YOUNG ANDERSON
BARRISTERS & SOLICITORS

OPEN AND CLOSED MEETINGS

NOVEMBER 22, 2019

Joe Scafe and Steven Shergill

OPEN AND CLOSED MEETINGS

I. INTRODUCTION

The most important and powerful duties and functions of a municipality must be performed and exercised by its council, and an act or proceeding of council is not valid unless it is authorized or adopted by bylaw or resolution at a council meeting. For these reasons, understanding what constitutes a meeting of council, whether a meeting should be open or closed, what may transpire at a meeting, and where and when the meeting can be held, are extremely important. This paper will explore these rules, which apply to municipalities, regional districts and the Islands Trust, as well as council committees, municipal commissions, boards of variance, parcel tax roll review panels, and other bodies set out in section 93 of the *Community Charter*.

II. WHAT CONSTITUTES A "MEETING"

The term "meeting" is not defined in either the *Community Charter* or the *Local Government Act*, nor has the term "meeting" in the *Community Charter* been judicially considered. The Oxford English Dictionary defines "meeting" as "an assembly of people for a particular purpose, especially for formal discussion". In the context of local government law, Ian Rogers states that the term "meeting" should be interpreted as any gathering to which all members of the committee are invited to discuss matters within their jurisdiction (even if there is no agenda)[1].

In determining whether a gathering of council was, in fact, a meeting, courts in other jurisdictions have considered whether: the matters discussed were within the council's jurisdiction, most members of the council were present, matters were "agreed upon", and other factual indicators of the formality of the meeting. Many types of council gatherings, such as staff briefings, dinner meetings, in-camera workshops, working retreats and "sidebars" have been judicially considered.

A. Briefings

In *City of Yellowknife Property Owners Assn. v. Yellowknife (City)*[2], the Court found that staff briefings to council were meetings. Much like Division 3 of Part 4 of the *Community Charter*, sections 21 and 22 of the *Cities, Towns, and Villages Act* states that all regular council meetings shall be in public unless council is of the opinion that holding a private meeting would be in the public interest, and no bylaw or resolution may pass in private meetings.

[1] Rogers, *The Law of Canadian Municipal Corporations*, loose-leaf at 234.
[2] (1998), 49 M.P.L.R. (2d) 65

For many years, senior staff at the City of Yellowknife provided council with "briefings" on matters within council's jurisdiction. These briefings were held outside of scheduled council meetings and were not open to the public. The issue was whether City staff, through these briefings, were simply updating council on staff actions, or whether they were, in fact, meetings.

The Court summarized the purpose of these gatherings as the following:

> In summary, the briefing meetings were structured meetings chaired by the Mayor which served many purposes including providing [staff] the opportunity to update council with information on civic affairs, but also provided the opportunity for [council members] to discuss… or debate… civic matters and give administration appropriate directions. Additionally, of course, the briefing sessions provided council with the opportunity to discuss confidential items without being required by s. 22(2) (supra) to pass a resolution permitting an in-camera meeting.

The Court found these briefings to be meetings. It focused on the formal nature of the briefings throughout its decision and highlighting the fact that decisions were made during these meetings. The Court noted that the minutes included council making decisions and providing staff with direction as they contained many phrases like "council agreed" and "after a straw vote".

B. Dinner Meetings

In *Vanderkoet v. Leeds & Grenville Country Board of Education*[3], the Ontario Court of Appeal found that the requirement to hold public meetings did not preclude board members or staff from having informal discussions, for example, over dinner. The Board of Education first met in-camera (a dinner meeting), and then in a public meeting, to discuss the relocation of students. A resolution was passed at the public meeting, which was challenged on the grounds of procedural fairness. The Ontario Court of Appeal stated that even if the dinner meeting breached a duty of procedural fairness, the subsequent open meeting where the resolution was passed remedied any procedural fairness deficiencies.

C. In-Camera Workshops

The Hamilton-Wentworth Economic Development Committee (one of the standing committees of the municipal council) met in a lounge for the purpose of an "in-camera workshop". Nine members of council and the former mayor were a part of the committee. The meeting was held in a closed room and the press was denied entry on the basis that the meeting was in-camera. In finding that the in-camera workshop was a meeting which should have been open to the public, the Court relied on the definition of "meeting" in Black's Law Dictionary (1979): "an

[3] (1985), 51 O.R. (2d) 577

assembling of a number of persons for the purpose of discussing and acting upon some matter or matters in which they have a common interest …" and found that what transpired definitely fit within this definition of meeting (*Southam Inc. v. Hamilton-Wentworth (Regional Municipality) Economic Development Committee* (1988), 66 O.R. (2d) 213).

D. Working Retreats

In *Southam Inc. v. Ottawa Council*[4], the City of Ottawa council held a "retreat" at a resort, where the majority of council and some staff attended. There was a structured agenda with topics that were regularly within the scope of council's usual business. The City of Ottawa council argued that this gathering was informal. The Ontario Court (General Division) found that there was a lack of information to prove the gathering was informal, and deemed it to be a meeting, and as such, subject to the open meeting rule.

E. "Sidebars"

In *3L Developments Inc. v. Comox Valley (Regional District)*[5], a developer challenged the Board's decision to refuse to adopt a bylaw amendment that would have allowed its development to proceed as a minor amendment to the Regional District's regional growth strategy, rather than a standard development, which required the development to proceed through several stages before it could be presented to the Board. During a meeting of the Board, the developer requested that it be allowed to withdraw its development application. The Board chair and vice chair recessed the meeting to privately confer with staff on this procedural issue. In Court, the petitioner alleged that this "sidebar" was a meeting unlawfully closed to the public. The Court rejected this argument, accepting the Regional District's position that the sidebar was not a meeting of the directors since there was no quorum, no motion to vote on and nothing passed or adopted.

III. THE GENERAL RULE – OPEN MEETINGS

The general rule that all council meetings must be open to the public is set out in section 89 of the *Community Charter*. The rationale for the rule is open and transparent governance, fostered by public scrutiny of the activities of elected officials and public servants. The rule is also the foundation for the significant amount of deference the courts afford to the decisions of municipal councils. When the rule is breached, courts are inclined to set aside a decision of council. As was stated by the Supreme Court of British Columbia in *TimberWest Forest Corp. v. Campbell River (City)*[6]:

> It is clear from *London (City)* that when a municipal government improperly acts with secrecy, as it did in this case, it undermines the democratic legitimacy of its decision, and the decision, even when intra vires, is less worthy of deference.

[4] (1991), 5 O.R. (3d) 726
[5] 2019 BCSC 1342
[6] 2009 BCSC 1804

IV. CLOSING THE MEETING

Section 90 of the *Community Charter* sets out the exceptions to the general rule that meetings must be open to the public. The bulk of the exceptions are discretionary, but some matters are required by the *Community Charter* to be discussed behind closed doors. These include requests under the *Freedom of Information and Protection of Privacy Act* if the Council is the designated head of the municipality for the purposes of that Act, the consideration of information held in confidence related to negotiations between the municipality and the provincial or federal government, or a matter that is being investigated under the *Ombudsperson Act*.

The discretionary matters in respect of which a council may close a meeting to the public are as follows:

- Personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the municipality or another position appointed by the municipality;
- Personal information about an identifiable individual who is being considered for a municipal award or honour, or who has offered to provide a gift to the municipality on condition of anonymity;
- Labour relations or other employee relations;
- The security of the property of the municipality;
- The acquisition, disposition or expropriation of land or improvements, if the council considers that disclosure could reasonably be expected to harm the interests of the municipality;
- Law enforcement, if the council considers that disclosure could reasonably be expected to harm the conduct of an investigation under or enforcement of an enactment;
- Litigation or potential litigation affecting the municipality;
- An administrative tribunal hearing or potential administrative tribunal hearing affecting the municipality, other than a hearing to be conducted by the council or a delegate of council;
- The receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- Information that is prohibited, or information that if it were presented in a document would be prohibited, from disclosure under section 21 of the *Freedom of Information and Protection of Privacy Act*;
- Negotiations and related discussions respecting the proposed provision of a municipal service that are at their preliminary stages and that, in the view of the council, could reasonably be expected to harm the interests of the municipality if they were held in public;
- Discussions with municipal officers and employees respecting municipal objectives, measures and progress reports for the purposes of preparing an annual report under section 98 [annual municipal report];
- A matter that, under another enactment, is such that the public may be excluded from the meeting;
- The consideration of whether a council meeting should be closed under a provision of this subsection or subsection (2);
- The consideration of whether the authority under section 91 [other persons attending closed meetings] should be exercised in relation to a council meeting.

This paper will now discuss some of the most common justifications for closing a meeting to the public.

A. Litigation or Potential Litigation Affecting the Municipality

One of the most often-cited justifications for closing a meeting to the public is 90(1)(g) – litigation or potential litigation affecting the municipality. The most important case on open and closed meetings, *London (City) v. RSJ Holdings Inc.*, considered this exception and made general pronouncements on the rationale for and importance of open meetings. The case marks the first and only time that the Supreme Court of Canada has considered the open meetings rule.

In *RSJ*, Council considered 32 bylaws in a closed meeting and then during an eight-minute period in open meeting, gave first, second and third readings to all those bylaws without discussion or debate. RSJ Holdings, which was affected by one of the bylaws that put in place a development freeze that affected its property, applied for a court order quashing the bylaw on the basis that the City discussed and effectively decided to adopt the bylaw during a closed meeting in contravention of the open meeting rule under the Ontario *Municipal Act*.

The Ontario Superior Court of Justice denied the developer's application. It agreed with the City that RSJ Holdings' statutory right of appeal with respect to the impugned bylaw justified closing the meeting on the basis that council would consider matters relating to litigation or potential litigation against the City. It also found that the bylaw was not passed during the closed meeting but at the short open meeting, which was within the City's powers. RSJ Holdings appealed.

The Ontario Court of Appeal found that the real subject matter of the closed meeting was the bylaw itself. The fact that the developer had a statutory right of appeal in respect of the bylaw, and that the company would likely exercise that right, did not make the subject matter of the closed meeting "potential litigation". The Court also rejected the City's argument, discussed further in the next section of this paper, that the meeting was properly closed to the public to receive advice subject to solicitor-client privilege. The Court concluded that the harsh nature of the interim control bylaw required that the bylaw be discussed, debated and adopted in public. The Court of Appeal quashed the bylaw.

Before the Supreme Court of Canada, the City abandoned its argument that the meeting was properly closed to consider litigation or potential litigation. Instead, it argued that since under the Ontario *Planning Act* the public has no right to notice of a meeting at which an interim control bylaw would be passed and no right to participate in the meeting, such a meeting was akin to a closed meeting, and thus the meeting could be closed to the public as a matter in respect of which council may hold a closed meeting under another Act. Section 90(1)(m) of the *Community Charter* contains a similar ground for closing a meeting in British Columbia.

The Court disagreed. It held that although RSJ Holdings was not entitled to notice of or participation in the meeting at which the interim control bylaw was passed, this heightened the importance of RSJ Holdings being given an opportunity to observe council's deliberations at an open meeting. The Court also held that the eight-minute open meeting at which the bylaw was adopted did not suffice to fulfill this obligation. The Court struck down the bylaw.

In reaching its conclusion, the Court commented on the importance of the open meeting rule to the democratic nature of local governments and the deference courts pay to their decisions:

> The democratic legitimacy of municipal decisions does not spring solely from periodic elections, but also from a decision-making process that is transparent, accessible to the public, and mandated by law. When a municipal government improperly acts with secrecy, this undermines the democratic legitimacy of its decision, and such decisions, even when intra vires, are less worthy of deference.

B. Advice Subject to Solicitor-Client Privilege

Another commonly cited reason for closing a meeting to the public is contained in section 90(1)(i) – the receipt of advice that is subject to solicitor-client privilege. That exception under the Ontario *Municipal Act* was considered by the Ontario Court of Appeal in *Detlor v. Brantford*

(City)[7]. In *Detlor*, the Haudenosaunee First Nation claimed un-surrendered rights in connection with an area of land within the City of Brantford. The First Nation established the Haudenosaunee Development Institute (the "HDI") to regulate the development of private property in the City, including by requiring development approvals and fees. Unfortunately for the Haudenosaunee, the HDI had no legal authority to regulate development. When developers refused to comply with the HDI's requirements, its supporters blockaded development sites, obstructed public highways and forced work stoppages. Following a closed meeting with City solicitors and police, the City adopted at a brief open meeting with no discussion or deliberation two bylaws that prohibited interference with development on private property. The City then applied for an injunction restraining contraventions of the bylaws.

At the hearing, the HDI argued that the bylaws were invalid because they were adopted in contravention of the open meeting rule. The City argued that the meeting was properly closed to obtain advice subject to solicitor-client privilege. The application judge found that the City had passed the bylaws in compliance with its obligations under the Ontario *Municipal Act*.

At the Court of Appeal, the HDI argued that the length of the closed meeting followed by the brief open meeting rendered the City's claim of solicitor-client privilege specious. The Court held that even though the bylaws were discussed behind closed doors, that did not invalidate the claim of solicitor-client privilege. The Court held that given the volatile situation and the likelihood of litigation, in considering the bylaws the City had to ensure that it did not overstep its statutory authority. For this purpose, the City required legal advice.

The HDI argued that the City of Brantford's actions were similar to those of the City of London in *RSJ* and thus a similar result should follow. However, the Court of Appeal concluded that the case before it differed from *RSJ* in two key ways. First, unlike the City of London, the City of Brantford passed a resolution giving notice of the closed meeting and its general subject matter and, second, the City of Brantford had a justifiable ground for closing the meeting to the public – the receipt of legal advice. Since the HDI was unable to show that the receipt of legal advice was a disingenuous basis on which to close the meeting, the Court dismissed the appeal.

The justification of solicitor-client privilege was also raised in *RSJ* at the Court of Appeal. The City of London argued that because one of the documents reviewed by Council in closed was a report of the City Solicitor the meeting was properly closed to the public. The Court held that although that report was subject to solicitor-client privilege, the other reports that were supplemented by the solicitor's report and reviewed by Council in the closed meeting did not benefit from the same protection. Essentially the Court of Appeal held that appending other reports to a solicitor's report did not cloak the other documents with privilege and justify closing the meeting to discuss the other material.

[7] 2013 ONCA 560

V. PROPERLY CLOSING THE MEETING

Section 92 of the *Community Charter* requires that before a meeting is closed to the public, council must pass a resolution in open meeting stating that the meeting will be closed and the basis under section 90 upon which it will be closed.

Resolutions to close meetings were considered in *Farber v. Kingston (City)*[8]. In *Farber*, the City passed a bylaw accepting a donation of $1 million in return for renaming a public square after the donating family. A resident of the City challenged the bylaw on the grounds that the bylaw was a mere formalization of a decision made during two meetings that were unlawfully closed to the public.

Council closed the first meeting with a resolution indicating it would be considering "legal matters". During the closed meeting it received a report and legal advice on its ability to rename the square. Council closed the second meeting citing the same basis and received a further report and further legal advice. At the open meeting that followed, council debated the proposed renaming bylaw for an hour and eventually adopted the bylaw with a vote of 7-5.

The application judge was not persuaded that the meetings were improperly closed to the public, and in any event, found that the decision to rename the square was made during the subsequent open meeting. On appeal, the Court concluded that the resolutions closing the meetings to the public were deficient for not describing the general nature of the matters to be discussed in-camera. However, given the lengthy deliberations during the open portion of the meeting, the Court of Appeal concluded that the failure to pass the correct resolutions to close the meeting were at most procedural irregularities unconnected to the ultimate decision to pass the bylaw, and did not taint its legality. The resident's application was dismissed.

Note that there is no express requirement under section 92 of the *Community Charter* similar to the Ontario requirement that the general nature of the matter to be considered in closed meeting be described and no court in British Columbia has found an implied obligation to do so. Citing the applicable subsection of section 90 appears to be sufficient.

However, the correct subsection should be cited. In *Barnett v. Cariboo (Regional District)*[9], the petitioner alleged that a meeting was unlawfully held because, among other things, the incorrect ground for closing the meeting to the public was cited. The petitioner was a member of the board of directors of the Regional District. At an open meeting, the board resolved to close the meeting to the public pursuant to section 90(1)(d), which permits a closed meeting to discuss the security of the property of the regional district. At the closed meeting, the board considered a report on the petitioner's behavior and its negative effect on staff, and passed a resolution restricting the petitioner's ability to interact with staff. The report was not part of the agenda for the closed meeting.

[8] 2007 ONCA 173
[9] 2009 BCSC 471

The Regional District argued that the meeting was properly closed to the public because it had discussed a matter related to its library in addition to matters related to the petitioner. Since 70 of the 75 minutes of the closed meeting were spent discussing the report and the director's behavior, the judge held that he had serious concerns with the Regional District's reliance on section 90(1)(d) and not 90(1)(c) – labour relations and other employee relations, for closing the meeting. The words "disingenuous" and "disconcerting" appear in the judgment. However, the Court noted that the *Community Charter* does not expressly require that each reason for closing a meeting to the public be cited. The Court declined to set aside the resolution.

VI. RULES OF ORDER

Part 5 of the *Community Charter* sets out rules and procedures with respect to municipal government, such as rules with respect to voting, notice of a meeting, quorum, authority of a residing member and expulsion from a meeting.

A. Procedure Bylaw

Under section 124 of the *Community Charter*, municipalities must by bylaw establish general procedures to be followed by council and council committees in conducting meetings. Without limitation, procedure bylaws address such matters as rules of procedure for meetings, minute taking, providing advance notice respecting the time, place and date of council committee meetings and identifying places that are to be public notice posting places. If a procedure bylaw is to be amended or repealed, the council must give prior notice in accordance with section 94 of the *Community Charter*.

B. Notice of a Meeting

Section 127 of the *Community Charter* provides that a council must make available to the public a schedule of the date, time and place of regular council meetings, and give notice of the availability of the schedule in accordance with section 94. There is, however, no requirement under the *Community Charter* to give notice of each individual meeting (unless it is a special meeting).

However, the process to pass certain bylaws is not bound by the notice requirements set out in section 94. For example, section 59(2) and (3) of the *Community Charter* state that council must provide notice before adopting a bylaw regulating businesses in a manner it considers reasonable. This was confirmed in *Raif Holdings Ltd. v. Lake Country (District)*[10], where the Court deemed council's decision to provide notice of the proposed business bylaw in the local newspaper, on the municipality's website and Facebook page, and in City Hall to be reasonable and in accordance with the notice requirements set out in section 59 of the *Community Charter*.

[10] 2018 BCCA 469

C. Time and Place of Meeting

Generally, meetings of council cannot be held outside the municipal limits without statutory authority and, if such authority is given, unless the necessary corporate proceedings are taken[11].

Section 134.1 of the *Community Charter* authorizes certain meetings to be held outside the boundaries of the municipality if a council either: (a) authorizes by bylaw that, generally, such meetings may be held outside the boundaries or (b) authorizes by a resolution in a specific case that a certain meeting may be held outside the boundaries.

The first regular council meeting following a general local election must be held on the day set by a procedure bylaw. After the first meeting, a council must meet regularly in accordance with the procedure bylaw (section 125). Most councils have fixed dates for ordinary meetings with provisions made for the calling of special meetings at such times as are required.

D. Decorum at a Meeting

The *Community Charter* sets out the following procedure to be observed during council meetings:

- A motion on a bylaw or a resolution is decided by a majority of the council members present – the *Community Charter* specifically indicates where a 2/3 majority is required (for example, sections 25, 111, 152 and 225);
- Each council member has one vote and, if present, must vote on the matter (section 123);
- A special council meeting may be conducted electronically in certain circumstances (section 128);
- A quorum is a majority of the number of members of council (section 129);
- The council must provide for the designation of a councillor as the member responsible to act in the place of the mayor when the mayor is absent or otherwise unable to act or when the office of the mayor is vacant (section 130);
- The mayor or the presiding member must preserve order and decide points of order that may arise (section 132); and
- If the presiding member considers that another person at the meeting is acting improperly, the presiding member may order that the person be expelled from the meeting (section 133).

[11] *Anderson v. South Vancouver* (1911), 45 S.C.R 425, referred to in Rogers, *The Law of Canadian Municipal Corporations* at 240.

VII. CONSEQUENCES OF BREACHING THE OPEN MEETING RULE OR PROCEDURE

A. Failure to Observe Procedure

Ian Rogers states the following in regards to the courts' starting point when assessing a council's adherence to procedure:

> In the absence of evidence to the contrary, the presumption is that a meeting was properly convened. In all cases in which the validity of the exercise by a municipal council of a power vested in it, is contingent upon the performance of some statutory condition, such as the giving of notice, the Courts will assume, especially in a matter of long standing, that the council proceeded in the manner directed by law, in the absence of clear evidence to the contrary[12].

A court typically would not give effect to challenges based upon failure of a council to observe the procedure established under a procedure bylaw unless there is clear evidence of bad faith or fraudulent intent[13].

Failure to follow statutory procedure rules (such as ensuring proper notice under section 127 of the *Community Charter*) also does not necessarily result in the quashing of a bylaw or a resolution passed at a meeting. For example, in *Rella v. Montrose (Village)*[14], a property owner challenged a decision to expropriate his property on a number of grounds, including lack of notice of a special council meeting where the council approved the expropriation. However, the Court found that the Village council did not have any discretion to act in any other way than to approve the expropriation. Therefore, failure to follow a procedure did not invalidate the expropriation because there was no prejudice to the petitioner.

Another example of a court declining to overturn a municipality's decision is *3714683 Canada Inc. v. Parry Sound (Town)*[15]. The applicant sought to have a zoning bylaw quashed for lack of procedural fairness. The applicant argued that the closed meeting between a rival developer and council regarding that developer's proposed development lacked procedural fairness. The Court found that although this was a meeting, none of the discussions went to the "heart of the matter", rather this meeting was "merely an exchange of information session with nothing having been decided". This seems to be aligned with the courts' trend to refrain from invalidating a decision from an improperly closed meeting if there is no prejudice to the other party.

---

[12] See Rogers, *The Law of Canadian Municipal Corporations*, loose-leaf at 254.
[13] See Rogers, *The Law of Canadian Municipal Corporations*, loose-leaf at 263; see also *Virdis v. North Vancouver (City)*, 2010 BCCA 222, *Barnett v. Cariboo (Regional District)*, 2009 BCSC 471, *Botterill v. Cranbrook (City)*, 2000 BCSC 1225, *Silverado Land Corp. v. Courtenay (City)*, 2000 BCSC 1667, and *Hidber v. Bulkley-Nechako (Regional District)*, 2006 BCSC 789.
[14] [2006] B.C.J. No. 2078
[15] [2004] 4 M.P.L.R. (4th) 197

B. Failure to Hold an Open Meeting when Required

On the other hand, failure to hold an open meeting when required may result in reduction of deference afforded to municipal decisions by courts. This may lead to an invalidation of a decision made at the meeting (the court may quash a bylaw or a resolution passed at the meeting).

RSJ is a good example of a bylaw being quashed as a remedy for failing to hold an open meeting when required. As discussed, in *RSJ* the city council passed 32 bylaws during an eight-minute open meeting at which no public debate or discussion took place. The open meeting took place following a closed meeting. The Ontario Court of Appeal and the Supreme Court of Canada found that the bylaw was effectively unlawfully adopted during the closed meeting. The Supreme Court of Canada referred to the increased need for transparency and accountability in municipalities. As a remedy, the Court of Appeal quashed the bylaw for illegality, which decision was upheld by the Supreme Court of Canada.

In *TimberWest Forest Corp. v. Campbell River (City)*, TimberWest argued, successfully, that the City improperly considered in-camera certain taxation bylaws that affected TimberWest. Interestingly, TimberWest did not argue that the impugned bylaws should be quashed as a result of the in-camera meetings. Rather, TimberWest argued that the City's conduct undermined the principle of municipal accountability, which should reduce deference accorded by courts to discretionary decisions of municipalities, which argument was accepted by the Court. Ultimately, for a number of reasons, the bylaws were remitted back to the City for reconsideration.

Complaints about open/closed meetings can be launched by aggrieved persons with the Office of the Ombudsperson. The Ombudsperson may investigate the complaint and issue a set of recommendations for the impugned municipality.

VIII. CONCLUSION

Most of the significant powers and duties of municipalities are exercised by resolution or bylaw passed by the municipal council. Whether a meeting of members of Council constitutes a council meeting will depend on whether all members are invited, a quorum are in attendance, council business is discussed and matters related thereto are agreed upon. Municipal councils must hold their meetings in public unless the *Community Charter* or other legislation permits the meeting to be closed to the public. Failure to pass resolutions or bylaws in an open and transparent manner and in compliance with these rules can result in decisions of council being declared unlawful and of no effect by the courts. We hope the concepts discussed in this paper will help your municipality avoid such a fate.

NOTES

NOTES