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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 by laws made under the Constitution.

## 2. Australian Capital Territory Branch of the Australian Medical Association

- (a) The Australian Capital Territory Branch of the Australian Medical Association Incorporated was registered as a company limited by guarantee in 1990. It changed its name to the Australian Medical Association (ACT) Limited in 2009.
- (b) On [insert date], the members of the Australian Medical Association (ACT) Limited decided to wind up and transfer its assets to the Australian Medical Association Limited (the **Association**).
- (c) These by laws establish the Australian Capital Territory (ACT) Branch of the Australian Medical Association as a Branch of the Association on and from [insert date] (**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 ACT Branch of the Australian Medical Association will have the following purposes:
  - (i) provide workplace relations services to members;
  - (ii) provide advocacy and representation for members in dealings with ACT Government, local health services, and other third parties;
  - (iii) provide professional development, education, and networking opportunities;
  - (iv) engage with media and the public on medico-political matters affecting ACT members; and
  - (v) support the wellbeing of Branch Members.

## 4. Definitions and interpretation

- (a) In these by laws:

**ACT Advisory Forum** means the forum established in accordance with clause 14.3.

**ACT Council** means the ACT Council established in accordance with clause 8.

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

**ACT President** means the person appointed or elected in accordance with clause 10.

**ACT President-Elect** means the person elected in accordance with clause 10.

**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 ACT 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 ACT Branch.

**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.

- (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) The Branch maintains an operational office within the ACT and retains the staff based in the ACT at a level equivalent to or greater than that provided by AMA (ACT) Limited immediately prior to the Commencement Date, unless otherwise agreed by a resolution of Branch Members at a Branch Meeting.

- (ii) The ACT President (or nominee) is consulted on recruitment, performance review, and termination or redeployment of ACT-based staff except where circumstances make it impractical to do so.
  - (iii) Branch Members continue to receive newsletters and reports about local issues;
  - (iv) There continues to be a dedicated website for Branch Members;
  - (v) Branch Members receive a similar level of support as is provided to Ordinary Members of the Association in other States and Territories.
  - (vi) The Branch continues to operate under the name 'AMA ACT'.
  - (vii) The identity, logos, and branding of the Branch clearly identifies it as representing the ACT Branch.
  - (viii) Any material use of the 'AMA ACT' brand is consistent with the Branch's medico-political policy, and identity.
- (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 Other circumstances where a person will be eligible**

In addition to the circumstances set out in clause 6.1, a person will be deemed to be practising in the ACT if they are a qualified medical practitioner registered under the National Registration and:

- (a) employed by the Commonwealth of Australia within the Territory; or
- (b) serving as a medical officer in the defence forces of Australia.

### **6.3 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.

## **6.4 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 Speciality Group and Practice Group(s).
- (b) 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.

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

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

- (a) 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.
- (b) notify the Secretary General that they wish to transfer their membership to another State or Territory AMA; or
- (c) are expelled in accordance with clause 20.

# **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**

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:

- (a) will give the Ordinary Member notice of that fact; and
- (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that the Ordinary Member's membership is forfeited.

### **7.3 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.

### **7.4 Life members**

- (a) 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.
- (b) A person who has been an Ordinary Member of the Association for an aggregate period of 30 years or more and who has contributed substantially to the AMA may be considered for Life Membership by the Board on nomination by two Branch Members. The ACT Council must approve the nomination before referral to the Board.

## **8. ACT Council**

### **8.1 Role of ACT Council**

The role of the ACT 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 ACT Council**

- (a) ACT Council may propose motions to the National Conference relating to the activities of the Association.
- (b) ACT Council must review all policy resolutions and position statements of ACT Council at five yearly intervals, for ratification by ACT Council.
- (c) All position statements will be available to Branch Members, including the ACT 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 ACT Council

The members of the ACT Council are:

- (a) the ACT President-Elected under clause 10 of these by laws;
- (b) the ACT President-Elect –elected under clause 10 of these by laws;
- (c) the Chair of the ACT Advisory Forum –appointed under clause 14.4 of these by laws;
- (d) eight other Councillors elected under clause 10 of these by laws;

### 8.4 ACT Councillors are not directors

Except for the Director nominated in accordance with clause 11 of these by laws, ACT Councillors are not directors of the Association.

### 8.5 Eligibility to be appointed to the ACT Council

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

### 8.6 Term of appointment

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

Role	Appointment
ACT President	Two-year period (approximately) commencing at the conclusion of the Association's AGM in even-numbered years
ACT President-Elect	The person elected as ACT President-Elect: <ul style="list-style-type: none"> <li>(a) holds that role for a two-year period (approximately) commencing at the conclusion of the Association's AGM in even-numbered years; and</li> <li>(b) becomes ACT President upon expiry of the ACT President's term.</li> </ul>
Chair of the ACT Advisory Forum	From the date they are appointed Chair of the ACT Advisory Forum until the conclusion of the Association's AGM in even-numbered years.
All other ACT Councillors	Two-year period (approximately) commencing at the conclusion of the Association's AGM in even-numbered years

### 8.7 Removal of ACT Councillors

A person will cease to be an ACT Councillor if:

- (a) they do not meet the criteria in clause 8.5;
- (b) they are absent from three consecutive ACT Council meetings without the consent of the ACT Council;
- (c) 75 per cent of the members of ACT Council pass a resolution to remove them; or
- (d) a meeting of the Branch Members convened in accordance with clause 18.2 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, having notified the ACT President or Secretary General (in writing) of their intention to resign, vacates their position;
  - (ii) the person dies;
  - (iii) the person is removed under the Constitution; or
  - (iv) the person is removed under clause 8.7 of these by laws.
- (b) The following table sets out how casual vacancies will be filled:

Role	New appointee
President	The President-Elect will be appointed as the President until the next election (see clause 10).
President-Elect	Another member of the ACT Council will be appointed by the ACT Council as the interim ACT President-Elect. An interim ACT President-Elect will not automatically succeed the ACT President (see clause 10).
Other Councillors	The ACT Council may appoint any Branch Member.

- (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 ACT 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. ACT President and ACT President-Elect

## 9.1 Advocacy

- (a) The ACT President and ACT President-Elect or another clinician expressly authorised by the ACT President are authorised to speak on behalf of the Association in relation to local issues.
- (b) All position statements will be available to Branch Members, including the ACT 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 ACT Council

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

Note: A Branch Meeting is defined as a meeting that is open to all Branch Members.

- (b) Subject to the direction of the ACT Council, the President-Elect will provide support to the ACT President and act in the capacity of ACT President in their absence. If neither the President nor the President-Elect is present, the ACT Council members present (in the case of an ACT Council meeting) or the Branch Members present (in the case of a Branch Meeting) are to elect one of their number to be Chair of the meeting.

### **9.3 Branch's representative on Federal Council**

- (a) Subject to clause 28.2(c) of the Constitution, unless the ACT Council agrees to appoint another ACT Councillor, the ACT 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 ACT 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 ACT.

## **10. Election of ACT Council**

- (a) The inaugural ACT Council are set out in the Schedule. Their term commences on the Commencement Date and ends at the conclusion of the Association's AGM in 2026.

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

- (b) Subject to clause 8.8, in every even year commencing in 2026:
  - (i) the ACT President-Elect will become the ACT President; and
  - (ii) the Secretary General will conduct elections for:
    - (A) ACT President-Elect; and
    - (B) ACT Councillors.
- (c) If an interim ACT President-Elect was appointed under clause 8.8 then:
  - (i) the interim ACT President-Elect will not automatically become the ACT President; and
  - (ii) the Secretary General will also conduct an election for ACT President.
- (d) Subject to paragraph (d), each Branch Member is entitled to:
  - (i) nominate; and
  - (ii) vote in the election.

- (e) No person may hold the position of ACT President for more than two consecutive terms.
- (f) Nominations must be provided to the Secretary General (in the form prescribed by the Secretary General) on or before 14 March.
- (g) A person cannot nominate someone else.
- (h) There is no requirement for nominations to be seconded.
- (i) If only one candidate is nominated for the office of President or President-Elect, that candidate will be declared elected.
- (j) If less candidates nominate for the position of ACT Councillor than positions available those candidates will be declared elected.
- (k) Elections must occur in the following order:
  - (i) ACT President (where applicable);
  - (ii) ACT President-Elect; and
  - (iii) ACT Councillors.
- (l) 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.
- (m) Voting may be conducted by electronic ballot.
- (n) Voting must occur by the preferential system.
- (o) Proxy voting is not permitted.
- (p) 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.
- (q) 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. Appointment of Branch Member as director of the Association

- (a) Each even-numbered year, the ACT Council must nominate a person with appropriate skills and experience to be a Director of the Association.
- (b) Any person nominated under this clause 11:
  - (i) must be a Branch Member;
  - (ii) may (but is not required to be) an ACT 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 ACT 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) Subject to clause 17.7 of the Constitution, the ACT Council may nominate a person for a further term.
- (f) In addition to the grounds for removal set out in clause 17.8 of the Constitution, a person nominated as a director under clause 11 may be removed from their position by the Board if they cease to meet the criteria in clause 11(b).

## 12. 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 ACT 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 ACT 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 ACT Council agrees to nominate other ACT Councillors, the Branch's delegates will include the ACT President and President-Elect.
- (c) If the Branch is entitled to more than two delegates:
  - (i) the Secretary General or their delegate will seek nominations; and
  - (ii) the ACT Council will determine who is nominated.
- (d) The ACT 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 12:
  - (i) must be a Branch Member;
  - (ii) may (but is not required to be) an ACT 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 ACT 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.

## 13. Meetings of ACT Council

### 13.1 Schedule

- (a) The ACT Council will meet at least four times per year. The schedule of meetings for the forthcoming year will be agreed by the ACT Council.
- (b) The ACT Council may also meet on other occasions between scheduled meetings to deal with specific matters as the need may arise.
- (c) The Secretary General must call a meeting of the ACT Council where requested by the ACT President or two members of the ACT Council.

- (d) The agenda will be prepared by the Secretary General or their delegate in consultation with the ACT President. Any ACT Councillor may request an item to be included on the agenda.

### **13.2 Convening meetings**

- (a) Subject to clause 13.2(b), notice of an ACT Council meeting must be given to each ACT Councillor at least seven days (or such other period as may be unanimously agreed upon by the ACT Councillors) before the time appointed for the holding of the meeting.
- (b) If the President or, (if the President is outside of Australia) the President-Elect, considers a matter to be urgent, they may call a meeting of the ACT Council by such shorter notice as they consider appropriate.
- (c) Notice of an ACT Council meeting must be given to each ACT Council in writing by any technological means agreed to by the ACT Council.
- (d) In cases of urgency, an ACT Council meeting can be held without the usual notice, provided that as much notice as practicable is given to each ACT Councillor by the quickest means practicable.
- (e) Non receipt of any notice of an ACT Council meeting by an ACT Councillor does not affect the validity of the convening of the meeting.

### **13.3 Chair**

Meetings of ACT Council will be chaired by the ACT President. If there is no ACT President, or if any meeting the ACT President is not present within 10 minutes after the time appointed for holding the meeting, the President-Elect is to be chair or if the President-Elect is not present at the meeting, then the members may choose one of their number to chair the meeting.

### **13.4 Quorum**

The quorum for a meeting of ACT Council is a majority of the total number of members of the ACT Council at that time.

### **13.5 Format of meetings**

- (a) Subject to the Constitution and these by laws, the ACT 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 ACT 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) ACT Council may adopt standing orders to assist it in the conduct of its business.

### **13.6 Observers**

The ACT President may:

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

## **14. Committees**

### **14.1 Fora for member discussion**

The ACT Council may establish such representative fora for the discussion of policy and issues amongst members and other persons, as it considers appropriate.

## **14.2 Establishment of Committees**

- (a) The ACT Council may establish committees.
- (b) The Schedule contains a list of committees as at the Commencement Date.
- (c) Subject to any requirements imposed by the ACT Council, a committee may:
  - (i) co-opt Branch Members as members;
  - (ii) elect a chair; and
  - (iii) meet and adjourn as it thinks proper.

## **14.3 ACT Advisory Forum**

- (a) The function of the ACT Advisory Forum to provide a forum for policy development and policy review and to provide advice to the ACT Council on policy matters.
- (b) The ACT Advisory Forum meets at least four times a year. Meetings take place online and are scheduled by the Secretary General.
- (c) All Branch Members are eligible to attend.

## **14.4 Chair of ACT Advisory Forum**

- (a) The inaugural Chair of the ACT Advisory Forum is set out in the Schedule. Their term commences on the Commencement Date and ends at the conclusion of the Association's AGM in 2026.

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

- (b) In each even numbered year, the ACT Council will appoint the Chair of the Advisory Committee. If only one candidate is nominated, that candidate will be declared elected. If there are multiple candidates, the Secretary General will conduct an election.
- (c) Subject to clause 14.4(d), the Chair of the Advisory Committee will:
  - (i) be appointed for approximately two years; and
  - (ii) also be a member of the ACT Council.
- (d) The ACT Council may remove the Chair of the ACT Advisory Forum at any time.

## **15. Nominations for Gold Medal**

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

## **16. Nominations for Roll of Fellows of the Association**

- (a) The ACT 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 ACT President:

- (i) nominations will be made in writing by the ACT President to the Secretary General; and
- (ii) the ACT 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 ACT President or, if relevant, by an ACT Councillor from that Specialty Group or Practice Group.

## **17. Duties of ACT Councillors**

### **17.1 General duties**

ACT 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 an ACT 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 an ACT Councillor.

### **17.2 Confidentiality**

ACT Councillors:

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

### **17.3 Conflict of interest**

- (a) An ACT Councillor must disclose the nature and extent of any actual, potential or perceived conflict of interest in a matter that is being considered at an ACT Council meeting or that is proposed in a circular resolution:
  - (i) to the other ACT Councillors; or
  - (ii) if all ACT 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 ACT Councillor who has a material personal interest in a matter that is being considered at an ACT 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, an ACT Councillor may still be present and vote if:
  - (i) the ACT Councillors who do not have a material personal interest in the matter pass a resolution that identifies the ACT Councillor, the nature and extent of the ACT Councillor's interest in the matter and how it relates to the affairs of the Chapter and states that those ACT Councillors are satisfied that the interest should not prevent the ACT 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 an ACT Councillor and the Association and no contract or arrangement entered into by or on behalf of the Association in which any ACT Councillor may be in any way interested is voided or rendered voidable merely because the ACT Councillor holds office as an ACT Councillor or because of any fiduciary obligations arising out of that office.
- (e) The disclosure of a conflict of interest by an ACT Councillor must be recorded in the minutes of the meeting.

## **18. Branch Meetings**

### **18.1 General**

- (a) Branch Meetings are open to all Branch Members.
- (b) Branch Meetings do not require the formalities of a general meeting of the Association.
- (c) Subject to clause 18.4, Branch Meetings may discuss any matter.

### **18.2 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 ACT President; or
  - (ii) not less than 5% of Branch Members.
- (d) Subject to clause 18.4, the Secretary General may conduct polls or ballots of Branch Members on any issue.

### **18.3 Chair**

- (a) Branch Meetings are chaired by the ACT President or, in their absence, the ACT President-Elect.
- (b) If the chair is more than 15 minutes late, the members present will choose someone of their number to chair the meeting.
- (c) 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.

### **18.4 Matters requiring additional notice**

A Branch Meeting cannot resolve to remove an ACT Councillor or other appointee unless:

- (a) 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
- (b) the notice specifies the proposed resolution.

## **18.5 Quorum**

- (a) No motions may be passed at a Branch Meeting unless there are at least 15 Branch Members who are entitled to vote, present in person or by proxy.
- (b) Subject to clause 18.5(c), 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.
- (c) If a meeting was requested or called under clause 18.2(c)(ii), if within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting is dissolved.
- (d) 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.

## **18.6 Adjournment**

- (a) The chair of a Branch 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.

## **18.7 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 three 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.

## **18.8 Taking a poll**

- (a) Subject to clause 18.8(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.

### **18.9 Proxies**

- (a) Subject to this clause 18.9, a person who is entitled to vote at a Branch 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.
- (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) 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.

### **18.10 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.

## **19. Minutes**

- (a) Administrative support for the ACT Council, the ACT Advisory Forum and the Branch will be provided by the Association.
- (b) The Association must ensure minutes are kept of proceedings and resolutions of:
  - (i) Branch Meetings; and
  - (ii) ACT Council meetings; and
  - (iii) ACT Advisory Forum 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.
- (e) The minutes of a meeting will be tabled at the following meeting.

## 20. Expulsion of Branch Members

### 20.1 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.

### 20.2 Procedure

The Board's discretion under clause 20.1 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.

### 20.3 Appeals

- (a) The Secretary General must give the Branch Member notice of any decision of the Board under clause 20.1.
- (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 the ACT. 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 20.1, 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 20.1 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.

## **Schedule**

### **Inaugural ACT Council**

President - Dr Kerrie Aust

President-Elect - Vacant

Dr Jason Gluch

Prof Walter Abhayaratna

Dr Clair Bannerman

Prof Kirsty Douglas

Dr Betty Ge

Dr Marisa Magiros

Dr Andrew McMahon

Dr James Miller

Dr Rashmi Sharma (Chair, Advisory Forum)

### **Inaugural List of AMA ACT Committees**

Visiting Medical Officers Committee

Tobacco Taskforce

Council of Doctors in Training (ACT)

Finance and Governance Advisory Committee

