



## Canada Not-for-profit Corporations Act (NFP Act)

### Form 4031

#### Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act, Part II*.

<b>1 Current name of the corporation</b>			
CANADIAN SOCIETY OF PETROLEUM GEOLOGISTS			
<b>2 If a change of name is requested, indicate proposed corporate name</b>			
<b>3 Corporation number</b>	<b>4 The province or territory in Canada where the registered office is situated</b>		
0 3 8 4 6 6 - 6	Alberta		
<b>5 Minimum and maximum number of directors</b> (for a fixed number, indicate the same number in both boxes)			
Minimum number	5	Maximum number	21
<b>6 Statement of the purpose of the corporation</b>			
The annexed Schedule 1 is incorporated into this form. See annexed Schedule 1.			
<b>7 Restrictions on the activities that the corporation may carry on, if any</b>			
NONE			

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**Articles of Continuance (transition)**

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

The annexed Schedule 2 is incorporated into this form.

See annexed Schedule 2.

**9 Statement regarding the distribution of property remaining on liquidation**

The annexed Schedule 3 is incorporated into this form.

See annexed Schedule 3.

**10 Additional provisions, if any**

The annexed Schedule 4 is incorporated into this form.

See annexed Schedule 4.

**11 Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

*Signature* \_\_\_\_\_

*Print name* \_\_\_\_\_

*Phone number* (    )    - \_\_\_\_\_

**Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).**

## **SCHEDULE 1**

To advance the professions of the energy geosciences—as it applies to geology; foster the scientific, technical learning and professional development of its members; and promote the awareness of the profession to industry and the public

## SCHEDULE 2

The Corporation is authorized to establish Full Members, Associate Members, Student Members, Honorary Members and Emeritus Members as follows:

- (a) Full Members are entitled to receive notice of, attend and vote at all meetings of the members of the Corporation (except for meetings at which only members of another class are entitled to vote separately as a class) and each Full Member shall have one vote;
- (b) Except for meetings at which Associate Members are entitled to vote separately as a class, Associate Members are not entitled to vote. Associate Members may attend those meetings of the members of the Corporation to which they are invited;
- (c) Except for meetings at which Student Members are entitled to vote separately as a class, Student Members are not entitled to vote. Student Members may attend those meetings of the members of the Corporation to which they are invited;
- (d) Honorary Members are entitled to receive notice of, attend and vote at all meetings of the members of the Corporation (except for meetings at which only members of another class are entitled to vote separately as a class) and each Honorary Member shall have one vote. Honorary Members shall not be required to pay dues.
- (e) Emeritus Members are entitled to receive notice of, attend and vote at all meetings of the members of the Corporation (except for meetings at which only members of another class are entitled to vote separately as a class) and each Emeritus Member shall have one vote.

### **SCHEDULE 3**

In the event of dissolution of the Corporation and where no successor Corporation is specified, subject to the provisions of the Act, any property remaining after payment of all just debts and obligations shall be distributed to one or more non-profit charitable, scientific or educational institutions, preferably serving the promotion of geoscience or geoscience education in Canada, provided that in the event that the Corporation is a soliciting corporation, any property remaining on liquidation of the Corporation after discharge of any liabilities, shall instead be distributed to one or more "qualified donees" within the meaning of subsection 248(1) of the *Income Tax Act*.

#### SCHEDULE 4

1. The members of the Corporation are not entitled to vote separately as a class, upon a proposal to amend the articles to:
  - a. effect an exchange, reclassification or cancellation of all or part of the memberships of the class; or
  - b. create a new class of members having rights equal or superior to those of the class.
  
2. The directors of the Corporation may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.