

## Terms of Reference

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### 1. Purpose

#### 1.1 Council is responsible for:

- a) determining questions and matters of policy for the Association;
- b) making recommendations to the Board about representing the Association on all matters of policy with government or other bodies or persons;
- c) review the Association's existing health policies to ensure that they remain relevant; and
- d) assist to ensure that the Association's health policies represent the views of Members.

### 2. Composition of Council

#### 2.1 Council consists of:

- a) The President, Vice-President, Past President and in addition, the Chair of the Board who is also the Chair of Council;
- b) Six representatives from the Greater Brisbane Area elected under clause 3;
- c) One representative from each of the Gold Coast Area, Downs and West Area, North Coast Area, Capricorn Area, North Area and Far North Area elected under clause 3;
- d) Three representatives from the General Practitioner Craft Group elected under clause 3;
- e) Three representatives from the Specialist Craft Group elected under clause 3;
- f) One representative from the Full-time Salaried Medical Practitioner Craft Group elected under clause 3;
- g) One representative from the Part-time Medical Practitioner Craft Group elected under clause 3;
- h) One representative from the Doctors in Training Craft Group elected under clause 3;
- i) One representative from the Retired Doctors Group elected under clause 3;
- j) One representative from the International Medical Graduate Group elected under clause 3; and
- k) One representative from the Medical Student Group elected under clause 3.

2.2 All Councillors must be Ordinary members except the member elected as a Medical Student Group representative who must be a Medical Student member.

2.3 All Councillors must be at least 18 years of age.

2.4 Subject to clause 5, each Councillor must retire from office as a Councillor:

- a) (except the President, Vice-President, and Past President)
  - i. at the close of the 2nd General Meeting of the Association held after the General Meeting at which Councillor was appointed to that category on Council or as directed by the Board or Council;
- b) in the case of the President, Vice-President and Past President

- i. at the end of its respective terms on the Board;
    - ii. in the case of the Past President, at the close of the 3rd General Meeting of the Association or as directed by the Board or in the case where a person is elected as the President for a second term then the current serving Past President will continue in office as Past President for a further year; and
  - c) in the case of Councillors appointed to fill a casual vacancy on Council – at the time when Councillor they replaced would have retired if they had served their full term.
- 2.5 A Councillor required to retire under clause 2.4 is eligible to be re-elected or elected to another position if Councillor otherwise meets all applicable eligibility requirements and is nominated for re-election.
- 2.6 A Councillor who is retiring is taken to have retired at the close of the relevant General Meeting and a Councillor elected to commence a position is taken to have commenced from the close of the relevant General Meeting.

### **3. Election of Council**

The following procedures must be followed to elect Councillors except for the President, Vice-President, Past President and Chair of Council.

- 3.1 The Returning Officer must publish in an AMA Queensland publication, a notice calling for nominations to fill the vacancies of the Retiring Councillor Positions at least fourteen (14) days before the closing date for such nominations. The notice:
- (a) must:
    - (i) specify the number of vacancies and Retiring Councillor Positions to be filled and the proposed date of the election;
    - (ii) invite nominations for the election;
    - (iii) include a nomination form and advise where further nomination forms may be obtained;
    - (iv) state the time and date for the close of nominations;
    - (v) state that candidates can only nominate or be nominated in the category in which the candidate is registered;
    - (vi) specify how to lodge nominations;
    - (vii) state the time and date for the close of the ballot in the election; and
    - (viii) specify such other information considered appropriate by the Board.
- 3.2 The election of the Retiring Councillor Positions will take place in the following manner:
- 3.2.1 Nominations must be in writing, signed by the candidate and his/her nominators, identify the category in which the candidate is nominating and must be lodged with the Returning Officer by the date specified for the close of nominations;
- 3.2.2 Each candidate may before the close of nominations, submit to the Returning Officer, a statement of no more than 250 words and a curriculum vitae of no more than 250 words. Such statement to be provided by the candidate with their nomination form;
- 3.2.3 If a nomination is defective, the Returning Officer must notify the candidate of the defect, providing 7 days to rectify it. If the nomination is rectified in that 7 day period then it will be taken to have been received by the Returning Officer by the date for close of nominations;
- 3.2.4 If the number of candidates is equal to or less than the number of vacancies for each Retiring Councillor Position to be filled, such candidates will be appointed to that Retiring Councillor Position with effect from the General Meeting in that year and the Returning Officer or Secretary must notify all Members that no ballot is to be conducted;
- 3.2.5 If the number of candidates nominated is less than the number of vacancies to be filled for the respective Retiring Councillor Positions, the Board upon such candidates coming into office, may fill the remaining vacancy or vacancies as casual vacancies;

- 3.2.6 If the number of candidates exceeds the number of vacancies to be filled for any of the Retiring Councillor Positions, an electronic ballot will be conducted for that or those Retiring Councillor Positions. The ballot must be conducted by electronic means, or any other means approved by the Board;
- 3.2.7 The method of election of candidates in a ballot will be such that each Member will have one vote for each of the vacancies within their category of membership.
- 3.2.8 Each ballot paper must:
- a) contain the name of each candidate in each category and the name of their nominators;
  - b) state the number of Councillors to be elected in each category;
  - c) state that members may only vote in categories in which they are registered as a member;
  - d) state that members may only vote for the number of candidates required to be elected in that category or a lesser number;
  - e) state the date for close of the ballot;
  - f) contain the candidate's statement and curriculum vitae in accordance with clause 3.2.2 if provided by the candidate with their nomination form.
- 3.2.9 A member:
- a) can only nominate, be nominated, vote and/or be elected in the category or categories to which that member belongs;
  - b) can only represent one category on Council at any one time; and
  - c) cannot represent a category on Council at the same time as they are the President, Vice-President, Past President or Chair of Council.
- 3.2.10 The Ballot will open no later than fourteen (14) days prior to the date of election and will close no later than 5pm on the day one (1) day prior to the election date;
- 3.2.11 Counting of the ballot will be carried out by the Returning Officer;
- 3.2.12 The Returning Officer must decide the admissibility of ballot papers
- 3.2.13 A candidate for election does not have the right to appoint a scrutineer;
- 3.2.14 The outcome of the ballot will be determined by the Returning Officer on the basis that:
- 3.2.14.1 the candidate is excluded if the number of votes in his or her favor is less than the number of votes in favor of the next favored candidate;
  - 3.2.14.2 the candidate with the lowest number of first preference votes is excluded and the votes are distributed to the remaining candidates according to the next available preference (that is where voters place their second preference and for the next round their third preference and so on); and
  - 3.2.14.3 the vote is successful for the first candidate to attract more than 50% of the total number of votes;
- if there is a tied vote, the current President (or in his or her absence the Past President) has a casting vote;
- 3.2.15 At the conclusion of the counting of the ballot, the Returning Officer will issue a certificate to the Secretary and the Chair setting out the results of the ballot. The Chair must use reasonable endeavours to notify the unsuccessful candidates that their nomination was not successful prior to the General Meeting;
- 3.2.16 The Chair must notify members of the outcome of the election at the General Meeting and the Secretary must publish the results on the AMA Queensland website within 14 days after the election date;
- 3.2.17 If, for any reason, the outcome of the election has not been finalized within 14 days after the election date, the Secretary must notify members by publishing a statement to that effect on the AMA Queensland website; and

3.2.18 The Returning Officer may decide on all matters in relation to the election not provided for in these Terms of Reference.

#### **4. Vacation or termination of office of Councillor**

A Councillor ceases to hold office if the Councillor:

- a) becomes physically or mentally incapable of performing the functions of Council;
- b) ceases to be a member of the Association;
- c) ceases to be a member of the category which they were appointed to represent on Council;
- d) fails to attend three (3) consecutive Council meetings without having sought permission in writing and received a written leave of absence from the Board;
- e) resigns by notice in writing to the Association;
- f) if the Medical Student Group representative ceases to be a Medical Student, they will cease to hold office as at the next General Meeting;
- g) otherwise ceases to be eligible to be a member of Council under any law, the Constitution or the By-Laws.

#### **5. Vacancy in Council**

Following removal from or vacation of position on Council or there being no candidates for a position on Council, the Board may decide not to fill the vacancy or may appoint a member to fill the vacancy at any time except during a general meeting. Any Councillor who fills the casual vacancy retains office until such time when Council position they have filled would have ended as if the position had run for its full term.

#### **6. Alternates of Council**

- 6.1 Any member of Council who is unable to attend a meeting of Council can appoint as an alternate, to attend in his or her place at the meeting, another member who is registered in the same category as that in which the appointer represents on Council.
- 6.2 If any of the President, Vice-President and Past President is unable to attend a meeting of Council, they can appoint as their alternate, to attend in their place at the meeting, another member of Council.
- 6.3 The appointment or termination of an alternate must be in writing, signed by the appointer and produced at the meeting which the alternate attends. The appointment can contain voting restrictions required by the appointer.
- 6.4 If the appointer is also an officer, then the alternate is the alternate in the appointer's capacity as a member of Council and as that officer.
- 6.5 When an alternate exercises the appointer's powers, the exercise of the powers is just as effective as if the powers were exercised by the appointer but the alternate does not have power to appoint an alternate.

#### **7. Voting and Quorum**

- 7.1 Decisions of Council will be made by majority vote. In the event of an equality of votes, the Chair will not have a second or casting vote and the resolution will be taken as rejected.
- 7.2 The quorum necessary for the transaction of business will be a majority of Council members.

#### **8. Meetings of Council**

- 8.1 Council may meet, convene its meeting, adjourn and otherwise regulate its proceedings as it thinks fit but it must meet at least four times each year. At least 7 days notice of these meetings must be given to all Council members.

- 8.2 At least 3 days' notice of other meetings of Council are required but the President can call these meetings on less notice if the President thinks it necessary.
- 8.3 Meetings of Council are to be chaired by:
- a) the Chair of the Board who is also the Chair of Council;
  - b) in the absence of the Chair of Council, by the President; or
  - c) in the absence of the Chair of Council and the President, by a chair appointed by the meeting from its members.
- 8.4 Each member of Council present in person has 1 vote and any proxy vote/s they may hold. In the case of an equality of votes, the President has a second or casting vote.
- 8.5 If the Secretary or President receives a request for a meeting of Council which:
- a) sets out the business to be discussed at that meeting; and
  - b) is signed by the President or at least three members of Council,
- then the Secretary or President must call a meeting of Council. Only the business set out in the request is to be discussed at that meeting.
- 8.6 Council may pass a resolution without a Council meeting being held if the resolution is sent to all members of Council entitled to vote on the resolution and the majority of those members of Council are in favour of the resolution. The resolution and vote may be done by electronic means.

## **9. Accountability**

- 9.1 Council is a committee which reports to the Board. The meetings are to be minuted. Draft minutes of Council meetings will be circulated to all members of Council and once agreed, to the Board.
- 9.2 The Chair of Council will report to the Board on Council proceedings after each meeting and will send out a communiqué to all members within a reasonable timeframe outlining the key health policy issues being considered by Council.

## **10. Review**

Council will review its terms of reference annually and will evaluate its performance. It will include its conclusions and recommendations in the papers of the next Board meeting (as is practical).