

## **BY-LAWS**

### **Lac La Ronge Regional Waste Management Corporation**

#### **ARTICLE ONE – NAME OF THE ASSOCIATION**

1. The name of the non-profit business corporation is the “**Lac La Ronge Regional Waste Management Corporation**” an incorporated Non-Profit Corporation (hereinafter referred to as the “**Corporation**”).

#### **ARTICLE TWO – DEFINITIONS AND INTERPRETATION**

2.1 Unless otherwise provided in these By-laws, the following words and phrases shall be interpreted to mean:

- a) Act means; The Non-Profit Corporations Act, 1995 c.N-4.2 and any and all amendments thereto or substitutions thereof (herein the “Act”);
- b) Agreement means; the multi-member agreement establishing Lac La Ronge Regional Waste Management Corporation;
- c) Board of Directors means; the Directors elected or appointed by representatives of the Members elected to Board of Directors of the Corporation from time to time.
- d) By-law means these by-laws of the Corporation;
- e) Chairperson means; a director elected as Chairperson at a meeting of the Board of Directors or at a meeting of the Members;
- f) Corporation means; the Non-Profit Corporation, Lac La Ronge Regional Waste Management Corporation.
- g) Director means; a person elected or appointed by a Member or by a designated representative of a Member to serve as a director of the Corporation;
- h) General Manager means; an Employee of the Corporation that manages the business of the Corporation under the direction of the Board of Directors;
- i) Member means; a community, a band, a town, a northern municipality or any group of persons residing in the Region using Waste Management services provided by the Corporation and in the particular the current members shall be as set forth in Paragraph 4.1(e and f);
- j) Minister means; the Minister responsible for municipalities under the *Northern Municipalities Act*. subject to the Principles as provided in **Schedule A**

- k) **Region-** means; the Territorial jurisdiction of the Corporation as set forth in **Schedule B**;
- l) **Representative** means; an individual appointed or elected by a member to represent the member of the Corporation;
- m) **Services Agreement** means; an agreement to provide waste management services to a Non-member;
- n) **Solid Waste** means; the remains, by-products and discarded materials typically resulting from residential, recreational, commercial, institutional, industrial, agricultural and construction but does not include Domestic Liquid Sewage;
- o) **Year-End** means; the fiscal year end of the Corporation which is same as the calendar year end or December 31.

### **ARTICLE THREE – OBJECTS of the CORPORATION**

- 3.1** The objects of the Corporation and the activities that the Corporation may carry on shall include the following:
- a) To Implement and Operate an integrated solid waste management system serving the Corporation’s members within the terms of the Agreement;
  - b) To Ensure the facilities are operated and maintained in compliance with all applicable regulations,
  - c) To Operate all waste facilities in compliance with Permits to Operate issued by the Saskatchewan Ministry of Environment or its successor;
  - d) Promote and provide for waste reduction and diversion activities by participating in appropriate stewardship programs and by initiating waste reduction activities in the region;
  - e) Honour obligations agreed to in stewardship agreements including but not limited to Multi Material Stewardship West and Saskatchewan Association for Resource Recovery Corporation.

### **ARTICLE FOUR - MEMBERSHIP**

- 4.1** The Members of the Corporation shall;
- a) be entitled, through a Representative of the Member, to full voting rights at meetings of Members of the Corporation;
  - b) be entitled, through a Representative of the Member to vote to allow new members to the Corporation
  - c) The representatives of the Members shall elect or appoint a Board of directors of no less than seven (7) and no more than nine (9) directors of the Corporation.
  - d) A representative of eligible voting members shall be entitled to be elected as a Director of the Corporation.

- e) The following two Members shall each be entitled to appoint or elect two (2) Representatives;
  - i. Lac La Ronge Indian Band including La Ronge 156 & 156B, Sucker River -156C, Grandmother's Bay- 219 and Morin Lake 217; and
  - ii. the Town of La Ronge;
- f) The following three Members shall each be entitled to appoint or elect one (1) Representative;
  - i. Lac La Ronge Indian Band, Stanley Mission 157
  - ii. the Northern Village of Air Ronge; and
  - iii. the collective Northern Communities (including Missinipe, Weyakwin, Timber Bay, Ramsey Bay and Brabant Lake);
- g) The number of Representatives that Members are entitled to elect or appoint shall be determined by the Board of Directors from time to time based on the populations of the Members being served by the Corporation.
- h) Only designated Representative of voting members in good standing are allowed to vote at meetings of the Members of the Corporation.
- i) The members may authorize the issue of a class of non-voting Members or Honorary Members.
- j) At any duly called meeting of the Members, a majority of the Voting Members by their representatives or a designate of the Member shall constitute quorum.

#### **4.2 Membership**

- a) The Directors may submit by ordinary resolution a bylaw, or an amendment or repeal of a Bylaw to regulate the affairs of the Corporation provided that the directors submit the bylaw, the amendment or the repeal to the members at the next meeting of members and the Members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal. -
- b) Any Member wishing to withdraw its membership in the Corporation shall give written notice of intention to do so, addressed to the Chairperson of the Board of Directors, and sent to the Corporation's office prior to the fiscal year end of the Corporation. A withdrawing Member will be liable for all dues and fees applicable to the end of the fiscal year of the corporation or 90 days whichever is the latter.
- c) If any member shall fail to pay its assessment on the due date, written notice shall be sent by the General Manager to the Member. If, after such notice, the payment is not made within 30 days of the date of mailing, such member shall be suspended from all privileges of membership in the Corporation. Upon payment of all arrears, the Board of Directors may reinstate the member.

## **ARTICLE FIVE – GENERAL MEETINGS of MEMBERS**

### **5.1 Annual General Meeting**

The Annual General Meeting of the Corporation shall be held within 90 days of the end of the Corporation fiscal year. It shall be convened in such place as may be decided upon by the Board of Directors, to receive reports of officers and committees of the Corporation, and for all other general or special purposes relating to the business of the Corporation.

Notice of the time and place of the annual general meeting of members shall be sent, not less than 21 days before the meeting, to each member entitled to vote at the meeting, to each Director, and to the auditor of the Association.

### **5.2 Special General Meeting**

A special general meeting of the directors of the Corporation may be called by a majority of the Board of Directors or by a majority of the Representatives of the voting Members.

Notice of the purpose, time and place of a special general meeting shall be sent, not less than 21 days before the meeting to each director or Member entitled to vote at the meeting.

### **5.3 Quorum of Members**

At any duly called meeting of the Members, a majority of the Representatives of the Members shall constitute quorum.

### **5.4 Voting - General Meetings**

At all general meetings of directors, all questions shall be decided by a majority vote and all voting shall be open and by show of hands or as otherwise allowed, unless a secret ballot is requested by at least 30% of the voting members who are present for the vote. Where a secret ballot is requested, the Chair may appoint scrutineers and determine the methods for conducting the secret ballot.

Where no secret ballot is requested, the decision of the Chair with respect to the results of voting shall be sufficient evidence of the result. In the case of an equality of votes, the Chair shall cast a deciding vote.

### **5.5 Rules of Order**

At any meeting of the CORPORATION where a dispute arises as to procedure, the proceedings shall be conducted in accordance with *Robert's Rules of Order*, except as may be otherwise provided in these By-laws.

5.6 Where the bylaws do not provide rules or regulations for a matter before the Directors or Members the Directors and Members shall be governed by the provisions of the Act.

### **5.7 Irregularities Do Not Invalidate**

Subject to the expressed provisions of The Act:

- a) accidental omission to give notice of a meeting;
- b) irregularities in the notice of any meeting; or

- c) the non-receipt of notice by any member;  
shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of the meeting.

## **ARTICLE SIX - GOVERNANCE**

### **6.1 Authority of the Board**

The business of the Corporation shall be governed by a Board of Directors and all policy shall be established by the Board of Directors.

### **6.2 Election and Appointment of Directors**

The Representative of each Member shall submit their designation of director to the Board of Directors subject to approval of the Majority of the Board of Directors. The members shall provide written notice of any change of their respective Representatives to the Board of Directors, in writing, no less than 30 days prior to the next scheduled meeting of the Members or the Directors at which election of directors or approval of Directors is required.

### **6.2 Quorum**

A simple majority of directors shall constitute a quorum at any duly called meeting of the Board of Directors.

### **6.3 Meeting by Telephone or Electronic Means**

Unless opposed by more than 25% of the Board of Directors, the Board of Directors is authorized to meet and conduct business by telephone, video conference, email, or other electronic means. This same authorization shall apply to all standing and ad hoc committees.

### **6.4 Directors**

The Board of Directors shall as a minimum consist of 7 directors and as a maximum of 9 directors.

The term of office for Board of directors shall be no less than one (1) years and no more than four (4) years as determined at the time of election. A director not elected for a expressly stated term ceases to hold office at the close of the first meeting of the members following his or her election at which election of directors is required unless the Director is re-elected for a specific term at that meeting.

### **6.5 Qualification of Directors**

The following persons are disqualified from being a director;

- a) anyone who is less than 18 years of age.
- b) anyone who has been found to lack capacity by a court in Canada
- c) a person who has the status of a bankrupt person; and
- d) an employee of the Corporation

## **6.6 Directors Eligibility to Serve**

In order to stand for election, or to be appointed, as a director of the Corporation an individual must be resident of the region, or officer of the Corporation, a Representative of a Member in good standing or a representative of a Provincial Government authority in the Region.

## **6.7 Removal of Directors**

Subject to section 94(g) of the Act the Representatives of the Members of the Corporation by ordinary resolution at a special meeting, may remove any director from office. A vacancy created by the removal of a director may be filled at the meeting members or if not so filled, the Vacancy shall be filled pursuant to section 98 of the Act.

## **6.8 Election of Officers**

At least 30 days before the Corporation's Annual General Meeting, and subject to the conditions herein, the Board of Directors shall elect, from amongst the Directors, the Chairperson, Vice-Chairperson and the Secretary Treasurer for the subsequent year. These elected officers begin their new roles following the Annual General Meeting.

The terms of office for the Chairperson, Vice-Chairperson and the Secretary Treasurer shall be for no less than two (2) and no more than four (4) years.

Upon election to an Officer position, the office previously occupied by a representative or a director shall be vacated and the vacancy may be filled as provided section 6.10 below.

## **6.9 Vacant Positions**

Should any of the officer positions, with the exception of the Past-Chair position, on the Board of Directors be vacant at any time, the Board of Directors shall have the authority to appoint an interim replacement.

If the vacant position, is one appointed by another association, the Corporation shall request a new appointee at the earliest convenience of the other association. The interim replacement, should one be appointed by the Board of Directors, shall hold office until the position is filled by the other association.

## **6.10 Directors' Meeting**

The Board of Directors shall meet at such times as may be decided upon by them, but not less than four times per year. Unless otherwise waived, notice of all Board meetings shall be sent by the General Manager to each Director at least 10 days prior to the date of such meeting.

Unless the Articles or bylaws provide otherwise, the directors may meet at any place at whatever notice the bylaws require.

A notice of a meeting of directors shall specify any matter set forth in section 102(1) of the Act that is to be dealt with at the meeting unless the bylaws otherwise provide.

A resolution in writing, signed by all of the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.

The Chairperson, or the Vice-Chairperson if the Chairperson is not available, shall preside at all meetings of the Board of Directors

#### **6.11 Directors determine Member Fees**

- a) The board of directors shall establish an annual operating budget for the Corporation by November 30 of each calendar year. Member fees will be established based upon the population served by each member. Fees will be invoiced to the respective members at the beginning of each annual quarter and due upon receipt.
- b) Fees apply to Household waste hauled to the site. All other classification of waste received from Members shall be invoiced at the established disposal rates.
- c) Member fees will be adjusted semi-annually based upon its utilization of the facility on a proportional basis.
- d) The board of directors shall establish a fee schedule for the disposal of all other classifications of waste. The fees shall be established in consideration the operating cost of the facilities and the recapitalization of the facilities and equipment.
- e) A separate schedule of fees shall be established for those non-members who may choose to use the facility or for whom service agreements have been established.
- f) If any member shall fail to pay its assessment on the due date, written notice shall be sent by the General Manager/Manager to the Member. If, after such notice, the payment is not made within 30 days of the date of mailing, such member may be suspended from all privileges of membership in the Corporation. Upon payment of all arrears, the Board of Directors may reinstate the member.

#### **6.13 Signing Officers**

The execution of documents and the signing of checks and negotiable instruments in connection with the administration of the Corporation shall be authorized by resolution of the Board of Directors.

#### **6.14 Indemnification**

Any acts or responsibilities of a director or officer on behalf of the Corporation for actions taken in the interest of the Corporation, shall be indemnified and saved harmless by the Corporation from any liabilities, costs, and charges which may arise against that Director on account of their duties as outlined in these By-laws.

### **ARTICLE SEVEN - DUTIES OF DIRECTORS AND OFFICERS**

#### **7.1 Directors**

Directors shall strive to attend, and prepare for, all duly called Board of Directors meetings, and meetings for any committees to which they are appointed. Directors are required to consider the Objects and Activities (herein 3.1) and the best interests of the Corporation and the industry as a whole when participating in Corporate business decisions.

## **7.2 Duty of Care of Directors and Officers**

Every director and officer of the Corporation in exercising her or his powers and discharging his or her duties shall;

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Corporation shall comply with the Act and these bylaws.

## **7.3 Chair**

The Chairperson shall preside at all meetings of the Corporation. The Chair shall be a member ex-officio of all standing and ad hoc committees. The Chair shall have the powers herein set forth, have general supervision of the affairs of the Corporation, and perform such duties as are usual for such an officer.

## **7.4 Vice-Chair**

The Vice-Chairperson shall preside at all meetings of the Corporation in the event of the Chair's temporary disability or absence from duties.

The Vice-Chair shall be responsible to the Board of Directors for any areas of activity of the Corporation designated to the Vice-Chair, and shall be an ex-officio member of any committees or task forces related thereto.

In addition, the Chair may assign additional areas of responsibility to the Vice-Chair, as may be required from time to time.

## **7.5 General Manager**

The General Manager shall be responsible for the general management of the affairs of the Corporation under such direction and policies as may be prescribed by the Chairman or by the Board of Directors from time to time. The General Manager shall be an ex-officio non-voting member of the Board and all standing and ad hoc committees. The terms and conditions of the employment of the General Manager shall be established by the Board of Directors from time to time to meet the objectives of the Corporation.

In the event the position of General Manager is vacant or in the event the General Manager is for any reason unable to perform the duties of the office, those duties shall be performed by the Chair, Vice-Chair, or an individual designated by the Board of Directors.

# **ARTICLE 8 COMMITTEES**

## **8.1 Standing Committees**

- a) The following standing committees may be established in By-laws and shall be maintained by the Corporation:



- i. Governance.
  - ii. Audit and Finance; and
- b) The Board of Directors shall establish a terms of reference for each standing committee.
  - c) Membership on a Corporate standing committee may include Representatives of the Members, Directors of the Board of Directors, and shall include the General Manager if the matter is not *in camera*.
  - d) The Board of Directors may delegate, via resolution or through the terms of reference, any authority to standing committees that it desires. The Board of Directors may also reclaim any delegated authority at any time.
  - e) Standing committees shall report to the Board of Directors on committee activities as requested by the Board Chairperson.

## **8.2 Ad Hoc Committees**

- a) The Board of Directors may establish any Ad Hoc committees it deems necessary or desirable for the conduct of Corporate business.
- b) The Board of Directors shall establish a terms of reference for each Ad Hoc committee.
- c) Membership of an Ad Hoc committee shall be established by the Board of Directors. There are no restrictions on eligibility for serving on an Ad Hoc committee.
- d) The Board of Directors may delegate, via resolution or through the terms of reference, any authority to Ad Hoc committees that it desires. The Board of Directors may also reclaim any delegated authority at any time.
- e) Ad Hoc committees shall report to the Board of Directors on committee activities as requested by the Board Chairperson.

## **ARTICLE NINE – CORPORATE SEAL**

- 9.1 The Corporate seal shall be affixed to such documents as maybe determined by the Board of Directors.
- 9.2 All checks and contracts by the Corporation shall bear the signature of the CEO/Pres and one of the Chairman, Vice Chairman or Secretary; provided no person could sign in more than one capacity.

## **ARTICLE TEN - AUDIT**

- 10.1 An auditor shall be appointed every year at the Annual General Meeting, whose duty shall be to audit or review the books, vouchers and accounts of the Corporation, to certify the correctness of the Financial Statement, to examine and verify the securities and other assets in the custody of the General Manager, and to certify to the reasonableness of the valuation at which the Corporation's assets are carried. The auditor's remuneration shall be approved by the Board of Directors.

## **ARTICLE ELEVEN - WINDING UP**

- 11.1 In the event of the dissolution of the Corporation, its property and assets shall, after payment of all liabilities, be distributed in accordance with the Articles and the Act, as follows;
- a) among current Members in such proportion as determined by 2/3 of the Board of Directors; or
  - b) to a successor carrying on business with objects and purposes similar to the Objects and Purposes set forth in Article 3 of these bylaws.

## **ARTICLE TWELVE – POLICY-MAKING**

- 12.1 The Board of Directors may, at its sole discretion, establish policies with respect to any item not explicitly addressed within these By-laws. The Board of Directors may also establish policies to complement or elaborate on any item addressed within these By-laws, if the Board of Directors determines, at its sole discretion, that it is necessary or desirable to do so.
- 12.2 The Board of Directors may, at its sole discretion, establish a code of conduct for Directors officers or employees.

## **ARTICLE THIRTEEN - AMENDMENTS**

- 13.1 The By-laws of the Corporation may be amended or repealed as follows:
- a) Proposed amendments may be considered and approved by the Board of Directors, subject to ratification by a simple majority vote of the Board of Directors or by the Members present at a duly called meeting of the Corporation, where notice of the intention to amend the By-laws, along with details respecting the amendments, was provided to the membership not less than 21 days prior to the date of the general meeting.
  - b) A Member may propose By-law changes by submitting proposed wording in writing to the Corporation, by addressing the proposal to the General Manager. Upon receipt of such a proposal, the General Manager shall submit the proposal to the Board of Directors not later than its next regularly scheduled meeting. The Board of Directors shall consider the proposal. If the proposal is not approved by the majority of the Board of Directors, it shall still be submitted to the Corporation membership for consideration at a Special Meeting called within 30 days of the conclusion of the Board of Directors meeting at which the proposal was considered. All members shall be notified of the call of the Special meeting as provided in these by-laws.
  - c) Notice to members of a by-law change at the General Meeting shall include the detailed proposal for By-law changes. At the duly called general meeting, the By-law change proposal, coming without the endorsement of the Board of Directors, shall be considered via a special resolution and shall require a three-fourths majority of 3/4 of Representatives of the Members present at the meeting.

## **ARTICLE FOURTEEN – CORPORATE RECORDS**

### **14.01 Keeping of corporate records.**

- a) The Corporation shall prepare and maintain, at its registered office or at any other place in Saskatchewan designated by resolution of the board, records containing:
- i. the Articles and the by-laws, and all amendments thereto,
  - ii. minutes of meetings and resolutions of the Members and the Directors;
  - iii. copies of all notices relating to the directors and any change among the board of Directors;
  - iv. a membership list showing the designated representative of Corporate Members.
- b) In addition to the records described in subsection (1) of this Section, the Corporation shall prepare and maintain adequate accounting records and records containing minutes of meetings and resolutions of the board and any committee thereof. The records described in this subsection shall be kept at the registered office of the Corporation or at such other place as the board think fit and shall at all reasonable times be open to inspection by the board.

### **14.02 Access to corporate records**

Representatives of the Members of the Corporation and their agents and legal representatives may examine the records referred to in subsection (1) of Section 14.01 during the usual business hours of the Corporation and may take extracts therefrom free of charge

### **14.03 No discovery of information**

Except as specifically provided for in this Article, no person shall be entitled to any information respecting any details or conduct of the Corporation's business which in the opinion of the Board of Directors would be inexpedient or inadvisable in the interests of the Members to communicate to the public.

### **14.04 Conditions for inspection**

The board may from time to time by resolution determine whether and to what extent and at what times and place and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of the Members, and no Member shall have any right to inspect any account or book or document of the Corporation, except as specifically provided for in this Article or as otherwise provided for by statute or as authorized by resolution of the board.

### **14.05 Method of giving notice**

Any notice, communication or other document to be given by the Corporation to a Member, director, officer, or auditor of the Corporation under any provision of the Act, the Articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his latest address or email address as shown in the records of the Corporation or if mailed by prepaid ordinary mail or air mail in a sealed envelope addressed to him/her at his/her latest address or email address as shown in the records of the Corporation. The Secretary may change the address or email address on the records

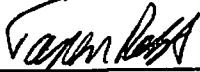
of the Corporation of any Member or Representative of the Member in accordance with any information believed by him/her to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid. A notice, communication or document so mailed shall be deemed to have been given on the day it is deposited in a post office, emailed or deposited to public letter box. A notice sent by any reliable means of communication shall be deemed to have been given on the day on which it is transmitted.

**15. EFFECTIVE DATE**

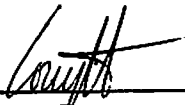
**15.01 Coming into force**

This by-law shall come into force upon, and only upon, being confirmed by the Directors entitled to vote thereon in accordance with the Act.

ENACTED by the Board of Directors the 13 day of OCTOBER, 2022



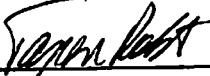
Chair



Secretary-Treasurer

AMENDED BYLAWS RATIFIED and CONFIRMED by the Members in accordance with the Act on the \_\_\_\_ day of \_\_\_\_\_, 2022.

MEMBER

  
\_\_\_\_\_  
LLRIB - 156, 156B, 156C

  
\_\_\_\_\_  
Town of Lac La Ronge

  
\_\_\_\_\_  
Northern Village of Air Ronge

\_\_\_\_\_  
LLRIB - Stanley Mission 157

  
\_\_\_\_\_  
Northern Communities

**MINUTES of Directors adopting a new GENERAL BY-LAW and AMENDING the ARTICLES of the Lac La Ronge Regional Waste Management Corporation, a Non-Profit Corporation this 13 day of OCTOBER, 2022**

It is appropriate at this time for the Corporation to adopt a new general by-law; and amend the Articles of the Non Profit Corporatio

**THEREFORE IT IS RESOLVED:**

1. THAT the new general by-law of the Corporation attached hereto and forming part of these minutes be adopted and a copy of this by-law, duly signed by the President or Secretary of the Corporation, be inserted into the Corporation's records.
2. THAT the Articles of the Non-Profit Corporation be amended as provided in the Articles of Amendment attached hereto and forming part of these minutes and that the Articles be adopted and submitted for registration by the President of the Corporation.

**VALIDITY**

The undersigned, being all the directors of the Corporation entitled to vote, hereby adopt the above resolution(s) with the same force and effect as if adopted at a duly convened meeting of the Board of Directors.

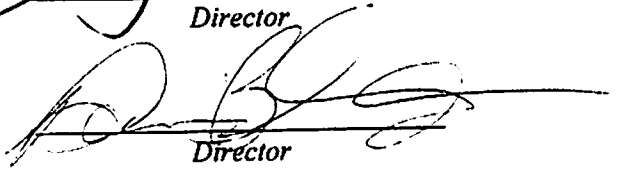
  
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## **SCHEDULE A**

### **Principles and purposes of the *Norther Municipalities Act***

**3(1)** This Act recognizes that municipalities, as local governments:

(a) are a responsible and accountable level of government within their jurisdictions, being created and empowered by the Province of Saskatchewan; and

(b) are subject to provincial laws and to certain limits and restrictions in the provincial interest as set out in this and other Acts.

**(2)** Having regard to the principles mentioned in subsection (1), the purposes of this Act are the following:

(a) to provide the legal structure and framework within which municipalities must govern themselves and make the decisions that they consider appropriate and in the best interests of their residents, and within which municipalities can provide for the fair and equitable treatment of their residents;

(b) to provide municipalities with the powers, duties and functions necessary to fulfil their purposes;

(c) to provide municipalities with the flexibility to respond to the existing and future needs of their residents in creative and innovative ways, including in particular ways that recognize the cultural context of northern Saskatchewan and promote collaboration;

(d) to ensure that, in achieving these objectives, municipalities are accountable to the people who elect them and are responsible for encouraging and enabling public participation in the governance process.

**SCHEDULE B**

**Map of the Region.**