



CONSTITUTION

BC Society • Societies Act

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CAROL PREST

NAME OF SOCIETY: **KAMLOOPS YOUTH SOCCER ASSOCIATION**

Incorporation Number: S0044588

Business Number: 86594 6669 BC0001

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The name of the Society is KAMLOOPS YOUTH SOCCER ASSOCIATION

The purposes of the Society are:

- (a) to foster, improve and encourage the sport of amateur soccer, sportsmanship and good citizenship among the members of the Society (the "Area");
- (b) to promote and assist with the formation of leagues and to organize soccer games for and within the Kamloops Youth Soccer Association;
- (c) to establish, maintain, conduct and promote among members of the Society an active interest in amateur youth soccer and to encourage development skill, participation and balanced participation, with emphasis on fair play;
- (d) to maintain a uniform set of playing rules, as determined by BC Soccer, and as amended by the Society;
- (e) to promote respect for players, officials and spectators at all times;
- (f) to acquire, hold and dispose of both real and personal property; and
- (g) to raise funds to carry out its purposes.




CAROL PREST

KAMLOOPS YOUTH SOCCER ASSOCIATION BYLAWS

Part 1 - DEFINITIONS AND INTERPRETATIONS

1. Definitions

In these bylaws:

"Act" means the *Societies Act* [SBC] 2015, c. 18, as may be amended from time-to-time

"Area" means the area in which the Society operates;

"BCSA" or "BC Soccer" means British Columbia Soccer Association;

"Bylaws" means the bylaws of the Society from time to time in force;

"Board" or "Directors" means the board of directors of the Society;

"Registrar" means the individual appointed as the Registrar of Companies under section 400 of the *Business Corporations Act*;

"Society" means the Kamloops Youth Soccer Association.

1.2 Meanings in the Act

All words or expressions in these Bylaws which are defined in the Act on the date these Bylaws became effective shall have the meaning given to them in the Act.

1.3 Language

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - MEMBERSHIP

2.1 Members of the Society

The members of the Society are:

- (a) parents or guardians of those persons who have paid their annual player registration fees as assessed by the Society under Part 3 of these Bylaws;

- (b) coaches who have been accepted by the Society; and
- (c) those persons accepted by the Society pursuant to subsection 2.2

2.2 Application for Membership

Any person who is not otherwise a member of the Society and who declares an interest in supporting the purposes of the Society may apply for membership in the Society by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant.

2.3 Directors to Consider Application

The Directors shall consider each application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership.

2.4 Class of Members

Memberships in the Society shall be divided into the following classes:

- (a) a Regular Member is any parent, guardian or coach as defined in subsections 2.1(a) and (b) and any person who is accepted as a member pursuant to subsection 2.2;
- (b) an Honorary Member is any person appointed by the Directors for such term as the Directors may decide in recognition of their contribution to soccer and sportsmanship in the Area; and
- (c) a Life Member is any person appointed by the Directors in recognition of distinguished service to the Society and to the community.

2.5 Rights of Membership

Every member of the Society in good standing has the right to receive notice of and to attend all general meetings.

2.6 Good Standing

All members are in good standing except:

- (a) a member who has failed to pay in full, when due, any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid; and

- (b) a member who is suspended under subsection 2.9.

2.7 Obligations of Members

Every member of the Society will be bound by and shall abide by

- (a) the Constitution of the Society and these Bylaws; and
- (b) all resolutions passed and all lawful rules and regulations made by the Directors

2.8 Termination of Membership

The interest of a member in the Society is not transferable and ceases immediately:

- (a) upon the death of the member;
- (b) upon the member being expelled under subsection 2.9;
- (c) upon the member withdrawing from membership under subsection 2.12;
- (d) when the member is not a member in good standing for more than one day;
- (e) when the member fails to pay the annual fee as assessed by the Society under Part 3 of these Bylaws; or
- (f) upon the member ceasing to be a coach appointed Society.

2.9 Suspension and Expulsion of Members

The Directors shall have the power, by a vote of at least 3/4 of those present at a Directors' meeting, to expel or suspend any member whose conduct shall have been determined by the Directors, in their sole discretion, to be improper, unbecoming or likely to endanger the interests or reputation of the Society.

2.10 Right of Member to Notice

Any member who is the subject of a proposed suspension or expulsion shall be provided with written notice of the proposed suspension or expulsion and the reasons for such proposed suspension or expulsion at least 7 days prior to the Directors' meeting at which the suspension or expulsion shall be considered.

2.11 Right of Member to Be Heard

Any member who is the subject of a proposed suspension or expulsion shall be permitted to appear and be heard at the Directors' meeting before the suspension or expulsion is put to a vote.

2.12 Withdrawal of Member

A member may withdraw from membership by giving written notice of resignation to the Society, and the resignation will be effective upon receipt of the notice by the Society.

2.13 Continued Liability of Member

A suspended member remains liable for all fees and assessments.

A member who:

- (a) has withdrawn from membership in the Society;
- (b) has been expelled from membership in the Society; or
- (c) has had his or her membership in the Society terminated in any other way in accordance with these Bylaws;

remains liable for payment of all fees and assessments payable by that member before the withdrawal, expulsion or termination becoming effective.

Part 3 - FEES

3.1 Annual Fee

Each player or member registered with the Society shall be assessed an annual registration or membership fee set by the Directors prior to the current season's registration period. This fee shall include any assessments by the Society for membership or BC Soccer registration.

3.2 Waiver of Annual Fee

The Directors may, at their discretion, waive player registration fees or membership fees, in whole or in part, in circumstances deemed appropriate by the Directors.

Part 4 - MEETINGS OF MEMBERS

4.1 Directors May Call General Meeting

The Directors may call a general meeting of the Society at any time.

4.2 Annual General Meeting

Subject to the Act, the Directors shall call an annual general meeting to be held once each calendar year and not later than the 31st day of December in each year and at such time and place as the Directors may decide.

4.3 Notice of General Meeting

A written notice stating the date, time and location of every general meeting, together with the text of any special resolution to be voted upon at the meeting, shall be sent to each member entitled to receive notice of the meeting, not less than 14 days before the meeting and not more than 60 days before the meeting.

4.4 Notice if More than 250 Members

In the event that the Society has more than 250 members, notice of a meeting is deemed to have been sent under subsection 4.3 if:

- (a) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
- (b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

4.5 Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member does not invalidate any resolution passed or any proceeding taken at that meeting.

Part 5 - PROCEEDINGS AT GENERAL MEETINGS

5.1 Business of General Meetings

At an annual general meeting, the following business is not special business and no notice of this business is required:

- (a) business relating to the conduct of or voting at the meeting;
- (b) consideration of the reports of the Directors and auditors, if any;
- (c) consideration of the financial statements for the fiscal year just ended;

- (d) the election of the directors as provided in Part 6 of these Bylaws; and
- (e) the appointment of an auditor as provided in subsection 10.1 and the fixing of auditor's remuneration.

5.2 **Special Business**

Special business is all business at an extraordinary general meeting and all business transacted at an annual general meeting, except that business set out in subsection 5.1.

5.3 **Rules of Order**

The rules of order at all meetings of members shall be those set out in the latest edition of Roberts Rules of Order at the time of such meeting to the extent that such rules of order are non inconsistent with the Act or these Bylaws.

5.4 **Presiding Officer**

The President or, in the President's absence, incapability or unwillingness to act, the Vice-President, is entitled to preside at all meetings of the members and of the Directors of the Society, but where the President or Vice-President is not present within 15 minutes after the time appointed for the holding of any meeting or, if present, is unable or unwilling to preside at the meeting, the members present shall choose someone of the Directors present to preside at the meeting.

5.5 **Quorum**

A quorum at all general meetings shall be 10 of the Regular Members then in good standing or such greater number as the members may determine at a general meeting. No business, other than the election of a chairperson and the adjournment of the meeting, shall be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.6 **Voting**

Voting at all general meetings of the Society shall be conducted as follows:

- (a) each family with at least one player registered with the Society in any given year is entitled to one vote on each resolution put to a vote;

- (b) any Regular Member who is not a parent or guardian of a player registered with the Society in any given year is entitled to one vote on each resolution put to a vote;
- (c) all votes must be cast by a Member of the Society;
- (d) all voting shall be by a show of hands unless the presiding officer directs or any member entitled to vote requests a poll vote.

5.7 Decision of Majority

Except as provided in the Act or these Bylaws, at general meetings of the Society all questions shall be decided by a majority of the votes cast unless otherwise specifically provided for by the Act or by these Bylaws. In case of an equality of votes, the chairperson shall not have a second, deciding vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

5.8 Decision of Meeting

At any meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority is conclusive evidence of that fact.

5.9 Poll

Any member entitled to vote at a meeting may demand a poll, either before or after any vote by show of hands. The result of a poll will be deemed to be the resolution of the meeting at which poll was demanded. A demand for a poll may be withdrawn.

5.10 Proxy Voting

Voting by proxy is not permitted.

5.11 Adjournment

Notwithstanding the absence of a quorum at any general meeting of the Society, a general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 (ten) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

5.12 Special Resolution Threshold

In order to pass, a special resolution requires at least 3/4 of the votes cast by the voting members.

Part 6 - DIRECTORS

6.1 Duties and Powers

The Directors shall manage, or supervise the management of, the activities and the affairs of the Society and may exercise all the powers of the Society.

6.2 Number of Directors

The number of Directors designated at an annual general meeting shall be 7 (seven).

6.3 Election of Directors

All Directors shall be elected by a majority of the votes cast at an annual general meeting of the Society.

6.4 Directors Term of Office

Four Directors shall be elected for two years in even calendar years. Three Directors shall be elected for two years in odd calendar years. Directors whose terms expire at an annual general meeting must retire and seek re-election for a further term at the annual general meeting.

6.5 Directors to Continue in Office

If no successor is elected the person previously elected or appointed may continue to hold office.

6.6 Re-election of Directors

All Directors at the conclusion of their term of office shall be entitled to stand for re-election.

6.7 Composition of Board of Directors

The Board of Directors shall choose from among themselves the President, Vice-President, Secretary/Treasurer and such other persons to fill positions deemed necessary by the Directors.

6.8 **Qualification**

No person is qualified to become or act as a Director of the Society who:

- (a) is under the age of 19 years;
- (b) is found to be incapable of managing his or her own affairs by reason of mental infirmity;
- (c) is a corporation;
- (d) is not a Regular member of the Society;
- (e) is an undischarged bankrupt; or
- (f) is an administrator or head coach of the Society.

6.9 **Vacation of Office**

A Director ceases to hold office:

- (a) when that Director dies or resigns in accordance with subsection 6.12;
- (b) if that director is not qualified under subsection 6.8;
- (c) at the conclusion of the second annual general meeting following his or her election; or
- (d) if that director is removed from office in accordance with subsection 6.13

6.10 **Casual Vacancies**

The Directors may at any time and from time to time appoint a member as a director to fill a casual vacancy in the Board to a maximum of 2 (two) appointments. Should a third vacancy on the Board be required to be filled or should the number of Directors holding office at any time fall below 7 (seven), then the Directors shall call a general meeting of the Society within 30 days at which all vacancies on the Board (filled or unfilled) which became vacant since the last annual general meeting shall be filled by an election.

6.11 **Remuneration**

The Society shall not pay any Director for services as a director, but the Society may reimburse any expenses incurred by a Director on behalf of the Society with the

approval of the Directors. In addition, this provision shall not prevent a Director from receiving compensation from the Society for services provided to the Society that are outside the scope of that person's duties as Director.

6.12 Resignations and Removal

A Director may at any time resign by notice in writing delivered to the Secretary and may be removed before the expiry of his or her term by special resolution of the members.

6.13 Meetings

The Directors may meet together at such time and upon such notice, if any, as the Directors may by resolution determine, and the Directors may make such rules and regulations for the conduct of their business as they see fit provided that such rules and regulations are not inconsistent with the Act or these Bylaws. Those members of the Society not being a Director may attend Directors meetings at the invitation of the Directors.

6.14 Quorum

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office.

6.15 Voting

Questions arising at any meeting of the Directors shall be decided by a majority of votes and, in the case of an equality of votes, the presiding officer of the meeting shall have a second, deciding vote.

6.16 Calling of Meeting

A Director may from time to time, and the Secretary shall, on the request of a Director, convene a meeting of the Directors.

6.17 Meetings by Telephone

If all Directors consent, then one or more Directors may participate in a meeting (at which at least two of the Directors are present) of the Board or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all Directors participating can hear each other. A Director participating in such a meeting shall be deemed present at the meeting and shall be counted in the quorum for that meeting and be entitled to vote at that meeting.

6.18 Indemnification

Subject to the Act, the Society shall indemnify and save harmless each Director from and against costs, charges or expenses arising out of the execution of the duties or his or her office, and also from and against all other costs, charges or expenses which he or she sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his or her own willful act. The Society may purchase and maintain director's insurance for such purpose.

6.19 Consent Resolution

A resolution in writing, signed by the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.

Part 7 - OFFICERS

7.1 Executive Officers

At the first meeting of the Directors following each annual general meeting of the Society, the directors shall elect the following officers, from among themselves, each of whom is a Director of the Society, for a term to end at the next annual general meeting:

- (a) President;
- (b) Vice-President; and
- (c) Secretary-Treasurer

7.2 Term of Officers

Officers elected under subsection 7.1 will hold office until their successors are duly elected, subject to removal from office by the Directors at any time with or without cause and with or without notice. Notwithstanding the foregoing, no officer may hold the same position for more than 5 (five) consecutive terms.

7.3 Other Offices

The Directors may from time to time appoint such agents and authorize the employment of such other persons, including an Administrator, as may be necessary to carry out the objects of the Society and such officers, agents and employees shall have such authority and perform such duties as are determined by the Directors.

7.4 Duties of the President

The President, as the chief executive officer of the Society, shall supervise other officers in the execution of their duties and shall preside at all general meetings of the Society and all meetings of the Directors.

7.5 Duties of the Vice-President

The Vice-President shall assist the President at all times in any or all of the President's duties of office as the President decides, and shall carry out the duties of the President during his or her absence.

7.6 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of members;
- (g) keep such financial records, including books of account, as are necessary to comply with the Act; and
- (h) render financial statements to the Directors, members and others when required.

In the absence of the Secretary-Treasurer from a meeting, the Directors shall appoint another person to act as Secretary-Treasurer at the meeting.

7.7 Remuneration

The Society shall not pay any officer for services as an officer, but the Society may defray any expenses incurred by an officer acting on behalf of the Society with the approval of the Directors. In addition, this provision shall not prevent an officer from receiving compensation from the Society for services provided to the Society that are outside the scope of that person's duties as an officer.

Part 8 - COMMITTEES

8.1 Executive Committee

The Executive Committee shall consist of the Officers of the Society.

8.2 Duties of the Executive Committee

Duties of the Executive Committee shall be as follows:

- (a) to fill any vacancies that occur on the Executive Committee.

8.3 Duties of the Board of Directors

The Board shall:

- (a) organize all youth soccer within the Area in accordance with practices of BC Soccer and considering local conditions and player needs;
 - (b) register all players in the Area with BC Soccer;
 - (c) provide training and development for coaches and officials;
 - (d) adopt and enforce a code of conduct for members, players and team officials;
 - (e) adopt guidelines and policies for coaches, team officials, team formation, balancing of competition, field outfitting, and conditions for the benefit of the players;
- related
- (f) establish appeal guidelines and hear and take decisions to resolve appeals as may be made by a member concerning decisions of Society committees or Directors;
 - (g) ensure appropriate officiating for all league divisions; and
 - (h) promote and organize district participation in “Provincial Cup” competitions.

8.4 Standing Committees

The Board shall establish a Discipline Committee to review and recommend action to the Board regarding the conduct of members according to the policies and procedures of BC Soccer in response to formal protests and complaints.

8.5 Other Committees

The Directors may, by resolution, appoint:

- (a) committees consisting of such number of members of their body as they think fit and may delegate to such committee, between meetings of the Directors, any powers of the Directors (except the power to change the membership of, or fill vacancies in, any such committee) subject to such limitations as may be prescribed by the Directors.
- (b) such other committees consisting of such member or members of the Society, who need not be Directors, for such purposes as the Directors think fit, but the Directors may not delegate to any such committee any power of the Directors.

8.6 Proceedings of Committees

A committee appointed pursuant to this Part may meet as it thinks proper and make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- (a) a majority of the committee constitutes a quorum;
- (b) questions arising at any meeting of the committee shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of the votes the presiding officer shall have a second, deciding vote; and
- (c) a resolution approved in writing by all members of the committee shall be as valid and effective as if it were passed at a meeting of such committee duly called and constituted.

8.7 Minutes

Every committee appointed pursuant to this Part shall keep regular minutes of its transactions and meetings and shall cause them to be recorded in the books kept for that purpose, and shall report on its transactions and meetings to the Directors at such time as the Directors may require.

8.8 Revocation of Authority

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

Part 9 – FINANCIAL

9.1 Borrowing

Subject to subsections 9.2 and 9.3, for the purposes of carrying out the objects of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such manner as they think fit and, in particular, but without limiting the generality of the foregoing, the Directors may from time to time:

- (a) borrow money on the credit of the Society;
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate, or pledge all or any real or personal property of the Society, including the book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any obligation or liability of the Society.

9.2 Issue of Debentures

Notwithstanding subsection 9.1, the Society shall not issue any debentures without the sanction of a special resolution of the members of the Society, which may confer a general power on the Directors to issue debentures for a period of not longer than one year from the date of resolution is passed.

9.3 Restriction of Borrowing

The members may, by special resolution, vary the borrowing powers of the Directors, but such resolution expires at the next annual general meeting.

9.4 Negotiation of Loans

From time to time the Directors may authorize any Director, officer, or employee of the Society or any other person to make arrangements concerning the money borrowed or to be borrowed pursuant to these Bylaws, the terms and conditions of any such loan and securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Society.

9.5 Investment

The funds of the Society not required for immediate use may be invested in securities in which trustees are for the time being authorized by law to invest.

Part 10 - AUDITOR

10.1 Appointment of Auditor

If the Society is required by the Act or resolution of the members to appoint an auditor, then at each annual general meeting of the Society, the members shall appoint a qualified person, who is not a Director, officer or employee of the Society, to hold office as auditor until the close of the next annual general meeting and, if the members fail to do so, the Directors shall forthwith make such appointment.

10.2 Remuneration

The Directors may fix the remuneration of the auditor.

10.3 Casual Vacancy

The Directors may fill any casual vacancy in the office of the auditor.

10.4 Rights of Auditor

The auditor may attend any general meeting of the Society.

Part 11 - NOTICE TO MEMBERS

11.1 Notice

Any notice to members under these Bylaws may be given in writing and may be sent by fax, email or may be delivered or mailed by prepaid post addressed to the member at the address of that member given in the register of members of the Society. In the event the Society has more than 250 members, notice of a general meeting may also be given in accordance with subsection 4.4 of these Bylaws.

11.2 Time of Delivery

If a notice is sent by fax, email, or is delivered, it will be deemed to have been given at the time of the transmission or delivery. If notice is mailed, it will be deemed to have been received 48 hours following the date of mailing of the notice.

Part 12 - MISCELLANEOUS

12.1 Fiscal Year

The fiscal year of the Society will be from October 1st of one year to September 31st of the following year; or such other period as the Directors may decide from time-to-time.

12.2 Inspection of Records

Each member in good standing is entitled, upon request, to inspect the following records only:

- (a) the Society's certificate of incorporation;
- (b) each certified copy, furnished to the Society by the Registrar, of the following records:
 - i. the constitution of the Society;
 - ii. the bylaws of the Society;
 - iii. the statement of Directors and registered office of the Society;
- (c) each confirmation, other certificate or certified copy of a record furnished to the Society by the Registrar, other than in response to a request;
- (d) copy of each order made in respect of the Society by
 - i. any court or tribunal, in Canada or elsewhere, or
 - ii. a federal, provincial or municipal government body, agency or official, including the Registrar;
- (e) the Society's register of Directors, including contact information provided by each Director;
- (f) each written consent to act as Director and each written resignation of a Director;
- (g) each record, or portion of a record, evidencing a disclosure of a conflict of interest by a Director or senior manager;
- (h) the Society's register of members, provided that the Directors have not passed a resolution restricting the members' rights to inspect the Society's register of members;
- (i) the minutes of each meeting of members, including the text of each resolution voted on at the meeting;
- (j) a copy of each ordinary resolution or special resolution, other than a resolution included in the minutes of each meeting of members and, in the case of a resolution consented to in writing by the voting members, a copy of each of the consents to that resolution;
- (k) the financial statements of the Society and the auditor's report, if any, on those financial statements.

12.3 Location of Records for Inspection

The Directors may from time to time determine reasonable times and places and under what reasonable conditions the accounts, books and other records of the Society shall be open to the inspection of members who are not Directors.

12.4 Common Seal

The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

12.5 Amendments

These Bylaws shall not be amended except in accordance with the Act.

12.6 Purposes

The Society shall carry out its purposes without purpose of gain for its members, and the Society shall use any profits to the Society for promoting its purposes.

12.7 Winding-Up

In the event of dissolution or winding-up of the Society in accordance with the provisions of the Societies Act all remaining assets after payment of liabilities shall be paid to such other not-for-profit group(s) promoting amateur sport and good citizenship which may be operating in the Area.

12.8 Unalterable Provisions

The provisions of subsections 12.6, 12.7, and 12.8 are unalterable.

Dated at Kamloops, British Columbia this 11th (eleventh) day of October, 2001
Amended by Special Resolution on the 8th (eighth) day of December, 2004
Amended by Special Resolution on the 26th (twenty-sixth) day of November, 2014
Amended by Special Resolution on the 22nd (twenty second) day of November, 2018
Amended by Special Resolution on the 22nd (twenty-second) day of November, 2021