

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

Notice is given that the 78th Annual General Meeting (“AGM”) of Members of The Royal Australasian College of Physicians (“College”) will be held on Monday 8 May 2017 at 12.45pm (AEST).

The AGM will be held at:-

Room 109
Level 1
Melbourne Convention and Exhibition Centre
1 Convention Centre Place
South Wharf, Victoria 3006

Business of the Annual General Meeting

The purpose of the AGM is to consider the ordinary business of the College and two Special Resolutions to approve changes to the College’s Constitution.

Please consider the Explanatory Notes and information concerning voting procedures and participation in the AGM set out in this Notice.

A. ORDINARY BUSINESS

1. Report of the Board

To receive and consider the Report of the Board

2. Annual Financial Reports

To consider and receive the Financial Report and Auditors’ Report for the College for the year ended 31 December 2016.

B. SPECIAL RESOLUTIONS

1. Re-Admission to Membership

Inclusion of new clause 4.6.3 in the College’s Constitution: Re-admission to Membership.

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

“To amend the College’s Constitution with effect from the close of this meeting by:-

- Including a new clause 4.6.3 stating: The Board may delegate to any College Body as it so determines the approval of the re-admission to Membership of a former Member.”

as marked up in the document entitled “Constitutional Amendments 2017” tabled at the meeting and initialled by the Chairman for the purposes of identification.

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



2. Calling Meetings of Members

Changes to the wording of Clause 5.2.2 of the College's Constitution: Calling Meetings of Members.

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

To amend the College's Constitution by deleting the existing clause 5.2.2 and replacing it with the following new clause 5.2.2:-

"5.2.2 The Board must call a general meeting of the College when requested by a minimum of 5% of the College's eligible voting Members as required under the Act."

as marked up in the document entitled "Constitutional Amendments 2017" tabled at the meeting and initialled by the Chairman for the purposes of identification.

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

EXPLANATORY NOTES

A. ORDINARY BUSINESS

1. Report of the Board

The report of the Board is contained within the College's 2016 Annual Report, available on the College website at <http://www.racp.edu.au/about/racp-board-and-governance/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 2016 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.

B. SPECIAL RESOLUTIONS

1. Re-Admission to Membership

Under the College's Constitution the Board currently has the responsibility for approving the re-admission to College Membership of a former Member.

When such instances arise the process followed is that the Board provides its approval, if considered appropriate, on the recommendation of the relevant College Body (being in most instances the Council of a Division or Faculty of the College which has reviewed the application for re-admission in detail before making its recommendation to the Board).

This process can be protracted due to the timing of when the relevant meetings are held that can consider the application.

The Board now believes that it would be appropriate for the applicable College Body that reviews the application for re-admission to also have the delegated authority to approve the application, thus quickening the process of re-admission of a former Member without a diminution in the integrity of the process.

Whilst clause 7.3 of the Constitution provides the Board with the power of delegation as specified in that clause, for the sake of clarity the Board is seeking Members' approval to insert a new clause 4.6.3 into the Constitution, specifying that the Board may delegate this approval to the applicable College Body.

It should be noted that, notwithstanding this delegation, the Board retains overall responsibility for the re-admission to the College of former Members.

The exercise of this specific delegation will allow such applications to be considered more expeditiously than is the case at present, as only one level of review and approval will be required if this amendment is approved by Members. This is considered to be of benefit to the individual seeking re-admission in receiving a more timely response from the College as well as to the College in re-gaining a former Member, if their application for re-admission is approved.

If this amendment is approved and the Board decides to exercise this delegation, the relevant College Body applying the delegation will be required to report regularly to the Board on who they have re-admitted to College Membership.

2. Calling Meetings of Members

The Board is seeking Members' approval to amend the College's Constitution to align that document to the requirements of Australia's Corporations Act so that consistency is maintained between the law and the College's own Constitution.

With effect from 19 March 2015, the Corporations Act was amended to remove the right of 100 members entitled to vote at a general meeting to require directors of a company to call and hold a general meeting at any time. As a result of the amendment, under the Corporations Act only members with at least 5% of the votes that may be cast at a general meeting may request the directors to call and hold a general meeting. However other rights of members in relation to general meetings have been retained as noted below.

The College's Constitution continues to include the "100 Member" rule notwithstanding these equivalent provisions have been repealed by the Australian Government from the Corporations Act.

The Board is seeking Members' approval to remove the clause that provides 100 College Members to require Directors to call and hold a general meeting, so that the Constitution remains consistent with the law.

It should be noted that under the Corporations Act:-

- At least 5% of Members will retain the right to require Directors to call and hold a general meeting at any time;
- 100 Members continue to be entitled under the law to put a resolution on the agenda of general meetings that have already been called and convened, such as an Annual General Meeting;
- 100 Members continue to be entitled under the law to request the College to circulate material to other Members at the expense of the College in relation to meetings that have been called and convened.

The Australian Government, in approving the amendment to the Corporations Act, advised that the change will "better balance the rights of shareholders to raise issues with a company and the costs to companies of being required to call and hold a general meeting."

Directors are seeking Members' approval to make the same amendment to the College's Constitution for the same reasons as stated by the Australian Government.

100 Members currently represent less than 0.5% of the College's Membership.

Currently such a small percentage of Members has the ability to require the College's Directors to call and hold general meetings at considerable cost to the College, using Members' money, for a purpose that may be relevant to the 100 Members but not relevant or of interest to the majority. Such Members still retain the right to have appropriate resolutions added to the Agenda for scheduled meetings such as the College's Annual General Meeting held in May of each year.

By removing this sub-clause from the Constitution, the College avoids unnecessary expenditure in having to call and convene a general meeting at the request of such a small minority of Members, rather than having these Members' concerns or issues considered by the wider Membership at a scheduled Members' Meeting.

5% of the College's Membership currently equates to about 1100 Members. Such a number of Members still has the right to require Directors to call and convene a general meeting of the College at any time.

As noted above, 100 Members acting together still have rights with respect to having resolutions placed on the Agenda for any General Meeting of the College, and to have material supporting those resolutions circulated to Members at the College's expense.



PARTICIPATION AND VOTING AT THE ANNUAL GENERAL MEETING

VOTING PROCEDURES

The items requiring voting by Members at this AGM are:-

- Special Resolution – Inclusion of new clause 4.6.3 of the College's Constitution.
- Special Resolution – Changes to clause 5.2.2 of the College's Constitution.

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

1) 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).

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 subscription 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)).

3) Direct Voting On-Line

Direct voting on-line on the Special Resolution will be available to Members. Please visit www.votingservices.com.au/racp and follow the instructions provided.

4) Show of Hands or Poll

The Special Resolution 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, and Members who have voted online, will be entitled to one vote (Constitution clause 6.5 and clause 6.6).

It is intended that voting on the Resolution will be conducted by 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 whether or not to pass the Resolution.

5) Voting by Proxy

If you are not able to attend the AGM, but you wish to appoint a proxy to attend in your place and vote on your behalf, 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.

A proxy must be a Member of the College.

To be effective, the proxy form included with this Notice of Meeting must be completed, signed and received by the College in accordance with the instructions on the form at least 48 hours before the meeting and no later than **12.45pm on Saturday 6 May 2017 (AEST)**.



RACP
Specialists. Together
EDUCATE ADVOCATE INNOVATE

6) Further Information

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

Alternatively, the College's Registry, Computershare, has established a Help Line for Members in relation to this AGM.

The details are:-

- For callers within Australia: 1300 070 938
- For callers from New Zealand: 0800 453 524
- For callers from other countries: +61 3 9415 4382

All calls will be answered by Computershare's call centre in Melbourne which will be open Monday to Friday from 8.30am to 5.00pm (Australian Eastern Standard Time).

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

By Order of the Board

Michael Smith
Company Secretary
The Royal Australasian College of Physicians
11 April 2017