Ministry of Consumer and Commercial

Relations

LETTERS PATENT

This application constitutes the charter of the corporation which is issued by these Letters Patent dated this

Ministère de

la Consommation

et du Commerce

LETTRES PATENTE

La présente requête forme la charte de la compagnie constituée en personne morale par lettres patentes datées du

FEBRUARY 19

Minister of Consumer and Commmercial Relations

Le Ministre de la Consommation et du Commerce

per/par

Form 2 Corporations Act Formule 2 Loi sur les personnes morales

this

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ramine

Ontario

Director / Directaur

APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL REQUÊTE EN CONSTITUTION D'UNE PERSONNE MORALE SANS CAPITAL ACTIONS

1. The name of the corporation is/Dénomination sociale de la personne morale :

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The address of the head office of the corporation is/Adresse du siège social:

12 Newcastle Street

(Street & No., or R.R. No., or Lot & Concession No., or Lot & Plan No., Post Office Box No. not acceptable; if Multi-Office Building give Room No.)

(Rue et numéro, ou R.R. et numéro, ou numéro de lot et de concession, ou numéro de lot et de plan; numéro de boîte postale inacceptable; s'il s'agit d'un édifice à bureaux, numéro du bureau)

Minden, Ontario

M 2 0

(Name of Municipality) (Nom de la municipalité)

The applicants who are to be the first directors of the corporation are: Requérants appelés à devenir les premiers administrateurs de la personne morale :

Name in full, including all first, middle names Nom et prénoms au complet

Residence address, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Ofice Box No. not acceptable) Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou Le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)

Paul Heffer

15 Highland Gate Blvd., Minden, Ontario, KOM 2KO

Hugh Nichol

Part of Lot 2, Block 5, Plan 1 of the town plot of Haliburton, Twp. of Dysart, County of Haliburton,

Haliburton, Ontario, KOM 1SO

David Coulson

4 Queen Mary's Drive, Etobicoke, Ontario, M8X 1S2

Public Guardian as Patent couthing Branch, Ministry of C. rsumer and Commercial Rev. Trustee. 27.70 Estation. Charitable Property Bitislon, Judge of the Guardian /Eupplementary Public 22 \mathfrak{Z} Parent acceptable of Letters ω application issuance Fron:

07109 (04/94)

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Ontario Corporation Number Numéro de la personne morale en Ontario

1165873

(Postal Code/Code postal)

- The objects for which the corporation is incorporated are: Objets pour lesquels la personne morale est constituée:
 - (a) to establish and to operate.
 - one or more public hospitals of any type, including without (i) limiting the generality of the foregoing, a hospital for the chronically and terminally ill, a rehabilitation hospital, a community health centre and an out patient treatment and support facility;
 - (ii) ancillary facilities or services for any such hospital including, without limiting the generality of the foregoing, any type of laboratory, research facility, pharmacy or dispensary;
 - (iii) any long term care facility; and
 - (iv) any health related type of service;
 - (b) to promote and to participate in all phases of education pertaining to health care, including, without limiting the generality of the foregoing, the education of physicians, surgeons, dentists, nursing staff and paramedical personnel; and
 - (c) to promote, support and participate in research activities pertaining to health care, including, without limiting the generality of the foregoing, clinical trials, health promotion and disease prevention.

5. The special provisions are/Dispositions particulières:

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

La personne morale doit exercer ses activités sans rechercher de gain pécuniaire pour ses membres, et tout bénéfice ou tout accroissement de l'actif de la personne morale doit être utilisé pour promouvoir ses objets.

- (a) The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
- (b) The Corporation shall be subject to the Charities Accounting Act, the Charitable Gifts Act and the Public Hospitals Act.
- (c) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.
- (d) The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.
- (e) Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada, to be used for the purpose of health care in Ontario.
- (f) If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian & Trustee, that the Corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.
- (g) For the exercise of the objects for which the Corporation is incorporated and as incidental and ancillary thereto, the Corporation may exercise any of the powers as prescribed by the Corporations Act or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and, in particular, without limiting the generality of the foregoing, it shall have the following power;

To enter into any type of affiliation agreement with any other health care facility or educational institution, including without limiting the generality of the foregoing, any university or community college;

(ii) Power to Accumulate

To accumulate from time to time part of the fund or funds of the Corporation and income therefrom subject to any statutes or laws from time to time applicable;

(iii) Power to Use, Apply, Give, Devote or Distribute Funds

To use, apply, give, devote or distribute from time to time funds of the Corporation and the income therefrom for charitable purposes by such means as may from time to time be deemed expedient by its Directors and which, in the judgment of the Directors, will promote the objects of the Corporation, including research, publication, education and the establishment and maintenance of charitable activities, agencies or institutions and the aid of any such activities, agencies or institutions already established;

(iv) Power to Acquire and to Dispose of Personal and Real **Property**

Subject to the Charities Accounting Act, section 8 and the Public Hospital Act, to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise any kind of real or personal property. either as an annual or other contribution or as an addition to the fund or funds of the Corporation, to acquire, by purchase, lease, gift and other title, and to hold any real property for the carrying on of its undertaking, and, as may be authorized by Special Resolution of the corporation and subject to any restrictions from time to time set forth in the by-laws of the Corporation, to sell, lease, mortgage, dispose of and convey such real property or any part thereof as may be considered advisable;

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(v) Power to Sell etc. Personal Property

Subject to any restrictions from time to time set forth in the by-laws of the Corporation, for the further attainment of the above objects, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the personal property of the Corporation in the ordinary course of its undertaking and to enter into and carry out any agreements, contracts, or undertakings incidental thereto as may be considered advisable;

(vi) Power to Hire

To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;

(vii) Power to Co-operate with other Charitable Organizations

To co-operate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of a Corporation;

(viii) Power to Participate in the Reorganization of a Corporation

To take up proportions of any increased capital of any corporation in which the Corporation may at any time hold shares or obligations, to purchase any additional shares or obligations in any such corporation; to join in any plan for the reconstruction or reorganization or for the sale of assets of any corporation, or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of any corporation held by the Corporation; and to give consent to the creation of any mortgage, lien or indebtedness of any corporation whose shares or obligations are held by the Corporation;

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(ix) Power to Sue and Compromise Claims

To demand and compel payment of all sums of money and claims to any real or personal property in which the Corporation may have an interest and to compromise any such claims, and generally to sue and be sued in its corporate name;

(x) Power of Issue Cheques

To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferrable instruments;

(xi) Power to Pay Costs of Incorporation

To pay all costs and expenses of or incidental to the incorporation;

(xii) Power to Invest

To invest and re-invest funds of the Corporation in such manner as determined by the Directors, and in making such investments, the Directors shall not be limited to investments authorized by law for trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;

(xiii) Power to Solicit Donations

To solicit and to receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;

(xiv) Restrictive Conditions

Provided that it shall not be lawful for the Corporation directly or indirectly to transact or undertake any business within the meaning of the Loan and Trust Corporations Act.

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6. The names and residence addresses of the applicants: Nom et prénoms et adresse personnelle des requérants :

Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No., or R.R., No. or Lot & Concession No., or Lot & Plan No., and Postal Code (Post Ofice Box No. not acceptable) Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro, ou le numéro de lot et de concession, ou Le numéro de lot et de plan, ainsi que le code postal (Numéro de boîte postale inacceptable)
Paul Heffer	15 Highland Gate Blvd. Minden, Ontario KOM 2KO
Hugh Nichol	Part of Lot 2, Block 5, Plan 1 of the town plot of Haliburton, Twp. of Dysart, County of Haliburton, Haliburton, Ontario KOM 1SO
David Coulson	4 Queen Mary's Drive Etobicoke, Ontario M8X 1S2

This application is executed in duplicate. La présente requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants

Paul Heffer

Examiner

Hugh Nicho

David Coulson

TO

Revenue Revenu Canada Canada

Your file Votre référence

Our file Notre rélérence 107671

Mr. Craig J. Webster
Borden & Elliot
Barristers & Solicitors
Scotia Plaza
40 King Street West
Toronto, Ontario
M5H 3Y4

May 23, 1996

Dear Mr. Webster:

NOTIFICATION OF REGISTRATION
Haliburton Highlands Health Services Corporation

We are pleased to advise that, based on the information supplied, and assuming that the activities will be as stated in the application, we have determined that the organization qualifies for tax-exempt status as a registered charity under paragraph 149(1)(f) of the *Income Tax Act*.

We have further determined that the organization is a charitable organization because it meets the requirements of subsection 149.1(1) of the Act. This designation has some bearing on the operational requirements which the charity will have to meet under the Act. If you do not agree with this designation, please let us know, giving your reasons.

The effective date of the registration is April 1, 1996 and the official registration number assigned to the charity is 1076710-10. Please use this number in all correspondence to this office.

Enclosed are copies of a document titled "Information on the Income Tax Act and Registered Charities" and Interpretation Bulletin IT-110R2 which will assist you in complying with the operational and filing requirements that must be satisfied in order to maintain your registered charity status. If you have any questions or require further assistance, please do not hesitate to contact our Client Assistance Section, (613) 954-0410 or toll free 1-800-267-2384. A referral number for GST enquiries may also be obtained from the Client Assistance Section. Be sure to indicate the area from which you are calling as these numbers vary across Canada.

Gifts made to the charity may be claimed by both corporate and individual donors. In the case of individuals, the amount of the gift should be applied as a credit, pursuant to the definition of "total

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charitable gifts" in paragraph 118.1(1)(a) of the Income Tax Act (a copy of which is attached for your convenience); in the case of a corporate donor, the gift should be deducted, pursuant to subparagraph 110.1(1)(a)(i) of the Income Tax Act (copy attached). Official receipts issued to acknowledge gifts must conform to the requirements set out in Regulation 3501 of the Income Tax Regulations. Please refer to Appendix C of the enclosed document titled "Information on the Income Tax Act and Registered Charities" in this regard.

The organization is now registered for federal income-tax purposes. However, depending in which part of Canada it carries out its activities, there may be provincial legislation or municipal by-laws which pertain to the charity's operation. These rules may require you to file reports or annual returns, or to apply for licenses in connection with various aspects of its activities, such as fund-raising. If you are unfamiliar with these requirements, you should contact the appropriate provincial and municipal authorities to determine your obligations in this regard.

If the charity's sources of support, or its purposes, character, or method of operation change, please advise us immediately so that we may consider its effect on its registered status. Also, please advise if the relationships (by blood, marriage or adoption) among the directors and officials change.

Every year each registered charity must file a "Registered Charity Information Return And Public Information Return" (form T3010), the related schedules, and a financial statement within six months following its fiscal year end. As you have indicated that the charity's fiscal year end is March 31, its first return should be filed on or before September 30, 1997 for the fiscal period ended March 31, 1997. The Departmental mailing of this form is computer-generated based on the charity's fiscal year end. The content of the charity information return may differ substantially from your current books and records. Here are some of the items of information you will have to provide on the return:

- a breakdown of gifts including those for which "official tax receipts" were issued, gifts from foreign organizations and from other registered charities, 10-year gifts and capital gifts by way of bequest or inheritance;
- disbursements including amounts spent on fund-raising and other administrative expenditures, political activities and amounts spent specifically on charitable programs; and,
- a breakdown of remuneration to executive officers, to employees engaged in charitable activities and to employees engaged in other activities.

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Should you wish to obtain a copy of the return, you may contact any of the Tax Services offices or the Charities Division, in writing, at 400 Cumberland Street, Ottawa, Ontario, KIA OL8 or by telephoning our toll-free line at 1-800-267-2384. Although the Return form is forwarded to all registered charities for their use and to remind them that a return is required, it is your responsibility to ensure that the charity meets its annual filing requirements, without prior notice by the Department. Failure to file an information return within this period could result in the revocation of the organization's registered status. The charity would then lose its tax-exempt status as well as its authority to issue official receipts for income tax purposes, and would be subject to a tax equal to the value of any remaining assets not disposed of in a prescribed manner.

The dissolution or winding-up clause contained in the charity's governing documents does not provide for complete compliance with the provisions of the Act.since it allows for the possible distribution of funds or assets to non-qualified donees. While we are not insisting on an amendment to the present wording of the clause, please note that a registered charity may gift only to donees described in subsection 149.1(1) of the Act (see attached transcript) both during the life-time of the charity and upon its dissolution.

Based on the information provided, it appears that the organization wishes to establish a capital fund in order to accomplish its purposes. We would direct your attention to page 9 of the enclosed document entitled "Information on the Income Tax Act and Registered Charities" which describes several methods available to accumulate funds for which prior written approval from the Department is not required.

For your reference, the organization can accumulate the following:

- a gift of capital received by way of bequest or inheritance;
- a gift received subject to a trust or direction to the effect that the property given, or property substituted therefor, is to be held by the charity for a period of not less than ten years;
- a gift received from a registered charity;
- amounts for which official donation receipts for tax purposes have <u>not</u> been issued, and;
- any amounts remaining after the organization has met its disbursement quota requirements.

You will note that paragraph entitled "Accumulation of property" describes the method by which a charity can request permission to accumulate funds under subsection 149.1(8) of the Income Tax Act. This

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provision however, will not permit the capitalization of funds as any amounts accumulated in this manner must be used for a particular purpose within the period of time stipulated in the approval.

Because this letter could help resolve any questions about the charity's charitable status, you should keep it in your permanent records.

Yours sincerely,

TO

D.A. Gosselin Charities Examiner

for R.A. Davis, CGA, Director

Charities Division

Attachments



anden Hospital, Box 149, Minden, Ontario K0M 2K0 705-286-2288 / 705-286-4723 Fax

Haliburton Hospital, Box 115, Haliburton, Ontario K0M 1S0 705-457-1392 / 705-457-2398 Fax

BOARD OF DIRECTORS MEETING MINUTES Friday, May 10, 1996 Catholic Church, Haliburton

Present:

Chair: Paul Heffer, Doug Campbell, Dave Coulson, Barbara Dawson, Luba Funston,

Paul Heffer, Rheta Jones, Dwaine Lloyd, Bill McAfee, Hugh Nichol, Ted Wilkes, and

Ken Wilson.

Staff:

Foster Loucks and Betty Russell.

The first meeting of the Board of Directors was convened at approximately 3:00 p.m. as a result of the formal incorporation of the Haliburton Highlands Health Services. With consent of the Board of Directors (the three applicants for the incorporation), Paul Heffer chaired the meeting, Dave Coulson was secretary and Hugh Nichol was treasurer.

A series of special resolutions was passed, as per the attached copies:

Special Resolution #1

That the number of directors of the Corporation was increased from three

to eighteen.

Special Resolution # 2

Approval of By-law Number One

The Resignation of the legal directors, Paul Heffer, Hugh Nichol and David Coulson was then accepted by the Corporation.

Special Resolution #3

Twelve directors were elected by acclamation to the Board. Their terms

of office were decided by lot.

The constitution of the meeting was affirmed as follows:

All of the Directors, having been present or having waived notice, and a quorum being present, the meeting was declared properly constituted for the transaction of business.

Special Resolution # 4

The appointment of Directors as Members of the Corporation took place. The following are members: Doug Campbell, Barbara Dawson, Luba Funston, Rheta Jones, Dwaine Lloyd, Bill McAfee, Ted Wilkes, Ken Wilson and Barbara Wright.

Special Resolution # 5

The following were appointed as officers of the Corporation, as moved by Bill McAfee, seconded by Barbara Dawson, and carried:

Chair	Paul Heffer	President	Foster Loucks
Vice-Chair	Dave Coulson	Treasurer	Ken Wilson
Vice-Chair	Hugh Nichol	Secretary	Rheta Jones

Board Mtg - May 10, 1996

Special Resolution # 6 Acceptance of the Past Business as approved by the Acting Health

Services Board was moved by Ted Wilkes, Seconded by Bill McAfee,

and Carried.

Special Resolution # 7 It was moved by Doug Campbell, seconded by Rheta Jones and carried,

that the registered office of the Corporation shall be at Minden, Ontario

until changed by effective resolution.

Special Resolution #8 As recommended by the Finance Committee, moved by Hugh Nichol, seconded by Doug Compbell and comied that the Counties I.

seconded by Doug Campbell and carried, that the Canadian Imperial Bank of Commerce be adopted as the bank of the Corporation.

Preparation for Ownership Transfer

Foster Loucks explained that there would be further resolutions made regarding the transfer of ownership from the Sisters of St. Josephs's to the HHHS at the special meeting to be held Friday, May 31, 1996 at the PineStone Resort & Conference Centre. Discussion of people to invite to the special ceremony took place.

It was suggested that St. Joseph's Health Centre retain responsibility for any liability in the case of outstanding grievances which took place under their ownership. It will be investigated by Foster Loucks. Other issues pertaining to seniority, severance pay and layoffs were discussed. It was decided that the Executive Committee will make the final decision on the outstanding grievance, moved by Ted Wilkes, seconded by Doug Campbell and carried.

Operating Budget: Update

Foster Loucks explained that the budget was submitted by the due date of April 26, 1996, on the basis of 24 hour service at both sites, as moved by the Board at the Meeting April 12, 1996. We have received feedback from MOH that they would not support this budget and will send an official letter stating the funding will remain at the same level as last year, with no constraints, and an additional \$150,000 for the restructuring project. They expect us to move forward with the operating budget and the operating plan based on the Role Study. MOH expects us to use flexibility in staffing, to maintain the level of care, and take maximum advantage of support services from other partners (St. Joseph's) as well as partnering with other health services in the community.

After some discussion, Foster Loucks explained that 24-hour service would be maintained at Haliburton Hospital and at Minden Hospital over the summer months, with the possibility of extending a form of 24-hour service at Minden by assuming other community services at the hospital, specifically, the Ambulance Service. This has yet to be determined.

Committee Reports

Capital Planning Committee

Luba Funston, Chair of the Committee, told of the meetings with the consulting firm of Agnew Peckham. Minutes of the meeting of May 3, 1996 were distributed. The next meetings with the firm and the two teams from the community will be May 31, 1996.

Finance Committee

Foster Loucks gave a summary of the brief meeting of the committee held previous to this board meeting. The Finance Committee brought the resolution of Cheque Signing Authority, as attached Special Resolution #9. This resolution was moved by Paul Heffer, seconded by Luba Funston and carried.

Fundraising Committee

The meeting was held prior to the Finance Committee with additional members present. There were interesting presentations from two gentlemen which deserve further examination.

Directors Report

Foster Loucks reported of attending a meeting with the reeves from northern Victoria and Peterborough Counties and the southern Haliburton Counties which he found encouraging.

He related the decision by Lynne Johnston, Unit Director at the Haliburton Hospital to resign her position there in order to return to the bargaining unit. He will assume the Director's duties at the hospital.

The Minden Emergency Physicians billing procedures were referred to briefly.

The District Health Council's Emergency Health Services meeting was mentioned. The use and the expanding role of nurse practitioners and paramedics is of interest to this group.

On behalf of the Board of Directors, Paul Heffer expressed their appreciation for Foster's efforts in relation to the directing of the Hospitals and the expansion into other community health services. Foster Loucks responded by asking for input from the Board.

Correspondence

A letter of resignation has been received from Stuart Baker, effective April 1, 1996. This was accepted, with regret.

A letter from the Ontario Hospitals Association, acknowledging our new membership with them, was distributed with the Agenda package.

Adjournment

The meeting adjourned at 5:00 p.m., as moved by Dwaine Lloyd, seconded by Bill McAfee, and Carried.

SPECIAL RESOLUTION # 1

HALIBURTON HIGHLANDS HEALTH SERVICES CORPORATION

INCREASE IN NUMBER OF DIRECTORS

BE IT RESOLVED as a special resolution of the Corporation that, effective upon By-law No. 1 being confirmed by the members of the Corporation, the number of directors of the Corporation shall be increased from three to eighteen (18).

The foregoing special resolution is hereby approved by the directors of the Corporation and confirmed by the members of the Corporation as evidenced by the signatures hereto of all of the directors and members of the Corporation.

DATED the 10 Day of May , 1996.

DIRECTORS:

Paul Heffer

David Coulson

Hugh Nichol

MEMBERS:

David Coulson

Hugh Nichol