

Edmonton Zone Medical Staff Association BYLAWS

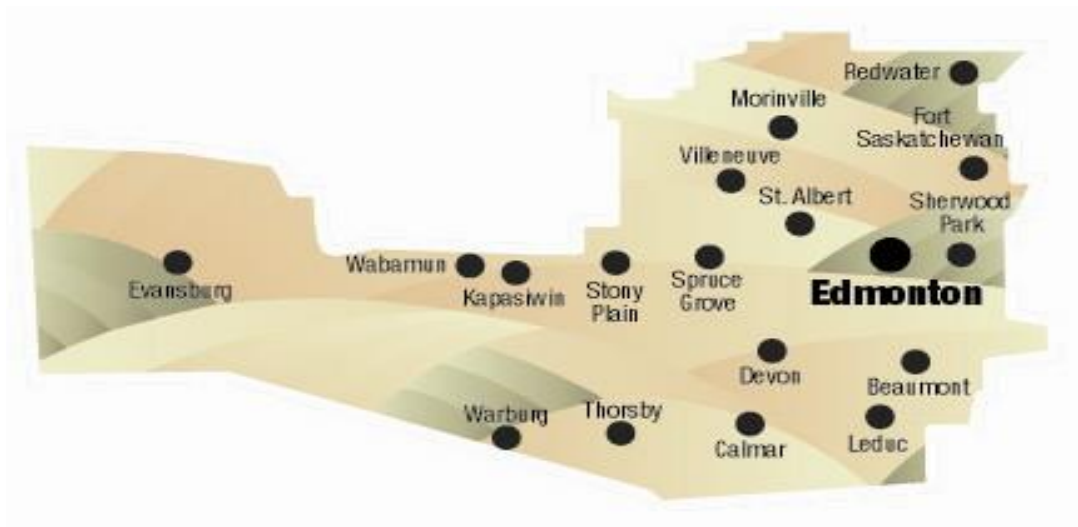


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MADE THIS ___ DAY OF _____, 2020

EDMONTON ZONE MEDICAL STAFF ASSOCIATION

BYLAWS

1 DEFINITIONS

1.1 In these Bylaws:

- 1.1.1 **Alberta Health Services** (or “**AHS**”) means the government funded entity responsible for delivering health services to residents of the Province and elsewhere;
- 1.1.2 **AMA** means The Alberta Medical Association (C.M.A. Alberta Division);
- 1.1.3 **Bylaws** means these Bylaws of the Edmonton Zone Medical Staff Association;
- 1.1.4 **Code of Ethics** means the Code of Ethics document of the relevant regulatory body governing any particular Member;
- 1.1.5 **Code of Conduct** means the Code of Conduct document of the relevant regulatory body governing any particular Member;
- 1.1.6 **College of Physicians and Surgeons of Alberta** (or “**CPSA**”) means the regulatory body which governs Practitioners in the Province;
- 1.1.7 **Council** means the body which is advisory to the Executive and is composed of individuals representing institutions, organizations and disciplines in which Members practice;
- 1.1.8 **Councilor** means an individual who sits on the Council;
- 1.1.9 **Council of Zonal Leaders** (or “**CZL**”) means the internal AMA committee established through a Memorandum of Understanding between the AMA and the five zone medical staff associations (“**ZMSA**”) whose purpose is to advance common aims and objectives of the AMA and autonomous ZMSAs;
- 1.1.10 **Covenant Health** means the Catholic healthcare services provider institution in the Province;
- 1.1.11 **Executive** means the executive of the Society, which is responsible for the administration of the Society and is elected by the Voting Members;
- 1.1.12 **Faculty of Medicine and Dentistry** means the accredited educational institution providing training for physicians at the University of Alberta;

- 1.1.13 **Honourary Member** means an individual who has been appointed as an Honourary Member by the Society in recognition of services to the Society. Honourary Members are non-voting;
- 1.1.14 **Indemnified Party** has the meaning described in Section 10.16 herein;
- 1.1.15 **Medical Staff Bylaws** means the Medical Staff Bylaws, an AHS document, governing the Physicians, Dentists, Oral & Maxillofacial Surgeons and Podiatrists who provide medical care to Patients, and the Scientist Leaders who provide medical administrative leadership, in relation to a Medical Staff Appointment;
- 1.1.16 **Member** means a Practitioner in the Province, who has completed an application for membership in the Society in the prescribed form and paid any required dues. There are four (4) categories of Members: Voting Members and three (3) non-voting categories: Honourary Members, Resident Members, and Secondary Members;
- 1.1.17 **Member at Large (Community Family Practitioner)** means an Officer who is a comprehensive family physician with or without hospital privileges, but who is not practicing full-time in a hospital. This person must have some or all of their practice in the Zone;
- 1.1.18 **Member at Large (Specialist)** means an Officer who is a Practitioner practicing any specialty other than family medicine in the Zone, who may or may not have hospital privileges;
- 1.1.19 **Nominating Committee** means a committee comprised of Voting Members appointed by the Executive for the purpose of advancing nominations for Society elections as required by these Bylaws. The Nominating Committee is subject to any policy developed by the Executive and approved by the Voting Members at a duly constituted meeting of the Society;
- 1.1.20 **Officer** means a Voting Member who has been elected or appointed under these Bylaws to an officer position, including one of the following positions on the Executive: President, Vice-President, Past-President, Treasurer, Member at Large (Community Family Practitioner), and Member at Large (Specialist);
- 1.1.21 **Province** means the Province of Alberta;
- 1.1.22 **Practitioner** means a Physician, Dentist, Oral & Maxillofacial Surgeon, Podiatrist, or a Scientist Leader who holds an active license;
- 1.1.23 **PPEC** means the Provincial Practitioner Executive Committee whose duties and responsibilities are determined in the Rules;
- 1.1.24 **Representative Forum** means the governing body of the AMA;

- 1.1.25 **Resident Member** means an individual who is on the educational register of the CPSA, is not eligible to be a Member in any other category, and has completed an application for membership in the Society in the prescribed form. Resident Members are non-voting;
- 1.1.26 **Rules** means the Medical Staff Rules of AHS, as may be in force from time to time;
- 1.1.27 **Secondary Member** means a Practitioner whose primary ZMSA membership is to a zone other than Edmonton, has completed an application for the Society in the prescribed form and paid all required membership dues. Secondary Members are non-voting;
- 1.1.28 **Societies Act** means the *Alberta Societies Act*, R.S.A. 2000, c. S-14;
- 1.1.29 **Society** means the Edmonton Zone Medical Staff Association;
- 1.1.30 **Voting Member** means a Member of the Society who is in good standing by having paid the required dues, completed an application for membership in the Society in the prescribed form, holds an active license to practice issued by the relevant regulatory body governing the particular Member, and is not an Honourary Member, Resident Member, or Secondary Member;
- 1.1.31 **ZARC** means the Zone Application Review Committee whose duties and responsibilities are determined in the Rules;
- 1.1.32 **ZMAC** means the Zone Medical Administrative Committee whose duties and responsibilities are determined in the Rules;
- 1.1.33 **Zone** has the meaning described in Section 3.1; and
- 1.1.34 **Zone Advisory Forum** (or “**ZAF**”) means the committee that provides the ZMSA, the AMA and AHS with a collective perspective from practicing physicians about local and provincial issues.
- 1.2 Unless specified to the contrary in these Bylaws, all other capitalized terms herein have the same meaning as provided in the Medical Staff Bylaws and Rules.

2 RESPONSIBILITIES

- 2.1 The Society has the following responsibilities:
- 2.1.1 to organize and run elections for positions on Society committees and the Executive;
- 2.1.2 to appoint members to Medical Staff Bylaws and Rules committees including, but not limited to: the ZMAC, PPEC, ZARC and the Medical

Staff Bylaws and Rules Review Committee, Hearing Committees, the Immediate Action Review Committee and Search Committees;

- 2.1.3 to fulfill duties and responsibilities outlined in the Medical Staff Bylaws and Rules;
- 2.1.4 to coordinate Society representation on Zone-based AHS strategic committees;
- 2.1.5 to perform an advisory and advocacy role for all Members;
- 2.1.6 to provide input into zonal/local Practitioner workforce planning;
- 2.1.7 to participate in collaborative discussions on Practitioner and health system-related issues through consultative mechanisms like the Council of Zonal Leaders and the Zone Advisory Forum;
- 2.1.8 to represent the interests of all Members practicing within the Zone in relation to any health system-related issue, and to advocate for, and on behalf of such Members;
- 2.1.9 to recognize Members who have made exceptional contributions to the practice of medicine, teaching, research, service to the community or in other ways;
- 2.1.10 to promote social activities and events for Members to connect within the profession;
- 2.1.11 to fulfill such other responsibilities as may be assigned, delegated or referred to in these Bylaws or as directed by the Members, from time to time;
- 2.1.12 to forward Medical Staff Bylaws amendments proposed by the Medical Staff to the Medical Staff Bylaws and Rules Review Committee; and
- 2.1.13 to coordinate a vote on Medical Staff Bylaws amendments as per the provisions of the Medical Staff Bylaws.

3 JURISDICTION

- 3.1 The activities of the Society are to be carried out within the geographic boundaries of the Edmonton zone, as defined by AHS (the “**Zone**”), except to the extent that participation of Members or Executive are required on a multi-zonal or provincial level, or where issues common to more than one zone arise requiring consultation or joint initiatives within the Province.

4 MEMBERSHIP

- 4.1 All Practitioners whose Primary Zone Clinical Department is in the Zone, or Practitioners whose primary area of practice is in the Zone, who hold an active license to practice issued by the relevant regulatory body governing the particular Member, are entitled to join the Society as Voting Members upon payment of the required dues as set by the Society, and completing an application for membership to the Society in the form and manner approved by the Executive.
- 4.2 All Practitioners whose Primary Zone Clinical Department or primary area of practice is in a zone other than the Edmonton Zone are entitled to join the Society as Secondary Members upon payment of the required dues as set by the Society and completing an application for membership to the Society in the form and manner approved by the Executive.
- 4.3 The Executive of the Society may appoint a Practitioner as an Honourary Member of the Society in recognition of distinguished service to the profession.
- 4.4 A Resident whose Primary Zone Clinical Department is in the Zone is entitled to join the Society as a Resident Member upon payment of the required dues and completing an application for membership to the Society in the form and manner approved by the Executive.

5 VOTING RIGHTS, PARTICIPATION AND CONDUCT

- 5.1 Other than hereinafter provided for, all Members, other than Secondary Members, Honourary Members and Resident Members, may vote, if they are present, at any Annual General Meeting or Special Meeting of the Society. Subject to Section 7.1, voting rights are granted only to those Voting Members who have paid the required dues set by the Society, subject to the discretion of the Executive with respect to payment of dues.
- 5.2 Only Voting Members who are also Medical Staff may vote on any matter that:
 - 5.2.1 will result in the appointment of a Member to an AHS committee or other administrative body created pursuant to the Medical Staff Bylaws; or
 - 5.2.2 relates to the Medical Staff Bylaws or the Rules.
- 5.3 Only Voting Members who are also Medical Staff may be elected to, or appointed to, AHS Committees created pursuant to the Medical Staff Bylaws.
- 5.4 A Practitioner who is granted Clinical Privileges in more than one zone may belong to more than one ZMSA; however, that Practitioner may only vote or enjoy membership on zonal committees in the zone where the Practitioner's Primary Zone Clinical Department assignment occurs.
- 5.5 A Voting Member, including an Officer, shall not vote on any question:

- 5.5.1 affecting a private company of which he/she is a shareholder;
- 5.5.2 affecting a public company in which he/she holds more than one percent of the shares;
- 5.5.3 affecting a partnership or firm of which he/she is a member;
- 5.5.4 concerning a contract for the sale of goods, merchandise or services to which he/she is a party; and/or
- 5.5.5 in which he/she will derive direct or indirect personal benefit beyond that which will accrue to the Society in general.

Any Voting Member, including an Officer, excluded by virtue of the above shall declare this before the discussion of the question and shall leave the room and not participate in the debate or vote, as the case may be. That Member will be deemed absent for that specific question or vote.

- 5.6 The respective Code of Ethics or Code of Conduct of the Member's professional body shall govern the Member's conduct in the Society.

6 DUES

- 6.1 Membership dues as may be required for the administration of the day-to-day affairs of the Society shall be set by the Society and collected annually.
- 6.2 The Society may, from time to time, enter into agreements with either AHS, Covenant Health or the AMA in relation to additional funding for Society services and operations.

7 SUSPENSION, RESIGNATION OR LAPSE OF MEMBERSHIP

- 7.1 Membership in the Society shall terminate if a Member fails to pay dues owing by the Member, if such dues remain owing after ninety (90) days, and notice of default has been given. During the aforesaid ninety (90) day grace period, the Member shall, if otherwise entitled to vote hereunder, continue to have voting privileges. Membership shall be reinstated upon paying all outstanding dues.
- 7.2 Membership in the Society shall automatically terminate without the requirement for notice, if a Member ceases to be eligible for membership in the Society.
- 7.3 A Member may resign his/her membership by submitting a letter of resignation to the Treasurer.
- 7.4 Upon resignation, a former Member of the Society shall be deemed to have withdrawn from any Zone or Society committee that the former Member was formerly appointed/elected to, as well as from any Executive or Council position formerly held.

- 7.5 Termination of membership in accordance herewith will be without prejudice to the Member's liability to the Society and Members waive any rights or claims to reimbursement of membership dues or to damages that they may have against the Society if membership ceases in accordance herewith.

8 GOVERNANCE OF THE SOCIETY

- 8.1 The Society is governed by an Executive, and the Executive is advised, as requested or required, by a Council.
- 8.2 The Executive is responsible for the administration of the Society and is elected by the Voting Members. The Executive is empowered to act for the Society when necessary between its regular meetings and shall operate in accordance with these Bylaws.
- 8.3 The Council is advisory to the Executive and is composed of individuals representing the institutions, organizations and disciplines in which Members practice. Councilors are appointed or elected by the institutions or organizations that they represent, or by the Executive if necessary. The nature, composition and function of the Council is as detailed in Section 12.0 herein.
- 8.4 Committees may be formed by the Executive to perform work between the regularly scheduled meetings. Committees are subordinate to the Executive, may only act as authorized by the Executive, and must report back to the Executive as required.

9 EXECUTIVE OF THE SOCIETY

- 9.1 The administration and direction of the Society shall be the responsibility of the Executive. The Officers forming the Executive shall, subject to the succession provisions of these Bylaws, be elected by the Voting Members at a duly constituted meeting of the Society from a slate of nominees provided by the Nomination Committee. If only one candidate is presented by the Nomination Committee for a particular position, that position will be filled by appointment rather than election. The Officers can be removed by the Voting Members at the Annual General Meeting of the Society or a Special Meeting of the Society if two-thirds of Voting Members present a vote to remove an Officer.
- 9.2 The Officers of the Executive shall be composed, at a minimum, of the following six (6) positions (who for the purposes of subsection 9(4) of the *Societies Act* will act as both officers and directors of the Society):
- 9.2.1 President;
 - 9.2.2 Vice-President;
 - 9.2.3 Past-President;
 - 9.2.4 Treasurer;

- 9.2.5 Member at Large (Community Family Practitioner); and
 - 9.2.6 Member at Large (Specialist).
- 9.3 Subject to Section 10.5, in case of a vacancy (for example, where an Officer dies, resigns or ceases to be a Voting Member or for any reason becomes unable to attend to the duties of their office), the vacancy thereby caused shall be filled for the unexpired portion of such Officer's term of office by a substitute Voting Member appointed by the Executive. If an Executive Member shall be absent without prior notice to the Executive, from three (3) or more consecutive meetings, the Executive may declare that Officer's office vacated.

10 DUTIES AND POWERS OF THE EXECUTIVE

- 10.1 Subject to these Bylaws, the President shall preside over all Society meetings, shall facilitate compliance with the Medical Staff Bylaws and Rules, and perform such other duties as usually pertain to his/her office. In addition, the President shall sit, as Society representative, on:
- 10.1.1 such zonal and provincial committees as are designated in the Medical Staff Bylaws or the Rules;
 - 10.1.2 the Representative Forum in an ex-officio capacity provided that the President is an AMA member, failing which the President may appoint a designate from the Executive who is an AMA member; and
 - 10.1.3 the Council of Zonal Leaders in an ex-officio capacity, provided that the President is an AMA member, failing which the Society shall appoint a designate who is an AMA member.
- 10.2 The President shall act as Chair of all Executive, Annual and Special Meetings. In the absence of the President, the Vice-President shall act as Chair.
- 10.3 The Vice-President shall assist the President in the performance of his/her duties, and preside and perform such other functions as are the duties of the President in the absence of the President, unless otherwise provided for herein.
- 10.4 The Past-President shall be a member of the Executive immediately succeeding the end of the term of his/her Presidency and shall, in the absence of the President or Vice-President, act in their stead.
- 10.5 Notwithstanding Section 9.3, in the event of the resignation of the President, the Vice-President will assume responsibilities of the President for the remainder of that President's one (1) year term. At that time, the Vice-President would assume the role of President, and subsequently Past-President, as contemplated in these Bylaws. In the event the Vice-President is unable or unwilling to assume the role of President, the Past-President will assume that role and a new election for Vice-President will be called by the Executive as necessary.

10.6 The Treasurer shall:

10.6.1 at the direction of the President, be accountable for the agenda in advance of all Society meetings, recording minutes of all Society meetings for approval at subsequent meetings, and the correspondence of the Society;

10.6.2 be responsible and accountable for all monies belonging to the Society including dues, grants and other funds made available for the day-to-day management of the Society;

10.6.3 approve the payment of bills and obligations of the Society above one thousand (\$1,000) Dollars;

10.6.4 oversee financial statements to ensure appropriate spending and that Members benefit from Society activities; and

10.6.5 participate in an annual financial review prepared by the AMA or any other external party.

10.7 The Member at Large (Community Family Practitioner) and the Member at Large (Specialist) shall:

10.7.1 represent the Members as reflected in the specific mandate of the Member at Large as reflected in the definition of each Member at Large position; and

10.7.2 support the Executive in the day-to-day functioning of the Society.

10.8 The President shall be elected initially as the Vice-President of the Society and shall serve a term of one (1) year as Vice-President, one (1) year as President, and one (1) year as Past-President, for a total of three (3) years as an Officer on the Executive.

10.9 The Vice-President shall hold office for a one (1) year term, then succeed the President upon the expiration of the President's term for a one (1) year term, and finally serve as Past-President for a one (1) term, for a total of three (3) years on the Executive.

10.10 The Treasurer shall hold office for a two (2) year term for a maximum total of six (6) years comprising of three (3) terms.

10.11 The Member at Large (Community Family Practitioner) and Member at Large (Specialist) shall each hold office for a two (2) year term for a maximum total of six (6) years comprising of three (3) terms.

10.12 All Society elections, for Officer positions, or as otherwise deemed necessary for the Executive, shall be held in accordance with a policy developed by the Executive and approved by the Voting Members at a duly constituted meeting of the Society.

10.13 Subject to these Bylaws, the Executive is generally empowered to take such steps as may be necessary in the event of resignations or vacancies in Executive positions to

ensure the proper functioning of the Society, including the appointment or replacement of additional members of the Executive, as may be necessary from time to time and subject to any terms and conditions as the Executive may deem appropriate.

10.14 The Officers shall, where possible, attend all meetings of the Society and direct the business of the Society between meetings.

10.15 The Executive shall be responsible for the day-to-day business of the Society, subject to these Bylaws and such guidance as may be given by the Members at the Annual General Meeting or Special Meetings of the Society.

10.16 Except as otherwise hereinafter provided, the Society hereby indemnifies and saves each and every present and former member of the Executive and Council (an “**Indemnified Party**”) and each of their respective heirs and legal representatives, harmless from and against all reasonable amounts, losses, costs, charges, damages, expenses and misfortunes of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and his own client basis) that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action, suit or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Society, EXCEPT IN relation to matters as to which it is adjudged in such action, suit or proceeding that the Indemnified Party is liable for gross negligence or misconduct in the performance of his or her duties, and PROVIDED THAT the Indemnified Party:

10.16.1 acted honestly and in good faith with a view to the best interests of the Society;

10.16.2 acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

10.16.3 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing his/her conduct was lawful.

10.17 The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Society.

10.18 Nothing hereunder shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the *Societies Act*, as amended, and the regulations thereunder or from liability for any breach thereof.

11 MEETINGS OF THE SOCIETY AND THE EXECUTIVE

11.1 The Society will hold an Annual General Meeting within fifteen (15) months of the previous Annual General Meeting of the Society.

- 11.2 A Special Meeting of the Society may be called by the Executive or upon the written request of sixteen (16) Members, such written request is to be directed to the Executive.
- 11.3 Notice of all meetings, including the Annual General Meeting and a Special Meeting, and of changes of dates/times/places of meetings shall be sent by mail (regular or electronic) to each Member's last known address at least twenty-one (21) days prior to the date fixed for the meeting. A Notice of a Special Meeting shall also contain sufficient detail of the nature of the business to be conducted. All votes must be made in person or by secure electronic vote pursuant to policy as developed by the Executive and approved by the Members at a duly constituted meeting of the Society, and not by proxy or otherwise.
- 11.4 The Executive shall meet six (6) times per year or more frequently, as required. The President and Past-President shall be responsible for the preparation of the agenda for Executive meetings in advance of the meeting.
- 11.5 A quorum at any Executive meeting shall be four (4) Officers.
- 11.6 A quorum for an Annual General Meeting shall be thirty (30) Voting Members; and a quorum for a Special Meeting shall be thirty (30) Members.
- 11.7 Meetings of the Society or Executive may be conducted by way of telephonic, electronic or other communication facility as determined by the Executive, provided all Members participating in such meeting can hear each other.
- 11.8 Meetings of the Society or the Executive shall be governed as much as practically possible, by the version of Robert's Rules of Order then in effect.

12 COUNCIL OF THE SOCIETY

- 12.1 The Council of the Society shall be advisory to the Executive by:
- 12.1.1 informing the Executive of issues and opportunities within their area of representation;
 - 12.1.2 providing feedback and direction when required by the Executive; and
 - 12.1.3 providing a consultative role and ad hoc advice for the Executive.
- 12.2 The Council shall be comprised of the Executive plus up to thirty (30) Members appointed by organizations and groups to which those Members belong. The organizations and groups who are entitled to place a Councilor on the Council are as determined by the Executive and approved by the Voting Members at a duly constituted meeting of the Society, and a current list of all organizations entitled to place a Councilor on the Council shall be maintained as a policy of the Executive.
- 12.3 Except as set forth herein, Councilors shall each hold office for a three (3) year term. No individual Councilor may hold more than three (3) consecutive three (3) year

terms. Notwithstanding the foregoing, a Councilor representative of each specific organization or group is elected or appointed by that organization or group pursuant to that organization or group's internal policy, and accordingly may be appointed or elected for a term that is not consistent with the standard term of a Councilor provided in these Bylaws. In that case, the organization or group may, pursuant to its own internal policies, provide different or additional Councilors to fill the maximum of (3) three consecutive (3) three year terms.

- 12.4 The Council shall meet (4) four times per year or more frequently, as needed. The Executive shall be responsible for the preparation of the agenda for Council meetings in advance of the meeting.
- 12.5 Meetings of the Council may be conducted by way of telephonic, electronic or other communication facility as determined by the Executive provided all Councilors participating in such meeting can hear each other.
- 12.6 Additional individuals may be invited to attend Council meetings on an ad hoc/as required basis by the Council, including but not limited to, individuals representing:
- 12.6.1 AHS;
 - 12.6.2 Covenant Health;
 - 12.6.3 AMA;
 - 12.6.4 University of Alberta Faculty of Medicine & Dentistry; and
 - 12.6.5 College of Physicians and Surgeons.
- 12.7 Individuals invited to attend Council meetings pursuant to Section 12.6 are permitted to speak as requested by the Council, but may not vote on Council or other matters.
- 12.8 A quorum for Council shall be a majority of Councilors.

13 REMUNERATION

- 13.1 Members of the Society who sit on either the Executive or the Council shall be entitled to receive such remuneration for honoraria and reimbursement of expenses as may be permitted from time to time in accordance with a policy established by the Executive and approved by the Voting Members at a duly constituted meeting of the Society.
- 13.2 Members who are elected or appointed to committees of the Society, or zonal or provincial committees as provided for under the Medical Staff Bylaws or the Rules, shall be entitled to receive such remuneration and reimbursement of expenses as may be permitted from time to time in accordance with a policy established by the Executive and approved by the Voting Members at a duly constituted meeting of the Society.

14 FINANCIAL YEAR

14.1 The fiscal year of the Society shall be from October 1st of a given year until September 30th of the following year.

15 AUDIT REPORT

15.1 The auditor shall:

15.1.1 be a duly qualified accountant or two (2) Voting Members appointed/elected for that purpose at the Annual General Meeting;

15.1.2 annually audit the books and accounts of Society and submit its annual audit report as to the standing of the books and accounts for the previous year to the Members at the Annual General Meeting. Such audit report shall be prepared pursuant to a policy developed by Executive and approved by the Voting Members at a duly constituted meeting of the Society, and be open to the inspection by all Members; and

15.1.3 report on other financial matters of Society on the request of the Executive.

16 BORROWING POWERS

16.1 For the purpose of carrying out its objects, the Society may not borrow or raise or secure the payment of money from a financial institution or in any manner other than as provided elsewhere in the Bylaws or by virtue of the provision of funds in any manner by the AMA, AHS or Covenant Health.

17 CUSTODY, AND USE OF SEAL, AND LOCATION OF BOOKS AND RECORDS

17.1 The seal of the Society, if any, shall be approved by the Executive, be in the custody of the Treasurer and, shall be affixed to all documents where required.

17.2 The Treasurer is accountable and responsible for the preparation and custody of all the correspondence, all minutes of proceedings and resolutions, and the books and records of Society.

17.3 The books and records of Society may be inspected by any Member at a location to be specified by the Executive, upon giving reasonable written notice to the Treasurer.

18 AMENDMENTS

Neither the objects nor the Bylaws of the Society shall be repealed, added to, or amended unless by Special Resolution, as defined in the *Societies Act*.