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**By-Laws**  
**The Queensland**  
**Branch of Australian**  
**Medical Association**  
**Limited**  
**ACN 009 660 280**

Date: 10 December 2020

# By-Laws

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# By-Laws

## 1. Interpretation

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- 1.1. **Area** means and includes each of the following areas:
- (a) Greater Brisbane Area which is those areas with postcodes 4000 to 4199, 4300 to 4349, 4500 to 4513, 4514 to 4549 (inclusive);
  - (b) Gold Coast Area which is those areas with postcodes 4200 to 4299 (inclusive);
  - (c) North Coast Area which is those areas with postcodes 4550 to 4601, 4619 to 4675 (inclusive);
  - (d) Downs and West Area which is those areas with postcodes 4350 to 4499, 4602 to 4618 (inclusive);
  - (e) Capricorn Area which is those areas with postcodes 4676 to 4798 (inclusive);
  - (f) North Area which is those areas with postcodes 4799 to 4850 (inclusive);
  - (g) Far North Area which is those areas with postcodes 4851 to 4899 (inclusive).
- 1.2. **Associated Entity** has the meaning given in Section 50AAA of the Corporations Act 2001 (Cth).
- 1.3. **Chair** means the person appointed Chair of the Company by the Ordinary Members.
- 1.4. **Company** means The Queensland Branch of Australian Medical Association Limited ACN 009 660 280.
- 1.5. **Constitution** means the constitution of the Company as it may be varied amended or substituted from time to time.
- 1.6. **Craft Group** means and includes each of the following groups of Ordinary Members:
- (a) General Practitioner Craft Group, being those medical practitioners who are engaged in general practice incorporating specialist and non-specialist General Practitioners;
  - (b) Specialist Craft Group, being those medical practitioners who have specialist qualifications (other than specialist General Practitioners) and special skills in a branch of medicine defined in the Medical Practitioners Registration Act 2001 (Qld) as a specialty and who are engaged in the practice of that specialty;

- (c) Full time Salaried Medical Practitioner Craft Group, being those medical practitioners who are engaged on a full time basis and who are salaried;
  - (d) Part-time Medical Practitioner Craft Group, being those medical practitioners who are engaged on a part time basis;
  - (e) Doctors in Training Craft Group, being those medical practitioners who are in training;
  - (f) Senior Doctors Craft Group, being those medical practitioners who are over 65 years of age, both retired and those continuing to practice.
- 1.7. **Form** means the form for admission, renewal or change as a Member of the Company (as the case may be) from time to time, including an electronic form.
- 1.8. **Returning Officer** means the person appointed by the Board to act as the Returning Officer for the Company to oversee the election including:
- (a) preparing the notice inviting nominations;
  - (b) ensuring the notice is published;
  - (c) receiving nominations;
  - (d) accepting nominations and declaring formal acceptance when nominations close;
  - (e) drafting and printing ballot papers;
  - (f) distributing ballot papers to eligible members;
  - (g) counting ballot papers; and
  - (h) providing the result to the President and Chair.
- 1.9. Any term used in these By-Laws and not otherwise defined has the same meaning given to it in the Constitution.
- 1.10. These By-Laws are in addition to and supplement those provisions contained in the Constitution which govern, regulate and affect the proceedings, powers and affairs of the Company and should be read together with such Rules wherever possible,

- 1.11. In the event of any inconsistency between any provision contained in these By-Laws and the Constitution, the Constitution will prevail to the extent of such inconsistency.

## **2. Membership**

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### **2.1. Admission to Membership**

The role of the Board (or the Membership Committee if appointed by the Board) is to vet candidates for admission to any of the categories of membership of the Company.

### **2.2. Membership Classes**

The Company is comprised of four (4) membership classes, namely:

- (a) Ordinary Member;
- (b) Medical Student Member;
- (c) Honorary Member; and
- (d) Associate Member.

### **2.3. Criteria for Membership**

#### **Ordinary Member**

To be eligible for membership of the Company as an Ordinary Member an applicant must be an individual normally resident or who has been resident within the State of Queensland who is a registered medical practitioner and is of a standard and character expected of the profession (as determined by the Board acting reasonably). The Board may determine that a retired Ordinary Member who had been eligible and would be eligible for Ordinary membership but for retirement and cessation of registration as a medical practitioner, will still be considered eligible for membership as an Ordinary Member.

#### **Medical Student Member**

Medical Student Member must be a medical student resident in the State of Queensland who is generally of a standard and or character expected of the profession (as determined by the Board acting reasonably).

#### **Honorary Member**

Honorary Member must be a medical practitioner appointed by the Board who has given honourable and/or substantial service to the medical profession in the State of Queensland.

### **Associate Member**

Associate Member must be a person appointed by the Board who is not a medical practitioner and who has given honourable and/or substantial service to the medical profession in the State of Queensland.

#### **2.4. Method of Admission and Duration of Membership**

- (a) Persons seeking membership of the Company in any category of membership, excluding Associate Membership, must complete and sign the Company's Form. The Form must contain information from Ordinary Members regarding the proposed applicant's Craft Group and Area.
- (b) Membership commences on the date the person's application for admission is determined and accepted and continues until 31 December of that year and subsequently is for a period of 12 months. Membership lapses if not renewed. Renewal of membership is subject to:
  - (i) a Member completing and signing the Company's Form within the time (if any) determined by the Directors; and
  - (ii) the payment of any fee determined by the Directors.

#### **2.5. Membership Application Determination**

The Board (or the Membership Committee if appointed) must determine having regard to the criteria set out in these By-Laws and the Form, the acceptance or rejection of an application for membership or for renewal or change of category of membership of the Company at the next appropriate meeting after receipt of the relevant application.

#### **2.6. Membership Fees**

The Board may determine different membership fees for different categories of membership and also for different Craft Groups within the Ordinary Member category.

### **3. Committees**

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#### **3.1. Terms of Reference**

- (a) The role of Committees must be specified by the Board of Directors in the Terms of Reference which will be reviewed from time to time.
- (b) A Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit subject to the Terms of Reference.

#### **3.2. Fees to Members of Committees**

- (a) Without the prior written consent of the Ordinary Members, the Company must not pay to any member of a Committee, or any Associated Entity of that member, any fees or any payment or consideration (whether in cash or in kind) for services rendered or goods supplied by that member or Associated Entity to, or for the benefit of, the Company.
- (b) Reasonable remuneration in the ordinary course of business in consideration for services rendered or goods supplied by a body corporate or a partnership, where a member of a Committee is an officer of that body corporate or a partner of that partnership, is permitted with the prior written consent of the Board.

#### **4. Minutes**

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##### **4.1. Minutes of the Board and of General Meetings**

- (a) Minutes of proceedings of the Board and of all General Meetings must be entered by the Secretary in books kept (or maintained electronically) for that purpose for the period date named by the Board or as required by law. The minutes must be signed by the chair of that meeting or by the chair of the next succeeding meeting. Where minutes have been so entered and signed the minutes are prima facie proof of the proceedings of the meeting.

The chair of the Board and of all General Meetings must ensure that a copy of the minutes of its meetings is supplied to the Secretary within twenty-one (21) days of the approval of the minutes.

#### **5. Election of Board**

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- 5.1. The Company must hold an election for the positions of the retiring President, Vice President, Chair and Member appointed Directors ("Retiring Officer Positions") (as applicable) of the Board on the date approved by resolution of the Board in each year.
- 5.2. At the Board Meeting at which the Directors resolve to call the General Meeting, the Board must appoint the Returning Officer. The Returning Officer must not be a candidate for any position being contested in an election and must not have any affiliation with or show support to any candidate or group of candidates. The Returning Officer may or may not be a member of the Company or an employee of the Company.
- 5.3. The Returning Officer must publish a notice in an AMA Queensland publication and on the AMA Queensland website calling for nominations from the Ordinary and Honorary

Members to fill the vacancies of the Retiring Officer Positions at least fourteen (14) days before the closing date for such nominations. The notice must:

- (a) specify the number of vacancies and Retiring Officer Positions to be filled on the Board, the proposed date of the election;
- (b) invite nominations for the election;
- (c) include a nomination form for each of the Retiring Officer Positions and advise where further nomination forms may be obtained;
- (d) state the time and date for the close of nominations;
- (e) state that the election is for the position of President, Vice President, Chair and Member elected Directors (as applicable) and that nominees must be Ordinary Members or Honorary Members of the Company;
- (f) specify the place where nominations for the election are to be lodged;
- (g) state the time and date for the close of the ballot in the election; and
- (h) specify such other information considered appropriate by the Board.

5.4. The election of the Retiring Officer Positions shall take place in the following manner:

- (a) nominations which must be in writing and signed by the Member and his/her nominators must be lodged with the Returning Officer by the date for the close of nominations;
- (b) if a nomination is defective, the Returning Officer must notify the person making the nomination of the defect and give that person 7 days to rectify the defect. If the nomination is rectified in that 7 day period then it will be taken to have been received by the returning officer before the date for close of nominations;
- (c) a person may only be nominated for the position of:
  - (i) President;
  - (ii) Vice President;
  - (iii) Chair; or
  - (iv) Member Appointed Director;



- (d) if the number of candidates is equal to or less than the number of vacancies for each Retiring Officer Position to be filled, such candidates will be appointed to that Retiring Officer Position with effect from the General Meeting in that year and the Board must notify all Members that no ballot is to be conducted;
- (e) if the number of candidates nominated is less than the number of vacancies to be filled for the respective Retiring Officer Positions, the Board upon such candidates coming into office, may fill the remaining vacancy or vacancies as casual vacancies;
- (f) if the number of candidates exceeds the number of vacancies to be filled for any of the Retiring Officer Positions, an electronic ballot will be conducted for that or those Retiring Officer Positions. The ballot must be conducted by electronic means (such as email or online), or by any combination of these means, or any other means approved by the Board, however it must be conducted by such means or combinations of means, as to enable each Ordinary Member to participate by electronic means and electronic ballot papers must be prepared;
- (g) the method of election of candidates in a ballot will be such that each Ordinary Member will have one vote for each of the vacancies to be filled on the Board.
- (h) if necessary, electronic ballot papers must contain:
  - (i) the names of each candidate(in alphabetical order) for each Retiring Officer Position and their nominees;
  - (ii) a statement by each nominee for the position of President and Vice President of no more than 250 words, a curriculum vitae of no more than 250 words and a video clip of no more than 3 minutes (if provided by the candidate);
  - (iii) a nomination form completed by each nominee for the position of Chair or Member Appointed Director completing the information set out in the nomination form approved by the Board;
  - (iv) state:
    - (A) that only one person is required to be elected as President;
    - (B) that only one person is required to be elected as Vice President;
    - (C) that only one person is required to be elected as Chair;
    - (D) the number of persons required to be elected as Member appointed Directors;
    - (E) that only Ordinary Members are entitled to vote;
    - (F) when the ballot must be returned to the Returning Officer, where it is to be returned to and how it is to be returned;
    - (G) the election date; and
    - (H) any other information that the Returning Officer or the Board requires;

- (i) ballot papers must be sent or made available by electronic means to all Ordinary Members as recorded in the register of members no later than fourteen (14) days before the date of the election;
- (j) to be valid, a ballot paper must be delivered by an Ordinary Member to an electronic address, provided online, or otherwise delivered by any other means approved by the Board, depending on the means of conducting the ballot which has been selected. Ballot papers delivered electronically, must be received by the Company at the nominated address no later than 5pm on the day one (1) day prior to the election date;
- (k) counting of the ballot will be carried out by the Returning Officer;
- (l) the Returning Officer must decide the admissibility of ballot papers and the Returning Officer must disregard any ballot paper received electronically unless it has been lodged in accordance with any applicable administrative protocols for online or electronic lodgment of the election and a ballot paper containing less than the correct number of votes will be admitted and the votes selected electronically on the ballot paper will be taken as valid votes;
- (m) a candidate for election does not have the right to appoint a scrutineer;
- (n) the outcome of the ballot will be determined by the Returning Officer on the basis that:
  - (i) 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;
  - (ii) 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
  - (iii) 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;

- (o) 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;

- (p) 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;
- (q) if, for any reason, the outcome of the election has not been finalized within 14 days after the election date, the Returning Officer must notify members by publishing a statement to that effect online on the AMA Queensland website; and
- (r) the Returning Officer may decide on all matters in relation to the election not provided for in By-Laws.

#### **5.5. Electronic Communications**

- (a) If the Company holds a nominated electronic address for a Member the Member is taken to have requested that all communications including those required to be sent under these By-Laws be sent to the Member electronically.
- (b) A Member may provide a new electronic address for receipt of such information or amend their preference to receive such information electronically at any time. Where a Member notifies the Company of a change in electronic address or a change in preference to receive such information electronically, during the Voting Period, service of the ballot papers to the old electronic address constitutes valid service.
- (c) The Secretary will to the extent reasonably practicable also send the ballot papers to the new electronic or postal address provided by the Member.
- (d) Procedural irregularities, such as the provision by a Member to the Company of an inaccurate electronic address or failure by a Member to submit an electronic vote due to human error or technological failure, will not invalidate the election process.

#### **5.6. Selection of Skills Based Directors**

- (a) The Skills Based Directors must be appointed by the Board prior to the Annual General Meeting based on recommendations from the Nomination and Remuneration Committee.
- (b) A Skills Based Director:
  - (i) need not be a Member of the Company;
  - (ii) may be a medical practitioner;
  - (iii) need not be a medical practitioner; and

- (iv) must have the expertise or skills base identified as being relevant to the Directors for the discharge of their responsibilities and the overall operation and management of the Company.
  
- (c) The Nominations and Remuneration Committee must seek nominations from interested parties to be appointed as a Skills Based Director to the Company by advertisement considered appropriate by the Nominations and Remuneration Committee and by direct approach from the Nominations and Remuneration Committee. The Nominations and Remuneration Committee must have consideration of the skills required by the Board including but not limited to:
  - (i) accounting and finance;
  - (ii) legal and corporate governance;
  - (iii) research and development/technology transfer;
  - (iv) public/private investment and sectoral experience; and
  - (v) business development and marketing

and in the course of identifying suitable candidates, the Nominations and Remuneration Committee may consult with Members and the Directors.

- (d) Where a vacancy on the Board arises in respect of a Skills Based Director, the Directors may authorise the Nominations and Remuneration Committee within one month of the vacancy arising to identify suitable candidates for nomination or The Board may chose a suitable candidate without reference to the Nominations and Remuneration Committee.

#### **5.7. Validity of Director Actions**

If it is found that a person who has acted as a Director was not properly elected or appointed, the validity of the acts taken by that person as a Director, and the decision of meetings of the Board held, in which that person has participated, are not affected where those decisions were taken and those meetings were held prior to the date on which it was found that the person was not properly elected or appointed.