

The Royal Australasian
College of Physicians

**MINUTES OF THE 73rd ANNUAL GENERAL MEETING
OF
THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS (RACP or the College)**

Meeting No: 73

Date and Venue: Friday 25 May 2012
State Room
Hilton Hotel
Level 2, 488 George Street
SYDNEY NSW 2000

Time: 1.00pm

Attendees: As per the attached attendance register plus the following non-voting attendees:-

Dr Joshua Francis	(Trainee: Director)
Mr Geoffrey Laurence	(Community (Non-Fellow) Director)
Professor Ron Paterson	(Community (Non-Fellow) Director)
Dr Jim Newcombe	(Trainee: In-coming Director)
Mr Walter Edgar	(Director, Business, IT and Finance)
Ms Linda Smith	(Director, Fellowship Relations)
Mr Michael Smith	(Company Secretary)
Ms Sue Myers	(General Counsel)
Mr James Winter	(External Auditor: BDO Audit (NSW-VIC) Pty Ltd)
Mr Brian Murphy	(Legal Advisor: King&Wood Mallesons)

Apologies: Apologies were received from Clinical Associate Professor Michael Hooper and Professor Mark Bassett.

1. OPENING TO THE MEETING

The President, Professor John Kolbe, 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 the 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.

Members of the Board, together with the College's Chief Executive Officer, Director, Business, IT and Finance and Company Secretary were introduced to the meeting. The Director, Business, IT and Finance introduced the External Auditor.

2. NOTICE OF MEETING

The President advised that the meeting was convened by way of Notice mailed to all Fellows, and has been posted to the College's web-site so will be taken as read.

Two items of business will be voted upon:-

- 1) Amendments to the College's Constitution;
and
- 2) Removal of Deloitte Touche Tohmatsu as auditors of the College.

The other items of business are for information only.

The meeting was advised that the Board supports each of the Resolutions to be considered today and recommends their adoption by Fellows.

3. VOTING PROCEDURE

The President advised the meeting that voting on item 1: Changes to the College's Constitution will be by way of a poll so that Fellows' votes cast by proxy or online will be included in the count. Voting on item 2: Removal of Deloitte Touche Tohmatsu as auditors of the College will be by way of a show of hands by the members present.

The President further advised the meeting that he intends to vote 'open' proxies provided to him as Chair of the meeting in favour of each of the Resolutions.

Each Resolution will initially be put to the meeting and Fellows will have the opportunity to make comment or ask any question before the Resolutions are voted upon.

4. ITEM 1: CHANGES TO THE CONSTITUTION

The President advised, as detailed in the Explanatory Notes accompanying the Notice of Meeting, that a maximum of three separate Resolutions will be put to the meeting proposing various amendments to the College's Constitution.

Each Resolution is a Special Resolution requiring at least 75% of the votes cast to be in favour for the Resolution to be passed.

Resolution 1: contains a number of amendments of a more administrative nature, or involving a re-ordering of existing clauses within the Constitution.

If Resolution 1 is not passed then no other resolutions will be considered.

Resolution 2: proposes to add trainees as members of the College.

Resolution 3: proposes amendments to give the Board the power to remove or suspend Office Holders from their office in certain circumstances.

If Resolution 1 and Resolution 2 are passed then Resolution 3 will be considered.

Resolution 4: proposes the same amendments as Resolution 3 but will only be considered if Resolution 2 is not passed.

The President advised the meeting that for practical reasons to ensure a smooth running of the meeting in the time available, it is proposed that a poll be conducted on each of these Resolutions simultaneously at the end of consideration of this item of business.

The Secretary tabled 'marked-up' versions of the Constitution and the documents entitled 'Proposed Resolution 1', 'Proposed Resolution 2', 'Proposed Resolution 3' and 'Proposed Resolution 4' each initialled by the President, as Chair of the meeting, for the purposes of identification.

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 'Proposed Resolution 1' tabled at the meeting and initialled by the Chairman for the purpose of identification (Resolution 1)".

The following proxy's and online votes received in relation to this Resolution 1 were displayed to the meeting:-

For	Open	Against	Abstain
550	171	25	13

There were no questions or comments on this Resolution so the President moved to consideration of Resolution 2.

The President outlined the reasons why the Board supports extending membership and voting rights to all of the College's trainees. Extensive discussion and consultation of this proposal has been undertaken over the past 12 months throughout the College and with the respective Divisions, Faculties and Chapters, and has received widespread support which has encouraged the Board to propose this amendment to the wider Fellowship.

The motion "If Resolution 1 is passed, to further amend the Constitution of the College with effect from the close of the meeting, as marked up in the document entitled 'Proposed Resolution 2' tabled at the meeting and initialled by the Chairman for the purpose of identification (Resolution 2)" was then moved as a Special Resolution.

The following proxy and online votes received in relation to this Resolution 2 were displayed to the meeting:-

For	Open	Against	Abstain
454	173	117	15

There were no questions or comments on this Resolution.

The President then proceeded to consideration of the final amendments to the Constitution (Resolution 3).

The meeting was advised that the Board is seeking the power to remove or suspend Office Holders (other than the President, President-Elect or any other Director) from their office in certain circumstances only. Without this amendment the only power the Board has in such circumstances is the extreme method of termination of the individual's membership of the College.

The President also outlined the procedural fairness safeguards that have been built into the proposed amendments. The meeting was also advised that these proposed amendments cannot be applied to remove Directors from office – only members of the College itself can remove Directors from the Board.

The President then moved, as a Special Resolution, "If Resolution 1 is passed and Resolution 2 is passed, to further amend the Constitution of the College with effect from the

close of the meeting as marked up in the document entitled 'Proposed Resolution 3' tabled at the meeting and initialled by the Chairman for the purpose of identification (Resolution 3)".

The following proxy and online votes received in relation to this Resolution 3 were displayed to the meeting:-

For	Open	Against	Abstain
536	175	33	15

There were no questions or comments on this Resolution.

For procedural purposes before putting these Resolutions to the vote, the President then moved, as a Special Resolution, "If Resolution 1 is passed and Resolution 2 is not passed, to further amend the Constitution of the College with effect from the close of the meeting as marked up in the document entitled 'Proposed Resolution 4' tabled at the meeting and initialled by the Chairman for the purpose of identification (Resolution 4)".

The following proxy and online votes received in relation to this Resolution 4 were displayed to the meeting:-

For	Open	Against	Abstain
519	182	32	26

The President then adjourned the meeting to allow the Resolutions to be voted upon by poll.

5. VOTING BY POLL

The President advised that, as indicated earlier, these Resolutions to effect changes to the College's Constitution will be voted upon by poll, rather than on a show of hands, to permit those votes cast by Fellows who are not present at the meeting to be included in determining the outcome.

The Chairman then directed that a poll be taken and be held now in respect of Resolution 1 and if Resolution 1 is passed on Resolution 2.

If Resolution 1 and Resolution 2 are both passed Resolution 3 will be polled.

If Resolution 1 is passed and Resolution 2 is not passed then Resolution 4 will be polled. The polls will be conducted simultaneously.

Mr Lee Marshall of Link Market Services Limited, who had examined and prepared summaries of the proxy and online votes received, was then called upon to act as returning officer and to determine the results of the poll.

Fellows in attendance were then requested to cast their votes, and those of any proxies they held, in respect of each of the Resolutions put to the meeting using the green voting cards provided.

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

The meeting was then reconvened to consider the other items of business.

6. ITEM 2: REMOVAL OF DELOITTE TOUCH TOHMATSU AS AUDITORS OF THE COLLEGE

The President advised that Deloitte Touche Tohmatsu ceased to be the College's auditors in 2005 and have had no involvement with the audit of the College's financial statements since that date, but had omitted to formerly seek the consent of the Australian Securities and Investments Commission (ASIC) to their resignation as auditors of the College. The passing of this Resolution will correct that administrative oversight.

The President then moved as an Ordinary Resolution that "Deloitte Touche Tohmatsu be removed as auditors of the College".

The following proxy and online votes received in relation to this Resolution were displayed to the meeting:-

For	Open	Against	Abstain
524	187	13	35

There were no questions or comments and the resolution was passed on a show of hands without dissent.

7. REPORT OF THE BOARD

The President and the Chief Executive Officer spoke to their respective Reports, those Reports being included in the College's Annual Report for 2011. There were no questions or discussion on those Reports.

8. ITEM 4: ANNUAL FINANCIAL REPORT

In the absence of the Honorary Treasurer, John O'Donnell as Acting Honorary Treasurer, a College Director and a member of the Finance Committee, presented the Honorary Treasurer's Report and introduced the financial statements and reports for the year ended 31 December 2011. There were no questions or discussion on those reports.

Before concluding, the contribution of the Community (Non-Fellow) members who sit on the Finance Committee was acknowledged by John O'Donnell on behalf of the Committee.

9. ITEM 5: DECLARATION OF THE RESULTS OF THE ELECTION OF MEMBERS TO THE BOARD IN PLACE OF THOSE RETIRING

The President confirmed that Dr Leslie Bolitho would assume the office of President of the College at the conclusion of this meeting and that Professor Nicholas Talley had been elected President-Elect in place of Dr Bolitho. The following have also been appointed to the Board of the College:-

Dr Grant Phelps	(Adult Medicine Division Appointment)
Dr Helen Rhodes	(Adult Medicine Division Appointment)
Dr Nicola Murdock	(President-Elect, Paediatrics and Child Health Division)
Dr James Ross	(President, Australasian Faculty of Occupational and Environmental Medicine)
Dr Charles Guest	(President- Australasian Faculty of Public Health Medicine)
Associate Professor Christopher Poulos	(President, Australasian Faculty of Rehabilitation Medicine)
Dr Jim Newcombe	(College Trainees' Committee)
Associate Professor Mark Lane	(New Zealand Committee)

The President congratulated each on their appointment to the Board.

The President also thanked the following retiring Board members for their valuable contribution to the work of the College:-

Dr Catherine Yelland
Dr Gervase Chaney
Dr Johan Morreau
Associate Professor Julie McGaughran
Dr Robin Chase
Dr Leena Gupta
Dr Kathleen McCarthy
Dr Amy Keir

and extended his best wishes to those Directors remaining on the Board for a further term:-

Dr Les Bolitho	(President)
Dr Alasdair MacDonald	(President, Adult Medicine Division)
Dr Susan Mooney	(President, Paediatrics and Child Health Division)
Professor John Wilson	(President-Elect, Adult Medicine Division)
Clinical Associate Professor Michael Hooper	(Honorary Treasurer)
Dr John O'Donnell	(President, New Zealand Committee)
Dr Joshua Francis	(Chair, College Trainees' Committee)
Mr Geoffrey Laurence	(Community (Non-Fellow) Director)
Professor Ron Paterson	(Community (Non-Fellow) Director)

10. DECLARATION OF POLL

The President advised that he had been provided with the results of the poll and was pleased to declare that Resolutions 1, 2 and 3 respectively in Item 1 of Business have each been carried by the requisite majority.

The formal Declarations of the Polls are attached to these minutes.

The President then moved a procedural resolution that the voting slips and proxy forms be destroyed within 14 days of the date of this meeting, which was carried on a show of hands without dissent.

11. OTHER BUSINESS/CLOSURE

In response to a question from Dr Michael Kennedy as to the use of scrutineers to check and verify the votes cast on the Resolutions put to the meeting today, the Secretary advised of the robust processes applied by Link Market Services to collect, process and check the eligibility of the votes cast online, by proxy and by Fellows today in the poll.

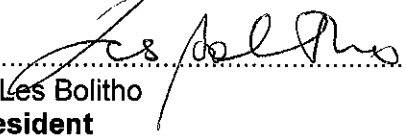
The President then made some concluding remarks, briefly reflecting on his two years as President of the College. A number of people were thanked for their support over this period including his family, his colleagues at the Auckland City Hospital and in the Department of Medicine at the University of Auckland, the CEO and other College staff, Directors, other Fellows and Trainees.

The contribution of the Community (Non-Fellow) members of the Board and of the Finance and other Committees was also acknowledged.

Finally the President thanked his President-Elect, Dr Bolitho, for his support and friendship over the past two years.

There being no further business the President declared the meeting closed at 1.55pm.

SIGNED as a correct record


.....
Dr Les Bolitho
President
Date: 2012

(Votes Per Attendee In Descending Order)

HRN	Card	Name	Detail	Votes
		LESLIE BOLITHO	Voting	1
		GEOFFREY DUGGIN	Voting	1
		ION ALEXANDER	Voting	1
		MICHAEL KENNEDY	Voting	1
		JOHAN MORREAU	Voting	1
		MAXWELL THORPE	Voting	1
		JOHN KOLBE	Voting	1
		JOHN O'DONNELL	Voting	1
		NICHOLAS TALLEY	Voting	1
		STELLA ENGEL	Voting	1
		KATHLEEN MCCARTHY	Voting	1
		CHRISTOPHER POULOS	Voting	1
		JAMES ROSS	Voting	1
		CATHERINE YELLAND	Voting	1
		JOHN WILSON	Voting	1
		JACQUELINE SMALL	Voting	1
		SUSAN MOLONEY	Voting	1
		GERVASE CHANEY	Voting	1
		LEENA GUPTA	Voting	1
		JENNIFER ALEXANDER	Voting	1
		RUFUS CLARKE	Voting	1
		MARIE-LOUISE STOKES	Voting	1
		ROBIN CHASE	Voting	1
		ALASDAIR MACDONALD	Voting	1
		JULIE MCGAUGHRAN	Voting	1
		NICOLA MURDOCK	Voting	1
Total Count:		26	Total Votes:	26



THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS

ANNUAL GENERAL MEETING
Friday, 25 May, 2012

DECLARATION OF A POLL

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1.1

TO AMEND THE CONSTITUTION OF THE COLLEGE WITH EFFECT FROM THE CLOSE OF THE MEETING AS MARKED UP IN THE DOCUMENT ENTITLED PROPOSED RESOLUTION 1				
<u>FOR:</u>				
	739	VOTES REPRESENTING	96.73%	OF VOTES CAST
	739	FELLOWS REPRESENTING	96.73%	OF FELLOWS
<u>AGAINST:</u>				
	25	VOTES REPRESENTING	3.27%	OF VOTES CAST
	25	FELLOWS REPRESENTING	3.27%	OF FELLOWS
<u>ABSTAIN:</u>				
(note only)	13	VOTES		
	13	FELLOWS		

Signature of Scrutineer

Date



THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS

ANNUAL GENERAL MEETING
Friday, 25 May, 2012

DECLARATION OF A POLL

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1.2

IF RESOLUTION 1 IS PASSED, TO FURTHER AMEND THE CONSTITUTION OF THE COLLEGE WITH EFFECT FROM THE CLOSE OF THE MEETING AS MARKED UP IN THE DOCUMENT ENTITLED PROPOSED RESOLUTION 2			
<u>FOR:</u>			
644	VOTES REPRESENTING	84.63%	OF VOTES CAST
644	FELLOWS REPRESENTING	84.63%	OF FELLOWS
<u>AGAINST:</u>			
117	VOTES REPRESENTING	15.37%	OF VOTES CAST
117	FELLOWS REPRESENTING	15.37%	OF FELLOWS
<u>ABSTAIN:</u>			
(note only)	16	VOTES	
	16	FELLOWS	

Signature of Scrutineer

Date



THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS

ANNUAL GENERAL MEETING
Friday, 25 May, 2012

DECLARATION OF A POLL

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1.3

TO FURTHER AMEND THE CONSTITUTION OF THE COLLEGE WITH EFFECT FROM THE CLOSE OF THE MEETING AS MARKED UP IN THE DOCUMENT ENTITLED PROPOSED RESOLUTION 3				
<u>FOR:</u>				
	729	VOTES REPRESENTING	95.67%	OF VOTES CAST
	729	FELLOWS REPRESENTING	95.67%	OF FELLOWS
<u>AGAINST:</u>				
	33	VOTES REPRESENTING	4.33%	OF VOTES CAST
	33	FELLOWS REPRESENTING	4.33%	OF FELLOWS
<u>ABSTAIN:</u>				
(note only)	15	VOTES		
	15	FELLOWS		

Signature of Scrutineer

Date



THE ROYAL AUSTRALASIAN COLLEGE OF PHYSICIANS

ANNUAL GENERAL MEETING
Friday, 25 May, 2012

DECLARATION OF A POLL

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1.4

TO FURTHER AMEND THE CONSTITUTION OF THE COLLEGE WITH EFFECT FROM THE CLOSE OF THE MEETING AS MARKED UP IN THE DOCUMENT ENTITLED PROPOSED RESOLUTION 4				
<u>FOR:</u>				
	718	VOTES REPRESENTING	95.73%	OF VOTES CAST
	718	FELLOWS REPRESENTING	95.73%	OF FELLOWS
<u>AGAINST:</u>				
	32	VOTES REPRESENTING	4.27%	OF VOTES CAST
	32	FELLOWS REPRESENTING	4.27%	OF FELLOWS
<u>ABSTAIN:</u>				
(note only)	26	VOTES		
	26	FELLOWS		

Signature of Scrutineer

Date