

# SOCIETIES ACT

BYLAWS RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF  
NORTHERN NATIVE BROADCASTING YUKON  
(the "Society")

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The Bylaws of the Society are enacted as follows:

## PART 1

### GENERAL

#### 1. Definitions

In these Bylaws and all other bylaws of the Society, unless the context otherwise requires:

- (1) "Act" means the *Societies Act*, RSY 2002, c 206 and, where the context requires, includes the Regulations made under it, as amended or re-enacted from time to time.
- (2) "Anniversary Month" means the fourth month after the month in which the Society's fiscal year end occurs.
- (3) "Annual General Meeting" means the annual general meeting of the Members, at which the Society must present to its members the financial statements in accordance with the Act.
- (4) "Board" means the board of directors of the Society.
- (5) "Bylaws" means these Bylaws, as amended from time to time.
- (6) "Constitution" means the constitution of the Society.
- (7) "Director" means a member of the Board.
- (8) "General Meeting" means a properly constituted meeting of the Members and includes an Annual General Meeting and a Special General Meeting of the Members.
- (9) "Member" means a Person that holds membership in the the Society.
- (10) "Officer" means a Director occupying the position of officer of the Society.
- (11) "Ordinary Resolution" means a resolution passed by the majority of the votes cast on that Resolution.
- (12) "Person" means a government, an individual, or a body corporate.
- (13) "Professional Accountant" has the meaning set out in the Act.
- (14) "Registrar" means the registrar of societies appointed under the Act.
- (15) "Register of Members" means the register of all Members required to be kept by the Act.
- (16) "Registered Address" of a Member means the address as recorded in the Register of Members of the Society.
- (17) "Resolution" means a decision of the Board or the Members passed by the required votes.
- (18) "Special General Meeting" means any General Meeting of the Members that is not an Annual General Meeting.

- (19) "Special Resolution" means, unless another meaning is set out in the Act, a Resolution passed by the vote of not less than 75% of the Voting Members at a General Meeting of which not less than 21 days notice of the resolution has been given; or a resolution unanimously agreed to in writing by all the Members who would have been entitled to vote at a General Meeting.
- (20) "Voting Member" means a Member with the right to cast a vote at General Meetings.

## **2. Interpretation**

Other than as specified in Section 1, all terms contained in these Bylaws that are defined in the Act shall have the meanings given to such terms in the Act.

## **3. Conflict with Act**

If there is a conflict between these Bylaws and the Act, the Act prevails.

## **4. Corporate Seal**

- (1) The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Society, and in the absence of the secretary another Director, shall be the custodian of the corporate seal.
- (2) The seal, if any, shall be affixed only where authorized by these Bylaws or when authorized by a Resolution of the Board and only in the presence of the persons prescribed in the Resolution or in the presence of the President, Secretary or Treasurer.

## **5. Execution of documents**

Contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) Directors. In addition, the Board may from time to time direct the manner in which, and the person by whom, a particular document shall be executed. Any Director may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

## **6. Records**

- (1) The secretary of the Society, and in the absence of the secretary, a Director, shall be responsible for preparing or having prepared the minutes of meetings and causing such minutes to be entered in the minute book of the Society, and shall be responsible for the custody of the minutes and other records of the Society.
- (2) Any Member may examine the records of the Society upon twenty-one (21) days' notice, or at any time or place agreed upon by the person having custody of the records and such agreement may not be unreasonably withheld.
- (3) The Society shall keep the Register of Members containing the following for each

Member:

- (a) the Member's name, address and, if available, email address;
  - (b) the date the Member was admitted as a Member;
  - (c) the date the Member ceased to be a Member; and
  - (d) the class of membership, if any.
- (4) The Society shall keep the Register of Members at the registered office of the Society and the Society shall permit any Member to inspect the Register of Members at any reasonable time.

## **7. Banking**

The banking business of the Society shall be transacted at such bank or other firm or corporation carrying on a banking business as the Board may designate from time to time by Resolution. The banking business shall be transacted by such Directors or other persons as the Board may by Resolution designate from time to time.

## **8. Notice**

- (1) A notice required by these Bylaws or the Act may be given in the manner determined by the Board, and may include: mail, courier, telephone, personal delivery, email, or social media.
- (2) Notice is deemed to have been given when it is delivered personally, by courier, or mailed or emailed to the Registered Address of the Member, or the recorded address of the Director or Professional Accountant; a notice so mailed or emailed is deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of email or social media is deemed to have been given when dispatched to the recipient.
- (3) The secretary may change or cause to be changed the Registered Address of any Member, or the recorded address of any Director or Professional Accountant in accordance with any information believed by the secretary to be reliable.
- (4) A declaration by the secretary that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

**PART 2**  
**MEMBERSHIP**

**9. Members**

(1) The following Yukon First Nations are members of the Society:

1. Carcross/Tagish First Nation
2. Little Salmon Carmacks First nation
3. Champagne and Aishihik First Nations
4. Tr'ondëk Hwëch'in First Nation
5. Kluane First Nation
6. Liard First Nation
7. First Nation of Na-Cho Nyak Dun
8. Vuntut Gwitchin First nation
9. Ross River Dena Council
10. Selkirk First Nation
11. Ta'an Kwäch'än Council
12. Teslin Tlingit Council
13. Kwanlin Dün First Nation
14. White River First Nation

(2) Each Yukon First Nation Member shall be a Voting Member.

(3) Upon recommendation of the Board, the Voting Members may admit any First Nation as an associate member, and any group or organization as an honorary member of the Society in recognition of the contribution of that group or organization to the Society. Associate members and Honorary members shall not be entitled to vote at any meeting of the Society.

**10. Membership Dues**

The amount of membership dues, if any, shall be determined and set by the Members at a General meeting.

**11. Termination of membership**

Membership is terminated when the Member resigns by delivering a resignation in writing to the registered address for the Society.

**12. Obligations of Members**

Every Member shall uphold the Constitution of the Society and comply with these Bylaws and any policies of the Society.

**13. Effect of termination of membership**

Upon any termination of membership, the rights of the Member automatically cease to exist.

**14. Membership rights**

- (1) Members shall have the following rights:
  - (a) Each Member is entitled to receive notice of, attend, and, if a Voting Member, vote at all General Meetings.
  - (b) Each Member is entitled to receive, upon request, a copy of the Constitution and Bylaws of the Society.
  - (c) Where the Member is not an individual, the Member may appoint one (1) delegate to General Meetings.

**PART 3**

**GENERAL MEETINGS OF THE MEMBERS**

**15. Annual General Meetings**

- (1) The Directors shall call an Annual General Meeting, which shall be held after the Society's fiscal year end and no later than the last day of its Anniversary Month.
- (2) The Board shall present the financial statements at the Annual General Meeting, in accordance with the Act.
- (3) If the Directors fail to convene the Annual General Meeting, any Member may call a Special General Meeting, in the same manner as the Directors ought to have called the Annual General Meeting, to be held at such time following the anniversary month as the Registrar may approve; and the Members present at the Special General Meeting shall choose one of their number as chairperson of the meeting.

**16. Special General Meetings**

- (1) In addition to the Annual General Meeting, the Society may hold Special General Meetings.
- (2) The Board may call a Special General Meeting at any time.
- (3) The Board must call a Special General Meeting if requested to do so in writing by not less than 3 of the Members eligible to vote at the meeting. If the Board does not call a meeting within 21 days of receiving the request, any Member who signed the request may call the meeting.

**17. Ordinary business and special business at an Annual General Meeting**

- (1) At an Annual General Meeting, the following is ordinary business:
  - (a) adoption of rules of order;
  - (b) presentation of the financial statements;
  - (c) report of the Directors;
  - (d) report of the Professional Accountant, if required;
  - (e) election of or appointment of Directors;
  - (f) appointment of the Professional Accountant, if required; and
  - (g) business arising out of a report of the Directors that does not require the passing of a Special Resolution.
- (2) At an Annual General Meeting, special business is all business that is not ordinary business. Decisions related to special business may be made by Ordinary Resolution, unless a Special Resolution is required by the Act or by these Bylaws.

**18. Ordinary business and special business at a Special General Meeting**

At a Special General Meeting, special business is all business other than the adoption of the rules of order. Special business shall not be conducted unless notice has been given of the proposal to conduct that business at the Special General Meeting.

**19. Order of business at General Meetings**

- (1) The order of business at a General Meeting is as follows:
  - (a) Select a chairperson, in accordance with these Bylaws;
  - (b) Determine if there is a quorum;
  - (c) Approve the agenda;
  - (d) Approve the minutes from the last General Meeting;
  - (e) Deal with unfinished business from the last General Meeting;
  - (f) If the meeting is an Annual General Meeting:
    - (i) Present the financial statements of the Society for the previous fiscal year, and the Professional Accountant's report, if any;
    - (ii) Receive any reports of Directors' activities and decisions since the previous Annual General Meeting;
    - (iii) Elect or appoint Directors; and
    - (iv) Appoint a Professional Accountant, if required;
  - (g) Deal with new business, including any matters about which notice has been given

to the Members in the notice of meeting; and

- (h) Terminate the meeting.

## **20. Notice**

- (1) Notice of a General Meeting must be given to each Member shown on the Register of Members and to the Professional Accountant, if applicable, as follows:
  - (a) not less than 10 days before the scheduled date of the General Meeting; and
  - (b) where a Special Resolution is to be voted on, not less than 21 days before the scheduled date of the General Meeting.

## **21. Content of the notice of a General Meeting**

- (1) A notice of a General Meeting must state:
  - (a) The place, day and hour of the meeting;
  - (b) The general nature of any special business to be transacted at the meeting; and
  - (c) Where a Special Resolution is to be voted on, the proposed text of the Special Resolution.

## **22. Accidental omission to give notice of General Meeting**

The accidental omission to give notice of a meeting to, or the non-receipt by, any of the Members entitled to receive notice does not invalidate any action taken or the proceedings at the General Meeting.

## **23. Absentee voting at General Meetings**

Members may exercise their right to vote at a General Meeting. Members may not vote if not in attendance at a General Meeting.

## **24. Quorum at General Meetings**

A quorum at any General Meeting shall be five (5) Members entitled to vote. If a quorum is present at the opening of the meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **25. Lack of quorum at General Meetings**

If, after 30 minutes from the time set for holding a General Meeting, a quorum is not present at the meeting, the Voting Members who are present constitute a quorum for that meeting.

## **26. Chairperson of General Meetings**

The following individual shall preside as chairperson of a General Meeting:



- (a) the individual, if any, appointed by the Board to preside as chairperson;
- (b) if the Board has not appointed an individual to preside as the chairperson or the individual appointed by the Board is unable to preside as the chairperson:
  - (i) the president;
  - (ii) the vice-president, if the president is unable to preside as the chairperson;
  - (iii) if there is no individual entitled under these Bylaws who is able to preside as the chairperson of the meeting after 30 minutes from the time set for holding the meeting, those Members present must elect a Member who is present at the meeting to preside as the chairperson.

### **27. Chairperson's rights**

The chairperson may move or propose a Resolution and may second a motion or Resolution proposed by another Member, and the chairperson shall have a vote.

### **28. Votes to govern at General Meetings**

- (1) At any General Meeting, every Resolution shall be passed by a majority of the votes cast, unless a Special Resolution is required by the Act or these Bylaws.
- (2) In case of an equality of votes, the resolution will be lost.
- (3) Votes shall be taken by a show of hands, or by mail-in, telephonic or electronic voting means if Members are entitled to vote by such means under these Bylaws.
- (4) Before or after a vote on any question, the chairperson of the meeting may require, or any Member may demand, a secret ballot and any such secret ballot shall be taken in such manner as the chairperson of the meeting may direct.
- (5) Whenever a vote by show of hands is taken on a question, a declaration by the chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

### **29. Adjournments of General Meetings**

The chairperson may, with the majority consent of any General Meeting, adjourn the meeting from time to time and from place to place and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of seven (7) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.

### **30. Persons entitled to be present at General Meetings**

The only persons entitled to attend a General Meeting are the Members, the Directors, the Professional Accountant and such other persons who are entitled or required under any provision of the Act or the Constitution to be present at the meeting. Any other person may be admitted

only if invited by the chairperson of the meeting or by Resolution of the Members.

### **31. Place of General Meetings**

Subject to the Act, General Meetings shall be held in the Yukon.

### **32. Participation by electronic means at General Meetings**

If the Society chooses to make available a telephonic or electronic facility that permits all participants to communicate with each other during a General Meeting, any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting and may vote by such telephonic or electronic means as the Society has made available for that purpose.

### **33. General Meeting held entirely by electronic means**

If the Directors or Members call a General Meeting, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any Member entitled to attend such meeting may participate in the meeting by such telephonic or electronic means, is deemed to be present at the meeting and may vote by such telephonic or electronic means that the Society has made available for that purpose.

## **PART 4**

### **DIRECTORS**

#### **34. Number of Directors**

The Members at a General Meeting shall determine the fixed number of Directors from time to time; however, the Board shall at all times be composed of a minimum of three (3) Directors and a maximum of seven (7) Directors.

#### **35. Board eligibility**

Any individual nominee of a Voting Member of the age of majority and who is not bankrupt, shall be eligible for nomination for election to the Board.

#### **36. Election of Directors**

The Directors shall be elected by the Members entitled to vote at each Annual General Meeting, to hold office for a term commencing at the end of such Annual General Meeting and ending not later than the close of the Annual General Meeting held two years following the election.

#### **37. Authority of Directors**

The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do. Any decision of the Board shall be by Resolution, recorded and maintained with

the records of the Society.

### **38. Limit on authority of Directors**

- (1) The authority of the Directors is subject to:
  - (a) All laws affecting the Society;
  - (b) These Bylaws; and
  - (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Members at a General Meeting. However, no rule made by the Members at a General Meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### **39. Removal of Directors**

The Members may remove a Director before the expiration of the Director's term of office by Special Resolution. The affected Director shall be provided notice of the proposed Special Resolution, and shall be provided an opportunity to be heard.

### **40. Vacancies**

- (1) The Directors may fill a vacancy on the Board, at any time and from time to time, by appointing any eligible individual as a Director.
- (2) A Director so appointed ceases to hold office when a successor is elected at the next Annual General Meeting of the Society, but is eligible for re-election at that meeting.
- (3) A vacancy on the Board does not impair the capacity of the remaining Directors to act.

### **41. Remuneration**

Directors may receive remuneration and may be reimbursed for expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society. Any remuneration shall be approved by the Board and ratified by Special Resolution of the Members.

### **42. Meetings of Directors**

The Directors may determine the place, time, business and proceedings of their meetings. Any one Director may at any time convene a meeting of the Directors.

#### **43. Notice of meetings of the Board**

- (1) At least two (2) days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.
- (2) A meeting of the Board may be held and duly constituted at any time without notice if all the Directors are present or, if any be absent, those absent have waived notice or signified their consent in writing to the holding of the meeting in their absence.
- (3) No notice of meeting need specify the purpose or the business to be transacted at the meeting.

#### **44. Regular Board meetings**

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

#### **45. Quorum of Board meetings**

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.

#### **46. Board meetings held by electronic means**

If a majority of Directors consent, a meeting of the Board may be held by means of such telephonic or electronic means that permits all participants in the meeting to communicate with each other, and a Director participating in the meeting by that means shall be deemed to be present at the meeting.

#### **47. Votes to govern at meetings of the Board**

- (1) A decision of the Board or of a committee of Directors shall be made by a majority of votes. In the case of an equality of votes, the chairperson does not have a second or casting vote.
- (2) No Resolution proposed at a meeting of Directors or at a meeting of a committee of Directors need be seconded and the chairperson of a meeting may move or propose a Resolution.
- (3) A Resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

#### **48. Committees**

The Directors may from time to time appoint any committee consisting of one or more Directors, and delegate power to such committees. A committee so formed shall conform to any rules imposed on it by the Directors, and shall report anything done in the exercise of those powers to the next meeting of the Directors. Any appointee to the committee may be removed by Resolution

of the Board. A committee may meet and adjourn as its appointees think proper.

#### **49. Conflict of Interest**

- (1) A Director who is party to, or is a director or officer of or has a material interest in any Person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of this interest to the Board and request to have entered in the minutes of the meetings of the Board the nature and extent of the interest.
- (2) The disclosure shall be made at the meeting at which the material contract is first considered. If the Director becomes interested after a material contract is made, the disclosure shall be made at the first meeting of the Board after the Director becomes so interested. If an individual who is interested in a material contract later becomes a Director, the disclosure shall be made at the first meeting after becoming a Director and becoming aware of the material contract.
- (3) Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course would not require approval by the Board, and the Director whose interest in a contract is so referred to the Board shall not vote on any Resolution to approve the same.

### **PART 5**

#### **BOARD POSITIONS**

##### **50. Officers**

The Board shall, as often as may be required, appoint from among the Directors, a president, a vice-president, a secretary and a treasurer or a secretary/treasurer, and such other officers the Board deems necessary.

##### **51. Duties of Officers**

- (1) The officers shall have the following duties and powers associated with their positions:
  - (a) The president shall preside as the chairperson of the Board, is the chief executive officer of the Society and shall supervise the other Directors in the execution of their duties. The president shall have such other duties and powers as the Board may determine.
  - (b) The vice-president shall carry out the duties of the president if the president is unable to act.
  - (c) The secretary shall carry out those duties set out in these Bylaws, and shall give or cause to be given notice of General Meetings and meetings of the Board.

- (d) The treasurer shall keep the financial records, including books of accounts, records of all monies received and where they were received from and all moneys disbursed and what they were disbursed for, and records of all capital and fixed assets of the Society. The treasurer shall render or cause to be rendered financial statements to the Directors, Members and others when required.
  - (e) The duties of other officers, if any, shall be determined by the Board.
- (2) In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
  - (3) The Board may delegate the powers and duties of an officer to another director from time to time.

## **52. Remuneration of Officers**

No Officer shall be remunerated for being or acting as an Officer. Officers may be reimbursed for expenses necessarily and reasonably incurred by the Officer while engaged in the affairs of the Society.

## **PART 6**

### **BORROWING**

## **53. Borrowing powers**

- (1) The Society not issue debentures unless the issue is approved by a Special Resolution.
- (2) In order to carry out the purposes of the Society, the Board may, without the authorization of the Members:
  - (a) borrow money on the credit of the Society;
  - (b) issue, re-issue, sell, or pledge debt obligations of the Society;
  - (c) give a guarantee on behalf of the Society; and
  - (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, real or personal, to secure any debt obligation of the Society.
- (3) The Members may by Special Resolution restrict the borrowing powers of the Directors.

## PART 7

### PROFESSIONAL ACCOUNTANT

#### 54. Application

(1) This part applies only where:

- (a) the Act requires the Society to have a Professional Accountant; or
- (b) the Board or the Members have resolved to appoint a Professional Accountant.

#### 55. Appointment of Professional Accountant

The Members shall appoint a Professional Accountant at each Annual General Meeting. The Members may delegate the authority to appoint a Professional Accountant to the Directors. The Directors may appoint a Professional Accountant to fill a vacancy occurring between one Annual General Meeting and the next.

#### 56. Removal

The Members may remove a Professional Accountant by Ordinary Resolution at a General Meeting and appoint a new Professional Accountant in its place.

#### 57. Disqualification

No Director or employee of the Society may act as a Professional Accountant of the Society.

## PART 8

### DISSOLUTION

#### 58. Voluntary winding up

The Society may surrender its certificate of incorporation by Special Resolution.

#### 59. Distribution of assets

- (1) On dissolution of the Society, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the Act, be distributed as follows:
- (a) Where the Society has a charitable purpose, to a qualified donee, as defined under the *Income Tax Act* (Canada); and
  - (b) Where the Society does not have a charitable purpose, to one or more Yukon Societies as is determined by a Special Resolution.

## PART 9

### DISPUTE RESOLUTION

#### 60. Dispute Resolution

- (1) In the event that a dispute or controversy among Members or Directors arising out of or related to these Bylaws is not resolved in private meetings between the parties then, without prejudice to or in any other way derogating from the rights of the Members or Directors as set out in these Bylaws or the Act, and as an alternative to legal action, such dispute or controversy may be settled by a process as follows:
  - (a) If the dispute or controversy does not involve the Board or any one or more of the Directors and does not relate to a decision made by the Board, the dispute or controversy shall first be submitted in writing to the Board for mediation, which mediation shall occur within six (6) months of such submission.
  - (b) If the dispute or controversy does involve Board or any one or more Directors or relates to a decision made by the Board, the dispute or controversy shall first be submitted in writing to a panel of mediators consisting of three Members who are not party to the dispute or controversy, for mediation, which mediation shall occur within six (6) months of such submission. Each of the parties shall appoint one Member to the panel, and the Members so appointed jointly appoint an additional Member to the panel. The mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
  - (c) If the dispute or controversy has not been resolved by mediation, any party may refer the matter to the courts of the Yukon.

## PART 10

### AMENDMENTS

#### 61. Amendments

The Society may amend, replace or repeal these Bylaws by Special Resolution, but the change is not effective until filed with and approved by the Registrar.

#### 62. Notice required

The notice of the General Meeting at which a Special Resolution to amend the Bylaws is to be voted on shall state the sections to be deleted, if any; and shall state the entire texts of the articles to be substituted or added.



NORTHERN NATIVE BROADCASTING YUKON  
(THE "SOCIETY")

SPECIAL RESOLUTION OF THE MEMBERS

Title: BYLAW AMENDMENT

Date: January 14, 2020

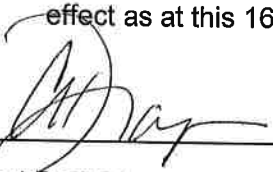
WHEREAS Society wishes to update the Society's bylaws;

RESOLVED as a special resolution that:

1. The bylaws of the Society are hereby repealed in their entirety and replaced with the attached bylaws attached hereto as Schedule "A"; and
2. Any Director is authorized to file a certified true copy of this resolution with the Registrar of Societies together with a copy of the approved bylaws.

I, Albert Drapeau, secretary/treasurer and a Director of the Society, hereby certify:

1. The foregoing is a true and correct copy of a duly passed Special Resolution of the Members of the Society; and
2. The Resolution has not been rescinded, amended or modified and is in full force and effect as at this 16<sup>th</sup> day of January 2020.

  
\_\_\_\_\_  
Albert Drapeau

**FILED**

JAN 27 2020

DEPUTY REGISTRAR  
OF SOCIETIES