



The Royal Australasian  
College of Physicians

**Minutes of a General Meeting of Members of  
The Royal Australasian College of Physicians  
("RACP" or "The College")**

**Date:** Thursday 5 December 2013  
**Venue:** The Prince Albert Room  
Sir Stamford at Circular Quay Hotel  
93 Macquarie Street  
SYDNEY NSW 2000  
**Time:** 1.00PM (AEDST)

**Attendees:** As per the attendance register, attached to these minutes.

**Apologies:** No apologies were received for this meeting.

### **1. OPENING THE MEETING**

The President, Associate Professor Leslie E Bolitho AM, as Chair, declared the meeting open at 1.00pm noting that a quorum was present.

The President acknowledged the Gadigal people of the Eora Nation as the traditional owners and custodians of the land on which this meeting is being held.

The President also paid respect to the Elders both past and present and extended that respect to other indigenous Australians who may be present today.

The President-Elect and the New Zealand President were introduced to the meeting, together with the College's Chief Executive Officer and Company Secretary,

The meeting was also advised that other Directors of the College were seated in the audience as were members of the College's Senior Leadership Group. Representatives of the College's legal advisors King & Wood Mallesons were also present. Representatives of the College's external auditors, Grant Thornton, will act as the scrutineers of the vote count.

### **2. NOTICE OF MEETING**

The President advised that the meeting was convened by way of Notice mailed (and emailed) to all Members. The Notice was also posted to the College's website and was taken as read.

### **3. VOTING PROCEDURE**

The President advised the meeting that voting on the one item of business to be considered would be by way of poll so that all members who had appointed a proxy or provided their voting direction online will be included in the vote count.

Members will also be provided with the opportunity to make comment or ask any questions prior to the resolution being voted upon.

#### 4. PROXIES/ONLINE VOTING DIRECTIONS RECEIVED

The meeting was advised of the proxies/online voting directions received in relation to the item of business as follows:-

FOR	OPEN	AGAINST	TOTAL
2,739	187	1,475	4401
62.24%	4.25%	33.51%	100%

64 abstentions were also received.

The President then advised the meeting that he intends to vote any "open" proxies provided to him as Chairman of the meeting in favour of the resolution.

#### 5. ITEM OF BUSINESS – CHANGES TO THE COLLEGE'S CONSTITUTION

The President advised that one Special Resolution was being put to the meeting proposing various amendments to the College's Constitution to give effect to the Board Reform proposal.

A Special Resolution requires at least 75% of the votes cast by Members to be cast in favour for the resolution to be passed.

The meeting was also advised that the changes to the Constitution will be considered in their entirety as most are interdependent.

The President then tabled the document entitled "Constitutional Amendments", which he had initialled for the purpose of identification.

If the Special Resolution is passed the changes to the Board will take effect from the conclusion of the College's 2014 Annual General Meeting to be held in May next year.

If the Special Resolution is not passed, the proposed changes to the Constitution will not be made and the provisions of the College's current Constitution will remain in effect, which means there would be no change to the current composition of the Board or to Directors' current terms of office.

The President also advised the meeting that, regardless of the outcome of the vote at this meeting, the normal cyclical College nomination and election process to determine new office holders, including the President-Elect of the College and President-Elects of the Divisions, Faculties and Chapters would commence next week.

The timing of this meeting allows that nominations and elections process to be conducted in an environment of certainty in terms of whether or not certain officer holder positions would also entitle the holder to a seat on the Board.

#### 6. FORMAL MOTION

The President then moved, as a Special Resolution, "to amend the Constitution of the College with effect from the close of the meeting as marked up in the document entitled "Constitutional Amendments" tabled at the meeting and initialled by the Chair of the meeting for the purpose of identification."

The Meeting was then opened for questions and comments on the motion.

Professor Raina MacIntosh made a number of comments and expressed concern that the Board had a conflict of interest in proposing these reforms, as they were designed to entrench the position of the current Board, through seeking longer terms of office and greater power and control.

Professor MacIntosh also expressed concern that some of the provisions of the current Constitution provide the Board with the power to suspend or remove Fellowship in certain circumstances. She was not aware of any problems with the current Board structure.

The President responded by advising the reasons for proposing the Board reforms, which were designed to improve the Board's efficiency and effectiveness and decision making capabilities, as part of a larger process to improve governance practices within the College. It was wrong to infer that the current Board had proposed these reforms simply to establish its position, as a number of current Directors would not be on the new Board if the reforms are approved.

The President also advised that a response would be provided separately to the comment and concerns about the Board's authority under the current Constitution to suspend or remove a Fellow, as it was not of relevance to the motion being considered by the meeting. That response would be made available on the College's website for the information of all Members.

A number of Members also raised questions as to the voting process for today's meeting and the position of proxies lodged if the Member is subsequently in attendance. These questions were answered by Mr Lee Marshall, of Link Market Services Limited, who has been retained by the College to independently manage the voting process and act as Returning Officer.

The meeting was also advised that Section 249Y of Australia's Corporations Act deals with the status of a proxy lodged if the member subsequently attends the meeting, which is effectively suspended for the duration of the meeting.

When all questions and comments had ended the President then moved to put the Special Resolution to the vote.

## **7. VOTING BY POLL**

The President advised that, as indicated earlier, that the Special Resolution to effect changes to the College's Constitution would be voted upon by poll, not by a show of hands by those present at the meeting.

The President then directed that a poll be taken now, by authority provided to him as Chair of the meeting by the College's Constitution.

Mr Marshall, who had examined and prepared summaries of the proxies and online voting directions received, was then called upon to act as returning officer and to determine the result of the poll.

Mr James Winter and Ms Debbie Kandauw of Grant Thornton acted as the independent scrutineers of the voting.

Members in attendance were requested to cast their votes, and those of any proxies they held using the yellow voting cards provided.

When all votes were cast and collected the President closed the poll to allow the result to be determined.

The President then adjourned the meeting at 1.25pm as there were no further items of business.

The meeting was reconvened at 1.40pm and the Secretary advised the meeting of the results of the Poll which were:-

FOR	AGAINST	TOTAL
2,928	1,480	4,408
66.42%	33.58%	100%

The President then advised that, as a Special Resolution requires at least 75% voting in favour, the Special Resolution to amend the College's Constitution had not been carried by the requisite majority.

Accordingly the proposed changes to the College's Constitution have not been approved and will not be made.

The College's current Constitution remains in effect.

This result will be advised to all Members by the College's usual communication channels, including posting the result to the College's website.

The formal declaration of the Poll is attached to these Minutes.

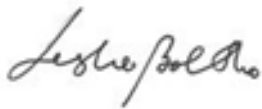
#### **CLOSURE OF MEETING**

Before closing the meeting the President commented that the College has had to respond in accordance with the Corporations Act to the "Section 249P" request to publish a statement that was received from approximately 120 Members that signed a requisition to that effect.

For the record, the requested statement had already been published in last week's "e-bulletins" and was sent again to all Members by email prior to this meeting, although the College was not obliged to do so under the law.

There being no further business the President thanked Members for their attendance and declared the meeting closed at 1.40pm.

Signed as a true and correct record



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**Associate Professor Leslie E Bolitho AM**

President

Date