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## 1. Legal framework

Clause 9.2(a) of the Constitution of the Association (**Constitution**) provides that the Association may establish State or Territory Branches. Clause 1.1(a) defines a State or Territory Branch as an unincorporated body that:

- (a) represents Ordinary Members who live or work in a State or Territory; and
- (b) is governed by laws made under the Constitution.

## 2. Tasmanian Branch of the Australian Medical Association

- (a) The Tasmanian Branch of the British Medical Association was formed in 1911 and remained an unincorporated branch of that association for 50 years.
- (b) In 1961, the Branch resigned from the British Medical Association and became a fully autonomous Branch of the Australian Medical Association Limited (the **Association**).
- (c) In 1962, the Tasmanian Branch of the Australian Medical Association was incorporated as a company limited by guarantee.
- (d) On 31 May 2024, the members of the Tasmanian Branch of the Australian Medical Association decided to wind up and transfer its assets to the Association.
- (e) These by laws establish the Tasmanian Branch of the Australian Medical Association as a Branch of the Association on and from 1 June 2024 (**Commencement Date**).

## 3. Purpose

- (a) Clause 9.2(b) of the Constitution provides that the purpose of a State or Territory Branch established by the Association is to:
  - (i) represent the interests of doctors and patients in that State or Territory;
  - (ii) advise the Association on local policy issues and products relevant to members of that State or Territory Branch;
  - (iii) advocate on local policy issues; and
  - (iv) undertake any other functions and activities set out in these by laws.
- (b) In addition to the other purposes set out in paragraph (a), the Tasmanian Branch of the Australian Medical Association will provide direction to the Tasmanian Government and the Tasmanian community on the best way to administer and practice health in Tasmania.

## 4. Definitions and interpretation

- (a) In these by laws:

**Association** means the Australian Medical Association Limited ABN 37 008 426 793.

**Association's AGM** means the Annual General Meeting of the Association.

Note: The Association's AGM must be held by 31 May. It is usually held on the last Thursday in May.

**Board** means the Board of the Association.

**Branch** means the Tasmanian Branch of the Australian Medical Association.

**Branch Meeting** means a general meeting that is open to all Branch Members.

**Branch Members** means Ordinary Members of the Association who are recorded in the Register as being members of the Branch.

**Division** means:

- (i) Southern Tasmania corresponding to the geographic area covered by the 62 telephone code;
- (ii) Northern Tasmania corresponding to the geographic area covered by the 63 telephone code; and
- (iii) North West Tasmania corresponding to the geographic area covered by the 64 telephone code.

**Division Chair** means the person appointed in accordance with clause 11.3(a)(i).

**Division Committee** means the committee appointed in accordance with clause 11.3(a).

**Division Meeting** means a meeting of the members of a Division.

**Division Members** means Branch Members who are recorded in the Register as being members of that Division.

**Divisional Representatives** means the persons appointed in accordance with clause 11.3(a).

**Remuneration Committee** has the same meaning as in the Constitution.

**Practice Groups** means:

- (i) Public Hospital Doctors;
- (ii) Doctors in Training;
- (iii) Rural Doctors;
- (iv) Private Specialist Practice; and
- (v) General Practice.

**Speciality Group** means the speciality groups recognised in the Association's by laws.

**State Council** means the council established in accordance with clause 8.

**State Councillor** means a member of the State Council.

**State President** means the persons elected in accordance with clause 10.

**State Vice President** means the persons elected in accordance with clause 10.

- (b) Other terms in these by laws which are defined in the Constitution have the same meaning in these by laws as they have in the Constitution.
- (c) These by laws must be construed so as not to conflict with the Constitution.

## 5. Administration of the Branch

- (a) The Branch is not a separate legal entity. Accordingly, it will not:
  - (i) have its own bank account;
  - (ii) hold any real or personal property;
  - (iii) employ staff; or

- (iv) enter into contracts.
- (b) The Association will be responsible for ensuring that:
  - (i) Branch Members receive the same level of support as they received prior to the Commencement Date;
  - (ii) Branch Members continue to receive newsletters and reports about local issues;
  - (iii) there continues to be a website for Tasmanian members;
  - (iv) Branch Members receive a similar level of support as is provided to Ordinary Members of the Association in other States and Territories;
  - (v) the Branch maintains an office in Tasmania; and
  - (vi) the Branch has staff based in Tasmania.
- (c) Subject to the policy limits set out in the Board’s policy on Delegated Authorities, the Secretary General may sub-delegate any of their responsibilities under these by laws to other employees of the Association.

## 6. Branch Members

### 6.1 Eligibility

Clause 9.2(c) of the Constitution provides that an Ordinary Member is eligible to be recorded in the Register as a member of a State or Territory Branch if:

- (a) they are resident or practising in the geographical area represented by that State or Territory Branch;
- (b) they are not a member of another State or Territory AMA; and
- (c) they pay subscription fees to the Association in accordance with clause 6.2 of the Constitution.

### 6.2 Admission of Branch Members

- (a) Branch Members will be admitted at the sole and absolute discretion of the Board. The Board may delegate this power to the Secretary General, who may sub delegate.
- (b) The Secretary General or their delegate will consider each application for membership of the Branch after the application is received as follows:
  - (i) Admission to the Association will be determined by a resolution to that effect passed by the Board or their delegate.
  - (ii) The Board may in its sole and absolute discretion, and without being required to assign any reason, refuse to accept any application for admission to membership of the Branch.
  - (iii) As soon as practicable following acceptance of an application for membership of the Branch, the Association will send the applicant written notice of the acceptance. An applicant for membership becomes a Branch Member upon such acceptance.
- (c) The Association is responsible for:
  - (i) notifying the Medical Journal of Australia of the enrolment of new Branch Members; and

- (ii) making copies of the Constitution and any current resolutions relating to professional conduct available to all new Branch Members.

### **6.3 Register of Branch Members**

- (a) The Association is responsible for ensuring up-to-date records are maintained of Branch Members, including:
  - (i) their full names and addresses;
  - (ii) the date of their enrolment and of their ceasing to be Branch Members; and
  - (iii) their Division, Speciality Group and Practice Group(s).
- (b) A person is eligible to be recorded as a member of a Division if they conduct their practice in the geographical area for the telephone prefix for that Division. A Branch Member is only eligible to be a member of one Division.
- (c) The members of the Specialty Groups and Practice Groups are the Branch Members who are recorded in the Register as being members of Specialty Group or Practice Group. A Branch Member is not eligible to be a member of more than one Specialty Group, but may be a member of as many Practice Groups as are relevant to their practice.

### **6.4 Ceasing to be a Branch Member**

A person will cease to be a Branch Member if they:

- (i) cease to be an Ordinary Member of the Association;

Note: Clause 6.4 of the Constitution sets out the circumstances where a person will cease to be an Ordinary Member. It includes cancellation of the person's registration. There is also a procedure for the Board to pass a special resolution to terminate a person's membership because of their conduct. The person has an opportunity to be heard.

- (ii) notify the Secretary General that they wish to transfer their membership to another State or Territory AMA; or
- (iii) are expelled in accordance with clause 24.

## **7. Subscriptions**

### **7.1 Payment of subscriptions**

- (a) Clause 6.2 of the Constitution provides that the Board will determine:
  - (i) the subscriptions payable to the Association by each Branch Member or each category of Branch Member; and
  - (ii) the manner and timing of payments.
- (b) Branch Members pay their subscriptions directly to the Association.

### **7.2 Non-payment of subscriptions**

- (a) Clause 6.2 of the Constitution provides that if the Association has not received subscriptions in relation to an Ordinary Member for 90 days, the Board of the Association:
  - (i) will give the Ordinary Member notice of that fact; and
  - (ii) if the subscription remains unpaid 21 days from the date of that notice, may declare that the Ordinary Member's membership is forfeited.

- (b) Subject to clause 7.3:
  - (i) Each May, the Secretary General will send notice to all Branch Members, whose subscription for the current year has not been paid, warning them that their membership will cease on the last day of June if the subscription is not paid.
  - (ii) The Secretary General will maintain a list of persons who resume membership by payment of the overdue subscription during the period of grace.
  - (iii) Membership of the Association will be terminated if a Branch Member is in arrears of subscription for longer than six months.

### **7.3 Waivers**

The Board may, at its sole and absolute discretion, waive or suspend the whole or any part of the subscription which would otherwise be payable by any Branch Member in such circumstances as the Board considers appropriate and upon such terms and conditions and for such time as the Board sees fit.

### **7.4 Non-financial members**

Notwithstanding anything else in these by laws, a Branch Member is not entitled to:

- (a) be elected or appointed to any position;
- (b) vote in elections;
- (c) vote at general meetings of Branch Members,

if the Branch Member's subscription is more than one month in arrears.

### **7.5 Life members**

A person who has been an Ordinary Member of the Association for an aggregate period of 50 years is not required to pay a membership fee.

## **8. State Council**

### **8.1 Role of State Council**

The role of the State Council is to:

- (a) develop the Branch's medico-political policy, including through the establishment of committees and working groups;
- (b) review the Branch's existing medico-political policy to ensure it remains relevant;
- (c) assist to ensure the Branch's medico-political policy represents the views of Branch Members;
- (d) identify and engage with those sections of the medical profession that are underrepresented in the membership of the Branch, including recommending ways in which the Branch can assist them;
- (e) consider and make recommendations to the Board of the Association in relation to any by laws, particularly with respect to the rights, obligations and classes of membership, ethical and professional conduct and disciplinary issues; and
- (f) initiate, consider, draft, and adopt position statements.

**8.2 Motions of State Council**

- (a) State Council may propose motions to the National Conference relating to the activities of the Association.
- (b) State Council must review all policy resolutions and position statements of State Council at five yearly intervals, for ratification by State Council.
- (c) All position statements will be available to Branch Members, including the State President, to use as a resource to give direction when speaking to the media, lobbying government, and working with the bureaucracy.

**8.3 Members of the State Council**

The members of the State Council are:

- (a) the State President elected under clause 10 of these by laws;
- (b) the State Vice President elected under clause 10 of these by laws;
- (c) Divisional Representatives appointed under clause 11.1 of these by laws;
- (d) one member from each of the practice groups as elected/appointed by them:
  - (i) General Practice;
  - (ii) Rural Doctors;
  - (iii) Private specialists;
  - (iv) Public hospital doctors; and
  - (v) Doctors in Training.
- (e) a representative of the clinical academic staff of the University of Tasmania;
- (f) a representative of the Tasmanian Salaried Medical Practitioners Society (**TSMPS**);
- (g) the President of the Tasmanian University Medical Students Society (**TUMSS**); and
- (h) any other Branch Members on Federal Council.

**8.4 State Councillors are not directors**

Except for the Director nominated in accordance with clause 12 of these by laws, State Councillors are not directors of the Association.

**8.5 Eligibility to be appointed to the State Council**

- (a) Employees of the Association are not eligible to be appointed to State Council in any capacity (including as alternative representatives).
- (b) All State Councillors (other than the TUMSS representative) must be Branch Members.

**8.6 Term of appointment**

Subject to clause 8.7 and the transitional arrangements for the inaugural State Council, State Councillors will be appointed in accordance with the following table:

Role	Appointment
President and Vice President	Two-year period (approximately) commencing at the conclusion of the Association’s AGM in odd-numbered years

<b>Role</b>	<b>Appointment</b>
Divisional Representatives	Two-year period (approximately) commencing at the conclusion of the Association's AGM even-numbered years
Practice representatives	Two-year period (approximately) commencing at the conclusion of the Association's AGM odd-numbered years
Representative of the clinical academic staff of the University of Tasmania	Annual
Representative of the TSMPS	Annual
President of the TUMSS	Annual
Other Branch Members on AMA Federal Council	Two-year period (approximately) commencing at the end of National Conference

### 8.7 Removal of State Councillors

A person will cease to be a State Councillor if:

- (a) in the case of a person nominated under clauses 8.3(e), 8.3(f) and 8.3(g) they are removed by the nominating body;
- (b) they do not meet the criteria in clause 8.5;
- (c) they are absent from three consecutive State Council meetings without the consent of the State Council;
- (d) 75 per cent of the members of State Council pass a resolution to remove them; or
- (e) a meeting of the Branch Members convened in accordance with clause 22.3 passes a resolution to remove them.

### 8.8 Casual vacancies

- (a) Any unfilled positions as a result of insufficient nominations are to be treated as casual vacancies. A casual vacancy may also arise:
  - (i) if a person notifies the State President or Secretary General (in writing) that they wish to resign from their position;
  - (ii) the person dies;
  - (iii) the person is removed under the Constitution; or
  - (iv) the person is removed under clauses 8.7 of these by laws.
- (b) The following table sets out how casual vacancies will be filled:

<b>Role</b>	<b>New appointee</b>
President	The Vice President will be appointed as the President.
Vice President	Another member of the State Council will be appointed by the State Council as the State Vice President.

<b>Role</b>	<b>New appointee</b>
Divisional Representatives	The person nominated as the alternative Divisional Representatives will be appointed.  The Division may appoint a person to fill that casual vacancy by giving notice in writing to the Secretary General.
Practice representatives	The Practice Group that nominated the person may appoint a person to fill that casual vacancy by giving notice in writing to the Secretary General.
Person nominated under clauses 8.3(e), 8.3(f) and 8.3(g)	The nominating body may appoint a person to fill that casual vacancy by giving notice in writing to the Secretary General.

- (c) All appointees must meet the criteria in clause 8.5.
- (d) A person fills a casual vacancy for the unexpired term of the person who they are replacing.

## **8.9 Expenses and other payments**

- (a) Reimbursement of expenses of the State Councillors will be determined by the Remuneration Committee and approved by the Board.
- (b) Any travel paid for or reimbursed by the Association must be in accordance with the Association’s Travel Policy.

## **9. State President and Vice State President**

### **9.1 Advocacy**

- (a) The State President and State Vice President or another clinician expressly authorised by the State President are authorised to speak on behalf of the Association in relation to local issues.
- (b) Divisions must obtain the prior approval of the State President before doing any act or making any written or verbal pronouncement on any medico political matter or on any matter or question which affects Branch Members generally.
- (c) All position statements will be available to Branch Members, including the State President, to use as a resource to give direction when speaking to the media, lobbying government, and working with the bureaucracy.

### **9.2 Chair of Branch Meetings and meetings of State Council**

- (a) The State President may preside as chair at:
  - (i) every meeting of the State Council; and
  - (ii) Branch Meetings.

Note: A Branch Meeting is defined as a meeting that is open to all Branch Members. Division chairs will continue to chair Division Meetings.
- (b) Subject to the direction of the State Council, the State Vice President will provide support to the State President and act in the capacity of State President in their absence.

### 9.3 Branch's representative on Federal Council

- (a) Subject to clause 28.2(c) of the Constitution, unless the State Council agrees to appoint another State Councillor, the State President will be the Branch's representative on Federal Council.

Note: Clause 28.3 of the Constitution provides for the Branch to nominate a person to Federal Council in even-numbered years. The person's appointment takes effect from the end of the National Conference. A person is ineligible for appointment if they have served three consecutive terms in the same representative role.

- (b) The State Council will:
- (i) encourage Branch Members to respond to expressions of interest for positions on Federal Council; and
  - (ii) maintain a list of Branch Members who are interested in filling vacancies on Federal Council.

Note: Clause 28.8 of the Constitution provides for the Federal Council to appoint an additional General Practitioner, an additional Doctor in Training, and an additional Rural Doctor. In making appointments the Federal Council must ensure that Federal Council includes at least two members from AMA Tasmania.

### 9.4 Representatives on other bodies

The State President may nominate, elect, or appoint any Branch Member to any association or like body which requests the Branch to make such nomination, election, or appointment.

## 10. Election of State President and Vice State President

- (a) The inaugural State President and Vice President are Dr Michael Lumsden-Steel and Dr Helen McArdle. Their term commences on the Commencement Date and ends at the conclusion of the Association's AGM in 2025.

Note: The Association's AGM must be held by 31 May. It is usually held on the last Thursday in May.

- (b) In every odd year commencing in 2025, the Secretary General will conduct elections for:
- (i) State President; and
  - (ii) Vice State President.
- (c) Subject to paragraph (d), each Branch Member is entitled to:
- (i) nominate for the position of State President and/or State Vice President; and
  - (ii) vote in the election.
- (d) No person may hold the position of State President or State Vice President for more than two consecutive terms.
- (e) Nominations must be provided to the Secretary General (in the form prescribed by the Secretary General) on or before 14 February.
- (f) A person cannot nominate someone else.
- (g) There is no requirement for nominations to be seconded.
- (h) If only one candidate is nominated for the office of President or Vice President, that candidate will be declared elected.

- (i) Election of the President and Vice President must occur in the following order:
  - (i) President;
  - (ii) Vice President.
- (j) If more than one candidate is nominated the names of all candidates must be placed on the voting paper in random order, determined in a manner chosen by the Secretary General.
- (k) Voting may be conducted by electronic ballot.
- (l) Voting must occur by the preferential system.
- (m) Proxy voting is not permitted.
- (n) In the event of a tie, the Secretary General must:
  - (i) call for nominations for the contested position; and
  - (ii) repeat the process until a candidate gains a majority of the votes cast.
- (o) All procedure and questions concerning elections not specially provided for by the Constitution or these by laws, will be decided by the Secretary General and their ruling on every such point will be final.

## 11. Divisions

### 11.1 Division Committee

- (a) Subject to the direction of the State Council and these by laws each Division is free to govern itself in such manner as it thinks fit.
- (b) Each Division is governed by a Division Committee that consists of:
  - (i) the Division Chair;
  - (ii) the Division Vice Chair; and
  - (iii) the Division’s other Divisional Representatives.

### 11.2 Number of Divisional Representatives

- (a) The number of Divisional Representatives for each Division is set out below:

Number of Division Members	Number of Divisional Representatives
1 – 50 Division Members	One
51 – 100 Division Members	Two
101 – 150 Division Members	Three
151 – 200 Division Members	Four
More than 200 Division Members	Five

- (b) No later than 14 February the Secretary General or their delegate will notify each Division of the number of Divisional Representatives that it is entitled to appoint to the State Council.

### 11.3 Election of Division Committee

- (a) Each even-numbered year, each Division will appoint:

- (i) a Division Chair;
  - (ii) a Division Vice Chair;
  - (iii) Divisional Representatives; and
  - (iv) alternate Divisional Representatives.
- (b) Unless otherwise determined by the Division, the Division Committee will be elected by a simple majority of those Division Members present and eligible.
- (c) Each Division must notify the Secretary General of their appointees on or before 1 May of each even-numbered year.
- (d) The Divisional Committee will take office at the conclusion of the Association's AGM.

Note: The Association's AGM must be held by 31 May. It is usually held on the last Thursday in May.

- (e) For the period from the Commencement Date until the Association's AGM, the Divisional Committees will comprise the persons who held the equivalent positions prior to the Commencement Date.

## 12. Appointment of Branch Member as director of the Association

- (a) Each odd-numbered year, the State Council must nominate a person with appropriate skills and experience to be a Director of the Association.
- (b) Any person nominated under this clause 12:
- (i) must be a Branch Member;
  - (ii) may (but is not required to be) a State Councillor;
  - (iii) must not be an employee of the Association;
  - (iv) must not be prohibited by the Corporations Act from acting as a director; and
  - (v) must not (and must not have been in the previous five years) an insolvent under administration within the previous five years.
- (c) The State President will notify the Secretary General of the name of the nominee at least four weeks prior to the Association's AGM.
- (d) Subject to ratification by the Board, the Director's appointment will be effective from the end of the Association's AGM.
- (e) If no other person is nominated, the State Council will be deemed to have nominated the State Vice President.
- (f) Subject to clause 17.7 of the Constitution, the State Council may nominate a person for a further term.
- (g) In addition to the grounds for removal set out in clause 17.8 of the Constitution, a person nominated as a director under clause 12 may be removed from their position by the Board if they cease to meet the criteria in clause 12(b).

## 13. Appointment of Branch Members as delegates to the National Conference

- (a) No later than six weeks before the National Conference, the Secretary General will notify the State President of the date of the National Conference and the number of delegates it is entitled to appoint to the National Conference.

Note: Clause 16.3(c)(ii) of the Constitution guarantees each State and Territory AMA at least two delegates. A State or Territory AMA may be entitled to more delegates depending on how many Ordinary Members it has compared with the total number of Ordinary Members.

- (b) Unless the State Council agrees to nominate other State Councillors, the Branch's delegates will include the State President and Vice President.
- (c) If the Branch is entitled to more than two delegates:
- (i) the Secretary General or their delegate will seek nominations; and
  - (ii) the State Council will determine who is nominated.
- (d) The State President will notify the Secretary General of the name of all nominees at least four weeks prior to the National Conference.
- (e) Any persons nominated under this clause 13:
- (i) must be a Branch Member;
  - (ii) may (but is not required to be) a State Councillor; and
  - (iii) must not be an employee of the Association.
- (f) If any representative of the Branch is unable to attend any meeting of the National Conference, the State Council (or in the case of emergency, any two of its officers) may nominate another Branch Member to act as a substitute for the Branch Member unable to attend. If no such appointment is made within 48 hours before the commencement of the relevant National Conference, the delegate may appoint another delegate to the National Conference to be their proxy for that National Conference.

## 14. Meetings of State Council

### 14.1 Schedule

- (a) The State Council will meet at least four times per year. The schedule of meetings for the forthcoming year will be agreed by the State Council.
- (b) The State Council may also meet on other occasions between scheduled meetings to deal with specific matters as the need may arise.
- (c) The agenda will be prepared by the Secretary General or their delegate in consultation with the State President. Any State Councillor may request an item to be included on the agenda.

### 14.2 Convening meetings

- (a) Notice of a State Council meeting must be given to each State Councillor at least seven days (or such other period as may be unanimously agreed upon by the State Councillors) before the time appointed for the holding of the meeting.
- (b) Notice of a State Council meeting must be given to each State Council in writing by any technological means agreed to by the State Council.

- (c) In cases of urgency, a State Council meeting can be held without the usual notice, provided that as much notice as practicable is given to each State Councillor by the quickest means practicable.
- (d) Non receipt of any notice of a State Council meeting by a State Councillor does not affect the validity of the convening of the meeting.

### **14.3 Chair**

Meetings of State Council will be chaired by the State President or, in their absence, the State Vice President.

### **14.4 Quorum**

The quorum for a meeting of State Council is at least 50 per cent plus one of the total number of State Councillors (or their alternates) holding office at the time of the meeting but must include either the State President or State Vice President.

### **14.5 Format of meetings**

- (a) Subject to the Constitution and these by laws, the State Council may regulate its meetings and proceedings as it sees fit. Meetings may be held by technological means.
- (b) All questions arising at any meeting of State Council must be decided by a majority of votes. In the case of an equality of votes, the chair has a second or casting vote.
- (c) State Council may adopt standing orders to assist it in the conduct of its business.

### **14.6 Observers**

The State President may:

- (a) invite other individuals (including persons who are not Branch Members) to attend State Council meetings as observers; and
- (b) make the agenda and papers for each meeting available to Branch Members.

### **14.7 Alternate representatives**

- (a) If a Divisional Representative is unable to attend a meeting of State Council, their alternate will attend instead.
- (b) Subject to clause 8.5, if another State Councillor (besides a Divisional Representative) is unable to attend a meeting of State Council, they may appoint another Branch Member from the same Specialty Group or Practice Group as an alternative representative.
- (c) Subject to clause 8.5, if the TUMSS President is unable to attend a meeting of State Council, they may appoint another Medical Student Associate Member as an alternative representative.
- (d) Notice of the appointment of the alternate must be given in writing to the State President no later than 24 hours before the date of the meeting. A State Councillor may give standing notice of an alternate.

## **15. Committees**

- (a) To assist the State Council in fulfilling its duties and responsibilities, the State Council may delegate its responsibilities to a Committee. Committees may be standing committees.

- (b) The Committee must exercise the powers delegated in accordance with any directions of the State Council.
- (c) To establish a Committee the State Council will approve formal terms of reference setting out the Committee's role, responsibilities, composition, structure, term of appointment, quorum, reporting requirements and method of operation.
- (d) Subject to any terms of reference determined by State Council, Committees may meet, convene meetings, adjourn and otherwise regulate their proceedings, as they think fit. If no quorum is determined by State Council, two members of a Committee will constitute a quorum.
- (e) The State President will be an ex officio member of all Committees.
- (f) Committees may include persons who are not Branch Members.
- (g) The term of appointment of any person to a Committee is limited to a total of six years, with the exception that time spent as chair of a Committee may extend the term of appointment by a maximum of two additional years.
- (h) Unless agreed otherwise by State Council, each Committee must be chaired by a Branch Member appointed by the State President. If the chair is not a State Councillor, the Committee must appoint, from its own number, a State Councillor to be the deputy chair.
- (i) A Committee must report to and act under the instructions of State Council.
- (j) A Committee may fill any casual vacancy arising among its members.
- (k) A Committee may, in respect of any matter before it, consult or make any report or suggestion to any other Committee.
- (l) If any appointed member of a Committee is absent from three successive meetings that member will be deemed to have resigned their membership except in case of illness or for some other reason approved by the chair of the Committee.
- (m) A question arising at a meeting of a Committee must be decided by a majority of votes. In the case of an equality of votes, the chair has a second or casting vote.

## 16. Circular resolutions of State Council and Committees

- (a) The State Council may pass a resolution without a meeting if either:
  - (i) all the State Councillors entitled to vote on the resolution have agreed to the resolution; or
  - (ii) all of the following conditions are satisfied:
    - (A) the State Councillors have been given at least seven calendar days to consider the resolution;
    - (B) no State Councillor has requested that a meeting be called to consider the resolution;
    - (C) the State President or State Vice President has voted on the resolution;
    - (D) at least 70 per cent of the State Council have voted on the resolution; and
    - (E) at least 60 per cent of the State Council have voted in favour of the resolution.

- (b) If a resolution is taken to have been passed in accordance with this clause 16, the minutes must record that fact, and the date when the resolution was passed.
- (c) This clause 16 applies to meetings of committees of State Council as if all members of the committee were State Councillors.
- (d) Any resolution referred to in this clause 16 must be provided to every State Councillor who is entitled to vote on the resolution.
- (e) A person may indicate their agreement to a resolution by any method that:
  - (i) identifies the person and indicates the person's intention in respect of the resolution; and
  - (ii) was either:
    - (A) as reliable as appropriate for the purpose for which the information was recorded, in light of all the circumstances, including any relevant agreement; or
    - (B) proven in fact to have fulfilled the functions described in clause 16(e)(i), by itself or together with further evidence.

## 17. Specialty Groups and Practice Groups

- (a) Each Specialty Group and Practice Group may form a coordinating committee for that group to facilitate communication.
- (b) The coordinating committee of each Specialty Group and Practice Group will consist of:
  - (i) that group's representative on State Council;
  - (ii) the State President or their nominee; and
  - (iii) other members as determined by the State Council.

## 18. The State President's Award

- (a) An annual award, known as the State President's Award, may be made by the State President to a person, not necessarily a medical practitioner, who, in the opinion of the State President, has made an outstanding contribution towards fostering the objectives of the Branch.
- (b) A State President's award may be withdrawn by special resolution of State Council being 75 per cent majority of those present and voting in secret ballot conducted while in committee:
  - (i) if the recipient's Ordinary Membership is terminated (other than for non-payment); or
  - (ii) if the State Council receives advice or forms the opinion that the recipient is guilty of:
    - (A) dishonourable practices;
    - (B) conduct derogatory to the medical profession; or
    - (C) conduct which is not in the best interests of the Association, the Branch, or its members.

## 19. Nominations for Gold Medal

- (a) The State Council may nominate any Branch Member for the Gold Medal.
- (b) Unless the nomination is of the State President, nominations will be made in writing by the State President to the Secretary General.
- (c) The nominations, and any consideration of the nomination must remain confidential to the members of the State Council and Federal Council and to the Secretary General, until the Secretary General has advised the recipient and advised Federal Council of the acceptance of the award.

## 20. Nominations for Roll of Fellows of the Association

- (a) The State Council may form a Fellowship Committee to consider whether any Branch Members should be nominated for the Roll of Fellows of the Association.
- (b) Unless the nomination is of the State President:
  - (i) nominations will be made in writing by the State President to the Secretary General; and
  - (ii) the State President will be responsible for preparing a written citation setting out the particulars of the services given to the Association by the Branch Member for which it is considered the Branch Member merits admission to the Roll.
- (c) Only under exceptional circumstances should a Branch Member nominated for admission be informed of the nomination, and then only by the State President or, if relevant, by a State Councillor from that Specialty Group or Practice Group.

## 21. Duties of State Councillors

### 21.1 General duties

State Councillors:

- (a) must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a State Councillor;
- (b) must act in good faith in the best interests of the Association and to further the purpose of the Association; and
- (c) must not misuse their position as a State Councillor.

### 21.2 Confidentiality

State Councillors:

- (a) must not misuse information they gain in their role as a State Councillor; and
- (b) must maintain the confidentiality of information received in their role as a State Councillor.

### 21.3 Conflict of interest

- (a) A State Councillor must disclose the nature and extent of any material conflict of interest in a matter that is being considered at a State Council meeting or that is proposed in a circular resolution:
  - (i) to the other State Councillors; or

- (ii) if all State Councillors have the same conflict of interest, to the Branch Members at the next Branch Meeting, or at an earlier time if reasonable to do so.
- (b) Each State Councillor who has a material personal interest in a matter that is being considered at a State Council meeting or that is proposed in a circular resolution must not:
  - (i) be present at the meeting while the matter is being discussed; or
  - (ii) vote on the matter.
- (c) Despite the existence of a conflict or a material personal interest, a State Councillor may still be present and vote if:
  - (i) the State Councillors who do not have a material personal interest in the matter pass a resolution that identifies the State Councillor, the nature and extent of the State Councillor's interest in the matter and how it relates to the affairs of the Chapter and states that those State Councillors are satisfied that the interest should not prevent the State Councillor from voting or being present; or
  - (ii) their interest arises because they are a Branch Member, and the other Branch Members have the same interest.
- (d) No contract between a State Councillor and the Association and no contract or arrangement entered into by or on behalf of the Association in which any State Councillor may be in any way interested is voided or rendered voidable merely because the State Councillor holds office as a State Councillor or because of any fiduciary obligations arising out of that office.
- (e) The disclosure of a conflict of interest by a State Councillor must be recorded in the minutes of the meeting.

## 22. Division Meetings and Branch Meetings

### 22.1 General

- (a) Branch Meetings are open to all Branch Members.
- (b) Division Meetings are open to all members of that Division. Branch Members who belong to other Divisions may be invited to attend as observers.
- (c) Branch Meetings and Division meetings do not require the formalities of a general meeting of the Association.
- (d) Subject to clause 22.5, Branch Meetings and Division Meetings may discuss any matter.

### 22.2 Agenda and notice of Division Meetings

- (a) Each Division will hold at least six Division Meetings each calendar year.
- (b) The Division Chair will:
  - (i) determine the times, places, format, and agenda for Division Meetings; and
  - (ii) ensure that all Division Members are provided with a schedule of the meeting dates for the calendar year.
- (c) At least two weeks prior to each meeting, the Division Chair must call for agenda items.

- (d) At least one week prior to each meeting, the Division Chair must ensure notice is given to Division Members of the place, format, and agenda for the Division Meeting. This notice will also include the minutes of the previous meeting.
- (e) The Division Chair must convene additional Division Meetings if requested to do so by:
  - (i) the Divisional representative; or
  - (ii) at least 5 per cent of the Division Members.

### **22.3 Agenda and notice of Branch Meetings**

- (a) The Branch will hold at least one Branch Meeting each calendar year.
- (b) The Secretary General will:
  - (i) determine the times, places, format, and agenda for Branch Meetings; and
  - (ii) ensure notices of Branch Meetings are provided to each Branch Member.
- (c) The Secretary General will convene additional Branch Meetings if requested to do so by:
  - (i) the State President; or
  - (ii) at least 5 per cent of the Branch Members.
- (d) Subject to clause 22.5, the Secretary General may conduct polls or ballots of Branch Members on any issue.

### **22.4 Chair**

- (a) Division Meetings are chaired by the Division Chair.
- (b) Branch Meetings are chaired by the State President or, in their absence, the State Vice President.
- (c) If the chair is more than 15 minutes late, the members present will choose someone of their number to chair the meeting.
- (d) The chair has a casting vote (in addition to the chair's votes as a member or proxy) on a show of hands or on a poll.

### **22.5 Matters requiring additional notice**

- (a) A Division Meeting cannot resolve to remove a member of the Division Committee unless:
  - (i) at least 21 days' notice was given of the meeting (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day on which notice is given); and
  - (ii) the notice specifies the proposed resolution.
- (b) A Branch Meeting cannot resolve to remove a State Councillor or other appointee unless:
  - (i) at least 21 days' notice was given of the meeting (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which notice is given); and
  - (ii) the notice specifies the proposed resolution.

### **22.6 Quorum**

- (a) No motions may be passed at a:

- (i) Branch Meeting unless there are at least 15 Branch Members
  - (ii) Division Meeting unless there are at least six Division Members,  
who are entitled to vote, present in person or by proxy.
- (b) Subject to clause 22.6(d), if a quorum is not present at a Division Meeting, the meeting will be adjourned to the same time and place seven days after the meeting, or to such other day, time and place as notified by the Division Chair.
  - (c) Subject to clause 22.6(d), if a quorum is not present at a Branch Meeting, the meeting will be adjourned to the same time and place seven days after the meeting, or to such other day, time and place as notified by the Secretary General.
  - (d) If a meeting was requested or called under clauses 22.2(e)(ii) or 22.3(c)(ii), if within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting is dissolved.
  - (e) If at the adjourned general meeting (of which not less than seven days' notice has been given), a quorum is not present within 30 minutes after the time appointed for the meeting, those members present will constitute a quorum.

## **22.7 Adjournment**

- (a) The chair of a Branch Meeting or Division Meeting at which a quorum is present:
  - (i) in their discretion may adjourn the meeting; and
  - (ii) must adjourn the meeting if the meeting directs them to do so.
- (b) An adjourned meeting may take place at a different venue to the initial meeting.
- (c) The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

## **22.8 Decisions on questions**

- (a) A resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by the chair or five Ordinary Members.
- (c) Unless a poll is demanded:
  - (i) a declaration by the chair that a resolution has been carried, carried by a specified majority, or lost; and
  - (ii) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be invalidated on the ground that a person voting at the general meeting was not entitled to do so.

## **22.9 Taking a poll**

- (a) Subject to clause 22.9(d), a poll will be taken when and in the manner that the chair directs. No notice need be given of any poll.

- (b) The result of the poll will determine whether the resolution on which the poll was demanded is carried or lost.
- (c) The chair may determine any dispute about the admission or rejection of a vote, and such determination, if made in good faith, will be final and conclusive.
- (d) No poll may be demanded on the election of the chair.
- (e) A poll demanded on the question of the adjournment of a general meeting must be taken immediately.
- (f) After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

### **22.10 Proxies**

- (a) Subject to this clause 22.10, a person who is entitled to vote at a Branch Meeting or Division Meeting may appoint a proxy to attend and vote on their behalf.
- (b) The proxy holder must be either:
  - (i) the chair; or
  - (ii) another person who is entitled to attend and vote at the meeting in their own right.
- (c) A proxy is suspended if the person who granted the proxy attends the meeting.
- (d) A proxy may not vote on an election of officers.
- (e) A proxy may not vote on a show of hands. A proxy may demand or join in demanding a poll.
- (f) A proxy may be appointed for multiple Branch Meetings or Division Meetings.
- (g) The Secretary General may provide a preferred form of wording for proxies.
- (h) Unless the Secretary General makes provision for proxies to be appointed via electronic means, the form of appointment must be signed by the Branch Member.
- (i) Proxies for Branch Meetings must be provided to the Secretary General at least 48 hours prior to the commencement of the meeting.
- (j) Proxies for Division Meetings must be provided to the Division Chair prior to the commencement of the meeting.
- (k) A proxy may vote or abstain as they choose except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution.

### **22.11 Disputes**

- (a) The chair will resolve any disputes about the admission or rejection of votes.
- (b) An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered their vote.
- (c) An objection must be referred to the chair, whose decision is final. A vote which the chair does not disallow because of an objection is valid for all purposes.

## **23. Minutes**

- (a) Administrative support for the State Council and the Branch will be provided by the Association.

- (b) The Association must ensure minutes are kept of proceedings and resolutions of:
  - (i) Division Meetings;
  - (ii) Branch Meetings; and
  - (iii) State Council meetings,including attendees and any persons who dissent or abstain.
- (c) Draft minutes will be prepared by the Association and circulated to the chair within two weeks after the meeting.
- (d) The Association must ensure the minutes of a meeting are approved by the chair:
  - (i) within a reasonable time after the meeting (usually within one month); or
  - (ii) by the chair of the next meeting.

## 24. Expulsion of Branch Members

### 24.1 Additional rights to expel Branch Members

Note: Clause 6.4 of the Constitution sets out the circumstances where a person will cease to be an Ordinary Member. It includes cancellation of the person's registration. There is also a procedure for the Board to pass a special resolution to terminate a person's membership because of their conduct. The person has an opportunity to be heard.

Without limiting clause 6.4 of the Constitution, if a Branch Member, in the sole and absolute opinion of the Board:

- (a) has been guilty of dishonourable conduct or conduct derogatory to the Branch or the Association or conduct which is not in the best interests of the Branch or the Association or its members;
- (b) has failed to observe proper standards of professional care, skill or competence; or
- (c) has failed to comply with the Association's ethical guidelines or has otherwise failed to comply with these by laws,

then the Board may, in its sole and absolute discretion, admonish, censure, suspend or end the membership of that Branch Member.

### 24.2 Procedure

The Board's discretion under clause 24.1 must not be exercised unless:

- (a) a majority of three-quarters of the Board present and voting at a meeting of the Board agree to the resolution; and
- (b) the Branch Member has been given at least 14 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

### 24.3 Appeals

- (a) The Secretary General must give the Branch Member notice of any decision of the Board under clause 24.1.
- (b) The Branch Member has 14 days in which to notify the Secretary General that they wish to appeal the decision. If the Branch Member exercises this right, the decision of the Board will be suspended until the Appeals Committee makes its decision.

- (c) The Appeals Committee may affirm, annul, set aside or vary the decision of the Board. The decision of the Appeals Committee is final.
- (d) The Appeals Committee will be chaired by a Legal Practitioner of at least 10 years' experience as nominated by the President of the Law Society of Tasmania. The other members of the Appeals Committee will be:
  - (i) a former State President or State Vice President nominated by the present Board; and
  - (ii) a Branch Member nominated by the Branch Member allegedly in breach of clause 24.1, provided that the nominated Branch Member must be an Ordinary Member of at least 10 years' standing. Further, the nominated Branch Member must not have been involved in deliberations in respect of the original decision.
- (e) The Appeals Committee may follow any procedure it thinks appropriate. It is not bound by the rules of evidence or other technicalities or legal forms, and it may inform itself in relation to any matter in any manner that it thinks fit. However it must act fairly and give both parties the opportunity to state their case and correct or contradict the case of the other party.
- (f) The Branch Member allegedly in breach of clause 24.1 may be accompanied to the hearing of the Appeals Committee by any other person. However, the Branch Member is not entitled to be represented by that or any other person.
- (g) The Appeals Committee's decision must be notified to the Secretary General and the Branch Member concerned within five working days after it is made.

## 25. Scientific Meetings

The Secretary General may arrange meetings or conference alone or in conjunction with other bodies for the purpose of receiving addresses or other communications relating to the medical and allied sciences and discussing related subjects.

## 26. Confidentiality of communications

- (a) Subject to paragraph (b), unless they have obtained the express prior written approval of the Board, Branch Members must not publish or be a party to publishing in any newspaper or otherwise any communication between them and any other Ordinary Member and the Association or the Board or the State Council or a Committee whether such communication be in regard to any matter under consideration by or submitted for the consideration of the Association or the Board or the State Council or a Committee thereof or any rule, minute, decision or proceedings of the Association or the Board or the State Council or a Committee thereof or any other like matter.
- (b) Paragraph (a) does not apply to publication in *The Medical Journal of Australia*, or any other similar newspaper, journal or magazine approved by resolution of the Board.