

**SOCIETY BYLAWS  
MEDICAL DOCTORS' ELECTRONIC RECORD ASSOCIATION  
OF SOUTHERN ALBERTA  
(the "Society")**



**MEMBERSHIP**

1. The membership fee, if any, in the Society shall be determined, from time to time, by the members at a general meeting.
2. Any person residing in Alberta and being of the full age of 18 years may become a member by a favourable vote passed by a majority of the Board of Directors, and upon payment of the membership fee.
3. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member upon a majority vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.
4. The Society shall have two classes of membership, each class having the following rights and privileges:
  - (a) Voting Members: Any member who is also; (i) accredited to practice medicine by the Alberta College of Physicians and Surgeons; (ii) has received funding through the Physician Office System Program ("POSP") or has agreed to contribute to the Society an amount, at the discretion of the Board, similar to the amount of POSP funding received by other members; (iii) has assigned his or her POSP funding to the Society; and (iv) has paid the membership fee, shall be a Voting Member.

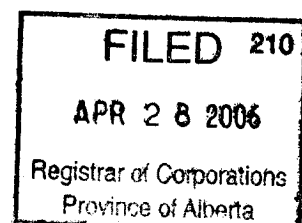
All Voting Members in good standing shall be entitled to receive notice of, attend and vote at all general meetings of the members of the Society. Voting Members shall be entitled to hold any office within the Society and sit on any committee of the Society.

- (b) Non-Voting Members: Any member who does not qualify as a Voting Member shall be deemed to be a Non-Voting Member. All Non-Voting Members shall be entitled to receive notice of and attend all general meetings of members of the Society but shall not have the right to vote at such meetings. Non-Voting Members in good standing shall be entitled to become directors of the Society and may sit on such committees of the Society as requested by the Board, and, if so requested, shall be entitled to vote at meetings of the Board or such committee. A Non-Voting Member shall not be entitled to assume the office of President or Vice-President of the Society.

**PRESIDENT**

5. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

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**BOARD OF DIRECTORS**

6. The phrase "Board of Directors", "Executive Committee" or "Board", shall mean the Board of Directors of the Society.
7. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting of the members properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax, telephone or email. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void. Any member or members of the Board may participate in any meeting of the Board by telephone.
8. A member appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
9. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.

**EXECUTION OF INSTRUMENTS**

10. Unless otherwise authorized by the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society by any two of the President, Vice-President, any Director, Secretary, Treasurer, (or Secretary-Treasurer). In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the seal of the Society (in the event that the Society has a seal) to any instrument requiring the same, but no instrument is invalid merely because the seal of the Society is not affixed thereto.

**SECRETARY**

11. It shall be the duty of the secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the seal of the Society (if the Society has a seal) which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
12. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

**TREASURER**

13. The Treasurer shall receive all monies paid to the Society (including the assignment of POSP funding) and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

**PRIVACY OFFICER**

14. The Privacy Officer shall oversee all ongoing activities related to the development, implementation, maintenance of, and adherence to the Society's privacy policies and procedures relating to the privacy of patient health information in compliance with all applicable federal and provincial privacy laws, including, but not limited to, the *Health Information Act* (Alberta). Any members acting on behalf of or at the direction of the Privacy Officer shall report directly to the Privacy Officer.

**AUDITING**

15. The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society. The fiscal year-end of the Society in each year shall be December 31.
16. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**MEETINGS**

17. This Society shall hold an annual meeting on or before December 31 in each year, of which notice in writing to the last known address of each member shall be delivered either by email or by regular mail no less than twenty (20) days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), a Privacy Officer and no less than two (2) directors (the "Directors"). One Director shall be a nominee from the Department of Medicine, University of Calgary, and one Director shall be a nominee from the Calgary Health Region. Additional officers may be elected at the Annual Meeting at the discretion of the Voting Members. The officers and directors so elected shall form the Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next annual meeting of the members.
18. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered either by email or by regular mail eight days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered either by email or by regular mail eight days prior to the meeting.

19. Twenty-five (25%) percent of the members in good standing entitled to vote at a meeting shall constitute a quorum at such meeting.

#### **PLACE OF MEETING**

20. Meeting of the Board may be held at any place within Alberta.

#### **VOTING**

21. Any Voting Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Society.
22. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

#### **RESOLUTION IN LIEU OF MEETING**

23. Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members of the Board or any committee of the Society entitled to vote on that resolution at a meeting of the Board or committee, as applicable, or all of the Voting Members entitled to vote at a meeting of the members is as valid as if it had been passed at a meeting of the Board or meeting of the members, as the case may be. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors, committee members or meeting of the members. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed and may be signed in counterpart.

#### **REMUNERATION**

24. Unless authorized at any meeting of the members and after notice for same shall have been given, no officer, director or member of the association shall receive any remuneration for his/her services.

#### **BORROWING POWERS**

25. For the purpose of carrying out its objects, the Society may borrow or raise money, guarantee the obligations of others, and may grant security, hypothecate, pledge or otherwise encumber the Society's assets in such manner as approved by a resolution of the Voting Members of the Society.

#### **LIMITATION OF LIABILITY**

26. Every director and officer of the Society, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer, for the time being of the Society, shall be liable for the acts, neglects or defaults of any other director or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting for any dealings with any moneys, securities or other assets belonging to the Society or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any other loss, damage

or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto. The directors and officers, for the time being of the Society, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.

27. No act or proceeding of any director or officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the election, appointment or qualification of such director or officer or Board.

#### **INDEMNITY**

28. The Society shall indemnify a director or officer of the Society, a former director or officer of the Society or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Society or body corporate, if:

- (a) they acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

#### **INSURANCE**

29. The Society may purchase and maintain insurance for the benefit of any person referred to in section 28 against any liability incurred by him in his capacity as a director or officer of the Society, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.

#### **PROXYHOLDERS AND REPRESENTATIVES**

30. Votes at meetings of the members may be given either personally or by proxy. A proxy shall be executed by a Voting Member or his attorney authorized in writing. A person appointed by proxy need not be a member.

#### **TIME FOR DEPOSIT OF PROXIES**

31. The Board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of Saturdays and holidays, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Society or an agent thereof specified in such notice or, if no such time having been specified in such notice, it has been received by the secretary of the Society or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

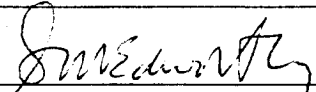
**DISSOLUTION AND WINDING UP OF THE SOCIETY**

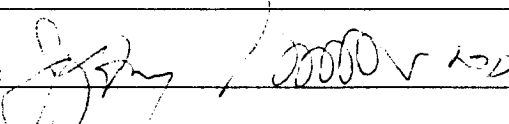
32. The Society may be dissolved in accordance with the provisions of the *Societies Act*, provided that prior to such dissolution, the assets of the Society shall be distributed as follows:
- (a) firstly, to satisfy all debts and liabilities of the Society;
  - (b) secondly, to repay any POSP funding assigned to, and received by, the Society, as required by the terms of the POSP funding; and
  - (c) thirdly, to the Voting Members of the Society on a pro rata basis.

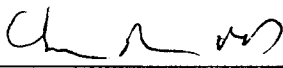
**BYLAWS**


33. The Bylaws may be rescinded, altered or added to by a Special Resolution, as defined in the *Societies Act* (Alberta).

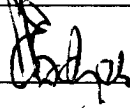
DATED: April 20, 2006

Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: STEVEN EDWORTHY, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

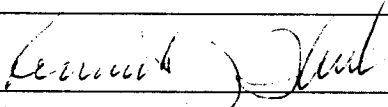
Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: JEFFREY MELLOR, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: CHRISTOPHER PENNEY, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: KATHERINE KAVANAGH, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: RONALD BRIDGES, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

**WITNESS**

Signature: 	Address: 66 OAKMOUNT WAY SW CALGARY ALBERTA T2N 4Y1		
KENNETH TALBOT			

Print Name: KENNETH TAUB	City/Town CALGARY	Province ALBERTA	Postal Code T2V4Y1
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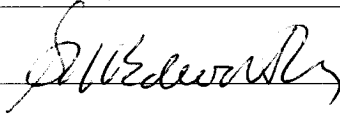
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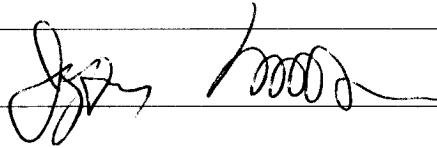
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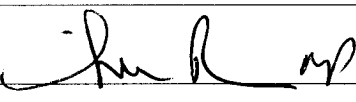
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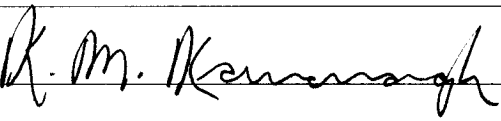
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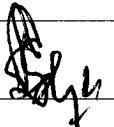
DATED: May 10, 2006

Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: STEVEN EDWORTHY, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

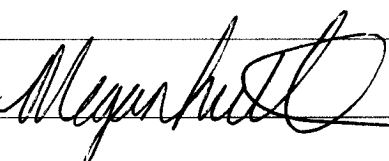
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Print Name: KATHERINE KAVANAGH, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

Signature: 	Address: 3330 Hospital Drive N.W.		
Print Name: RONALD BRIDGES, MD	City/Town Calgary	Province Alberta	Postal Code T2N 4N1

**WITNESS**

Signature: 	Address: 3330 Hospital Drive NW		
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Print Name: <i>Megan Smith</i>	City/Town <i>Calgary</i>	Province <i>AB</i>	Postal Code <i>T2N 4N1</i>
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