

**CONSTITUTION AND BY-LAWS**

**FOR**

**THE BRITANNIA COMMUNITY  
SERVICES CENTRE  
SOCIETY**

Original document :May 1974

Amended:

1978/1982/1983/1989/1991/1998/2000/2003/2009/2016

REPRINTED: May 2016

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## **CONSTITUTION**

### **ARTICLE I - NAME OF THE SOCIETY**

The name of the Society is The Britannia Community Services Centre Society.

### **ARTICLE II - OBJECT OF THE SOCIETY**

The object of the Society is to operate the Britannia Community Services Centre to:

1. develop and encourage new arrangements for co-ordination and integration of community services provided by a variety of agencies and individuals;
2. provide a centre for social action, a place where people meet to discuss local area and neighbourhood problems and work together to solve them;
3. advocate and support Reconciliation in collaboration with indigenous peoples within the mandate of the Centre and in the context of historical, social and systemic inequities for indigenous peoples;
4. maintain effective two-way communication between the Centre and the community, both to ensure constant awareness of community needs, and to inform local citizens on the availability of programs and services;
5. provide means of community involvement in the development and delivery of all programs with which the Centre is associated and thereby make such programs responsive to changing needs;
6. provide the local citizens with access to all programs and services in the Centre;
7. sponsor, and where necessary operate, programs and services in the community;
8. ensure that the necessary staff and facilities are available to achieve the above.

### **ARTICLE III - AREA OF OPERATIONS**

The operations of the Society shall be chiefly carried on in the Grandview-Woodland and Strathcona areas of the City of Vancouver in the Province of British Columbia.

### **ARTICLE IV - DISSOLUTION OF THE SOCIETY**

In the event of the Society being dissolved for any cause the assets of the Society and the responsibility for the operation of the Britannia Community Services Centre shall revert to the City of Vancouver.

This article of the constitution shall be unalterable.

## BY-LAWS

### **ARTICLE 1 - INTERPRETATION**

In these by-laws words implying the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice-versa, and unless the context specifies otherwise:

“Board” means the Board of Management of the Society.

“Centre” means the Britannia Community Services Centre.

“Society” means the Britannia Community Services Centre Society.

“Director” means a person elected or appointed to serve on the Board as set out in these By-laws.

“Executive Director” means a person employed by the Society to head the administrative staff of the Centre as provided in these by-laws.

“Park Board” means the Board of Parks and Recreation, City of Vancouver.

“School Board” means the Vancouver Board of School Trustees, District 39.

“civic agencies” means any or all of: the School Board and its administration; the Park Board and its administration; and the Vancouver Public Library Board and its administration.

“agencies” means either civic or other agencies or both as appropriate to the context. Other agencies may include public or private agencies.

“Employee” means a person employed directly or under contract by:

- the Society
- Park Board
- School Board
- Vancouver Public Library
- any other on site agency

where the employee is located at Britannia or in a programme administered by Britannia and where employment has been in effect since January 1 of the year in question.

### **ARTICLE 2 - MEMBERSHIP OF THE SOCIETY**

Section 1 - Annual members of the Society shall be those persons who are not disqualified by these by-laws and who have paid their membership dues to the Society for the membership year which shall extend from September 1st in one year to August 31st in the next year.

Section 2 - Membership dues and categories of membership shall be determined from time to time by the Board.

Section 3 - Annual membership shall be terminated by failure of a member to renew membership as provided in these by-laws.

Section 4 - A person joining the Society or a former member who rejoins the Society shall not be entitled to vote at any meeting of the Society which is held within 14 days of the date on which such a person pays membership dues.

Section 5 - Except as provided in these by-laws, every member of the Society who is 16 years or older shall be entitled to hold office and vote at all meetings of the Society.

Section 6 - Any person may withdraw from membership by written notice delivered to the Secretary. A member may be suspended by an extraordinary resolution of the Society passed by a three-fourths majority of the members present at a meeting of the Society provided that:

- the notice of meeting specifies that such a matter is to be placed before the members and provides the particulars of the grounds for the resolution.
- there is full opportunity for the member in question to be heard at the meeting.
- if suspension is approved, it shall be for a specified time period.

### **ARTICLE 3 - BOARD OF MANAGEMENT**

Section 1 - The property and affairs of the Society shall be managed by the Board of Management. The Board shall be responsible for the management of the Centre and may make rules or regulations governing its operation which are not inconsistent with the provisions of: these by-laws or regulations of the civic agencies; the by-laws of the City of Vancouver; any statute or the regulations passed under such statutes. More specifically the Board shall be responsible for:

- a) Developing and maintaining a high degree of community participation in the affairs of the Society and the activities of the Centre.
- b) Identifying community needs and determining programme policy according to those needs.
- c) Working with indigenous peoples to learn and grow together to address historic injustices, developing and providing programs and services within the community consistent with the purpose and values of Reconciliation.
- d) Providing programmes and services to the community consistent with the policy of the Centre and with the funding and other support provided by the civic agencies, the City of Vancouver, Provincial or Federal government departments, other agencies and volunteer groups.
- e) Developing a team approach to the planning and implementation of programmes and services with all agencies operating in or through the Centre.

- f) Ensuring that building maintenance and janitorial arrangements are responsive to the
- g) Administering, operating and maintaining the Centre.

Section 2 - The Board shall be composed as follows:

- a) 14 voting Directors shall be elected by members of the Society as provided in these by-laws. No employee, as defined in Article 1 is eligible to be a voting director.
- b) In addition to the elected Directors, a maximum of one Director may be elected at any given time who is an employee, as defined in Article 1. Such a member will be non-voting and, as such, will not have a vote at any meetings of the Board nor of its Executive (including Personnel) nor Finance Committees nor be a member of the quorum.
- c) Of the elected Directors a minimum of 10 such Directors at any given time must reside in the Grandview-Woodland and Strathcona areas of the City of Vancouver. Should an elected Board of Management member who is living within the Grandview-Woodland and Strathcona areas of the City of Vancouver move out of the area, they will be permitted to complete the current year of their term, but must run for re-election at the next Annual General Meeting as an out of area candidate.
- d) Three Directors who represent the agencies at the Centre shall be the Principal of the Britannia Secondary School, the Community Recreation Co-ordinator and the Librarian-in-charge.

Section 3 - The three Directors who are representatives of the civic agencies operating in the Centre shall be members of the Board for the period during which they hold the positions described in Section 2 of this Article.

Section 4 - Where a person ceases to be an elected Director before the expiration of the term for any cause, the Board shall appoint a member of the Society to fill the vacancy until the date of the next annual meeting at which time the Society shall elect a member to serve for the unexpired portion of the term then remaining. Where the position of a Director who is an agency representative falls vacant for any cause, the Board shall request the appropriate appointing or selecting body to fill the vacancy for the remainder of the current term. If the Board fails to fill a vacancy as provided herein the members of the Society may take such action as is deemed necessary to keep the Board membership up to full strength.

Section 5 - No person who is not a member of the Society, for a minimum of 14 days, as provided for in Article 2 Section 4 shall be qualified for election as a Director.

Section 6 - No person who is under the age of 16 years or who is an agency representative shall be eligible to become an elected Director. Except as provided for in Article 3, section 2(b), no person who is an employee shall be eligible to become an elected Director.

Section 7 - A Director who fails to attend three consecutive meetings of the Board without leave of absence, may be requested to appear before a special meeting of the Board to show cause why they should not be removed from office. Failure of a Director to appear before the Board to explain such absence when requested to do so shall constitute cause for removal from office.

Section 8 - A Director may be removed from office by an extraordinary resolution of the Society passed by a three-fourths majority of the members present at a meeting of the Society, provided the notice of meeting specifies that such a matter is to be placed before the members and gives the particulars of the grounds for the resolution.

Section 9 - The Board shall have power to make contracts and enter into agreements on behalf of the Society subject to the provisions and limitations set out in Section 1 of this Article. In general all matters concerning contracts or purchases shall be determined by the Board, but for the convenience of day to day operations these powers may be delegated to the Executive Director under such rules as may, from time to time, be laid down by the Board.

Section 10 - No member of the Board shall accept any remuneration for services rendered to the Society or the Centre. No employee of the Society shall have any financial interest in any purchase order or contract entered into or issued on behalf of the Society or the Centre. A member of the Board may have such financial interests provided that they declare their interests and that they refrain from voting at meetings of the Board on any matter affecting those interests. The provisions of this section shall not apply to an employee of the Society or an employee working in the Centre or to the reimbursement of a Director in respect of expenses incurred with the Board's approval in carrying out the business of the Society.

#### **ARTICLE 4 - OFFICERS**

Section 1 - The officers shall be a President, Vice-President and Treasurer who shall be selected annually by the Board from among its membership at its first regular meeting immediately following the annual meeting of the Society each year, and shall hold office for the term of one year and until their successors are selected. The President, Vice-President and Treasurer shall be selected from the elected Directors on the Board. Vacancies occurring among the officers may be filled for the unexpired term by the Board.

Section 2 - The President shall preside at all meetings of the Society and the President shall have the powers and duties generally pertaining to their office. They shall be a member ex-officio of all committees except the Board Development Committee.

Section 3 - The Vice-President shall in the absence or disability of the President, possess all of the powers and perform all of the duties of the President.

Section 4 - The Treasurer shall, subject to the directions of the Board, have custody and control of all securities and funds; see that full and accurate records are kept thereof; see that an annual report in writing showing the financial condition of the Society and the results of the yearly operation of the Society is made and see that any other financial reports which the Board may from time to time require, are prepared and presented. They shall have

the powers and duties generally pertaining to their office and shall be bonded in such sum and with such sureties as the Board shall from time to time determine.

Section 5 -The Executive Director shall be Secretary of the Society, the Board and the Executive Committee but shall not be a member of the Board nor shall they be entitled to vote. The Secretary shall keep minutes of all meetings of the Society, the Board, the Executive Committee, and such other committees as provided in these by-laws, and have custody of such minutes and all records pertaining to their office. They shall have the powers and duties generally pertaining to their office.

## **ARTICLE 5 - COMMITTEES**

Section 1 - There shall be an Executive Committee consisting of the President, Vice-President, Treasurer and two other Board members selected annually by the Board at the first meeting thereof held after the annual meeting in each year. Of the five, at least three shall be residents of Grandview/Woodland or Strathcona areas of Vancouver. The President shall be the chairperson but if they are absent, the Vice-President shall be chairperson. The Executive Director shall be Secretary of the Executive Committee but shall not be entitled to vote.

Section 2- Subject to control of the Board, the Executive Committee shall have power to transact all business of the Society in the interim between the meetings of the Board. Three members constitute a quorum. The Executive Committee shall meet at the call of the chairperson or of any two members thereof.

Section 3 - There shall be two other standing committees of the Board, namely, a Finance Committee and a Board Development Committee. The Board may appoint such other standing committees as it may consider necessary to further the objects of the Society.

Section 4 - The membership and quorum of each standing committee shall from time to time be determined by the Board according to the needs of the Society and the Centre. Each standing committee shall select a chairperson from among its members, except as provided in these by-laws or by ruling of the Board. The Executive Director shall be Secretary of all standing committees but shall not be entitled to vote.

Section 5 - The Finance Committee shall advise the Board on all the financial aspects of the Society's and the Centre's operations. In addition, the committee shall make recommendations to the Board on the negotiation of operating and funding agreements with the civic agencies, the City of Vancouver, and such other agencies as may from time to time be appropriate. The committee shall also advise the Board regarding the purchase and sale of securities (in accordance with the Societies Act), the investment of the funds of the Society and the administration of any endowments or gifts received by the Society. The Treasurer shall be chairperson of the Finance Committee.

Section 6 - The Board Development Committee shall consist of at least three members of the Society and not more than nine members, appointed by the Board. At least three of the Committee members shall be members of the Board. A majority of members, including at least two Board Members, shall constitute a quorum. Membership of this Committee shall be reviewed by the Board no later than September of each year. The Board shall appoint the chairperson of this Committee who shall normally be the Vice-



President.

Section 7 - No person shall serve as a member of the Board Development Committee for more than two consecutive terms but they shall be eligible for re-appointment for one year thereafter. If a member of the Board Development Committee fails to serve out their full term for any cause, the Board shall forthwith appoint someone to replace them for the remainder of the unexpired term.

Section 8 - The Board Development Committee shall present at the annual meeting of the Society, nominations for election to the Board and may, with the approval of the Society, establish such rules and procedures for the presentation and consideration of names as it from time to time considers are in the best interests of the Society. Any member of the Society may present additional nominations for election to the Board at the annual meeting of the Society provided verbal assurance is given that persons nominated are prepared to serve in those positions.

Section 9 - Additional committees may be created by the Board from time to time whenever it is deemed necessary or desirable. Such committees shall limit their activities to the purposes for which they are appointed and they shall have no power to act unless specifically conferred by resolution of the Board. Upon completion of the task for which it is appointed, such a special committee shall be dissolved by the Board.

## **ARTICLE 6 - MEETINGS**

Section 1 - The Annual General Meeting of the members of the Society shall be held on a day in May or June as determined by the Board.

Section 2 - A special meeting of the Society may be called by the President. Such a meeting shall also be called by either the President or the Secretary within one month of the receipt of a written request setting forth the business to be dealt with and signed by at least ten members of the Society. The request shall be mailed or delivered to the Secretary and the date on which it is received shall be deemed to be the date on which it was received by the Board. Where such a request indicates that the expulsion of a member or the removal of a Director is going to be called for; reference to such a matter shall be included in the notice of meeting issued under these by-laws.

Section 3 - Thirty members shall constitute a quorum at any meeting of the Society and nine Directors shall constitute a quorum at any meeting of the Board.

Section 4 - Regular monthly meetings of the Board shall be held on a day fixed by the Board, except as provided in Section 5 of this Article.

Section 5 - The first regular meeting of the Board in each year shall immediately follow the Annual General Meeting of the Society and no notice of such meeting need be given to the members of the Board.

Section 6 - Special meetings of the Board may be called by the President. Such meeting shall also be called by them or the Secretary within ten days of the receipt by the Secretary of a written request setting forth the business to be dealt with and signed by at least four members of the Board.

Section 7 - All meetings of the Board shall be open to the public and the press except those parts of each meeting where confidential matters, such as those pertaining to staff, are to be discussed.

Section 8 - a) Notice of all meetings of the Society shall be given by either of the following methods as determined from time to time by the Board:

i) By mailing or delivering a written notice to each member at least fourteen days before the date of the meeting; or

ii) By advertising the meeting in at least two separate issues of a newspaper or newspapers circulated in the City of Vancouver not more than twenty-eight days and not less than fifteen days before the day fixed for the meeting.

b) Except as provided in these by-laws, written notice of all meetings of the Board, other than the first regular meeting of the year, shall be mailed or delivered to each Director at least four days before the date of the meeting.

c) Notice of a special meeting of the Society or the Board shall state the business to be transacted and no business other than that stated in the notice shall be transacted.

Section 9 - Where a special meeting of either the Society or the Board has been requested in writing in accordance with either Section 2 or Section 6 of this Article and such a meeting has not been held within the prescribed time, the persons who made the request may proceed as follows: a notice may be issued in the form and manner prescribed by these by-laws calling a special meeting of the Society or the Board, as the case may be, and such a notice shall be issued by not less than one-half of the persons who signed the original request for a special meeting.

Section 10 - The President, or in their absence the Vice-President, shall preside as chairperson at every meeting of the Society or the Board and if there is no such chairperson present within thirty minutes after the time appointed for holding the meeting, the members present shall, if they comprise a quorum, choose a person to act as chairperson from among their number.

Section 11 - Voting shall be by show of hands unless a majority of the members present shall otherwise determine. The chairperson may vote but if they do so and a tie vote results, they shall not be permitted to vote again to break the tie and the matter being voted on shall be deemed to have been defeated. At all meetings of the Society each member in good standing who is present, shall be entitled to one vote on their own behalf. Each issue shall be decided according to the majority of votes cast except where the members are voting on an extraordinary resolution, in which case such a resolution shall not be deemed to have been passed by the Society unless at least a three-fourths majority of the members present have voted in favour of the said extraordinary resolution at a meeting of the Society provided the notice calling the said meeting specified the intention to propose such a resolution.

Section 12 - Voting by proxy shall not be allowed at any meeting of the Society or of the Board.

Section 13 - Ordinary resolutions passed at a meeting of the Society shall not be binding on the Board.

Section 14 - Where a meeting of the Society or the Board cannot be held due to the lack of a quorum, such a meeting shall be deemed to be adjourned to a future date, which may be determined by those members present at the meeting place or failing that, by any two members of the Board. The date of the adjourned meeting shall allow sufficient time for

at least two days' prior notice of the adjournment to be given to the persons concerned either by mail, newspaper advisement or otherwise. The quorum requirements of these by-laws shall not apply to the holding of such an adjourned meeting.

Section 15 - Except where otherwise provided by the Society or these by-laws, all matters or procedure at any meeting of the Society or the Board shall be decided in accordance with Robert's Rules of Order, Revised.

#### **ARTICLE 7 - FISCAL YEAR AND AUDIT OF ACCOUNTS**

Section 1 - The fiscal year of the Society shall be the calendar year.

Section 2 - The accounts of the Society shall be audited by a qualified accountant regularly employed in auditing, appointed annually by the Board. If the post of auditor becomes vacant, the Board shall appoint a qualified person to fill the vacancy.

#### **ARTICLE 8 - INSPECTION OF BOOKS AND RECORDS**

Section 1 - The books and records of the Society shall be open to the inspection of the members of the Society and any member who wishes to make such an inspection shall apply in writing to the Secretary. Upon receipt of such an application the Secretary shall forthwith bring the same to the attention of the Board or the Executive Committee which shall cause the said books and records to be made available for inspection at such time and place as is reasonably convenient to everyone concerned, not later than one week from the day on which the Secretary received the said application. The provisions of this section shall only apply to:

- (a) records related to financial transactions of the Society;
- (b) the minutes of all meetings of the Society;
- (c) the minutes of the Board, excluding those parts of the minutes recording the business of the Board in private session (see Article 6, Section 7)

#### **ARTICLE 9 - BORROWING POWERS**

Section 1 - For the purpose of carrying out its objects and subject to these by-laws, the Society may borrow, raise or secure the payment of monies in such manner as it thinks fit.

Section 2 - Pursuant to its objects and subject to these by-laws the Society may undertake fundraising activities.

Section 3 - Any money raising or other activity which is proposed for the Society and which may result in a financial loss to the Society in excess of five hundred dollars (\$500.00), shall only take place after the approval of the Board has been obtained.

#### **ARTICLE 10 - BANK ACCOUNT AND SIGNING OFFICERS**

Section 1 - The funds of the Society and funds entrusted to the Society by any agency shall be deposited in a chartered bank or credit union as may from time to time be determined by the Board. Signing officers shall from time to time be designated by resolution of the Board.

## **ARTICLE 11 - DEVELOPMENT FUND**

Section 1 - The Society shall maintain and operate a fund known as the Development Fund for the following purposes:

- a) to provide a capital fund for extraordinary projects under special circumstances detailed below.
- b) to generate interest income to support a wide range of programs and service.

Section 2 - The Development Fund shall grow only through direct allocation by the Board and not through accretion of interest generated by the Development Fund.

Section 3 - The capital of the Development Fund may be expended only in accordance with these guidelines:

A) Expenditures are restricted to:

- i) physical improvement of the Britannia site
- ii) acquisitions of real or other property; or
- iii) seeding of new Britannia undertakings deemed to be of special benefit to the community.

B) No expenditure of the capital of the Development Fund shall be made for operating expenses of Britannia.

C) No expenditure shall be made unless approved by at least 75% of the total elected members of the Board, or unless approved by an extraordinary resolution of the members of the Society as provided in these by-laws.

## **ARTICLE 12 - SEAL**

Section 1 - The seal of the Society shall be in the custody of the Secretary. It shall not be affixed to any document except by authority of a resolution of the Board and in the presence of such officers or persons as may be prescribed by such resolution, or if none be so prescribed, in the presence of the President and any two Directors and such persons shall sign every document to which the seal of the Society is affixed.

## **ARTICLE 13 - ADMINISTRATIVE STAFF**

Section 1 - The Society shall employ an administrative staff for the Centre to assist the Board in the development and implementation of policies and objectives. The administrative staff shall also be responsible to the Board for day to day operations in partnership with the staff of all agencies working in or through the Centre.

Section 2 - The administrative staff shall be headed by an Executive Director and shall comprise such organizational and clerical staff as the Board shall from time to time determine.

## **ARTICLE 14 - EXECUTIVE DIRECTOR**

Section 1 - The Executive Director shall have the necessary authority and shall be held responsible for the administration of the Centre in all its activities and departments subject only to the by-laws and regulations of the civic agencies and to such policies as may be adopted and such orders as may be issued by the Board or the Executive Committee. More specifically the authority and duties of the Executive Director shall be;

- a) To be responsible for the day to day operation of the Centre including the scheduling of space and supporting services so that all programs are able to function with maximum convenience to both the community and the staff working in the Centre.
- b) To be responsible for organizing a continuing program of outreach to the community. This shall not only include publicity on the purposes of the Society and the Centre and on the facilities and services available, but also assessment of community needs to provide a basis for planning Centre activities.
- c) To assist the Board in the development of:
  - i) operating policies and procedures for the Centre;
  - ii) operating and funding arrangements with the civic agencies, the City of Vancouver, other agencies, and government departments;
  - iii) personnel policies for the administrative staff of the Centre;
  - iv) job descriptions for the administrative staff of the Centre as a basis for a regular review by the Board both of performance and of staffing requirements;
  - v) a team approach to the planning and implementation of programs by encouraging co-ordination and, where possible, integration of the activities of agencies operating in the Centre or in the surrounding area.
- d) To be responsible for the supervision of the administrative staff of the Centre and for the hiring and discharge of such staff as the Board may designate.
- e) To be responsible to the Board for ensuring that all policies, rules and regulations of the Board are observed by all staff and persons using the Centre.
- f) To ensure that the buildings and grounds of the Centre are kept in a good state of repair, conferring with the Board or its committees in major matters, but authorize emergency repairs and routine maintenance without such consultation within the limitations imposed by the Board.
- g) To supervise all business affairs of the Society and the Centre such as the records of the membership, financial transactions, collection of accounts and purchases and issuance of supplies and to be certain that all funds are collected and expended to the best advantage of the Society and the Centre.
- h) To submit regularly to the Board or its authorized committees, periodic progress reports on the activities and the financial position of the Society and the Centre and to prepare and submit any special reports that may be required by the Board.
- i) To prepare annual budget estimates showing the expected revenues and expenditures of the Society and the Centre.
- j) To attend all meetings of the Society, the Board and the Executive Committee and such other meetings as they may be required to attend by order of the Board or the provisions of these by-laws.
- k) To perform any other duty assigned to them by the Board in connection with the management and operation of the Society and the Centre.

**ARTICLE 15 - RELATIONSHIPS WITH AGENCIES**

Section 1 - The Society shall from time to time enter into such agreements with the civic agencies and with the City of Vancouver as may be necessary to the operation of the Centre. These operating agreements may include provisions for:

- a) Staff, equipment and supplies to carry on the programs and administration of the Centre.
- b) Maintenance and janitorial services for the Centre.
- c) The funds necessary to support the foregoing activities.

Section 2 - The Society may from time to time enter into such other contracts and agreements for funding, staff, or services as may be necessary to the operation of the centre. Such contracts or agreements may be with agencies, government departments, or with private concerns.

Section 3 - The City of Vancouver and the civic agencies shall each be invited to appoint a liaison representative to the Board. There shall be four such liaison representatives, one of whom shall be a Council Member of the City of Vancouver, one a Commissioner of the Park Board, one a Trustee of the School Board and one a Member of the Library Board. These liaison representatives shall receive invitations to attend all meetings of the Board and shall receive copies of the minutes of all such meetings.

Section 4 - Staff of agencies or other organizations operating in the Centre shall continue their usual relationships with their own organizations but shall carry on their duties in the Centre subject to the policies, rules and regulations of the Board.

Section 5 - In the event of conflict between the desires of the Board and the established programs or procedures of an agency, the Board shall refer the matter to the appropriate level of authority within the agency concerned.

**ARTICLE 16 - AMENDMENT OF BY-LAWS**

Section 1 - These by-laws may be amended or re-enacted by an extraordinary resolution passed by a three-fourths majority of the members present at any regular or special meeting of the Society provided that the notice of the meeting advises such amendment or re-enactment is to be dealt with at the meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ at Vancouver, BC.

**WITNESS**

(The signature of each subscriber must be Witnessed and one person may witness all the signatures. The witness must write their full name, address and occupation here.)

**SUBSCRIBERS**

(The full name and occupation of each subscriber must be written here in the subscriber's own handwriting. There must be at least five subscribers.)