

The Justice
Emmett Hall
Memorial Foundation

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By-laws

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Preamble

Whereas the decision to create the Justice Emmett Hall Memorial Foundation was taken at the Annual General Meeting of the Canadian Health Economics Research Association / Association Canadienne pour la Recherche en Economie de la Sante (CHERA / ACRES) in Vancouver, B.C. on May 19, 1996, and **WHEREAS** the Foundation is empowered to make bylaws; therefore the Foundation makes bylaws as follows:

Title

1. These bylaws may be cited as the Bylaws of The Justice Emmett Hall Memorial Foundation.

Interpretation

2. In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

2.1 “Act” means The Non-Profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, and references in the bylaws of the corporation shall be read as referring to the amended provisions;

2.2 By these bylaws: Foundation means The Justice Emmett Hall Memorial Foundation Inc.

2.3 The Term “Board” means the Board of directors, elected to conduct the business of the Foundation.

2.4 In these bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Act.

Objects

Aims and Purpose

3.1 The objectives of the Foundation are: (a) to recognize and financially support, no more than once per year, a Justice Emmett Hall Laureate who will provide a keynote address to the members of the Foundation; (b) to promote education about Canada’s health care system; and (c) to run a student essay competition, no more than once per year, that awards the best undergraduate, masters, and doctoral essay and, as funding permits, underwrite the travel and ground expenses for recipients of the student essay competition award, to ensure that they are able to attend an annual conference to present their essay. All eligible essays must address at

least one of the five criteria for a national health service advocated by Justice Emmett Hall that later formed the principles for the Canada Health Act: 1) public administration, 2) comprehensiveness, 3) universality, 4) portability, and 5) accessibility.

3.2 The vision of the Foundation is: Canada's health system will embrace and advance the ideals of Justice Emmett Hall and the core principles of equity, fairness, justice and efficiency for all Canadians

3.3 The mission of the Foundation is: The Justice Emmett Hall Memorial Foundation supports and celebrates excellence among those leading, undertaking or communicating health services and policy research which advances the ideals of Justice Emmett Hall.

3.4 Equity, Diversity and Inclusion Statement: The Hall Foundation is committed to a diverse, inclusive, and equitable environment where all Board Directors, Foundation members, award nominees, student applicants, and the public feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias. The Hall Foundation is committed to being non-discriminatory and providing equal opportunities for advancement in all areas of our work. The Hall Foundation respects the value that diverse life experiences bring to our Board and Membership and we strive to listen and to value their views. The Hall Foundation is committed to modeling diversity, inclusion, and equity and maintaining fair and equal treatment for all.

Membership

4.1 The membership of the Foundation shall consist of fully paid members of the Canadian Association for Health Services and Policy Research (CAHSPR).

4.2 Each member shall be entitled to one vote on each motion arising at the Foundation's annual general meeting.

4.3 The Board may expel any member for conduct unbecoming of a member.

Directors

Numbers of Directors

5.1 The directors of the Foundation shall consist of: President, Vice-President, Secretary, Treasurer, the immediate past President, and up to five more directors with whatever portfolio the board deems necessary, including President Emeritus.

Terms of Office

5.2 Each director (except the immediate past president, who holds the office *ex officio*, and the President, Vice President and Treasurer who are elected for two-year terms), shall be appointed annually at the annual general meeting for a two-year term, and is removable by a motion of the Board.

5.3 The directors may fill any vacancy on the Board by appointment to fill the unexpired term.

5.4 The Board shall consist of a minimum of 5 and not more than 10 directors.

Job Descriptions, Board Members

5.5 President:

The President is elected for a two-year term, which can be renewed once for a total of four years. The President is responsible for the Annual Report, chairing all board meetings – whether at the annual conference or by conference call – preparing and circulating the agenda and minutes, and sits as an *ex officio* member of the CAHSPR board, and handles all liaison tasks with that organization. This often involves sitting as part of the annual conference organizing committee. The President has responsibility for striking selection committees for The Hall Lecture, and the Student Essay Awards, as well as succession committees when necessary, and may serve as a member on any or all of these committees. The President is also responsible for working with the Treasurer a) to meet the requirements of both the Canada Revenue Agency and such other government or non-government agencies as may be necessary (e.g. the Corporations Branch, Saskatchewan) to maintain our charitable status; b) to manage the trust funds of the foundation; c) to assist with fund raising activities and advocacy; d) to sign the annual financial reports and the auditor's statements. Along with the Treasurer, the President has signing authority on the Foundation accounts.

5.6 Vice-President (President Elect):

The Vice-President is elected for a two-year term. The Vice-President assists in the organization of the Foundation as outlined in the President's duties above, in preparation for elevation to the position of President.

5.7 Treasurer:

The Treasurer is elected for a two-year term. The Treasurer is responsible for maintaining all financial accounts and records for the foundation. The treasurer and president have signing authority on the Foundation accounts. They are also responsible for the creation of the annual financial report for submission to the auditors, to the Canada Revenue Agency and Corporations Branch Saskatchewan to maintain our charitable status. In conjunction with the President, it is the responsibility of the Treasurer to manage the Foundation's investments, with a view to maximum returns with minimal risk. The Treasurer and President will prepare an annual budget to be approved by the board. Expenses greater than \$250 that are not included in the budget will require Board approval. Expenses of \$250 or less that are not included in the budget may be approved by the President and Treasurer.

5.8 Secretary:

The Secretary is responsible for the scheduling of board meetings, the taking and circulating of minutes and for assisting in the preparation of promotional materials, and the Annual Report, in conjunction with the President.

5.9 President Emeritus:

Provision is made for no more than 2 Presidents Emeriti to be part of the Foundation board at any one time. Such positions are reserved for individuals who have retired from academic (or other professional) life, but who have, over long periods of time, demonstrated outstanding dedication to the Foundation and wish to continue to play an active role in the Foundation. A President Emeritus is given full voting membership on the board, and is free to contribute to the board in any way he or she wishes, including membership on any of the board's sub-committees. These individuals will normally be a crucial source of institutional memory and guidance for the current President and board members, and will normally have served as Foundation President at some time in the past.

5.10 Past President:

The Past President is the immediate predecessor to the current President. A Past President is elected to the board (and thus, has full voting membership on the board), and is free to contribute to the board in any way he or she wishes, including membership on any of the board's sub-committees. These individuals will normally be a source of institutional continuity and guidance for the current President and board members.

5.11 Student Representative:

One member of the board shall be a current trainee (undergraduate, graduate or post-graduate level). The student representative shall be nominated by the student theme group of the Canadian Association for Health Services and Policy Research (CAHSPR) for election to the board.

5.12 Hall Family Representative:

One non-voting, *ex-officio* member of the Board shall be a representative of Justice Emmett Hall's family. The Hall Family representative shall be appointed by the sitting Hall Family representative or, when that is not possible, nominated by up to three of the descendants of Justice Emmett Hall for election to the Board. The Hall Family representative attends Board meetings, and participates on the sub-committees of the Foundation on a voluntary basis.

5.13 Members at Large:

The Members at Large are full voting members of the board, who are well respected members of the Health Economics, Health Services Research or Health Policy communities

and/or have skills and expertise needed by the board. They attend board meetings, and participate on the sub-committees of the Foundation on a voluntary basis.

5.14 CAHSPR representative:

The President of CAHSPR (or Executive Director) sits as an *ex officio*, non-voting member of the Foundation board.

Notice of Director's Meetings

5.15 Every director shall be given by email or otherwise at least five days' notice of every meeting of directors. Directors will usually meet by video-conference.

5.16 The directors may at any meeting decide to hold regular meetings by adoption of a resolution stating the day, hour and place of the regular meetings and no further notice of those meetings shall be required.

Quorum

5.17 A majority of directors constitutes a quorum at a meeting of directors.

Committees

5.18 The Board may as it sees fit from time to time establish standing or special committees, define their terms of reference and membership.

5.19 Committees may regulate meetings within their respective terms of reference as they see fit.

5.20 Committees will in every instance report to the Board.

Officers and their Duties

5.21 The directors shall manage the activities and affairs of the Foundation.

5.22 Every director and officer of the Foundation shall act honestly and in good faith with a view to the best interests of the Foundation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.23 The President shall be the chief officer of the Foundation and it shall be his/her duty to be vigilant and active in promoting the objectives of the Foundation.

5.24 The President shall preside at meetings of the Board.

5.25 The Vice-President shall assist the President in the performance of her/his duties and shall act in the absence or inability of the President.

Annual General Meeting of Members

6.1 A general meeting of the members shall be held once a year.

6.2 A quorum for all annual general meetings shall be at least 5 percent of membership.

Financial Affairs

Fiscal Year

7.1 The fiscal year of the Foundation shall end on the 31st day of December each year.

Records

7.2 The directors shall cause to be kept proper records and accounts of all transactions of the Foundation.

Financial Disclosure

7.3 The directors shall approve the financial statements and shall indicate their approval by the signatures of the President and the Treasurer.

7.4 No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor, at least biennially.

7.5 The services of an auditor may be waived by resolution adopted by members at the Annual General Meeting.

7.6 The Foundation shall, not more than 30 days after each annual general meeting, send a copy of its financial statements and report of the auditor, or otherwise as appropriate, to the Director of Corporations as defined by the Act.

Funds

7.7 All funds of the Foundation shall be deposited with a financial institution designated by the directors.

7.8 All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Foundation and signed in accordance with resolutions passed by the directors for that purpose.

7.9 At least eighty percent of the Foundations funds must be held in no risk securities, except when investment revenue in a given year temporarily causes the Foundation's funds to exceed this threshold.

7.10 No remuneration shall be paid to the directors other than compensation for travel and sustenance while on Foundation business, at the discretion of the board.

7.11 The Board shall make best efforts to ensure that investments with Foundation funds are consistent with the values of the Foundation.

Liquidation and Dissolution

8.1 The remaining property of the Foundation, shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the Foundation.

8.2 The articles provide that the remaining property of the Foundation shall, in the course of liquidation and dissolution, be transferred to a charitable organization whose goals are consistent with the purpose of the Hall Foundation, as determined by the out-going board, with a recommendation that any funds be used in ways consistent with the purposes and ideals of the Foundation so far as possible.

Amendments of Bylaws

9. The directors may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the Foundation. These changes will be ratified at the Annual General Meeting.

Ratified June 23, 2023