

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE  
CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT [Transcript]**

To the Minister of Consumer and Corporate Affairs of Canada.

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

**THE SCOTTISH STUDIES FOUNDATION INC.**

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same so to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applications are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the calling of each of the applicants are as follows:

Harry Ferguson	1078 Cedargrove Blvd., Oakville, Ontario L6J 2C4 Businessman.
Hugh MacMillan	R.R.#2 Rockwood, Ontario, N0B 2K0 Archives Liaison Officer.
Lawrence J. Henderson	1831 Matena Avenue, Missisauga, Ontario L5J 1G2 Retired.
Helga Loverseed	3086 Don Mills Road, Suite #8, Willowdale, Ontario M2J 3C3 Journalist.
Dr. Paul Thompson	141 John Street, Toronto, Ontario M5V 2E4 Scientist.
Bill Somerville	264 Seaton Street, Suite #205, Toronto, Ontario M5A 2T4 Businessman.

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The said Harry Ferguson, Hugh MacMillan, Lawrence J. Henderson, Helga Loveseed, Paul Thompson and Bill Somerville will be the first directors of the Corporation.

III

The objects of the Corporation are:

- a) To encourage research, both inside and outside the universities, in Scottish culture - history, literature, religion, art, law and of the Scottish migrations to North America.
- b) To publish historical studies and documents relating to Scottish culture and migrations.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is:

1831 Matena Avenue  
Mississauga, Ontario  
L5J LG2

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

- a) borrow money upon the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Corporation;

- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Toronto in the Province of Ontario, this  
13th day of May 1986

HARRY FERGUSON

HUGH MACMILLAN

LAWRENCE J. HENDERSON

HELGA LOVERSEED

DR. PAUL THOMPSON

BILL SOMERVILLE