Letters Patent
Incorporating

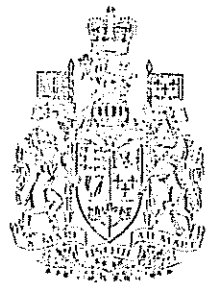
THE ROTARY FOUNDATION (CANADA)

DATED 27th December, 1967.

RECORDED 22nd February, 1968.

Film 216 *Document* 104

Deputy Registrar General of Canada.



CANADA

By the Minister of Consumer and Corporate Affairs.

To all to whom these presents shall come, or whom the same may in anywise concern,

GREETING:

WHEREAS, in and by Part II of the Canada Corporations Act, it is, amongst other things, in effect enacted that the Minister of Consumer and Corporate Affairs may by letters patent under his seal of office grant a charter to any number of persons not being fewer than three (3) who, having complied with the requirements of the said Act, apply therefor, constituting such persons and others who thereafter become members of the corporation thereby created a body corporate and politic without share capital for the purpose of carrying on, without pecuniary gain to its members, objects, to which the legislative authority of the Parliament of Canada extends, of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like, upon the applicants therefor establishing to the satisfaction of the Minister of Consumer and Corporate Affairs due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such charter;

AND ...

AND WHEREAS NORMAN MacDOUGALL SIMPSON, IAN FORBES McRAE, EDWARD GEORGE STORIE, MARCELLE ST. GERMAIN and ELIZABETH WALTERHOUSE have made application for a charter under the said Act, constituting them and such others as may become members in the corporation thereby created a body corporate and politic under the name of THE ROTARY FOUNDATION (CANADA) for the objects hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such letters patent;

NOW KNOW YE that the Minister of Consumer and Corporate Affairs, under the authority of the said Act, does, by these letters patent, constitute the said NORMAN MacDOUGALL SIMPSON, IAN FORBES McRAE, EDWARD GEORGE STORIE, MARCELLE ST. GERMAIN and ELIZABETH WALTERHOUSE and all others who may become members in the Corporation a body corporate and politic without share capital under the name of THE ROTARY FOUNDATION (CANADA) with all the rights and powers conferred by the said Act, and for the following objects, namely:—

(a) to provide scholarships and financial assistance to enable selected students to pursue advanced studies in Canada and other countries with a view to furthering a better understanding between peoples of different nations and to promote a free interchange of the use of the educational facilities of Canada and other countries;

(b) ...

(b) to assist or to assist in the establishment of charitable, educational or social welfare projects or activities of all kinds;

(c) to receive moneys, securities or other valuable property by gift, bequest or devise and to hold the same and to disburse and use the same in furtherance of the objects of the Corporation.

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

The head office of the Corporation will be situate at the Municipality of Metropolitan Toronto, in the Province of Ontario.

The said NORMAN MacDOUGALL SIMPSON, IAN FORBES McRAE, EDWARD GEORGE STORIE, MARCELLE ST. GERMAIN and ELIZABETH WALTERHOUSE are to be the first directors of the Corporation.

And it is hereby ordained and declared that in addition to the aforesaid applicants who shall be the first directors and members of the Corporation, the Corporation shall consist of those who shall hereafter duly become members of the Corporation in accordance with the by-laws of the Corporation from time to time in force.

And it is further ordained and declared that the Corporation shall be carried on exclusively for the objects herein set out and none other and it shall not have as ancillary and

incidental ...

incidental to such objects the powers set out in subsection (1) of section 14 of the Canada Corporations Act.

And it is further ordained and declared that the interest of a member in the Corporation shall not be transferable and shall lapse and cease to exist upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the by-laws from time to time in force.

And it is further ordained and declared that upon dissolution of the Corporation any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations having cognate or similar objects.

And, in accordance with the provisions of section 63 of the said Act, it is further ordained and declared that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds (2/3) 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 ...

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 such by-law.

Nothing in this section 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.

And it is further ordained and declared that the business of the Corporation shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under the seal of office of the Minister of Consumer and Corporate Affairs at Ottawa this twenty-seventh day of December, one thousand nine hundred and sixty-seven.

for the Minister of Consumer and Corporate Affairs.