

Bylaws

of

The Jain Center of Greater Sacramento (JCGS)

A California Religious Corporation

BYLAWS
OF
THE JAIN CENTER OF GREATER SACRAMENTO (JCGS)
A CALIFORNIA RELIGIOUS CORPORATION

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation hereinafter referred to as the “Jain Center of Greater Sacramento (JCGS)” for the transaction of its business is located in and encompasses Sacramento and surrounding counties of Northern California.

SECTION 2. CHANGE OF ADDRESS

The County of JCGS’ principal office can be changed by amendment of these Bylaws except the Executive Committee can change the Principal office from one location to another within the named county by noting the changed address and effective date below; and such changes of address shall not be deemed as amendment of these Bylaws:

-----Dated: -----

-----Dated: -----

-----Dated: -----

SECTION 3. OTHER OFFICES

JCGS may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may

require and as the Executive Committee may, from time to time, designate.

SECTION 4. SCHEDULES

JCGS Fiscal / Office Year : 1st January to 31st December.

Election of the Executive Committee : One of the Paryushan Days.

ARTICLE 2

OBJECTIVES AND PURPOSES OF JCGS

1. The primary objectives and purposes of the Jain Center of Greater Sacramento (JCGS) shall be as follows:
2. To establish, maintain, foster, promote and support the establishment of Jain Institutions, including Jain Temples, Ashrams, Bhavans, Schools, etc. in the United States and elsewhere
3. To facilitate the practice of Jainism and promote the values and principles of Jainism through JCGS
4. To create an environment where members of JCGS are proud of being its members
5. To provide religious, educational, cultural, and intellectual interchanges between the various Jain centers and communities located in the United States, India, and elsewhere
6. To teach, commemorate, and celebrate Jain religious events, festivals, and rituals; AND
7. To initiate and promote community service project(s) in consistence with the goals of JCGS

ARTICLE 3

BENEFACTOR(S)

SECTION 1. QUALIFICATION

Any person who has successfully completed at least one year as an honorary member of JCGS, can become “Benefactor of JCGS” by contributing minimum 1000 points, as measured on the Weight Matrix of JCGS.

The initial contribution of 1000 points will remain valid for five years @ 200 points per year. Every Benefactor earns “one lifetime voting right” in lieu of each “one year AND 200 points” contributed to JCGS. Every Benefactor is also expected to directly contribute minimum 40 hours of dedicated time to JCGS. Voting rights will keep getting accumulated over time. This means, a Benefactor who chooses to contribute 400 points each year will be having 10 voting rights at the end of five years vis-à-vis another Benefactor who chooses to contribute only the minimum required 200 points, and thus ends up with only 5 voting rights at the end of the same five years. This will ensure that those who contribute more automatically carry a larger influence in any critical decision-making process that requires voting. There is no limitation as to maximum numbers of voting rights that any JCGS Benefactor can earn.

To start the Benefactor Body, current President of JCGS, advised by a 7 persons bylaws committee, shall send invitations to the prospective Benefactors for joining JCGS. Known good contributors to JCGS, who have spent money, time and resources towards the cause, formation and well-being of JCGS shall be identified and invited. To avoid any disparities, all Benefactors choosing to join JCGS in response to the invitations above, will be deemed to have contributed no points in the beginning.

In future, Value Administrator of JCGS will invite qualifying honorary members to become Benefactors.

SECTION 2. TERM OF BENEFACTORS

Once achieved the status of a “Benefactor of JCGS”, the person will continue to hold this status life long, even if he/she does not remain an active contributor to JCGS due to any circumstances. If active, Benefactor will also continue to hold the cumulative voting rights last earned, life long. Benefactor can lose status only by way of the process of removal or resignation. Benefactor status can not be inherited. Value Administrator of JCGS will keep an up-to-date record of the points contributed (measured on the Weight Matrix) and voting rights so earned, by a Benefactor of JCGS over time.

SECTION 3. PURPOSE(S) / DUTIES

BENEFACTOR(S), except those elected to the Executive Committee, shall have no direct responsibilities for governing or operating the JCGS. However, Benefactors of JCGS will:

1. Vote and elect the Executive Committee
2. Provide general guidance to the Executive Committee in strategic policies and long-term planning
3. Oversee all matters of JCGS whose primary purpose is not operational, not involving day to day activities, which may have long-term impact, greater than two years, in various areas, including corporate planning and development

SECTION 4. ISSUES/ CONFLICTS RESOLUTION

In case an issue or conflict arises in JCGS that is beyond the scope of normal powers of, or any resolutions provided by, the Executive Committee of JCGS; the Benefactors of JCGS shall intervene, and provide resolution/s. Examples of such extra ordinary situations could be a faux-pause disagreement with in the Executive Committee of JCGS, resignation by the President of the Executive Committee, legal matter involving the assets and properties of JCGS requiring arbitration or strategic direction setting, etc. In the Executive

Committee, for any vacancies arising out of any resignations, conflicts or otherwise, an interim relief will be provided by the Benefactors, till next election is held and vacant offices are duly filled.

ARTICLE 4

EXECUTIVE COMMITTEE

SECTION 1. STRUCTURE OF THE EXECUTIVE COMMITTEE

EXECUTIVE COMMITTEE of JCGS shall consist of four OFFICERS namely: President, Secretary, Treasurer and Value Administrator.

Benefactors of JCGS, in good standing, will elect the officers of the EXECUTIVE COMMITTEE, from amongst the Benefactors of JCGS.

SECTION 2. TERM OF EXECUTIVE COMMITTEE

Each Officer of the Executive Committee will be elected to serve as Officer of JCGS, for a continuous period of maximum two years. However, each year, at least two of the Officers of the Executive Committee, from the team of four, shall retire and be replaced immediately by two new persons. This means, every odd year (eg.2001), President and Treasurer shall retire to be replaced by two new persons; and every even year (eg.2002), Secretary and Value Administrator shall retire to be replaced by two new persons. President and Secretary, both can not retire in the same year. And similarly, Treasurer and Value Administrator, both can not retire in the same year.

SECTION 3. PURPOSE(S) / DUTIES OF THE EXECUTIVE COMMITTEE

The activities and affairs of JCGS shall be conducted and all corporate responsibilities shall be exercised by or under the direction of the Executive Committee, subject to the provisions of the California Nonprofit Religious Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to the action required or permitted to be taken or approved by the

Benefactors of the JCGS.

Executive Committee of JCGS shall have all the requisite ability and responsibility to do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes and objectives of JCGS stated elsewhere in this document, or for any of them, or for the furtherance of the stated purposes, including, but not limited to the following:

1. Undertaking solicitation of contributions and donations for religious corporate purposes;
2. Owning, buying, selling, leasing, renting, or mortgaging of real estate and property;
3. Investing and dealing with the monies of the Jain Center of Greater Sacramento (JCGS);
4. Entering into, performing or canceling and rescinding any contract of every kind for lawful corporate purposes;
5. Borrowing or raising money for corporate purposes as permitted by the applicable laws of the State of California and within the framework of the goals and objectives of JCGS, in any manner and to secure the same mortgage or other liens upon any and all of the property of JCGS, and operating in the United States of America and North America consistent with local laws;
6. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of JCGS, or by these Bylaws;
7. Appoint or remove, employ and discharge, and, except as otherwise provided in Bylaws, prescribe the duties and fix compensation, if any, of all employees and agents of JCGS;
8. Handle the day to day operations and running of JCGS, organize all of the JCGS's events and activities, invite Jain Monks and Scholars, draft the annual Corporate budget, hold elections for the offices of the Executive Committee during Paryushan, and complete the transition process with the newly elected officers of the Executive Committee within 90 days of election results, latest by Jan 1st; AND

9. Meet at such times and places as required by the Bylaws or need of JCGS.

The foregoing enumeration of responsibilities is not to limit or exclude any other responsibility Executive Committee of JCGS has under the applicable laws. Nothing herein contained shall be deemed to authorize or permit the Executive Committee of JCGS to carry on or to exercise any activities that exempt corporation may not do under the applicable State or Federal law or rules or regulations in effect.

SECTION 4. DUTIES OF THE PRESIDENT

1. The President shall be the chief executive officer of JCGS and shall, subject to the control of Benefactors of JCGS, supervise and control the affairs of JCGS and the activities of the Officers.
2. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of JCGS, or by these Bylaws, or which may be prescribed from time to time by the Benefactors of JCGS.
3. Unless another person is specifically appointed as Chairperson, the President shall preside at all meetings of JCGS.
4. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of JCGS, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Benefactors of JCGS.
5. The President, through Value Administrator, shall invite Honorary Members of JCGS or any other suitable persons from society to become Benefactors of JCGS.
6. President, in consultation with other members of the Executive Committee or Benefactor or whom-so-ever the President deems fit will provide resolution/s to all conflicts and issues arising in the normal course of working of JCGS.
7. President shall perform all duties of the Secretary in Secretary's absence.

SECTION 5. DUTIES OF THE SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of JCGS the original, or a copy of these Bylaws as amended or otherwise altered to date;
2. Be a custodian of the records and of the seal of JCGS and see that the seal is affixed to all duly executed documents, the execution of which on behalf of JCGS under its seal is authorized by Law or these Bylaws;
3. Take and keep at the Principal Office of JCGS or at such other place as the Executive Committee may determine, a book of minutes of all meetings of the Benefactors, Officers, Benefactors, and if applicable, meetings of Committees of Benefactors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
4. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Law;
5. In general, perform all duties incident to the office of the Secretary and such duties as may be required by Law, by the Articles of Incorporation of JCGS, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committee or the Benefactors of JCGS.
6. Perform the duties of the President in President's absence.

SECTION 6. DUTIES OF THE TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds", the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of JCGS, and deposit all such funds in the name of Jain Center of Greater Sacramento (JCGS) in such banks, trust companies, or other depositories as shall be selected by the Executive Committee;

2. Receive, and give receipt for monies due and payable to JCGS from any source whatsoever;
3. Disburse, or cause to be disbursed, the funds of JCGS as may be directed by the Executive Committee, taking proper vouchers for such disbursements;
4. Keep and maintain adequate, correct and up-to-date accounts of JCGS's properties and business transactions, including accounts of JCGS's assets, liabilities, receipts, disbursements, gains and losses;
5. Exhibit books of account and financial records to the Benefactor Body of JCGS once a year and to the Executive Committee once every quarter;
6. Render to any Officer of the Executive Committee, any Benefactor of JCGS, or any Honorary Member, or his/her agent or attorney, whenever requested in written, an up-to-date account of any or all of his or her transactions as Treasurer and of the financial condition of JCGS with in 30 days of the request;
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
8. In general, perform all duties incident to the office of Treasurer and such duties as may be required by Law, by the Articles of Incorporation of JCGS, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committee or the Benefactors of JCGS;
9. File the income tax and all other tax returns, in time, with the appropriate Federal/ State Government authorities;
10. Perform the duties of Value Administrator in Value Administrator's absence.

SECTION 7. DUTIES OF THE VALUE ADMINISTRATOR

Subject to the provisions of these Bylaws, the Value Administrator shall:

1. Initiate, co-ordinate and monitor the Election Process, and to keep minutes of the election process and all election associated meetings;

2. Maintain and regulate the Weight Matrix, reward and recognize contributions by all Honorary Members and Benefactors of JCGS to the cause of JCGS;
3. Plan, execute and implement motivational schemes to attract contributions and resources from within and outside JCGS;
4. Initiate schemes and efforts to prepare and eventually convert Honorary Members of JCGS to the Benefactors of JCGS;
5. Promote JCGS, its mission, principles, and activities in a positive manner within JCGS, the community at large, and amongst the various Jain Centers and such like Institutions all over the United States and the world;
6. Co-ordinate, arbitrate, and facilitate resolution of any conflicts arising amongst Officers of the Executive Committee, Benefactors, Honorary Members or others, following a two step process:
 - Step 1. Amicable arbitration between the conflicting parties; and
 - Step 2. Escalate the issue to the Benefactor Body and call a meeting that will be chaired by the value administrator. Resolution will be based on a Democratic Vote;
7. Perform all duties of Treasurer in Treasurer's absence.

SECTION 8. COMPENSATION

No compensation, salary or honorarium, in any form - cash or kind, shall be received by or rendered to any Honorary Member, Officer of the Executive Committee or Benefactor of JCGS, for any service/s rendered to the cause of JCGS.

ARTICLE 5

HONORARY MEMBER(S)

SECTION 1. QUALIFICATION

Any person, in good standing, who can perform the duties of an

“Honorary Member” can seek honorary membership of JCGS for a fiscal year. Executive Committee can also invite any person, deemed suitable, to become Honorary Member of JCGS for a fiscal year. Every Honorary Member must pay the annual Membership charges of JCGS. Honorary Membership can be renewed every year by paying the annual membership charges.

SECTION 2. DUTIES OF HONORARY MEMBER

Honorary Member of JCGS is expected to contribute honorary membership fees and minimum 40 hours per year of time to JCGS by way of attending meetings, religious functions and activities organized to further the cause of JCGS. Honorary Member must abide by the code of conduct of JCGS. Honorary Member can accumulate contribution points on Weight Matrix of JCGS so as to be eligible for invitation as Benefactor of JCGS.

ARTICLE 6

SECTION 1. VACANCIES: REMOVAL AND RESIGNATION

Honorary member(s), Benefactor(s) and Executive Committee Officer(s) of JCGS may leave, resign, or be removed from their position. Vacancies will be said to exist on the death, resignation or removal of any Officer or on the declaration of an Officer who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been removed from the office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation Law.

Any Honorary Member, Benefactor or Executive Committee Officer may resign effective immediately upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of such resignation.

Any Honorary Member, Benefactor or Officer may be removed from his/her position, upon direct proof of the gross neglect in carrying out his/her duties, severe violation(s) and acts in derogation of JCGS mission, principles, ethics, embezzlement of Corporate funds, and acts of self-dealing. Removal will

take place upon a majority vote of the quorum of 3/4th of Benefactors and Majority of the general body of the Benefactors of JCGS.

SECTION 2. NON-LIABILITY OF BENEFACTORS, EXECUTIVE COMMITTEE AND HONORARY MEMBERS

The Benefactors, Officers of the Executive Committee and the Honorary Members of JCGS shall not be personally liable for any debts, liabilities, liens, or other obligations of JCGS arising out of any circumstance.

SECTION 3. INDEMNIFICATION BY CORPORATION OF BENEFACTORS, OFFICERS, EMPLOYEES, HONORARY MEMBERS, AND OTHER AGENTS

To the extent that a person who is, or was, a Benefactor, Officer of the Executive Committee, employee, other agent, or Honorary Member of the JCGS has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the JCGS, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the JCGS but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.

SECTION 4. INSURANCE FOR CORPORATE AGENTS

The Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the JCGS (including a Benefactor, Officer of the Executive committee, Honorary Member, employee or other agent of JCGS) against any liability other than for violating

provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the JCGS would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit religious Corporation Law.

SECTION 5. OPERATIONAL COMMITTEES

JCGS shall have such committees as may from time to time be designated upon request of the Executive Committee and by resolution of the Benefactors body for the operation and running of the day to day activities of the JCGS. Such committees may consist of person(s) who are and/or are not also Benefactors or Benefactors of JCGS. Those committees shall act only in an operational capacity.

ARTICLE 7

WEIGHT MATRIX OF JCGS

(Instrument to measure and recognize contributions to JCGS)

SECTION 1. OBJECTIVES

The "Weight Matrix" is an instrument that has been designed to recognize, measure and reward, in a competitive manner, the efforts and contributions made by an individual, to the cause and benefit of JCGS. Those who contribute more than the others can automatically earn a bigger weight in conflict resolution, strategic decisions and voting rights. Contributions are measured against time and money and rewarded in terms of value points.

SECTION 2. MODEL OF THE WEIGHT MATRIX

Office of the Value Administrator will keep a complete account of each members "Accumulated Weight (Voting Rights)" and will come up from time to

time with motivational programs to attract members to contribute more towards achieving the goals of the Center.

- Money Contributions:
 - 1 Dollar equals 1 point (may be revised keeping in view the inflation in the economy, changes in the value systems, etc.)
- Time Contributions:
 - Minimum 40 Hours per Year Expected from all members and benefactors. Exceptional contributions may be evaluated with consent of the Executive Committee and rewarded.
- Resource Contributions:
 - Exceptional contributions may be evaluated with consent of the Executive Committee and suitably rewarded.

Any activities done for self purification (such as fasts, pooja etc) out of religious / emotional feelings shall not earn value points, because the person is self benefited by such acts of self purification. However such activities will be highly encouraged and duly recognized through various recognition schemes and awards as appropriate time to time.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

JCGS Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the JCGS to enter into any contract or execute and deliver any instrument in the name of and on behalf of the JCGS, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the JCGS by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the JCGS shall be signed by the Treasurer and countersigned by the President of JCGS.

SECTION 3. DEPOSITS

All funds of JCGS shall be deposited from time to time to the credit of the JCGS in such banks, trust companies, or other depositories as the Executive Committee may select.

SECTION 4. GIFTS

Any Benefactor or Officer may accept on behalf of the religious purposes of JCGS any contribution, gift, bequest, or devise, and if he or she does so, he or she must relinquish it to the corporate Treasurer upon receipt.

ARTICLE 9**CORPORATE RECORDS, REPORTS AND SEAL****SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

JCGS shall keep its principal office in the State of California:

- a. Minutes of all meetings of Benefactors, Officers and Committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- c. A record of its Benefactors and Honorary Members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of JCGS's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the benefactor(s) of JCGS at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

JCGS Executive Committee may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the Principal office of JCGS. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. BENEFACTORS' INSPECTION RIGHTS

Every Benefactor shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the JCGS.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 10

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of religious nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted subject to the power of members, if any, to change or repeal these Bylaws under Section 9150 of the Corporations Code, by approval upon a 3/4th vote of the Benefactors body.

ARTICLE 11**AMENDMENT OF ARTICLES****SECTION 1. AMENDMENT OF ARTICLES**

Any amendment of the Articles of Incorporation may be adopted only by approval of the Benefactors.

ARTICLE 12**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS****SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Benefactor, officer, employee, honorary member or any other person connected with JCGS, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the JCGS, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the JCGS effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Committee; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the JCGS. All Benefactors, if any, of the JCGS shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the JCGS, whether voluntarily or involuntarily, the assets of the JCGS, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this JCGS and not otherwise.

ARTICLE 13
DISSOLUTION

JCGS may be dissolved by 3/4th vote of the Benefactors Body. Upon dissolution or winding up of the corporation, an accounting shall be commenced of the JCGS assets and by majority vote of a quorum of the Benefactors, all JCGS assets shall be donated or distributed to another Jain non profit fund, foundation, or corporation which is organized and operated exclusively for Jain religious purposes and which has established its tax-exempt status in the United States under Section 501(c)(3) of the internal Revenue Code.

WRITTEN CONSENT OF BY LAWS COMMITTEE ADOPTING BYLAWS

We, the undersigned, are all of the persons, members of the By Laws Committee, named as the initial Benefactors in the Articles of Incorporation of THE JAIN CENTER OF GREATER SACRAMENTO (JCGS), INC., a California nonprofit

corporation, and, pursuant to the authority granted to the Benefactors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 20 pages, as the Bylaws of this corporation, herein referred to as JCGS.

Dated: 27 April 2022

Manoj Desai

Ashok Jain

Jagdish Shah

Rajiv Jain

Vijay Jain

Raman Jain

Mohini Jain

Sunil Jain

CERTIFICATE

This is to certify that the foregoing is true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Benefactors of said corporation on the date set forth below.

Dated: 27 April 2022

Secretary