

ROUND LAKE ALCOHOL AND DRUG TREATMENT SOCIETY

S-13678

Registered Charity 126181320RR0001

CONSTITUTION

1. The name of the Society is the Round Lake Alcohol and Drug Treatment Society.
2. The purposes of the Society are to:
 - a) Operate a facility or facilities in British Columbia to provide treatment to and rehabilitate persons with alcohol, drug and other addictions, in particular First Nations and their members,
 - b) Educate First Nations and their members about alcohol and drug addiction and prevention,
 - c) Educate professionals about the prevention and treatment of drug and alcohol addiction amongst First Nations and their members, and
 - d) Do all such things as are ancillary and incidental to the attainment of the purposes of the Society.
3. The operation of the Society shall be chiefly carried on in the Interior of British Columbia. The area will include Lytton, Lillooet, Merritt, Kamloops, The Okanagan Valley and Kootenay Valley regions.
4. Upon dissolution of the Society, the assets thereupon remaining shall be distributed to a recognized non-profit organization or organization as the Directors may deem to meet.
5. Clause 4 shall be unalterable.
6. The Directors shall serve without remuneration, and the Directors shall not receive, directly or indirectly, any profit from their position as Director but may be paid expenses incurred by them in the performance of their duties.
7. The Society shall be carried on without purpose of gain for its member(s) thereof, and any profits or other accretions to the Society shall be used for promoting its purpose.
8. For the purposes of extending Clause 4 “a recognized non-profit organization or organization” means a charitable organization (or organization) in Canada registered under the provisions of the Income Tax Act.
9. Clauses 6, 7, and 8 including this clause 9 are unalterable.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws, unless the context requires otherwise:
 - a) “Act” means the Society Act,
 - b) “AGM” means an annual general meeting,
 - c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
 - d) “director” means a director of the Society,

- e) “First Nation” and “member of a First Nation” have the meaning given to them by the Board,
- f) “general meeting” includes an AGM and a special general meeting,
- g) “member” means a member of the Society,
- h) “registered address” means a member’s address as recorded in the register of members,
- i) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- j) “Society” means Round Lake Drug and Alcohol Treatment Society,
- k) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meanings given to them in the Act, and
- l) the singular includes the plural and vice versa, unless the context requires otherwise.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge. The Society may post a consolidated form of the constitution and bylaws on its website, and provide copies of the constitution and bylaws to members at general meetings, so as to comply with this bylaw.

1.4 The constitution and bylaws, where alterable, can only be amended by special resolution.

Part 2 - Membership

2.1 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2) A member must be:

- a) a member of a First Nation,
- b) ordinarily resident in Canada, and
- c) 19 years of age or older.

3) A business corporation, association, government, or other organization, whether or not incorporated, is not eligible to become a member.

2.2 1) There are two categories of members, Voting Members and Honourary Members.

2) A Voting Member is a person who is 19 years of age or older.

3) An Honourary Member may be appointed by resolution of the Board, for exceptional service to the Society, to treatment of alcohol and drug addiction, or both.

4) An employee or contractor of the Society is not eligible to become a member of the Society.

5) All members have the right to notice of, to attend and to speak at general meetings, and to be nominated for election as directors.

- 2.3** An application for membership, and a renewal of membership, must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, home address, e-mail address, and telephone numbers of the applicant,
 - c) provide such other information as the Board may reasonably require, and
 - d) include annual membership dues and any other monies due and owing to the Society.
- 2.4** 1) A person may apply to the Board for membership, and becomes a member on:
- a) complying with bylaws 2.2 and 2.3 , and
 - b) acceptance by the Board.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 3) The amount of annual membership dues for Voting Members must be set by ordinary resolution. Honourary Members pay no annual membership dues.
- 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5** 1) Membership is not transferable.
- 2) Membership must be renewed annually, by or before a date set by the Board.
- 3) The Society must send a membership renewal notice to all members not fewer than 30 days before the date by which membership must be renewed.
- 4) A member who is renewing must comply with bylaws 2.2 and 2.3.
- 5) A person cannot apply to become a member of the Society, or renew a membership in the Society, at a general meeting.
- 6) An application for membership received 30 days or fewer before a general meeting must be postponed until after that meeting.
- 2.6** Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies, procedures, rules, regulations and resolutions enacted by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7** A member ceases to be a member on:
- a) delivering a written resignation to the Society,
 - b) death,
 - c) having been a member not in good standing for 30 days, or
 - d) being expelled.

- 2.8** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society, or
 - b) annual membership dues by or before the date set for their payment.
- 2.9**
- 1) A member may be expelled by special resolution.
 - 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.10**
- 1) A member may be suspended or expelled for conduct substantially prejudicial to the Society, by a resolution of which not less than 75% of the directors then in office are in favour.
 - 2) A member who is the subject of a proposed directors' resolution for suspension or expulsion must be given:
 - a) reasonable notice of the meeting at which it will be proposed,
 - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

- 3.1**
- 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
 - 2) An AGM must be held at least once in every calendar year and not more than 15 months after the last preceding AGM.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2**
- 1) The Board may, when it thinks fit, convene a special general meeting.
 - 2) The members may convene a general meeting pursuant to section 58 of the Act.

Part 4 - Notice to Members

- 4.1**
- 1) Notice of a general meeting must:
 - a) specify the place, date and hour of meeting, and in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given not less than 30 days before the meeting.
 - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2**
- 1) Notice of a general meeting must be given to:
 - a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.

2) No other person is entitled to receive a notice of general meeting.

4.3 A notice may be given to a member either personally, by mail, or by e-mail or other electronic means to the member at the member's address, or e-mail address, as shown in the register of members.

4.4 A member must promptly and in writing notify the Society of any change in the member's name, home address, e-mail address, or telephone numbers.

4.5 1) A notice sent by mail from the Society's business office is deemed to have been received:

- a) two days after being mailed, if to an address fewer than 100 km from the location of the business office, or
- b) five days after being mailed, if to any other address.

2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

5.1 1) The business at an AGM is:

- a) the adoption of rules of order, if required,
- b) minutes of the last AGM,
- c) the report of the Board,
- d) consideration of the financial statements,
- e) the report of the auditor, if any,
- f) appointment of the auditor, if any,
- g) election of directors,
- h) resolutions, if any, and
- i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

2) The business at a special general meeting is limited to:

- a) adoption of rules of order, if required, and
- b) that set out in a requisition under bylaw 3.3, if applicable, and
- c) that determined by the Board under bylaw 3.2.

5.2 1) Quorum at a general meeting is 10% of the members, but not fewer than three members, present at all times.

2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

5.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.

3) 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.

5.5 1) The President must chair each general meeting. If the President is not present, able, or willing to be chair, the Vice-President must chair the meeting. If neither the President nor the Vice-President is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.

2) If none of the directors is present, or able or willing to chair a general meeting, then the meeting must elect a member to be chair.

5.6 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

5.7 1) A question, resolution or motion arising at a general meeting must be decided by a majority of votes, except where otherwise required.

2) Voting is by show of hands, except:

a) where otherwise required, or

b) when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.

3) To be eligible to vote, a member must be:

a) a Voting Member in good standing, or an Honourary Member, and

b) present in person.

4) Proxy voting is prohibited.

5.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 1) Subject to the Act and the constitution and bylaws, the Board:

a) must manage, or supervise the management of, the affairs of the Society, and

b) may exercise all the powers of the Society.

2) Without limiting the generality of the foregoing, the Board may make rules, regulations, policies, and procedures for the management of the affairs of the Society.

6.2 1) There must be seven directors.

2) A director has a normal term of office of three years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM three years later.

3) So far as is reasonably practicable, one third of the directors must be elected at the AGM, so that at the adjournment of the AGM:

- a) one third of the directors have remaining terms of office of three years,
- b) one third of the directors have remaining terms of office of two years, and
- c) one third of the directors have remaining terms of office of one year.

A director may be elected for a term of one year or two years so as to comply with this bylaw.

4) A nominee for election as a director must:

- a) be a Voting Member in good standing, or an Honourary Member,
- b) not be a family member or business associate of a director,
- c) be nominated by two members. the nominations committee (if any) or by the Board, and consent to the nomination,
- d) subject to bylaw 6.3 (3), be nominated not fewer than 30 days before an election is to be held,
- e) consent to a criminal record check, and
- f) not be disqualified from being a director of a company under section 124 of the Business Corporations Act.

A director must comply with bylaws 6.2 (4)(a), (b), (e) and (f).

5) In an election of directors:

- a) the nominees must be permitted a reasonable opportunity to provide information about themselves to voters, to make a presentation, and to answer questions,
- b) each member who has the right to vote has as many votes as there are positions to be filled, but must not cast more than one vote for a candidate, and
- c) those nominees who receive the greater number of votes are elected.

6) In an election of directors for terms of differing lengths, those nominees who receive the greater number of votes are elected to the longer terms.

7) An election must take place by secret ballot, unless the number of nominees is equal to or fewer than the number of positions, in which case the nominee or nominees must be declared to have been elected.

- 6.3** 1) The Board may, not fewer than 60 days before the AGM:
- a) give notice of the AGM and election of directors to the members, including information on the number of directors to be elected, their terms, and the process for nominations, and
 - b) appoint a committee to:
 - i) nominate and solicit the nomination of candidates for election,
 - ii) conduct any election that is required, and
 - iii) ensure, not fewer than 30 days before the AGM, that there are sufficient candidates, and that they have complied with the bylaws.
- 2) A person who is a candidate for election, or a family member or business associate of a candidate, is not eligible to be a member of the nominations committee.
- 3) If the Board does not give notice of an election pursuant to bylaw 6.3 (1), then nominations and elections must be conducted at the AGM, subject to bylaw 6.2.
- 4) Nominations from the floor of the AGM are prohibited, unless the number of nominees is fewer than the number of positions to be filled, or bylaw 6.3 (3) applies.
- 6.4** A director ceases to be a director on:
- a) the end of the director's term of office, unless the director is re-elected,
 - b) resigning in writing,
 - c) ceasing to be a member in good standing,
 - d) death,
 - e) becoming unable to perform the duties of a director due to physical or mental disability, or
 - f) failing to attend three meetings of the Board in one year without the consent of the Board, which consent must not be unreasonably withheld.
- 6.5** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.
- 6.6** The members may, by special resolution, remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.
- 6.7** 1) The Board may appoint a member who is qualified under bylaw 6.2 (4) as a director to fill a vacancy in the Board.
- 2) A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.
- 6.8** A director must not be remunerated for being or acting as a director and a director must not receive any profit from holding that position, but a director may be reimbursed for reasonable expenses necessarily incurred while engaged in the affairs of the Society.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) The Board must meet at least four times each year.

3) Quorum at a meeting of the Board is a majority of directors then in office, but not fewer than three, present.

4) A meeting of the Board may be called by:

- a) the President, or
- b) any three directors, or
- c) resolution of the Board.

5) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than three days before the meeting, unless notice is waived by all directors.

7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.

7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Board need be sent to that director, and
- b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

7.4 1) Except where otherwise required, a question arising at a meeting of the Board must be decided by a simple majority of the votes.

2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair has a right to as a member, and the motion or resolution is defeated.

7.5 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

7.6 1) The Board may by resolution create and name committees, appoint their chairs and members, give them tasks, and establish rules for governing their proceedings. Not fewer than one director must be a member of each committee.

2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing it does to the next meeting of the Board held after it has been done.

3) The chair of a committee must be a director.

4) A committee cannot act on behalf of the Society or the Board.

7.7 1) The members of the Executive Committee are the President, Vice-President, Secretary, Treasurer, the Immediate Past-President and such other persons as may be appointed to the committee by the Board. The Immediate Past-President is that person who most recently was but who no longer is the President, or a director.

2) Subject to resolutions of the Board, the Executive Committee may manage, or supervise the management of, the affairs of the Society between meetings of the Board.

7.8 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors’ Duties, Conflicts & Indemnification

8.1 1) A director must:

- a) act honestly and in good faith and in the best interests of the Society, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.

8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.

8.4 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
 - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:

- a) prohibit the Society from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

8.6 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

8.7 1) A director must not become an employee of the Society within a period of one year after the date on which the person ceased to be a director.

2) An employee or contractor of the Society must not become a director within a period of one year after the date on which the person ceased to be an employee or contractor.

Part 9 – Officers

9.1 1) The elected officers are the President, Vice-President, Secretary and Treasurer, who must be elected by the Board from amongst the directors at the first meeting of the Board following the AGM.

2) An elected officer ceases to be an elected officer on:

- a) ceasing to be a director pursuant to bylaw 6.3,
- b) resigning in writing,
- c) failing to attend three consecutive meetings of the Board without the consent of the Board, which consent must not be unreasonably withheld, or
- d) being dismissed by a resolution of which a majority of the directors are in favour.

3) The Board may elect another director to take the place of an elected officer who ceases to hold office between AGMs, for the remainder of the officer's term. If the President ceases to be President before the end of the President's term of office, the Vice-President becomes the President for the remainder of the term, and the Board must appoint or elect a director to be Vice-President for the remainder of that person's term of office.

4) The Board may appoint such other officers from amongst the directors as it deems necessary, and determine their titles, authority, and responsibilities.

9.2 The President:

- a) is the chief executive officer of the Society, unless that title and role have been delegated to an employee,
- b) must chair all meetings of the Board and all general meetings,
- c) must supervise the other officers in the execution of their duties,
- d) has the responsibility and authority generally pertaining to the office of President, subject to any limitations imposed by resolution of the Board.

9.3 The Vice-President, in the President's absence or inability to act, must perform the duties of the President.

- 9.4** The Secretary must:
- a) issue notices and keep minutes of meetings of the Society and the Board,
 - b) conduct the correspondence of the Society,
 - c) have custody of all records and documents of the Society, except those required to be kept by the Treasurer,
 - d) have custody of the seal of the Society, if any, and
 - e) maintain the register of members.
- 9.5** The Treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act, and
 - b) render financial statements to the Board, members, and others when required.
- 9.6** In the absence of the Secretary from a meeting, the Board must appoint another person to act as Secretary.
- 9.7** 1) The Board may appoint an Executive Director, and determine the remuneration and terms and conditions of employment of that person.
- 2) The Executive Director:
- a) is an appointed officer,
 - b) reports to the Board,
 - c) is responsible for managing the operations of the Society,
 - d) must work in partnership with the Board to provide leadership to the Society,
 - e) must inform the Board of major decisions, actions, and plans,
 - f) may also be titled the General Manager or Chief Executive Officer, and
 - g) has the right to receive notice of, attend, and speak at, but not to vote at, Board meetings.

Part 10 – Finance

- 10.1** 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture or mortgage must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2** The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 10.3** Subject to the Personal Information Protection Act and any other applicable law, the:
- a) financial statements, Board and members' minutes, and Register of Members may be inspected by a member, on reasonable notice,

- b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to a resolution of the Board, and
- c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

10.4 The Board must determine, by resolution, the

- a) financial year of the Society, and
- b) signing officers of the Society, and their authority.

10.5 1) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

2) The seal must be kept at the head office of the Society, and used only as authorized by resolution of the Board.

Part 11 – Auditor

11.1 This Part applies only where the Society is required or has resolved to have an auditor.

11.2 At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor.

11.3 An auditor may be removed by ordinary resolution.

11.4 An auditor must be promptly informed in writing of appointment or removal.

11.5 No director and no employee of the Society can be auditor.

11.6 The auditor may attend general meetings.

11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.”

Miscellaneous Special Resolution

On May 13th, 1999 the Society approved a special resolution that was filed with by the Registrar on May 31st, 1999, as follows:

“RESOLVED AS A SPECIAL RESOLUTION that the Board of Directors of the Society be and they are authorized to acquire or cause to be incorporated under the laws of the Province of British Columbia, a company to be named “Seven Generations Institute for Training and Development Inc.” as a subsidiary of the Society and that the Society is authorized to own the shares of said subsidiary company, and further that the Board of Directors of the Society be and they are hereby authorized to execute and deliver such documents as may be necessary to effect the incorporation of the said subsidiary.”

The Society has also passed several special resolutions to authorize borrowing and related matters, which are not included here.