

BYLAW NO. 2 - 1994

**THE RURAL MUNICIPALITY OF MOOSE MOUNTAIN NO. 63,
ENACTS A BYLAW TO PROVIDE FOR ENTERING INTO AN
AN AGREEMENT TO ESTABLISH THE
WAWOTA HEALTH CARE FOUNDATION INC., PURSUANT TO
SECTION 254(1) OF THE RURAL MUNICIPALITY ACT, 1989.**

The Council of the Rural Municipality of Moose Mountain No. 63,
in the Province of Saskatchewan, enacts as follows:

1. The Rural Municipality of Moose Mountain No. 63, is hereby
authorized to enter an agreement with the Councils of:

R.M. of Wawken No. 93,
R.M. of Walpole No. 92,
Town of Wawota, and the
Village of Kenosee Lake,

the terms of which are attached hereto and execute an
agreement, the terms of which are set out in Exhibit "A"
and Exhibit "B", herebefore referred to.

A.R. Lawrence
Reeve

S E A L

[Signature]
Administrator

Certified a true copy of Bylaw
No. 2-1994, adopted by resolution
of Council on the 11th day of
May, 1994.

A.R. Lawrence
Reeve

S E A L

[Signature]
Administrator

"EXHIBIT A TO WAWOTA HEALTH CARE FOUNDATION INC"

Memorandum of Agreement made

BETWEEN: THE RURAL MUNICIPALITY OF MOOSE MOUNTAIN NO. 63
THE RURAL MUNICIPALITY OF WALPOLE NO. 92
THE RURAL MUNICIPALITY OF WAWKEN NO. 93
THE TOWN OF WAWOTA and
THE VILLAGE OF KENOSEE LAKE.

This agreement Witnesseth as follows:

1. The parties of this agreement agree to form the Wawota Health Care Foundation Inc.
2. The municipality in which the office is to be situated is the Town of Wawota.
3. The class of membership one class, membership is limited to five (5) members as follows: Rural Municipality of Walpole No. 92, the Rural Municipality of Wawken No. 93, the Rural Municipality of Moose Mountain No. 63, the Town of Wawota and the Village of Kenosee Lake.
4. There shall be no right to transfer membership interest.
5. Number of minimum directors shall be three (3) and maximum shall be twenty five (25).
6. The corporation is a charitable corporation.
7. The corporation shall not carry on any activities except the raising, solicitation, investment, management and disbursement of funds for the sole and exclusive purpose of health care in the jurisdictions of the members, in the Province of Saskatchewan, and that all funds raised by the corporation, after payment of all reasonable expenses incurred by the corporation shall be disbursed for the said purpose.
8. Except for property transferred to the corporation on the condition that it be returned to the transferor upon dissolution of the corporation, any property remaining after paying all claims against the corporation shall be distributed to:
 - a) a charitable corporation;
 - b) a registered charity within the meaning of the Income Tax Act (Canada, as amend from time to time);
 - c) a municipality;
 - d) the Government of Canada or government of any province of Canada or an agency of any of those governments or;
 - e) any combination of the bodies described in clauses a) to d).
9. Wawota Health Care Foundation Inc. Corporation No. 211097 is incorporated and registered under The Non-Profit Corporations Act, dated the 21st of July, 1993.
10. This Agreement shall come into force on the date upon which the Corporation is legally incorporated.
11. The parties hereby agree to this Memorandum of Agreement; by having their authorized officials sign hereto, by affixing their officials seals and by the dating of this agreement.

"EXHIBIT B TO WAWOTA HEALTH CARE FOUNDATION INC"

This is the Articles of Incorporation of Wawota Health Care Foundation Inc.

The corporation shall indemnify and save harmless a director of officer of the corporation, a former director or officer of the corporation, or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder, a member or creditor, and his heirs and legal representatives, as follows:

- a) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonable incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a part by reason of being or having been a director or officer of the corporation or body corporate (except in respect of an action by or on behalf of the corporation to procure a judgment in its favour) if:
 - (i) he acted honestly and in good faith with a view to the best interests of the corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- b) in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favour, to which he is made a party by reason of being or having been a director or an officer of the corporation or body corporate, (subject to obtaining approval of the Court having jurisdiction) against all costs, charges and expense reasonable incurred by him in connection with such action if:
 - (i) he acted honestly and in good faith with a view to the best interests of the corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The corporation agrees to make application to and use its best efforts to obtain such approval of the Court.

- c) In respect of all costs, charges and expenses reasonable incurred by him in connection with the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having being a director or officer of the corporation or body corporate, if the person seeking indemnity:
 - (i) was substantially successful on the merits in his defence of the action or proceeding; and
 - (ii) acted honestly and in good faith with a view to the best interest of the corporation; and
 - (iii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duty.

RURAL MUNICIPALITY OF MOOSE MOUNTAIN NO. 63

A. K. Lawrence.
Reeve

S E A L

Denise [Signature]
Administrator

RURAL MUNICIPALITY OF WALPOLE NO. 92

Allen [Signature]
Reeve

S E A L

Shonda [Signature]
Administrator

RURAL MUNICIPALITY OF WAWKEN NO. 93

C. J. [Signature]
Reeve

S E A L

[Signature]
Administrator

TOWN OF WAWOTA

[Signature]
MAYOR

S E A L

[Signature]
Administrator

VILLAGE OF KENOSEE LAKE

[Signature]
MAYOR

S E A L

Jane [Signature]
Administrator