



**SASKATCHEWAN YOUNG PROFESSIONALS AND
ENTREPRENEURS INC.**

NOTICE OF ANNUAL AND SPECIAL MEETING

-AND-

INFORMATION CIRCULAR

**Meeting to be held at 5:30 p.m.
Friday, December 2, 2016
at The Grazing Goat
210 20th Street West
Saskatoon, Saskatchewan**

-November 11, 2016-



**301 Third Avenue South
Saskatoon, SK S7K 1M5**

November 11, 2016

Dear Member:

We are pleased to invite you to the annual and special meeting (the “**Meeting**”) of the members of Saskatchewan Young Professionals & Entrepreneurs Inc. (“**SYPE**”) which will be held on Friday, December, 2016 starting at 5:30 p.m. at The Grazing Goat, 210 20th Street West, Saskatoon, Saskatchewan.

You will be receiving with this letter a Notice of Annual and Special Meeting and Executive Information Circular which outline and explain the business to be conducted at the Meeting as well as other important information about SYPE.

Yours Truly,

signed “*Joseph A. Gill*”

Secretary
Saskatchewan Young Professionals & Entrepreneurs Inc.



SASKATCHEWAN YOUNG PROFESSIONALS & ENTREPRENEURS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF MEMBERS

TAKE NOTICE THAT the annual and special meeting of members (the “**Meeting**”) of **Saskatchewan Young Professionals & Entrepreneurs Inc.** (the “**Corporation**”) will be held at The Grazing Goat, 210 20th Street West, Saskatoon, Saskatchewan, on Friday, December 2, 2016 commencing at 5:30 p.m., for the following purposes:

1. to receive the financial statements of the Corporation for the year ended September 30, 2016 and to dispense with the requirement of a review engagement report with such financial statements;
2. to elect directors of the Corporation for the ensuing year;
3. to dispense with the appointment of an auditor for the ensuing year;
4. to appoint McKercher LLP as solicitors and agents of the Corporation;
5. to approve amendments to the corporate articles of the Corporation to provide for director’s and officer’s insurance for the Corporation; and
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the members at the Meeting is set forth in the Management Information Circular.

The member must attend the Meeting in person in order to vote.

Only members of record at the close of business on November 11, 2016 are entitled to receive notice of the Meeting.

DATED at Saskatoon, Saskatchewan, this 11th day of November, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

signed “*Joseph A. Gill*”
Secretary



SASKATCHEWAN YOUNG PROFESSIONALS & ENTREPRENEURS INC.

**INFORMATION CIRCULAR
for the Annual and Special Meeting of Members
to be held on December 2, 2016**

November 11, 2016

GENERAL

Background on SYPE

Saskatchewan Young Professionals and Entrepreneurs (“**SYPE**”) is a group of young and energetic people, working together to promote business and opportunity in Saskatchewan to retain our most valuable resource - our youth. While the SYPE membership is open to all ages, the executive board members age between 18 and 35.

SYPE has become a phenomenon across the province and a model for other young professional organizations around the world to follow. As Saskatchewan’s foremost network of young professionals and entrepreneurs, SYPE is fostering an environment to develop and encourage Saskatchewan youth businesses and professionals to realize what opportunities the province has to offer. As such, SYPE is building a network of dedicated youth who want to stay and prosper in Saskatchewan by starting a business or enhancing their professional skills.

We intend to promote discussion and to connect, engage and inspire our members through our website, social media and by creating events where we allow our members have a chance to share their experiences. With greater knowledge comes greater leaders, and we believe these goals will move us forward as an organization and in our individual careers

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

At the Meeting, members will consider the financial statements of the Corporation for the fiscal year ended September 30, 2016, but no vote by the members with respect thereto is required or proposed to be taken.

The Corporation proposes to dispense with the requirement of a review engagement of the financial statements for the fiscal year ended September 30, 2016.

To be effective, a special resolution dispensing with the aforesaid requirement must be approved by a 2/3 majority of the votes cast at the Meeting. The Members will be asked at the meeting to consider, and if thought appropriate, to pass a special resolution, the text of which is as follows:

“BE IT HEREBY RESOLVED that, pursuant to Subsection 150(4) of the *Non-Profit Corporations Act, 1995* (Saskatchewan), no person shall be appointed to conduct a review of the financial statements for the Corporation’s fiscal year-ended September 30, 2016 is hereby dispensed with.”

2. Election of Directors

General - The Articles of the Corporation provide that the board of directors of the Corporation (the “**Board**”) shall consist of a minimum of three and a maximum of twenty directors, with the actual number to be determined from time to time by the Board in accordance with such Articles and the bylaws of the Corporation (the “**Bylaws**”). The Board has determined that, at the present time, there will be five (5) directors. Directors are elected annually by the members at the Corporation’s annual meeting. Additionally, a quorum of the Board may: (a) at any time or from time to time appoint one or more additional directors to the Board, provided that the total number of additional directors so appointed shall not exceed one-third of the number of directors elected at the last annual meeting; and/or (b) appoint an individual as a director to fill a vacancy in the Board resulting from the death, resignation or disqualification of a former director. The Bylaws further stipulate that, provided that a director is not disqualified from being a director pursuant to subsection 93(8) of *The Non-Profit Corporations Act, 1995* (Saskatchewan) (the “**NPCA**”), and except where a director is elected by the members for a specific term, the term of office of each director commences (a) upon the close of the members’ meeting at which such director was elected; or (b) where a director is appointed by the Board, at the time stipulated by the Board at the time of making such appointment, and the term of all directors, whether elected by the members or appointed by the Board continues, subject to the NPCA, until the close of the following annual meeting or until such director dies, resigns or, pursuant to the NPCA, the Articles and/or Bylaws, becomes disqualified to serve as a director. A director whose term as such would otherwise expire at the close of a members meeting may be re-elected at such meeting.

Nominees - The table below sets forth the name and municipality of residence of each person who has been nominated for election as a director at the Meeting; his current position with the Corporation; and such nominees’ principal occupation.

Directors will be elected at the Meeting by ordinary resolution which, to be effective, must be approved by a majority of the votes cast at the Meeting.

Name and Municipality of Residence	Director Since	Principal Occupation
Joseph A. Gill Saskatoon, SK, Canada	January 1, 2014	Lawyer, McKercher LLP
Nathan Rhodes Saskatoon, SK, Canada	October 10, 2014	Product Owner – Social Marketing & Presence Builder, VendAsta Technologies Inc.

Ian Braaten Saskatoon, SK, Canada	October 10, 2014	Accountant, KPMG LLP
Kaytlyn Barber Regina, SK, Canada	December 17, 2015	Manager, Advisory, KMPG LLP
Yaya Wang Regina, SK, Canada	December 17, 2015	Brand Director, Leopold's Hospitality Management Group

The members will be asked at the Meeting to consider, and if though appropriate, to pass an ordinary resolution, the text of which is as follows:

“BE IT HEREBY RESOLVED that:

1. The number of directors be set at five (5) directors; and
2. The election of Joseph A. Gill, Nathan Rhodes, Ian Braaten, Kaytlyn Barber, and Yaya Wang as directors of the Corporation to hold office until the next annual meeting of the Members, or until their successors are elected or appointed, is hereby approved.”

3. *Dispense with Auditor Requirement*

The Corporation proposes to dispense with the requirement to appoint an auditor for the Corporation for the forthcoming year.

To be effective, a special resolution dispensing with the aforesaid requirement must be approved by a 2/3 majority of the votes cast at the Meeting. The Members will be asked at the meeting to consider, and if thought appropriate, to pass a special resolution, the text of which is as follows:

“BE IT HEREBY RESOLVED that, pursuant to Subsection 150(1) of the *Non-Profit Corporations Act, 1995* (Saskatchewan), no person shall be appointed as an auditor of the Corporation for the forthcoming fiscal year-ended September 30, 2017.”

4. *Appointment of Solicitors and Agents*

The Corporation proposes to nominate McKercher LLP, Saskatoon, Saskatchewan, as solicitors and agents for the Corporation until the next annual meeting of members at remuneration to be fixed by the directors.

To be effective, an ordinary resolution appointing the auditors as aforesaid must be approved by a majority of the votes cast at the Meeting. The Members will be asked at the meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

“BE IT HEREBY RESOLVED that the appointment of McKercher LLP, Saskatoon, Saskatchewan, as solicitors and agents for the Corporation to hold office until the next annual meeting of the Members is hereby approved.”

5. *Amend Corporate Articles*

The Corporation proposes to amend its corporate articles to state that, at all times, the Corporation shall maintain director's and officer's liability insurance having a liability limit no lower than \$2,000,000. The board of the Corporation has previously procured such insurance at a cost of approximately \$1,042.00 per annum and is desirous of ensuring that this type of insurance remains in place to protect the members of the board as well as the officers of

the various regional chapters of the Corporation. In the absence of an amendment to the corporate articles of the Corporation, a future board may decide to forego this type of insurance which could lead to liability exposure for both that future board as well as past board members. The current board of the Corporation views such a scenario as inappropriate and is therefore requesting this amendment to the corporate articles of the Corporation.

To be effective, a special resolution approving such proposed amendment to the Corporation's corporate articles must be approved by a 2/3 majority of the votes cast at the Meeting. The Members will be asked at the meeting to consider, and if thought appropriate, to pass a special resolution, the text of which is as follows

"BE IT HEREBY RESOLVED that the articles of the Corporation be amended, in accordance with Section 161 of the NPCA, to provide that the Corporation shall, at all times, maintain director's and officer's liability insurance having a liability limit no lower than \$2,000,000 and with such other terms and conditions as the directors of the Corporation, acting reasonably, deem appropriate."

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the Corporation's website at www.sype.ca.

DIRECTOR'S APPROVAL

The contents and sending of this Information Circular has been approved by the Board.

signed "*Joseph A. Gill*"
Secretary
November 11, 2016