

ACMP Toronto Chapter Articles of Incorporation

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ARTICLES OF INCORPORATION

1. Corporate Name

ACMP Toronto Chapter

2. The province or territory in Canada where the registered office is situated

Ontario

3. Minimum and maximum number of directors

Minimum: 4

Maximum: 11

4. Statement of the Purpose of the Organization

The purpose of the corporation is to support change management professionals by:

- Promoting and facilitating face to face or personal interaction
- Advocating for *members* within their geographic area
- Promoting networking by holding periodic meetings of members
- Supporting development of the profession as well as members within the profession
- Sharing tools and techniques through collaboration and peer learning
- Promoting individual and chapter participation in conferences and workshops

5. Restrictions on the activities that the corporation may carry on, if any

Restrictions are limited to those activities of non-profit organizations.

6. The classes, or regional or other groups, of members that the corporation is authorized to establish

"The corporation is authorized to establish Class A members and Class B members as follows:

1. The Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
2. Except as otherwise provided by the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 the Class B members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation."

7. Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to ACMP Global within the meaning of subsection 248(1) of the *Income Tax Act*.

8. Additional provisions

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total

number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.