



Industry Canada Industrie Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

Scottish Studies Society

THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - March 23, 1998

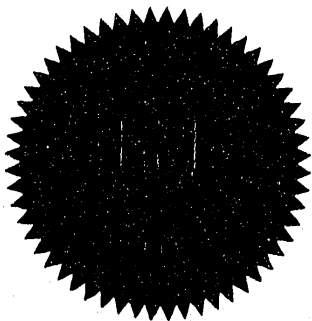
GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

RECORDED 16th April, 1998

File Number: 347552-2

Deputy Registrar General of Canada



Canada

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

To the Minister of Industry Canada:

I

The undersigned hereby apply to the Minister of Industry Canada 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 **Scottish Studies Society**.

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 as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, the address and the calling of each of the applicants are as follows:

W. Neil Fraser	public servant (ret.)
71 Charles St. E. #1101, Toronto, Ontario M4Y 2T3	
The Hon. Alastair W. Gillespie, P.C.	businessman
175 Heath St. W., Toronto, Ontario M4V 1V1	
David Hunter	engineer
195 Glengrove Avenue West, Toronto, Ontario M4R 1P4	
John Macdonald	journalist
2 Sandbourne Cres., North York, Ontario M2J 3A6	
Alan McKenzie	banker (ret.)
580 Rebecca Street, Oakville, Ontario L6K 3N9	
Hugh MacMillan, D.Litt., UE, FSA (Scot)	self employed
21 Suffolk Street West, Guelph, Ontario N1H 2H9	

Bill Somerville executive
190 Harding Blvd., Unit 130, Richmond Hill, Ontario L4C 0J9

Dr. Edward E. Stewart, O.C. public servant (ret.)
8 Sunnylea Avenue West, Toronto, Ontario M8Y 2J7

Professor Ron Sunter university professor
32 Glenholm Drive, Guelph, Ontario N1L 1C2

Dr. Paul Thomson scientist
1515 Skyline Drive, Mississauga, Ontario L5E 2W6

The said Messrs. Fraser, Gillespie, Hunter, Macdonald, McKenzie, MacMillan, Somerville, Stewart, Sunter and Thomson will be the first directors of the Corporation.

III

The objects of the Corporation are:

- a) to plan and implement events of interest to people of Scottish descent, including without limitation an annual dinner and award ceremony to be known as the "Tartan Day Celebration Dinner and Scot of the Year Award" or such other name as the directors may determine from time to time;
- b) as and when the funds of the Corporation permit, and in the discretion of the directors, to provide financial assistance:
 - i) in support of a chair in Scottish studies at the University of Guelph;
 - ii) to fund scholarships for graduate students in Scottish studies at universities in Canada;
 - iii) to support the Scottish collection in the library at the University of Guelph; and
 - iv) in support of similar purposes and other Scottish activities at Canadian colleges and universities;

- c) to use, apply, give, devote or distribute from time to time all or part of the fund or funds of the Corporation and the income therefrom for any "qualified donee", as defined in the Income Tax Act (Canada) which carries on its work in Canada and which will best promote the objects of the Corporation;
- d) to solicit, accept, receive and acquire by purchase, lease, agreement, grant, donation, legacy, gift, bequest or otherwise any kind of real or personal property and to enter into and carry out agreements, undertakings and conditions in connection therewith;
- e) for the proposed objects, to acquire, hold, purchase, convert, lease, mortgage, sell or dispose of any asset of the Corporation; and to invest and re-invest any of the assets of the Corporation in investments which the directors in their discretion consider appropriate without limitation to investments in which trustees are authorized to invest trust funds; and
- f) to disburse and distribute money and property in the furtherance of the objects of the Corporation.

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 the City of Toronto in the Province of Ontario.

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 the Scottish Studies Foundation or one or more other registered charitable organisations in Canada with objects similar to those of the Scottish Studies Foundation.

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:

- i) borrow money upon the credit of the Corporation;
- ii) limit or increase the amount to be borrowed;
- iii) issue debentures or other securities of the Corporation;
- iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- v) 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.

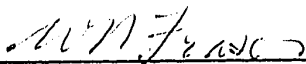
VIII

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.

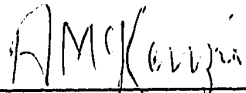
DATED at the City of TORONTO in the Province of Ontario
this 19th day of March, 1998.




W. Neil Fraser



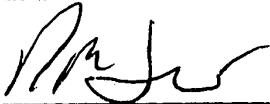
David Hunter



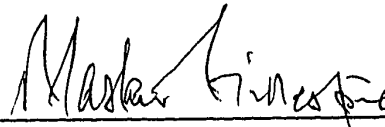
Alan McKenzie



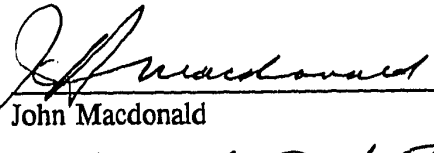
Bill Somerville



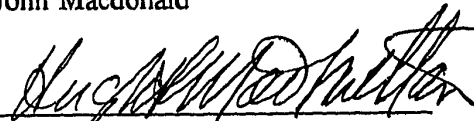
Professor Ron Sunter



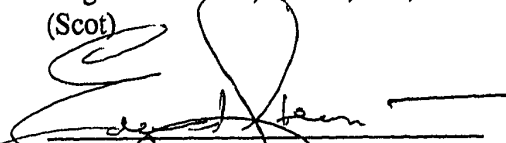
The Hon. Alastair W. Gillespie, P.C.




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Dr. Paul Thomson