

**CAPITAL REGION SOUTHWEST WATER SERVICES COMMISSION**

**BYLAW 01/2021**

**BEING A BYLAW OF THE BOARD OF DIRECTORS OF THE CAPITAL REGION SOUTHWEST WATER SERVICES COMMISSION TO PROVIDE FOR THE MATTERS REQUIRED BY SECTION 602.09(1) OF THE *MUNICIPAL GOVERNMENT ACT***

**WHEREAS** the Capital Region Southwest Water Services Commission (the "Commission") was established by Capital Region Southwest Water Services Commission Regulation, AR 292/1984, as amended;

**AND WHEREAS** the Commission is a continued commission pursuant to s. 602.47 of the *Municipal Government Act*, RSA 2000, c. M-26;

**AND WHEREAS** the Board of Directors of the Commission wishes to enact a Bylaw respecting the matters set out in s. 602.09(1) of the *Municipal Government Act*, RSA 2000, c. M-26, as more particularly set out herein;

**NOW THEREFORE** the Board of Directors of the Commission hereby enacts as follows:

**1. DEFINITIONS**

1.1. In this Bylaw, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the following words shall have the following meanings unless the context otherwise requires:

- 1.1.1. "Act" means the *Municipal Government Act*, R.S.A. 2004, c. M-26;
- 1.1.2. "Chair" means the chairperson of the Board;
- 1.1.3. "Commission" means the Capital Region Southwest Water Services Commission;
- 1.1.4. "Customer" means a person, other than a Member, receiving Water Services from the Commission;
- 1.1.5. "Director" means the representative of a Member on the Board appointed in accordance with section 3.1 of this Bylaw and includes a Director at Large where the context so requires;
- 1.1.6. "Director at Large" means a person appointed to the Board in accordance with section 3.2 of this Bylaw; who does not represent a Member of the Commission;
- 1.1.7. "Manager" means the Member appointed by the Board as Manager in accordance with this Bylaw and includes the individual designated by

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the Manager to fulfill the position of Manager where the context so requires;

- 1.1.8. "Master Plan" means the master plan for the Commission approved by the Board in accordance with the Bylaw from time to time;
- 1.1.9. "Member(s)" means the City of Leduc, Leduc County, the City of Beaumont, the Town of Calmar, Camrose County, the Village of Hay Lakes, the Town of Millet, and any other municipalities added as members of the Commission pursuant to this Bylaw from time to time;
- 1.1.10. "Regular Meeting" means the meetings of the Board to be held each year on dates and at locations to be determined by resolution of the Board pursuant to section 5.10 of this bylaw;
- 1.1.11. "System" means the pipelines, reservoirs, pump stations and control systems operated by the Commission for the purpose of providing water to the Members and Customers of the Commission.
- 1.1.12. "Special Meeting" means a meeting of the Board called in accordance with section 5.3 of this Bylaw;
- 1.1.13. "Transmission Lines" means the lines transmitting water to the Members and Customers of the Commission as shown in Schedule "A" to this Bylaw.
- 1.1.14. "Vice-Chair" means the Vice-Chairperson of the Board;
- 1.1.15. "Water Services" means all water services provided by the Commission; and

All other words in this Bylaw are as defined or used in the Act.

## **2. PROVISION OF THE COMMISSION'S SERVICES**

- 2.1. The Commission shall provide Water Services to the Members and any additional persons to whom the Board decides to supply Water Services from time to time, in accordance with the policies, procedures and directions of the Board, as amended from time to time.
- 2.2. The Commission may provide Water Services within the boundaries of its Members, and outside of the boundaries of its Members in accordance with the requirements of s. 602.14(b) of the Act.

## **3. DIRECTORS OF THE BOARD**

- 3.1. The Board shall consist of two (2) Directors appointed by each Member of the Commission for a minimum two (2) year term. A Director shall be an elected official of the Member.

- 3.2. The Board may, but is not required to, appoint up to two (2) Directors at Large to represent one or more municipalities who are in the process of becoming a member of the Commission. A Director at Large shall be an elected official of the municipality who is in the process of being added as a member. Directors at Large shall be appointed for a term to be determined by the Board at the time of appointment. A Director at Large shall be considered a Director for the purposes of this Bylaw and shall have all of the duties and powers of a Director (including voting rights) unless otherwise specified by the Board at the time of appointment. In the event of appointment of a Director at Large, the Board may appoint an alternate Director at Large in accordance with the procedure and requirements set out in section 3.8 herein.
- 3.3. Directors shall hold office until such time that:
  - 3.3.1. the Director resigns, ceases to be an elected official or dies;
  - 3.3.2. the Director is replaced by their appointing Member in accordance with section 3.4 herein; or
  - 3.3.3. a resolution is approved by two-thirds (2/3) of the Directors that the Director be removed from office for any of the following reasons:
    - (a) unethical conduct, or;
    - (b) conduct that is in the opinion of the Directors detrimental to the good name of the Commission.
- 3.4. A Member may replace a Director as follows:
  - 3.4.1. in the event that a Director resigns, ceases to be an elected official or dies, the Member shall appoint a replacement Director and advise the Board in writing as soon as practicable;
  - 3.4.2. in the event that a Director is unable to fulfill her or her duties due to a long-term illness, incapacity or conflict of interest, the Member may appoint a replacement Director by providing thirty (30) days' written notice to the Board of such replacement, or;
  - 3.4.3. in the event that a Member desires to replace a Director for reasons other than those set out in subsection 3.4.1 and 3.4.2 herein, the Member may request the Board's approval to replace the Director which approval may be granted or refused by the Board in its sole discretion.
- 3.5. The procedure set out in section 3.4 shall apply to the replacement of a Director at Large by the Board with such modifications as are required.
- 3.6. The Chair and Vice-Chair shall be elected at the first Regular Meeting of the Board on or following the first day of November of each year by the Members of the Board.

- 3.7. The term of the Chair and Vice-Chair shall be one (1) year.
- 3.8. A Member that is entitled to appoint Directors to the Board may appoint alternate Directors to take the place of a Director who is unable to attend a meeting of the Board. An alternate Director of the Board is entitled to act in the place of the Director in respect of whom he/she is named as an alternate when the Director is absent or unable to attend a Board meeting. The requirements of sections 3.1, 3.4 and 3.5 of this Bylaw shall apply to alternate Directors as though they were Directors.

#### **4. DUTIES OF THE BOARD**

- 4.1. The Board shall be responsible for the management and conduct of the affairs of the Commission which responsibility shall include, but not limited to the following:
  - 4.1.1. to adopt the Budget and Master Plan; and
  - 4.1.2. to maintain the operations of the Commission in a manner which benefits its Members
- 4.2. The Directors may receive for attending any Board meetings or for carrying out any Director's responsibilities, meeting fees and expenses including travel expenses as permitted by the rates and fees set out in the Budget.

#### **5. MEETINGS**

- 5.1. The Chair shall establish the agenda for any meeting of the Board. Directors shall be entitled to add items to the proposed agenda by submitting a written request to the Manager at least forty-eight (48) hours before the meeting.
- 5.2. The Board shall adopt the agenda at the beginning of the meeting and may, upon agreement of majority of those Directors present at the meeting, add or delete items from the agenda.
- 5.3. The Chair shall preside over each Regular Meeting, Special Meeting of the Commission.
  - 5.3.1. The Chair may call a Special Meeting whenever the Chair considers it appropriate to do so, and
  - 5.3.2. The Chair must call a Special Meeting if the Chair receives a written request for the meeting, stating its purpose, by the majority of the Directors.
- 5.4. Directors shall vote on all matters before the Board.
- 5.5. The Chair shall perform all other and such other duties as are usually performed by the Chair.

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- 5.6. The Vice-Chair shall act and perform the duties of the Chair in his absence in the conduct of his office.
- 5.7. In the absence of the Chair at any meeting, the Vice-Chair shall preside over the meeting for that meeting only.
- 5.8. During the absence or inability of the Chair and Vice-Chair:
  - 5.8.1. The Manager or any Director may call the meeting to order and call for nominations for a Director for appointment by the Board to exercise the duties and powers of the Chair, and;
  - 5.8.2. The Director appointed by the Board for that purpose shall exercise the duties and powers of the Chair.
- 5.9. The Board by resolution may establish the date and number of Regular Meetings held during a year, however, there shall be no less than two (2) Regular Meetings per year.
- 5.10. Notice of the time and place of every Board meeting shall be given to each Director by telephone or e-mail not less than forty-eight (48) hours before the time of the meeting.
- 5.11. Notwithstanding section 5.10, a Board meeting may be held at any time and place without such notice if:
  - 5.11.1. All the Directors are present thereat and signify their waiver of such notice at such meeting; or
  - 5.11.2. All the Directors present thereat signify their waiver of such notice and all the Directors that are absent have signified their consent to the meeting being held in their absence
- 5.12. A Director may participate in a Board meeting or at a meeting of a committee of the Board by means of telephone conference or other electronic communication medium that permits each of the Directors to effectively and clearly communicate to one another for the purposes of conducting a meeting
- 5.13. Any matter properly placed before a meeting of the Board shall be decided by a majority of the votes cast by the Directors at the relevant Board meeting
- 5.14. A quorum of the Board shall be a majority of the Directors.
- 5.15. The Board may, in its discretion, allow such additional persons to participate in all or any portion of the Board meetings as the Board determines is necessary and desirable for the effective functioning of the Board and operation of the Commission. A person's participation in a Board meeting, or portion thereof, shall be in accordance with the Board's policies, procedures and directions, as amended from time to time.

- 5.16. Subject to section 5.17 herein, if there is an equal number of votes for and against a Board resolution, the resolution is defeated.
- 5.17. In the event of a tie vote with respect to the election of a Director to the position of Chair or Vice-Chair, the following procedure shall apply:
- 5.17.1. The acting Chair shall call for reconsideration of each defeated motion to elect a Director to the position, which reconsideration shall not be subject to discussion, debate or require a vote of the Directors, and;
- 5.17.2. In the event that reconsideration pursuant to subsection 5.17.1 herein does not result in a majority vote with respect to election of a Director to the position, the tie shall be broken by a coin toss conducted by the acting Chair.

## 6. ADMINISTRATION

- 6.1. There shall be a Manager and such other Officers as determined by the Board at its discretion from time to time.
- 6.2. The Manager shall act as the administrative head of the Commission and without limiting the foregoing, the Manager shall:
- 6.2.1. ensure that the policies and programs of the Commission are implemented;
- 6.2.2. advise and inform the Board on the operations and affairs of the Commission;
- 6.2.3. maintain custody of the seal of the Commission and when required on any instrument requiring the seal of the Commission, affix the same in accordance with the directions of the Board;
- 6.2.4. perform the duties and exercise the powers assigned to the Manager in this Bylaw;
- 6.2.5. perform the duties and exercise the powers required of the Manager in the Act or any other applicable legislation;
- 6.2.6. cause the funds of the Commission to be received and disbursed in accordance with the directions of the Board, subject to this Bylaw;
- 6.2.7. cause to be kept detailed accounts of all income and expenditures including proper vouchers for all disbursements of the Commission;
- 6.2.8. cause to be rendered to the Board at Regular Meetings or whenever required by the Board an account of all transactions of the Commission and the financial position of the Commission;

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- 6.2.9. cause all facts and minutes of all proceedings to be kept on all meetings of the Commission;
  - 6.2.10. cause all notices to be given to Members, Customers and Directors required by this Bylaw;
  - 6.2.11. cause to be kept all books, papers, records, correspondence, contracts and other documents belonging to the Commission and shall cause the same to be delivered up when required by the Act or when authorized by the Board to such person as may be named by the Board; and
  - 6.2.12. shall carry out any lawful direction of the Board from time to time.
- 6.3. In addition to the duties set forth herein, the Officers shall have such duties as the Board may from time to time determine.
- 6.4. Any one of the Chair or Vice-Chair, together with the Manager and his/her designate, are authorized to execute and deliver any cheques, promissory notes, bills of exchange and other instruments, whether negotiable or not, on behalf of the Commission.
- 6.5. The Manager may, from time to time, appoint an acting manager who shall be authorized, in the absence the Manager, to perform such duties of the Manager as the Manager may prescribe.
- 6.6. Members shall have the right to inspect and may obtain extracts or copies of all books and records of the Commission.

## **7. VOLUME OF WATER SUPPLIED**

- 7.1. The Commission shall make commercially reasonable efforts to provide capacity within the System to supply the volume of water annually requested by each Member and Customer in accordance with section 7.2 herein. The Commission may at its discretion, provide to a Member or Customer volumes of water less than or exceeding that requested by the Member or Customer.
- 7.2. Members and Customers shall provide the Commission by September 30 of each year, a request for water for the next ensuing calendar year, based on a reasonable estimate of the volume of water expected to be required to meet the needs of the Member or Customer in that next year, together with a forecast of volumes anticipated to be required by the Member or Customer for the second through fifth ensuing years. The Board may approve a Member or Customer's request, with or without modifications, taking into account whether the request is in the Board's opinion a genuine pre-estimate of the volume of water expected to be required to meet the needs of the Member or Customer in that next year. In the event that the Board approves a Member or Customer's request with modifications, the modified request shall form the basis for the calculation of the minimum payments set out in section 8.7 herein.

- 7.3. Where the capacity of the System is insufficient to deliver the water requested by the Members and Customers or the Commission in its sole discretion determines that it is commercially unreasonable to deliver the water requested by the Members and Customers, the Members and Customers shall be allocated the available capacity proportionately based on the previous calendar year's actual volume consumption, until such time as the Commission is able to fully supply the volume required. The Commission may, prior to or concurrent with such allocation, require Members and Customers to implement water demand measures in accordance with the policies, procedures and directions of the Board, as amended from time to time.
- 7.4. The Board may, in its sole discretion, exempt a Customer or Customers from the requirement to provide a request for water to the Board in accordance with section 7.2.

## **8. FINANCIAL**

- 8.1. The financial year of the Commission shall be the calendar year
- 8.2. Without limiting the requirements of the Act, the Board in fall of each year will adopt the Budget which will set out the:
- 8.2.1. expected water consumption requirements of the Members and Customers;
  - 8.2.2. estimated expenditures for the:
    - (a) operations of the Board and Management;
    - (b) operations of the System;
    - (c) purchase of water;
    - (d) repayment of debt obligations;
    - (e) non-cash expenditures; and
    - (f) return on equity and investments;
  - 8.2.3. estimated revenue requirements to meet the expenditures of the Commission and the rates and fees to be charged to Members and Customers;
  - 8.2.4. the second and third year projections of operating expenditure, revenue requirements and rate trends;
  - 8.2.5. capital projects planned and expected to be completed in the forthcoming financial year and the second and third year and, where known, subsequent years, and;

- 8.2.6. rates of remuneration and expenses that may be provided to the Directors
- 8.3. The Commission may establish and maintain a capital project reserve fund in accordance with the policies, procedures and directions of the Board from time to time.
- 8.4. Each Director shall be entitled to vote on the Budget
- 8.5. The Commission shall set out in the annual Budget, the rates, fees and charges to be charged by the Commission for providing Water Services to the Members and Customers including:
  - 8.5.1. a common per cubic metre rate determined taking into account the estimated costs of the System, which may include the establishment or maintenance of capital and other reserve funds and total volume of water requested by and anticipated to be sold to Members and Customers, and;
  - 8.5.2. any differential or additional fee or charge payable by any one or more Members or Customers, which may be in the nature of a capital investment contribution or debenture payment;
- 8.6. The estimated costs of the System shall be determined on a cost of service basis utilizing the principles set out in the American Water Works Association (AWWA) manuals of practice dealing with water rates and charges, as revised and updated from time to time, and in accordance with the findings and directives of the Alberta Utilities Commission, such approach being commonly referred to as the "utility rate model" and shall include full recovery of the annual costs of the Commission.
- 8.7. For those Members and Customers purchasing water from the Commission, the Member or Customer shall pay to the Commission the product of the actual volume of water purchased by the Member or Customer in a year times the rate determined in accordance with subsection 8.5.1 and any differential fee or charge payable by the Member or Customer pursuant to subsection 8.5.2. Notwithstanding the actual volume of water purchased, the Member or Customer shall be responsible for a minimum payment to the Commission of 90% of the volume requested by the Member or Customer under section 7.2 times the rate set out in subsection 8.5.1.

## 9. MASTER PLAN

- 9.1. The Board shall from time to time adopt a Master Plan which will set out:
  - 9.1.1. an assessment of the Commission's existing assets and projected maintenance and asset acquisition requirements;
  - 9.1.2. a written forecast of the quantity of water which the Commission reasonably expects to purchase during each of the next five calendar years, and;



- 9.1.3. engineering and other information supporting the forecast including, without limitation, information regarding the forecast population, business and industrial growth of the Members.
- 9.2. The Board shall endeavor to review and update the Master Plan at least once every five (5) years, commencing on the date of completion of the previous review, which for the purposes of this provision shall mean the date on which an updated Master Plan is adopted.
- 9.3. Each Director shall be entitled to vote on the Master Plan

## 10. CUSTOMERS AND RESTRICTIONS IN USE OF WATER

- 10.1. The Commission shall not sell Water Services to a Member or Customer and a Member or Customer shall not resell Water Services to any other person for the purpose of the supply of Water Services for water flood injection into any geological subsurface structure or formation for oil and gas recovery.
- 10.2. The Commission may terminate the supply of Water Services to any Member or Customer for failure to pay for Water Services received from the Commission.
- 10.3. In the event of termination of the supply of Water Services to any Member or Customer the Member or Customer shall remain fully liable to the Commission for all amounts payable to the Commission as of the date of termination and shall at all times during the period of termination remain liable and obligated to the Commission in accordance with subsection 10.3.1 and 10.3.2 herein:
  - 10.3.1. if the period of termination does not extend beyond the calendar year in which it commences, the Member or Customer shall be liable and obligated for the following on a prorated basis for the period of termination:
    - (a) the minimum payment referred to in section 8.7 herein, and;
    - (b) any differential fees or charges that would have been payable by the Member or Customer pursuant to subsection 8.5.2which shall not be subject to reduction or adjustment by reason of termination of the supply of Water Services and which shall continue to be applied without modification.
  - 10.3.2. if the period of termination extends beyond the calendar year in which it commences, for each subsequent calendar year of the period of termination the Member or Customer shall be liable and obligated for the following on a prorated basis for the period of termination, in addition to the amounts set out in subsection 10.3.1 herein:
    - (a) the per cubic metre rate that would have been payable by the Member or Customer pursuant to subsection 8.5.1 herein if during the year in question the Member or Customer purchased a volume

of water from the Commission equivalent to the average volume of water actually purchased by the Member or Customer from the Commission in the five year period immediately prior to the commencement of the termination period, and;

- (b) any differential fees or charges that would have been payable by the Member or Customer pursuant to subsection 8.5.2 during the year in question

which shall not be subject to reduction or adjustment by reason of the termination of supply of Water Services to the Member or Customer and shall continue to be applied without modification. In the event the Member or Customer was required to make a minimum payment pursuant to Section 8.7 at any time during the five year period prior to the commencement of the termination period, the volume of water purchased by the Member or Customer from the Commission during the year in question shall be calculated in accordance with the minimum payment for the purpose of determining the average volume of water in accordance with paragraph 10.3.2(a) herein.

- 10.4. Water Services purchased by a Member from the Commission will be sold at the Member's cost of water and operating water services. Each Member will conform to the prescribed sale of water. The Commission shall be entitled to terminate water supply or Water Services to any Member if the Commission, at its sole discretion, determines that the Member is selling water sold under the cost of water which includes the purchase price, transmission costs, administration and other costs directly associated with the delivery of water.
- 10.5. The Members and Customers shall at all times comply with the requirements of any agreement entered into between the Commission and any other person with respect to the supply of water by that person to the Commission, and shall not by their actions or inactions cause or allow the Commission to be in breach of any of the requirements of such agreement.

## **11. CHANGE IN MEMBERSHIP**

- 11.1. The Board may in its sole discretion agree to the addition of a municipality as a Member of the Commission if sufficient capacity for the supply of water can be made available. The addition of a new Member shall require the approval of two-thirds (2/3) of the Board of Directors.
- 11.2. A new Member may be required to pay an amount to be calculated at the time of application, which may include but shall not be limited to contributions for existing or new capital or capital or other reserve contributions. Nothing in the foregoing shall be interpreted as preventing the Commission from charging the new Member any differential or additional fee pursuant to subsection 8.5.2.
- 11.3. A Member may withdraw from membership of the Commission upon five (5) years' written notice to the Commission. A departing Member shall forfeit any

claim or right to compensation arising from the departing Member's contributions to the System or any portion thereof, and any assets transferred by the departing Member to the Commission shall remain the sole and unencumbered property of the Commission.

11.4. During each year of the five (5) year notice period referred to in section 11.3 herein, the departing Member shall be required to pay the greater of:

11.4.1. The rates payable by the Member pursuant to section 8.5 herein, or;

11.4.2. The sum of:

- (a) the per cubic metre rate that would have been payable by the departing Member pursuant to subsection 8.5.1 herein if during the year in question the departing Member purchased a volume of water from the Commission equivalent to the average volume of water actually purchased by the Member from the Commission in the five year period immediately prior to the commencement of the notice period, and;
- (b) any differential fees or charges that would have been payable by the Member pursuant to subsection 8.5.2 during the year in question, which shall not be subject to reduction or adjustment by reason of the departing Member having given notice and shall continue to be applied without modification.

In the event the Member was required to make a minimum payment pursuant to section 8.7 at any time during the five year period prior to the commencement of the notice period, the volume of water purchased by the Member from the Commission during the year in question shall be calculated in accordance with the minimum payment for the purpose of determining the average volume of water in accordance with paragraph (a) herein.

11.5. In addition to the amounts set out in section 11.4 herein, a departing Member shall as a condition of its withdrawal from the Commission be required to pay its proportionate share of the balance of any debenture or other debt obligation incurred by the Commission for the benefit of the Member which remains outstanding as of the effective date of the departing Member's withdrawal. The amounts payable by a departing Member pursuant to this section 11.5 may include, but are not limited to, a departing Member's proportionate share of any debt incurred by the Commission for capital improvements used or intended to be used in the delivery of services to the Member whether or not said improvement was for the sole benefit of the Member.

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## **12. DISPOSAL OF ASSETS BY THE COMMISSION**

- 12.1. The disposal of any assets owned by the Commission requires the approval of approval of two-thirds (2/3) of the Board of Directors, and shall be subject to any terms and conditions established by the Board.

## **13. DISESTABLISHMENT OF THE COMMISSION**

- 13.1. Any resolution to disestablish the Commission requires the approval of two-thirds (2/3) of the Board of Directors.
- 13.2. In the event that the Board approves the disestablishment of the Commission, the Board must at the time of approval specify further particulars of the procedure for the disestablishment including:
  - 13.2.1. a timeline for disestablishment of the Commission, and;
  - 13.2.2. the distribution of the assets and liabilities upon disestablishment of the Commission, which shall include a process for the collection and disposition of any property and assets owned by the Commission and the discharge, assignment or transfer of the Commission's obligations, and provide for any residual or remaining assets of the Commission to be distributed to the Members in accordance with each Member's historical proportionate consumption of water.
- 13.3. The Commission shall, as of the date of the Board's decision to approve disestablishment of the Commission, cease to provide services or begin the process of ceasing to provide services except to the extent that the Commission is legally required to do so or as required for the beneficial winding-up of the business or affairs of the Commission.

## **14. AMENDMENTS**

- 14.1. An amendment to this Bylaw may be passed by the Board upon a two-thirds (2/3) majority of the Directors of the Board.

## **15. REPEAL**

- 15.1. This Bylaw repeals and replaces Bylaws 01/2015 and 02/2015.

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**16. SEVERANCE**

16.1. Should any article, section or part of this Bylaw be found to be improperly enacted or ultra vires, for any reason, then such article, section or part shall be regarded as being severable from the Bylaw and the Bylaw remaining after such severance shall be effective and enforceable.

READ AT THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE CAPITAL REGION SOUTHWEST WATER SERVICES COMMISSION THIS 20<sup>th</sup> day of May, 2021.



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COMMISSION CHAIR

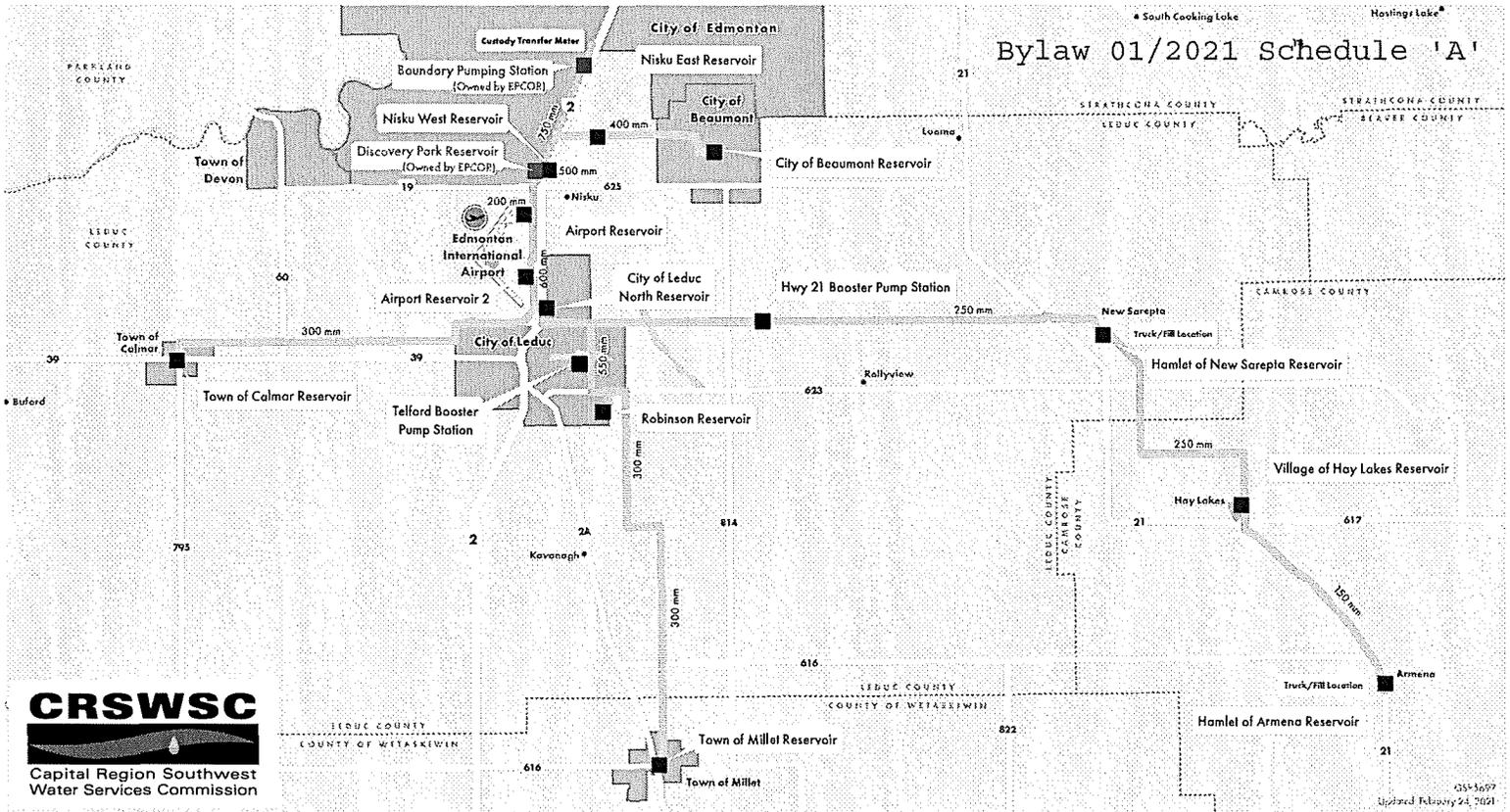


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COMMISSION MANAGER

# CAPITAL REGION SOUTHWEST WATER SERVICES COMMISSION (CRSWSC) TRANSMISSION SYSTEM

-  CRSWSC WATER LINE
-  EPCOR WATER LINE
-  PUMP STATION
-  WATER RESERVOIR
-  URBAN DEVELOPMENT
-  RURAL DEVELOPMENT
-  COUNTY BOUNDARY AREA
-  MAJOR HIGHWAYS



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