

**AMENDED AND CONSOLIDATED  
GENERAL BY-LAW 2017**

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

**CANADIAN HEARING SOCIETY  
SOCIETE CANADIENNE DE L'OUIE**

(the "Corporation")

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

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**SECTION 1 – GENERAL**

**1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "articles" means the original or restated 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 and "director" means a member of the board;
- (d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (f) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this by-law, 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 in section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

The Corporation 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 Corporation shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: 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.

## **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the board.

### **1.06 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.

### **1.07 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **1.08 Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

### **1.09 Board Policies**

The board may adopt, amend, or repeal board policies relating to the management and operation of the Corporation as the board may deem appropriate from time to time that are not inconsistent with the Act, articles or by-laws of the Corporation. Any board policy adopted by the board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

## **SECTION 2 – MEMBERSHIP**

### **2.01 Membership Conditions**

The only members of the Corporation shall be the directors from time to time. A director automatically becomes a member of the Corporation upon his or her appointment or election as a director without further act, deed or approval.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to this Section 2.01 if such amendment affects membership rights and/or conditions described in paragraph 197(1)(e), (h), (l) or (m) of the Act.

### **2.02 Notice of Members' Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, 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 facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Provided notice of a meeting of members is given within the timelines in (a) or (b) above, notice shall be sufficiently given:

- (a) if delivered personally to the member to whom it is to be given or if delivered to such member's address as shown in the records of the Corporation;
- (b) if mailed by prepaid ordinary or air mail to such member at such member's recorded address;
- (c) if sent to such member by telephonic, electronic or other communication facility at such member'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.

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 in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice

has been given pursuant to this by-law 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, type-written or printed.

The accidental omission to give any notice to any member or the non-receipt of any notice by any such member where the Corporation has provided notice in accordance with the by-law 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.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

### **SECTION 3 – MEMBERSHIP DUES AND TERMINATION**

#### **3.01 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

The board may set membership dues, from time to time, by resolution. Any member or prospective member may appeal to the board for a waiver of membership dues, which the board may or may not accept in its sole discretion.

#### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies;
- (b) the member resigns;
- (c) the member is removed from membership in accordance with Section 3.03;
- (d) the member ceases to be a director;
- (e) the Corporation is liquidated and dissolved under the Act; or
- (f) the member's membership is otherwise terminated in accordance with the articles or by-laws.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

### **3.03 Removal from Membership**

The board may, by resolution, remove any member from the Corporation for any one or more of the following grounds:

- (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 removed from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

If no written submission is received by the chair of the board, the chair of the board, or such other officer as may be designated by the board, may proceed to notify the member that the member is removed from membership in the Corporation. If a written submission is received in accordance with this section, the board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **4.01 Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or elsewhere as the board may determine.

### **4.02 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.

### **4.03 Chair of the Meeting**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.04 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of: (i) 50% of the members entitled to vote at the meeting, or (ii) six (6) members entitled to vote at the meeting. 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.

#### **4.05 Votes to Govern**

At any meeting of members 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. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

### **SECTION 5 – DIRECTORS**

#### **5.01 Directors' Powers**

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner. Subject to the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Corporation.

#### **5.02 Number of Directors**

The board shall be comprised of a fixed number of directors determined from time to time by ordinary resolution of the members or, if an ordinary resolution of the members empowers the directors to determine the number, by resolution of the board. The minimum number of directors may not be less than five (5), at least two of whom are not officers or employees of the Corporation or its affiliates.

#### **5.03 Election and Term**

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

The directors of the Corporation shall be elected and shall retire in rotation. Except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for a three-year term, which shall be calculated from the date of the meeting at which they are elected until the close of the third (3<sup>rd</sup>) annual meeting following or until their successors are elected.

Directors may serve for a maximum of nine (9) consecutive years, after which a minimum of one (1)-year absence is required before an individual may serve as a director of the Corporation again.

#### **5.04 Composition and Nominations**

A minimum of fifty percent (50%) of the directors on the board shall be culturally Deaf, oral deaf, deafened and/or hard of hearing. Any slate of director nominees presented to the members shall take into account the board's composition as noted above in addition to any other criteria established by the board.

#### **5.05 Removal of Directors**

Subject to the Act, the members may by ordinary resolution passed at a special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board.

#### **5.06 Vacancy in Office of Director**

The office of a director shall be automatically vacated if:

- (a) the director dies;
- (b) the director delivers a written notice of resignation to the Corporation;
- (c) the director ceases to be a member;
- (d) the director ceases to be qualified for election as a director; or
- (e) the director is removed from office by the members.

#### **5.07 Filling Vacancy in Office of Director**

Subject to the Act, a quorum of the board may fill a vacancy in the board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of directors; or
- (b) a failure of the members to elect the number or minimum number of directors provided for in the articles.

## **SECTION 6 – MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Regular 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 place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.04 Quorum**

A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board.

### **6.05 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

## **SECTION 7 – OFFICERS**

### **7.01 Appointment**

The board may 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 these by-laws otherwise provide. Two or more offices may be held by the same person.

### **7.02 Description of Offices**

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) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (c) Immediate Past-Chair of the Board – If appointed, the immediate past-chair shall be an advisor and mentor to the chair of the board and shall have such other duties and power as the board may specify. The immediate past-chair shall also act as an ambassador as directed by the board.
- (d) President/Chief Executive Officer (CEO) – If appointed, the president/CEO shall be responsible for implementing the strategic plans and policies of the Corporation. The president/CEO shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (e) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. 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, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (f) Treasurer – If appointed, the treasurer shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall:
- i. Ensure the proper handling of all financial dealings of the Corporation, including by not limited to: proper custody of all funds, securities and deposits;
  - ii. Ensure accurate, accessible and timely accounting of assets, liabilities, receipts and disbursements;
  - iii. Ensure the proper reporting to the board and members, monitoring of contracts and reporting to funders and donors;
  - iv. Act as a formal board contact with public accountants, ensuring proper reporting of their findings to the board; and
  - v. Ensure the proper carrying out of all policies regarding the financial activities of the Corporation.

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 requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

### **7.03 Vacancy in Office**

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.

## **SECTION 8 – COMMITTEES**

### **8.01 Committees**

The board may from time to time establish any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board

shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

## **SECTION 9 – NOTICES**

### **9.01 Method of Giving Notices**

Any notice (which term includes any communication or document), other than notice of a meeting of members, 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, if delivered to the director's latest address as shown in the records of the Corporation or 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) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or 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) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (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.

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 this by-law 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, type-written or printed.

## **9.02 Omissions and Errors**

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-law 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.

## **SECTION 10 – ELECTRONIC MEETINGS**

### **10.01 Participation by Electronic Means**

If the Corporation makes available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a member or director 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 this by-law, any person participating in a 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.

### **10.02 Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting pursuant to the Act, those directors or members, 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.

## **SECTION 11 – INDEMNITIES TO DIRECTORS AND OTHERS**

### **11.01 Indemnification**

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person 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, if such individual (a) 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 (b) in the case of a criminal or

administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

## **SECTION 12 – DISPUTE RESOLUTION**

### **12.01 Dispute Resolution Mechanism**

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## **SECTION 13 – BY-LAWS AND AMENDMENTS**

### **13.01 By-laws and Amendments**

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act.

### **13.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**SECTION 14 – REPEAL****14.01 Repeal**

Upon this by-law coming into force, General By-law 2013 of the Corporation is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

**SECTION 15 – EFFECTIVE DATE****15.01 Effective Date**

This General By-law 2017 shall come into force upon confirmation by the members of the Corporation by special resolution.

**CERTIFIED** to be General By-law 2017 as enacted by the members of Corporation by special resolution, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the special resolution, on the 30<sup>th</sup> day of October, 2017.

**DATED** as of the 30<sup>th</sup> day of October, 2017.

\_\_\_\_\_  
**TIMOTHY ANDRADE** – Chair of  
the Board of Directors

\_\_\_\_\_  
**ARISTA HAAS** – Chair of Governance