



**BYLAWS OF FOUNDATIONS WITHIN THE
PALLISER HEALTH REGION**

The bylaw originally approved June 24, 1996, last amended March 24, 2004, is further amended by replacing it in its entirety with the following:

The Palliser Health Region ("Palliser") hereby establishes a Foundation under the Regional Health Authorities Act ("the Act") and the Regional Health Authorities Foundation Regulation ("the Regulation") by enacting the following bylaw:

Article 1.0 Name

- 1.1 The name of the Foundation is the **Medicine Hat and District Health Foundation** ("the Foundation").

Article 2.0 Objects

- 2.1 The objects of the Foundation are:

- 2.1.1 To solicit and receive by gift, bequest, desire, transfer or otherwise, property of every nature and description.
- 2.1.2 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 for maintaining and enhancing health care for the people of Medicine Hat and District, and, in particular, to assist in financing equipment and programs operated by Palliser.

- 2.2 Income:

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 or 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 Trustees

- 3.1 Palliser shall appoint **voting** Trustees who will govern the Foundation:
 - 3.1.1 Palliser (now known as Alberta Health Services Board) may appoint one or more of its members as a voting member of the Foundation; and
 - 3.1.2 Palliser shall appoint other persons to be chosen pursuant to a public nomination or consultation process, and approved by Palliser. Candidates must be residents of the community in which the Foundation is located or immediate surrounding district.
- 3.2 Palliser may appoint **non-voting** Trustees to attend Trustee meetings:
 - 3.2.1 Palliser may appoint a person to act as Secretary and/or Treasurer.
 - 3.2.2 Palliser may appoint a person from Palliser management to act as administrative liaison between the Foundation and Palliser.
- 3.3 Each Trustee appointed by Palliser shall serve for such a term as may be specified by Palliser at the time of appointment, but such term shall not exceed three years. Trustees completing their respective term shall be eligible for reappointment for one or more further terms.
- 3.4 The Trustees of the Foundation shall appoint a Chair from among themselves.
- 3.5 A simple majority of Trustees in office shall constitute a quorum for the purpose of conducting the affairs of the Foundation.
- 3.6 The number of voting Trustees shall not be fewer than five nor more than fifteen.
- 3.7 At any time, Palliser employees may not represent more than 50% of the appointed voting Trustees.

Article 4.0 Trustee Meetings

- 4.1 Notwithstanding anything contained in procedures established by the Trustees of the Foundation, the Trustees shall meet at least once a year on a date that, unless fixed by the procedures, shall be fixed by the Chair of the Foundation.

Article 5.0 Procedures

- 5.1 The Trustees of the Foundation may set procedures governing the business of the Foundation provided they are consistent with these bylaws and any amendments hereto.
- 5.2 Where these procedures are in conflict with any bylaws created by Palliser, the bylaws shall govern.
- 5.3 The Foundation's procedures may be repealed or amended by a resolution of a majority of the Trustees.

Article 6.0 Auditor Appointment

- 6.1 The Foundation will appoint an auditor to be the auditor of the Foundation, approved by the Trustees, and as necessary to comply with the Regulation.

Article 7.0 Fiscal Year, Annual Reporting

- 7.1 The fiscal year of the Foundation is from April 1 to the following March 31.
- 7.2 The Foundation shall adhere to the financial reporting requirements of the Regulation and any other information specified by the Minister in a notice in writing to the Foundation.
- 7.3 The Foundation will establish and maintain effective internal controls and procedures, including investing practices, as approved by the Trustees.
- 7.4 Palliser will provide the investing, accounting and financial reporting services to the Foundation.

Article 8.0 Committees, Honourary Trustees

- 8.1 The Trustees may establish such committees as they deem necessary or appropriate in the circumstances to assist in carrying out the duties and responsibilities of the Trustees. Members of these committees shall hold office at the pleasure of the Trustees and not Palliser.
- 8.2 The Trustees may designate such Honourary Trustees as they deem necessary or appropriate in the circumstances. Honourary Trustees shall not be entitled to vote on decisions made by the Trustees.

Article 9.0 Foundation Fundraising

- 9.1 The Trustees shall take such steps as they deem necessary to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endorsements and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation.
- 9.2 The Foundation will ensure that all fundraising activities relate to equipment or programs approved by Palliser.
- 9.3 The Foundation will provide an annual summary, approved by the Trustees, to Palliser of the specific purposes and effects of its proposed fund-raising and financial budget for the upcoming year. This can be in the form of a strategic plan or such other format that the Foundation and Palliser deem appropriate.
- 9.4 The Foundation will establish business operating rules, approved by the Trustees, with respect to the accumulation and disbursement of annual surpluses.

Article 10.0 Foundation Expenditures

- 10.1 The Trustees are expressly empowered from time to time to spend Foundation funds or dispose of Foundation assets, after receiving approval from Palliser:
 - 10.1.1 The Foundation is permitted to make purchases from the approved equipment lists provided annually by Palliser to the Foundation.
 - 10.1.2 Palliser may approve other equipment purchases or program funding as requested by the Foundation.
 - 10.1.3 The Foundation does not require Palliser approval for regular expenditures on annual fundraising and administration activities.
- 10.2 Trustees are not entitled to remuneration for acting as Trustees but may receive payment of disbursements properly incurred by the Trustee in the course of carrying out duties of the Trustee.
- 10.3 The Foundation may, subject to compliance with prior trust conditions, transfer any of its property to Palliser on terms that it considers expedient.
- 10.4 Notwithstanding anything in these bylaws to the contrary, the Trustees shall not incur debts.

Article 11.1 Limited Liability

- 11.1 The liability of the Trustees is limited.
- 11.2 Trustees 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's willful act or default.

Article 12.0 Indemnity

- 12.1 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 Foundation's Board of 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 the bankruptcy, insolvency, or tortious 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 judgment 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.
- 12.2 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.
- 12.3 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.
- 12.4 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 liability;
 - (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 13.0 Bylaw Authority

- 13.1 If there is a conflict between this bylaw and the Regional Health Authorities Act, a regulation under the Act or an enactment that is made applicable by a regulation under the Act, then the Act, regulation or enactment prevails.

This Bylaw is passed by resolution of the Alberta Health Services Board this 13th
day of August, 2008.