

A by-law relating generally to the conduct of the affairs of The Royal Society of Canada/Société royale du Canada (the “RSC” or “the Society”)

Recitals:

The Royal Society of Canada/Société royale du Canada was created as a corporation by a Special Act of Parliament.

By the gracious permission of Her Majesty Queen Victoria and under the authority of the Act, Statutes of Canada 1883, Victoria, Chapter 46, the RSC was established and bore the name of “The Royal Society of Canada” and “Société royale du Canada”.

On appointment, the Governor General of Canada shall be invited to be the Honorary Patron of the Royal Society of Canada.

“The Royal Society of Canada” and “Société royale du Canada” has enacted By-laws from time to time since its inception.

BE IT ENACTED as a by-law of the RSC to replace all previous By-laws as follows:

1. Definitions

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

- “Academies” mean the bodies described in section 7;
- “Board” means the board of Directors of the Corporation;
- “By-law” means this By-law and any other By-law of the RSC as amended and which are, from time to time, in force and effect;
- “College” means the College of New Scholars, Artists and Scientists described in sub-section 5.2;
- “Council” means the principal body through which the RSC carries out its work;
- “Director” means a member of the Board;
- “Divisions” mean the divisions of Academies and the College described in section 26;
- “Fellows” mean the members described in sub-section 5.1;
- “Institutional Members” mean the members described in sub-section 5.3;
- “Members” means members of the RSC and include Fellows, the College, and Institutional Members
- “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;
- “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- “Special Act” means the Act of Parliament by which RSC was incorporated being Statutes of Canada 1883, Victoria, Chapter 46, as amended in 1992 by Special Act 40-41 Elizabeth II, Chapter 58; and
- “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Objects and Purposes

The objects and purposes of the RSC are:

“first, to encourage studies and investigations in literature and science; secondly to publish transactions annually or semi-annually, containing the minutes of proceedings at meetings, records of the work performed, original papers and memoirs of merit, and such other documents as may be deemed worthy of publication, thirdly, to offer prizes or other inducements for valuable papers on subjects relating to Canada, and to aid researches already begun and carried so far as to render their ultimate value probable; fourthly, to assist in the collection of specimens with a view to the formation of a Canadian Museum of Archives, ethnology, archaeology and natural-history.”

To further its purpose, the RSC may undertake any tasks it deems suitable, including, but not limited to, the following:

- (a) Publish journals and books describing the results of scholarship and of original research;
- (b) Offer medals, awards, and membership in the Academies and the College, for excellence in learning, research and artistic achievement;
- (c) Organize national and regional meetings in order to further its purpose;

- (d) Prepare and publish reports and recommendations about issues important to Canada and on the state of learning and research in the arts, humanities, social sciences, or sciences in Canada;
- (e) Advise the government and governmental organizations on any matter affecting the public interest;
- (f) Provide independent, scholarly assessments of public policy issues of importance to Canada and be a forum for public discussions of such issues;
- (g) Represent Canada's scholarly community on the international stage.

3. Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. In the case of a discrepancy between the English and French versions of a By-law, the Secretary will provide a determination.

4. Corporate Seal

The RSC may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the Secretary of the RSC shall be the custodian of the corporate seal.

5. Membership

There shall be three classes of Members in the RSC and no individual may be a Member of more than one class at a time. Membership is determined by procedures set by Council. The three classes are as follows:

1. Fellows:

The Fellows shall be divided into four categories as follows:

(a) Fellows shall be persons whose intellectual achievements have been exceptional as evidenced by a body of publications, intellectual endeavours or creative activities exhibiting original contributions in the arts, humanities, social sciences, or sciences, as well as activities in public life. At the time of their nomination they shall be Canadian citizens or have had status for at least three (3) years as permanent residents of Canada. They shall be nominated and elected by a process specified by the Council from time to time. Whether nominations are put forward for election is in the sole discretion of the Council. Fellows may nominate candidates as Fellows or Members of the College, using procedures as specified by the Council from time to time. This right shall not be normally available to the other categories of Fellows. Fellows may stand for election as Officers, members of Council or other elected positions of the RSC or their Academies. This right shall not normally be available to the other categories of Fellows.

(b) Specially Elected Fellows shall be persons in Canadian public life whose accomplishments have been of exceptional value in promoting the purpose of the RSC in ways that contribute significantly to Canadian society. At the time of their election, they shall be Canadian citizens or have had status for at least three (3) years as permanent residents of Canada. They shall be nominated and elected by a process specified by the Council from time to time. Whether nominations are put forward for election is in the sole discretion of the Council. Election as a Specially Elected Fellow is a rare honour. In exceptional circumstances, as determined in the sole discretion of the Council, Specially Elected Fellows may stand for election as Officers, members of Council or other elected positions of the RSC or their Academies.

(c) International Fellows shall be persons who, at the time of their election, are neither permanent residents nor citizens of Canada, and who, by their intellectual accomplishments of exceptional distinction in the arts, humanities, social sciences, or sciences, have helped promote the purpose of the RSC in ways that normally have clear relevance for Canadian society. They shall be nominated and elected by a process specified by the Council from time to time. Whether nominations are put forward for election is in the sole discretion of the Council.

(d) Honorary Fellows shall be persons who greatly honour the RSC by their Membership and help to promote its purpose. They shall be nominated by the President for election by a process specified by the Council from time to time. No more than three (3) Honorary Fellows may be elected during any Presidential term.

Fellows in each of the above described four categories shall be designated "Fellows of the Royal Society of Canada" and "membres de la Société royale du Canada". Each Fellow shall be entitled to place the initials FRSC or MSRC after their names.

Each Fellow in each of the above four categories shall be entitled to one (1) vote in Meetings of Members and of the Academies, including elections of Officers or other officials of the RSC or the Academies.

2. College of New Scholars, Artists and Scientists

The College of New Scholars, Artists and Scientists shall be divided into two categories of Members as follows:

(a) Ordinary Members of the College of New Scholars, Artists and Scientists (the College) shall be persons who, at the date of nomination, are less than fifteen (15) years from the date of award of their PhD or disciplinary equivalent and who have demonstrated, through a body of publications, intellectual endeavours or creative activities, exceptional accomplishment and/or promise as scholars in the arts, humanities, social sciences, and sciences. At the time of their election they shall be a Canadian citizen or have been granted status as a permanent resident of Canada.

(b) International Members of the College shall be persons who are neither permanent residents nor citizens of Canada who, by their intellectual accomplishments of exceptional distinction in the arts, humanities, social sciences, or sciences, have helped to promote the purpose of the RSC College in ways that normally have clear relevance for Canadian society.

The term of Membership in the College shall be limited to seven (7) years from the date of election. They shall be nominated and elected by a process specified by the Council from time to time.

Members of the College shall be entitled to one (1) vote in Meetings of Members.

Members of the College may stand for election as Officers or members of the Councils of the RSC or the College except as specified in these by-laws.

Members of the College remain eligible for nomination as Fellows.

3. Institutional Members

An Institutional Member shall be a public or private institution, corporation or other organization that has been approved by the Council in its sole discretion as an Institutional Member. Each Institutional Member shall enjoy Membership renewable annually without limit and shall appoint a delegate to represent such Institutional Member at meetings of the Members.

Each Institutional Member, through its delegate, shall be entitled to one (1) vote in Members Meetings In the instance the delegate is a Fellow or Member of the College, such individual shall as well retain their rights, including voting rights, as a Fellow or Member of the College in addition to their rights as the delegate of an Institutional Member.

The Council may confer on Institutional Members the right to nominate candidates for election as a Fellow in any of the categories of Fellows except Honorary Fellows, or as a Member of the College using procedures as specified from time to time by the Council.

Each Institutional Member may nominate one (1) or more candidates for Membership in the College. The exact number shall be specified from time to time by the Council

6. Induction of Fellows and Members of the College

Newly elected Members shall be inducted into the RSC according to procedures developed by Council. As part of that ceremony, each inductee shall take the Royal Society of Canada Oath and sign a Charter Book, signifying their obligation to promote the purpose of the RSC. Elected members may not exercise the rights of a Fellow or Member of the College until they have been inducted.

Elected candidates shall be inducted into the RSC within three (3) years of their election. In the event of a failure to be formally inducted within three (3) years, the election may be declared null and void by the Council.

7. Constituent Bodies of the RSC

Fellows shall be organized into three Academies as follows:

“Academy of the Arts and Humanities / Académie des arts, des lettres et des sciences humaines”

“Academy of Social Sciences / Académie des sciences sociales”

“Academy of Science / Académie des sciences”

The College is not divided into academies or divisions, but instead stands as a single multidisciplinary body.

8. Meetings of Members

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

(a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days or more 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 thirty) days or more before the day on which the meeting is to be held.

An annual meeting of Members shall be held at such time in each year, as the Board/Council may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the RSC’s preceding fiscal year. The annual meeting shall be held for the purpose of

considering the financial statements, election of directors/councillors, appointing the public accountant and transacting any such other business as may properly be brought before the meeting.

9. Membership Dues

Membership fees payable by various classes of Members, and associated policies, shall be determined from time to time by the Board of Directors and are necessary to being Members in Good Standing.

Applicable membership fees shall be invoiced annually.

10. Termination of Membership

A Membership in the RSC is terminated when:

- (a) the Member dies;
- (b) the Member resigns by delivering a written resignation to the RSC Secretary in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member's term of membership expires; or
- (d) the Member is removed as a Member of the Corporation as provided below.

The Council of the RSC may suspend or terminate a Membership if:

- (a) The Member has been convicted of a serious crime; or
- (b) The Member has been found by an official body to have engaged in serious misconduct, such as, but not limited to, deliberate plagiarism or falsification of data, harassment, or sexual misconduct.

In all such cases, these will be noted by the RSC Secretary or other such officer as may be designated by Council.

Complaints will be addressed by the Council using procedures developed by the Council and posted on the RSC website. Procedures will include the requirement of a report or finding by an official body other than the RSC and time limits on bringing complaints forward. In the event that the Council determines that a Member should be expelled or suspended from Membership in the RSC, the Secretary, or such other officer as may be designated by the Council, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Council, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Council, may proceed to notify the Member that the Member is suspended or expelled from Membership in the RSC. If written submissions are received in accordance with this section, the Council will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The Council's decision shall be final and binding on the Member, without any further right of appeal.

11. Effect of Termination of Membership

Upon any termination of Membership, the rights of the Member, automatically cease to exist. Members who resign shall remain liable for any dues owing to the RSC at the time of withdrawal and

shall forfeit all privileges associated with Fellowship or Membership, including the use of a post-nomial.

12. Chair of Members' Meetings

The President of the RSC shall chair all meetings of the Members. If the President is unable to chair a meeting of the Members, they shall appoint one of the four Vice-Presidents to chair the meeting in the President's absence.

13. Quorum at Members' Meetings

A quorum at any meeting of the Members shall be thirty (30) Members consisting of a minimum of five (5) Fellows of each Academy and five (5) Members of the College and the delegate of at least two (2) Institutional Members. 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. If after thirty (30) minutes a quorum has not been achieved, the meeting will be adjourned to a new date to be set by the President.

14. Proxies

At any meeting of Members, proxy voting shall not be permitted.

15. Votes to Govern at Meetings of Members

At any meeting of Members, every question shall, unless otherwise provided by the Special Act or By-laws be determined by Ordinary Resolution. 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 Chairperson of the meeting in addition to an original vote shall have a second or casting vote.

16. The Council

The Council is the principal body through which the RSC carries out its work. Without limiting its activities, the Council may undertake the following:

- (a) It may create or disband Standing Committees, Ad Hoc Committees, Task Forces, regional RSC programs, or other similar bodies;
- (b) It may enter into agreements with the National Academies or similar bodies of other countries;
- (c) It may accept endowments or other donations on behalf of the RSC;
- (d) It may enter into contracts and purchase real property on behalf of the RSC;
- (e) It may borrow funds to support the work of the RSC;
- (f) It may accept or reject any document or scholarly work offered for publication by the RSC;
- (g) It may approve the creation of medals or other awards and provide regulations governing their administration.

It shall develop and maintain procedures for the election of Society, Academy and College officers and other positions for approval by the Members of the RSC.

It shall develop and maintain procedures for the nomination of candidates for Fellowship or Membership in the College.

It shall develop policies for the admission of Institutional Members and decide on admission of Institutional Members.

It shall develop and maintain procedures for election of Fellows and College Members for approval by the Members of the RSC.

The Council of the RSC shall convene a Committee on Membership at least once every five years, beginning in 1981, for the purpose of ensuring structures that promote inclusive excellence.

The Council shall authorize a written annual report of its activities for presentation to the RSC at its Annual General Meeting.

The Council shall promote the development of regional and local activities of the RSC, Academies and the College.

In order to meet the requirements of the Special Act establishing the RSC, the Council shall ensure that a report is prepared annually and transmitted to both Houses of Parliament of Canada and the Governor General of Canada.

17. Membership of Council

Members of the Council shall be Members of the RSC.

The members of the Council shall consist of: Officers of the RSC, Secretaries of the Academies, and of the College, the International Secretary, the Chairs of Standing Committees of the Council, and up to three (3) representatives of the Institutional Members chosen by procedures determined by the Council.

18. Meetings of Council

The Council shall normally meet in person at least once per year and at the call of the President. A meeting shall be convened at the request of at least six (6) members of Council. Participation by telephone or videoconference of up to five (5) members shall be permitted for such in person meetings. Members of Council shall normally be informed of meetings at least thirty (30) days in advance by electronic means.

An agenda shall normally be provided at least seven (7) days in advance, including notices of motions. In cases of procedural disputes, where the by-laws are silent, a recent edition of Robert's Rules of Order shall provide a guide.

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 Chairperson of the meeting in addition to an original vote shall have a second or casting vote.

Proxies are not permitted.

Decisions shall be made by Ordinary Resolutions and recorded vote.

Minutes of all meetings shall be circulated for approval.

The quorum for Council meetings shall be a majority of members of Council.

19. Conflict of Interest

Members of all Councils, Committees, Task Forces and other bodies of the RSC may find themselves to be, or perceived to be, in conflict of interest for a particular agenda item. The member shall

declare the conflict and its nature as soon as it becomes apparent. Normally, and particularly for committees involving the selection of Awardees, new Fellows or Members of the College, the committee member shall absent themselves for the discussion of that item.

20. Description of Officers

Unless otherwise specified by the Council, the officers of the RSC shall have the following duties and powers associated with their positions:

(a) **President-** The President shall be elected by the Members. The President shall be a Fellow. The office of Presidency shall rotate among the Academies in turn. Following election by the Members, the individual elected to the office of President shall serve a term of one (1) year as President-Elect. Upon assuming the office of the President thereafter, the term of the President shall be for three (3) years.

The President shall, when present, preside at all meetings of the Council and of the Members. The President shall have such other duties and powers as the Council may specify.

(b) **Vice-President-** There shall be four (4) Vice-Presidents, each of whom shall be either the elected President of one of the three Academies or the elected President of the College. Each of the Vice-Presidents shall be elected by the Members of their own Academies or their own College according to procedures developed and approved by the Council.

(c) **Vice-President Designate-** This shall normally be the President of the Academy of which neither the current President, the previous President, or President-Elect is at the material time a Fellow. The President of the College shall not be eligible for appointment as Vice-President Designate. The appointment of a Vice-President Designate shall be approved at the annual meeting of Members and shall serve a term of one (1) year.

(d) **Secretary-** The Secretary shall be a Fellow and shall be elected by the Members to hold office for a three (3) year term. A person having served two (2) consecutive terms as Secretary is not eligible for further election to such office until a period equal to the period of service has elapsed.

(e) **Chair of the Finance Committee –** The Chair of the Finance Committee shall be a Member and shall be appointed by the Board to a three-year term. A person having served two (2) consecutive terms as Chair of the Finance Committee is not eligible to hold such office until a period equal to the period of service has elapsed.

21. The International Secretary

The International Secretary shall be a Fellow elected by the Members of the RSC according to procedures developed by the Council, for a term of three (3) years renewable for one (1) additional term. A person having served two (2) consecutive terms as International Secretary is not eligible for further appointment to that office until a period equal to the period of service has elapsed. The International Secretary shall chair the standing Committee on International Relations, advise the Council on international relations; be responsible to the Council and shall submit an annual report to the Council for the annual meeting of Members of the RSC.

22. Institutional Member Representatives

Institutional Member Representatives shall serve for a term of three (3) years on the Council and shall rotate among the Institutional Members. The Governance and Ethics Committee of the Board shall be responsible for the processes leading to the appointment of Institutional Member Representatives.

23. Vacancy

Should any office referenced with this by-law fall vacant, an interim or regular replacement of such shall be appointed by the Board as soon as possible.

24. The Board of Directors

The Board of Directors shall manage or supervise the management of the activities and affairs of the RSC. It shall include the Officers of the RSC and two or three Members-at-Large, one of whom shall be an Institutional Representative.

The Board shall have three Standing Committees: the Finance, Audit, and Risk Committee, the Governance and Ethics Committee, and the Human Resources Committee.

The Chair of the Board shall normally be the President.

Executive Committee

There shall be an Executive Committee of the Board of Directors which shall consist of the President, Vice-President Designate, Secretary, and Chair of the Finance, Audit, and Risk Committee.

The President of the RSC shall normally be the Chair of the Executive Committee.

The Executive Committee shall carry out the duties of the Board between the meetings of the Board from time to time.

The Executive Committee shall report its proceedings at each meeting of the Board.

25. Meetings of the Board of Directors

Meetings of the Board shall be called by the Chair of the Board, as required. There shall normally be at least one (1) face-to-face meeting of the Board per year. Notice of meetings of the Board shall normally be provided to the members of the Board at least fifteen (15) days in advance.

An agenda shall normally be provided at least seven (7) days in advance, including notices of motions. In cases of procedural disputes, where the by-laws are silent, a recent edition of Robert's Rules of Order shall provide a guide.

Decisions shall be made by motions and recorded vote. Decisions of the Board shall require a majority vote of the members voting. Minutes of all meetings shall be circulated for approval. The quorum for Executive Committee meetings shall be seventy-five (75%) percent of the members of the Executive.

Proxies are not permitted at meetings of the Executive Committee.

26. Executive Director

There shall be an Executive Director of the RSC, employed under terms established by the Board of Directors. The Executive Director shall work closely with the Chair of the Board to promote the purpose and activities of the RSC. The Executive Director shall be responsible for the employees and the operations of the RSC office and shall report to the Board on all such matters.

27. Organization of the Academies and the College

Each Academy shall, and the College may, subject to ratification by the Council of the RSC, create Divisions. Each Division shall elect officers to be responsible for operating the Division and organizing the selection of candidates for Membership in the Division, and such other matters as determined by the council of the Academy or the College.

There shall be a council of each Academy and the College, which shall consist of the Officers of the Academy and the College and other members of the Academy and College as determined by each Academy and the College.

The Officers of each Academy and the College shall be a President, a President-Elect as available, a Secretary and, for those bodies with Divisions, one (1) member at large from each Division, that member to be elected at the Annual business meeting of each Academy and the College by the members of each Academy and the College for a two-year term. For those bodies without Divisions, a number of at-large representatives determined by the council of that body shall be elected by the members of the Academy and College.

The President of each Academy and the College shall be elected by the Fellows of the Academy or Members of the College, using procedures developed and maintained by the Council of the RSC. The President shall serve one (1) year as President-Elect and three (3) years as President.

The Secretary of each Academy and the College shall be appointed by the respective councils of these bodies for a term of two (2) years, renewable once.

Academies and the College shall, using procedures developed by the Council of the RSC and approved by the Members of the RSC, annually recommend to Council candidates for election as Fellows or Members of the College whose achievements warrant membership in the Royal Society of Canada.

Academies and the College may, subject to ratification by the Council of the RSC:

- Establish standing and ad hoc committees and task forces;
- Create symposia in its subject areas;
- Develop relations, and enter into agreements, with other similar bodies;
- Publish documents, books or other material;
- Promote and organize regional activities.

Engage in any other activities assigned by the Council.

28. Amendment to the By-Laws

Members shall receive sixty (60) days' notice of an intent to amend or repeal by-Laws, and the proposed changes shall be posted on the web-site of the RSC at least thirty (30) days in advance of the meeting to consider them.

The present By-law may be amended or repealed using one of the following procedures:

The By-laws of the RSC may be amended at an Annual or Special Business Meeting of the RSC by Special Resolution of all the Members present and voting and by Ordinary Resolution of the members of each Academy and the College present and voting. Additional amendments on sections of the By-law for which no notice has been given may be proposed during the meeting and adopted, provided that notice is waived by a unanimous vote of the Members present.

Alternatively, the By-laws may be amended by a vote of two-thirds (2/3) of all Members voting and by a majority vote of the members of each Academy and the College voting. The voting period will commence six (6) weeks after the amendments are posted on the website and will continue for two (2) weeks thereafter. The Council shall set out procedures for collecting, counting and reporting the results of the vote.

For revisions that may require extensive discussion by the Members of the RSC, the proposed changes may be considered by Committee of the Whole at an Annual or Special Meeting of the RSC. Notice of the proposed amendments shall indicate that the matter will not come to a vote at the meeting in question. The Council, informed by that discussion, shall prepare a final version for approval by a postal ballot or electronic ballot by a vote of two-thirds (2/3) of all Members voting and by a majority vote of the members of each Academy and the College voting. The Council shall set out procedures for collecting, counting and reporting the results of the vote.

29. Dissolution

In the event of the dissolution of the RSC, the assets shall be used to discharge any liabilities of the RSC. Any remaining assets shall be transferred to a qualified donee selected by the Board of Directors to be used for awards to support the research, scholarship or artistic activities of Canadians. The Board shall identify the proposed qualified donee from time to time and report any changes to Members at each Annual General Meeting of the RSC. Upon the Members approving dissolution of the RSC, the Board shall do all things necessary to transfer the remaining assets to the selected qualified donee.

30. General

All previous general By-laws and amendment thereto of the RSC are hereby repealed and this By-law substituted therefore. The repeal of previous By-laws shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers, Directors and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board, Council or Members' resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

The head office of the RSC shall be in the City of Ottawa, in the Province of Ontario, Canada. English and French shall be the official languages of the RSC.

At meetings of Members and meetings of the Council and its committees, all matters of procedure not provided for by this By-law shall be decided by Robert's Rules (including Rules of Order).

The Council may prescribe such rules and regulations not inconsistent with this by-law relating to the management and operation of the RSC, as it deems appropriate, provided that such rules and regulations, if approval by the Members is required shall be confirmed at the next annual meeting of members and in default of such confirmation shall cease to have force and effect.

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PASSED by the Members on 26 November 2022.