
ACMP Toronto Chapter

Bylaws

Version 1.0

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Toronto Chapter

Advancing the discipline of change management

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SECTION 1: GENERAL

1.01 Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

- **“ACMP Global”** refers to the global Association of Change Management Professionals headquartered in Florida, United States;
- **“ACMP Toronto Chapter”** means the Corporation for the purposes of interpreting these Bylaws, herein referred to as ‘Chapter’;
- **“Act”** means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- **“Articles”** means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Corporation;
- **“Board”** means the Board of Directors of the Corporation;
- **“Bylaw”** means this Bylaw and any other Bylaw of the Corporation as amended and which are, from time to time, in force and effect;
- **“Chapter event”** includes any gathering of Members, excluding Chapter meetings;
- **“Chapter meeting”** includes an Annual General Meeting of Members or a special meeting of Members;
- **“Decisions”** means resolutions agreed to by the Board and noted within the appropriate record of the meeting;
- **“Director”** means a Member of the Board;
- **“Member”** means a person or Corporation who have paid their dues to ACMP Global and have selected “Toronto” as their Chapter
- **“Ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- **“Proposal”** means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- **“Special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chapter may be signed by two of the following: President, Vice-President or Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing Director may certify a copy of any instrument, resolution, Bylaw or other document of the Chapter to be a true copy thereof.

1.04 Financial Management

Financial year end, banking arrangements (including deposits and disbursements), annual financial statements and books are addressed in the Financial Management Policy.

1.05 Records

1.05.1 Chapter Records

The Chapter shall maintain Chapter records, including but not limited to Board meeting agendas, attendance and decisions. The Chapter's records may be reviewed by any Member in good standing. Such a request must be made in writing to the Secretary for review by the Board.

1.05.2 Membership Records

The Chapter shall maintain a record of the names and contact information of the Members entitled to vote. Membership records will only be used for administrative purposes by the Chapter. Membership records will not be shared by the Chapter with any third parties.

1.06 Chapter Events

Chapter events may be held at such intervals decided by the Board, but not less than three (3) times per year.

1.07 Chapter Meetings

Chapter meetings may be held at such intervals decided by the Board, with a minimum of one (1) Annual General Meeting per year.

SECTION 2 – MEMBERSHIP – CONDITIONS

2.01 Membership Conditions

The Chapter has adopted Membership conditions and guidelines as established by ACMP Global.

Membership in the Chapter shall be available to individuals interested in furthering the Chapter's purposes who have applied for and been accepted into membership in the ACMP Global and have selected "Toronto" as their Chapter. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Chapter.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
(l) or (m).

2.02 Membership Transferability

The Chapter has adopted Membership transferability and guidelines as established by ACMP Global.

Members in good standing from other ACMP Chapters may transfer their membership to the Chapter.

Members in good standing from the Chapter may transfer their membership to the other ACMP Chapters.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the Bylaws.

2.03 Notice of Members Meeting

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

1. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 45 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the Bylaws of the Chapter to change the manner of giving notice to Members entitled to vote at a meeting of Members.

2.04 Members Calling a Members' Meeting

The Board shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of ten (10) Members or ten percent (10%) of the membership eligible to vote in Chapter elections, whichever is greater.

If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

Notification of such meeting shall state the purpose of the meeting and shall be made at least thirty (30) days before the meeting

2.05 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot or by proxy by appointing in writing a proxy holder who is not required to be Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.

SECTION 3: MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members must submit their dues along with their application for membership or renewal to ACMP Global.

If a Member allows his/her membership to default with ACMP Global, then he/she shall automatically cease to be a Member of the Chapter.

Dues shall be set and published by ACMP Global.

The ACMP Toronto Chapter reserves the right to set and publish a Chapter due in addition to the ACMP Global dues

3.02 Termination of Membership

A membership in the Chapter is terminated when:

- a) the Member's term of membership expires;
- b) the Member dies;
- c) a Member fails to maintain any qualifications for membership described in the section on membership conditions of these Bylaws;
- d) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or Bylaws; or
- e) the Chapter is liquidated and dissolved under the Act.

3.03 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Chapter, automatically cease to exist.

3.04 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Chapter for any one or more of the following grounds:

- Not abiding by the Chapter's governing documents.
- Violating any provision of the Articles, Bylaws, or written policies of the Chapter.
- Carrying out any conduct that may be detrimental to the Chapter as determined by the Board in its sole discretion.
- For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chapter.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Chapter, the President, or such other Director as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Director as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Director as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chapter. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 4: MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

Members, non-Members, Directors and the designated auditor of the Chapter are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, Articles and Bylaws are entitled to cast a vote at the meeting.

No new Member who joins at a meeting may vote at that meeting.

4.02 Chair of the Meeting

The Chair and Vice Chair of the Meeting shall be an Officer of the Board.

In the event that all Officers of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting

4.03 Quorum at Members' Meetings

A quorum at any meeting of the Members is ten percent (10%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern at Members' Meetings

At any meeting of Members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.05 Participation by Electronic Means at Members' Meetings

If the Chapter chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of Members pursuant to this section who is entitled to

vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Chapter has made available for that purpose.

4.06 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the proposal is to be presented.

4.07 Cost of Publishing Proposals for Annual Members' Meetings

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

4.08 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario, Canada.

4.09 Members' Meeting Held Entirely by Electronic Means

If the Directors or Members of the Chapter call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 5: DIRECTORS

5.01 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting Chapter the minimum number of Directors may not be fewer than three (3), at least two of whom are not Directors or Employees of the Chapter or its affiliates.

5.02 Eligibility

Candidates for all positions of the Board must be Members in good standing with ACMP Global and the Chapter.

5.03 Nominations

Annually, the Board shall appoint a Nominations Committee consisting of at least three voting Members in good standing.

The Nominations Committee shall notify the membership of the pending election and procedures for nominations.

The Nominations Committee shall then accept nominations for each Director position due for election and, once the slate of nominees is finalized, shall communicate the nominees to Chapter Members.

5.04 Election and Term

- a. All Board Members are Directors.
- b. The Officers of the Chapter Board are the President, Vice-President, Secretary and Treasurer.
- c. All Directors shall be elected by the voting Members and shall serve until their successors are elected or appointed or they are no longer able to perform their duties.
- d. The term of office for all Directors of the Board shall be two years or until a successor is elected and assumes office or until they are no longer able to perform their duties.
- e. Terms of office for the following positions shall commence in odd-numbered years:
 - President
 - Secretary
- f. Terms of office for the following positions shall commence in even-numbered years:
 - Vice-President
 - Treasurer
- g. Directors of the Board may not serve more than two terms in succession in the same office; however, exceptions may be made by the membership at a Chapter Meeting.
- h. No Member may hold any two positions on the Board simultaneously.
- i. The elected Directors shall be announced to the membership.

SECTION 6: MEETINGS & DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by a Director at any time.

6.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this Bylaw to every Director of the Chapter not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting

6.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee Member may be removed by resolution of the Board.

6.06 Quorum

The quorum for a Board meeting shall be four (4) Members, one of which must be either the President or Vice-President

SECTION 7: OFFICERS

7.01 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Chapter, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- President – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- Vice President – The Vice-President of the Board, if one is to be appointed, shall be a Director. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-President shall have such other duties and powers as the board may specify.
- Secretary – If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and Committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the Public Accountant and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other Directors of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.02 Vacancy in Office

No Director may remain in office if he/she no longer meets the eligibility criteria for office.

Should any elected or appointed Director be unable to fulfill his/her elected term, the remaining Directors (by majority vote) shall appoint a Member to fill the vacant position for the remainder of the term. The appointed Member must meet the qualification requirements for the position.

Any Chapter Director may be removed from office by a vote of the membership for failure to perform the duties of office, negligence, or any other reason, provided that:

- a) The Members of the Chapter, including the Director to be removed, have been notified in advance of the reason for potential removal.
- b) The Director has been provided an opportunity to respond on his/her own behalf.
- c) A majority of those voting vote to remove the Director from office.

SECTION 8: NOTICES

8.01 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the Bylaws or otherwise to a Member, Director, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Chapter or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Chapter in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors) and received by the Director;
- if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Public Accountant or Member of a Committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Chapter to any notice or other document to be given by the Chapter may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any Provisions of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

8.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Member of a Committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Chapter has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9: DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Committee Members, or Volunteers of the Chapter are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this section.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Committee Members or Volunteers of the Chapter arising out of or related to the Articles or Bylaws, or out of any aspect of the operations of the Chapter is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Committee Members, Employees or Volunteers of the Chapter as set out in the Articles, Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Chapter) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Chapter is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10: BYLAWS AMENDMENTS

10.01 Amendment Process

The Members of the Board shall review the Chapter's Bylaws whenever it receives notice that ACMP Global's Bylaws have been amended and, in any case, at least once during every year of the President's office.

Should changes be required, the Members of the Board will draft suggested amendments to be submitted for approval by the Chapter membership at the next regularly scheduled Chapter meeting provided that the notice of proposed amendments shall be given to all voting Members of the Chapter at least 10 days before the voting deadline.

SECTION 11: EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution and to be presented to the eligible members of the ACMP Toronto Chapter in due course, this Bylaw shall be effective as passed by the members of the ACMP Toronto Chapter.

CERTIFIED to be the ACMP Toronto Chapter Bylaws, as enacted by the Directors of the Chapter by resolution on the 2nd day of October, 2013 and confirmed by the Members of the Chapter by special resolution on the 19th day of June, 2014.

Dated as of the 19th day of June, 2014.

ACMP Toronto Chapter President

ACMP Toronto Chapter Secretary