



T.K. SPARKS

SOCIETIES ACT

BYLAWS OF

HAVEN SOCIETY: PROMOTING THE SAFETY OF WOMEN, CHILDREN, YOUTH AND FAMILIES (the "Society")

Part 1- Definitions and Interpretation

Definitions

1.1 In these Bylaws, unless the context otherwise requires:

- (a) "Act" means the *Societies Act* of British Columbia as amended from time to time;
- (b) "Board" means the directors of the Society;
- (c) "Bylaws" means these Bylaws as altered from time to time;
- (d) "corporation" means an incorporated association, company, society, municipality or other incorporated body, where and however incorporated, and includes a corporation sole other than Her Majesty or the Lieutenant Governor;
- (e) "special resolution" means:
 - (i) a resolution passed at a general meeting by at least 2/3rds of the votes cast by the voting members, in person, and if permitted by the Bylaws, by proxy; or
 - (ii) a resolution consented to in writing by all the voting members;
- (f) "registered address" of a member means her address as recorded in the register of members; and
- (g) "voting members" means members entitled to vote at the relevant time.

Definitions in Act apply

1.2 Unless otherwise defined in these Bylaws, definitions in the Act apply.

Conflict with Act or regulations

- 1.3 If there is a conflict between these Bylaws and the Act or the regulations, the Act or the regulations, prevails.

Interpretation

- 1.4 Words importing the singular include the plural and vice versa; and words importing a female person include a male person and a corporation except for Bylaw 2.2(a).

Calculation of time

- 1.5 In the calculation of time expressed as clear days, weeks, months or years, or as "at least" or "not less than" a number of days, weeks, months or years, the first and last days shall be excluded.

Part 2 - Members

Members

- 2.1 An individual or corporation may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application, except that an honorary member becomes a member upon the Board conferring membership on the individual or corporation.

Classes of members

- 2.2 There are four classes of members:
- (a) General member: Only a woman who is 14 years of age and older and is not an employee of the Society may be a general member. Subject to Bylaws 2.5 and 2.6, a general member is entitled to one vote.
 - (b) Life member: Only a former director of the Society, former employee of the Society or former volunteer of the Society, who is invited by the Board to apply to be a life member may be a life member. A life member is entitled to one vote.
 - (c) Associate member: An individual or a corporation who or that is ineligible to be a general member may be an associate member of the Society. An associate member is not entitled to vote.

- (d) Honorary member: The Board may confer an honorary membership for a one-year period on an individual or corporation that donates to, or volunteers for, Haven. An honorary member is not entitled to vote.

Duties of members

2.3 Every member must uphold the Constitution and must comply with these Bylaws.

Membership dues

- 2.4 (1) The Board must determine the amount of annual membership dues for general and associate membership, and the annual period for which they are payable.
- (2) There are no annual membership dues for lifetime members.
- (3) The Board must determine, from time to time, eligibility criteria for honorary membership.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, or other amount due to the Society, and the member is not in good standing for so long as those dues or other amount remain unpaid.

Member not in good standing may not vote

2.6 A member who is not in good standing may not vote.

Cessation of membership

- 2.7 (1) A person ceases to be a member of the Society:
 - (a) by delivering her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on her death, or, in the case of a corporation, on its dissolution;
 - (c) on being expelled as set out in Bylaw 2.8;
 - (d) if the member is not in good standing for 6 consecutive months, or
 - (e) when her membership expires and is not renewed.
- (2) A person shall cease to be a general member of the Society on becoming an employee of the society.

Discipline or expulsion from membership

- 2.8 (1) A member may not be disciplined or expelled by a special resolution of the members passed at a general meeting.
- (2) The Board may discipline or expel a member provided that, before a member is expelled, the Board must
- (a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
 - (b) give the member a reasonable opportunity to make representations respecting the proposed discipline or expulsion.

Part 3 - General Meetings of Members

Time and place of general meeting

- 3.1 (1) A general meeting must be held at the time and place the Board determines.
- (2) An annual general meeting must be held at least once in every calendar year.

Ordinary business at general meeting

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) the appointment of an auditor, if any; and
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of general meeting

- 3.3 (1) The Society must send notice of the date, time and location of a general meeting to every member of the Society at least 7 days before the meeting.

- (2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.
- (3) A member may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of notice.
- (4) Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Notice of special business

- 3.4 (1) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- (2) Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

Chair of general meeting

- 3.5 (1) The president of the society, or in her absence, the vice-president, or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.
- (2) If at a general meeting:
- (a) there is no president, vice-president or other director present within 15 minutes after the time set for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chair,
- the voting members present must elect one of the voting members present to be chair.

Quorum required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7 A quorum for the transaction of business is three (3) voting members.

Lack of Quorum at commencement of meeting

- 3.8 If within 30 minutes from the time set for holding a general meeting a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9 If, at any time, during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10 The chair of a general meeting may, or if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting; and

- (f) if the meeting is an annual general meeting,
 - (i) receive the financial statements of the Society for the previous financial year, and the review engagement report or the auditor's report on those statements,
 - (ii) receive the Society's Annual Report,
 - (iii) elect or appoint directors, and
 - (iv) deal with new business, including any matters about which notice has been given to the members in the notice of meeting, and
 - (v) terminate the meeting.

Member must be present to vote

3.13 Members must be present in person at a general meeting to vote.

Methods of voting

3.14 Voting is by show of hands.

Announcement of result

3.15 The chair of the general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of that meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Chair may propose resolution

3.18 The chair of the meeting may move or propose, and may second, a resolution.

Resolution need not be seconded

3.19 No resolution proposed at a meeting need be seconded.

Chair does not have casting vote

- 3.20 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which she may be entitled as a member, and the proposed resolution shall not pass.

Part 4 – Directors

Number of directors on Board

- 4.1 The Society must have no fewer than 3 and no more than 12 directors.

Election or Appointment of Directors

- 4.2 (1) At each annual general meeting, the voting members must elect or appoint the Board.
- (2) Between annual general meetings, the Board may pass a resolution to admit one or more additional director(s) of the Society to hold office until the next annual general meeting of the members, at which time each such director must be duly elected by the voting members of the Society in order to continue as a director of the Society. If any such director is not elected by the voting members of the Society at the said annual general meeting, that individual will cease to be a director and may not be re-appointed as a director by the Board unless or until they are duly elected by the members.
- (3) A director's term of office expires at the second annual general meeting after the director's election or appointment at a general meeting, subject to Bylaw 4.4 and the foregoing Bylaw 4.2 (2).
- (4) For the purposes of section 41 (1) (a) of the Act, a director's term of office expires at the second annual general meeting after the director's election or appointment, subject to Bylaw 4.4.

Directors may fill casual vacancy on Board

- 4.3 The Board may, at any time, appoint a general member as a director to fill a vacancy that arises on the Board resulting from the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Nominations

4.5 The Board may enact a nominations policy by Board resolution from time to time.

Qualifications

4.6 A person must meet the qualifications to be a director set out in the Act and must be a general member of the Society in good standing, and if a person does not meet those qualifications, or ceases to meet those qualifications, the person must promptly resign.

Role of Directors

4.7 Subject to the Act, the regulations and the Bylaws, the directors must manage, or supervise the management of, the activities and internal affairs of the Society.

Duties of Directors

- 4.8 (1) A director must, when exercising the powers and performing the functions of a director:
- (a) act honestly and in good faith with a view to the best interests of the Society;
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - (c) act in accordance with the Act and the regulations; and
 - (d) subject to paragraphs (a) to (c), act in accordance with the Bylaws.
- (2) A director, when exercising the powers and performing the functions of a director must act with a view to the Society's purposes.

Authority of Directors

- 4.9 (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws required to be exercised or done by the Society in general meeting, subject to:
- (a) the Act,
 - (b) these Bylaws, and
 - (c) rules, not being inconsistent with these Bylaws made from time to time by the Society in general meeting.

- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

Removal and replacement of directors

4.10 The members:

- (a) may remove a director before the expiration of her term of office by special resolution, and
- (b) may elect a successor to complete the removed director's term of office by ordinary resolution.

Remuneration

4.11 Directors may not be remunerated in any capacity, however directors may be reimbursed for necessary and reasonable expenses incurred while acting on behalf of the Society. The Society may not alter or delete this Bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

Indemnification

- 4.12 (1) The Society may, with the approval of the court, indemnify a director or former director of the Society, and her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by her, in a civil, criminal or administrative action or proceeding to which she is made a party because of being or having been a director, including an action brought by the Society, if, in relation to the subject matter
- (a) she acted honestly and in good faith with a view to the best interests of the society, and
 - (b) in the case of a criminal or administrative action or proceeding, she had reasonable grounds for believing her conduct was lawful.
- (2) The Society may purchase and maintain insurance for the benefit of a director against personal liability and associated costs incurred by her as a director.

Part 5 - Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the President or by any 2 other directors.

Notice of directors' meetings

5.2 (1) At least 2 days' notice of a directors' meeting must be given unless:

- (a) all the directors agree to a shorter notice period, or
- (b) the meeting is urgent or there is an emergency to address, in the opinion of the President or any two directors.

If a director attends that director waives notice unless the directors' attendance is solely to raise her concern regarding notice.

(2) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

(3) A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by any written or electronic means, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn, and until the waiver is withdrawn:

- (a) no notice of meeting of directors shall be sent to the director, and
- (b) any and all meetings of the directors, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they see fit.

Quorum of directors

5.5 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office, subject to Bylaw 5.12.

Chair

5.6 The president shall be a chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed to hold the meeting, the vice-president shall act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.

Chair may propose

5.7 The Chair of a meeting may move or propose a resolution.

No second required

5.8 No resolution proposed at a meeting of directors or a committee of directors need be seconded.

Majority Vote

- 5.9 (1) Questions arising at a meeting of the directors and committee of directors must be decided by majority vote.
- (2) In case of an equal vote the chair does not have a second or casting vote.

Unanimous consent resolution

5.10 A resolution in writing, signed by all the directors is valid and effective as if regularly passed at a meeting for directors, and shall be placed with the minutes of directors.

Committees

- 5.11 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (3) A committee must elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the committee members present must choose one of their number to be chair of the meeting.
- (4) The members of a committee may meet and adjourn as they think proper.

Conflicts of Interest

- 5.12 (1) If a director has a direct or indirect material interest in
- (a) a contract or transaction, or a proposed contract or transaction of the Society, or
 - (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society

the director must make the disclosure, abstain from voting, leave the meeting, and refrain from any action intended to influence the vote, all in accordance with the Act, or may be accountable to the Society for her profit.

- (2) A director referred to in bylaw 5.12 (1) must not be counted in the quorum at a meeting of the directors at which the contract or transaction, proposed contract or transaction, or matter is approved.

Part 6- Board Positions

Election or appointment to Board positions

- 6.1 (1) Directors must be elected or appointed to the following Board positions, and a director may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
- (2) Nothing in bylaw 6.1(1) shall prevent two directors sharing the position of Board president or other Board office, and in such case:
- (a) their titles shall be co-president and co-chair, or co-vice president and co-vice-chair, co-treasurer or co-secretary, as the case may be,
 - (b) each of them has the full authority and responsibility of the shared position, and
 - (c) references to the president or other officer shall mean each and/or both of the directors sharing the office as the context requires.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to these positions are elected or appointed as directors at large.

Role of the president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The president is responsible for issuing notices of general meetings and directors' meetings.

Role of the vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of the secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for the following:

- (a) taking minutes of general meetings and directors' meetings;
- (b) keeping the records of the Society in accordance with the Act; and
- (c) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of the treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members and other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements; and
- (d) making the Society's filings in respect of taxes.

Role of past president

6.8 The past president must assist the president.

Part 7 – Senior Managers

Appointment of senior manager

- 7.1 (1) Subject to any restrictions or requirements in the Act and these Bylaws, the directors may appoint one or more senior managers of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society as a whole, or in respect of a principal unit of the Society.
- (2) The executive director at the time of the Society's transition under the Act is a senior manager by law, with the same validity and effect as if she had been appointed by the directors.

Relationship with Board

- 7.2 (1) A senior manager must provide the directors and officers of the Board with any information or access to records they request.
- (2) A senior manager may be removed as a senior manager by the Board.

Qualifications

- 7.3 A person must meet the qualifications to be a senior manager set out in the Act and if she does not meet those qualifications, or ceases to meet those qualifications, she must promptly resign.

Duties of senior managers

- 7.4 (1) A senior manager must, when exercising the powers and performing the functions of a senior manager:
- (a) act honestly and in good faith with a view to the best interests of the Society;
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - (c) act in accordance with the Act and the regulations, and
 - (d) subject to paragraphs (a) to (c), act in accordance with the Bylaws.

- (2) A senior manager, when exercising the powers and performing the functions of a senior manager must act with a view to the Society's purposes.

Conflicts of Interest

- 7.5 (1) If a senior manager has a direct or indirect material interest in
- (a) a contract or transaction, or a proposed contract or transaction of the Society, or
 - (b) a matter that is, or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that senior manager's duty or interest as a director of the Society

the senior manager must make the disclosure, abstain from voting, leave the meeting, and refrain from any action intended to influence the vote, all in accordance with the Act, or may be accountable to the Society for her profit.

Indemnification of senior manager

- 7.6 (1) The Society may, with the approval of the court, indemnify a senior manager or former senior manager of the Society, and her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by her, in a civil, criminal or administrative action or proceeding to which she is made a party because of being or having been a senior manager, including an action brought by the Society, if, in relation to the subject matter
- (a) she acted honestly and in good faith with a view to the best interests of the society, and
 - (b) in the case of a criminal or administrative action or proceeding, she had reasonable grounds for believing her conduct was lawful.
- (2) The Society may purchase and maintain insurance for the benefit of a senior manager against personal liability and associated costs incurred by her as a senior manager.

Part 8 – Signing Authority

Signing authority

- 8.1 (1) A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director;
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director;
 - (c) if the president and vice-president are both unable to provide signatures, by any two other directors; or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society subject to (2) below.
- (2) A contract or other record that is within the executive director's or any senior manager's authority to make or sign may be made and signed by such director or senior manager.
- (3) Unless otherwise provided in the Act, the regulations or these Bylaws, a copy of each contract or record that requires the payment of money by the Society or the Society to undertake an obligation must be provided to the Executive Director, and if there is more than one Executive Director, then the Executive Director, Finance, Administration and Operations.
- (4) Unless otherwise provided in the Act, the regulations or these Bylaws, or otherwise required by the contract or record, signatures may be electronic and/or electronically provided.

Part 9 – Financial Statements

Financial review

- 9.1 Subject to Bylaw 9.2, the Society will prepare financial statements that are reviewed in accordance with Canadian generally accepted standards for review engagements by an accountant who is independent of the Society under section 113 of the Act.

Auditor

- 9.2 The Board may determine that the Society have an auditor, and in that case, Part 9 of the Act applies.

Part 10 - Notices of general meeting

Notices of general meeting

- 10.1 (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
- (2) Notice of a general meeting must be given by mail unless the Society and member have agreed to another method, which may include:
- (a) personal delivery,
 - (b) pick up at the Society's registered office, or
 - (c) email or fax if the intended recipient has provided an email address or fax number for that purpose.
- (3) A statutory declaration by the sender that:
- (a) she has delivered notice in the manner or manners provided in the Act;
 - (b) she has sent notice in properly addressed envelopes, with adequate postage, and put in a Canadian post office receptacle or handed in to a Canadian post office representative at a Canadian post office;
 - (c) she has sent an email or fax to the email address or fax number provided by the intended recipient is sufficient to prove notice has been given.

Part 11 - Previous Constitution Provisions

Note: In accordance with Section 245 of the Societies Act, SBC, ch. 18 and Societies Regulation 18, previously unalterable constitution provisions may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

- 11.1 The Society shall be carried on without purpose of gain for its members and profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.
- 11.2 (1) In the event of winding up or dissolution of the Society, funds and assets remaining after the satisfaction of all debts and liabilities, including the remuneration of a liquidator and payment to the employees of any arrears of salaries or wages, shall be given or transferred to such qualified donees as are described in subsection 149.1(1) of the Income Tax Act of Canada, provided that such qualified donees are concerned with addressing the same social problems or promoting the same purposes as this Society. The

Society will not alter or delete this bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.

- (2) To further clarify bylaw 11.2(1) the funds and assets of the Society referred to in bylaw 11.2(1) shall include gaming monies or assets purchased with gaming funds.
- 11.3 The directors shall serve without remuneration, and the directors shall not receive directly or indirectly, any profit from their position as directors but may be paid expenses incurred by them in the performance of their duties. This provision was previously unalterable.
- 11.4 No part of any income of the Society shall be payable or otherwise available for the personal benefit of the members therein. This provision was previously unalterable.
- 11.5 (1) The operation of the Society shall be chiefly carried on in and about the City of Nanaimo, in the Province of British Columbia. This provision was previously unalterable.
- (2) To further clarify Bylaw 11.5(1), the Society's area of operation will be the Regional District of Nanaimo from North Ladysmith in the south to Bowser in the north and including Gabriola Island.

Part 12 - Required consent for Constitution and Bylaw alteration

- 12.1 The Society will not alter or delete the purpose set out in section 2(a) of its Constitution and the Society will not alter or delete this Bylaw without first obtaining the written consent of the British Columbia Housing Management Commission.