



B.C. WILDLIFE FEDERATION

2023 Resolutions

**To be presented and voted on at the
67th Annual General Meeting
April 20th – 22nd, 2023**

Prepared for: BCWF Membership

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Chair, Resolution Committee
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Table of Contents

PROCEDURES FOR HANDLING RESOLUTIONS AT CONVENTION	3
RESOLUTIONS	
TROUT / CHAR BAG LIMITS	4
MANAGEMENT OF SEALS AND SEA LIONS (PINNIPEDS)	5
REINSTATEMENT OF WATERFOWLER HERITAGE DAYS	7
INVASIVE SPECIES IN BRITISH COLUMBIA	8
SPECIAL RESOLUTIONS – BY-LAWS AMENDMENTS	
GENDER-NEUTRAL LANGUAGE	10
SETTING OF ANNUAL DUES.....	11
COMMITTEES	14
MANAGEMENT STRUCTURE	23
QUALIFICATIONS AND DISCIPLINE OF DIRECTORS	31
LENGTH OF MEMBERSHIP OR EXPERIENCE BEFORE ELECTION TO BCWF BOARD/EXECUTIVE	34
MAXIMUM TERM OF BCWF PRESIDENT	35
RATIFICATION 2023	36

PROCEDURES FOR HANDLING RESOLUTIONS AT CONVENTION

The following shall be considered the procedures for handling Resolutions at the Annual General Meeting & Convention:

- All resolutions will be voted on by the assembly of voting delegates.
- Amendments may be move on the floor; amendment form must be used.
- All Resolutions will be debated in general assembly, which can be in the closed session if deemed necessary.
- Only registered delegates are eligible to vote, and they will be required to use the coloured voting card that will be issued to them upon registration.
- Scrutineers will be appointed by the Chair and must **NOT** be voting delegates.

Submission of Resolutions on important matters which were not evident before the December 31st, 2022 deadline, and which, by their very nature, cannot wait until the 2023 Convention **MAY** be considered an **EMERGENCY RESOLUTION** at the discretion of the Resolutions Committee.

These Resolutions must be submitted for consideration, in a readable form, to the Chair of the Resolutions Committee **PRIOR TO** a Resolutions session listed on the Convention Agenda. No Resolutions received during a session will be entertained during that session in order to allow for proper distribution, if appropriate, to the voting delegates.

Respectfully submitted by,



Mark McDonald, Chair
B.C. WILDLIFE FEDERATION Resolutions Committee

1. TROUT / CHAR BAG LIMITS

FISHERIES 01/22

WHEREAS the Province changed trout and char combined daily bag limits from 2 per day of which only one could be over 50cm and none could be under 30cm to zero retention of char and only one trout 30cm or larger July 1 to Oct 31 in all streams in region 6 and similar regulations have been put in place in other streams and rivers in other areas of the province, and

WHEREAS the regional branch of the B.C. Wildlife Federation (Northwest Fish and Wildlife Conservation Association aka Region 6) have been unsuccessful in convincing the province to return to the previous daily bag limits, and

WHEREAS the Region 6 membership believes that the previous limits were sustainable over the long term;

THEREFORE BE IT RESOLVED that the B.C. Wildlife Federation request that the Province of British Columbia review provincial regulations regarding the retention of trout, dolly varden/bull trout and grayling with a focus on reinstating previously foregone in river retention fisheries wherever possible.

Submitted by: Region 6

Passed by: Region 6

Passed _____

Defeated _____

Withdrawn _____

Amended _____

Deferred _____

2. MANAGEMENT OF SEALS AND SEA LIONS (PINNIPEDS)

FISHERIES 02/22

WHEREAS the population of Harbour Seals and Sea Lions has dramatically increased in BC Coastal waters, and

WHEREAS these pinnipeds are focusing on both the juvenile and adult stages of the salmon life cycle, and

WHEREAS the Department of Fisheries and Oceans and independent research would support the potential for biological removal for both species in a sustainable management plan,

THEREFORE BE IT RESOLVED that the B.C. Wildlife Federation support and promote a sustainable and managed harvest of seals and sea lions in British Columbia, with particular focus on key river estuaries.

Submitted by: Region 1

Passed at: Region 1

Passed _____ **Defeated** _____ **Withdrawn** _____
Amended _____ **Deferred** _____

Supporting brief:

Currently BC Chinook salmon stocks are under a great deal of pressure for survival Coast wide, in particular those of the Fraser River where 2/3 of the runs are considered stocks of concern or endangered. In the last 3 years Chum salmon have suffered a strong reduction in many systems where escapement targets have not been met. Through the lens of history, once abundant salmon stocks which provided fisheries for First Nations, commercial and recreational communities, have become a focus for intensive and careful management in order to protect or provide some form of limited fisheries. The identified key components to the challenges facing salmon stocks are enabling healthier, fast growing smolts to leave the estuary areas, dealing with lower open ocean survival, and then having to hold safely in estuaries waiting for water levels to rise. An important component to each of the challenges is predation, one of the major components of that predation is the dramatic rise in the number of seals and sea lions (pinnipeds) all over the BC Coast, and in particular in the Strait of Georgia.

There are a number of studies which have been done to establish the high component of salmon in pinniped diets, and of course this sees huge increases during the fall as the salmon

gather in estuaries ready to enter the river, but also, of significant importance is the learned behavior of seals waiting in the estuaries, indeed, some going into the river itself when the young salmon are ready to migrate into the open ocean to rear. There has been clear evidence of this happening in the US river systems, and here in BC the East Coast Vancouver Island rivers have also seen escalation in the seal predation of outgoing smolts in the river mouth.

Couple these salmon predation behaviors with the startling fact of exponential growth of the Pinniped populations coast wide. In 1965 the Harbour Seal population was estimated to be 10,000 animals, in the last study (Canadian Science Advisory Report, 2022/034) estimated the population at 85,400 animals. It should also be noted that 43% of the Harbour seal population resides in the Strait of Georgia, through which the stocks of concern must pass to reach the upper Fraser River. Stellar Sea Lions were estimated in 1989 to be approximately 6,400 animals, and most recently to be 53,000 animals in winter months. The above-mentioned report also notes that Sea Lions are showing immigration from the Gulf of Alaska and Southern US, so we can expect increasing numbers.

It has been widely reported that Southern Resident Orca population is having trouble finding enough food to sustain them, particularly in the winter months when the Sea Lion population is at its greatest. Even in summer months when the returning salmon are schooling and feeding getting ready to enter the rivers, this very large pinniped population become effective salmon predators providing more competition to the Orca requirements.

It seems to be clearly ready to acknowledge a clear relationship between the dramatic increase in Pinniped numbers and their behaviors directed at very effective salmon predation in all the phases of the salmon life cycle. The Canadian Science Advisory report does in fact identify that a potential for biological removal for both Harbour Seals and Sea Lions exists and could be implemented.

3. REINSTATEMENT OF WATERFOWLER HERITAGE DAYS

HUNTING 01/22

WHEREAS the Province of British Columbia has recently repealed Waterfowler Heritage Days only for the sake of standardization with federal regulations, and

WHEREAS Waterfowler Heritage Days has been an excellent tool for hunter recruitment and retention, and the mentoring and training of the next generation of waterfowl hunters,

THEREFORE BE IT RESOLVED that the B.C. Wildlife Federation request that the Province of British Columbia immediately reinstate Waterfowler Heritage Days and, if this is not possible, provide a more in depth rationale as to why this is not possible.

SUBMITTED BY: Region 2 Board of Directors

PASSED AT: Region 2 AGM

Passed _____

Defeated _____

Withdrawn _____

Amended _____

Deferred _____

Supporting Brief:

Waterfowler Heritage Days was a program started to introduce and promote youth waterfowl hunting. Youth were given 2 days prior to the regular waterfowl season when there was no other competition. License exemptions were given at both the provincial and federal levels. This gave youth an opportunity to try waterfowl hunting without having to purchase any licensing. This made it more economical for families to have their children introduced to waterfowl hunting and gave the kids a great chance at success.

Waterfowler Heritage Days was an excellent tool for hunter recruitment and retention with very little cost to the Ministry. The Federal Government has given the Migratory Game Bird Permit to youth at no charge to promote youth hunting. As such, they have done their due diligence to promote youth hunting and have repealed WHDs at the federal level. The province has only seen that WHDs has been repealed at the federal level and must “standardize regulations” with the federal government. They have made no effort whatsoever to promote youth hunting and have unilaterally repealed WHDs in the name of “standardization”. Regulations are not standardized between the different regions of this province or in between different provinces. The excuse of “standardization” does not pass the smell test when the Province has done nothing to promote youth hunting.

4. INVASIVE SPECIES IN BRITISH COLUMBIA

WILDLIFE 01/22

WHEREAS invasive species are recognized as a threat to habitat for native flora and fauna throughout British Columbia, and

WHEREAS these invasive species are spreading at an increasing rate, and

WHEREAS no commitment from our Provincial Government has been made to address the widespread and increasing impact of invasive species on the health of native plant and animal species in the Province, and

WHEREAS the longer this problem is ignored the greater the impact on native species and challenge to future generations to address it.

THEREFORE BE IT RESOLVED that the B.C. Wildlife Federation take action by drafting a brief to our Provincial Government outlining a basic policy and funding framework to implement a Province wide program to eliminate priority invasive species from all habitats, and

BE IT FURTHER RESOLVED that the B.C. Wildlife Federation form a delegation of stakeholder groups having an interest in eliminating invasive species to meet with the Provincial Government to get a program in place, and

BE IT ALSO FURTHER RESOLVED that the B.C. Wildlife Federation provide resource material to all B.C. Wildlife Federation Regions to motivate club members to become engaged with others in their community to apply pressure on Government for action on this issue.

Submitted by: Region 1

Passed by: Region 1

Passed _____

Defeated _____

Withdrawn _____

Amended _____

Deferred _____

Supporting brief:

Invasive species such as American Bullfrogs, Eastern Grey Squirrels, Scotch Broom, Purple Loosestrife, and others have a cumulative and increasing impact on habitat for our indigenous species. There are some minor volunteer efforts being made but do not have significant benefit in addressing the problem. Only a commitment from Governments, at all levels, in the Province will be able to reverse the destructive trend.

All development permits, resource extraction tenures, etc. must have, not just remedial measures for reinstatement of habitat, but an ongoing obligation to address the encroachment of invasive species.

There is a widespread desire at the local level, including volunteer groups willing to participate, but a coordinated approach is needed if reinstatement of natural habitat to be achieved.

DRAFT

**5. SPECIAL RESOLUTION: GENDER-NEUTRAL LANGUAGE – BY-LAWS AMENDMENT
SPECIAL RESOLUTION 01/22**

WHEREAS the By-Laws of the B.C. Wildlife Federation have not been updated for many years, and

WHEREAS the By-Laws do not use gender-neutral language.

THEREFORE BE IT RESOLVED that the B.C. Wildlife Federation By-Laws be amended to use gender-neutral language as set out in the attached Schedule "A".

Submitted by the B.C. Wildlife Federation Governance Committee
Adopted by the B.C. Wildlife Federation Board of Directors

Passed _____ **Defeated** _____ **Withdrawn** _____

Amended _____ **Deferred** _____

Supporting Brief:

The use of gender-neutral language in the B.C. Wildlife Federation's By-Laws is important for a number of reasons:

1. It demonstrates the Federation's commitment to inclusion.
2. Given the key role of language in shaping cultural and social attitudes, using gender-inclusive language is a powerful way to promote gender equality and eradicate gender bias.
3. It is vital for attracting and retaining members, clubs and sponsors: individuals want to be members of and associated with organizations where they know they will experience inclusion and belonging.
4. Its use reflects an awareness of the world's expanded understanding of gender.

6. SPECIAL RESOLUTION: SETTING OF ANNUAL DUES – BY-LAWS AMENDMENT
SPECIAL RESOLUTION 02/22

WHEREAS Section 3.1 of the B.C. Wildlife Federation By-Laws reads as follows

3.1. Annual Membership Dues

Annual membership dues shall be payable to the Federation by members as determined from time to time by the Board of Directors. Failing any change, such dues payment dates will remain as previously set, and

WHEREAS Section 3.4 of the B.C. Wildlife Federation By-Laws reads as follows:

3.4 Amount of Annual Dues

The amount of annual dues shall be determined from time to time at the Annual General Meeting by resolution as proposed by the Board of Directors provided that:

- (a) *Clubs and branches shall be given 60 days' notice of proposed dues increase.*
- (b) *The dues for a new club or branch shall be the current per Capita dues for each membership category. Upon joining the Federation, the club or branch is required to submit their membership list and pay the applicable per member fee for each membership category. , and*

WHEREAS the combined effect of Sections 3.1 and 3.4 of the By-Laws is ambiguous and may be interpreted either to provide authority to the Board of Directors to set the amount of Annual Dues or to require that Annual Dues be determined at the Annual General Meeting by resolution, and

WHEREAS requiring a change in Annual Dues to be determined at the Annual General Meeting by resolution limits the ability of the Federation to respond in a timely manner to changes in operating costs, increased inflation, and other factors, and

WHEREAS it would be more efficient and effective to have Annual Dues determined by the Board of Directors.

THEREFORE BE IT RESOLVED that section 3.1 of the B.C. Wildlife Federation By-Laws be amended to read as follows:

3.1 Annual Membership Dues

~~*Annual membership dues shall be payable to the Federation by members as determined from time to time by the Board of Directors. Failing any change, such dues payment dates will remain as previously set.*~~

The Board of Directors may determine:

- (a) When annual membership dues shall be payable to the Federation by members. Failing any change, such dues payment dates will remain as previously set.
- (b) The amount of annual dues, provided that:
 - (i) Fees are determined for each succeeding year by ratification of a properly prepared budget;
 - (ii) Clubs and branches shall be given 60 days' notice of proposed dues increase; and
 - (iii) The dues for a new club or branch shall be the current per Capita dues for each membership category. Upon joining the Federation, the club or branch is required to submit their membership list and pay the applicable per member fee for each membership category. , and

BE IT FURTHER RESOLVED that section 3.4 of the B.C. Wildlife Federation By-Laws be deleted:

~~**3.4**—Amount of Annual Dues~~

~~The amount of annual dues shall be determined from time to time at the Annual General Meeting by resolution as proposed by the Board of Directors provided that:~~

- ~~(a) Clubs and branches shall be given 60 days' notice of proposed dues increase.~~
- ~~(b) The dues for a new club or branch shall be the current per Capita dues for each membership category. Upon joining the Federation, the club or branch is required to submit their membership list and pay the applicable per member fee for each membership category.~~

Submitted by: B.C. Wildlife Federation Governance Committee

Adopted by: B.C. Wildlife Federation Board of Directors

Passed _____

Defeated _____

Withdrawn _____

Amended _____

Deferred _____

Continued on next page...

Supporting Brief:

The above amendments clarify and resolve the ambiguity currently implicit in Sections 3.1 and 3.4 of the By-Laws, and clearly provide authority to the Board of Directors to set the amount of Annual Dues.

The current By-Law does not allow for Annual Dues to be set in a timely manner. Under the current By-Laws, arguably Annual Dues may only be determined at the Annual General Meeting by Resolution. In order to increase Annual Dues, a Resolution must be submitted in advance of the AGM and approved by the voting delegates. Any increase would not take effect until the following year. So, for example, if the Board of Directors determined in May that an increase in Annual Dues was required to continue the operations of the Federation, that increase could not be voted upon until the AGM the following April, and the increase would not take effect until January 1 the year after the AGM – a total of 20 months after the need for an increase was identified.

Given inflationary pressures, the increasing role and scope of the Federation, and the need to ensure the organization is appropriately funded, 20 months is far too long to wait to increase Annual Dues once a need is identified.

Permitting the Directors to set Annual Dues, as set out in the proposed amendments, would allow the Federation to respond in a timely manner to changes in operating costs, increased inflation, and other factors. It would be more efficient and effective to have Annual Dues determined by the Board of Directors.

While the proposed amendments remove the ability of the membership to set Annual Dues at the AGM, the Board of Directors remains accountable to the membership at each AGM.

7. SPECIAL RESOLUTION: COMMITTEES – BY-LAWS AMENDMENT

SPECIAL RESOLUTION 03/22

WHEREAS section 10.1 of the B.C. Wildlife Federation By-Laws currently grants authority to the President of the B.C. Wildlife Federation to establish ad hoc committees, and

WHEREAS the Societies Act obligates the Board of Directors to “manage or supervise the management of, the activities and internal affairs of the society”, and

WHEREAS under section 2.11 of the B.C. Wildlife Federation By-Laws the Past President’s Advisory Council currently acts as the Nominating Committee for the B.C. Wildlife Federation, and

WHEREAS section 6.4 of the B.C. Wildlife Federation By-Laws provides that, “The Directors may appoint a resolutions committee with power, if necessary, to redraft text to eliminate repetition and amalgamate resolutions of similar intent provided each sponsoring club is notified and agreeable to the proposed changes and is mentioned in the final resolutions.”, and

WHEREAS the growth and evolution of the B.C. Wildlife Federation makes it desirable that the following standing committees be established and maintained:

- (a) Nominating Committee;
- (b) Finance Committee;
- (c) Governance Committee; and
- (d) Strategic Planning Committee;

THEREFORE BE IT RESOLVED that section 2.11 of the B.C. Wildlife Federation By-Laws be deleted

~~2.11 — Past Presidents’ Advisory Council~~

~~There shall be a Past Presidents’ Advisory Council (PPAC) made up of all Past Presidents who wish to participate. The Past Presidents’ Advisory Council shall have the right to submit resolutions in its own name. The PPAC shall also assume the following duties:~~

- ~~(a) Act as ombudsman to the Federation.~~
- ~~(b) Act as the Nomination Committee to the Annual General Meeting.~~
- ~~(c) Carry out such duties and tasks as determined by the Executive Committee of the Board of Directors., and~~

BE IT FURTHER RESOLVED that section 6.4 of the B.C. Wildlife Federation By-Laws be deleted

~~6.4 — Resolutions Committee~~

Continued...

~~The Directors may appoint a resolutions committee with power, if necessary, to redraft text to eliminate repetition and amalgamate resolutions of similar intent provided each sponsoring club is notified and agreeable to the proposed changes and is mentioned in the final resolution, and~~

BE IT ALSO FURTHER RESOLVED that section 10 of the B.C. Wildlife Federation By-Laws be amended as follows:

10 COMMITTEES

10.1 Appointment

~~The President may, from time to time, appoint and constitute committees and appoint committee chairmen to perform such business on behalf of the Federation as may be decided. The President shall act ex-officio on all committees.~~

10.2 Exercise of Powers

~~A committee so formed, in the exercise of the powers so delegated, shall conform to any rule imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.~~

10.3 Procedures

~~Subject to the directions of the Board of Directors, the committee shall determine its own procedure.~~

10.4 Meeting Frequency

~~The members of the committee may meet and adjourn, as they think proper.~~

10.51 Decision of Questions

(a) Majority

~~Questions arising at a meeting of the Board of Directors and a Committee of Directors shall be decided by a simple majority of votes unless it requires 75% majority to pass.~~

(b) Chair's Vote

10.6 Chair's Vote

In case of an equality of votes, the Chair will cast the deciding vote.

10.2 Executive Committee

a) Make Up

Continued...

There shall be an Executive Committee of the Federation consisting of the President, the two Vice-Presidents, the Treasurer and the Immediate Past President.

b) Functions

The function of the Executive Committee shall be to implement and administer the day-to-day affairs of the Federation as outlined in the current year's budget, as approved by the Board of Directors.

c) Limitations

Subject to any limitation imposed by the Board of Directors from time to time, the Executive Committee shall have and may exercise all powers of the Board of Directors, consistent with the Policy Manual.

d) Dealing with Federation Employees

The Executive Committee shall appoint or relieve staff as required to carry on the affairs of the Federation. The Executive Committee shall also fix the powers, duties, privileges and compensation of each individual employee.

e) Reporting

The Executive Committee shall make full report of its activities at each meeting of the Board of Directors and at such other times as may be required by the Board of Directors.

f) Calling of Meetings

The meetings of the Executive Committee may be called at any time by the President or on the request of a majority of the Executive Committee. At the discretion of the President, a meeting may be conducted by telephone conference call on giving at least 24 hours' notice by telephone, facsimile or electronic mail to each member of the Committee, as to the arranged time and date of the conference call meeting, provided that no such notice is required where all members of the committee are present in person.

g) Quorum

A quorum for a meeting of the Executive Committee shall be a simple majority.

h) Majority

At meetings of the Executive Committee, the vote of the majority shall govern. Only in the event of a tie vote may the Chairman cast a vote. The vote shall not be passed with less than three votes.

Continued...

i) Expenses

The Executive Committee shall be subject to all rules, which govern the functioning of the Board of Directors insofar as coverage of necessary expenses is concerned.

10.3 Past Presidents' Advisory Council

There shall be a Past Presidents' Advisory Council (PPAC) made up of all Past Presidents who wish to participate, and chaired by the Immediate Past President. Should the immediate Past President decline this role, then it may be filled by another Past President. The PPAC shall have the right to submit resolutions in its own name. The PPAC shall also assume the following duties:

- (a) Act as ombudsperson to the Federation.
- (b) Carry out such duties and tasks as determined by the Executive Committee of the Board of Directors.

10.4 Other Standing Committees

(a) Finance Committee

- (i) There shall be a Finance Committee consisting of the Executive Director (non-voting) and / or the Finance Coordinator (non-voting) and the following five voting members:
 - a. the Treasurer, who shall be the chair of the Finance Committee;
 - b. a Vice President;
 - c. a Regional President
 - d. a Director who is not on the Executive Committee; and
 - e. a member of the BCWF in good standing who is not on the Board of Directors.
- (ii) The Treasurer shall provide recommended representatives to fill positions (b) to (e) above, subject to approval by the Executive Committee and ratification by the Board of Directors.
- (iii) The role of the Finance Committee is primarily to provide financial oversight for the BCWF. The committee is responsible for recommending financial policies, goals, and budgets that support the mission, and strategic goals of the BCWF. Specifically, the Finance Committee has the responsibility to:

Continued...

Page 17 of 36

[Return to Table of Contents](#)

- a. Provide expertise in the development of the organization's annual budget and multi-year financial plan;
- b. Develop finance-related policies for Board approval;
- c. Advise on investment opportunities for the organization;
- d. Review and manage the organization's investment portfolio; and
- e. Make recommendations for Board approval and/or deliver reports to the Board in the following areas:
 - i. Annual operating and capital budget;
 - ii. Multi-year financial plan;
 - iii. Significant financial planning issues;
 - iv. Policies related to financial management; and
 - v. Appointment of the Auditor.

(b) Nominating Committee

- (i) There shall be a Nominating Committee to be constituted promptly following each Annual General Meeting and consisting of the following members:
 - a. The Immediate Past President, who shall act as chair. Should the Immediate Past President decline this role, then it may be filled by another Past President;
 - b. Other Past Presidents willing to act as members of the Nominating Committee;
 - c. The Executive Director;
 - d. A Regional President, to be proposed by the Chair and approved by the Board of Directors; and
 - e. A Director, whose term does not expire at the next Annual General Meeting, to be proposed by the Chair and approved by the Board of Directors.

Continued...

- (ii) The general responsibilities of the Nominating Committee shall include succession planning, recruiting qualified candidates for election as Directors and Officers, assessing the qualifications of candidates for election as Directors and Officers, nominating a list of candidates for election by the members of the Federation in accordance with these By-Laws.
- (iii) The Nominating Committee shall present a list of candidates to the Board not less than two (2) months prior to an annual general meeting, and presented to the members not less than 1 (one) month prior to an annual general meeting.

(c) Resolutions Committee

- (i) There shall be a Resolutions Committee consisting of a chair, as appointed by the President, and at least three (3) members, as appointed by the Executive Committee at the first meeting of the Executive Committee held after an annual general meeting.
- (ii) The Resolutions Committee may, in their discretion, reject irrelevant or inappropriate resolutions, revise the text of resolutions to eliminate repetition, and amalgamate resolutions of similar intent provided each sponsoring club or body is notified and agreeable to the proposed changes and is mentioned in the final resolutions.

(d) Governance Committee

- (i) There shall be a Governance Committee consisting of:
 - a. The Chairperson, appointed by the President from among the Directors and approved by the Board of Directors:
 - b. Such additional members of the BCWF as are appointed by the President, or by the Chairperson in the event the President delegates appointment authority to him or her and approved by the Board of Directors; and
 - c. The Executive Director.
- (ii) The duties and responsibilities of the Governance Committee include:
 - a. Reviewing and assessing the current governance policies and procedures of the Federation;

Continued...

- b. Making recommendations to the Board of Directors for changes to the governance policies and procedures of the Federation;
- c. Reviewing and assessing the By-Laws of the Federation;
- d. Making recommendations to the Board of Directors for amendments to the By-Laws; and
- e. Drafting any resolutions necessary to effect appropriate changes to the By-Laws.

(e) Strategic Planning Committee

- (i) There shall be a Strategic Planning Committee consisting of:
 - a. The Chairperson, appointed by the President from among the Directors and approved by the Board of Directors;
 - b. The President;
 - c. The Treasurer;
 - d. One or more members of the Board of Directors, as appointed by the Chairperson;
 - e. The Executive Director;
 - f. The Federation's Director of Operations; and
 - g. The Federation's Director of Finance.
- (ii) The duties and responsibilities of the Strategic Planning Committee shall include:
 - a. Developing the Federation's Annual Strategic Plan, and providing it to the Board of Directors for approval;
 - b. Monitoring execution of the Annual Strategic Plan on a monthly or quarterly basis, as required;
 - c. Reporting to the Board of Directors on a monthly or quarterly basis on execution of the Annual Strategic Plan, including suggested revisions to the plan, remediation efforts necessary to ensure plan success, and any other feedback;

Continued...

- (iii) The Strategic Planning Committee shall meet at least quarterly, and more frequently as required.

10.5 Ad Hoc Committees

(a) Appointment

The President may, from time to time and subject to the approval of the Board of Directors, appoint and constitute committees to perform such business on behalf of the Federation as may be determined by the President and approved by the Board of Directors. Once a committee has been approved by the Board of Directors, the President may appoint a committee chair and other members of the committee. The President shall act ex officio on all committees.

(b) Exercise of Powers

A committee so formed, in the exercise of the powers so delegated, shall conform to any rule imposed on it by the Board of Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors to be held next after it has been done.

(c) Procedures

Subject to the directions of the Board of Directors, the committee shall determine its own procedure.

(d) Meeting Frequency

The members of the committee may meet and adjourn, as they think proper.

Submitted by: the B.C. Wildlife Federation Governance Committee

Adopted by: the B.C. Wildlife Federation Board of Directors

Passed _____ **Defeated** _____ **Withdrawn** _____

Amended _____ **Deferred** _____

Supporting Brief:

As noted in the recitals above, under the current By-Laws the President has authority to constitute ad hoc committees. This authority is maintained in the proposed amended section 10, but is made expressly subject to approval of the Board. This is consistent with the obligation on the Board to “manage or supervise the management of, the activities and internal affairs of the society”.

Continued...

Page 21 of 36

[Return to Table of Contents](#)

The above proposed amendments maintain the Past President's Advisory Council (PPAC) as provided for under the current By-Laws (moved from section 2.11 to section 10.3), with one exception. That exception is that the PPAC no longer acts, in and of itself, as the Nominating Committee. Instead, a separate Nominating Committee is created as a Standing Committee. The proposed Nominating Committee consists of the Past Presidents, the Executive Director, a Regional President and an elected Director. The goal here is to expand the number and diversity of candidates for the Board by increasing the representation on the nominating committee.

The other proposed standing committees are:

1. The Resolutions Committee: There has been an ad hoc Resolutions Committee of the Federation for many years now. The proposed amendment simply enshrines the Resolutions Committee in the By-Laws, reflecting the importance of this committee to the Federation, since much of the Federation's business is conducted via Resolutions.
2. The Finance Committee: As with the Resolutions Committee, there has been a Finance Committee of the Federation for many years. Again, the proposed amendment reflects the need for this committee on a permanent basis, and incorporates it into the By-Laws.
3. The Governance Committee: The President created the Governance Committee in late 2021, recognizing a need for such a Committee to be available as a resource on Governance Issues and to consider changes to the Constitution and By-Laws of the Federation. The Governance Committee has been very active since its formation, and the Board believes that there is a need to continue the Governance Committee as a standing committee.
4. The Strategic Planning Committee: As with the Governance Committee, the President created the Strategic Planning Committee in late 2021. This has also been a very active committee, and has established the Strategic Objectives for the Federation for 2023, along with the first "Scorecard", measuring the Federation's success against its strategic objectives. As the Federation continues to grow, the Board has recognized that there is a clear need to continue the Strategic Planning Committee.

The proposed changes have been reviewed by the Federation's external counsel, who confirmed that they are compliant with the requirements of the *Societies Act*, and who did not identify any issues.

8. SPECIAL RESOLUTION: MANAGEMENT STRUCTURE – BY-LAWS AMENDMENTS SPECIAL RESOLUTION 04/22

WHEREAS the management structure of the Federation has remained largely unchanged since the B.C. Wildlife Federation was created, and

WHEREAS best practices for the management of not-for-profit entities like the Federation have evolved since the B.C. Wildlife Federation was created, and

WHEREAS the existing management structure of the B.C. Wildlife Federation no longer conforms to best practices, and in particular:

- (a) There is no clear separation between management and elected directors and officers;
- (b) The President acts as the CEO of the Federation, rather than a paid Executive Director;
- (c) The Executive Committee implements and administers the day-to-day affairs of the Federation, rather than a paid Executive Director; and
- (d) The Executive Committee is responsible for appointing and relieving staff and fixing the powers, duties, privileged and compensation of each individual employee, rather than a paid Executive Director and managers reporting to the Executive Director, and

Whereas the membership of the B.C. Wildlife Federation desires to update the management structure of the Federation to conform to accepted best practices,

THEREFORE BE IT RESOLVED that Section 8.1 of the B.C. Wildlife Federation By-Laws be amended as follows:

8. OFFICERS AND DIRECTORS

8.1 Board of Directors

~~The affairs and business of the Federation shall be managed and controlled by an elected board called the Board of Directors.~~

Make Up of Board of Directors

The Board of Directors shall consist of the President, the Immediate Past President, two Vice-Presidents, Treasurer, and not less than three elected Directors. In addition, the President of each Regional Wildlife Association of the Federation shall automatically become a Director of the B.C. Wildlife Federation upon his/her election as President of the Regional Wildlife Association and continue until the next annual regional election.

Duly elected Regional Wildlife Association Presidents shall be permitted to appoint an alternate to attend The B.C. Wildlife Federation Board of Directors meetings on their behalf, in the event of their being unable to attend, **provided they sign the Federation's confidentiality and code of conduct agreement.**

(b) Functions

The Board of Directors shall have oversight and control over the affairs and business of the Federation.

The Directors may exercise all the powers and do all the acts and things that the Federation may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Federation in General Meetings, but subject nevertheless to:

- ~~(a)~~(i) All laws affecting the Federation;
- ~~(b)~~(ii) These By-Laws; and
- ~~(c)~~(iii) The Policy Manual

(c) Dealing with the Executive Director

The Board of Directors shall appoint or relieve the Executive Director as required to carry on the affairs and business of the Federation. The Board of Directors shall also fix the powers, duties, privileges and compensation of the Executive Director, and shall approve the annual strategic plan and budget of the Federation setting out the Executive Director's annual objectives., and

BE IT FURTHER RESOLVED that section 10.7 be amended as follows:

8.7 Executive Committee

(a) Make Up

There shall be an Executive Committee of the Federation consisting of the President, the two Vice-Presidents, the Treasurer, **and** the immediate Past President, **and the Executive Director (non-voting).**

(b) Functions

The **functions** of the Executive Committee shall be to:

Continued...

Page **24** of **36**

[Return to Table of Contents](#)

- (i) Assist the President in managing the Board of Directors;
- (ii) Provide guidance and support to the Executive Director;
- (iii) Subject to the Strategic Plan and Budget approved by the Board of Directors, from time to time, prescribe the duties and functions of the Executive Director, subject to the approval of the Board of Directors;
- (iv) Engage with membership; and
- (v) Provide support to the various committees of the Federation.
~~implement and administer the day-to-day affairs of the Federation as outlined in the current year's budget, as approved by the Board of Directors.~~

(c) **Limitations**

Subject to any limitation imposed by the Board of Directors from time to time, the Executive Committee shall have and may exercise all powers of the Board of Directors, consistent with the Policy Manual, ~~in emergency circumstances where it is not practical to call a meeting of the Board of Directors.~~

~~(d) **Dealing with Federation Employees**~~

~~The Executive Committee shall appoint or relieve staff as required to carry on the affairs of the Federation. The Executive Committee shall also fix the powers, duties, privileges and compensation of each individual employee.~~

(d) **Reporting**

The Executive Committee shall make full report of its activities at each meeting of the Board of Directors and at such other times as may be required by the Board of Directors.

(e) **Calling of Meetings**

The meetings of the Executive Committee may be called at any time by the President or on the request of a majority of the Executive Committee. At the discretion of the President, a meeting may be conducted by telephone conference call on giving at least 24 hours' notice by telephone, facsimile or electronic mail to each member of the Committee, as to the arranged time and date of the conference call meeting, provided that no such notice is required where all members of the committee are present in person.

(f) **Quorum**

A quorum for a meeting of the Executive Committee shall be a simple majority.

Continued...

Page 25 of 36

[Return to Table of Contents](#)

(g) **Majority**

At meetings of the Executive Committee, the vote of the majority shall govern. Only in the event of a tie vote may the Chairman cast a vote. The vote shall not be passed with less than three votes.

(h) **Expenses**

The Executive Committee shall be subject to all rules, which govern the functioning of the Board of Directors insofar as coverage of necessary expenses is concerned, and

Be it also further resolved that section 11 of the B.C. Wildlife Federation By-Laws be amended as follows:

11. DUTIES OF OFFICERS

11.1 President

The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties. The President shall preside at all meetings of the Federation and the Board of Directors. Except in his the President's absence or at his the President's discretion, a Vice-President may take the chair.

11.2 Executive Director/CEO of Federation

~~The President is the Chief Executive Officer of the Federation and shall supervise the other officers in the execution of their duties.~~

Appointment

The Board of Directors shall select and appoint an Executive Director of the Federation for a fixed or indefinite term.

Role

The Executive Director:

- (i) Is responsible for the administration of the day-to-day business of the Federation;
- (ii) Shall act as an advisor to the Executive Committee and to the Board of Directors, and to any other Committee of the Federation;
- (iii) Shall undertake actions, in accordance with the annual strategic plan and budget approved by the Board of Directors, to efficiently manage the Federation, and for the achievement of the Federation's mission and objectives;

Continued...

Page **26** of **36**

[Return to Table of Contents](#)

- (iv) Shall prepare an Annual Operations Plan aligned to the Annual Strategic Plan, to be approved by the Board of Directors;
- (v) Shall maintain appropriate documents and records of the Federation as prescribed pursuant to applicable law, including the Societies Act, and as otherwise directed by the Board; and
- (vi) Subject to the annual strategic plan and budget approved by the Board of Directors, shall appoint or relieve Federation staff as required to carry on the affairs of the Federation and shall fix the powers, duties, privileges and compensation of each individual employee.

11.3 Recording Secretary

The President may appoint a Recording Secretary who shall:

- (a) Conduct the correspondence of the Federation.
- (b) Issue notices of meetings of the Federation and Directors.
- (c) Cause minutes to be made and kept of all meetings of the Federation, the Board of Directors and the Executive Committee.
- (d) Have custody of all records and documents of the Federation except those required to be kept by the Treasurer.
- (e) Have custody of the common seal of the Federation.
- (f) Maintain the Register of Members.

11.411.6 Appointing Alternate Recording Secretary

At all meetings the President shall appoint a person to act as Recording Secretary at the meetings, if the current Recording Secretary is unable to attend.

11.511.4 Vice-President

A Vice-President named by the President or selected by the Board of Directors shall carry out the duties of the President during his temporary absence or in the event of the resignation of the President. In the case of there being no President elected at the Annual General Meeting the Board of Directors shall name a Vice-President to carry out the duties of the President.

11.611.5 Treasurer

- (a) Shall keep the financial records, including books of account necessary to comply with the *Societies Act*.

Continued...

Page **27** of **36**

[Return to Table of Contents](#)

- (b) Shall render financial statements to the Board of Directors, members and others when required.
- (c) Shall prepare a report for the Annual General Meeting.

~~11.6—Appointing Alternate Recording Secretary~~

~~At all meetings the President shall appoint a person to act as Recording Secretary at the meetings, if the current Recording Secretary is unable to attend.~~

Submitted by: B.C. Wildlife Federation Governance Committee

Adopted by: B.C. Wildlife Federation Board of Directors

Passed _____ **Defeated** _____ **Withdrawn** _____
Amended _____ **Deferred** _____

Supporting Brief:

Overview

Established in 1954, the Federation’s By-Laws, as they pertain to management structure, operations, and organization oversight, have been left largely unchanged to date. As “best practices” have evolved with technology and education advancements and changes in society, the By-Laws have not evolved along with them. At the same time, the Federation’s public profile, its membership, and its budget have increased significantly. Without a clear management structure and organizational oversight that conforms to current best practices, the Federation risks losing the confidence of donors, members, external stakeholders, and the public at large. Should the Federation not take immediate steps to update its current antiquated and obsolete management structure and organizational oversight to current global “best practice” standards it will be at risk of significant harm to its reputation, ability to meet the purposes set out in its Constitution, and ability to continue as an influential non-profit in the conservation space.

Separation Between Executive, Board and Management

Since the early 1980s, much attention has been paid to corporate and not-for-profit boards of directors and how their structures improve (or undermine) organizational performance. Current 2022 “best practices” routinely call for clear separation between executive, board, and management with a view to achieving independent leadership on the board with clear lines of authority and appropriate management roles, responsibilities, and reporting structure.

Continued...

Page 28 of 36

[Return to Table of Contents](#)

As the out-of-date By-Laws read today, they provide no clear structural separation between the Executive Committee, Officers, management, and elected Directors. The following examples show how the current By-Laws fall short of global “best practices”:

1. Role of the Board

The By-Laws currently provide, in Section 8.1, that “The affairs and business of the federation shall be managed and controlled by an elected Board called the Board of Directors”. Managing the “day to day operations” of the Federation (or any organization) should not be a board role. Rather, the Board should have oversight over the operations of the business of the Federation. Adopting global “best practices” would ensure the Board’s role is organization governance and oversight, with no direct involvement or responsibility in the “day to day” operations or staff direction.

2. Role of the Executive Committee

The By-Laws currently provide, in Section 10.7(b), that “The function of the Executive Committee shall be to implement and administer the day-to-day affairs of the Federation”. As elected volunteers, the backgrounds, expertise, skill set, and available time of the members of the Executive Committee will vary greatly from Executive Committee to Executive Committee. There is no guarantee (and in fact it is unlikely) that any Executive Committee would have the ability to properly manage the day-to-day affairs of a large and growing organization like the Federation. Instead, organizations of the size and stature of the Federation should have a Chief Executive Officer or Executive Director in place with the appropriate education, background, experience, and skill set to implement and administer the day-to-day affairs of the Federation.

The risks of having an Executive Committee implement and/or administer the day-to-day affairs of the Federation include: (a) conflicts of interest; (b) inattention to key business issues, due to lack of time; (c) mismanagement arising from lack of appropriate education, background and experience on the Executive Committee; (d) lack of autonomy for and potential undermining of the Executive Director; and (e) unclear reporting lines.

3. Role of the President

The By-Laws currently provide, in Section 11.1, that “The President shall act as the CEO”. Current best practice is for the chief executive officer of a non-profit to be a paid Executive Director rather than an elected President. The Federation’s Executive Director is hired to specifically: implement, manage and oversee all operations and staff subject to a Board approved strategic plan, budget, and operations plan. As with having the Executive Committee run the day-to-day affairs of the Federation, having an elected President act as the CEO creates the following risks: (a) conflicts of interest; (b) inattention to key business issues, due to lack of time; (c) mismanagement arising from lack of appropriate education, background and experience on the Executive Committee; (d) lack of autonomy for and potential undermining of the Executive Director; and (e) unclear reporting lines.

Continued...

The Proposed Amendments

The amendments proposed in this Resolution bring the Federation into compliance with current best practices. They:

- Define the President's role as Chair of the Board, supervising all other Directors in the execution of their duties, and not as CEO;
- Provide that the elected Executive Committee will assist the President in managing the Board of Directors and provide advice to the ED (as needed);
- Provide that the Executive Director (ED) has the authority to implement, manage and oversee day-to-day operations (affairs) of the Federation, including staff hiring and discipline, and that he acts as an advisor to both the Executive Committee and the Board of Directors. The Executive Director is appointed by the Board of Directors and reports to the Board; and
- Set out that the Board of Directors maintains oversight of the affairs of the Federation.

The Federation's external counsel has reviewed the proposed amendments and has confirmed that they are in compliance with the *Societies Act* and are in accordance with current best practices.

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9. SPECIAL RESOLUTION: QUALIFICATIONS AND DISCIPLINE OF DIRECTORS – BY-LAWS AMENDMENT
SPECIAL RESOLUTION 05/22

WHEREAS the By-Laws of the B.C. Wildlife Federation do not currently set out the qualifications that must be met by an individual seeking to be elected as a Director, and

WHEREAS it would be appropriate to include in the B.C. Wildlife Federation By-Laws a list of qualifications that must be met by an individual seeking to be elected as a Director, and

WHEREAS the B.C. Wildlife Federation By-Laws currently provide in Section 8.14 for disciplining directors, and

WHEREAS it is permissible under section 50 of the *Societies Act* (BC) to specify the method for removing a director of a society;

THEREFORE BE IT RESOLVED that the following section 8.4 be added to the B.C. Wildlife Federation By-Laws:

8.4 Nomination and Qualifications of Elected Directors

A person may stand for election as an Officer or Director if

- i. The person is a member in good standing;*
- ii. The person meets the qualifications set out in the Societies Act;*
- iii. The person agrees with and adopts the Federation's Constitution and By-Laws, and agrees to execute the Federation's Confidentiality Agreement, Code of Conduct Agreement and Director's Consent; and*
- iv. The person is not an "ineligible individual" pursuant to the Canada Revenue Agency requirements for directors of charities.*

A Director who fails to execute or comply with the Federation's Confidentiality Agreement, Code of Conduct Agreement or Director's consent may be suspended, disciplined or removed in accordance with the By-Laws. , and

BE IT FURTHER RESOLVED that section 8.14 of the B.C. Wildlife Federation By-Laws be deleted:

8.14—Discipline

~~(a) The majority of directors in attendance at any director's meeting may suspend a director before the expiration of his term.~~

~~(b) A director may be suspended if they are found to be guilty of any conduct liable to endanger the welfare, good name, or good order of the Society.~~

Continued...

~~(c) The suspended director may only appeal at the next regularly scheduled meeting of the directors or with special permission at another meeting.—, and~~

BE IT ALSO FURTHER RESOLVED that section 8.15 be added to the B.C. Wildlife Federation By-Laws:

8.15 Discipline

- (b) *The majority of Directors in attendance at any Director's meeting may discipline a Director at any time by taking one or more of the following steps:
 - (1) *Suspending the Director for a set period of time;*
 - (2) *Removing the Director from his or her position;*
 - (3) *Prohibiting a Director from running for office for a set period of time; and/or*
 - (4) *Expelling the Director as a member, in accordance with section 2.12 of the By-Laws.**

- (c) *A Director may be disciplined if they are found to be guilty of any conduct liable to endanger the welfare, good name, or good order of the Society, including without limitation, breaching the BCWF Board of Directors & Committees Code of Conduct and Ethics.*

- (d) *The disciplined Director may only appeal at the next regularly scheduled meeting of the Board of Directors or with special permission at another meeting.*

Submitted by: the B.C. Wildlife Federation Governance Committee

Adopted by: the B.C. Wildlife Federation Board of Directors

Passed _____ **Defeated** _____ **Withdrawn** _____
Amended _____ **Deferred** _____

Supporting Brief:

Qualifications

The Federation's external counsel recommends that societies articulate director qualifications in the by-laws, has reviewed the above qualifications, and has not raised any concerns with respect to them.

Section 45 of the *Societies Act* provides that "the bylaws of a society may set out requirements that an individual must meet in order to be qualified to be a director."

Continued...

With respect to (a), membership in good standing is an easily justified pre-requisite to acting as a director.

With respect to (b), an individual who did not meet the qualifications set out in the *Societies Act* (primarily in section 44) would in any event be ineligible to run. Including that qualification here ensures that this requirement is well known by potential candidates, avoiding a situation where an ineligible candidate is inadvertently elected.

Directors and Officers are already required to execute the Federation's confidentiality agreement, code of conduct agreement and director's consent. These documents are consistent with the duties of directors set out in section 53 of the *Societies Act*.

Our external counsel expressly recommended that qualification (d) be included.

Discipline

The Federation's external counsel recommends that societies empower the Board of Directors to exercise discipline over fellow directors, rather than relying on the members to discipline Directors under Section 50(1) of the *Societies Act*. The Federation's external counsel has advised that it can be useful to confirm the scope of authority of the Directors, as we has been done in the proposed section 8.15.

Removal or other discipline by the Board of Directors, rather than the membership, is faster, less expensive, more private and more efficient.

The Federation's external counsel has reviewed proposed section 8.15 above, has confirmed that it complies with the *Societies Act*, and has not raised any concerns with respect to the proposed provision.

10. SPECIAL RESOLUTION: LENGTH OF MEMBERSHIP OR EXPERIENCE BEFORE ELECTION TO BCWF BOARD/EXECUTIVE **SPECIAL RESOLUTION 06/22**

WHEREAS the B.C. Wildlife Federation is a large, complex organization, and

WHEREAS it is in the best interests of the B.C. Wildlife Federation to have experienced people on the Executive and Board of Directors (via committee or regional involvement),

THEREFORE BE IT RESOLVED that any candidate for the B.C. Wildlife Federation Executive or Board of Directors be a member in good standing for a minimum of 3 years, and

BE IT FURTHER RESOLVED that any candidate for the position of Vice President of the B.C. Wildlife Federation be involved as a Board member or Committee Chair for a minimum of 2 years prior to being nominated, and

BE IT ALSO FURTHER RESOLVED that the B.C. Wildlife Federation bylaws section 8.11 Qualifications be changed from:

~~*No person shall be qualified to be President of the Federation unless that person has been a member of the Board of Directors of the Federation for at least 2 years but not necessarily the year preceding the election.*~~

To Read:

8.11 Qualifications

(a) No person shall be qualified to be the President of the Federation unless that person has been a member of the Board of Directors of the federation for at least 2 years, but not necessarily the year preceding the election.

(b) No person shall be qualified to be the Vice President of the Federation unless that person has been a member of the Board of Directors or a Committee Chair of the Federation for at least 2 years, but not necessarily the year preceding the election.

(c) No person shall be eligible for election to the Executive or Board of Directors of the Federation unless they have been a member in good standing for 3 years prior to the election.

Submitted by: Region 2 Board of Directors

Passed at: Region 2 AGM

Passed _____

Defeated _____

Withdrawn _____

Amended _____

Deferred _____

11. MAXIMUM TERM OF BCWF PRESIDENT

SPECIAL RESOLUTION 07/22

WHEREAS the maximum term as B.C. Wildlife Federation President is 2 one-year terms, and

WHEREAS it is beneficial to the B.C. Wildlife Federation to bring new candidates forward from the membership,

THEREFORE BE IT RESOLVED that the President of the B.C. Wildlife Federation shall only serve 2 one year terms , after which they shall no longer be eligible to be **elected** to the position of president, and

THEREFORE BE IT FURTHER RESOLVED that the B.C. Wildlife Federation bylaws Section 8.10 President's

Terms be changed from:

~~No person shall serve more than 2 consecutive one year terms as President, except as detailed in Bylaw 8.8 above, and then only until such time as a successor is elected or appointed.~~

To read :

8.10 President's Terms

No person shall serve more than 2 consecutive one year terms as President in their lifetime. The only exception to this is detailed in Bylaw 8.8 above, and then only until such time as a successor is elected or appointed.

Submitted by: Region 2 Board of Directors

Passed at: Region AGM

Passed _____ **Defeated** _____ **Withdrawn** _____
Amended _____ **Deferred** _____

RATIFICATION 2023

THEREFORE BE IT RESOLVED that all acts, contracts, resolutions, proceedings, appointments and payments enacted, made, done, and taken by the Officers and Directors of the B.C. Wildlife Federation since the last Annual General Meeting held April 23 & 24, 2022 via virtual AGM Conference are hereby approved, ratified and confirmed.

SUBMITTED BY:

Mark McDonald
Resolutions Chairman

Passed _____ **Defeated** _____ **Withdrawn** _____
Amended _____ **Deferred** _____

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