

ARTICLES OF ASSOCIATION OF THE
EDMONTON ASSOCIATION OF SMALL ANIMAL VETERINARIANS

CORPORATE ACCESS # 510575699

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Article 1. INTERPRETATION

1. Articles relating generally to the establishment and maintenance of a listing of veterinary practitioners who are associated with the Edmonton Association of Small Animal Veterinarians (EASAV), hereinafter “members”, for the purposes and on the terms and conditions hereinafter set forth. [March 16, 2020]
2. In these regulations, unless the context otherwise requires, expressions defined in the Companies Act, or in any statutory modification thereof in force at the date at which these regulations become binding on the Association shall have the meanings so defined. [March 16, 2020]
3. In these regulations, unless the context otherwise requires, words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include the feminine, and words importing persons shall include corporations. [March 16, 2020]

ARTICLE 2. MEMBERSHIP

1. Voting Membership
 - a. Any veterinarian who is registered and in good standing with the Alberta Veterinary Medical Association (AbVMA) and who practices or is interested in small animal veterinary medicine, may become a member of the EASAV. [March 16, 2020]
 - b. All EASAV members who are also veterinarians registered with the AbVMA shall be considered voting members of the EASAV and will not qualify for associate membership. [March 16, 2020]
 - c. Voting Members shall pay to the Association an annual subscription in an amount to be set by the Directors and ratified by a majority vote of members in person or by proxy, at an ordinary meeting, for the following year. [March 16, 2020]
 - d. The annual subscription for each calendar year shall be paid by the first day of February in that year or if using an automated membership renewal subscription, one year after each payment has been made. [March 16, 2020]
2. Associate Membership
 - a. This is a non-voting membership [March 16, 2020]
 - b. Any animal health technologist or any veterinarian who is not

registered with the AbVMA, and who practices, has practiced and/or has an interest in small animal veterinary medicine may hold an associate membership with the EASAV for the purpose of gaining access to social events and reduced member rates and privileges for continuing education events, as decreed by the voting members of the EASAV. [March 16, 2020]

- c. Associate members may volunteer on committees of the EASAV but cannot serve as directors nor vote on any affairs of the EASAV. [March 16, 2020]
- d. All Associate members shall pay to the Association an annual subscription in an amount to be set by the Directors and ratified by a majority vote of members in person or by proxy, at an ordinary meeting, for the following year. [March 16, 2020]

3. Honorary Lifetime membership

- a. The EASAV Executive may grant Honorary Lifetime memberships to members of the association who have made outstanding contributions to association affairs. Petitions for Honorary Lifetime membership recognition shall be signed by five members of the Association and submitted to the Executive. Recognition is granted upon unanimous approval of such a petition by the Executive. [March 16, 2020]
- b. Honorary Life Members are entitled to all privileges and rules of an Associate membership. [March 16, 2020]
- c. Honorary Life Members will have annual membership fees waived. [March 20, 2016]

ARTICLE 3: MAINTAINING MEMBERSHIP

- 1. A member who ceases to be a member of the Alberta Veterinary Medical Association shall cease to be a voting member of the EASAV. A member may withdraw from membership in the Association upon giving written notice to the Executive. A member who becomes disqualified or withdraws after paying their annual membership fees shall not be eligible for a membership fee refund. A membership cannot be transferred to another person. [March 16, 2020]
- 2. If any member has not paid their annual subscription for that year, they shall thereupon cease to be a member. [March 16, 2020]

3. A member may be expelled, for a period to be determined, by a majority vote of those members present, in person or by proxy, at an ordinary meeting of members. [March 16, 2020]
4. Members shall adhere to the Alberta Veterinary Medical Association Code of Ethics. [March 14, 2007]

ARTICLE 4: GENERAL MEETINGS

1. The annual general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary. [March 16, 1971]
2. An annual general meeting shall be held once in every calendar year at such time, not being more than 16 months after the holding of the last preceding annual general meeting, within the City of Edmonton at a time and place determined by the Directors of EASAV. In default of the meeting being so held, the meeting shall be held in the next month following and may be convened by any 2 members in the same manner as nearly as possible as that in which meetings are to be convened by the directors. [March 16, 2020]
3. The directors may, whenever they think fit, convene an extra-ordinary general meeting, and extra-ordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Companies Act. If, at any time there are not within Alberta, sufficient directors capable of acting to form a quorum, any director or any 2 members of the Association may convene an extra-ordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors. [March 16, 2020]

ARTICLE 5: PROCEEDINGS AT GENERAL MEETINGS

1. At least fourteen days' notice of a general meeting, exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business, shall be given to each voting member of the Association in the

manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by ordinary resolution, whether previous notice of such resolution has been given or not to such persons as are, under regulations of the Association, entitled to receive such notices from the Association; but the accidental omission to give notice of a meeting to, or the non-receipt of the notice by any member shall not invalidate the proceedings of any general meeting. [March 16, 2020]

2. A copy of the balance sheet, Treasurer's report, and any auditor's report as prescribed by these articles, or information on how to freely and anonymously access this information shall be sent to all members not less than seven days before the annual general meeting. [March 16, 2020]
3. The business considered at ordinary meetings (Annual General Meeting) may include but not be limited to:
 - a. Adoption of Meeting Agenda
 - b. Agreement on Rules of Order
 - c. Presentation and approval of minutes of all General Meetings since the preceding Annual General Meeting
 - d. Director reports
 - e. Executive Assistant's report
 - f. Retained Financial report or Auditor's report
 - g. Committee reports
 - h. Old Business (arising from previous AGM)
 - i. New business
 - j. Election of Directors
 - k. Such further and other agenda items that the Board deems appropriate or that, under these Articles or the said Companies Act, ought to be transacted. [March 16, 2020]
4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall be members personally present, not being less than 3 in number, and holding or representing by proxy not less than 10% of the membership. [March 16, 2020]
5. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of a member, shall be dissolved; in any other case it shall stand adjourned to fourteen days hence, at the same time and place, and if at the adjourned meeting a

quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. [March 12, 2008]

6. The president, or any director of the Association, shall preside as chairperson at every general meeting of the Association. [March 16, 2020]
7. If at any meeting the presiding director is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson. [March 16, 2020]
8. The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. [March 12, 2008]
9. At any general meeting a resolution put to the vote shall be decided on by a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by at least one member entitled to vote, and unless a poll is so demanded, a declaration by the chair that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the EASAV, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution. [March 16, 2020]
10. If a poll is duly demanded it shall be taken within twenty-four hours and in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. [March 16, 2020]
11. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting

vote. [August 20, 2018]

12. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs. [March 16, 2020]

Article 6. VOTE OF MEMBERS

1. On a show of hands, every member present in person shall have one vote [March 16, 2020]
2. On a poll, votes may be given either personally or by proxy, as follows:
 - a. A voting member in good standing may act as a proxy for another voting member, and no voting member shall vote as a proxy for more than two other voting members.
 - b. The voting member designating a proxy must sign a handwritten letter identifying the proxy as such. The letter must be presented to the chairperson at the beginning of the meeting. [March 16, 2020]

Article 7. POWERS AND DUTIES OF DIRECTORS

1. The business of the Association shall be managed by the directors, who may, at their discretion delegate duties to an executive assistant, subject to any regulation of these Articles, to the provisions of The Companies Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution. No regulations made by ordinary resolution shall invalidate any prior act of the directors which would have been valid if that regulation had not been made. [March 6, 2010]
2. The Directors may, to a limit of \$5000.00, for the purposes of continuing education and day to day function of EASAV:
 - a. borrow money on the credit of the EASAV;
 - b. issue, reissue, sell or pledge debt obligations of EASAV;
 - c. give a guarantee on behalf of EASAV to secure performance of an obligation of any person; and
 - d. create a security interest in all or any property of EASAV, owned or subsequently acquired, to secure any obligation of EASAV. [March 12, 2011]

3. The directors may, from time to time, whether by salary, commission, fee or otherwise, appoint an executive assistant for such term and at such remuneration as they think fit; but the executive assistant's appointment shall be subject to termination at the pleasure of the directors. [March 16, 2020]
4. The directors shall duly comply with the provisions of The Companies Act, or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the registration of mortgages, and to keeping registers of directors and members and to mailing of forms of proxy and information circulars, and to filing with the Registrar an annual report, and copies of special and other resolutions and of any change in the registered office or of directors. [March 16, 2020]
5. The Secretary shall attend and be the Secretary of all meetings of the Board and Annual General Meetings. The Secretary shall give or cause to be given, as and when instructed, all notices to members of the Association, directors, officers, auditors, and members of committees; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association except when some other officer or agent has been appointed for that purpose. The Board may assign other powers and duties or may delegate any secretarial duties to an executive assistant/director. The Secretary shall enter or cause to be entered in records kept for that purpose:
 - a. all elected directors
 - b. all appointments of officers made by the directors
 - c. the names of the directors present at each meeting of the directors and of any committee
 - d. all resolutions and proceedings at all meetings of the Association, of the directors, and of the committees. [March 16, 2020]
6. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and of the directors, but is hereby empowered to call to the chair any other director as may be seen fit. The President shall deliver an Annual Report at the annual general meeting and shall be "ex-officio" a member of all committees. [March 11, 2009]
7. Any Director shall act for the President when absent from the chair and may have such other powers as the Board or President prescribes. Any

director shall become President to fill out the unexpired term in the event of death or disability or resignation of the President. [March 16, 2020]

8. The Treasurer shall have general charge of the finances of the Association and provide on an annual basis to the membership a financial statement. The Treasurer shall deposit all money and other valuable effects of the Association in the name and to the credit of the Association in such banks or other depositories as the directors may from time to time designate by resolution. The Treasurer shall, after the close of each financial year, or whenever directed by resolution of the directors, render an account of the financial condition of the Association and of all transactions as Treasurer. The Treasurer shall have all other acts incidental to the office of the Treasurer. The Board may assign other powers and duties or may delegate any treasury duties to an executive assistant/director. The Treasurer shall have charge and custody of and shall cause true accounts to be kept
 - a. of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure took place
 - b. of all sales and purchases of goods by the Association
 - c. of the assets and liabilities of the Association. [March 6, 2010]
9. The Continuing Education (CE) Coordinator shall oversee the current years' continuing education events and plan the following years CE events. The CE Coordinator shall chair all CE meetings, but may delegate any planning duties to the CE Committee or executive assistant/director which may include, but not be limited to: soliciting, booking, and accommodating speakers, arranging industry sponsorship, securing lecture space, organizing catering and seeking ABVMA approval of CE hours. [March 16, 2020]

Article 8. ELECTION OF DIRECTORS

1. Any voting member wishing to stand for election to the position of director must both be willing and have the skills to fully engage and participate in all activities required of a director position, as defined by the EASAV policies. [March 16, 2020]
2. The term of office for a director is 3 years. [March 16, 2020]

3. The election of the Board of Directors shall take place at each annual general meeting of members. The members may resolve to elect some other number of directors. Where the members increase the number or minimum number of directors, the members may, at the meeting, elect the additional number of directors authorized.
[March 16, 2020]
4. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
[March 11, 2009]
5. A retiring director is eligible for immediate re-election [March 11, 2009]
6. The directors shall elect annually from the Board, a President, a Vice President, a Secretary and/or Treasurer, a Continuing Education Chairperson and such other Officers as the Board deems advisable for the efficient administration of the Association unless prescribed otherwise by ordinary resolution of the members at a general meeting.
[March 16, 2020]
7. The directors may at any time, and from time to time, appoint any member to be a director, either to fill a vacant office or as an addition to the existing directors. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for election. [March 16, 2020]
8. A person who is elected or appointed a director is not a director unless:
 - a. that person was present at the meeting whence elected or appointed and did not refuse to act as a director; or
 - b. if not present at the meeting whence elected or appointed, that person consented in writing to act as a director before their election or appointment or within ten (10) days after it, or that person has acted as a director pursuant to the election or appointment. [March 11, 2009]

Article 9. PROTECTION OF DIRECTORS, OFFICERS, & OTHERS

1. Members of the Association shall be individually liable for their own actions. [March 11, 2009]

2. Each member may contribute money to the Association for its purposes at any time and from time to time. [March 11, 2009]
3. All members of the Association must contribute to the assets of the Association in the event of its being wound up while he/she is a member or within one year after-wards for the payment of the debts and liabilities of the Association contracted before ceasing to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights and contributors amongst themselves, such amount as is defined in the memorandum of association. [March 16, 2020]
4. The Association shall, indemnify and save harmless each director, and his/her heirs, executors and administrators, and estate and effects, from and against all costs, charges and expenses whatsoever that such director sustains or incurs in or about any action, suit or proceeding that is brought against him/her in respect of any act, deed, matter or thing, whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office, and from and against all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Association. [March 11, 2009]
5. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director. [March 11, 2009]
6. Every director and officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association; and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer for the time being of the Association shall be liable for the acts, neglects or defaults or any other director or officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or

invested or for any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealing with monies, securities or other assets belonging to the Association or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Association shall be deposited or for any loss occasioned by an error of the judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof . The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors.
[March 11, 2009]

7. The Association shall indemnify a director or officer of the Association, a former director or officer of the Association or a person who acts or acted at the Association's request as a director or officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her 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 the Association, if:
 - a. they acted honestly and in good faith with a view to the best interests of the Association; and
 - b. in case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that this conduct was lawful. [March 11, 2009]
8. No director, officer, or member of the Association shall make use of the word "Edmonton Association of Small Animal Veterinarians or EASAV" in any promotional way without first obtaining the written consent of the Board. [March 11, 2009]

Article 10. DISQUALIFICATION OF DIRECTORS

1. The Board of Directors, by a majority vote, may remove any director

before the expiration of their period in office and may appoint another member in the removed director's stead. [March 16, 2020]

2. The office of director shall be vacated if the director:
 - a. by notice in writing to the Association resigns his/her office,
 - b. ceases to maintain membership in accordance with these articles,
 - c. is found, by the majority opinion of the Board of Directors, to not have the skills and/or has not performed the duties of their position in accordance with the EASAV policies,
 - d. is found lunatic or becomes of unsound mind, or
 - e. is concerned or participates in the profits of any contract with the Association,provided, however, that where a director has made a full disclosure of his/her interest in any contract at a meeting of the Board, he/she will not be required to vacate office by reason of being a member of a company that has entered into contracts with or done any work for the Association; but a director shall not vote in respect of any such contract or work and if he/she does so vote, their vote shall not be counted.
[March 16, 2020]

3. Should a director be removed, the directors may appoint another member in the removed director's stead. The member so appointed shall retire at the next Annual General meeting, where they can stand for election.
[March 16, 2020]

Article 11. PROCEEDINGS OF DIRECTORS

1. No director shall vote on any matter in which there exists a conflict of interest between such director and the Association and if the director does so vote that vote shall not be counted. [March 11, 2009]
2. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes of the directors present. In case of an equality of votes the chairperson shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors. [March 11, 2009]

3. Directors attending an executive meeting may be entitled to an honorarium, the amount and form to be determined at the AGM by the membership. [March 11, 2009]
4. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless so fixed, shall be a majority of the Board. [March 16, 2020]
5. The directors may act notwithstanding any vacancy in their body. A quorum of the Board may fill a vacancy in any office. If there is not a quorum of the Board as required by the Articles, the directors then in office shall forthwith call an extraordinary meeting to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member of the Association. [March 11, 2009]
6. The President of the Association shall be chairperson of the Board of Directors, and in his/her absence the Vice President of the Association, and if at any meeting neither the President nor Vice President are present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be chairperson of the meeting. [March 11, 2009]
7. The directors may delegate any of their powers to committees consisting of such member or members of the Board or the Association as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors. [March 11, 2009]
8. A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting. [March 11, 2009]
9. A committee may meet and adjourn as the members think proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairperson shall have a second or casting vote. [March 11,

2009]

10. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director. [March 11, 2009]
11. The Board of Directors shall have the power to conduct negotiations on behalf of the Association for affiliation with other associations, clubs and societies having objects similar to those of the Association, but no such affiliation shall have any force, or be binding unless it is ratified at a general meeting of the Association. [March 11, 2009]

Article 12. ACCOUNTS

1. The directors shall cause true accounts to be kept
 - a. of all sums of money received and disbursed by the EASAV and the matters in respect of which such receipt and expenditure took place
 - b. of all sales and purchase of goods by the EASAV
 - c. of all assets and liabilities of the EASAV, and
 - d. all other transactions affecting the financial position of the company[March 16, 2020]
2. The books of account shall be kept at the registered office of the Association or at such other place as the directors determine by resolution and shall always be open to inspection by the directors. [March 16, 2020]
3. The directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the EASAV or any of them shall be open to the inspection of members not being directors, and no member, not being a director, shall have any right of inspecting any account or book or document of the EASAV except as conferred by law or authorized by the directors or by ordinary resolution, whether previous notice thereof has been given or not. [March 16, 2020]
4. Once at least in every year the directors shall lay before the Association, at its annual general meeting, a financial statement for the period since the

preceding statement, made up to a date not more than six months before the meeting. [March 16, 2020]

5. A copy of the financial statement and report shall, not less than 7 days before the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder. [March 16, 2020]

Article 13. AUDIT

1. Auditors shall be appointed and their duties regulated in accordance with the Companies Act, or any statutory modification thereof for the time being in force. [March 16, 2020]

Article 14. NOTICES

1. A notice may be given by the EASAV to any member either personally, sending it by post, or by electronic media to the contact address supplied by the member to the Association. If a member has not supplied an address to the Association, the notice may be addressed to such address as the EASAV believes to be likely to reach the member. A notice is considered to have been effected the business day following the day it was sent. [March 16, 2020]
2. Notice of every general meeting shall be given in some manner, herein before authorized to every member of the Association except those members who, having no registered address within Alberta, have not supplied to the Association an address within Alberta for the giving of notices to them. [March 16, 2020]

Article 15. AMENDMENTS

1. Amendments to these Articles may be made at any time from time to time by the directors of the Association, which will be effective, but which must be presented in writing at the next ordinary meeting for ratification. An affirmative vote of the majority (more than ½) of a quorum of voting members shall be necessary to make permanent any amendments made by the Directors. [March 16, 2020]