

THE ROYAL AUSTRALASIAN COLLEGE OF MEDICAL ADMINISTRATORS

ABN 39 004 688 215

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be held on Wednesday, 30 August 2023, 5:30pm AEST, in person at Suite 1, 20 Cato Street, Hawthorn East, Victoria 3123 and online via Zoom.

AGENDA

1 WELCOME TO FELLOWS, ASSOCIATE FELLOWS, CANDIDATES, AND AFFILIATES BY THE PRESIDENT

2 APOLOGIES

3 PROPOSED CONSTITUTIONAL AMENDMENTS

3.1 RESOLUTION

That for the purposes section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the College's Constitution to be amended as set out in the Explanatory Memorandum to this Notice of Meeting, and in the form presented to the Meeting and received by the Chairperson for identification purposes, with effect from the close of the Meeting.

4 CLOSE

ELIGIBILITY TO VOTE

You will be eligible to vote at the Meeting if you are a financial Fellow of the College at 5:30pm (AEST) on Wednesday, 30 August 2023.

APPOINTING A PROXY

If you are entitled to attend and vote at the Meeting, you can appoint another eligible Fellow to exercise a proxy on your behalf. To nominate a proxy please download and complete the Proxy Form [HERE](#).

LODGING YOUR PROXY FORM

You can lodge your completed Proxy Form by:

- Mailing it to the College at Suite 1, 20 Cato Street, Hawthorn East, Victoria 3123
- Sending it via email to info@racma.edu.au. You will be taken to have signed your Proxy Form if sent in PDF format in accordance with the instructions for completing the Proxy Form.

Your completed Proxy Form must be received by the College Secretariat no later than 5:30pm (AEST) on Monday, 28 August 2023, being 48 hours before the time at which the Meeting is held.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote are suspended while you are present.

HOW THE CHAIRPERSON OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chairperson of the Meeting will vote all undirected proxies held by the Chairperson in favour of the motion.

If you have any questions regarding the Meeting, please email info@racma.edu.au.

EXPLANATORY MEMORANDUM

3 PROPOSED CONSTITUTIONAL AMENDMENTS

Background

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its Members. The meeting is asked to consider and approve a special resolution which will enable the College to amend its existing Constitution.

A copy of the existing Constitution is available on the RACMA website [HERE](#). The proposed amended Constitution, with tracked changes, is available on the RACMA website [HERE \(Amended Constitution\)](#).

A summary of the proposed material changes is set out in the table below. For the Resolution at Item 3 to be passed as a special resolution, at least 75% of the votes cast by Members entitled to vote must be in favour of the Resolution. If the Resolution at Item 3 is passed, the amendments in the marked-up copy of the Amended Constitution will be adopted. If the Resolution at Item 3 is not passed, the amendments will not apply going forward.

Categorisation of changes

The changes to the Constitution can be broadly categorised as follows:

- governance improvements;
- modernisation of terminology and processes, including to reflect the practice of RACMA with respect to examinations and continuing professional development, and recent changes to the law to permit the use of technology in communications with, and meetings of, Members of companies;
- amendments to clarify the intended operation of provisions, and to reflect current practice of RACMA; and
- hygiene changes being drafting corrections identified through the review process, or consequential amendments arising from other amendments made (for example, to remove redundant clause cross references).

Review of the RACMA Constitution

The College has undertaken a multi-year review of the RACMA Constitution to ensure good governance and that the Membership retains control of the College in the long term.

Background and context

The RACMA Constitution has had a series of Constitutional amendments progress over time; but it has been approximately 10 years since a full review was conducted.

At the 2019 AGM, the President advised the Membership that it was timely to undertake a full review to ensure that the Constitution remains fit for purpose.

The Board approved the first stage of work, namely a legal review of the current Constitution and set up a Board steering group to oversee this work.

Legal Review – Clayton Utz

The Board commissioned Clayton Utz to conduct a legal review of the Constitution which highlighted the following areas for consideration:

- Governance
 - Role and composition of the Board

- Committees and jurisdictions
- Membership
 - Admission and continuing competence
- Legal and technical
 - Objects
 - Occam's razor - The Constitution could be simplified. It is very prescriptive and detailed, to an extent that is not conducive to good governance.

Member feedback in 2021

College Members were given an opportunity to provide feedback on the Legal Review and the key areas of consensus included:

- The current size and composition of the Board is appropriate.
- The removal of prescriptive material within the Constitution to allow for a more agile response to change.
- Support for the role of a President Elect.
- Limited support for the role of Past President on the Board.
- Support for the removal of prescriptive material about the Jurisdictional Committees from the Constitution.
- Support for clarity of the role of Jurisdictional Committees, their Membership, terms of appointment, and link to the Board.

The review of the RACMA Constitution has been led by a Constitutional Working Group (CWG). The group is comprised of the following Members:

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|----------------------|----------------------|
| 1. Dr H Parsons | President |
| 2. Prof E Loh | Vice President |
| 3. Dr F Jensen | QLD Fellow |
| 4. Prof T Lawler | TAS Fellow |
| 5. Dr J Alexander | NSW Fellow |
| 6. Dr A Sara | NSW Fellow |
| 7. Dr H Freeborn | NSW Fellow |
| 8. Dr B Appleton | VIC Fellow |
| 9. Dr I Stolarek | NZ Fellow |
| 10. Dr D Dua | ACT Affiliate |
| 11. Dr M Boyd Turner | SA Fellow |
| 12. Dr A Williams | VIC Associate Fellow |

The CWG has focused on reviewing four focus areas:

- Objects and purpose
- Board composition
- Board subcommittees
- Jurisdictional committees

The proposed changes to the Constitution can be broadly categorised as follows:

- governance improvements;
- modernisation of terminology and processes, including to reflect the practice of RACMA with respect to examinations and continuing professional development, and recent changes to the law to permit the use of technology in communications with, and meetings of, Members of companies;
- amendments to clarify the intended operation of provisions, and to reflect current practice of RACMA; and
- hygiene changes being drafting corrections identified through the review process, or consequential amendments arising from other amendments made (for example, to remove redundant clause cross references).

Town Hall meetings and Member feedback

Throughout 2022 and 2023, the President conducted several 'Town Hall' meetings to discuss the progress of the Constitutional review and to seek feedback from Members.

Overwhelmingly, Members have endorsed the approach of the review and have been supportive of the proposed changes.

Board approval

The RACMA Board approved the proposed amendments to the Constitution at the March 2023 Board meeting.

Jurisdictional committees – Terms of Reference

In parallel and with the support of the CWG, the Jurisdictional Committee Chairs worked together to harmonise a universal set of Terms of Reference to ensure consistency and usability across each jurisdiction. These Terms of Reference have also been endorsed by the RACMA Board.

Board recommendation

The Board unanimously recommends that Members vote in favour of the Resolution to adopt the Amended Constitution.

SUMMARY OF AMENDMENTS TO THE COLLEGE CONSTITUTION

An overview of the key changes proposed to the existing Constitution of the College are detailed in the table below. The table below does not purport to summarise all changes and is intended to be a summary only. A copy of the Amended Constitution showing all proposed changes is available on the RACMA website [HERE](#).

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
4. Object	Revised Object clause	4.1. 4.2	Governance improvement (statement of College purpose)	Substitutes a new Object clause which sets out the <i>principal object</i> of the College and the means by which the College achieves that object.
5. Membership	Examinations and assessment	5.2.1, 5.4.1, 5.51, 5.6.1, 5.28.4	Modernisation of terminology	Direct references to “ <i>passing examinations conducted by the College</i> ” are replaced with “ <i>satisfactory completion of training and assessment programs approved by the Board</i> ”.
	Continuing professional development	5.2.2, 5.4.2	Modernisation of terminology	Direct references to “ <i>continuing education</i> ” are replaced with “ <i>continuing professional development</i> ”.
	Affiliate Membership		Hygiene (requirements for Membership)	Clarifying that an Affiliate need not be a Medical Practitioner.
	Members of College	5.8	Transitional arrangements	Provides continuity of Membership for those Members immediately prior to amendment of the Constitution.
	Omits transitional clause relating to MRACMAs – (“Member of the Royal Australasian College of Medical Administrators”)	5.9, 5.11, 5.12	Hygiene (removal of unnecessary clauses)	Omitted clauses dealt with transitional matters relating to the status of MRACMAs upon coming into force of the current Constitution and are no longer required.
	Completion of training and assessment	5.13	Clarification (requirements for Membership)	Amendment makes clear (for avoidance of doubt) that a person who completes training and assessment requirements does not automatically become a Member of the College.

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
	Obligations of Members	5.14	Clarification (requirements for Membership)	Amendment makes clear that Members must comply with applicable Regulations of the College (in addition to the Constitution).
	Voting rights of AFRACMA and Candidates	5.16.3	Clarification (voting rights)	Amendment makes clear (for avoidance of doubt) that AFRACMA and candidates do not have the right to vote at general meetings except in their class of Membership.
	Criteria for admission to fellowship	5.28	Clarification (requirements for Membership)	Amendment makes clear (for avoidance of doubt) that the Board may admit an applicant to Fellowship if all criteria are met.
	Non-resident practitioners – omission of examination requirement	5.29	Hygiene (requirements for Membership)	Omits clause 5.29 which gave the Board the power to admit non-resident practitioners as College Members without examination. This omitted clause is no longer necessary as a consequence of direct references to <i>“passing examinations conducted by the College”</i> being replaced with <i>“satisfactory completion of training and assessment programs approved by the Board”</i> and has therefore been omitted.
	Honorary Fellow	5.30	Clarification (requirements for Membership)	Amendment makes clear that the Board may admit any person as an Honorary Fellow (and that such person need not be a Medical Practitioner, consistent with the existing Constitution that allows an Honorary Fellow to be a Medical Practitioner <i>“or a person with other credentials approved by the Board”</i>).
6. Fees and subscriptions	References to training	6.3	Modernisation of terminology	Direct references to <i>“passing examinations conducted by the College”</i> are replaced with <i>“satisfactory completion of training and assessment programs approved by the Board”</i> .

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
7. Continuing Professional Development	References to continuing education	7.1	Modernisation of terminology	Direct references to “ <i>continuing education</i> ” are replaced with “ <i>continuing professional development</i> ”
8. Periodic demonstration of competence	Redundant cross reference	8.1.1	Hygiene (removal of unnecessary clauses)	Amendment omits cross reference to clause 9.15
9. Cessation or suspension etc. of Membership	References to continuing education	9.4, 9.5, 9.6, 9.7, 9.9	Modernisation of terminology	Direct references to “ <i>continuing education</i> ” are replaced with “ <i>continuing professional development</i> ”
	Failure to maintain registration	9.12	Clarification (requirements for Membership)	Amendment makes clear (for avoidance of doubt) that Membership of the College ceases if a medical practitioner fails to maintain registration or has their registration revoked
	Prejudicial conduct	9.15	Clarification (requirements for Membership)	Omits Board power to require Member to undergo assessment of competence
	No requirement to give reasons	9.18	Governance improvement (procedural fairness)	Omits provision stating that the Board is not required to give reasons for removing a Member from Membership. A Member should be accorded natural justice when Membership is being considered. Natural justice includes being given reasons for decisions affecting rights.
10. General Meetings	Notice of General Meeting	10.9A, 10.9B	Modernisation of conduct of meetings	New clauses inserted to authorise electronic distribution of notices of general meeting and documents related to general meetings. This gives effect to changes made by the <i>Corporations Act 2001 (Cth)</i>
	Mode of general meetings	10.42A, 10.42B	Modernisation of conduct of meetings	Enables use of virtual meeting technology. This gives effect to changes made by the <i>Corporations Act 2001 (Cth)</i>
	Electronic ballots	10.56	Modernisation of conduct of meetings	Provision for electronic ballots (as well as postal ballots) inserted in various sub-clauses

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
	Redundant transitional clause omitted	10.58	Hygiene (removal of unnecessary clauses)	Current clause 11.2 deemed the constitution of the Board when the new Constitution took effect in 2010. Current clause 10.58 disapplied ballot requirements to that Board. Neither provision is now required.
11. Directors	Increases size of board	11.1	Governance improvement (Board size)	Increases size of Board from 10 or 11 to 12 or 13 Directors. The first additional position is an additional AFRACMA Director (see clause 11.1.4). The second additional position is the Aotearoa/New Zealand Director who may be appointed if no Director resident in Aotearoa/New Zealand Fellows is otherwise appointed (see clause 11.1.7).
	President-Elect	11.1.2	Governance improvement (Presidential election)	Replaces the Vice-President with an elected President Elect who automatically transitions to the role of President on expiry of the current President's term
	Board appoints Chairs of the Education and Training Committee and Finance and Audit Committee	Omitted 11.1.1, 11.1.3	Governance improvement (Board and Board Committee composition)	Allows the Board to appoint to the roles of Chairperson of the Finance and Audit Committee (FAC) and Chairperson of the Education and Training (ETC), in place of direct election. Consequential amendment to clause 11.1.3 increases the number of Fellows who are ordinary Directors from 3 to 5. Board Committee composition now addressed in clause 14 (see section below regarding clause 14).
	Aotearoa/New Zealand Board position	11.1.7	Governance improvement (representation)	Ensures that if an Aotearoa/New Zealand Director is not otherwise elected, an additional Fellow practising in Aotearoa/New Zealand is to be appointed on the recommendation of the Aotearoa/New Zealand jurisdictional committee

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
	Transitional provisions	11.2	Transitional arrangements	<p>Clause 11.2.1 provides that notwithstanding anything to the contrary in the Constitution, persons holding offices or positions immediately before the amendments to the Constitution comes into force (Transition Date) will serve out the full term for which they are elected or appointed.</p> <ul style="list-style-type: none"> • The President continues to hold that office until the expiry of the term for which they were elected. • The Vice-President continues to hold that office until the earlier of the expiry of the term or stepping down or resigning, at which time the office of Vice-President ceases. • (Clause 11.2.3(a) requires the Board to call an election for President-Elect between the Transition Date and the following annual general meeting. It is expected that the Vice-President would resign from that office if elected to be President-Elect. If not elected to be President-Elect, the Vice President will be entitled to remain Vice-President until the expiry of their term. • Persons holding office as ETC Chair and FAC Chair continue as Directors but cease to be Chairs of the Committees upon the Board appointing Chairs of those Committees under clause 14.4 (noting that the Board may appoint those persons as Chairs of those Committees). • Any other person who was a Director or Member of a standing Committee of the Board before the Transition Date will

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
				<p>continue in that office until the expiry of their term or their resignation or stepping down.</p> <p>Clause 11.2.2 provides that when the term of the President, a Director or Member of a Board Committee ends, the office or position is to be filled by election or appointment in accordance with the Constitution.</p> <p>Clause 11.2.3 requires the additional positions created by clause 11.2.1 to be filled between the Transition Date and the first annual general meeting after the Transition Date.</p> <p>Clause 11.2.4 makes clear (for the avoidance of doubt) that the transitional provisions do not invalidate positions elected or appointed before the amended Constitution takes effect.</p> <p>Omitted clause 11.2 contained redundant transitional provisions from 2010, which are no longer required.</p>
	President and President Elect	11.3, 11.4	Governance improvement (Presidential election, terms, and vacancy management)	<p>Clause 11.3 gives effect that an elected President-Elect becomes President automatically, for a two-year term. The term continues until the end of the second annual general meeting after the expiry of the term of the previous President.</p> <p>Clause 11.4 makes provision for the contingencies that the President or President-Elect resigns or ceases to hold office before the expiry of their term.</p>
	Omission of spent transitional provisions	Omitted 11.2, 11.3, 11.4	Hygiene (removal of unnecessary clauses)	<p>The omitted clauses provided for the first election after adoption of the current Constitution in 2010 and are no longer required.</p>

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
	President Elect to become President automatically	New 11.3	Governance improvement (Presidential terms)	Amendment such that the terms of office for the President and President Elect be two rather than three years.
	Succession where President resigns before expiry of terms	New 11.4	Governance improvement (management of vacancies)	The new clause provides that if the incumbent President resigns before expiry of their current term, the President Elect becomes President for the balance of that year (until the next annual general meeting), in addition to a full two-year term from the end of that annual general meeting.
	Residency	11.5, 11.19.8, 15.6.1	Clarification	Amendments to provide that residency (for the purposes of determining eligibility for Board appointments and Jurisdictional Committee appointments) shall be determined by reference to a Member's <i>primary</i> place of residence.
	Jurisdictional Cap	11.6	Governance improvement (Jurisdictional cap)	New clauses 11.6.2 and 11.6.3 give to exclude President and President Elect from determination of the jurisdictional cap.
	Email notice of nomination	11.7.1	Modernisation of conduct of elections	Clause 11.7.1(b) is amended to provide for email notice of nomination for election
	Limit on Presidential terms	11.8	Hygiene (removal of unnecessary clauses)	Clause 11.8 is amended to remove an exception to the limitation on the President serving a second term. This transitional exception was required to preserve the rights of the President elected before the 2010 Constitution took effect. It is no longer necessary.
	Limit on Directors term to 9 years continuous service	11.9	Governance improvement (Board Member terms) Hygiene (terminology)	This clause is amended to reduce the maximum continuous term for Directors from 12 years to nine years. Further amendments remove obsolete references to “Council”, give effect to the omission of references to “Officeholder” (see clause notes to omitted clauses 11.20 to 11.27) and provide that the period during which a person holds office as

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
				President or President-Elect is not taken into account in determining the period of nine years continuous service.
	Order of voting	11.11, 11.13	Governance improvement (conduct of elections)	Amendments to clause 11.11 are consequential on changes to clause 11.1 (Composition of the Board). Clause 11.13.2 provides that where more than one position is contested, the candidate with the highest number of votes is elected first, the candidate with the next highest number of votes elected second and so on until all contested positions are filled.
	Vacancy in office of Director	11.19	Governance improvement (management of vacancies)	Amendment to clause 11.19.9 is consequential on reduction of maximum continuous term for Directors from 12 years to nine years (see clause 9).
	Removal of references to Officeholders	11.20 - 11.27	Hygiene (removal of unnecessary clauses)	Clauses 11.20 to 11.27 are omitted, and other references to Officeholder in the Constitution removed, to provide for Board appointment in place of direct election of the Chairpersons of the Finance and Audit Committee and the Education and Training Committee. Retention of a distinction between Officeholders and ordinary Directors is not necessary as the distinction has no material practical effect.
12. Roles and responsibilities of the Board	Board Committee provisions moved	12.5, 12.6, 12.7, 12.8	Hygiene (clauses better elsewhere)	These provisions relating to Board committees are consolidated in revised clause 14.
	Emergency quorum	12.14	Governance improvement (management of quorum)	Clause amended to ease quorum requirements where a Board decision is required in an emergency.
13. Executive Committee	Executive Committee provisions omitted	13	Hygiene (removal of unnecessary clauses)	Giving the Board broader power to establish and delegate to committees (see notes to clause 14) makes it unnecessary to continue

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
				to provide for an Executive Committee in the Constitution.
14. Committees	New provisions relating to Committees	14.1-14.10	Governance improvement (Board Committees)	<ul style="list-style-type: none"> • Provides for the Board to establish Committees. • Replaces the requirement that the majority of Board Committee Members be Directors, Officeholders and/or employees with requirement that the majority be Members. • Clause 14.1 provides for five standing Committees of the Board (Education and Training Committee, Finance and Audit Committee, Board of Censors, Continuing Professional Development Program Committee and Policy and Advisory Committee). <p>Clause 14.2 provides that the Board may establish other Committees. Clause 14.3 provides for the Board to set Committee terms of reference. Clause 14.4 provides for the Board to appoint and remove Committee Members. In particular:</p> <ul style="list-style-type: none"> • A majority of Members of standing Committees must be Members of the College. • The Chairpersons of the FAC and PAC must be Directors, and the Chairperson of the ETC must be a Director who is a Fellow. • The Chairpersons of the CPDPC and the Board of Censors must be Fellows. <p>Clause 14.5 provides that a person's Membership of a Committee ceases if they cease to be a Member of the College.</p>

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
				<p>Clause 14.6 provides for the Board to delegate to Committees.</p> <p>Clause 14.7 provides that Committees must perform functions and exercise powers in accordance with terms of reference, regulations and directions of the Board.</p> <p>Clause 14.8 provides that Committees may form subcommittees with approval of the Board.</p> <p>Clause 14.9 provides that College employees may not be Committee Members but may attend meetings at the invitation of a Committee.</p> <p>Clause 14.10 provides that the President and Chairperson of the Finance and Audit Committee may attend any Committee meeting. The President may be heard at meetings, while the FAC Chair may be heard 'on any matter affecting the financial position of the College'.</p> <p>Clause 14.11 provides that clause 14 does not apply to Jurisdictional Committees.</p>
<p>15. Jurisdictions and Jurisdictional Committees</p>	<p>Minimum number of ordinary Members reduced from 3 to 2.</p>	<p>15.6</p>	<p>Governance improvement (Jurisdictional Committees)</p>	<p>The current Constitution provides a quorum is constituted by a minimum number of three Jurisdictional Committee Members (plus the Chair). This is difficult to achieve in smaller jurisdictions and the Amended Constitution has reduced the quorum to a minimum of two Jurisdictional Committee Members (plus the Chair), determined by the jurisdictions in accordance with the Terms of Reference.</p>
	<p>Responsibilities of Jurisdictional Committees</p>	<p>15.6.2</p>	<p>Governance improvement (Jurisdictional Committees)</p>	<p>General statement of responsibility for Jurisdictional Committee to make clear it is to support the role of the jurisdiction (set out in clause 15.5)</p>

Part	Subject matter amendment	Clauses	Category of change	Explanatory notes
				It is intended that operational detail of Jurisdictional Committees will be set out in new College Regulations.
	Jurisdictional Committee References	15.7, 15.8	Governance improvement (Jurisdictional Committees)	Provides for the Board to make regulations setting out terms of reference and operational detail, subject to consultation with chairpersons of Jurisdictional Committees. New College regulations to include new terms of reference and position descriptions of key roles of Jurisdictional Committee Members (such as the Chair, JCTs and CEPD coordinators).
23. Definition, Interpretation	Application of Corporations Act	23.4	Compliance	The amendment makes clear that the meeting provisions in the Corporations Act apply despite RACMA being registered with the Australian Charities and Not-for-profits Commission.
		Various	Hygiene	Numerous definitions have been included, removed or amended as a consequence of other changes to the Constitution.
Housekeeping	References to numbers standardised to include word and numeral (e.g.: “three (3)”)	Various	Hygiene	
	Capitalisation standardised (e.g., Constitution)	Various	Hygiene	
	<i>Aotearoa</i> added to all references to <i>New Zealand</i>	Various	Hygiene	
	Substitutes <i>They</i> and <i>their</i> for <i>he/she</i> and <i>his/her</i>	Various	Hygiene	