



B.E.A.S.T.



# Beautiful Eastern Association of Snowmobile Trails (B.E.A.S.T.)

## By-Laws

*Date: draft 20 March 2024*



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## Section 1 - General

### 1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "Chief Administrator" means the senior employee of the Corporation that reports to the Board;
6. "Committees" means committees established by the Board of Directors and/or the Executive Committee to complete assignments as requested with selection and terms of the chairs and committee members as established by Board policy;
7. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
8. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
9. "District" means one of the geographical areas into which the Province of Ontario has been divided for the purpose of administration by the OFSC;
10. "Executive Committee" means the governing body authorized and structured in accordance with Article 2.04 of this By-Law;
11. "Member" means any individual that falls within the requirements set out in s.8.01 of this Bylaw;
12. "Members" means the collective membership of the Corporation;
13. "Officer" means an officer of the Corporation;
14. "OFSC" means Ontario Federation of Snowmobile Clubs; and
15. "Special Resolution" means a resolution addressing matters, including those set out in the Act, passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.





### 1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### 1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

### 1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## Section 2 - Directors

### 2.01 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be for two (2) years from the date of the meeting at which they are elected until the next annual meeting or until their successors are elected or appointed. The adoption and enactment of these By-laws shall not terminate, extend or otherwise affect the terms of existing Directors.

### 2.02 Number of Directors

Unless otherwise amended by the Members in accordance with the provisions of these By-laws, the Articles and the Act, the Corporation shall be managed by a Board of Directors consisting of 13 Directors.

### 2.03 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.



#### 2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. a quorum of Directors may fill a vacancy among the Directors ;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

#### 2.05 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

The Board shall appoint annually from its members, chairpersons of such standing committees and other ad hoc committees as are deemed necessary to the administration of the Corporation. Standing Committees shall be chaired by a Director. Members in good standing shall be selected by the committee chairpersons to serve on committees. The membership of all committees shall be approved by the Board. All ad hoc committees shall include a Board member in their membership. The Corporation President is an ex-officio member of all committees. All committee activities are subject to the direction and control of the Board. The Board may add or delete committees other than the Standing Committees at its discretion. The Board shall not merge Standing Committees.

All committees will record minutes of their meetings, provide them to the Secretary and publish them on the Corporation website (with the exception of in camera proceedings). Chairs of committees will report committee activities to the Board as relevant, including records of decision. Where specific decision-making authority has not been delegated to a committee, decisions shall be ratified by the Board.





## 2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

## Section 3 - Board Meetings

### 3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or a majority of Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

### 3.02 Regular Meetings

Would be a scheduled meeting of the Board of Directors, plus any other interested party (Landowner, other members or pass holders and guest). Quorum is determined only by a majority of Board of Directors. In keeping with historical meeting procedures all attendees are welcome to have input to the discussions at hand but all motions and voting will fall to Directors in attendance. May fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### 3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, defined as a majority, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### 3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice President will act as Chair. If the Vice President is also absent, the Directors present shall choose one of their number to act as the Chair.





### 3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes (50% +1). In case of an equality of votes, the Chair shall have a second or casting vote.

### 3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### 3.07 Directors Only Meeting

If certain issue arises that requires an immediate decision the Chair may call on Board only meeting either in person, zoom or by a simple email. Only the Chair may call this meeting. A majority of Directors have to attend or reply in Favour of the action required to resolve the issue. Documenting of this meeting will be under the next regular meeting minutes as a "Special Board Meeting".

## Section 4 - Financial

### 4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### 4.02 Financial Year

The financial year of the Corporation ends on March 31st in each year or on such other date as the Board may from time to time by resolution determine.

## Section 5 - Officers

### 5.01 Officers

The Board shall appoint from among the Directors the offices of President, Vice-President, Secretary and Treasurer. The President shall serve as Chair of the Board. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### 5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of, the Officer's successor being appointed, the officer's resignation, or such Officer's death.



### 5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### 5.04 Duties of the Chair

The Chair shall perform the duties described in Sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

### 5.05 Duties of the President

The president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

### 5.06 Duties of the Vice President

The Vice President shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

### 5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

### 5.08 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

## Section 6 - Protection of Directors and Others

### 6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.



## Section 7 - Conflict of Interest

### 7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a director or officer or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction that the Corporation, shall make a disclosure as required by the Act. Except as provided by the Act, no such Director shall attend the part of a meeting of Directors during which a contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## Section 8 - Members

### 8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons as are interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

### 8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act, or this By-law.

**The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.**

### 8.03 Requirements for Membership

Initiated Members are individuals who 1) have applied to the Corporation in writing; 2) have paid any required membership fee as determined by the Board from time to time; 3) are eighteen (18) years of age or older; 4) whose membership has been accepted and approved by the Board or a membership committee of the Board; and 5) who have satisfied any further membership requirements as determined by the Board from time to time.

In order to maintain Initiated Membership status individuals must abide by the rules, regulations and policies and procedures of the Corporation. Failure to comply will result in termination of membership status.

### 8.04 Membership Cap

The Board may establish a maximum number of Members having regard to the interests of all Members and consistent with the financial well-being and efficient operation of the Corporation.





### 8.05 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, By-laws, Corporation rules and regulations or other policies.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## Section 9 - Members' Meetings

### 9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. recap of the Corporation's operations and season;
7. election of Directors; and
8. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### 9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of the Members who hold at least 10% of the votes that may be cast at the meeting for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.



### 9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director, and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting. Notice of each meeting must remind the Member of the right to vote by proxy.

### 9.04 Quorum

A quorum for the transaction of business at a members' meeting is 20% of the members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### 9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### 9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, and the motion shall be declared defeated;
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### 9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more





adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

#### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Provided that, if a notice is sent by any telephonic or electronic means there is a record that the notice has been sent.

#### **10.02 Computation of Time**

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

#### **10.03 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, Member of a Committee of the Board or auditor or person conducting a review engagement, if any, 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 notice not effecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 - Adoption and Amendment of By-laws**

#### **11.01 Amendments to By-laws**

This By-law may be amended by a majority vote of the Board and the Members.





B.E.A.S.T.

Enacted this 9 day of May, 2024.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary



## Section 12 - Appendix

### *SCHEDULE A - BOARD TRANSITION PLAN*

Pursuant to the provisions of By-laws and the Act, the Corporation's board shall transition as follows:

1. Each sitting Director as of the Date of Amendment shall sit out the remainder of his/her term.
2. At the 2024 AGM, the membership shall elect Directors for the following terms:
  - a. Seven people will be elected for a one-year term
  - b. Six people will be elected for a two-year term
3. At the 2025 AGM, the membership shall elect Directors for the following terms:
  - a. Seven people will be elected for a two-year term
  - b. Six people will continue in their second year of their two-year term
4. At the AGMs moving forward, the membership shall elect Directors for the following terms:
  - a. Approximately half (6 or 7 depending on year) the people will be elected for a two-year term
  - b. Approximately half (6 or 7 depending on year) the people will continue in their second year of their two-year term



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## SCHEDULE B

### POSITION DESCRIPTION OF THE PRESIDENT

#### Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

#### Responsibilities

##### Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

##### Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

##### Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

##### Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

##### Representation

Serve as the Board's primary contact with the public.

##### Reporting

Report regularly to the Board on issues relevant to its' governance responsibilities.

##### Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.





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Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees (Ex Officio).



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## SCHEDULE C

### POSITION DESCRIPTION OF THE VICE PRESIDENT

#### Role Statement

The Vice President provides support to the President, to ensure the integrity of the Board's process and coordinates fulfilling its governance requirements to support the Board in achieving its fiduciary responsibilities.

#### Responsibilities

##### Business Continuity

Carry out duties of the President in his/her absence or disability.

##### Strategic Planning

Co-ordinate the strategic and long-range planning activities, reviewing and updating such strategy with the District Board on an annual basis, reporting on the progress of such strategy at the annual members' meeting and deriving annual objectives from these long-term strategies.

##### Governance

Review and/or develop by-laws and policies to ensure they are being met and continue to meet the needs of the organization.

##### Succession Planning

Learn the duties of the President.



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*SCHEDULE D*  
*POSITION DESCRIPTION OF THE SECRETARY*

**Role Statement**

The Secretary works collaboratively with the president and senior management, if any, to support the Board in maintaining the records of the Corporation.

**Responsibilities**

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Members, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal of the Corporation (if applicable) and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board. The Secretary may have other duties as delegated by the President and/or the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on record keeping responsibilities.

Mentorship

Serve as a mentor to other Directors.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees.





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**SCHEDULE E**  
**POSITION DESCRIPTION OF THE TREASURER**

**Role Statement**

The Treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

**Responsibilities**

*Custody of Funds*

The Treasurer shall have the responsibility for custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

*Board Conduct*

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

*Mentorship*

Serve as a mentor to other Directors.

*Financial Statement*

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.