

**AMENDING (ESTABLISHED) BYLAWS OF
(MEDICINE HAT & DISTRICT HEALTH FOUNDATION/TRUST)
BYLAWS**

The bylaw originally approved June 24, 1996, last amended November 12, 2008 is further amended by replacing it in its entirety with the following:

Article 1 - Name

1.1 Name

The name of the health foundation shall be (**Medicine Hat & District Health Foundation**).

Article 2 – Interpretation

2.1 Definitions

In these bylaws, unless the context otherwise requires:

- (a) “**Act**” means the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10, as amended from time to time;
- (b) “**Board**” means the governing Board of Trustees of the Foundation;
- (c) “**Chair**” means the Chair of the Board of Trustees of the Foundation;
- (d) “**Communities**” means the following cities and communities served by the Foundation: (Medicine Hat and the communities in the former Palliser Health Region);
- (e) “**Enactments**” means the Act and all regulations thereunder, or an enactment that is made applicable by a regulation under the Act, as each may be amended from time to time;
- (f) “**Foundation**” means the Medicine Hat & District Health Foundation, deemed to be a corporation under the Regulation;
- (g) “**Fundraising Plan**” means a plan, as required by section 3(1)(h) of the Regulation and described in section 3(1)(f) of the Regulation, that sets out the specific purposes and effects of the Foundation’s fundraising, and is approved by the Board;
- (h) “**Minister**” means the member of Executive Council charged with responsibility for the Act, currently the Minister of Health, as determined under section 16 of the *Government Organization Act*, R.S.A. 2000, c.G-10;
- (i) “**Regulation**” means the *Regional Health Authorities Foundations Regulation*, AR28/2007, as amended from time to time;
- (j) “**Relevant Regional Health Authority**” means Alberta Health Services, unless another regional health authority is designated by the Minister; and
- (k) “**Trustee**” means any person who is appointed as a member of the Board.

Article 3 – Statutory Basis of Bylaws

3.1 Statutory Basis of Bylaws

The Relevant Regional Health Authority hereby enacts the following bylaws governing the organization and functioning of the Foundation under the provisions of the Regulation.

The Foundation is not a trust corporation for the purposes of the *Loan and Trust Corporations Act*.

3.2 Binding Effect

These bylaws bind the Foundation and all present and future Trustees of the Foundation to the same extent as if each had signed, sealed and delivered to each of the others a promise to comply with and be bound by the bylaws and all acts, decisions, proceedings and things done and taken under the bylaws.

3.3 Conflict with Act or Regulation

These bylaws are subordinate to the Enactments and are not intended to conflict with the Enactments. In the case of conflict between the bylaws and the Enactments, the bylaws are to be interpreted to the extent possible so as to eliminate the conflict. If it is not possible to so interpret the bylaws, the Enactments prevail and the conflicting provision of the bylaws shall be considered as separate and several from the bylaws, the balance of which shall remain in force and be binding as if the conflicting provision had not been included.

3.4 Severability

Each provision of the bylaws is intended to be severable and if any provision is determined by a court of competent jurisdiction to be illegal or invalid or unenforceable for any reason whatsoever, such provision shall be severed from the bylaws and will not affect the legality or validity or enforceability of the remainder of the bylaws or any other provision hereof unless it affects the entire intent and purpose of the bylaws.

Article 4 – Objects

4.1 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, to hold, use and administer the property generally for the benefit of:
 - (i) the Relevant Regional Health Authority generally;
 - (ii) each health facility located within, or to be located within, the Communities that is owned and operated by the Relevant Regional Health Authority;
 - (iii) each health program located within the Communities and operated by, or to be operated by, the Relevant Regional Health Authority; and
- (c) to further health care education for the residents of the Communities.

- 4.2 The profits, income and other property of the Foundation, if any, shall be applied solely toward the promotion of the objectives of the Foundation and no portion shall be paid or transferred or be available directly or indirectly by way of bonus, dividend or otherwise, howsoever for the benefit of any other objective.
- 4.3 In the event that the bylaws of the Foundation are amended, in accordance with section 12.1 of these bylaws, the Foundation shall ensure that funds accumulated, acquired or pledged before the effective date of the amendment are used solely, in accordance with any applicable trust conditions, to carry out the purposes of the Foundation as they existed immediately before that date. Funds raised subsequent to the effective date of the amendment shall be directed to the amended purposes of the Foundation.
- 4.4 The Foundation shall operate as a charitable organization only.

Article 5 – Powers and Duties of Foundation

5.1 Powers and Duties

The Foundation:

- (a) shall take such steps as the Board deems necessary to enable the Foundation to acquire, accept, solicit or receive legacies, gifts and grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Foundation;
- (b) shall adhere to any trust conditions attaching to any real and personal property that it has received;
- (c) shall carry on its business without the purpose of gain of its Trustees and shall not pay dividends or remuneration of funds to its Trustees;
- (d) shall apply the profits, if any, and other income of the Foundation to carry out the purpose and objectives of the Foundation;
- (e) shall conduct and administer the affairs of the Foundation and generally exercise all such other powers and such other acts and things as the Foundation is authorized by the Board to exercise and do;
- (f) may enter into contracts and do all other things that the Board determines necessary, desirable or expedient to carry out its objectives;
- (g) may employ such persons at such salaries and other remuneration as the Board may from time to time consider appropriate;
- (h) shall take such steps as deemed necessary by the Board to develop an annual Fundraising Plan in partnership with the Relevant Regional Health Authority;
- (i) may, subject to and in compliance with prior trust conditions, transfer any of its property to the Relevant Regional Health Authority; and
- (j) notwithstanding anything in the bylaws to the contrary, the Foundation shall not incur debts other than debts for current expenses, debts incurred with respect to the purchase

and sale of investments and debts incurred in the course of administering charitable activities.

Article 6 – Board

6.1 Board Composition

The Foundation shall be governed by a Board consisting of Trustees appointed by the Relevant Regional Health Authority in accordance with the Regulation and the following provisions:

- (a) There shall be not fewer than five (5) to a maximum of (15) trustees, who shall be voting Trustees of the Foundation. The voting Trustees, other than persons who are members of the Relevant Regional Health Authority, shall be chosen from:
 - (i) a list of persons compiled by the Relevant Regional Health Authority, pursuant to a public nomination or appointment process implemented by the Relevant Regional Health Authority; or
 - (ii) a list of persons nominated by the Board; or,
 - (iii) a combination of both lists described in sections 6.1(a)(i) and 6.1(a)(ii) of these bylaws.

- (c) The Relevant Regional Health Authority may appoint additional persons as non-voting Trustees of the Board.

6.2 Eligibility

- (a) No person is eligible to be or remain a voting Trustee of the Board unless that person is ordinarily a resident of Alberta;
- (b) To be eligible to be a Trustee of the Board a person:
 - (i) must be at least 18 years of age with the power under law to contract; and
 - (ii) must have a demonstrated interest in the health of the Communities and in health issues generally;
- (c) A majority of the voting Trustees of the Board must ordinarily be residents of the Communities;
- (d) The following persons are eligible to be a Trustee of the Board, but not more than one-third of the Trustees may consist of:
 - (i) employees of the Relevant Regional Health Authority;
 - (ii) independent health service providers who, directly or indirectly through a corporation, partnership or other association receive income through the provision of health services from the Government of Alberta or the Relevant Regional Health Authority;
 - (iii) employees of persons referred to in 6.2(d)(ii) of these bylaws; or
 - (iv) other persons who rely in whole or in part on contracts with the Relevant Regional Health Authority as a means of earning their livelihood.

(e) At least two thirds of the remaining representatives must be from the public and not defined by section 6.2(d)(i)(ii)(iii)(iv)

6.3 **Term of Office**

The term of office for Trustees of the Board shall be 3 years. The total length of service for any Trustee shall not exceed nine (9) consecutive years.

6.4 **Chair**

The Chair shall be elected by and from the voting Trustees of the Board.

6.5 **Officers**

At the first meeting, and every year thereafter, the Board shall elect such officers (e.g., Vice-Chair, Secretary/Treasurer, executive and administrative officer) as the Board may determine from time to time, and who shall have such titles and authority and shall perform such duties as may from time to time be determined by the Board.

6.6 **Committees and Advisory Councils**

- (a) The Board may, by resolution, establish such committees or advisory councils as deemed necessary for the purpose of providing assistance in carrying out the duties and responsibilities of the Board;
- (b) The members of such committees or advisory councils shall hold office at the discretion of the Board;
- (c) Committee or advisory council members shall not be entitled to vote or receive remuneration; and
- (d) All committees or advisory councils shall report to the Board with respect to activities undertaken to assist the duties and responsibilities of the Board.

6.7 **Remuneration**

Trustees of the Board are not entitled to remuneration for acting as Trustees but the Board may authorize payment of disbursements properly incurred by a Trustee in the course of carrying out the duties of a Trustee.

6.8 **Termination and Resignation**

- (a) The Relevant Regional Health Authority may, by written notice, terminate the appointment of a Trustee of the Board in the event that the Trustee ceases:
 - (i) to be ordinarily resident in Alberta, in the case of a voting Trustee; or
 - (ii) to meet any of the qualifications or other eligibility requirements set out in these bylaws.
- (b) A Trustee of the Board may resign by notice in writing to the Board. Such resignation shall be effective upon receipt of notification by the Board. The Board shall, in turn, advise the Relevant Regional Health Authority of the resignation.

- (c) The position as a Trustee of the Board shall be automatically vacated upon the death of the incumbent.

6.9 **Vacancies**

Vacancies on the Board shall be filled pursuant to the process referred to in sections 6.1 and 6.2 of these bylaws.

6.10 **General Powers and Responsibilities of the Board**

The Board has all the power and authority granted to it in the Enactments and the fact that a matter is not specifically addressed in these bylaws shall not detract from the power and authority provided to the Board by the Enactments. Without limiting the foregoing, the Board shall manage and administer the affairs of the Foundation and have all the power and authority to carry out the objects of the Foundation as set out in the Enactments and these bylaws, including making or causing to be made for the Foundation, in its name, any kind of contract or other obligation which the Foundation may lawfully enter into and save as hereinafter provided, generally exercise all such other power and all such other acts and things as the Foundation is authorized to exercise and do.

6.11 **Specific Powers and Responsibilities of the Board**

Without limitation to the powers set out in section 6.10 of these bylaws, the Board shall have the following powers and responsibilities:

(a) Acquisition of property

- (i) acquire, accept, solicit and receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation;
- (ii) purchase, lease or otherwise acquire any property and convey, transfer, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and 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 the Board deems advisable; and
- (iii) acquire and hold any real property upon or in respect of which the Foundation may, from time to time, have held security, if in the Board's opinion the acquisition or holding of such real property is in the interests of the Foundation and

(b) Utilization of property

- (i) pay from the property held by the Foundation, all reasonable costs and expenses incurred for managing and administering the affairs of the Foundation and provide for such reserves as the Board considers prudent;
- (ii) expend the capital or the annual income of the Foundation's property or so much thereof as the Board considers appropriate (subject always to any restrictions on the expenditure of capital imposed by any donor) in support of the objects of the Foundation;
- (iii) pay from the property held by the Foundation:
 - (A) all brokerage fees, transfer taxes and other expenses incurred in the sale and purchase of investments;
 - (B) all property taxes, income taxes or other taxes of any kind at any time levied or assessed upon the Foundation or any asset thereof;
 - (C) all taxes, income or otherwise, as may be applicable by persons receiving payment or payments from the Foundation;

- (D) all or any reasonable portion of the fees or salary of any investment counsel, investment analyst or officer retained in connection with the property of the Foundation, whether such persons are employees of the Foundation or not; and
 - (E) any approved expenses of a Trustee;
- (iv) withhold all or any payment as the Board may in its discretion deem proper to protect the Foundation and the Foundation's property against any liability or claim on account of any income, estate or other tax or succession or other duties of any character, and the Foundation may use all or any part of any amount so withheld to discharge such liability or claim;
 - (v) compromise or submit to arbitration any claim by and any debt or obligation due from any person, firm or corporation to the Foundation or to any person, firm or corporation from the Foundation, modify any rights or obligations of the Foundation in connection therewith, and take appropriate measures by way of proceedings at law or otherwise to enforce or realize on any investment of the Foundation;
 - (vi) insofar as it may be necessary, desirable or expedient to effect the objects of the Foundation to:
 - (A) borrow money upon the credit of the Foundation upon such terms, for such period of time and at such rates of interest as the Board, in its discretion, deems to be in the best interests of the Foundation;
 - (B) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Foundation, whether secured or unsecured as the Board, in its discretion, deems to be in the best interests of the Foundation; and
 - (C) charge, mortgage, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Foundation, including book debts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness or liability of the Foundation.

Subject to subparagraph (A) of this paragraph (vi), nothing in this paragraph (vi) limits or restricts the borrowing of money by the Foundation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Foundation.

Notwithstanding the foregoing, no benefit given, devised or bequeathed in trust to or to the use of the Foundation for endowment purposes, shall be pledged, transferred or assigned to obtain credit or to receive funds; and

(c) Foundation investments

- (i) subject to these bylaws, establish an investment and borrowing policy and/or guidelines from time to time;
- (ii) exercise voting privileges personally or by proxy, relative to any stocks, shares, bonds or other securities, and give general or special proxies or powers or attorney, with or without power of substitution; exercise any conversion privileges, subscription rights or other options in connection with any stocks, shares, bonds or other securities, and make any payments incidental thereto; consent to or otherwise participate in corporate reorganization, or other changes affecting corporate shares and securities which may be issued as a result of any such corporate reorganization

- or change; and generally exercise any of the powers of an owner with respect to stocks, shares, bonds, securities or other property held by the Foundation; and
- (iii) register any investment held by the Foundation, in the name of the Foundation or a corporate nominee for the Foundation, that the Board may designate, provided that the books and records of the Foundation shall at all times show that all such investments are part of the Foundation; and

(d) Other

- (i) appoint a person in charge of the administrative and executive functions of the Foundation who shall be designated as the Executive Director, President and/or Chief Executive Officer. The Board may delegate to this person full or partial power to manage and direct the business and affairs of the Foundation (except such business and affairs of the Foundation as must be transacted or be performed by other officers, by the Board and/or by the Trustees) and to employ and discharge agents and employees of the Foundation. Such authority may be more specifically defined in a position description approved by the Board from time to time;
- (ii) authorize one or more Trustees, officers or employees of the Foundation to make statements to the media or public;
- (iii) make, execute, acknowledge and deliver any and all documents of transfer and conveyance, and all other instruments that may be necessary or appropriate to carry out the powers herein granted;
- (iv) employ or otherwise secure the services of agents, lawyers, accountants, and other advisors and assistants deemed by the Foundation to be necessary for the proper management and administration of the Foundation both in or outside of Canada, and rely and act on information and advice furnished by such person; and employ or otherwise secure the services of secretarial and office staff, space, equipment and supplies as may be deemed necessary by the Board for the proper management and administration of the Foundation;
- (v) make operational bylaws respecting the conduct of the business and affairs of the Foundation that are consistent with the Act, the Regulation and these bylaws;
- (vi) establish and maintain a process for the Foundation to annually consult with the Relevant Regional Health Authority in connection with the specific purposes and effects of fundraising approved by the Board;
- (vii) approve annually, fundraising and financial plans;
- (viii) approve a budget each year for the Foundation, including budgets for fundraising and financial plans;
- (ix) establish and maintain business operating rules with respect to the accumulation and disbursement of annual surpluses approved by the Board;
- (x) establish and maintain effective internal controls and procedures, including borrowing and investing practices, in connection with the Board's powers hereunder;
- (xi) commence, defend, adjust or settle suits or legal proceedings in connection with the Foundation; and
- (xii) Comply with all applicable legislation as may be enacted from time to time.

The exercise of any one or more of the foregoing powers separately or in combination, from time to time, shall not be deemed to exhaust the right of the Foundation to exercise such power or powers or a combination of them thereafter from time to time.

Article 7 – Conflict of Interest

7.1 Conflict of Interest

No Trustee shall take part in a decision in the course of carrying out the powers as a Trustee knowing that the decision may, or may potentially, further a private interest of the Trustee, a person directly associated with the Trustee, or a minor child of the Trustee.

7.2 Declaration of Conflict

A Trustee must make a verbal declaration of any interest referred to in section 7.1 of these bylaws and must withdraw forthwith from a relevant meeting without participating in the discussion, or voting on, a matter where:

- (a) the matter for decision is before the Board, a committee or advisory council of the Board; and
- (b) the Trustee has reasonable and probable grounds to believe that the Trustee, a person directly associated with the Trustee, or a minor child of the Trustee, has or may have a private interest in the matter, whether real or perceived.

7.3 Power to Influence

No Trustee shall use the office or power of the Board or as a Trustee to influence a decision to be made by, or on behalf of, the Board, the Foundation or the Relevant Regional Health Authority to further a private interest, whether real or perceived, of the Trustee, a person directly associated with the Trustee, or a minor child of the Trustee.

7.4 Information Use or Communication

No Trustee shall use or communicate information not available to the general public that was gained in the course of carrying out the duties of office or powers as a Trustee to further or seek to further a private interest, whether real or perceived, of the Trustee, a person directly associated with the Trustee, or a minor child of the Trustee.

Article 8 – Meetings of the Board

8.1 Annual General Meeting

- (a) The Board shall meet at least annually, no less than 60 (sixty) days after each fiscal year end of the Foundation, at such place and on such day and time as the Board may determine.
- (b) In addition to any other business that may be transacted, the business to be transacted at an annual meeting of the Board shall include:
 - (i) presentation of the Foundation's annual report and financial statements for the previous fiscal year;
 - (ii) presentation and approval of the Foundation's annual Fundraising Plan;
 - (iii) appointment of officers;
 - (iv) where required pursuant to section 16 of the Regulation and in accordance with section 11 of these bylaws, report of the auditor for the previous fiscal year;

- (v) where required pursuant to section 16 of the Regulation and in accordance with section 11 of these bylaws, the appointment of the auditor for the Foundation.

8.2 Regular Meetings

Meetings of the Board may be held at any time and place to be determined by the Trustees, provided 48 hours written notice of such meeting is given, other than by mail, to each Trustee. Each voting Trustee is authorized to exercise one vote on all matters brought before any meeting of the Board.

8.3 Alternate Forms of Meetings

A Trustee may participate in a meeting of the Board or of any committee of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Trustee participating in a meeting by those means is deemed to be present at that meeting.

8.4 Quorum

A quorum shall consist of fifty percent (50%) plus one voting Trustee of the Board. Each voting Trustee shall have the right to exercise one vote. A resolution may be passed, or action taken on any matter, only where a duly constituted meeting has been called and a quorum is present at the time the resolution is put forward. In the event that a quorum is not present, the meeting may proceed; however, any action or resolution shall be deferred to the next meeting where a quorum is present.

8.5 Minutes of Board Meetings

- (a) All meetings of the Board shall be recorded.
- (b) At each meeting, the Board shall adopt the minutes of the previous meeting.
- (c) A copy of the Board adopted meeting minutes shall be made available for the Relevant Regional Health Authority within seven (7) days after the meeting at which the minutes were adopted.
- (d) The Foundation and the Relevant Regional Health Authority shall keep a copy of the minutes of each Board meeting in accordance with the legal requirements to retain such records.

Article 9 – Indemnity and Liability

9.1 Indemnity and Liability

- (a) To the extent permitted by law, the Foundation shall indemnify and save harmless each of its Trustees and officers and all former Trustees and officers and each of them and each of their heirs, executors, administrators and assigns from and against all actions, costs, charges, losses, damages and expenses (including legal expenses on a solicitor and client basis) which they, or any of them, shall or may incur or sustain by, or by reason of, any act done, concurred in, or committed in or about the execution of their duties or supposed duties in their respective office or trust or in carrying out any other acts by

reason of being or having been a Trustee or officer of the Foundation or in connection with the defence of any action, suit or proceedings in which they or any of them are made parties or a party, by reason of being or having been a Trustee or officer of the Foundation and against all judgments and costs and settlements made in face of such proceeding, if:

- (i) the Trustee or officer acted honestly and in good faith with a view to the best interests of the Foundation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that such conduct was lawful.
- (b) No Trustee or officer of the Foundation acting honestly and in good faith with a view to the best interests of the Foundation shall be liable for acts, receipts, neglects or default of any other Trustee or officer or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation or the insufficiency or deficiency of 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 damage arising from the bankruptcy, insolvency or wrongful act of any person, firm or body corporate with whom any monies, securities or effects of the Foundation shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on such Trustee's or officer's part or any other loss, damage or misfortune which may happen in the exercise of (or failure to exercise in a timely fashion, or at all) such Trustee's or officer's respective duties or in relation thereto.
- (c) Without limitation to the foregoing, Trustees and officers may rely upon the accuracy of any statement or report prepared by the Foundation's auditor and shall not be responsible for or held liable for, any loss or damage resulting from acting on such statement or report in good faith.
- (d) Trustees shall not be liable for any debt or liabilities of the Foundation, due and payable, accruing due and payable, contingent or otherwise.

Article 10 – Fiscal Year

10.1 Fiscal Year

The fiscal year of the Foundation shall be 01 April to 31 March of the following calendar year.

Article 11 – Annual Report

11.1 Annual Report

- (a) The Foundation shall provide to the Relevant Regional Health Authority and to the Minister an annual report of its activities of the previous fiscal year. Such annual report shall be submitted to the Relevant Regional Health Authority and to the Minister no later than July 31 immediately following the fiscal year that is reported.
- (b) The annual report must contain financial statements for the previous fiscal year:

- (i) that are audited if the gross contributions¹ received by the Foundation in that year were \$250,000 or more; or
 - (ii) that are in a form satisfactory to the Minister if the gross contributions received by the Foundation in that year were less than \$250,000; and
 - (iii) any other information specified by the Minister in a notice, in writing, to the Foundation.
- (c) In accordance with the Regulation, the Foundation must submit its financial statements approved by the Board to the Relevant Regional Health Authority and to the Minister no later than June 15 immediately following each fiscal year.
- (d) The Relevant Regional Health Authority may make available to the public the annual report of the Foundation.
- (e) Notwithstanding section 11.1(b) of these bylaws, a Foundation must, on the written request of the Minister, forward to the Minister records, reports and returns specified by the Minister in the request.
- (f) The Minister may issue to a Foundation written directives respecting the form, content and timing of any information to be provided under section 11.1(b) and 11.1(e) of these bylaws.

Article 12 – Amendment to Bylaws

12.1 Amendments

- (a) The bylaws of the Foundation may be repealed or amended by a majority of voting Trustees at a meeting duly called for the purpose of amending the bylaws and will require at least thirty (30) days written notice to the Trustees of the Board, except where amendments are required by legislation.
- (b) In the event that legislation requires amendments to the existing bylaws of the Foundation, the Relevant Regional Health Authority shall advise the Board of the required amendments and the Board shall comply with the legislation and sanction the amendments at a meeting duly called for the purpose of amending the bylaws.
- (c) Amendment(s) to these bylaws shall be by resolution of the Board and shall be submitted to the Relevant Regional Health Authority for ratification.
- (d) The Relevant Regional Health Authority shall submit the amendment(s) to the Minister.
- (e) Such amendment(s) have no effect until the amended bylaws receive written approval of the Minister.

Article 13 – Winding up of the Foundation

¹ As defined in the *Charitable Fund-raising Regulation*, AR108/2000.

13.1 **Winding Up**

In accordance with the Regulation, a Foundation may not be wound up except by an order of the Minister. The Minister may order that a Foundation be wound up in any of the following circumstances:

- (a) On the request of the Relevant Regional Health Authority;
- (b) If the Foundation contravenes the Act, a regulation thereunder, or any order or direction of the Minister;
- (c) If the Relevant Regional Health Authority ceases to exist;
- (d) If the Minister is satisfied that the Foundation is inactive;
- (e) If the Minister is satisfied that the Foundation is not carrying out or is unable to carry out its objectives.

13.2 **Property Disbursement on Winding Up**

In accordance with the Regulation, on the winding up of the Foundation, the property shall be used:

- (a) firstly, in the payment of 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 Regulation.

Article 14 – Effective Date

14.1 **Effective Date**

These bylaws hereby amend the Foundation's bylaws dated XXX, and come into force and effect upon written approval of the Minister.

These bylaws are endorsed by resolution of the (XXX name of health foundation/trust), this _____ day of _____ 20XX.