

1. Introduction

- (a) 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:
 - (i) represents Ordinary Members who live or work in a State or Territory; and
 - (ii) is governed by laws made under the Constitution.
- (b) 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.
- (c) These by laws establish the Queensland Branch of the Australian Medical Association as a Branch of the Association on and from 1 January 2026 (**Commencement Date**).
- (d) The Branch is not a separate legal entity. Administrative support for the Branch will be provided by the Association.

2. 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 Queensland 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.

Practice Groups means:

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

Queensland Council means the Queensland Council established in accordance with clause 5.

Queensland Councillor means a member of the Queensland Council.

Queensland Council Chair or Chair means the person elected in accordance with clause 7.

Specialty Group means the specialty 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.
- (d) 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.
- (e) 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.

3. Branch Members

3.1 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.

3.2 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.
- (b) The Secretary General 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.

3.3 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 Specialty 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.
- (c) 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.

3.4 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 16.

4. Subscriptions

4.1 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.

4.2 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) Without limiting clause 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.

4.3 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 Branch Members,

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

4.4 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.

5. Queensland Council

5.1 Role of Queensland Council

- (a) The role of the Queensland Council is to coordinate the Branch's medico-political policy, including through the establishment of committees and working groups.
- (b) The Queensland Council may:
 - (i) initiate, consider, draft, and adopt position statements; and
 - (ii) propose motions to the National Conference relating to the activities of the Association
- (c) The Queensland Council Chair or another clinician expressly authorised by them are authorised to speak on behalf of the Association in relation to local issues.
- (d) Administrative support for the Queensland Council will be provided by the Association.
- (e) The Association may also engage directly with Branch Members.

5.2 Inaugural Queensland Council

The inaugural Queensland Council is the President of the Association and two other Branch Members nominated by them.

5.3 Members of the Queensland Council

Subject to clauses 5.2 and 5.6, the members of the Queensland Council are:

- (a) three Branch Members elected under clause 6 of these by laws;
- (b) the President of ASMOFQ (or if the President of ASMOFQ is not a Branch Member, an alternative individual nominated by the AMA Queensland Council who is a Branch Member);
- (c) the Branch Member appointed to the Association's Board in accordance with clause 8;
- (d) the Branch Member appointed to Federal Council in accordance with clause 9; and
- (e) any other Branch Members on Federal Council.

5.4 Queensland Councillors are not directors

Except for the Director nominated in accordance with clause 7 of these by laws, Queensland Councillors are not directors of the Association.

5.5 Eligibility to be appointed to the Queensland Council

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

5.6 Removal of Queensland Councillors

A person will cease to be a Queensland Councillor if:

- (a) they do not meet the criteria in clause 5.5;
- (b) they are absent from three consecutive Queensland Council meetings without the consent of the Queensland Council;
- (c) 75 per cent of the members of Queensland Council pass a resolution to remove them; or
- (d) a Branch Meeting convened in accordance with clause 15.3 passes a resolution to remove them.

5.7 Casual vacancies

- (a) Any unfilled positions because of insufficient nominations are to be treated as casual vacancies. A casual vacancy may also arise:
 - (i) if a person notifies the Queensland Council Chair 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 5.6 of these by laws.
- (b) The following table sets out how casual vacancies will be filled:

Role	New appointee
Queensland Council Chair	Another member of the Queensland Council will be appointed by the Queensland Council as the Chair.
Other Queensland Councillors	The Queensland Council may appoint any Branch Member.

- (c) A person fills a casual vacancy for the unexpired term of the person who they are replacing.

5.8 Expenses and other payments

- (a) Reimbursement of expenses of the Queensland 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.

6. Appointment of Queensland Councillors

- (a) The inaugural Queensland 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.

- (b) Each even-numbered year, the Secretary General will seek nominations from Branch Members who are interested in being appointed as Queensland Councillors. If there are more nominations than positions, the Secretary General may conduct an election.

7. Appointment of Queensland Council Chair

- (a) The Queensland Council will elect a Chair.
- (b) Except for the inaugural Chair, the Chair holds office for a term of approximately two years, commencing on the date of election and ending automatically at the conclusion of the Association's Annual General Meeting in the even-numbered year.
- (c) A person may serve no more than two consecutive terms as Chair.
- (d) The position of Chair becomes vacant if the person:
 - (i) ceases to be a Queensland Councillor;
 - (ii) resigns by notice in writing to the Secretary General; or
 - (iii) is removed from office by a resolution supported by at least two-thirds of the Queensland Councillors.

8. Appointment of Branch Member as director of the Association

- (a) Each odd-numbered year, the Secretary General will seek nominations from Branch Members who are interested in being appointed as a Director of the Association.
- (b) Nominees:
 - (i) must not be an employee of the Association;
 - (ii) must not be prohibited by the Corporations Act from acting as a director;
 - (iii) must not be (and must not have been in the previous five years) an insolvent under administration within the previous five years; and
 - (iv) must demonstrate to the Board that they have the skills and experience appropriate to be a Director of the Association
- (c) The Nominations Committee will make a recommendation to the Board. Subject to ratification by the Board, the Director's appointment will be effective from the end of the Association's AGM.
- (d) In addition to the grounds for removal set out in clause 17.8 of the Constitution, a person nominated as a director under clause 7 may be removed from their position by the Board if they cease to meet the criteria in this clause 8.

9. Appointment of Branch Member to Federal Council

Each even-numbered year, the Secretary General will seek nominations from Branch Members who are interested in being appointed to Federal Council. If there are multiple nominations, the Secretary General may conduct an election.

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.

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 each State or Territory AMA.

10. Appointment of Branch Members as delegates to the National Conference

- (a) Each calendar year, the Secretary General will seek nominations from Branch Members who are interested in being Delegates at National Conference. If there are multiple nominations, the Secretary General may conduct an election.

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) If any Delegate is unable to attend any meeting of the National Conference, the Secretary General may nominate another Branch Member.

11. Meetings of Queensland Council

- (a) The Queensland Council will determine its own meeting schedule and meeting format. The agenda will be prepared by the Secretary General in consultation with the Queensland Council Chair. Any Queensland Councillor may request an item to be included on the agenda.
- (b) The quorum for any meeting of Queensland Council which requires a vote is 50% plus one of the total number of Queensland Councillors.
- (c) If the Chair of Queensland Council is not present at a meeting of the Queensland Council, then the Councillors present must elect one of their number to preside at that meeting.
- (d) The Queensland Council Chair may:
 - (i) invite other individuals (including persons who are not Branch Members) to attend Queensland Council meetings as observers; and
 - (ii) make the agenda and papers for each meeting available to Branch Members.
- (e) The Queensland Council may establish one or more subcommittees consisting of the Branch Members the Queensland Council considers appropriate.

12. Nominations for Gold Medal

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

13. Nominations for Roll of Fellows of the Association

- (a) The Queensland 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 Queensland Council Chair:
 - (i) nominations will be made in writing by the Queensland Council Chair to the Secretary General; and
 - (ii) the Queensland Council Chair 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 Queensland Council Chair or, if relevant, by a Queensland Councillor from that Specialty Group or Practice Group.

14. Duties of Queensland Councillors

14.1 General duties

Queensland 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 Queensland 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 Queensland Councillor.

14.2 Confidentiality

Queensland Councillors:

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

14.3 Conflict of interest

- (a) A Queensland Councillor must disclose the nature and extent of any material conflict of interest in a matter that is being considered at a Queensland Council meeting or that is proposed in a circular resolution:
 - (i) to the other Queensland Councillors; or
 - (ii) if all Queensland 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 Queensland Councillor who has a material personal interest in a matter that is being considered at a Queensland 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 Queensland Councillor may still be present and vote if:

- (i) the Queensland Councillors who do not have a material personal interest in the matter pass a resolution that identifies the Queensland Councillor, the nature and extent of the Queensland Councillor's interest in the matter and how it relates to the affairs of the Branch and states that those Queensland Councillors are satisfied that the interest should not prevent the Queensland 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 Queensland Councillor and the Association and no contract or arrangement entered into by or on behalf of the Association in which any Queensland Councillor may be in any way interested is voided or rendered voidable merely because the Queensland Councillor holds office as a Queensland Councillor or because of any fiduciary obligations arising out of that office.
- (e) The disclosure of a conflict of interest by a Queensland Councillor must be recorded in the minutes of the meeting.

15. Branch Meetings

15.1 Agenda and notice of Branch Meetings

- (a) The Secretary General will determine the times, places, format, and agenda for Branch Meetings in conjunction with the Queensland Council Chair.
- (b) Subject to clause 15.3, the Secretary General may conduct polls or ballots of Branch Members on any issue.
- (c) No motions may be passed at a Branch Meeting unless there are at least two Queensland Councillors who are entitled to vote, present in person or by proxy.

15.2 Chair

- (a) Branch Meetings are chaired by the Queensland Council Chair. If the Chair is more than 15 minutes late, the Branch Members present will choose someone of their number to chair the meeting.
- (b) 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.
- (c) The Chair will resolve any disputes about the admission or rejection of votes.

15.3 Matters requiring additional notice

A Branch Meeting cannot resolve to remove a Queensland 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.

15.4 Proxies

- (a) Subject to this clause 15.4, 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 the Chair or another Branch Member.
- (c) A proxy is suspended if the person who granted the proxy attends the meeting.

- (d) A proxy may not vote on a show of hands.
- (e) Unless the Secretary General agrees to a shorter period, proxies must be provided to the Secretary General at least 48 hours prior to the commencement of the meeting.

16. Expulsion of Branch Members

16.1 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.

16.2 Procedure

The Board's discretion under clause 16.1 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.

16.3 Appeals

- (a) The Secretary General must give the Branch Member notice of any decision of the Board under clause 16.1.
- (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 composition of the Appeals Committee will be determined by the Board.
- (d) 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.
- (e) The Branch Member may be accompanied by any other person. However, the Branch Member is not entitled to be represented by that or any other person.
- (f) 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.