

Member Requisition for EGM

To:	Board of Directors
Category:	For Decision
Purpose:	For the Board to approve the date for holding the member requisitioned Extraordinary General Meeting (EGM) that has been received.
Synopsis:	<p>On 23 February 2026 a requisition to call a general meeting was submitted to the Board of the RACP which sought the following ordinary resolution:</p> <ul style="list-style-type: none">• That Prof Jennifer Martin be removed as a director (and President) of the Royal Australasian College of Physicians. <p>The requisition has been verified and meets Constitutional requirements for the removal of a director to be put forward to an EGM.</p> <p>Professor Martin has an actual conflict of interest regarding this matter as she is named to be removed in the proposed EGM resolution.</p> <p>It is recommended that the EGM be held on 23 April 2026 and that it be held online only, televised from the Sydney office.</p>
Draft Outcome or Resolution:	<p>The Board RESOLVED to:</p> <ol style="list-style-type: none">consider and comment on the proposed resolution;approve the date the Extraordinary General Meeting to be held on 23 April 2026 and that it be held online.
Prepared:	Kim Davis, Company Secretary
Reviewed:	Venus Amoro-Njuguna, Senior Legal Counsel
Endorsed:	Steffen Faurby, Chief Executive Officer
Submitted:	Dr Sharmila Chandran, President-elect

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Supporting Statement to EGM to remove Prof Jennifer Martin as RACP Director

The Members signatories are requesting an Extraordinary General Meeting (EGM) to remove Prof Martin as President and Chair of the Royal Australasian College of Physicians (RACP) for the reasons described below.

We, the undersigned members have lost confidence in the leadership of Prof Martin as President and Chair of RACP Board. Many members called for the President's resignation after 4 failed EGMs in 2025. There was no accountability evident to Members.

There are now media articles that substantiate findings of bullying and harassment by Prof Martin.

The College, in its statement on the 12 Feb 2026 acknowledges the report. In an article on the 30 December 2025, Michael West Media refers to the Centium report and the bullying and harassment by Prof Martin towards staff. In its reply to the article, the College did not deny the existence or findings of the Centium report. The report should be provided to members.

It is a serious requirement that the President and Chair of the Royal Australasian College of Physicians, as leader of the College, behaves in accordance with the governing policies and the law.

It is not acceptable for the President to have findings of bullying and harassment towards staff members who are in a less powerful position. Such findings damage the reputation of the College and results in an unacceptable position for the President to continue as President, Chair and a Director of the College.

Instability of the board

As President and Chair of the Board, Prof Martin has the duty to foster a healthy culture within the Board and College as well as maintain board stability. There have been many destabilising Board and Presidential communications. These include a misquotation of ACNC recommendations. A high number of board Directors have resigned within a period of 6 months. It is clear to members that there is serious dysfunction at board level. As the President and Chair, Prof Martin carries ultimate responsibility and has shown inability to lead a Board.

Poor Oversight of Expenditure

It was recorded by the College on the 12 February 2026 that there has only been one proper meeting of the Technology/IT board committee between July 2025 and January 2026 and a circular resolution in November 2025. This is in the face of a \$40 million investment of the College in IT projects.

A circular resolution is not a formal meeting of a board committee and does not allow for any debate between senior management and the board.