

REVISED BY-LAWS OF TABER and DISTRICT HEALTH FOUNDATION
(COPY OF ORIGINAL)

APPROVED
February 26, 2008
Alberta Health & Wellness

REGIONAL HEALTH AUTHORITIES ACT (ALBERTA)
REVISED
BY-LAWS
Of

Taber and District Health Foundation, pursuant to section 19 of the Regional Health Authorities Foundations Regulation, adopts the following revised by-laws and upon approval by the Minister the following revised by-laws replace in their entirety those by-laws approved by the Minister May 7, 1998.

ARTICLE 1.0 NAME

1.1.1 The name of the Foundation is the Taber and District Health Foundation (the "Foundation").

ARTICLE 2.0 OBJECTS

2.1 The objects of the Foundation are:

- a) To solicit and receive by gift, bequest, devise, transfer or otherwise property of every nature and description.
- b) Subject to any prior trust conditions imposed on the use of the property and to the extent that public funds are not available for the purpose to hold, use and administer the property generally for maintaining and enhancing hospital care and other health care initiatives in Taber, Barnwell, Grassy Lake, Enchant, Hays, M.D. of Taber and Vauxhall ("Taber & District").
Funds that were accumulated before the date of the amendment will be used, subject to applicable trust conditions, to carry out the purposes as they existed immediately before the date of the amendment.
- c) To further health care education in that community.

2.2 The income and property of the Foundation shall be applied solely toward the promotion of the objects of the Foundation and no portion shall be paid to transferred or be available directly or indirectly by way of bonus, dividend or otherwise howsoever for the benefit of any other object, The Foundation shall operate as a charitable organization only.

ARTICLE 3.0 HEAD OFFICE

3.1 The head office of the Foundation shall be established or changed from time to time by a resolution or by-law of the Trustees of the Foundation.

ARTICLE 4.0 SEAL

- 4.1 The Trustees of the Foundation may by resolution or by-law designate a corporate seal for use by the Foundation and may revoke or change the corporate seal by resolution or by-law.

ARTICLE 5.0 TRUSTEES

- 5.1 The Foundation Board of Trustees shall be constituted by a minimum of five to a maximum of 9 voting members as follows:
- (a) The Chinook Regional Health Authority (“Regional Health Authority”) may appoint one voting member to the Foundation Board of Trustees.
 - (b) The remaining members shall be elected at the meeting of the Foundation Board of trustees by the other voting members then in office.
- 5.2 The members of the Foundation Board of Trustees shall be elected from:
- (a) A list of persons ordinarily resident in Taber and District nominated by the other voting members then in office, or;
 - (b) A list of persons ordinarily resident in Taber and District compiled by the continued Foundation pursuant to a public nomination process implemented by the continued Foundation;
 - (c) Or a combination of both.
- 5.3 The Trustees shall serve a term by resolution of the Foundation Board not to exceed (3) years, and are eligible for reappointment or reelection for additional terms.
- 5.4 The voting Trustees of the Foundation shall appoint a Chair and Secretary for the Foundation from amongst themselves and may similarly appoint a Treasurer.
- 5.5 The position of a Trustee shall be automatically vacated:
- (a) If a Trustee shall resign his/her position by delivering a written resignation to the Foundation Board.
 - (b) If he/she is found to be a lunatic and or becomes of unsound mind;
 - (c) If he/she becomes insolvent.
 - (d) If at a special meeting of the Foundation Board called for the purpose of resolution, is passed by a vote of two-thirds of the Foundation Board, that the Trustee be removed; or
 - (e) On his/her death; or
 - (f) If he/she ceases to be ordinarily resident Taber and District.
- 5.6 A vacancy or vacancies in the required number of Trustees, however caused, will not invalidate any actions taken by the Trustees so long as a quorum of Trustees remains in office. The vacancy may be filled, as the case may be, through election by the other voting members of the Foundation Board then in office.
- 5.7 Five (5) Trustees shall constitute a quorum for the purpose of making by-laws pursuant to Article 6.1 and for the conduct of the affairs of the Foundation.
- 5.8 The Trustees shall be resolution or by-law appoint an auditor to be the auditor of the Foundation.

ARTICLE 6.0 BY-LAWS AND MEETINGS

- 6.1 The Trustees may make by-laws governing the procedure and business of the Foundation provided they are consistent with these by-laws and any amendments thereto.
If there is a conflict between this by-law and the Regional Health Authorities Act (“Act”), a regulation under that Act or an enactment that is made applicable to a regulation under that Act then the Act, regulation or enactment prevails.
- 6.2 Where these by-laws are in conflict with any by-laws created by the Trustees, these by-laws shall govern.
- 6.3 Notwithstanding anything contained in by-laws established by the Trustees of the Foundation, the Trustees shall meet at least once a year on a date which, unless fixed by the by-laws, shall be fixed by the Chairman of the Trustees.

ARTICLE 7.0 ANNUAL REPORT and FISCAL YEAR

- 7.1 The fiscal year of the Foundation is from April 1 to the next following March 31.
- 7.2 At the end of the fiscal period of the Foundation the Trustees shall prepare and submit to the Minister of Health and Wellness, or the member of Executive Council charged with responsibility for the Regional Health Authorities Act from time to time (the “Minister”) an annual report which shall include audited financial statements and any other statements and reports that the Ministry may require, in accordance with the Regional Health Authority Foundations Regulation.

ARTICLE 8.0 INDEMNITY

- 8.1 No Trustee for the time being of the Foundation shall be liable for the acts, receipts, neglects, or defaults of any other Trustee, or for joining in any act for conformity, or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title or any property acquired by order of the Trustees for or on behalf of the Foundation, or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Foundation shall be placed out or invested or for any loss or damages arising from bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error of judgement or oversight on the part of a Trustee or for any other loss, damage or misfortune whatsoever which may happen in the exercise of the duties of a trustee in relation thereto unless the same shall happen by or through his own willful act or default.
- 8.2 No act or proceeding of any Trustee shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Trustee.
- 8.3 Trustees may rely upon the accuracy of any statement or report prepared by the Foundation’s auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
- 8.4 Every Trustee of the Foundation who has undertaken or is about to undertake any liability on behalf of the Foundation shall from time to time and at all times be indemnified and saved harmless out of the funds of the Foundation, from and against;
- (a) All costs, charges and expenses whatsoever which such Trustee sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liabilities;
 - (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 9.0 NOTICE

- 9.1 Whenever under the provision of these by-laws, notice is required to be given, such notice may be given either personally, by depositing the same in a post office box or public letter box, in a paid sealed wrapper addressed to the member of the Foundation at his/her address as the same appears on the books of the Foundation or by such other electronic means possible. A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office box, or public letter box as foresaid. Electronic messages shall be held sent by the time recorded on the message.
- 9.2 No error or omission when giving notice of any meeting or adjourned meeting of the Foundation Board shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm all proceeding taken or has thereat. For the purpose of sending notices to any member of the Board of Trustee of the Foundation for any meeting or otherwise that address shall be the last address recorded on the books of the Foundation.

ARTICLE 10.0 COMMITTEES, HONOURARY TRUSTEES AND ADVISORY COUNCILS

- 10.1 The Trustees may establish such Committees or Advisory Councils as they deem necessary to assist in carrying out the duties and responsibilities of the Trustees. Members of these Committees or Advisory Councils shall hold office at the pleasure of the Trustees.
- 10.2 The Trustees may appoint such honorary trustees as they deem necessary. Honorary Trustees shall not be entitled to vote on decisions made by the Trustees.

ARTICLE 11.0 GENERAL

- 11.1 The Trustees shall take such steps as they may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowment and donations of any kind whatever for the purpose of furthering the objects of the Foundation.
- 11.2 The Trustees of the Foundation may administer the affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Foundation is authorized to exercise and do.
- 11.3 Without in any way derogating from articles 11.1 and 11.2, the Trustees are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as they may deem advisable.
- 11.4 The Trustees may appoint and at their discretion remove or suspend managers, secretaries, officers, agents, clerks and servants for permanent, temporary or special services as they may from time to time think fit and may determine their duties and fix their salaries or endowment and may require security such instances and to such amounts as they may think fit.
- 11.5 The Foundation may, subject to any prior trust condition, transfer any of its property to the Regional Health Authority on any terms that it considers expedient.
- 11.6 The payment of any dividend or remuneration out of the funds of the Foundation to any of the Trustees is prohibited.
- 11.7 A Trustee may be reimbursed out the funds of the Foundation for the travelling and living expenses that are necessarily incurred in the performance of the Trustees duties and which receive the approval of the majority of the other Trustees.

- 11.8 Notwithstanding anything in these by-laws to the contrary the Trustees shall not incur debts other than debts incurred in the normal course of administering charitable activities such as current expenses, or with respect to the purchase and sale of investments.
- 11.9 The Minister may order that a Foundation be wound-up pursuant to Section 18 of the Regional Health Authorities Regulation. On winding-up the Foundation the property shall be used as follows;
- (a) Firstly, in the payment of any costs incurred in the winding-up of the Foundation,
 - (b) Secondly, in the discharge of all liabilities of the Foundation,
 - (c) Thirdly, to give effect, as far as possible, to any outstanding applicable trust conditions, and
 - (d) Fourthly, the balance, if any shall be disposed of in accordance with the regulations in force to the Regional Health Authorities Act.

ARTICLE 12.0 LIMITED LIABILITY

- 12.1 The liability of the Trustee is limited.
- 12.2 The Trustee shall not be liable for any debt or liabilities of the Foundation, due and payable, accruing due and payable, contingent or otherwise unless such debts or liabilities are a result of a Trustee or Trustee's willful act of default.

ARTICLE 13.0 INTERPRETATION

- 13.1 In these by-laws and in all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLES 14.0 FOUNDATION ACCOUNTABILITY

- 14.1 The Foundation shall establish a process, to be approved by the Foundation's Board of Trustees, to annually consult with the Regional Health Authority respecting specific proposes and effects of fund raising.
- 14.2 The Foundation shall establish business operating rules, to be approved by the Foundation's Board of Trustees, with respect to accumulation and disbursement of annual surpluses.
- 14.3 The Foundation's Board of Trustees shall annually approve fund-raising and financial plans.
- 14.4 The Foundation shall establish and maintain effective internal controls and procedures, including borrowing and investing practices, to be approved by the Foundation's Board of Trustees.

ARTICLE 15.0 INVESTMENT POLICY

15.1 The Taber and District Heath Foundation shall adhere to prudent investment standards in making investments decisions. Prudent investment standards are those that, in the overall context of an investment made on behalf of another person, with whom there exists a fiduciary relationship, to make such investments without undue risk of loss or impairment and with a reasonable expectation of fair return or appreciation.

The following by-laws are hereby approved by the Trustees of Taber and District Health Foundation by the consent of all such Trustees as evidence by their respective signatures below:

DATED the 12 day of February, AD 2008.

Cindy Fauth
Chairman of the Foundation

Wilma Barany

Bryce Bennett

Roy Reti

Kerry Van Ham

Doug Emek

Mike Brand

Karen Tverkutes