM.

The full details of the election results across the College will also be made available on the College's website at: <https://www.racp.edu.au/news-and-events/election> .

B. SPECIAL RESOLUTIONS: PROPOSED CHANGES TO THE COLLEGE'S CONSTITUTION

Further details of the proposed amendments to the College's Constitution, including the reasons for the Board's recommendation are set out in the Explanatory Memorandum to the Proposed Constitution Amendments accompanying and forming part of this Notice of Annual General Meeting.

Copies of the College's Proposed Amended Constitution are available from the College's website at: <https://www.racp.edu.au/about/board-and-governance/general-meeting-annual-reports> or can be requested free of charge by calling the Office of the Company Secretary on +61 2 9256 5444 or +61 2 8076 6325 (during normal business hours) or by email at: companysecretary@racp.edu.au

The Board recommends you vote in favour of each Special Resolution to amend the College's Constitution.



C. PARTICIPATION AT THE AGM

The meeting will be held physically in Melbourne, Australia and Auckland, Aotearoa New Zealand and online.

Members may participate in the meeting electronically. Members can participate in the meeting with online real time video streaming of the meeting which permits interactive participation by members to ask questions

You may join the AGM via the electronic link: <https://www.netvote.com.au/m/keu9B>

Electronic voting opens Monday, 11 April 2022 at 4pm (AEST) and 6pm (NZT). Physical AGM voting packs requested by members as set out in C.6 below will be posted after 11 April 2022 upon request as set out in C.6.

Except as provided under item C.3 below, voting closes for electronic, postal votes and proxies 48 hours prior to the AGM, being Wednesday, 11 May 2022 at 12.45pm (AEST) and 2.45pm (NZT). Postal votes and completed proxy forms must be received at the designated address by no later than Wednesday, 11 May 2022 at 12.45pm (AEST) and 2.45pm (NZT).

As discussed in C.5 below, in order for a proxy holder to be able to vote the proxies, the proxy holder must attend the AGM in person at one of the AGM physical locations.

As voting is required on the Constitutional item of business at this AGM, details of voting procedures have been included.

C.1. Entitlement to Vote and Membership

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.

C.2. Voting Exclusions

Honorary Fellows are not entitled to vote under clause 6.5.6 of the Constitution.

A Member is not entitled to vote either personally, by proxy or as a proxy for another Member if their annual membership subscription or any other moneys due to the College are unpaid beyond their due date by more than 12 months.

C.3. Direct Voting On-Line

Direct voting on-line on the Special Resolutions will be available to Members. Please visit www.netvote.com.au/900 and follow the instructions provided.

The QR code will be available for all members who attend the AGM in person. The QR code will enable the member to register their attendance at the meeting. Once registration has been completed there will be a vote card (this will also have any allocated proxies) on the members mobile device which they will refer to during the meeting. Members may vote using the allocated QR code via their device on the day of the AGM, Friday, 13 May 2022 at 12.45pm (AEST) and 2.45pm (NZT) until the Chair announces that voting has closed.

Members attending the AGM online are able to vote via their device on the day of the AGM, Friday, 13 May 2022 at 12.45pm (AEST) and 2.45pm (NZT). Members attending the AGM online can vote during the meeting from the time the Chair announces that voting is open at the commencement of the AGM meeting until one minute after the last special resolution is



announced. Members online can visit www.netvote.com.au/900 and follow the instructions provided to vote.

Members attending in person may ask questions from the floor when the Chair opens the meeting for questions and those members attending online may ask questions by posting those questions using the “chat” function provided on the CorpVote voting platform or via the Chorus Call number:

- Australia toll free 1800271194
- Sydney and International calls +61291896755
- Aotearoa New Zealand toll free 0800 447 258

C.4. Voting will be by poll

Each Special Resolution requires at least 75% of the votes cast by eligible Members to be in favour in order to be passed.

Each Special Resolution will be decided by a poll. This is to ensure that votes cast online or by proxy by Members who are unable to physically attend the AGM in person are included in the determination of whether or not the Special Resolutions to amend the College’s Constitution have been passed.

On a poll each Member present in person or by proxy, and Members who have voted online, will be entitled to one vote.

C.5. Appointment and Voting by Proxy

Each Member who would otherwise be entitled to vote also has the right to appoint a proxy to attend the AGM on their behalf. Members are required to indicate how their vote will be cast on the Proxy Form, in order for the Proxy to be valid.

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 CorpVote on site www.netvote.com.au/900, 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 CorpVote (for on-line and hard copy forms) in accordance with the instructions on the form by no later than 12.45pm (AEST) and 2.45pm (NZT) on Wednesday 11 May 2022.

A proxy holder must attend the meeting in person at one of the physical locations at which the meeting is held in order to participate and vote in the meeting.

C.6. Voting by Postal Vote

Each member who requests a physical AGM Voting pack before 5.00pm (AEST) or 7.00pm (NZT) 20 April 2022 will receive by way of post the Notice of Meeting, Explanatory Memorandum, Proposed Constitution Amendments, Voting Form and Reply-Paid Envelope. Postal votes must be received at the designated address by no later than Wednesday, 11 May 2022 at 12.45pm (AEST) and 2.45pm (NZT).

D. FURTHER INFORMATION

If you require any further information regarding this AGM please contact the Office of the Company Secretary on +61 2 9256 5444 or +61 2 8076 6325 (during normal business hours) or by email at: companysecretary@racp.edu.au



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Alternatively, the College's Registry, CorpVote, has established a Help Line for Members in relation to this AGM or email support@corpvote.com.au 1300 710 950 (Int'l +61 3 9029 3492)
The details are:-

- For callers within Australia: 1300 710 950
- For callers from New Zealand: +61 3 9029 3492
- For callers from other countries: +61 3 9029 3492

All calls to any of the above numbers will be answered by CorpVote call centre which will be open Monday to Friday from 9.00am to 5.00pm (AEST).

Details on how to vote on-line or to appoint a proxy on-line are also contained in the proxy form provided with this notice of AGM.

By Order of the Board.

Kim Davis

Company Secretary

The Royal Australasian College of Physicians

11 April 2022