

BY-LAW NO. 1

A by-law relating generally to the
conduct of the affairs of
INTERNATIONAL SOCIETY FOR FIBRINOLYSIS AND PROTEOLYSIS
(the “Corporation”)

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 GENERAL

1.01 Definitions

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

- a. “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. “board” means the board of directors of the Corporation and “director” means a member of the board;
- d. “by-law” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

- e. “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on the resolution;
- g. “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

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

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be December 31.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking

business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

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

1.08 Registered Office

The Registered Office of the Corporation shall be within the City of Hamilton, in the Province of Ontario or, if authorized by the board, at any other location in Canada.

SECTION 2 OBJECTIVES

2.01 General

The objectives of the Corporation are exclusively scientific and educational in nature.

Specifically, the objectives include the furtherance of scientific research relating to fundamental and medical aspects of Fibrinolysis, Proteolysis and Thrombolysis, the furtherance of research in related disciplines, the interchange of ideas through the organization of scientific conferences and the publication of a website and the stimulation of scientific activities for the developments in Fibrinolysis, Proteolysis and Thrombolysis. The Corporation also has as its objectives the furtherance of the cooperation with the International Society on Thrombosis and Haemostasis.

The Journal of Thrombosis and Haemostasis is the official journal of the Corporation.

SECTION 3 MEMBERSHIP

3.01 Membership Conditions

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, active members and sponsoring members.

a. Active members

The eligibility for election as an active member shall be based on the candidate's continuing scientific interest in the broad field of Fibrinolysis, Proteolysis and Thrombolysis.

The board proposes candidates for active membership at the annual meeting of members. Candidates are accepted as active members by a majority of votes at that meeting.

The annual dues of these members will be fixed by a resolution of the board which is to be approved at the annual meeting of members. These dues shall be collected directly by the Corporation and are to be paid annually.

The board may propose, at the annual meeting of members, to accept a number of complimentary and honorary members as active members.

i. Complimentary members

The Corporation may accept one (1) senior scientist from each major research institute on a complimentary basis. These complimentary subscriptions will be sponsored by the donation of the D. Collen Research Foundation (now Life Sciences Research Partners) to the Corporation.

Complimentary memberships must be renewed every (2) years by approval of the board.

ii. Honorary members

Candidates for honorary membership are retired members of the Corporation who have performed outstanding scientific research which has resulted in substantial progress in fundamental and medical aspects of Fibrinolysis, Proteolysis and Thrombolysis.

Candidates for honorary memberships are selected by the board and should be approved by two-thirds (2/3) of the directors present. The board proposes the candidates at the annual meeting of members. Candidates are accepted as honorary members by a majority of votes at that meeting.

Honorary membership is free and life-long but honorary members will be asked every second (2nd) year whether they wish to continue their membership.

b. Sponsoring members

The eligibility for election as a sponsoring member shall be based on their financial contributions to the Corporation.

The board proposes candidates for sponsoring membership at the annual meeting of members. Candidates are accepted as sponsoring members by a majority of votes at that meeting.

The annual dues of these members will be fixed by a resolution of the board which is to be approved at the annual meeting of members.

3.02 Notice of Meeting 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 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.

Notice of a meeting shall not be necessary if all of the members 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. Any waiver of notice may be given before, at or after the meeting to which it relates. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.03 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 4 MEMBERSHIP TERMINATION

4.01 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. the member is expelled by at least two-thirds (2/3) of votes at an annual meeting of members and under any one (1) of the following circumstances:
 - i. if a member has damaged the honour of the Corporation;
 - ii. if a member no longer meets the membership criteria set by the Corporation;
 - iii. if a member remains in default of annual dues;
- c. the member resigns by means of a registered letter addressed to the board, which shall accept the resignation at the board's next meeting, providing the member concerned has paid all dues up to that date; or
- d. the Corporation 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 Corporation, automatically cease to exist.

SECTION 5 MEETINGS OF MEMBERS

5.01 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 Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.02 Annual Meeting of Members

The annual meeting of members shall take place at a location designated by the board. The board shall place an announcement to that effect on the Corporation's website, stating the agenda, date and time of the annual meeting of members. The annual meeting of members may also be convened by at least five (5) directors and if one-fifth (1/5) of the members request this. Whenever the Corporation organizes a scientific conference, the annual meeting of members for the year shall be held during said conference, unless decided otherwise by a majority of the members.

5.03 Chair of the Meeting

In the event that the Chairman of the board and the Vice-Chairman 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.

5.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. 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.

5.05 Votes to Govern

At any meeting of members every resolution shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast by active members present, and shall be brought to the notice of all members by publication on the Corporation's website.

5.06 Resolutions

No decision may be taken on any subject which has not been recorded on the agenda, except by means of unanimous resolution.

The resolutions of the annual meeting of members shall be listed in a register, signed by the Chairman, Vice-Chairman and the Secretary.

5.07 Proxy

Every active member may represent one (1) other active member by means of a written proxy.

5.08 Budget and Accounts

The board shall submit at the annual meeting of members the accounts for the financial year just ended and the budget for the following financial year.

SECTION 6 DIRECTORS

6.01 Number

There shall be at least twelve (12) active members who are directors on the board.

Four (4) of these twelve (12) directors shall be replaced every two (2) years by four (4) new directors. This replacement shall take place on the basis of seniority.

6.02 Election and Term

Subject to the articles, the members will elect, by majority vote, the directors from among the active members. Election of new directors will be conducted by mail by all of the Corporation's members and the results will be confirmed at the next annual meeting of members.

The term of a director shall be fixed at four (4) years.

6.03 Appointed Directors

The Chairman of the Subcommittee on Fibrinolysis of the Scientific and Standardization Committee of the International Society on Thrombosis and Haemostasis, the liaison officer with the International Fibrinogen Research Society and the Associate Editor, Section Fibrinolysis, of the Journal of Thrombosis and Haemostasis shall be appointed directors.

Retiring Chairmen shall be appointed to serve for one (1) year after the end of their term.

In accordance with the Act, the number of appointed directors cannot, at any time, exceed one-third (1/3) of the number of the elected directors.

6.04 Dismissal

Directors may be dismissed by a two-thirds (2/3) majority of votes of active members present at an annual meeting of members.

6.05 Powers

The board shall have full authority with respect to the management and running of the Corporation. The board may charge its Chairman, or one (1) or more members of the board, or another person appointed for the purpose, with the day-to-day management.

6.06 Committees

The board, subject to approval at the annual meeting of members by majority, may set up special committees. The board shall specify further and in more detail the responsibilities and tasks of these committees in a resolution, which must be approved at the annual meeting of members.

6.07 Signing Authority

All acts which commit the Corporation in matters other than those connected with the day-to-day management, shall be signed by two (2) members of the board.

6.08 Legal Actions

All legal actions, both as plaintiff and defendant, shall be conducted, prosecuted and expedited by the board, represented by its Chairman, or two (2) members of the board, or a person appointed for the purpose.

SECTION 7 MEETINGS OF DIRECTORS

7.01 Calling of Meetings

Meetings of the board may be called by the Chairman of the board or any three (3) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 11.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Any waiver of notice may be given before, at or after the meeting to which it relates. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

7.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.04 Quorum

A quorum at any meeting of the directors (unless a greater number of directors are required to be present by the Act) shall be a majority of the directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting of directors, the directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.05 Votes to Govern

At all meetings of the board, every resolution shall be passed by a majority of the directors of the board. In case of an equality of votes, the Chairman of the board in addition to an original vote shall have a second or casting vote.

7.06 Resolutions

Resolutions passed by the board shall be entered in the register, signed by the Chairman, the Vice-Chairman and the Secretary, and shall be kept by the Secretary or the Executive Director, if appointed, who shall make the resolutions available to the members of the Corporation.

SECTION 8 OFFICERS

8.01 Election

Subject to the following sentence, the board shall elect by secret ballot from among the directors and for a renewable term of two (2) years, a Chairman and a Vice-Chairman and for a term of four (4) years a Secretary/Treasurer. The Vice-Chairman will become Chairman two (2) years after his/her election as Vice-Chairman. On election to one of these offices, the mandate of the director may be extended by a term corresponding to the term of the elected mandate, subject to the Act.

8.02 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 Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chairman of the Board** – There shall be a Chairman of the board who shall be a director. The Chairman of the board shall, when present, preside at all meetings of the

board of directors and of the members. The Chairman shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chairman of the board shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and shall have such other duties and powers as the board may specify.

- b. **Vice-Chairman of the Board** – The Vice-Chairman of the board shall be a director. If the Chairman of the board is absent or is unable or refuses to act, the Vice-Chairman of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice-Chairman shall have such other duties and powers as the board may specify.
- c. **Secretary/Treasurer** – The Secretary/Treasurer of the board 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 Corporation'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; and the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary may also serve as Treasurer and shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or Chairman of the board requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director, or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

8.04 Executive Director

The board may appoint an Executive Director who is not a director, and who will be responsible for the business management of the Corporation, as defined by a resolution of the board.

The Executive Director is appointed for a term of two (2) years, which is renewable.

SECTION 9 ADVISORY BOARD

9.01 General

Retiring directors may join the Advisory Board of the Corporation.

The Advisory Board will be consulted by the board but members of the Advisory Board do not officially attend meetings of directors.

Members of the Advisory Board can be re-elected as directors at the annual meeting of members.

SECTION 10 INTERNATIONAL CONGRESS

10.01 General

The International Congress is organized on behalf of the Corporation.

The site of the meetings is selected by the board.

10.02 Financials

The Corporation will provide CND30,000 seed money to the local organizer, if desired. The local organizer will be requested to take out relevant insurance.

In case of a deficit, the financial liability of the Corporation will be limited to a maximum of CND30,000.

Eventual benefits will go entirely to the Corporation. Fifty (50) percent of these benefits can be reconstituted to the local organizers to use for local scientific/educational activities. Such activities must be approved by the board and be related to the objectives of the Corporation, as set out in this by-law.

10.03 Local Organizer

The local organizer will submit progress reports to the board at regular intervals.

The President of the Congress will be invited to attend meetings of directors, starting at least two (2) years before the Congress.

SECTION 11 PRIZES, BURSARIES AND AWARDS

11.01 ISFP Prize

On the occasion of the International Congress on Fibrinolysis and Proteolysis, a prize will be awarded for outstanding contributions to the field of Fibrinolysis, Proteolysis and Thrombolysis.

All members of the Corporation can submit nominations to the Executive Director. Previous Prize winners cannot be nominated. Nominations must include a letter confirming the candidate accepts the nomination.

Nominees must submit their curriculum vitae with complete bibliography (no reprints are required). There may be more than one (1) author on a proposal.

The Prize winner will be selected by vote of an international jury composed of members selected from the Advisory Board and from previous Prize winners and of at least one (1) representative of the board of the Corporation. These jury members will be selected by the board. The two (2) candidates with the highest scores will go to the second round, in which a majority vote will decide. In the case of a tie, the vote of the Chairperson of the jury will be decisive. There will be only one (1) proposal selected.

The ISFP Prize winner will be invited to deliver a plenary lecture at the Congress.

11.02 Travel Bursaries

The Corporation will make Travel Bursaries available for student members and junior post-doctoral scientists to visit other laboratories for short periods of time. The funds are not intended to attend meetings or congresses, but are provided to further scientific exchange. The rules and conditions applying to these Travel Bursaries as well as an application form are available on the Corporation's website.

11.03 The D. Collen Young Investigator Awards

To honor the contributions of Désiré Collen to research on Fibrinolysis, Proteolysis and Thrombolysis, the Corporation has created the D. Collen Young Investigator Awards that will be awarded every two (2) years at the occasion of the Congress of the Corporation.

The following is the criteria for the awards:

- a. Restricted to PhD/young post-doc level (under 40 years).
- b. Five (5) abstracts submitted to the Congress are selected by the scientific program committee (on the basis of grading and contents). The first authors of submitted abstracts will have the option to indicate whether they wish to compete for one of these awards.
- c. The selected abstracts will be presented in a special oral communications session.
- d. After this session, the scientific program committee will select one (1) abstract as winner, receiving CND3,500, whereas the four (4) others will each receive CND1,500.
- e. The awards will be given for the first time at the Corporation's Congress in Amsterdam (August 24-28, 2010) and subsequently at the bi-annual Congress of the Corporation.

**SECTION 12
AMENDMENT OF THE ARTICLES**

12.01 General

The Corporation may amend its articles in accordance with the Act.

**SECTION 13
DISSOLUTION**

13.01 General

The Corporation may dissolve in accordance with the Act.

**SECTION 14
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

14.01 Indemnification of Directors and Officers

- a. The Corporation shall from time to time and at all times indemnify each director or officer of the Corporation, each former director or officer of the Corporation, and each individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity,
 - (i) in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described above, if the individual,
 - (A) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - (B) fulfils the conditions set out in Sub-section 14.01(c).
 - (ii) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- b. The Corporation may advance money to a director, officer or other individual referred to in Clause 14.01(a)(ii) for the costs, charges and expenses of an action or proceeding referred to in that Sub-section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Sub-section 14.01(c).
- c. The Corporation shall not indemnify an individual under Sub-section 14.01(a) unless,
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- d. The Corporation may purchase and maintain insurance for the benefit of each director or officer of the Corporation, each former director or officer of the Corporation, and each individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual,
 - (i) in the individual's capacity as a director or officer of the Corporation; or
 - (ii) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 15

NOTICES

15.01 Method of Giving Notices

Any notice (which term includes any communication or document) 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 or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

15.02 Invalidity of any provision of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

15.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**SECTION 16
EFFECTIVE DATE**

16.01 Effective Date

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 2018 and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 2018.

Dated as of the _____ day of _____, 2018.

Chairman of the Board

Secretary of the Board