



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

Notice is given that the 85<sup>th</sup> Annual General Meeting (“AGM”) of Members of The Royal Australasian College of Physicians (“College”) will be held on **Friday, 17 May 2024 at 1.00pm to 2.00pm (AEST) and 3.00pm to 4.00pm (NZST).**

The AGM will be held at:

- Magnifique Ballroom, Sofitel Darling Harbour, 12 Darling Drive, Sydney NSW 2000; 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/vGVUwK>

**BUSINESS OF THE ANNUAL GENERAL MEETING**

The purpose of the AGM is to consider the ordinary business of the College including the ordinary resolution to appoint the external auditors.

**A. ORDINARY BUSINESS**

**1. Report of the Board**

To receive and consider the College’s 2023 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 2023.

**3. Result of the Election and Appointment of members to the Board**

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

**4. Ordinary Resolution - Appointment of External Auditor**

Members will be asked to confirm the appointment of PKF(NS) Audit & Assurance Limited Partnership as the College’s external auditor to replace the retiring auditors Grant Thornton Audit Pty Ltd.



## EXPLANATORY NOTES

### A. ORDINARY BUSINESS

#### 1. Report of the Board

The report of the Board is contained within the College's 2023 Annual Report, available on the College website at [General Meeting and Annual Reports \(racp.edu.au\)](https://www.racp.edu.au/General-Meeting-and-Annual-Reports)

#### 2. 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 2023 Annual Report, available on the College's website at [General Meeting and Annual Reports \(racp.edu.au\)](https://www.racp.edu.au/General-Meeting-and-Annual-Reports) or in hardcopy by request to the College's Office of the Company Secretary at [companysecretary@racp.edu.au](mailto: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.

#### 3. 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 for the position of President-elect, Member Directors and Trainee Director of the College in place of those Directors who are retiring including appointments to fill any vacancies that may have arisen.

The Meeting will be formally advised of the Members who have been appointed to the Board vacancies of President-elect, Member Directors, Trainee Director and the College Body appointments. The appointments and retirements take effect from the conclusion of this AGM.

The full details of the election results across the College will also be made available on the College's website at: [Election | RACP Board](#)

#### 4. Ordinary Resolution - Appointment of External Auditor

This is an ordinary resolution appointing the new external auditors for the College.

The College completed a competitive tender process during 2023 and on 9 April 2023 the Board approved the appointment of PKF(NS) Audit & Assurance Limited Partnership for a term of up to five years.

As required under the College's Constitution and the Corporations Act 2001(Cth) the membership is required to confirm the appointment of the external auditors at the AGM. Members are asked to confirm the appointment of PKF(NS) Audit & Assurance Limited Partnership as the College's external auditor, to commence at the conclusion of this AGM.

The Board confirms its support for the appointment of PKF(NS) Audit & Assurance Limited Partnership to be appointed as the new College external auditors to replace the current retiring auditors Grant Thornton Australia, to occur at the conclusion of the AGM.



## B. PARTICIPATION AT THE AGM

The meeting will be held physically in Sydney, Australia 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/vGVUwK>

Electronic voting opens **Wednesday, 17 April 2024 at 4:00pm (AEST) and 6:00pm (NZST)**. Physical AGM voting packs requested by members before 5.00pm (AEST) 26 April 2024 as set out in B.7 below will be posted after 26 April 2024 upon request as set out in B.7.

Except as provided under item B.3 below, voting closes for electronic, postal votes and proxies 48 hours prior to the AGM, being **Wednesday 15 May 2024 at 1.00pm (AEST) and 3.00pm (NZST)**. Postal votes and completed proxy forms must be received at the designated address by no later than **Wednesday 15 May 2024 at 1.00pm (AEST) and 3.00pm (NZST)**.

As discussed in B.6 below, in order for a proxy holder to be able to vote the proxies, the proxy holder must be present (physical or electronic/virtual) at the meeting.

### B.1. Voting

As voting is required on the appointment of the external auditor item of ordinary business at this AGM, details of voting procedures have been included.

### B.2. 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.

### B.3. 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.

### B.4. Direct Voting On-Line

Direct voting on-line on the Ordinary Resolution will be available to Members. Please visit [www.netvote.com.au/171](http://www.netvote.com.au/171) 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 member's 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, 17 May 2024 at 1.00pm (AEST) and 3.00pm (NZST) 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, 17 May 2024 at 1.00pm (AEST) and 3.00pm (NZST). 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 the time at which the Chair announces that voting has closed. Members online can visit [www.netvote.com.au/171](http://www.netvote.com.au/171) 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 in writing by posting those questions using the “chat” function provided on the CorpVote voting platform or orally, via the Chorus Call number:

- Australia toll free 1800 271 194
- Sydney and International calls +61 291 896 755

### **B.5. Voting will be by Electronic Poll**

The Ordinary Resolution requires a majority of the votes cast by eligible Members to be in favour in order to be passed.

In the event of an equal number of votes in respect of in respect of any business, the Ordinary Resolution, the President shall have a second or casting vote under clause 6.9.4 of the Constitution.

The Ordinary Resolution is required to be decided by an electronic poll. This is to ensure that votes cast online or by proxy by Members who are unable to attend the AGM in person are included in the determination of the Ordinary Resolution.

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

### **B.6. 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/171](http://www.netvote.com.au/171), or complete and return the enclosed hard copy proxy form by any of the methods as detailed on the reverse of the proxy form.

In order for a proxy holder to be able to vote the proxies, the proxy holder must be present (physical or electronic/virtual) at the AGM.

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 **1.00pm (AEST) 3.00pm (NZST) on Wednesday 15 May 2024.**

### **B.7. Voting by Postal Vote**

Members who do not have an email address, on the date of issue of the Notice of Meeting, will be posted the Notice of Meeting, Explanatory Memorandum, Proposed Constitution Amendments, Voting Form and Reply-Paid Envelope.

Each member who prefers to receive a physical AGM Voting pack by way of post, comprising the Notice of Meeting, Explanatory Memorandum, Proposed Constitution Amendments, Voting Form and Reply-Paid Envelope, must request the AGM Voting pack before 5.00pm (AEST) or 7.00pm (NZST) 26 April 2024 to participate in the vote.



Postal votes must be received at the designated address by no later than Wednesday 15 May 2024 at 1.00pm (AEST) and 3.00pm (NZST).]

### B.8. Questions

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 in writing by posting those questions using the “Ask Question” function provided on the CorpVote voting platform or orally, via the Chorus Call number:

- For callers within Australia: 1800 271 194
- For callers from Sydney: 02 9189 6755
- For callers from New Zealand and other countries: +61 2 9189 6755

### C. 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 (0) 419 227 493 (during normal business hours) or by email at: [companysecretary@racp.edu.au](mailto:companysecretary@racp.edu.au)

Alternatively, the College’s Registry, CorpVote, has established a Help Line for Members in relation to this AGM or email [support@corpvote.com.au](mailto:support@corpvote.com.au)

The details are:

- RACP Voting Helpline +61 1800 612 532
- CorpVote Support line 1300 710 950

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 appoint a proxy on-line are also contained in the proxy form provided with this notice of AGM.

If you have any questions for the Board or for the College’s Auditors, Grant Thornton on College Business, you may submit these by **5.00pm (AEST) 7.00pm (NZST) on Friday 3 May 2024** to [companysecretary@racp.edu.au](mailto:companysecretary@racp.edu.au) or post to the Company Secretary, Royal Australasian College of Physicians, 145 Macquarie Street, Sydney NSW 2000.

By Order of the Board.

### Kim Davis

Company Secretary

The Royal Australasian College of Physicians

17 April 2024