

BY-LAWS
CANADIAN FORCES LOGISTICS ASSOCIATION (CFLA)
2018

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; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "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 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 may be signed by any two (2) 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.

1.05 Financial Year End

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

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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available electronically or physically at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be three classes of members in the Corporation, namely, Regular, Associate and Honorary Life members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

a. Regular Members

- 1) Those eligible for Regular membership in the Association shall be:
 - a) All Officers and Non-Commissioned Members of the Logistics Branch of the Canadian Forces including members of the Regular Force, Primary Reserve, Supplementary Reserve and Retired Lists;
 - b) All persons who served at any time in the Logistics Branch of the Canadian Forces, or its predecessors in the Royal Canadian Navy (RCN), Canadian Army (CA) and Royal Canadian Air Force (RCAF).
 - c) All persons who are serving or have served in Logistics Branches of the armed forces of any nation of the Commonwealth or of the North Atlantic Treaty Organization.
 - d) Other individuals who the Executive Committee considers would support the objects of the Association and be of service to the Association by reason of their past service or current responsibilities in industry, the public service, the armed forces or other fields and who are approved for membership at a meeting of the Executive Committee.
- 2) A person eligible for membership may make application to the Executive Committee of the Association and upon approval of such application and payment of the appropriate annual fee; the applicant shall be admitted to membership.
- 3) A person eligible for membership may also become a member upon application to a chapter for membership in that chapter in accordance with the local procedures of the chapter and upon:
 - a) acceptance as a member of the chapter,

- b) payment of the annual fees payable to the Association, and
- c) Receipt by the Executive of the Association of notification that such person has been admitted as a member of the Chapter, such person shall be admitted as a member of the Association.
- d) The member may pay all fees to the Chapter, and the Chapters Treasurer shall then forward those fees applicable to membership of the National Association to the National Treasurer.
- e) Eligible members who are not located within reasonable distance of a chapter, or who do not wish to do join a chapter, may apply directly to the national executive for admission.

b. Associate Members

- a. A corporation, a partnership or an unincorporated association may be admitted to membership in the Association as an Associate Member by majority vote of the Executive Committee at a meeting of the Executive Committee if the Executive Committee considers that by reason of its business or professional activities or the public interest which it serves it would be of service to the Association and would support the objects of the Association.
- b. Associate Members shall pay such fees as shall be fixed from time to time by the Executive Committee.
- c. Associate Members shall receive all notices and other communications sent to members of the Association.
- d. Associate Members shall be entitled to be a member of a chapter of the Association, if permitted by the local regulations of the chapter and if accepted by the chapter for associate membership in the chapter.
- e. Each Associate Member shall be entitled to be represented at any meeting of the Association by one representative and may be represented by additional representatives with the approval of the Executive Committee.
- f. Associate Members which are members of a chapter of the Association shall be entitled to such voting rights as may be permitted by the chapter.

g. An Associate Member or a representative of such member shall not be entitled to be a member of the Executive of the Association or an official delegate to a general meeting of the Association.

c. **Honorary Life Members**

The following shall be honorary life members of the Association:

- 1) Selected individuals who are recommended by the Board and elected at the annual general meeting;
- 2) Honorary life members shall receive notice of and may attend all annual and special general meetings of the Association.

d. Pursuant to subsection 197 (1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197 (1)(e), (h), or (m).

2.02 Chapters

In order to facilitate the local activities in support of the aims of the Association, and to provide a means for the interaction of members, members located in any city or region may form a chapter of the CFLA.

Chapters must operate in accordance with the Constitution of the Association.

They must have an elected President who must also be a member of the Association.

There is no requirement for chapters to have their own constitutions/bylaws unless they wish to do so.

Chapters are independent financial entities, and the chapter executive is accountable to chapter members.

20 or more members may apply to the national executive to form a chapter.

2.02 Notice of Meeting of Members

a. Annual General Meeting (AGM)

AGM's should be scheduled to occur every 18 months but no longer than 36 months apart. They may be conducted with representative members present or by virtual or electronic means.

At least two months' notice of every annual general meeting shall be given by the Executive to all members. Such notice to the president of a chapter shall be deemed to be notice to all members of such chapter.

b. Special General Meeting

A special general meeting of the Association may be called at any time by a majority of the members of the Executive Committee on requisition in writing filed with the President.

Notice of such meeting shall be given by mail (including electronic mail) to all officers and members of the Association ten clear days prior thereto, and shall specify the purpose for which it is called.

The provisions of section 15 with respect to official delegates and quorum shall also apply to special general meetings.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

- a. The Executive Committee shall determine from time to time the amount of the annual fee to be paid by each member, each associate member and shall determine the date when, and the period for which, such fees are payable.
- b. Members shall pay an annual fee determined pursuant to subparagraph (a). If the annual fee remains unpaid for a period of thirty days following notice by the executive to the member, the member in payment default shall no longer be a member in good standing of the Association and shall not be entitled to any rights of membership in the Association.
- c. The Executive Committee may require a chapter to collect the annual membership fees for each member of the Association who is a member of the chapter and remit the aggregate of the annual fees so collected to the treasurer on behalf of the individual members.
- d. No fees shall be payable by honorary life members.
- e. For purposes of these bylaws, a member shall be a member in good standing if the fee applicable to his membership has been paid by him, or by his unit or chapter in accordance with subsection:
 - 1) for the current fiscal year, or
 - 2) At any time prior to June 30 in any year, for the immediately preceding fiscal year.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. The member's term of membership expires; or
- f. The Corporation is liquidated or dissolved under the Act.
- g. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

- a. The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - 1) Violating any provision of the articles, by-laws, or written policies of the Corporation;
 - 2) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
 - 3) 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.
- b. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall:
 - 1) Provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

- 2) The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
 - 3) In the event that no written submissions are received by the president, the president, 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.
 - 4) If written submissions are received in accordance with this section, 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.
- c. 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 Persons Entitled to be Present

a. **Annual General Meeting**

- 1) The annual general meeting of the Association shall be held in accordance with article 2.02.a. At such time, date and place, by teleconference or any means modern technology makes available as may be fixed either by the members of the Association at the previous annual general meeting or by the Executive Committee. It may take place by means of physical presence,
- 2) Official delegates to the annual general meeting shall be the members of the Association.

b. **Voting**

- 1) Voting at the general meetings shall be restricted to official delegates.
- 2) Each member entitled to vote at any annual general meeting or special general meeting of the Association shall be entitled to one vote.
- 3) In case of a tie, the presiding officer shall have a deciding vote.

c. **Presiding Officer**

The President, or in his absence a member selected by the Executive Committee, shall preside at all meetings.

d. **Executive Meetings**

- 1) Meetings of the Executive Committee or any sub-committee thereof may be called at any time by the President or on the requisition of four members of the Executive Committee or sub-committee submitted in writing to the President.
- 2) Notice of Executive Committee meetings shall be given by the President to each member of the Executive Committee at least ten days prior to the date of the meeting or in less time if the majority agrees.

e. **Telephone Meetings and Minutes**

- 1) A member may participate in a meeting of the Executive Committee by means of such telephone or by any means modern technology makes available so long as it permits as persons participating in the meeting to hear each other. A Member participating in such a meeting by such means is deemed to be present at that meeting.
- 2) A resolution in writing, including a resolution signed in one or more counterparts and one transmitted by facsimile or other electronic means of communication, signed by all members of the Executive Committee, as the case may be, entitled to vote on that resolution at a meeting of the Executive Committee is as valid as if it had been passed at a meeting of the Executive Committee or a meeting of the Board. A copy of every such resolution shall be kept with the minutes of the proceedings of the Executive Committee or of the Board.

f. **Committees**

A Museum Committee and other committees of the Association may be appointed by the Executive Committee and shall have such duties and responsibilities as the Executive Committee may determine from time to time.

g. **Minutes of Executive Committee, Board of Directors, Annual General and Special Meetings**

The minutes of all meetings of the Executive Committee, the Board and the Association shall be entered in books kept for that purpose by the Secretary. Such minutes shall be open for inspection by members of the Association at all reasonable times.

4.02 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.

4.03 Quorum

The quorum for a meeting of the Association shall be twelve members.

4.04 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. 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 have a second or casting vote.

SECTION 5 - GOVERNANCE OF THE CFLA

5.01 Organisation

The CFLA shall consist of a national organization and may establish subordinate chapters as required.

5.02 Governance

The governance and direction of the CFLA shall be by an executive committee responsive to the board of directors and responsible for:

- a. Conducting the business and operations of the CFLA between Annual General Meetings/Special General Meetings;
- b. Submitting recommendations for consideration at said meetings;
- c. Managing the finances of the CFLA within the approved annual budget.

5.03 The Board of Directors / Election and Term

- a. The property and business of the Association will be managed by a Board of Directors.
- b. There will be a minimum of four and a maximum of seven directors on the board. As a minimum this will include the President of the Executive

Committee and one representative logistician of each of the RCN, CA and RCAF.

- c. All board members must be members of the Association.
- d. Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.
- e. The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such.

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; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

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 8.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. 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 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The board may from time to time appoint 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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 – OFFICERS

7.01 Description of Officers

a. The following shall be the officers of the Association:

1) Executive Officers:

The Executive Officers of the Association shall generally consist of the following:

- (a) A President;
- (b) The President of Each Chapter;
- (c) A Vice-President;
- (d) A Secretary, or Executive Director as possible;
- (e) A Communications/Marketing and Outreach Director;
- (f) A History and Heritage Director;
- (g) A Membership Director;
- (h) A Treasurer; and

2) Ex officio officers:

- (a) The Colonel-Commandant of the Logistics Branch;

- (b) The Logistics Branch Advisor;
- (c) The Logistics Branch CWO;
- (d) The President of the Canadian Forces Logistics Museum Committee;
- (e) The Curator of the Canadian Forces Logistics Museum;
- (f) The Immediate Past President of the CFLA

- b. The Executive Officers of the Association, except for Chapter Presidents, shall be elected at each annual general meeting and shall hold office until their successors have been elected. Chapter Presidents will be elected by individual Chapters under their own internal regulations.
- c. A quorum of the Executive shall consist of a simple majority of its members. Executive meetings may take place by means of physical presence, teleconference or by any means modern technology makes available.
- d. No person shall hold office as an Executive Officer unless he is a member of the Association in good standing at all times during his term of office.

e. Election of Officers

- a. A nominating committee shall be appointed annually consisting of the Immediate Past President, as chairman, the President and three other members designated by the President.
- b. The nominating committee shall provide a slate of officers for all appointments under this Articles of Incorporation. Nominations may also be made by any official delegate from the floor at the annual general meeting, provided the members so nominated have consented to assume office if elected. If such nominations are seconded, they shall be added to the slate submitted by the nominating committee.
- c. Contested elections shall be by ballot.

f. Executive Committee

- a. The administration of the affairs of the Association shall be vested in the Executive Committee, which shall consist of the Executive Officers of the Association. Each Executive Committee position may appoint various subcommittees to assist in both the routine

administration of the Association and attention to specific requirements that may arise from time to time.

- b. If a vacancy should occur in the Executive Committee from any cause, the remaining members of the Executive Committee may appoint a member or members of the Association to fill the vacancy or vacancies, provided that such member or members are qualified to hold office under the provision of section 4.

g. **Conference of Defence Associations (CDA)**

- a. The delegates of the Association to the Conference of Defence Associations shall be:
 - (a) The President, and
 - (b) Such other members as may be appointed by the President.
- 3) Notwithstanding the above, the Executive Committee is empowered to make substitute appointments if necessary.
- 4) The composition of the delegation shall be such as to ensure the widest possible representation of all aspects of the Association.

7.02 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 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, 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); or
- b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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.

8.02 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.

8.03 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-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.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.

- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 – CHAPTERS

There shall be local chapters of the Association formed in accordance with the provisions of this section.

- a. The establishment of a chapter shall be authorized by a resolution of the Executive Committee.
- b. All members of a chapter shall be persons who have been admitted to membership. A minimum of 20 members is recommended but exceptions can be made by application to the national executive.
- c. Membership in a chapter shall be open to all persons who may be admitted as members of the Association, with the intention that each chapter may recruit members for the Association, and that its membership will be subject to the conditions as Section 2.01.
- d. Each chapter shall be designated "The Canadian Forces Logistics Association (here insert geographical or other designation) Chapter".
- e. In addition to the fees referred to in section 3, a chapter may, if authorized by its constitution, determine additional fees to be paid by its members from year to year.
- f. Each chapter, from time to time when required pursuant to resolution of the Board, shall provide to the secretary of the Association a list of all the members of the chapter, along with the national portion of membership fees collected.

SECTION 11 – EFFECTIVE DATE

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20_____.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]