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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) of the Constitution 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. Northern Territory Branch of the Australian Medical Association

- (a) The Northern Territory Branch of the Australian Medical Association was first formed in 1988, following constitutional changes to the Australian Medical Association in 1986.
- (b) The Northern Territory Branch of the Australian Medical Association Incorporated was registered as an incorporated association in 2006 and changed its name to Australian Medical Association Northern Territory Inc in May 2000.
- (c) One of the stated purposes of the Association was to act as a Branch of the Australian Medical Association Limited.
- (d) On 7 October 2025, the members of Australian Medical Association Northern Territory Inc passed a special resolution to transfer its assets to the Australian Medical Association Limited (the **Association**). This process was completed on 1 December 2025.
- (e) These by laws establish the Northern Territory Branch of the Australian Medical Association as a Branch of the Association on and from 1 December 2025 (**Commencement Date**).

3. Definitions and interpretation

- (a) In these by laws:

AMA NT Council means the AMA NT Council established in accordance with clause 8.

AMA NT Councillor means a member of the AMA NT Council.

AMA NT President means the person elected in accordance with clause 10 or any person appointed to that position in accordance with clause 8.10.

AMA NT Vice President – Central Australia means the person elected to that position in accordance with clause 10 or any person appointed to that position in accordance with clause 8.10.

AMA NT Vice President – Top End means the person elected to that position in accordance with clause 10 or any person appointed to that position in accordance with clause 8.10.

ASMOF NT means the Northern Territory branch of the Australian Salaried Medical Officers Federation (ABN 28 648 719 021).

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.

Board means the Board of the Association.

Branch means the Northern Territory 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.

Remuneration Committee has the same meaning as in the Constitution.

Secretary General has the meaning given in the Constitution.

- (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.

4. 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 Northern Territory Branch of the Australian Medical Association will have the following purposes:
 - (i) To promote and safeguard the provision of high quality medical services to the community by medical practitioners in the Northern Territory and to maintain and improve the conditions under which those services are provided;
 - (ii) To promote good relations and understanding between medical practitioners in the Northern Territory and the community at large; and
 - (iii) To act as a representative body to negotiate with other bodies, associations, institutions or groups, statutory or otherwise, in relation to matters affecting the provision of medical services by medical practitioners in the Northern Territory.

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 or improved 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 Northern Territory members;

- (iv) Branch Members receive at least 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 the Northern Territory; and
 - (vi) the Branch has at least one full time equivalent staff member based in the Northern Territory.
- (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 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

The Association is responsible for ensuring up-to-date records are maintained of Branch Members.

6.4 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 19.

7. Subscriptions

7.1 Non-payment of subscriptions

- (a) Branch Members pay their subscriptions directly to the Association.

Note: Subscriptions are set by the Board. See clause 6.2 of the Constitution.

- (b) 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.
- (c) Without limiting clauses 6.2 and 6.4 of the Constitution, a Branch Member whose subscription is not paid within 3 months after the due date ceases to be a Branch Member unless the Board determines otherwise.

7.2 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.

7.3 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. AMA NT Council

8.1 Purpose of the AMA NT Council

The purpose of the AMA NT Council is to promote and safeguard the provision of high quality medical services to the community by medical practitioners in the Northern Territory and to maintain and improve the conditions under which those services are provided;

8.2 Role of AMA NT Council

The role of the AMA NT 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) 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;
- (f) initiate, consider, draft, and adopt position statements; and
- (g) collaborate with the branch council of ASMOF NT.

8.3 Motions of AMA NT Council

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

8.4 Members of the AMA NT Council

The members of the AMA NT Council are:

- (a) the AMA NT President elected under clause 10 of these by laws;
- (b) the immediate past AMA NT President
- (c) the AMA NT Vice President – Top End elected under clause 10 of these by laws;
- (d) the AMA NT Vice President – Central Australia elected under clause 10 of these by laws;
- (e) the AMA NT Vice President – Industrial, who will be the person who from time to time is President of ASMOF NT;
 - (i) In the event that the President of ASMOF NT is not an AMA NT Branch Member, the ASMOF NT Council shall nominate an alternative individual who is an AMA NT Branch Member
- (f) a representative of Doctors in Training – Central Australia;
- (g) a representative of Doctors in Training – Top End;
- (h) a Medical Student representative;
- (i) six other AMA NT Councillors elected under clause 10 of these by laws;
- (j) the Branch's nominee on the Association's Board;
- (k) any other Branch Members on Federal Council.

8.5 AMA NT Councillors have one vote

Without limiting clauses 13.5(b) and 17.3(c), a person who is eligible for membership of NT Council in more than one capacity only has one vote.

Note: These provisions give the Chair a casting vote.

8.6 AMA NT Councillors are not directors

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

8.7 Eligibility to be appointed to the AMA NT Council

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

8.8 Term of appointment

Subject to clause 8.9 and the transitional arrangements for the inaugural AMA NT Council, AMA NT Councillors will be appointed in accordance with the following table:

Role	Appointment
President Vice President – Top End Vice President – Central Australia	Two-year period (approximately) commencing at the conclusion of the Association's AGM in even-numbered years
Doctors in Training	Two-year period (approximately) commencing at the conclusion of the Association's AGM in even-numbered years
Other AMA NT Councillors	Two-year period (approximately) commencing at the conclusion of the Association's AGM in even-numbered years
Other Branch Members on AMA Federal Council	Two-year period (approximately) commencing at the end of National Conference in even-numbered years

8.9 Removal of AMA NT Councillors

A person will cease to be an AMA NT Councillor if:

- (a) they do not meet the criteria in clause 8.7;
- (b) they are absent from three consecutive AMA NT Council meetings without the consent of the AMA NT Council;
- (c) 75 per cent of the members of AMA NT Council pass a resolution to remove them; or
- (d) a meeting of the Branch Members convened in accordance with clause 17.2 passes a resolution to remove them.

8.10 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 AMA NT 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 clause 8.9 of these by laws.

- (b) The following table sets out how casual vacancies will be filled:

Role	New appointee
AMA NT President	The AMA NT Council will appoint either the Vice President – Top End or Vice President – Central Australia as the AMA NT President.
AMA NT Vice President – Industrial	ASMOF NT will appoint an AMA NT Branch Member to fill the casual vacancy by giving notice in writing to the Secretary General.
AMA NT Vice President – Top End AMA NT Vice President – Central Australia	The AMA NT Council will appoint a person to fill the casual vacancy by giving notice in writing to the Secretary General.
Other AMA NT Councillors	The AMA NT Council may appoint a person to fill the casual vacancy by giving notice in writing to the Secretary General.

- (c) All appointees must meet the criteria in clause 8.7.
- (d) A person fills a casual vacancy for the unexpired term of the person who they are replacing.

8.11 Expenses and other payments

- (a) Reimbursement of expenses of the AMA NT 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. AMA NT President and AMA NT Vice Presidents

9.1 Advocacy

- (a) The following persons are authorised to speak on behalf of the Association in relation to local issues:
- (i) AMA NT President;
 - (ii) AMA NT Vice President – Top End;
 - (iii) AMA NT Vice President – Central Australia; and
 - (iv) other clinicians or AMA NT Councillors expressly authorised by the AMA NT President.
- (b) All position statements and media releases (other than archived media releases) will be available to Branch Members, including the AMA NT 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 AMA NT Council

- (a) The AMA NT President may preside as chair at:

- (i) every meeting of the AMA NT 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 AMA NT Council, the AMA NT Vice Presidents will provide support to the AMA NT President.
- (c) The AMA NT Council will also determine which AMA NT Vice President will act in the capacity of AMA NT President in any planned or unplanned absences.

9.3 Branch's representative on Federal Council

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

9.4 Representatives on other bodies

The AMA NT 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 AMA NT President, Vice AMA NT President and AMA NT Councillors

- (a) The inaugural AMA NT 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) In every even year commencing in 2026, the Secretary General or their delegate will conduct elections for:
 - (i) AMA NT President; and
 - (ii) Vice AMA NT President (Top End)
 - (iii) Vice AMA NT President (Central Australia); and
 - (iv) AMA NT Councillors (other than the AMA NT Councillors appointed by ASMOF NT).

- (c) Subject to paragraph (d), each Branch Member is entitled to:
 - (i) nominate; and
 - (ii) vote in the election.
- (d) No person may hold the position of AMA NT President or AMA NT Vice President – Top End or AMA NT Vice President – Central Australia for more than four consecutive terms.
- (e) Nominations must be provided to the Secretary General (in the form prescribed by the Secretary General) least four weeks prior to the Association’s AGM.
- (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, Vice President – Top End or Vice President – Central Australia, that candidate will be declared elected.
- (i) If less candidates nominate for the position of AMA NT Councillor than positions available those candidates will be declared elected.
- (j) Elections must occur in the following order:
 - (i) AMA NT President;
 - (ii) AMA NT Vice Presidents; and
 - (iii) AMA NT Councillors.
- (k) 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.
- (l) Voting may be conducted by electronic ballot. If voting is conducted by electronic ballot, proxy voting is not permitted.
- (m) Voting must occur by the preferential system.
- (n) In the event of a tie, the Secretary General must call for nominations for the contested position; and repeat the process. If this still produces a tie, the Secretary General will randomly select a winner.
- (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. Appointment of Branch Member as director of the Association

- (a) Each even-numbered year, the AMA NT 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 AMA NT 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 be (and must not have been in the previous five years) an insolvent under administration.
- (c) The AMA NT 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 AMA NT 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 AMA NT 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) The AMA NT Council will determine who is nominated.
- (c) The AMA NT President will notify the Secretary General of the name of all nominees at least four weeks prior to the National Conference.
- (d) Any persons nominated under this clause 12:
 - (i) must be a Branch Member;
 - (ii) may (but is not required to be) an AMA NT Councillor; and
 - (iii) must not be an employee of the Association.
- (e) If any representative of the Branch is unable to attend any meeting of the National Conference, the AMA NT 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 AMA NT Council

13.1 Schedule

- (a) The AMA NT Council will meet at least four times per year. The schedule of meetings for the forthcoming year will be agreed by the AMA NT Council.
- (b) The AMA NT 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. Any AMA NT Councillor may request an item to be included on the agenda.

13.2 Convening meetings

- (a) Notice of an AMA NT Council meeting must be given to each AMA NT Councillor at least seven days (or such other period as may be unanimously agreed upon by the AMA NT Councillors) before the time appointed for the holding of the meeting.
- (b) Notice of an AMA NT Council meeting must be given to each AMA NT Council in writing by any means agreed to by the AMA NT Council.
- (c) In cases of urgency, an AMA NT Council meeting can be held without the usual notice, provided that as much notice as practicable is given to each AMA NT Councillor by the quickest means practicable.
- (d) Non receipt of any notice of an AMA NT Council meeting by an AMA NT Councillor does not affect the validity of the convening of the meeting.

13.3 Chair

Meetings of AMA NT Council will be chaired by the AMA NT President or, in their absence, a person elected by the Councillors present at the meeting.

13.4 Quorum

The quorum for a meeting of AMA NT Council is at least 50% plus one of the AMA NT Councillors.

13.5 Format of meetings

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

13.6 Observers

The AMA NT President:

- (a) may invite other individuals (including persons who are not Branch Members) to attend AMA NT Council meetings as observers; and
- (b) may make the agenda and papers for each meeting available to Branch Members; and
- (c) will invite the council of ASMOF NT to attend meetings as observers, unless there is valid and justifiable excuse to do otherwise

13.7 Subcommittees

The AMA NT Council may establish one or more subcommittees. Subcommittees may include persons who are not Branch Members.

14. Nominations for Gold Medal

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

until the Secretary General or their delegate has advised the recipient and advised Federal Council of the acceptance of the award.

15. Nominations for Roll of Fellows of the Association

- (a) The AMA NT 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 AMA NT President:
 - (i) nominations will be made in writing by the AMA NT President to the Secretary General; and
 - (ii) the AMA NT 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.

16. Duties of AMA NT Councillors

16.1 General duties

AMA NT 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 AMA NT 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 AMA NT Councillor.

16.2 Confidentiality

AMA NT Councillors:

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

16.3 Conflict of interest

- (a) The AMA NT Council must maintain a standing register of ongoing conflicts of interest. It is the responsibility of each AMA NT Councillor to inform the AMA NT Council of any changes to their conflicts of interest as soon as practicable
- (b) Unless it has already been disclosed in accordance with clause 16.3(a), an AMA NT Councillor must disclose the nature and extent of any material conflict of interest in a matter that is being considered at an AMA NT Council meeting or that is proposed in a circular resolution:
 - (i) to the other AMA NT Councillors; or
 - (ii) if all AMA NT 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.

- (c) Each AMA NT Councillor who has a material personal interest in a matter that is being considered at an AMA NT 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.
- (d) Despite the existence of a conflict or a material personal interest, an AMA NT Councillor may still be present and vote if:
 - (i) the AMA NT Councillors who do not have a material personal interest in the matter pass a resolution that identifies the AMA NT Councillor, the nature and extent of the AMA NT Councillor's interest in the matter and how it relates to the affairs of the Branch and states that those AMA NT Councillors are satisfied that the interest should not prevent the AMA NT 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.
- (e) No contract between an AMA NT Councillor and the Association and no contract or arrangement entered into by or on behalf of the Association in which any AMA NT Councillor may be in any way interested is voided or rendered voidable merely because the AMA NT Councillor holds office as an AMA NT Councillor or because of any fiduciary obligations arising out of that office.
- (f) The disclosure of a conflict of interest by an AMA NT Councillor must be recorded in the minutes of the meeting.

17. Branch Meetings

17.1 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 17.4, Branch Meetings may discuss any matter.

17.2 Agenda and notice of Branch Meetings

- (a) The Branch will hold at least one Branch Meeting each calendar year.
- (b) The Secretary General or their delegate 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 AMA NT President; or
 - (ii) 5% or more of the Branch Members.
- (d) Subject to clause 17.4, the Secretary General may conduct polls or ballots of Branch Members on any issue.

17.3 Chair

- (a) Branch Meetings are chaired by the AMA NT President. If the AMA NT President is expected to be absent, the AMA NT Council will appoint one of the AMA NT Vice Presidents as chair.
- (b) If the chair is more than 15 minutes late, the Branch 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.

17.4 Matters requiring additional notice

A Branch Meeting cannot resolve to remove an AMA NT 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.

17.5 Quorum

- (a) No motions may be passed at a Branch Meeting unless there are at least 10 Branch Members who are entitled to vote, present in person or by proxy.
- (b) Subject to clause 17.5(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 17.2(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 Branch 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.

17.6 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.

17.7 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 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 Branch Meeting may not be invalidated on the ground that a person voting at the Branch Meeting was not entitled to do so.

17.8 Taking a poll

- (a) Subject to clause 17.8(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 Branch Meeting must be taken immediately.
- (f) After a poll has been demanded at a Branch Meeting, the Branch Meeting may continue for the transaction of business other than the question on which the poll was demanded.

17.9 Proxies

- (a) Subject to this clause 17.9, 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 or their delegate may provide a preferred form of wording for proxies.
- (h) Unless the Secretary General or their delegate 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 or their delegate 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.

17.10 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.

18. Minutes

- (a) Administrative support for the AMA NT Council 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) AMA NT 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 one week 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 two weeks); or
 - (ii) by the chair of the next meeting.

19. Expulsion of Branch Members

19.1 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 admonish, censure, suspend or end the membership of that Branch Member.

19.2 Procedure

The Board's discretion under clause 19.1 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;

- (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; and
- (c) the AMA NT Council has been consulted and has had the opportunity to provide a written submission to the Board for consideration

19.3 Appeals

- (a) The Secretary General or their delegate must give the Branch Member notice of any decision of the Board under clause 19.1.
- (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 Northern Territory. The other members of the Appeals Committee will be:
 - (i) a former AMA NT President or AMA NT Vice President nominated by the present Board; and
 - (ii) a Branch Member nominated by the Branch Member allegedly in breach of clause 19.1, 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 19.1 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 Council (2025)

President	Dr. John Zorbas
Immediate Past President	Dr. Robert Parker
Vice President (Top End)	Dr. Dayna Duncan
Vice President (Central)	Dr. Tom Young
Vice President (Industrial)	Dr. Thomas Fowles
Doctor in Training (Top End)	Dr. Emily Bakker
Doctor in Training (Central)	(vacant)
Medical Student Representative	Mr. Peter Susanto
General Councillor	Dr. Howard Flavell

General Councillor
General Councillor
General Councillor
General Councillor
General Councillor
Board Representative
Federal Councillor (Rural Doctors Representative)

Dr. David Chapman
Dr. Ross Lomazov
Dr. Bernard Westley
(vacant)
(vacant)
Dr. Danika Thiemt
Dr. Penny Stewart