

Uganda

Uganda Heart Institute Act, 2016

Act 16 of 2016

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Uganda Heart Institute Act, 2016

Contents

Part I – Preliminary	1
1. Title and commencement	1
2. Purpose of the Act	1
3. Interpretation	1
Part II – Uganda Heart Institute	2
4. Establishment of the Uganda Heart Institute	2
5. Functions of the Institute	2
6. Seal of the Institute	2
7. Powers of the Minister	3
Board of Directors of the Institute	3
8. Board of Directors	3
9. Qualifications of members of the Board	4
10. Disqualification for appointment to the Board	4
11. Tenure of office of Board members	4
12. Termination of appointment	4
13. Remuneration of Board members	5
14. Filling of vacancies on the Board	5
15. Functions of the Board	5
16. Delegation of functions of the Board	5
17. Meetings of the Board	5
18. Committees of the Board	6
19. Power to engage consultants	6
Employees of the Institute	6
20. Executive Director	6
21. Functions of the Executive Director	7
22. Tenure of office of the Executive Director	7
23. Deputy Executive Director	8
24. Secretary	8
25. Other employees of the Institute	8
26. Protection from liability of members of Board and officers of the Institute	8
Part III – Finances of the Institute	9
27. Funds of the Institute	9
28. Duty to operate on sound financial principles	9
29. Power to open and operate bank accounts	9

30. Estimates	9
31. Financial year of the Institute	9
32. Accounts	9
33. Audit	10
34. Annual report	10
35. Compliance with the Public Finance Management Act, 2015	10
Part IV – Miscellaneous	10
36. Service of documents	10
37. Indemnity for bona fide acts	10
38. Validity of acts of the Board	10
39. Regulations	10
40. Amendment of Schedules	11
Part V – Savings and transitional	11
41. Vesting of assets and liabilities	11
42. Continuation of employment of employees of Uganda Heart Institute Limited	12
43. Winding up of the Uganda Heart Institute Limited	12
Schedule 2 (Sections 17 and 40(2))	12

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Assented to on 15 July 2016

Commenced on 1 October 2016 by Uganda Heart Institute Act (Commencement) Instrument, 2016

[This is the version of this document from 27 July 2016.]

An Act to establish the Uganda Heart Institute as an autonomous body to undertake and coordinate the prevention and treatment of cardiovascular disease in Uganda; to provide for the purpose and functions of the Institute; to provide for a Board of directors and for the composition and functions of the Board; to provide for the finances of the Institute and its legal rights and obligations in relation to other persons; to provide for employees of the Institute and to provide for incidental or connected matters.

BE IT ENACTED by Parliament as follows:

Part I – Preliminary

1. Title and commencement

- (1) This Act may be cited as the Uganda Heart Institute Act, 2016.
- (2) This Act shall come into force on a date to be appointed by the Minister by statutory instrument.

2. Purpose of the Act

The purpose of this Act is—

- (a) to establish an autonomous Heart Institute with the mandate to undertake and coordinate the management of cardiovascular disease in Uganda;
- (b) to establish a modern Heart Institute with international standards that will address the challenge of treating cardiovascular disease;
- (c) to reduce referrals abroad which are dominated by cases of cardiovascular disease; and
- (d) to increase local capacity to handle super specialized cardiovascular services and to empower the Uganda Heart Institute to oversee other public health centers which are not super specialised but which are handling cardiovascular related services.

3. Interpretation

In this Act, unless the context otherwise requires—

"**Board**" means the Board of Directors of the Uganda Heart Institute appointed under [section 8](#);

"**currency point**" has the meaning assigned to it in Schedule 1;

"**Deputy Executive Director**" means the Deputy Executive Director of the Institute appointed under [section 23](#);

"**Executive Director**" means the Executive Director of the Institute appointed under [section 20](#);

"**Institute**" means the Uganda Heart Institute established by [section 4](#);

"**member**" means a member of the Board and includes the Chairperson of the Board;

"**Minister**" means the Minister responsible for health;

"**secretary**" means the secretary to the Board designated under [section 24](#);

"**Super specialised cardiac medicines, reagents, sundries and equipment**" means highly specialised cardiac medicines or devices used in the management and treatment of heart diseases.

Part II – Uganda Heart Institute

4. Establishment of the Uganda Heart Institute

- (1) There is established the Uganda Heart Institute.
- (2) The Uganda Heart Institute shall be a body corporate with perpetual succession and an official seal and may, for the discharge of its functions under this Act—
 - (a) acquire, hold and dispose of moveable and immovable property;
 - (b) sue and be sued in its corporate name; and
 - (c) do all acts and things as a body corporate may lawfully do.

5. Functions of the Institute

- (1) The functions of the Institute are—
 - (a) to provide cardiac services and medical care to in-patients and out-patients affected with cardiovascular disease and other related diseases in accordance with standard medical practices and government policies on health;
 - (b) to provide exemplary patient care and to teach and train Residents, Fellows, Nurses, Technicians and other health workers within and outside the Institute;
 - (c) to provide consultancy cardiovascular care services;
 - (d) to procure super specialised cardiac medicines, reagents, sundries and equipment;
 - (e) to develop and promote educational programmes on the management and prevention of cardiovascular disease and related diseases;
 - (f) to carry out basic and clinical research in cardiovascular disease and its management on their own or in collaboration with persons or institutions inside and outside Uganda;
 - (g) to apply research and develop new techniques for heart patient care;
 - (h) to provide palliative care and rehabilitation services to heart patients;
 - (i) to assume responsibility for the management of any public hospital or health facility involved in the performance of functions which are similar, allied or auxiliary to those of the Institute as may be vested in the Institute by the Minister by order published in the *Gazette*;
 - (j) to establish and manage regional heart centers for the provision of cardiac services and medical care to heart patients; and
 - (k) to do any other act for the purpose of achieving the objects and functions of the Institute.

6. Seal of the Institute

- (1) The seal of the Institute shall be in a form determined by the Board.

- (2) The seal shall, when affixed to a document, be authenticated by the signatures of the Chairperson and the Executive Director.
- (3) In the absence of the Chairperson, the person performing the functions of the Chairperson shall sign and in the absence of the Executive Director, the Deputy Executive Director shall sign.
- (4) An instrument or contract which if executed or entered into by a person other than a body corporate would not require to be under seal may be executed or entered into on behalf of the Board by the Chairperson, or by any member of the Board or any other person if that member or other person has been duly authorized by resolution of the Board to execute or enter into the instrument or contract as the case may be.
- (5) Every document purporting to be an instrument or contract executed or issued by or on behalf of the Board in accordance with this section shall be deemed to be so executed or issued until the contrary is proved.

7. Powers of the Minister

- (1) The Minister may give directions in writing to the Institute with respect to the policy to be observed and implemented by the Institute.
- (2) The directions given by the Minister under subsection (1) shall be consistent with the purposes and provisions of this Act with respect to the functions of the Institute.
- (3) The Minister shall cause a copy of any directions given to the Institute under subsection (1) to be published in the *Gazette*.

Board of Directors of the Institute

8. Board of Directors

- (1) The Institute shall have a Board of Directors, which shall be the governing body of the Institute and which shall be responsible for the performance of the functions conferred on the Institute by this Act.
- (2) The Board of Directors shall consist of nine members of high moral character and proven integrity and competence appointed by the Minister.
- (3) The Board of Directors of the Institute shall consist of—
 - (a) a chairperson;
 - (b) a representative of the Ministry of Health;
 - (c) the Executive Director of a national referral hospital or his or her representative;
 - (d) a representative of the Uganda Heart Foundation;
 - (e) a representative of the public colleges and schools of health science with knowledge in cardiovascular disease;
 - (f) a representative of the Ministry of Justice and Constitutional Affairs;
 - (g) an eminent Ugandan with experience in financial management;
 - (h) a palliative care expert; and
 - (i) the Executive Director, who shall be an *ex officio* member.

9. Qualifications of members of the Board

- (1) The members of the Board shall be persons of high moral character and proven integrity who are qualified in, and have had experience and shown capacity in management, business administration, financial management or cardiovascular disease matters.
- (2) The Minister shall, in appointing the members of the Board, ensure that there is adequate representation of patient interests and a balance of skills, gender and experience among the members of the Board.
- (3) For the avoidance of doubt, at least a third of the members of the Board shall be women.

10. Disqualification for appointment to the Board

A person shall not be appointed to the Board who—

- (a) has been convicted of an offence under this Act or of an offence involving dishonesty or fraud by a competent court in Uganda or outside Uganda;
- (b) has been convicted of an offence and sentenced to a term of imprisonment of six months or more by a competent court in Uganda or outside Uganda without the option of a fine; or
- (c) is an undischarged bankrupt, or has made any assignment or arrangement with his or her creditors.

11. Tenure of office of Board members

A member of the Board shall hold office for four years and is eligible for reappointment for one more term, except that of the first members to be appointed to the Board, three shall be appointed to hold office for two years.

12. Termination of appointment

- (1) A member of the Board may, at any time, resign his or her office by thirty days' notice in writing delivered to the Minister.
- (2) The Minister may, at any time, remove a member of the Board—
 - (a) for incompetence;
 - (b) for misbehavior or misconduct;
 - (c) for failure to disclose, at a Board meeting, a matter in which he or she has an interest;
 - (d) for inability to perform the functions of his or her office arising from infirmity of body or mind;
 - (e) who has been convicted of an offence and sentenced to a term of imprisonment of six months or more by a competent court in Uganda or outside Uganda;
 - (f) for bankruptcy or insolvency; or
 - (g) for absence, without prior permission of the Chairperson, or without reasonable cause to the satisfaction of the Minister, for more than four consecutive meetings of the Board, or absence from Uganda for more than twelve months.
- (3) Where it appears to the Minister that there is cause to remove a member of the Board under subsection (2), the Minister shall notify the member concerned in writing and shall give the member an opportunity to submit his or her explanation to the Minister.
- (4) A person removed under this section is not entitled to any benefits that may be payable to him or her under [section 13](#).

13. Remuneration of Board members

The Chairperson and members of the Board shall be paid such remuneration as the Minister may determine on the recommendation of the Board.

14. Filling of vacancies on the Board

- (1) Where a member of the Board resigns, dies, is removed from office or is for any other reason unable to act as a member of the Board, the Chairperson shall notify the Minister of the vacancy within one month after the occurrence of the vacancy.
- (2) The Minister shall, after being notified of the vacancy under subsection (1), in accordance with [section 8](#), appoint another person to hold office for the remainder of the term of the previous member.
- (3) Where the member of the Board referred to in subsection (1) is the Chairperson of the Board, the Secretary to the Board shall notify the Minister of the vacancy and the Minister shall appoint another person to the office of Chairperson for the unexpired portion of the Chairperson's term of office.

15. Functions of the Board

- (1) The Board is responsible for the general direction and supervision of the Institute.
- (2) Without prejudice to the generality of subsection (1), the Board shall—
 - (a) oversee the operations of the Institute;
 - (b) advise the Minister on cardiovascular disease related matters, policy and strategic issues;
 - (c) review and approve business and operating plans, budgets, reports and audited financial statements of the Institute;
 - (d) propose to the Minister responsible for public service for approval, rules and procedures for appointment, promotion, discipline, termination and terms and conditions of service of the employees of the Institute;
 - (e) provide guidance to the Executive Director and employees of the Institute; and
 - (f) perform any other function conferred by this Act or which may be necessary for the proper implementation of this Act.

16. Delegation of functions of the Board

- (1) The Board may, by instrument of delegation, delegate to the Chairperson, a member of the Board, or to a committee established under [section 18](#), any of the powers, duties or functions of the Board under this Act.
- (2) The terms and conditions regulating the exercise of the powers, duties or functions delegated under this section shall be contained in the instrument of delegation.
- (3) A person aggrieved by the decision of a person or committee to whom powers, duties or functions have been delegated under this section may appeal to the Board.
- (4) A person or committee shall, in the exercise of a delegated power, duty or function under this section, comply with any directions or guidelines as the Board may, from time to time, communicate in writing.

17. Meetings of the Board

Schedule 2 has effect in relation to meetings of the Board and other matters provided for in that Schedule.

18. Committees of the Board

- (1) The Board may appoint committees of the Board—
 - (a) to inquire into and advise the Board on any matter concerning the functions of the Board as it may refer to the committee; and
 - (b) to exercise such powers or perform such duties or functions of the Board as the Board may delegate or refer to the committee under [section 16](#).
- (2) A committee appointed under subsection (1) shall consist of a chairperson, who shall be a member of the Board, and two other members of the Board.
- (3) The Board shall, in writing, specify the terms and conditions of service of the members of the committee appointed under subsection (2).
- (4) Members of the committee appointed under this section shall be paid such allowances as the Board may, in consultation with the Minister, determine.
- (5) The Board may require a committee appointed under this section to act jointly or in co-operation with any other committee.
- (6) A committee shall be subject to the control of the Board and may be discharged or reconstituted at any time by the Board.
- (7) Subject to any direction given by the Board, a committee appointed under this section may regulate its own procedure.

19. Power to engage consultants

The Institute may, in the performance of its functions under this Act, engage the services of or work in consultation with professional or technical experts or consultants, whether in the public service or not, to enhance the performance of the functions of the Institute.

Employees of the Institute

20. Executive Director

- (1) The Institute shall have an Executive Director who shall be appointed by the Board, in consultation with the Minister, on terms and conditions specified in his or her instrument of appointment.
- (2) The Executive Director shall be the Chief Executive Officer of the Institute and a full-time employee of the Institute.
- (3) The Executive Director shall be a person of high moral character and proven integrity, and a cardiovascular expert.
- (4) A person shall not be appointed Executive Director who—
 - (a) is an undischarged bankrupt;
 - (b) has been convicted of an offence under this Act or an offence involving fraud or dishonesty by a competent court in Uganda or elsewhere; or
 - (c) has been convicted of an offence and sentenced to a term of imprisonment of six months or more by a competent court in Uganda or elsewhere.

21. Functions of the Executive Director

- (1) Subject to this Act and to the general supervision and control of the Board, the Executive Director is the chief executive officer of the Institute and is responsible for the management of the affairs of the Institute in accordance with the policies and directions of the Board and shall—
 - (a) implement the policies and programmes of the Institute and report on them to the Board and ensure that the agreed objectives, targets and service standards are met;
 - (b) be responsible for the proper management of the property of the Institute;
 - (c) organise and control the employees of the Institute;
 - (d) review and make recommendations in respect of the management and administration of the Institute;
 - (e) prepare or cause to be prepared, a draft annual corporate plan and budget for consideration and adoption by the Board;
 - (f) ensure the effective and efficient implementation of the annual corporate plan of the Institute;
 - (g) prepare and submit to the Board, quarterly progress reports on the implementation of the annual corporate plan of the Institute;
 - (h) do all such other acts and things as may be necessary or conducive to the effective and efficient discharge of the functions of the Institute;
 - (i) co-operate with other lead agencies and organisations in heart health management;
 - (j) develop an economic, efficient and cost effective internal management structure;
 - (k) provide advice as required on all matters which fall within the area of the Institute's responsibility; and
 - (l) perform any other duty necessary for the implementation of this Act as may be assigned to him or her by the Board.
- (2) The Executive Director is, in the performance of his or her functions, answerable to the Board.
- (3) In the performance of the functions under this Act, the Executive Director shall take into account the need to promote, establish and maintain a system of collaboration, consultation and cooperation with Mulago Hospital, the Makerere University College of Health Sciences and any other person or body of persons established by or under any law and having functions related to those of the Institute.

22. Tenure of office of the Executive Director

- (1) The Executive Director shall hold office for four years and is eligible for re-appointment for one more term.
- (2) The Executive Director shall cease to hold office if—
 - (a) he or she resigns;
 - (b) he or she is declared or becomes bankrupt or insolvent or has made an arrangement with his or her creditors; or
 - (c) has been convicted of an offence and sentenced to a term of imprisonment of six months or more by a competent court in Uganda or outside Uganda without the option of a fine.
- (3) The Executive Director may be removed from office for—
 - (a) abuse of office;

- (b) inability to perform the functions of his or her office arising from infirmity of body or mind;
- (c) misbehavior or misconduct; or
- (d) incompetence.

23. Deputy Executive Director

- (1) The Institute shall have a Deputy Executive Director who shall be appointed by the Board, in consultation with the Minister, on terms and conditions specified in his or her instrument of appointment.
- (2) The Deputy Executive Director shall hold office for four years and is eligible for re-appointment for one more term.
- (3) The Deputy Executive Director shall be a full-time employee of the Institute.
- (4) The Deputy Executive Director shall be a person of high moral character and proven integrity, and who has substantial qualifications and experience in cardiovascular care.
- (5) The Deputy Executive Director shall deputise the Executive Director.
- (6) The provisions of [section 22\(2\)](#) and (3) relating to removal of the Executive Director shall apply to the removal of the Deputy Executive Director.

24. Secretary

- (1) The Institute shall designate an officer to be appointed secretary.
- (2) The secretary shall act as secretary to the Board and shall, subject to the directions of the Board, arrange the business for and cause to be kept minutes of all meetings of the Board.
- (3) In addition to the functions conferred on him or her by subsection (2), the secretary shall—
 - (a) have the custody of the seal of the Institute;
 - (b) keep the records of all the transactions of the Institute; and
 - (c) perform such other functions as the Executive Director may assign to him or her from time to time.
- (4) The secretary shall, unless the Board in any case otherwise directs on grounds stated by it in writing, or unless the secretary is prevented from doing so on any reasonable ground, attend all meetings of the Board but shall not have the right to vote on any matter falling to be decided by the Board at that meeting.

25. Other employees of the Institute

- (1) The Institute shall have such employees of the Institute as may be necessary for the proper and efficient performance of the functions of the Institute.
- (2) The employees shall be appointed by the Board.
- (3) The employees of the Institute appointed under this section shall hold office on such terms and conditions as the Board may determine and specify in their instruments of appointment.

26. Protection from liability of members of Board and officers of the Institute

A member of the Board or of a committee of the Board, an officer of the Institute or a person acting on the directions of the Board or of an officer of the Institute is not personally liable for any act or omission done or omitted to be done in good faith in the exercise of functions under this Act.

Part III – Finances of the Institute

27. Funds of the Institute

The funds of the Institute shall consist of monies appropriated by Parliament for purposes of the Institute in accordance with the Public Finance Management Act, 2015.

28. Duty to operate on sound financial principles

The Board shall, in the performance of its functions under this Act, have due regard to sound financial principles and shall conduct its business in such a manner that, taking one transaction with another, and taking one year with another—

- (a) its revenue is sufficient for meeting all charges, including interest on capital and loans properly chargeable to revenue account;
- (b) sufficient provision is made to provide for depreciation of assets; and
- (c) where any loss or bad debt arises in respect of any transaction, provision is made in respect of other transactions, whether of a similar nature or otherwise, to offset the amount of that loss or debt.

29. Power to open and operate bank accounts

- (1) The Board shall, with the authorization of the Accountant General, open and maintain such bank accounts as are necessary for the performance of the functions of the Institute.
- (2) The Executive Director shall ensure that all money received by or on behalf of the Institute is banked as soon as practicable after being received.
- (3) The Executive Director shall ensure that no money is withdrawn from or paid out of any of the Institute's bank accounts without the authority of the Board.

30. Estimates

- (1) The Executive Director shall, within three months before the end of each financial year, cause to be prepared and submitted to the Board for its approval, estimates of the income and expenditure of the Institute.
- (2) The Board shall, within two months after receipt of the estimates referred to in subsection (1), cause to be submitted to the Minister for his or her approval, the estimates of income and expenditure as approved by the Board.

31. Financial year of the Institute

The financial year of the Institute shall be the same as the financial year of the Government.

32. Accounts

- (1) The Executive Director shall cause to be kept, proper books of accounts and records of the transactions of the Institute in accordance with accepted accounting principles.
- (2) Subject to any direction given by the Board, the Executive Director shall cause to be prepared an annual financial statement stating the basis of accounting and shall identify any significant departure from it and the reasons for the departure.
- (3) The statement of accounts shall include—
 - (a) a balance sheet, an income and expenditure account and a source and application of Institute's statement; and

- (b) any other information in respect of the financial affairs of the Institute as the Auditor General or an auditor appointed by the Auditor General may, in writing, require.

33. Audit

- (1) The Auditor General or an auditor appointed by the Auditor General shall, in each financial year, audit the accounts of the Institute in accordance with the National Audit Act, 2008.
- (2) The Board shall ensure that within two months after the end of each financial year, a statement of accounts is submitted to the Auditor General or to an auditor appointed by the Auditor General for auditing.

34. Annual report

- (1) The Board shall submit to the Minister, as soon as practicable and in any event not later than six months after the end of each financial year, a report dealing generally with the activities and operations of the Institute during the year to which the report relates.
- (2) The report referred to in subsection (1) shall contain—
 - (a) the audited accounts of the Institute and the Auditor General's report on the accounts of the Institute; and
 - (b) such other information as the Board may consider necessary.
- (3) The Minister shall, within two months after the receipt of the annual report, submit the report to Parliament with any statement which he or she considers necessary.

35. Compliance with the Public Finance Management Act, 2015

The Institute shall at all times comply with the Public Finance Management Act, 2015.

Part IV – Miscellaneous

36. Service of documents

Any notice or document may be served on the Institute by delivering it at the office of the Executive Director, or by sending it by pre-paid registered post to the Executive Director.

37. Indemnity for *bona fide* acts

No matter or thing done by any member of the Board shall, if done *bona fide* in the execution or in the purported execution of the functions of the Board, render that member personally liable for that matter or thing.

38. Validity of acts of the Board

No act or proceeding of the Board shall be invalid by reason only of any vacancy in the membership of the Board, any defect in the appointment of any member or the fact that any member was, at the time in question, disqualified or disentitled to act as such.

39. Regulations

- (1) The Minister may, by statutory instrument, make regulations generally for the better carrying into effect of the provisions of this Act.

- (2) Notwithstanding the generality of subsection (1), regulations made under this section may provide for—
- (a) the conditions and terms upon which any specified facilities or services within the scope of the functions of the Institute shall be provided to members of the public and other persons;
 - (b) fixing the fees, rates and other charges for or in connection with the provision by the Institute of any facilities or services;
 - (c) the proper management, control and administration of the Institute;
 - (d) regulating discipline amongst employees of the Institute and disciplinary proceeding against them;
 - (e) any matter which, in the opinion of the Board, is necessary to provide for the efficient performance of the functions of the Institute; and
 - (f) anything which is required to be prescribed under this Act.
- (3) Regulations made under subsection (1) may, in respect of any contravention of any of the regulations—
- (a) prescribe a penalty of a fine not exceeding five thousand currency points or imprisonment for a term not exceeding ten years, or both;
 - (b) in the case of a continuing contravention, prescribe an additional penalty not exceeding one hundred currency points in respect of each day on which the office continues; and
 - (c) prescribe a higher penalty not exceeding five thousand five hundred currency points in respect of a second or subsequent contravention.

40. Amendment of Schedules

- (1) The Minister may, by statutory instrument, with the approval of Cabinet, amend Schedule 1.
- (2) The Minister may, by statutory instrument, amend Schedule 2.

Part V – Savings and transitional

41. Vesting of assets and liabilities

On the commencement of this Act—

- (a) all property and assets vested in the Uganda Heart Institute Limited before the commencement of this Act shall be vested in the Uganda Heart Institute, subject to all interests, liabilities, obligations and trusts affecting the property;
- (b) the Uganda Heart Institute shall have a right of occupancy over the site previously occupied by the Uganda Heart Institute Limited without any further authority than this Act;
- (c) any money held by or on account of the Uganda Heart Institute Limited shall vest in the Uganda Heart Institute;
- (d) all contracts, agreements and undertakings made by the Uganda Heart Institute Limited and all securities lawfully given to or by it and in force immediately before the commencement of this Act shall have effect as contracts, agreements and undertakings by and with the Uganda Heart Institute and may be enforced by and against the Uganda Heart Institute accordingly; and
- (e) any proceedings commenced by or against Uganda Heart Institute Limited may be continued by or against the Uganda Heart Institute.

42. Continuation of employment of employees of Uganda Heart Institute Limited

- (1) The Institute shall, on the effective day of its operations, accept into its employment, every person who immediately before the commencement of this Act, was an employee of the Uganda Heart Institute Limited and who was given an opportunity to serve by the Institute and has opted to serve as an employee of the Institute.
- (2) The terms and conditions, including the salary, on which a person referred to in subsection (1) was employed immediately before the commencement of this Act, shall be no less favorable than those that applied to that person's office immediately before the commencement of this Act.
- (3) A person employed by the Uganda Heart Institute Limited at the commencement of this Act shall be paid terminal benefits and pensions in accordance with the existing terms and conditions of service of that employee.
- (4) Nothing in this Act affects the pension rights under the Pensions Act of any person referred to in subsection (1).
- (5) A person who is not accepted under subsection (1) as an employee of the Institute is entitled to terminal benefits and pensions in accordance with the existing terms and conditions of service of that employee.

43. Winding up of the Uganda Heart Institute Limited

On the commencement of this Act, the Uganda Heart Institute Limited shall be wound up in accordance with the Companies Act, 2012.

Schedule 1 (Sections 3 and 40(1))**Currency point**

A currency point is equivalent to twenty thousand shillings.

Schedule 2 (Sections 17 and 40(2))**Meetings of the Board****1. Meetings of the Board**

- (1) The Chairperson shall convene every meeting of the Board at times and places as the Board may determine, and the Board shall meet for the discharge of business at least once in every three months.
- (2) The Chairperson may, at any time, convene a special meeting of the Board and shall also call a meeting within fourteen days, if requested to do so in writing by at least four members of the Board.
- (3) Notice of a Board meeting shall be given in writing to each member at least seven working days before the day of the meeting.
- (4) The Chairperson shall preside at every meeting of the Board and in the absence of the Chairperson, the members present shall appoint a member from among themselves to preside at that meeting.

2. Quorum

- (1) The quorum for a meeting of the Board is 5 members.
- (2) All decisions at a meeting of the Board shall be by a majority of the votes of the members present and voting and in case of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.

3. Minutes of meetings

- (1) The Board shall cause to be recorded and kept minutes of all meetings of the Board in a form approved by the Board.
- (2) The minutes recorded under this paragraph shall be submitted to the Board for confirmation at its next meeting following that to which the minutes relate and when so confirmed, shall be signed by the Chairperson and the Secretary to the Board, in the presence of the members present at the latter meeting.

4. Decision by circulation of papers

- (1) Subject to subparagraph (2), decisions of the Board may be made by the circulation of the relevant papers among the members and the expression of their views in writing, but any member is entitled to request that any such decision shall be deferred until the subject matter has been considered at a meeting of the Board.
- (2) A decision made by circulation of papers under this paragraph is not valid unless it is supported by not less than five members.

5. Power to co-opt

- (1) The Board may co-opt any person who, in the opinion of the Board, has expert knowledge concerning the functions of the Board, to attend and take part in the proceedings of the Board.
- (2) A person co-opted under this section may take part in any discussion at the meeting of the Board on which his or her advice is required but shall not have any right to vote at that meeting.

6. Validity of proceedings not affected by vacancy

The validity of any proceedings of the Board shall not be affected by a vacancy in its membership or by any defect in the appointment or qualification of a member or by reason that a person not entitled, took part in its proceedings.

7. Disclosure of interest of members

- (1) A member of the Board who is in any way directly or indirectly interested in a contract made or proposed to be made by the Board, or in any other matter which falls to be considered by the Board, shall disclose the nature of his or her interest at a meeting of the Board.
- (2) A disclosure made under subparagraph (1) shall be recorded in the minutes of that meeting.
- (3) A member who makes a disclosure under subparagraph (1) shall not—
 - (a) be present during any deliberation of the Board with respect to that matter; or
 - (b) take part in any decision of the Board with respect to that matter.
- (4) For purposes of determining whether there is a quorum, a member withdrawing from a meeting or who is not taking part in a meeting under subparagraph (3) shall be treated as being present.

8. Board may regulate its procedure

Subject to this Act, the Board may regulate its own procedure or any other matter relating to its meetings.