

The Saskatoon Community Foundation Act

being a Private Act

Chapter 01 of the *Statutes of Saskatchewan, 1994* (effective March 28, 1994) as amended by the *Statutes of Saskatchewan, 2005, c.02, SS 2021, c 01*.

NOTE:

This consolidation is not official. Amendments have been incorporated for convenience of reference and the original statutes and regulations should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original statutes and regulations, errors that may have appeared are reproduced in this consolidation.

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1994 CHAPTER 01

An Act respecting The Saskatoon Foundation

(Assented to April 30, 2021)

HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

PREAMBLE

WHEREAS it is desirable to amend The Saskatoon Foundation Act, 1994 to provide for the receipt and distribution of funds for environmental purposes to recognize that environmental concerns are ever increasing in the Saskatoon and area, in the Province of Saskatchewan;

WHEREAS it is desirable to amend The Saskatoon Foundation Act, 1994 to permit the distribution of non-endowed funds received by the Foundation to other charitable organizations; and

WHEREAS it is expedient to grant the prayer of the said Petition:

NOW THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

Short title

1 This Act may be cited as *The Saskatoon Community Foundation Act, 2021*.
1994, c.01, s.1; 2005, c.02, s.2, ss 2021, c 01.

2 In this Act:

- (a) **“Board”** means the Board of Directors of the Foundation;
- (b) **“Director”** means a Director of the Foundation;
- (c) **“Foundation”** means The Saskatoon Foundation continued pursuant to Section 3;
- (c) **“property”** means personal and real property;
- (c.1) **“flow-through funds”** means non-endowed funds not to be held in perpetuity as received by the Saskatoon Community Foundation for distribution to other charitable organizations registered under the Income Tax Act (Canada) over time, or for a specific purpose.

1994, c.01, s.2; 2005, c.02, s.3, ss 2021, c 01.

Foundation continued

3 The “Saskatoon Foundation” is continued as a body corporate under the name “Saskatoon Community Foundation”.

2005, c.02, s.4.

Head Office

4 The Foundation shall maintain its head office in Saskatoon, Saskatchewan.

1994, c.01, s.4.

Purposes and objectives

5(1) The purposes of the Foundation are:

- (a)** to receive money and accept gifts and donations and to invest or manage them to create a fund or funds (such as endowment, flow-through funds and managed funds), and use the income derived or amounts collected for grants to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada), for the mental, moral and physical improvement of the inhabitants of the City of Saskatoon and area; and
- (b)** To improve the efficiency and effectiveness of registered charities by receiving and managing, including investing, and administering, funds for these charities

5(1.2) The Foundation may receive and administer funds to be managed for another charity.

1994, c.01, s.5; 2005, c.02, s.5, ss 2021, c 01

Powers

6(1) Subject to the other provisions of this Act, the Foundation, through its directors, has all the powers, rights and privileges of a natural person.

(2) Subject to Section 10, The Foundation will be operated without purpose of gain for its members and any profits, gains or any of its assets will be used solely in promoting its purposes as set out in Section 5. The Foundation shall carry on all other activities and exercise all other powers that are ancillary and incidental to achieving its purposes (as set out in Section 5), including but not limited to the following:

- (a)** may solicit, receive and hold property by gift, devise, transfer or otherwise for any purpose or object of the Foundation and may administer property of every kind and description wherever it is situated;
- (b)** shall invest and reinvest any funds of the Foundation in accordance with its investment policy;
- (c)** at the discretion of the Board, may apply the income from property of the Foundation for any purpose or object of the Foundation.
- (d)** subject to an express term of any donation pursuant to which it is received, may convert any property, whether real or personal, received or held by the Foundation into any other form, and, for that purpose may sell, dispose of, assign, transfer, lease or exchange that property;
- (e)** may retain or employ such trust companies, banks, credit unions, firms, person or persons, or financial institutions as it deems necessary and appropriate to manage and/or advise the Foundation in respect of its investments or in respect of the management of the property received or held by it, and may enter into agreements with those trust companies, banks, credit unions, firms, person or persons, or other financial institutions for that purpose;
- (f)** may enter into any agreements that, in the opinion of the Board, may be necessary, desirable or expedient to give effect to the powers, purposes or objects of the Foundation and the trusts and conditions with respect to any of the property that is at any time received or held by the Foundation;
- (g)** may borrow from any person, firm, bank or credit union any sums of money that, in the opinion of the Board, may be necessary for the purposes and objects of the Foundation and may secure any loans to the lenders by bonds,

debentures, bills of exchange, promissory notes, mortgages or any other instruments that may be required by the lenders but may not use assets of the endowment.

- (h) may employ and remunerate such persons as it deems necessary to transact the business of the Foundation: and
- (3) The Foundation shall retain a trust company, or other financial institution licensed or otherwise authorized under the laws of Saskatchewan or Canada to carry on the business of offering to the public its services as trustee, to have the custody of the property owned or administered by the Foundation.

1994, c.01, s.6; 2005, c.02, s.6, ss 2021, c 01.

Board of Directors

- 7(1) The Board shall direct the management, business and affairs of the Foundation.
- (2) The Board is to be composed of a minimum of 7 and a maximum of 15 directors all of whom are to be appointed by the Board following the procedures outlined in the Bylaws and approved by the Board.
- (3) All Directors shall, at the time and during the tenure of their appointment, be residents of Saskatchewan.
- (4) Each Director shall hold office for such term and under such conditions as may be provided in the bylaws.
- (5) The Board shall establish, and the Foundation shall adhere to an investment policy that a reasonable and prudent person would apply in order to avoid undue risk of loss and obtain a reasonable return.

1994, c.01, s.7; 2005, c.02, s.7, ss 2021, c 01.

Appointers

- 8 Section 8 is repealed.

Bylaws

- 9 The Board may make, amend or repeal bylaws:
 - (a) adopting a seal and prescribing the manner in which transfers, assignments, conveyances, and any other documents are to be executed on behalf of the foundation;
 - (b) governing the property and interests of the Foundation;
 - (c) fixing the requisite notice for, time and place of, and procedure to be followed at all meetings of the Board or its committees;
 - (d) fixing a fiscal year for the Foundation;
 - (e) fixing the term of office for Directors;
 - (f) respecting the appointment, functions, remuneration, duties, removal and other terms of employment of all agents, officers and employees of the Foundation;
 - (g) establishing committees to assist the Board in carrying out the purposes or objects of the Foundation;
 - (h) governing the general conduct of the affairs of the Foundation; and

- (i) respecting the procedure for making, amending or repealing any bylaws of the Foundation.

1994, c.01, s.9.

Contributed capital disbursement

10(1) Subject to subsection (2) and the requirements of *The Income Tax Act* (Canada), by a resolution approved by 80% of the Directors, part of the contributed capital of the property of the Foundation may be withdrawn and disbursed for any purpose consistent with the purposes or objects of or within the scope of the Foundation.

(2) No more than 5% of the entire amount held as contributed capital at the time of any withdrawal may be withdrawn pursuant to subsection (1) and no subsequent withdrawal is to be made until the amount of the contributed capital at the time of the subsequent withdrawal is at least equal to the amount of the contributed capital at the time of the previous withdrawal.

(3) For the purposes of this section, “**contributed capital**” shall mean contributions to the Foundation which must be held in perpetuity.

1994, c.01, s.10; 2005, c.02, s.8.

Compliance with trust conditions

11(1) The Foundation shall:

- (a) comply with any trusts or conditions that attach to property which it receives; and
- (b) observe any directions of the donor; unless, in the opinion of the Directors, the trusts, conditions or directions will jeopardize the status of the Foundation as a registered charity within the meaning of the *Income Tax Act* (Canada), as amended from time to time.

(2) Where:

- (a) after the death of a donor; or
- (b) in the case of a corporation, after its dissolution; conditions arise which would, in the opinion of the Board, make a departure from the trusts or conditions reasonable to further the purposes or objects of the Foundation, the Board may take any action that it considers necessary to further those objects.

(3) Where property has been donated to the Foundation in trust that a part of the income derived therefrom shall be distributed for charitable, educational, environmental or cultural purposes for the benefit of citizens of other municipalities, the Foundation may accept and exercise the trust in respect of the distribution of such part as fully and effectually as in respect of the remainder.

1994, c.01, s.11; 2005, c.02, s.9.

Rule against perpetuities not to apply

12 The rule against perpetuities does not apply to donations of the character indicated in this Act.

1994, c.01, s.12.

Administration of other trusts

13 (1) Where:

- (a) any person or trustee holds property in trust for:
 - (i) any charitable, educational, environmental or cultural purposes;
 - (ii) the benefit of any institution or class or group of persons; or
 - (iii) any purpose of a nature similar to the purposes and objects of the Foundation; and
- (b) by reason of:
 - (i) the purpose and object of the trust mentioned in clause (a) having ceased to exist; or
 - (ii) the trust for any cause having become incapable of performance;

the trust cannot further be administered, the person or trustee may, on notice to the Foundation, apply to Her Majesty's Court of Queen's Bench for Saskatchewan for an order directing the person or trustee to hand the property over to the Foundation to be used:

- (c) for any charitable, educational, environmental or cultural purpose that the court may stipulate by order; or
- (d) by the Foundation in the same manner, and for the same purposes, as other donations which may be made to the Foundation pursuant to this Act.

(2) Where the court receives an application pursuant to this section, it may make the order requested and may direct the handing over of all or any part of the property to the Foundation that may appear proper to the court.

(3) Any person or trustee complying with an order made pursuant to subsection (2) is relieved and discharged of all further responsibility with respect to the property handed over.

1994, c.01, s.13; 2005, c.02, s.10.

Directors not to profit

14 The Directors are not entitled to any salary, reward or profit in connection with their duties as Directors save as provided in the bylaws with respect to indemnification, reimbursement for expenses, and provision of professional services.

1994, c.01, s.14.

Directors not personally liable

15 No Director of the Foundation shall be personally liable for anything done by him or her on behalf of the Foundation which does not constitute a breach of trust on his or her part.

1994, c.01, s.15.

Audit of trust accounts

16 The Directors shall, in each fiscal year, cause the accounts of the Foundation to be audited by a Chartered Professional Accountant in good standing with the Chartered Professional Accountants of Saskatchewan.

1994, c.01, s.16; 2005, c.02, s.11, ss 2021, c 01.

Publication of investment details

17 The Foundation shall annually provide, through the Foundation's website or other electronic means, information from, the Audited Condensed Financial Statements of the Foundation and the Auditors' Report to the Board.

2005, c.02, s.12., ss 2021, c 01

Accounting to Lieutenant Governor in Council

18 When called on to do so by the Lieutenant Governor in Council, the Foundation shall render an account in writing of its property and affairs.

1994, c.01, s.18.

S.S. 1970, c.93 repealed

19 *An Act to incorporate The Saskatoon Foundation is repealed.*

1994, c.01, s.19.

Coming into force

20 *This act comes into force on assent.*

1994, c.01, s.20., ss 2021, c 01