

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

### INNOCENCE CANADA

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

#### 1. DEFINITIONS AND INTERPRETATION

1. **Definitions** - In the By-laws, unless the context otherwise requires:
  - a. **“Act”** means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations, and any statute or regulations that may be substituted therefor, as amended from time to time;
  - b. **“Articles”** means the articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - c. **“Board”** means the board of Directors of the Corporation;
  - d. **“By-laws”** means this by-law and any other by-law of the Corporation, as amended from time to time;
  - e. **“Corporation”** means Innocence Canada;
  - f. **“Director”** means a member of the Board;
  - g. **“Ordinary resolution”** means a resolution passed by a majority of the votes cast on that resolution; and
  - h. **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.
2. **Interpretation** - In the interpretation of the By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in the By-laws.

**THE PURPOSE OF THIS BY-LAW IS TO SET OUT RULES AND PROCEDURES TO BE FOLLOWED BY THE CORPORATION IN THE GOVERNANCE OF ITS AFFAIRS. THE BY-LAW IS INTENDED TO APPLY TO THE MOST COMMON CORPORATE EVENTS. CERTAIN PROVISIONS OF THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT AND REGULATIONS MADE UNDER IT (“ACT”) HAVE BEEN INCORPORATED WHERE APPLICABLE.**

**HOWEVER, THIS BY-LAW IS NOT IN ITSELF A COMPLETE CODIFICATION OF THE PROVISIONS OF THE ACT AND OTHER LAWS APPLICABLE TO THE CORPORATION. MANY PROVISIONS OF THE ACT HAVE NOT BEEN INCORPORATED IN THE BY-LAW AND REFERENCE TO THE ACT SHOULD BE MADE TO ENSURE THAT ALL RELEVANT LEGAL REQUIREMENTS HAVE BEEN COMPLIED WITH.**

## 2. BOARD OF DIRECTORS

3. **Number of Directors** - The Articles provide for a minimum and maximum number of Directors and, accordingly, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by Ordinary resolution or, if the Ordinary resolution empowers the Board to determine the number, by resolution of the Board. The minimum number of Directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.

4. **Qualifications** - Each Director shall be an individual who is not less than 18 years of age. No person who has been found, under the laws of a province, to be unable, other than by reason of minority, to manage their property, has been declared to be incapable by any court in a jurisdiction outside Canada, or who has the status of a bankrupt shall be a Director. Subject to the Articles, an individual shall be disqualified from serving as a Director if they are a current employee or contractor of the Corporation, except as otherwise determined by Board resolution.

5. **Election and Term** - The Directors shall be elected and shall retire in rotation. Each Director shall be elected to hold office for a term of up to three (3) years, provided that each Director shall hold office until the earlier of the date on which their office is vacated or until their successor is elected or appointed in accordance with the By-laws. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a member, an officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an officer or committee member if the Board deems it appropriate in the circumstances. At least one-third (1/3) of the Board shall retire each year, provided that each such retiring Director, if qualified, shall be eligible for re-election without limitation.

6. **Vacancies** - Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains.

7. **Filling Vacancies** - So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified person appointed by the Directors then in office. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the number of Directors required to be elected at any members' meeting, or if the vacancy has arisen from an increase in the number of Directors or the minimum or maximum number of Directors provided for in the Articles, the Board shall forthwith call a members' meeting to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the vacated term.

8. **Committees** - The Board may establish committees from time to time. The Board shall determine the duties of the Board committees. The Board committees shall be:

- a. Standing Committees, being those committees whose duties are normally continuous; and
- b. Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

9. **Functions, Duties, Responsibilities and Powers of Board Committees** - The functions, duties, responsibilities and powers of the Board committees shall be provided in the Board resolution by which a Board committee is established or in terms of reference adopted by the Board.

10. **Board Committee Members, Chair** - Unless otherwise provided by by-law or Board resolution, the Board shall appoint the chair, the vice-chair (if any) and the members of each Board committee. Each chair and vice-chair of a Board committee shall be a Director. The members and the chair and vice-chair of

each Board committee shall hold their office at the will of the Board. The Board committees may include members who are not Directors (other than an Executive Committee, if any). If the corporation has an audit committee, the audit committee shall be composed of not less than three Directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates. Unless otherwise provided, the President shall be an *ex-officio* member of all Board committees.

11. **Procedures at Board Committee Meetings** - Procedures at and quorum for Board committee meetings shall be determined by the chair of each committee, unless established by Board resolution or by Board-approved general committee regulations.

12. **Executive Committee** - Whenever the Board consists of more than five Directors, the Board may elect from its members an executive committee (which may be known as the “**Executive Committee**”) of not less than three Directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions imposed from time to time by the Board and the Act.

13. **Advisory Committees** - The Board may, by resolution, establish one or more advisory committees from time to time to provide the Board with expert strategic advice on planning priorities. The advisory committees shall report and be responsible to the Board, and, at the direction of the Board, to the Executive Committee (if any). The composition and terms of reference of the advisory committees shall be established by Board resolution from time to time. The members of the advisory committees shall hold office at the Board's discretion.

14. **Remuneration and Expenses** – In accordance with the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director may receive reasonable compensation for services provided to the Corporation that are performed in a capacity other than as a Director.

### 3. DIRECTORS' MEETINGS

15. **Calling of Meetings, chair** – Board meetings may be called by the President of the Board or the Co-Presidents of the Board (as the case may be), the Executive Director (if any) or any two Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting. In the event that the President of the Board or both Co-Presidents of the Board (as the case may be) are absent, the Directors present shall choose one of their number to chair the meeting.

16. **Notice of Meetings** - Notice of a Board meeting shall be sent to each Director not less than 48 hours before the date of the meeting provided that a Board meeting may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice. Notice of any Board meeting or any irregularity in any meeting or in the notice thereof may be waived in any manner by any Director either before or after the meeting. For the first Board meeting to be held following the election of Directors at a members' meeting, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

17. **Quorum** - Subject to the Act, a quorum for the transaction of business at any Board meeting shall be a majority of the number of Directors which then constitutes the Board.

18. **Meeting Held Entirely by Electronic Means** - If the Executive Director (if any), the President of the Board or any two Directors call a Board meeting pursuant to the Act, the Executive Director (if any), the President of the Board or the two Directors, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
19. **Votes to Govern** – Subject to section **Error! Reference source not found.**, at all Board meetings every question shall be decided by a majority of the votes cast on the question.
20. **Casting Vote** - In the case of an equality of votes at a Board meeting, the chair of the meeting shall not be entitled to a second or casting vote.
21. **Written Resolutions** – A resolution in writing signed by all the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
22. **Confidentiality** - Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

#### 4. APPOINTMENT AND DUTIES OF OFFICERS

23. **Appointment of Officers** - The Board may, from time to time, designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless the By-laws otherwise provide. Two or more offices may be held by the same person.
24. **Description of Officers** - Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
  - a. **Co-Presidents of the Board** – the Board may appoint a President or two Co-Presidents. The President or Co-Presidents of the Board, if one or two are to be appointed, shall be a Director or Directors. The President or Co-Presidents of the Board, if any, shall, when present, preside at all Board meetings and members’ meetings.
  - b. **Vice-President of the Board** - The Vice-President of the Board, if one is to be appointed, shall be a Director. If the President of the Board or both Co-Presidents of the Board, as the case may be, are absent or unable or refuses to act, the Vice-President of the Board, if any, shall, when present, preside at all Board meetings and members’ meetings.
  - c. **Executive Director** - If appointed, the Executive Director shall be the most senior executive of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
  - d. **Secretary** - If appointed, the secretary shall attend and be the secretary of all Board meetings and members’ meetings. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall

give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- e. Other Officers - The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them.

25. **Term of Officers** - In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a Director (if a necessary qualification of appointment); or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

## 5. INDEMNIFICATION

26. **Limitation of Liability** - No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

27. **Indemnity of Directors and Officers** - Every Director and officer of the Corporation, every former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of such corporation or body corporate if,

- a. he acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

28. **Insurance** - Subject to the limitations contained in the Act, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in subsection 151(1) of the Act against any liability incurred by the individual:

- a. in the individual's capacity as a Director or officer of the Corporation; or
- b. in the individual's capacity as a Director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## 6. MEMBERSHIP

29. **Entitlement** – Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted as a member by resolution of the Board or in such other manner as may be determined by the Board.

30. **Membership** - Subject to the Articles, there shall be one (1) class of members in the Corporation. As set out in the Articles, each member in good standing shall be entitled to receive notice of, attend and vote at all members' meetings, but only after six (6) months of having been accepted as a member in accordance with the By-laws.

31. **Termination of Membership** - A membership in the Corporation is terminated when the member dies, resigns, or in the case of a corporation, is dissolved, the members is expelled or the member's membership is otherwise terminated in accordance with the Articles or this by-law, or the Corporation is liquidated and dissolved under the Act. Upon any termination of membership, the rights of the member automatically cease to exist.

32. **Resignation** – Any member may resign as a member by delivering a written resignation to the Board or designate, in which case such resignation shall be effective from the date specified in the resignation.

33. **Membership Dues** - The Board may require members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within one calendar month of the membership renewal date, as the case may be, the members in default shall automatically cease to be members of the Corporation.

34. **Discipline of Members** – The Board shall have the authority to expel any member for any one or more of the following reasons:

- a. violating any provision of the Articles, By-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- c. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Executive Director or such other Officer as may be designated

by the Board shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Executive Director or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Executive Director or such other Officer as may be designated by the Board, the Executive Director or such other Officer as may be designated by the Board may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section **Error! Reference source not found.**, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

35. **Expulsion of Members** - The members may, by Special Resolution passed at a special meeting of members, expel a member where the member carries out any conduct which may be detrimental to the Corporation, provided that the member shall be given the opportunity to be heard at such meeting.

## 7. MEETINGS OF MEMBERS

36. **Notice of Meetings** - Notice of the time and place of a members' meeting shall be given to each member entitled to vote at the meeting and to the public accountant of the Corporation by the following means: (a) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or (b) by telephonic, electronic or other communication during a period of 21 to 35 days before the day on which the meeting is to be held.

37. **Place of Meetings** - Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, a members' meeting may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

38. **Persons Entitled to be Present** - The only persons entitled to be present at a Meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

39. **Chair of Meeting** - If the President of the Board or both the Co-Presidents of the Board (as the case may be) are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

40. **Quorum**

- a. A quorum at any members' meeting (unless a greater number of members are required to be present by the Act) shall be the lesser of a majority and three of the members entitled to vote at the meeting. If a quorum is present at the opening of a members' meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- b. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

- c. The quorum at an adjourned members' meeting shall be the presence of those members entitled to vote who are present at the meeting.
- d. If the Corporation has only one member, or one member in any class of members in which a meeting is held for that class, the member present in person or by proxy constitutes a meeting.
- e. For the purpose of determining quorum, a member may be present in person, or, if permitted, by proxy or by telephonic and/or other electronic means.

41. **Votes to Govern** - At any members' meeting every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

42. **Participation by Electronic Means** - If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a members' meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the By-laws, any person participating in a members' meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

43. **Meeting Held Entirely by Electronic Means** - If the Board or, pursuant to the Act, the members call a members' meeting, the Board or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

44. **Absentee Voting at Members' Meetings** - Pursuant to Subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a members' meeting may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that: (a) enables the votes to be gathered in a manner that permits their subsequent verification, and (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

45. **No Voting by Proxy** - Members shall not be permitted to vote by proxy.

46. **Written Resolutions** - Subject to the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a members' meeting is as valid as if it had been passed at a members' meeting.

## **8. BANKING ARRANGEMENTS, CONTRACTS, ETC,**

47. **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.



48. **Banking Arrangements** - The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

## 9. NOTICES

49. **Giving Notices** - Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

50. **Methods of Giving** - A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

51. **Errors or Omissions** - The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

52. **Computation of Time** - Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

53. **Undelivered Notices** - If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until such member informs the Corporation in writing of his new address.

## 10. GENERAL

54. **Corporate Seal** – The Corporation may, but need not, have a corporate seal. If adopted, the seal, shall be in the form approved from time to time by the Board, and the secretary of the Corporation shall be the custodian of the corporate seal.
55. **Financial Year End** - The financial year end of the Corporation shall be determined by the Board.
56. **Annual Financial Statements** - The Corporation may give members notice in the manner referred to in the By-laws that the annual financial statements and public accountant’s report are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail.
57. **Policies** - The Board may adopt, amend, or repeal by resolution such governance and operating policies that are not inconsistent with the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any policy adopted by the Board will continue to be effective until amended, repealed, or replaced by a subsequent resolution of the Board.
58. **Invalidity of any Provision of the By-Laws** – The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

## 11. REPEAL

59. **Repeal** – All previous by-laws of the Corporation shall be repealed and replaced with these By-laws.

**CERTIFIED** to be By-Law No. 1 of the Corporation, as enacted by the Directors by resolution dated May 18, 2023 and confirmed by the members by resolution dated June 17, 2023.



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Co-President



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Co-President