



# Softball BC By-Laws

# By-Laws of British Columbia Amateur Softball Association

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## PART 1 - INTERPRETATION

- 1.1. In these By-Laws, unless the context otherwise requires,
  - a. "Board" means the Board of Directors of the Society;
  - b. "Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c. "Registered address" of a member means the address as recorded in the register of members.
- 1.2. The definitions in the Act on the date these By-Laws become effective apply to these By-Laws.
- 1.3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and corporation.
- 1.4. The Society shall have present at all meetings of the Society a copy of "Roberts Rules of Order" and all items not covered by these By-Laws or by the Act shall be governed by those rules.

## PART 2 – MEMBERSHIP

2.1. The Society has the following category of Member:

- a. **Individual Member** – Individuals who have agreed to abide by and adhere to the Society's By-laws, policies, procedures, and rules (or, if the individual is under the age of 18, who have had a parent or guardian agree to abide by the Society's By-laws, policies, procedures, and rules on behalf of the individual) including:
  - i. Participants
  - ii. Umpires
  - iii. Coaches
  - iv. Managers
  - v. Directors of recognized associations or leagues
  - vi. Other individuals approved by the Board
- b. **Association/League Member** – An association or league that is recognized by the Society and has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.
- c. **Director Member** – Any individual who is a Director with the Society and has who agreed to abide by the Society's By-laws, policies, procedures, rules and regulations
- d. **District Member** – A recognized District of the Society that has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.
- e. **Honorary Life Member** – Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Society and who has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.

2.2. A candidate member may apply to the Society for membership and unless such application shall be declined by the Board within ninety (90) days of the date of receipt of the application, that person shall be a member effective on the date of such receipted application. The form of application and prescribed membership fee shall be as approved from time to time by the Board.

2.3. There shall be annual membership dues which shall be determined by the Board from time to time, set for each separate playing level and/or other membership category.

2.4. A member in good standing:

- a. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b. Has paid the prescribed annual membership dues in the current fiscal year;
- c. Has complied with the By-laws, policies, and rules of the Society; and
- d. Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board

2.5. A Member shall cease to be a Member of the Society:

- a. On failure to pay before the fiscal year end of the Society, the prescribed annual membership dues and other assessments set from time to time by the Board including player registration fees and insurance;
- b. On being expelled;
- c. On delivering a written resignation to the Registered Office of the Society; or
- d. On death or dissolution

2.6. A Member may be expelled by a resolution of the Board passed at a meeting of the Board, provided that:

- a. Notice of a resolution for expulsion shall be given to the Member, accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- b. The Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a meeting of the Board before the resolution is put to a vote.

## PART 3 – MEETING OF MEMBERS

- 3.1. The Society will hold meetings of Members at such date, time, and place as determined by the Board within the Province of British Columbia.
- 3.2. An Annual General Meeting must be held once every calendar year.
- 3.3. A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members, in the form described in the Act, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.
- 3.4. Written or electronic notice of the date of a meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if any) at least seven (7) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, any Member Proposals, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided. If the Society has more than 250 Members, it may deliver, at least seven (7) days and not more than sixty (60) days prior to the date of the meeting, notice to Members who have provided an email address to the Society. Notice will also be considered to have been given to Members if it is published, throughout the period commencing at least twenty-one (21) days before the meeting, on the Society's website.
- 3.5. Every meeting of the Members, other than an Annual General Meeting, is a General Meeting.
- 3.6. The President, or in his absence, the First Vice-President, or in the absence of both, some member of the Board, shall preside at all meetings of the Members.
- 3.7. A quorum at any Annual General Meeting or General Meeting shall be one-third (1/3) of the voting members. No proxy shall be allowed at any Annual General Meeting or General Meeting.
  - a. No business, other than the appointment of the Chairperson or the adjournment or termination of the meeting, shall be conducted at a time when a quorum is not present.
  - b. If at any time there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- 3.8. Members will have the following voting rights at all meetings of the Members:
- Individual Members do not have a vote.
  - Association/League Members do not have a vote.
  - Director Members have one vote each.
  - District Members are entitled to appoint Delegates who have one vote each.
  - Honorary Life Members do not have a vote.
- 3.9. In case of an equality of votes, the Chairperson of the meeting shall not have a casting or second vote in addition to the vote which he may be entitled to as a Member. The proposed resolution shall not pass.
- 3.10. Each of the Society's District Members may have up to ten (10) voting delegates at meetings of the Members. Districts are only entitled to voting delegates if they have duly registered teams of the same category as the vote held. The district boundaries will be as per the official map kept in the business office of the society.
- 3.11. District Members will provide in writing or electronic form to the Society, at least seven (7) days prior to the meeting of Members, the name(s) of the Delegate(s) who will represent the Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative. District Members may appoint Delegates in each of the following roles:
- Men's and Women's Coordinator
  - Men's and Women's Fastpitch Men's Representative
  - Men's and Women's Fastpitch Women's Representative
  - Minor Boys / Mixed Teams Representative
  - Minor Girls / Mixed Teams Representative
  - Slo Pitch Coordinator
  - Slo Pitch Men's Representative
  - Slo Pitch Women's Representative
  - Umpire-in-Chief
  - Minor Coordinator

3.12. If appointed by a District Member, Delegates must be appointed for the following terms:

- a. One year:
  - i. Men's and Women's Fastpitch Men's Representative
  - ii. Men's and Women's Fastpitch Women's Representative
  - iii. Minor Boys / Mixed Teams Representative
  - iv. Minor Girls / Mixed Teams Representative
- b. Two years, in odd numbered years:
  - i. Men's and Women's Coordinator
  - ii. Umpire-in-Chief
- c. Two years in even numbered years:
  - i. Slo Pitch Representative
  - ii. Minor Coordinator

Delegates appointed for two year terms have more responsibilities and are required to serve on committees of the Society.

All business conducted at a meeting of the Members is Special Business except the following, which must be conducted at an Annual General Meeting:

- The consideration of the financial statements;
- The report of the Directors;
- The report of the auditors, if any;
- The election of Directors;
- The appointment of the auditor, if required
- Such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

A meeting of the Members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Except as provided in these By-Laws, it is not necessary to give notice of the adjournment or of the business to be transacted at the adjourned meeting.

3.13. District Members may appoint an individual to act as a temporary Delegate in a certain role provided the substitute individual meets the criteria for an appointed Delegate described in Part 3, section 11.

## PART 4 – DIRECTORS AND OFFICERS

- 4.1. The Board of Directors shall consist of the Immediate Past President or Director-at-Large, President, First Vice-President, Director of Coaching, Vice-President of Finance, Minor Director, Men's and Women's Director and Umpire-in-Chief.
- 4.2. The First Vice-President, Vice-President of Finance, and Umpire-in-Chief shall be elected for a two (2) year term on the odd-numbered years. The President, Minor Director, Men's and Women's Director and Director of Coaching shall be elected for a two (2) year term on the even-numbered years. In the event of the vacancy of the Immediate Past President, a Director-at-Large shall be elected at the Annual General Meeting for a two-year term.
- 4.3. Any member of the Board may, by notice in writing, resign at any time and on acceptance by the remaining members of the Board the office shall become vacant.
- 4.4. Elections:
  - a. Directors shall retire from office at the conclusion of the Annual General Meeting for the Society at the termination of their term of office.
  - b. Separate elections shall be held for each office to be filled.
  - c. Nominations shall be in writing or electronic form, accompanied by a resume, thirty (30) days in advance of published date of the Annual General Meeting. If no written nominations are received for a position, nominations from the floor will be accepted.
  - d. Any election may be by acclamation; otherwise it shall be by secret ballot.
  - e. If a Director wishes to let his or her name stand for another position on the Board before his or her term of office expires, he must resign his position before the election. The notice of intent to resign must be received by the Board sixty (60) days prior to the Annual General Meeting. However, if unsuccessful in election to the new position, the Director may let his name stand for election to his previous position, if that position has not already been filled.
  - f. All nominations to be circulated to the members with the notice of the Annual General Meeting.
- 4.5. The Members may, by Special Resolution, remove a Director before the expiration of the Director's term of office and may elect a successor to complete the term of office.

- 4.6. Should a vacancy occur on the Board, the remaining Directors shall continue to act notwithstanding such vacancy and the acts of such remaining Directors shall be valid. The Board may fill not more than two (2) such vacancies by the appointment of an active voting member of the Society to each vacancy. Such appointees shall hold office only until the first Annual General Meeting or General Meeting of the Society, following the date of such appointment.
- 4.7. A Nominating Committee will consist of a chair and two additional members of their choice, and that committee shall announce the names of prospective candidates to the Members.
- 4.8. A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 4.9. To be eligible to serve as a Director, an individual must:
  - a. Have the power under law to contract
  - b. Have not been convicted of an offense involving fraud in the past five years
  - c. Have not been declared incapable by a Court in Canada or in another country
  - d. Not have the status of an undischarged bankrupt
  - e. For the Vice President of Finance position, hold a recognized accounting designation
  - f. For the Umpire-in-Chief, hold an active Level 4 BC Umpire's certification, and
  - g. For the Director of Coaching, be an NCCP Competition Introduction certified softball coach with a minimum of two years' experience
- 4.10. The three (3) voting delegates to the Canadian Amateur Softball Association's Annual Meeting shall be designated by the President of the Society.
- 4.11. Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.12. The Board is empowered to:

- a. Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline these individuals in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d. Approve or reject recommendations from Advisory Councils and Committees that are appointed by the Board to recommend changes to the Society's rules and operations;
- e. Appoint, on an annual basis, an independent auditor;
- f. Employ or engage under contract such persons, including a Senior Manager, as it deems necessary to carry out the work of the Society;
- g. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- h. Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- i. Make expenditures for the purpose of furthering the purposes of the Society;
- j. Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- k. Perform any other duties from time to time as may be in the best interests of the Society.

4.13. The Board may employ or contract a Senior Manager who shall have the title of "Executive Director". When employed or contracted, the Board will delegate to the Senior Manager the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

- 4.14. The Board may create Advisory Councils and Committees and may delegate to such groups the power to recommend Rules and Regulations governing all Members and covering players, districts, age limits, championships, trustees of trophies, umpires, and all other relevant and incidental matters necessary to the operation of the Society. Advisory Councils and Committees created by the Board for this purpose will have terms of reference approved by the voting delegates' discipline (Umpires, Men and Women and Minors) by way of ordinary resolution. For clarity, only the Minor Delegates will vote on the approval of terms of reference applicable to the Minors.

When the council provides written, recommendation for additions/deletions/revisions to special operating rules for the board of director's consideration, and the board does not accept the recommendation, as written, the following steps will be taken:

1. The board shall provide, in writing, reasons for not approving the recommendation. This is to be communicated to the council through their board representative within 14 days of the board's decision.
2. The council will have the authority to amend the recommendation, or provide further written information intended to clarify the advisory council's rationale/intent for the proposed addition/deletion/revision. The response from the advisory council is to be presented to the board, either in person or electronically, within 45 days.
3. The council may re-submit proposed changes two times only during a calendar year.

- 4.15. The Board will create the following Advisory Councils:

- a. Minor / Youth
- b. Umpire
- c. Men's and Women's

## PART 5 - PROCEEDINGS OF THE DIRECTORS

- 5.1. Meetings of the Board of Directors:
  - a. The Board may meet at such places as they see fit for the dispatch of business, and may adjourn and otherwise regulate their meetings and proceedings.
  - b. The Board may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of Directors then in office.
  - c. The President shall be Chairperson at all meetings of the Board; but if at any meeting the President is not present, the Directors present may choose another Director to be Chairperson of the meeting.
  - d. A Director may at any time, on the request of a Director, convene a meeting of the Board.
- 5.2. For the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an Annual General Meeting or other General Meeting, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum is present.
- 5.3. Voting at meetings of the Board:
  - a. Questions arising at any meeting of the Board shall be decided by a majority vote.
  - b. In the case of an equality of votes, the Chairperson does not have a second or deciding vote in addition to the vote which he or she may be entitled as the Chairperson.
- 5.4. A resolution in writing, signed by all the Directors and placed with the minutes of the meeting of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- 5.5. The Board shall keep proper minutes of their proceedings.

## PART 6 – DUTIES OF OFFICERS

- 6.1. The **President** is the Chairperson of the Board of Directors and shall:
- Preside at all meetings of the Members and of the Board.
  - Supervise the other officers in the execution of their duties.
  - Apply and enforce all By-Laws, policies, and rules of the Society.
  - Appoint a member of the Board to all committees.
  - Be responsible for the approval of all accounts, bills, or commitments against the Society before payment, acceptance or delivery. The President of the Society is empowered to make decisions on any single emergency expenditure of funds, without approval of the Board or the Members up to the amount of \$10,000.00.
  - Watch over the assets and records of the Society.
  - Perform such other acts and duties as may be incidental to the office and as may properly be required by the Board.
  - Sign the minutes of all meetings of the Board, and may delegate any duties as necessary.
- 6.2. The **Immediate Past President's** term of office shall be a maximum of two (2) years. Following that term, should the incumbent President be elected to a further term(s), the Immediate Past President's position will be filled by an individual who shall be designated as a "Director-at-Large" and who shall be elected at the Annual General Meeting for a two year term. Duties of the "Director-at-Large" will be designated by the President. The Immediate Past President will:
- Be eligible to act on any committee.
  - Be a voting member of the Board.
  - Perform such other acts and duties as may be delegated by the President.
  - Generally assist the President.
- 6.3. The **First Vice-President** shall assist the President in the discharge of duties, and in the absence or disability of the President, shall act in the President's stead.
- 6.4. The **Director of Coaching** shall assist the President and the Board in the discharge of their duties, they shall promote and direct the development of coaching at all levels of Softball. The Director of Coaching will assist Staff in overseeing the delivery of the NCCP.

- 6.5. The **Vice President of Finance** shall be responsible for the supervision of the accounts and records of the Society. The Vice President of Finance shall:
- Keep such financial records, including books of accounts, as are necessary to comply with the Act.
  - Render financial statements to the Board, members and others when required, in consultation with the appointed auditor.
  - Carry out policies formulated by the Board as required.
  - Be responsible for the deposit of all receipts of cash and or cheques in the bank or depository of the Society, and for the drawing of cheques for payment of the liabilities and expenditures of the Society
  - Be responsible, at the Annual General Meeting of the Society, for duly certifying the voting strength of the meeting from time to time.
  - Take direction generally from the President.
- 6.6. The **Minor Director** shall promote and direct the game of softball in the minor divisions and shall oversee playoffs and tournaments in these divisions. The Minor Director shall chair the Minor Advisory Council.
- 6.7. The **Men's and Women's Director** shall promote and direct the game of softball in the Men's and Women's divisions and shall oversee playoffs and tournaments in these divisions. The Men's and Women's Director shall chair the Men's and Women's Advisory Council.
- 6.8. The **Umpire-in-Chief** shall promote and direct the training and provision of umpires for all levels of softball and promote, direct and supervise the game of softball. A prerequisite to being nominated for the Provincial Umpire-in-Chief's position is that the individual hold a current, minimum Level 4, BC Umpire's ticket. The Umpire-in-Chief shall chair the Umpire Advisory Council.

## **PART 7 – SEAL**

- 7.1. The Seal of the Society shall be located at the Society's head office.
- 7.2. The Seal shall be affixed to such instruments as may be required to be sealed, by the Vice-President of Finance and either the President or Vice-President.

## PART 8 – FINANCES AND RECORD KEEPING

- 8.1. The fiscal year end of the Society shall be April 30th.
- 8.2. The Society may exercise, by Special Resolution, any borrowing powers conferred upon it by the Act.
- 8.3. The Accounts of the Society shall be annually examined and the correctness of the balance sheet and account book shall be ascertained by an auditor so appointed by the Board.
- 8.4. All cheques of the Society shall be signed by any two people (staff or Directors) as designated by the Vice-President of Finance or the President to be signing authorities.
- 8.5. The auditor shall be remunerated for services rendered.
- 8.6. The Board will approve financial statements (evidenced by signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six (6) months before the Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements. The Financial Statements will include:
  - a. The financial statements;
  - b. The auditor's report (if any);
  - c. Remuneration paid to any Directors including the exact amount and for what purpose;
  - d. Remuneration paid to any employee or contractor of the Society, identified by position or title, who received \$75,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed, and
  - e. Any further information respecting the financial position of the Society.
- 8.7. All documents of this Society, including minutes and financial records shall be kept at the head office of the Society.
- 8.8. The necessary books and records of the Society required by these By-laws, by the Act, or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
  - a. The Society's certificate of incorporation;
  - b. The Society's Constitution and By-laws;
  - c. A register of Directors (including contact information);
  - d. Written consent of each Director to act as a Director;
  - e. Written resignation(s) of any Director(s);

- f. Disclosure of any conflict of interest by any Director or the Senior Manager (when employed or contracted);
- g. A register of Members (including names and contact information);
- h. The minutes of meetings of the Members;
- i. The resolutions of the Members from any meeting of the Members;
- j. Annual Financial Statements, with the applicable auditor's report (if any);
- k. The minutes of meetings of the Directors (including attendance);
- l. The resolutions of the Directors;
- m. The in-camera minutes of meetings of the Directors; and
- n. Adequate accounting records for each of the Society's financial years, including a record of each transaction that materially affected the financial position of the Society.

**8.9. Access to Books and Records by Members and Directors** – Access to books and records by Members and Directors is permitted as follows:

- a. Directors have access to records described in 8.8a) to 8.8n); and
- b. Members have access to records described in 8.8a) to 8.8 l) though the directors may restrict access to the record described in 8.8g) if the Directors are of the opinion that the access would be harmful to the Society or in the interests of one or more Members.

**8.10. Access to Books and Records by the public** – Access to books and records by the public is permitted as follows:

- a. The public does not have access to records described in 8.8a) to 8.8i) or to records described in 8.8k) to 8.8n)
- b. The public may request access to records described in 8.8j) by submitting a request to the Society and paying a fee of \$10.00. The records will be delivered by email to the individual making the request within fourteen (14) days of the receipt of the fee.

**8.11.** The Society may discard a record if the record is no longer relevant to the activities or internal affairs of the Society, after ten years have passed since the record was created or, if the record has been altered, since the record was last altered.

## PART 9 – BY-LAWS

- 9.1. These By-laws may be amended, revised, repealed or added to:
- a. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution; or
  - b. By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Special Resolution.
- 9.2. A Member Proposal, submitted to the Society at least seven (7) days before notice of the meeting of the Members is sent to the Members, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- 9.3. A Parliamentary and Rules Committee will be struck no less than forty-five (45) days prior to the Annual General Meeting whose function will be to clarify motions prior to the distribution of motions to the voting delegates.
- 9.4. By-laws amendments take effect when the bylaw alteration application is filed with BC Registry Services.

## **PART 10 - PERMANENT EMPLOYEES**

- 10.1. The President may appoint any paid employee with the approval of the Directors and any employee so appointed shall be paid a salary approved and determined by the Directors. The employee(s) will be directly responsible to the President of the Society, or designate.
- 10.2. Employees of the Society shall not be a Director and may not be granted a vote at meetings of the Members or meetings of the Board.

## **PART 11 - LOGOS, TRADEMARKS AND PUBLICATIONS**

- 11.1. No one is allowed to use the Society's name or logo, conduct activities under the auspices of the Society, or represent themselves or their endeavors or goods under the auspices of the Board.

## **PART 12 – DISSOLUTION**

- 12.1. In the event of winding up or dissolution of the Society, the liquidators appointed shall cause all assets of the Society available for distribution to be transferred to an organization or organization, situated in British Columbia and devoted to the advancement of similar or like objects as this Society. Such organization shall be chosen by majority vote of the members attending the first meeting called by the liquidators.

## PART 13 – INDEMNIFICATION

- 13.1. **Will Indemnify** – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Senior Manager, and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.
- 13.2. **Will Not Indemnify** – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:
- a. The individual acted honestly and in good faith with a view to the best interests of the Society, and
  - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 13.1. **Insurance** – The Society will, at times, maintain in force Directors and Officers liability insurance.

