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**COPA FLIGHT SAFETY FOUNDATION**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**COPA FLIGHT SAFETY FOUNDATION**  
(the “Foundation”)

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**GENERAL OPERATING BY-LAW NO. 1**

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

**FLIGHT SAFETY FOUNDATION**  
(the “Foundation”)

**SECTION I**  
**INTERPRETATION**

**1.01 Definitions**

In this By-law and all other By-laws and resolutions of the Foundation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any 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 Foundation.
- (c) “Board” means the board of directors of the Foundation.
- (d) “By-laws” means this by-law and all other by-laws of the Foundation as amended and which are, from time to time, in force and effect.
- (e) “COPA” means the Canadian Owners and Pilots Association.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Foundation.
- (h) “Members” or “Membership” means the collective membership of the Foundation.
- (i) “Officer” means an officer of the Foundation.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

- (l) “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, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (d) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) the By-laws of the Foundation will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

## **SECTION II** **FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Foundation shall be the 31<sup>st</sup> day of December in each year.

### **2.02 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation 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 Foundation to be a true copy thereof.

### **2.03 Public Accountant and Level of Financial Review**

The Foundation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

**2.04 Annual Financial Statements**

The Foundation shall give notice to the Members stating that the annual financial statements and any other documents required by the Act are available at the registered office of the Foundation between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed and any Member may, on request, obtain a copy free of charge at the registered office, by prepaid mail, or by email.

**2.05 Operating Policies**

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Foundation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III  
MEMBERS**

**3.01 Classes and Conditions of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Foundation. Membership in the Foundation shall only be available to the Directors of COPA, who shall automatically become Members of the Foundation upon their election or appointment as a Director of COPA.

**3.02 Rights of Members**

A Member of the Foundation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

**3.03 Membership Dues**

There shall be no membership fees or dues unless otherwise directed by the Board.

**3.04 Termination of Membership**

Membership in the Foundation is terminated when:

- (a) the Member dies;

- (b) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member ceases to be a Director of COPA;
- (d) the Member is removed by way of a Special Resolution of the Members; or
- (e) the Foundation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Foundation, automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual if the Board deems it appropriate in the circumstances.

#### **SECTION IV** **MEETINGS OF MEMBERS**

##### **4.01 Notice of Meetings**

In accordance with and subject to the Act, 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.

Where the Foundation provides notice electronically, as referred to in section 4.01(a), and if a Member requests that notice be given by non-electronic means, the Foundation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.01(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Foundation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

#### **4.02 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine.

#### **4.03 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Foundation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Foundation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

#### **4.04 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.05 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

#### **4.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.07 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 Foundation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Foundation to be present at the meeting. Any other person may be admitted



only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

**4.08 Chairperson of the Meeting**

The chairperson of Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board with the most seniority as Director if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chairs 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.

**4.09 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be an ordinary majority of the Members present. 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. For the purpose of determining quorum, a Member may be present in person, by proxy or, by telephonic and/or by other electronic means.

**4.10 Participation and Meetings by Electronic Means**

Meetings of members may be held entirely by telephonic, an electronic or other communication facility and participation at meetings of members may be by telephonic, electronic or other communication facility.

**4.11 Votes to Govern**

At any meetings of the 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 chairperson of the meeting shall not vote at the first instance. In case of an equality of votes, the chairperson of the meeting shall have a casting vote.

**4.12 Resolution in Lieu of Meeting**

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Foundation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

**4.13 Rules of Order**

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.

## **SECTION V** **DIRECTORS**

### **5.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Foundation.

### **5.02 Number**

Notwithstanding that a minimum and maximum number of Directors are specified in the Articles, the precise number of Directors on the Board shall be five (5), unless otherwise determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board.

### **5.03 Qualifications**

Each Director shall be an individual who is not less than 18 years of age. Each Director shall be a Member of the Foundation and a Director of COPA. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an “ineligible individual” as defined in the *Income Tax Act* shall be a Director.

### **5.04 Election**

Subject to the Articles, all Directors, otherwise not disqualified under the Act, shall be duly elected by the Members at an Annual meeting at which an election is required.

### **5.05 Board Composition**

At least two of the Directors shall not be Officers or employees of the Foundation or its affiliates.

### **5.06 Term**

Directors have a term of office of two (2) years, commencing and terminating coincident with the terms of Officers of the COPA, unless the Members otherwise determine.

### **5.07 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable,

provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

**5.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Foundation or at the time specified in the resignation, whichever is later.

**5.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

**5.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**5.11 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

**5.12 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 committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.

**5.13 Disclosure of Interest**

Every Director and Officer shall disclose to the Foundation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Foundation, in accordance with the manner and timing provided in the Act.

**5.14 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

**5.15 Indemnification**

The Foundation shall provide present or former Directors or Officers and their heirs and assigns with the indemnification described in section 151 of the Act.

**SECTION VI  
MEETINGS OF DIRECTORS**

**6.01 Calling of Meetings**

Meetings of the Board may be called by the Chair, the Secretary or any two (2) Directors at any time.

**6.02 Place of Meetings**

Meetings of the Board may be held at the head office of the Foundation or at any other place within or outside of Canada, as the Board may determine.

**6.03 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 Foundation not less than forty-eight (48) hours 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) of the Act that is to be dealt with at the meeting.

**6.04 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 notice is required to be given because a matter referred to in subsection 138(2) is to be dealt with at the meetings.

**6.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**6.06 Quorum**

A majority of the number of Directors specified or determined in accordance with section 5.02 constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

**6.07 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The chairperson of the meeting shall not vote at the first instance. In case of an equality of votes, the chairperson of the meeting shall have a casting vote.

**6.08 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

## **SECTION VII**

### **OFFICERS**

#### **7.01 Appointment**

The Board may designate the offices of the Foundation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Foundation. A Director may be appointed to any office of the Foundation. An Officer may, but need not be, a Director unless this By-law otherwise provides. 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 Foundation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director and, if elected by the Members, the Chair of COPA. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice Chairs of the Board** - The Vice-Chairs of the Board shall be Directors. The Vice-Chairs shall, in order of their seniority as Directors, in the absence or disability of the Chair of the Board, perform the duties and responsibilities of the Chair. In the event the position of Chair is vacated between scheduled elections of Officers, the Vice-Chairs, in order of their seniority on the Board, shall assume the position of Chair for the balance of the term. In the event both Vice-Chairs have equal seniority the Eastern Vice-Chair shall assume the position of Chair for the balance of the term. The Vice-Chairs shall also perform such other duties as may, from time to time, be delegated by the Board.
- (c) **Secretary** – The Secretary shall be a Director. 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 Foundation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation.
- (d) **Treasurer** - The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Foundation; whenever required, the Treasurer shall render to the

Board an account of all such person's transactions as Treasurer and of the financial position of the Foundation.

- (e) **President and Chief Executive Officer** - The President and Chief Executive Officer, if one is to be appointed, shall, subject to the authority of the Board, be the President and Chief Executive Officer of COPA and shall be responsible for the direct and actual supervision and charge over the day-to-day operations of the Foundation. The President and Chief Executive Officer shall be entitled to receive notice of and attend meetings of the Board, unless specifically excluded by a resolution of the Board. The authority of the President and Chief Executive Officer shall be specified by the Board in operating policies

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.03 Term of Office**

Officers, other than the President and Chief Executive Officer whose term of office is at the pleasure of the Board, shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **7.04 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 Foundation. 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 this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Foundation shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION VIII NOTICES**

### **8.01 Method of Giving Notices**

Subject to 4.01 and 6.03, any notice 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, member of a committee of the Board, or 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 Foundation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Foundation in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with 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 Foundation to any notice or other document to be given by the Foundation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **8.02 Computation of Time**

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

#### **8.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Foundation shall not be required to give any further notices to such Member until such Member informs the Foundation in writing of his or her new address.

#### **8.04 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 Foundation 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.



**8.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION IX**  
**AMENDMENTS**

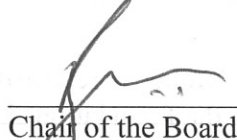
**9.01 Amendment of Articles**

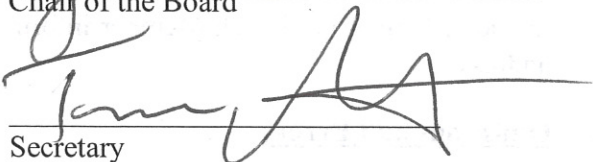
The Articles of the Foundation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**9.02 Amendment of By-laws**

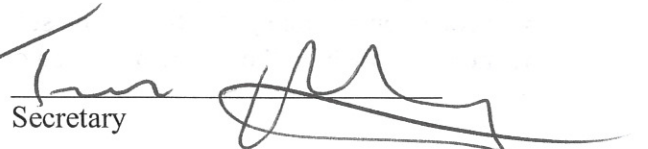
Subject to the Act, the Board may by Special Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Foundation. Any such By-law amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

ENACTED by the Directors of the Foundation this 21 day of JUNE, 2013

  
\_\_\_\_\_  
Chair of the Board

  
\_\_\_\_\_  
Secretary

CONFIRMED by the Members of the Foundation this 21 day of JUNE, 2013

  
\_\_\_\_\_  
Secretary