

ARTICLES OF AMENDMENT

Name of Corporation:

THE UNIVERSITY OF SASKATCHEWAN ALUMNI ASSOCIATION

Entity Number: **203400**

The articles of the corporation are amended as follows:

The classes of membership: See attached Schedule "I".

Right, if any, to transfer membership interest: No membership interest in the Corporation shall be transferred except in accordance with these articles and subject to the approval of the board of directors of the Corporation to such transfer being first sought and obtained.

Authorized Number of Directors: 5

The corporation is: A membership corporation.

Restrictions, if any, on activities the corporation may carry on or powers the corporation may exercise: See attached Schedule "II".

Persons whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation: Except for property transferred to the Corporation on the condition that it be returned to the transferor upon dissolution of the Corporation, any property remaining after the satisfaction of all debts and other liabilities of the Corporation shall be conveyed to the University of Saskatchewan or any person as the board of directors of the Corporation shall determine at or before the time of dissolution.

Other provisions: See the attached Schedule "III"

SCHEDULE "I"

1. The classes and any maximum number of membership interests that the Corporation is authorized to issue:

- A. Ordinary Members

The Corporation is authorized to issue an unlimited number of ordinary membership interests, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) NON-VOTING FEATURE: The holders of ordinary membership interests shall not be entitled to any voting rights nor shall they be entitled to receive notice of or attend meetings of members, except as specifically required in *The Non-Profit Corporations Act, 1995* (Saskatchewan).
- (b) OWNERSHIP RESTRICTION: Only individuals holding a university degree certificate or diploma from the University of Saskatchewan may hold an ordinary membership interest.

- B. Associate Members

The Corporation is authorized to issue an unlimited number of associate membership interests, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) NON-VOTING FEATURE: The holders of associate membership interests shall not be entitled to any voting rights nor shall they be entitled to receive notice of or attend meetings of members, except as specifically required in *The Non-Profit Corporations Act, 1995* (Saskatchewan).
- (b) OWNERSHIP RESTRICTION: Only individuals who have satisfied one of the following requirements below may hold an associate membership interest:
 - (i) Completion of 30 credit units towards an undergraduate degree at the University of Saskatchewan and it being the case that the class with which the individual started at the University of Saskatchewan has graduated;
 - (ii) Completion of graduate program course work at the University of Saskatchewan but has not completed a thesis or dissertation;
 - (iii) Completion of one year of a program at the University of

Saskatchewan that results in accreditation; or

- (iv) Being a retired University of Saskatchewan faculty member or staff member.

C. Honorary Members

The Corporation is authorized to issue an unlimited number of honorary membership interests, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) NON-VOTING FEATURE: The holders of honorary membership interests shall not be entitled to any voting rights nor shall they be entitled to receive notice of or attend meetings of members, except as specifically required in *The Non-Profit Corporations Act, 1995* (Saskatchewan).
- (b) OWNERSHIP RESTRICTION: Only individuals approved by ordinary resolution of the board of directors of the Corporation in recognition of that individual's exceptional service to, affinity for, or support of the University of Saskatchewan may hold an honorary membership interest.

D. Governance Members

The Corporation is authorized to issue that particular number of governance membership interests as is equal to the maximum number of directors of the Corporation from time to time, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) VOTING PRIVILEGES: To vote at all meetings of members, except meetings at which only holders of another specified class of membership interests are entitled to vote, and shall be entitled to one vote in respect of each governance membership interest held by them respectively.
- (b) OWNERSHIP RESTRICTION: Only individuals who currently serve as members of the board of directors of the Corporation may hold a governance membership interest.

SCHEDULE "II"

1. Restrictions, if any, on activities the corporation may carry on or powers the corporation may exercise:
 - (a) The Corporation shall carry on its activities without the purpose of gain for its members and any income of the Corporation shall be used by the Corporation only for its permitted activities which shall include:
 - (i) advising on alumni programs and services and advising members of the Corporation about program and service offerings;
 - (ii) acting as the voice of the members of the Corporation;
 - (iii) supporting efforts to build resources, relationships and a reputation of excellence for the University of Saskatchewan and its alumni; and
 - (iv) administrative and support activities in support of those activities set out in (i) through (iii) above.

SCHEDULE "III"

1. Other provisions, if any:
 - (a) No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any members or the director(s) of the Corporation.
 - (b) Any of the profits or accretions to the value of the property of the Corporation shall be used to further its activities, and no part of the property or profits of the Corporation may be distributed, directly or indirectly, to a member, director, or officer of the Corporation, except as permitted in *The Non-profit Corporations Act, 1995* (Saskatchewan).
 - (c) The board of directors of the Corporation shall at all times consist of:
 - (i) the senior alumni official of the University of Saskatchewan and the Executive Director of the Corporation, both of whom shall act in an *ex officio* capacity so long as they retain their particular positions with, respectively, the University of Saskatchewan, and the Corporation; and
 - (ii) the current Chair of the University of Saskatchewan Alumni Advisory Board so long as such individual retains his or her Chair Position with such Advisory Board; and
 - (iii) two (2) other individuals serving on, and nominated by, the University of Saskatchewan Alumni Advisory Board so long as such individuals retain their positions with such Advisory Board.
 - (d) An individual's membership interest in the Corporation shall terminate:
 - (i) on the death of the individual;
 - (ii) on providing written notice of resignation as a member to the University of Saskatchewan Office of Alumni Relations;
 - (iii) on the individual's degree, diploma or certificate being revoked for cause by the University of Saskatchewan;
 - (iv) on the liquidation and dissolution of the Corporation in accordance with *The Non-profit Corporations Act, 1995* (Saskatchewan);
 - (v) at the time the individual is expelled from the Corporation or the individual's membership interest is otherwise terminated in accordance with the bylaws of the Corporation; or

- (vi) in the case of a governance membership interest only, at the particular time that such individual ceases to be a member of the board of directors of the Corporation.
- (e) Notwithstanding paragraph 1(d)(iii) of this Schedule “III”, if the University of Saskatchewan reinstates a particular individual’s degree, diploma, or certificate, then the Corporation shall reinstate such individual’s membership interest in the Corporation as such membership interest existed at the time of termination of such membership interest.