

**BY-LAW NUMBER 1**

**A by-law relating generally to  
the conduct of the affairs of  
THE CANADIAN CHILDREN'S BOOK CENTRE**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

## **ARTICLE ONE**

### **INTERPRETATION**

1.01 **Definitions** In this By-law, unless the context otherwise specifies or requires:

- a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including any regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time, and in the case of such substitution, any references in the By-laws to provisions of the Act or its regulations shall be read as references to the substituted provisions therefor in the new statute, statutes or regulations;
- b) **“Articles”** means the articles, as that term is defined in the Act, of the Corporation from time to time in force and effect;
- c) **“Board”** means the Board of Directors of the Corporation;
- d) **“By-laws”** means any by-law of the Corporation from time to time in force and effect;
- e) **“Corporation”** means THE CANADIAN CHILDREN’S BOOK CENTRE, a non-share capital corporation continued under the Act;
- f) **“Director”** means a director of the Corporation;
- g) **“Member”** means a member of the Corporation; and
- h) **“President”, “Vice-President”, “Treasurer” and “Executive Director”** respectively mean the President of the Corporation, the Vice-President of the Corporation, the Treasurer of the Corporation and the Executive Director of the Corporation.

1.02 **Interpretation** This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- a) all terms which are contained but undefined in the By-laws and which are defined in the Act shall have the meanings given to such terms in the Act;

- b) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## ARTICLE TWO

### **TRANSACTION OF THE AFFAIRS OF THE CORPORATION**

2.01           **Head Office**   Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario.

2.02           **Seal**   The seal of the Corporation shall be in the form impressed hereon.

2.03           **Financial Year**   Until otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of December each year.

2.04           **Execution of Instruments**   Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the Executive Director or by any 2 Directors or officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Corporation when required may be affixed to any instruments in writing signed in accordance with the By-laws.

2.05           **Banking Arrangements**   The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## ARTICLE THREE

### DIRECTORS

3.01 **Number of Directors and Quorum** Subject to the Act, the Board shall manage or supervise the management of the activities and affairs of the Corporation. The number of Directors on the Board shall be a minimum of 6 and a maximum of 12, of whom a majority shall constitute a quorum. The precise number of Directors from time to time between the minimum and maximum noted above shall be determined by the Board.

3.02 **Qualifications of Directors** Every Director shall be an individual: (i) at least eighteen (18) years of age with power under the law to contract, (ii) who has not been declared incapable by a court in Canada or in another country, (iii) who does not have the status of a bankrupt, and (iv) who is a Member or, within thirty (30) days of notice from the Board, becomes a Member.

3.03 **Term** Directors shall be elected at an annual general meeting in accordance with the terms of these By-laws. Each Director shall be elected for an initial term of 3 years. Each Director is eligible for election for a further consecutive term of 3 years, but thereafter is not eligible for re-election until and unless either:

- a) a period of at least 11 months has lapsed from the date of the Director's retirement; or
- b) the remaining Directors agree, by a majority of votes at a meeting of Directors duly called for that purpose, that such Director should be eligible to stand for election for a further consecutive term of up to 3 years; provided that after such further consecutive term of up to 3 years, such individual shall not be eligible for re-election until and unless either the requirements of either the foregoing subparagraph (a) or this subparagraph (b) have been met.

3.04 **Nomination and Election of Directors**

- a) The Board shall annually designate a nominating committee consisting of individuals appointed by the Board at its discretion; provided that (i) an individual who shall be eligible for re-election as a Director at the next annual meeting of Members shall not be permitted to serve on such committee and (ii) the committee shall include at least one Director and one Member. The nominating committee shall attend to the nominations of individuals for election as Directors at the annual general meeting of Members.

- b) A call for nominations shall be requested by the nominating committee from the membership-at-large at least 2 months before each annual general meeting of Members in each year in which Directors will be retiring from the Board at the annual meeting of Members and, to be accepted by the nominating committee, any nomination submitted by a Member must be returned to the Corporation within one month from the date which the call for nominations was requested in the form prescribed by the nominating committee (the “**Return Date**”). The nominating committee may also make nominations. Prior to becoming a valid nomination, (i) the nominee must provide to the Corporation a written statement of consent to stand for election, (ii) the nominee shall have met the qualifications set out in Section 3.02(i), (ii) and (iii) hereof, and (iii) the nominee shall have met any other requirements for nomination determined by the Board from time to time.
- c) As soon as practicable following the Return Date, the nominating committee shall submit to the Board the names of all nominees submitted pursuant to valid nominations, their written statements of consent to stand for election and any other information with respect to such nominees requested by the Board.

3.05            **Forms**    Subject to the requirements of the Act, the Board may prescribe the form of nomination and the form of ballot for the election of Directors.

3.06            **Vacancies**    The office of Director shall be automatically vacated if:

- a) the Director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) at a special meeting of Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director’s term of office;
- c) the Director no longer meets the qualifications set out in Section 3.02 hereof; or
- d) the Director dies.

3.07            **Filling Vacancies**    Subject to the provisions of Sections 3.01 and 3.02, if any vacancy, however caused, shall occur and if such vacancy occurs more than 90 days prior to the expiration of the term of office, then that person may be replaced as Director for the remainder of that person’s term of office by the Board if the remaining Directors

constitute a quorum or the respective vacancy may be filled by a vote of the Members at a special meeting of the Members called for that purpose.

3.08           **Interest of Directors in Contracts** To the extent that any Director of the Corporation has an interest in a material contract or material transaction, whether made or proposed, with the Corporation, the Director and the Corporation shall act in accordance with Section 141 of the Act.

3.09           **Remuneration** The Directors shall receive no compensation, either directly or indirectly, for acting as Directors and shall not receive, either directly or indirectly, any profit from their office; provided that by resolution of the Board the Directors may be paid their reasonable travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or meetings of the Members. Furthermore, by resolution of the Board, Directors may be entitled to any other expenses incurred on behalf of the Corporation in the performance of their duties. Nothing in this Section 3.09 shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity (other than as a Director) provided that he or she does not receive compensation therefor.

3.10           **Committees** The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such powers that it 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 such committee shall serve at the pleasure of the Board and individual committee members may be removed or the committee as a whole may be dissolved by the Board. Members of such committees shall receive no compensation, either directly or indirectly, for acting as such and shall not receive either directly or indirectly any profit from their office; provided that, by resolution of the Board, members of such committees may be paid their reasonable travelling and other out-of-pocket expenses properly incurred by them in attending meetings of such committees.

## ARTICLE FOUR

### **MEETINGS OF DIRECTORS**

4.01           **Notice of Meeting** Meetings of the Board shall be held from time to time at the call of the Board or the President or any 3 Directors. Unless sent by mail, at least 24 hours' notice of any meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 9.01 of this By-law not less than 14 days (exclusive of the day on which the notice is

delivered or sent but inclusive of the day for which the notice is given) before the meeting is to take place.

4.02           **Waiver of Notice**   A Director may in any manner waive notice of a meeting of the Board, and attendance at a meeting of the Board is a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction or any other business on the grounds that the meeting is not lawfully called.

4.03           **Resolution in Lieu of Meeting**   A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors and a copy of such resolution shall be kept with the minutes of the proceedings of the Directors.

4.04           **Place of Meeting**   Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Canada.

4.05           **Chairman**   The President, or in the President's absence, a Vice-President who is a Director shall be chairman of any meeting of Directors; and, if no such officer is present, the Directors present shall choose one of their number to be chairman.

4.06           **Votes to Govern**   At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

4.07           **Meetings by Telephone**   If all the Directors consent, a Director or all Directors may participate in a meeting of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting.

## ARTICLE FIVE

### **OFFICERS**

5.01           **Officers**   The Board may appoint officers of the Corporation from time to time and specify the duties of such officers. A Director may be appointed to any office of the Corporation and up to two offices of the Corporation may be held by the same person.

5.02           **Terms of Employment and Remuneration**   The terms of employment and remuneration of officers appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any officer of the Corporation. Otherwise,

each officer appointed by the Board shall hold office until his or her successor is appointed, save that the term of office of any officer who is a Director shall expire if and when he or she shall cease to be a Director.

5.03           **President**   The President shall have the general management and direction, subject to the authority of the Board, of the organization and transaction of the affairs of the Corporation. The President shall have such other powers and duties as the Board may prescribe.

5.04           **Vice-President**   During the absence or inability to act of the President, the President's duties and powers shall be performed and exercised by the Vice-President or, if there is more than one, by the Vice-Presidents in order of seniority. A Vice-President shall have such other powers and duties as the Board may prescribe.

5.05           **Secretary**   The function of the Secretary shall be carried out by the Executive Director appointed under Section 5.07.

5.06           **Treasurer**   The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation, shall render to the Board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation and shall perform such duties as the Board may prescribe.

5.07           **Executive Director**   The Board shall appoint an Executive Director who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given by the Board from time to time, the Executive Director shall be the chief operating officer of the Corporation, responsible for all its operations. The Executive Director shall also act as the Secretary of the Corporation and shall attend and be the Secretary of all meetings of Members and Directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat; the Executive Director shall give or cause to be given, as and when instructed, all notices to Members and Directors; the Executive Director shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose; and the Executive Director shall perform such other duties as the Board may prescribe.

5.08           **Duties of Other Officers**   The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.



5.09 **Variation of Duties** From time to time the Board may vary, add to or limit the powers and duties of any officer.

5.10 **Agents and Attorneys** The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers as they see fit.

## ARTICLE SIX

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### 6.01 **Indemnities to Directors and Others**

- a) Except in respect of an action by or on behalf of the Corporation, or another entity hereafter referenced, to procure a judgement in its favour, the Corporation shall indemnify a present or former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- b) The Corporation shall advance money to a Director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subparagraph (a) above. The individual shall repay the money if the individual does not fulfil the conditions of subparagraph (c) below.
- c) Notwithstanding the provisions of this By-law, the Corporation may not indemnify an individual under subparagraph (a) unless the individual:
  - i. acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
  - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

- d) Despite subparagraph (a), an individual referred to in that subparagraph is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described in that subparagraph, if the individual seeking indemnity:
  - i. was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
  - ii. fulfils the conditions set out in subparagraph (c).
  
- e) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in subparagraph (a) against any liability incurred by the individual:
  - i. in the individual's capacity as a Director or an officer of the Corporation; or
  - ii. in the individual's capacity as a Director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request,

provided that insurance need not be purchased or maintained in respect of an individual who would not be entitled to receive indemnification pursuant to subparagraph (c).

## **ARTICLE SEVEN**

### **MEMBERS**

7.01        **Members**    The Members of the Corporation shall be such persons as are admitted as Members by resolution of the Board, or admitted as Members by the Executive Director pursuant to policy directions issued by the Board from time to time. Membership in the Corporation may be conditional upon the payment of a fee, assessment or other charge which the Board may prescribe from time to time and which may differ between Members as determined by the Board.

7.02            **Class of Members**    The Corporation shall have one class of Members. All Members shall be entitled to vote at all meetings of Members.

7.03            **Resignation**        A Member may resign by a resignation in writing. A resignation of a Member becomes effective at the time the Member's written resignation is sent to the Corporation.

7.04            **Transfer of Membership**    A membership in the Corporation is not transferable.

7.05            **Ceasing to be a Member**    A person ceases to be a Member when:

- a)    the person resigns pursuant to Section 7.03;
- b)    if at a special meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting;
- c)    if at a Board meeting, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the Board meeting;
- d)    the person dies;
- e)    the person is dissolved, wound-up (voluntarily or involuntarily) or bankrupt; or
- f)    the person fails to pay a fee, assessment or other charge as prescribed pursuant to Section 7.01 within 60 days of notice thereof being given to such person.

Notwithstanding the foregoing, a former Member remains liable for any fee, assessment or other charge prescribed pursuant to Section 7.01 arising prior to ceasing to be a Member.

## **ARTICLE EIGHT**

### **MEETINGS OF MEMBERS**

8.01            **Annual Meeting**        An annual meeting of the Members shall be held at least every calendar year and not later than fifteen months after the holding of the last preceding annual meeting but not later than six months after the end of the Corporation's preceding financial year, for the purpose of:

- a) receiving the documents required pursuant to Section 172 of the Act to be placed before the Members;
- b) appointing the Directors;
- c) appointing the public accountant and fixing or authorizing the Board to fix their remuneration; and
- d) for transacting any other business properly brought before the meeting.

8.02        **Special Meetings** The Board, the President, or any 3 Directors, shall have the power to call a special meeting of Members at any time. Moreover, the Board shall, on the written requisition of Members holding at least 5 percent of votes that may be cast at a Meeting of Members, call a special meeting of the Members. Where the Board does not within 21 days from the date of the deposit of such requisition call the meeting, the requisitionist Members may themselves call the meeting, but any meeting so called shall not be held after the expiration of 3 months from the date of the requisition. The meeting called by such requisition shall be called in the same manner as other meetings of Members are called pursuant to this Article Eight.

8.03        **Place of Meetings** Meetings of Members shall be held at the head office of the Corporation or elsewhere in Canada.

8.04        **Notice of Meetings** At least 21 days' written notice shall be given in the manner specified in Section 9.01 to each Member, Director and the public accountant of any annual or special meeting of Members. The foregoing period of notice shall not exceed (i) 35 days, if notice is sent by facsimile or electronically, or (ii) 60 days, if notice is sent by mail or is published in a publication of the Corporation that is sent to all Members, before the day on which the annual or special meeting of Members is to be held. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and shall state the text of any special resolution to be submitted to the meeting. Notice of each meeting of Members shall state that the Member has the right to vote by proxy.

8.05        **Chairman and Executive Director** The President or, in the President's absence, a Vice-President who is a Director shall be chairman of any meeting of Members; if no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose 1 of their number to be chairman. If the Executive Director is absent, the chairman shall appoint some person, who need not be a Member, to act as secretary of the meeting.

8.06           **Persons Entitled to be Present**   The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.07           **Quorum**   A quorum for the transaction of business at any meeting of Members shall be 6 persons present and in person and each entitled to vote thereat.

8.08           **Right to Vote**   At any meeting of Members, every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a Member in good standing.

8.09           **Votes to Govern**   At any meeting of Members, every question shall, unless otherwise required by the Articles, the By-laws or the Act, be determined by the majority of votes cast on the question.

8.10           **Show of Hands**   Any question at a meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have 1 vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote taken shall be the decision of the Members upon the said question.

8.11           **Polls**   After a show of hands has been taken on any question, the chairman of the meeting may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each person present and entitled to vote shall be entitled to 1 vote, and the result of the poll shall be the decision of the Members upon the said question.

8.12           **No Casting Vote**   In case of an equality of votes at any meeting of Members either upon a show of hands or upon a poll, the chairman of the meeting shall not be entitled to an additional or casting vote.

8.13           **Adjournment**     The chairman at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.14           **Proxies**     Members not in attendance at a meeting of Members may, in accordance with the requirements of the Act, vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, 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 subject to the Act. The Executive Director shall count all valid proxies and, prior to the meeting corresponding to such proxy, report the results to the chairman of such meeting.

## ARTICLE NINE

### **NOTICES**

#### 9.01           **Method of Giving Notice**

(a)     Any notice or other document required by the Act, the Articles, or the By-laws to be sent to any Member or Director or to the public accountant shall, subject to subparagraph (b) below, be sent by prepaid mail or by facsimile or electronically to any such Member or Director in accordance with their latest contact information as shown in the records of the Corporation and to the public accountant at its business address or, if no contact information be given therein, then to the last contact information of such Member or Director known to the Executive Director.

(b)     For so long as the Corporation has at least 250 Members, notice of a meeting of Members may be given to Members by publishing the notice in a publication of the Corporation that is sent to all its Members in accordance with their latest contact information as shown in the records of the Corporation or, if no contact information be given therein, then to the last contact information of such Member known to the Executive Director.

(c)     Notice of any meeting may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

(d)     Any Member, Director or public accountant of the Corporation must provide its updated contact information to the Corporation should the contact information shown in the records of the Corporation change.

9.02           **Computation of Time**   In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03           **Omissions and Errors**   Provided notice is otherwise given in accordance with these By-laws, the accidental omission to give any notice to any Member, Director or the public accountant or the non-receipt of any notice by any Member, Director or the public accountant or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04           **Waiver of Notice**   Any Member (or the Member's duly appointed proxy or representative), Director or the public accountant may waive any notice required to be given to such person under any provision of the Act or the Articles or the By-laws, and such waiver, whether given before or after the meeting or other event, of which notice is required to be given, shall cure any default in giving such notice.

## ARTICLE TEN

### **PUBLIC ACCOUNTANT**

10.01          **Appointment and Remuneration**   The Members shall at each annual meeting of Members appoint a public accountant who meets the requirements of Section 180 of the Act to audit the accounts of the Corporation for reporting to the Members who shall hold office until the next annual meeting of Members; provided, however, that any vacancy in the office of the public accountant may be filled in accordance with the Act. The remuneration of the public accountant shall be fixed by the Board.

## ARTICLE ELEVEN

### **BY-LAWS**

11.01          **Previous By-laws**   All previous by-laws of the Corporation are repealed as and from the effective date of this By-law. Such repeal shall not affect the previous operation of such repealed by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

11.02          **By-laws**   The making of any By-law, any By-law amendment and any repeal of a By-law shall accord with the Act.

**PASSED** by the Directors and sealed with the seal of the Corporation, the 27<sup>th</sup> day of March, 2013.

Chairman

Executive Director

**SANCTIONED** by the Members the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Chairman

Executive Director