

CONSTITUTION

AND

BY-LAWS

OF THE

BLUE MOUNTAINS CREATIVE ARTS CENTRE INC.

FEBRUARY 2020

The rules of the Blue Mountains Creative Arts Centre Inc.
contained within are in accordance with the Association Incorporation Act of 2009

Note:

**This is a copy of the Constitution of the BMCAC amended by Special
Resolution at the Annual General Meeting held at the Creative Arts Centre**

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(Signed)

Alison James

President 2020

Contents

Part 1 - Preliminary

1. Definitions.....Page 3

Part 2 - Name

2. Registered name.....Page 4
3. Promotional name.....Page 4

Part 3 – Aims

- 4.The aims of The Centre.....Page 4

Part 4 - Membership

5. Membership eligibility.....Page 5
6. Nomination of membership.....Page 5
7. Cessations of membershipPage 5
8. Membership entitlementsPage 6
9. Resolution of disputesPage 6

Part 5 - The Committee

10. Composition and membership of the committee.....Page 6
11. The powers of the committee.....Page 7
12. The election of officers.....Page 7
13. The President.....Page 8
14. The Secretary.....Page 8
15. The Treasurer.....Page 8
16. The Arts Director.....Page 9
17. Casual Vacancies.....Page 9
18. Removal of committee members.....Page 10
19. Committee meetings and quorum.....Page 10
20. Delegation by committee to sub-committee.....Page 11
21. Voting and decisions.....Page 11

Part 6 - General Meetings

22. Calling an Annual General MeetingPage 12
23. Calling a Special General Meeting.....Page 12
24. Notice.....Page 13
25. Quorum for Annual General Meeting.....Page 13
26. Presiding member.....Page 14
27. Adjournment.....Page 14
28. Making decisions.....Page 14
29. Special resolutions.....Page 14
30. Voting.....Page 14
31. Proxy votes are permitted.....Page 15
32. Postal votes.....Page 15
33. Indemnity.....Page 15
34. Audit.....Page 15
35. Financial year.....Page 15

Part 7 - Miscellaneous

36. Insurance.....Page 15
37. Funds - source.....Page 15
38. Funds – management.....Page 16
39. Change of name, aims and constitution.....Page 16
40. Custody of the books.....Page 16
41 Inspection of the books.....Page 16
42. Service of notices.....Page 17
43. Dissolution of The Centre.....Page 17

Part 1 - Preliminary

1. Definitions

1. In this constitution:

Director- General means the Director-General of the Department of Services, Technology and Administration.

The Centre refers to the Blue Mountains Creative Arts Centre

committee shall mean the management committee of The Centre

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means the person holding office under this constitution as secretary of the association and who is also **the public officer**.

general meeting refers to the committee meeting (usually held monthly, but may be called at other times to address specific matters) of the association other than an annual general meeting.

special general meeting refers to a meeting called by 10 or more members – request lodged in writing by those members.

Annual General Meeting - held once a year usually at the end of February unless otherwise proclaimed.

person shall mean and include any individual, corporate body, public utility, undertaking, municipality, association, educational, cultural, scientific professional or trade organisation.

rules shall mean the Rules for the time being.

the Act means the associations Incorporation Regulation 2009.

the Regulation means the Associations Incorporation Regulation 2010.

2. In this constitution:

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3. The provisions of the *Interpretation Act* 1987 apply to and in respect of this constitution in the same manner as those provisions would apply if this constitution were an instrument made under the Act.

Part 2 – Name

2. Registered name

Our registered name is - ***“Blue Mountains Creative Arts Centre Inc.”***

3. Promotional name

For promotion of our local area, the name -

“Blue Mountains Creative Arts Centre - Glenbrook”

will be used in all promotional literature.

Part 3 - Aims

4. The aims of The Centre will be:

1. To enrich the quality of the life of the Blue Mountains community by promoting interest and appreciation, performance and participation in the creative arts.
2. For any of the purposes of The Centre:
 - a) To acquire, establish and equip and maintain premises, classrooms, studios, meeting rooms and libraries.
 - b) To organise promote and encourage tuition classes, study groups, lectures, meetings, exhibitions and performances.
 - c) To convey information to members, to acquire and/or publish books, magazines, newspapers, periodicals, leaflets, literary works and works of art.
 - d) To promote, encourage and undertake the exchange of ideas and provide facilities for social intercourse between members and persons interested in any of the aims of The Centre.
 - e) To seek the support, assistance and co-operation of any public authority and of any body, organisation or person interested in furthering any of the aims of The Centre and to adopt such measures as may be conducive to the promotion of cordial relations between The Centre and the body, organisation or person previously mentioned.
 - f) To establish, subscribe to, make donations to, become a member of, promote, support, amalgamate, affiliate and co-operate with any body, whether corporate or not organisation, association, institute or person having aims substantially similar to any aims of The Centre
 - g) By any lawful means to promote, advocate and support such changes in the law and/or its administration as may enhance any of the aims of The Centre and by similar means to oppose such changes therein as may be designed to have the likely effect to impede such aims

3. Generally to do all such lawful things as may be deemed to be incidental or conducive to the advancement of any of The Centre's aims.

Part 4 - Membership

5. Membership eligibility

All persons over the age of eighteen (18) years who are interested in furthering the aims of The Centre are eligible for membership. Special classes of members not having any voting power, not being eligible to any office or member of the Committee may from time to time be created by By-laws.

6. Nomination of membership

1. Nomination for membership shall be in writing signed by the applicant or by other means approved of by the committee.
2. Upon application the member will pay the membership fee currently determined by the committee. Renewal of membership is due to be paid by the date of the AGM each year.
3. Any new application for membership can be rejected by the committee. The rejected member will be notified in writing. The committee is not required to give any reason for the rejection of an applicant.
4. Any person joining The Centre as a member is bound by the Rules of the constitution.
5. A roll of members showing names, addresses and/or emails and receipt numbers shall be kept by the Secretary.
6. If a member joins the society after June, half the annual fee will be charged.

7. Cessation of membership

A person ceases to be a member of the association if the person:

- a) dies or
- b) resigns membership, or
- c) is expelled from the association, or
- d) fails to pay the annual membership fee under 6(2) within 3 months after the fee is due.

8. Membership entitlements

The right, privilege or obligation which a person has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

9. Resolution of disputes

1. A complaint may be made to the committee by any member about another member or of the association if the member:
 - a) has refused or neglected to comply with the provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the association.
2. The committee may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the committee decides to deal with the complaint, the committee:
 - a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c) upon receipt of a written submission for an appeal a special general meeting must be called within 28 days to deal exclusively with the complaint.
 - d) must take into consideration any submissions made by the member in connection with the complaint.
4. The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
5. The committee's decision is final.

Part 5 - The Committee

10. Composition and membership of the committee

1. The committee should consist of not less than 5 (five) office bearers and not more than 14 other members.

2. The office bearers will consist of the:
 - a) President,
 - b) Vice President,
 - c) Treasurer,
 - d) Secretary and the
 - e) Arts Director
3. A committee member may hold up to 2 offices (other than President and Vice President)
4. The office-bearers and other members of the Committee shall be elected for 1 year at the Annual General Meeting to be held on the last Saturday in February each year unless otherwise notified. Office bearers are eligible for re-election.

11. Powers of the committee

The committee will have the responsibility to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association other than those functions that are required by this constitution to be exercised by an Annual General Meeting of members of the association of The Centre.

The committee's responsibilities will include:

- a) control the finances of The Centre
- b) appointment of sub-committees and defining their powers.
- c) altering or repealing any By-laws deemed necessary.
- d) organising any cultural, artistic or social events or competitions and determine fees payable.
- e) engaging, controlling and dismissing any servant or servants of The Centre.
- f) hearing disputes between members.
- g) suspending or expelling any member of The Centre whose conduct shall in its opinion render him/her unfit for membership. (Refer to section 4(7.))
- h) filling any vacancies should a committee member fail to meet commitments for any reason.
- i) meeting once a month unless otherwise notified.

All committee meetings will require a quorum of 4.

12. Election of officers

1. Nominations of candidates for election as office-bearers of the association or ordinary committee members:
 - a) must have been a member of the association for 12 months
 - b) must be made in writing, signed by 2 members of the association and accompanied by written consent of the candidate.

- c) must be delivered to the secretary of the association at least 7 days before the AGM.
- 2. If no nominations are received for positions before the AGM, nominations can be taken from the floor at the AGM.
- 3. If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 4. If only one nomination is received for a position, that person is taken to be elected.
- 5. If there is more than one candidate for a position, a secret ballot will be held.

13. The President

The President shall chair all meetings. In his or her absence the Vice president shall be appointed as chair. If neither is present, the committee will elect a chair.

The President will submit the Annual Report of the committee at the AGM.

14. The Secretary

On election the secretary must:

1. notify the association of his/her or address.
2. keep minutes of:
 - a) all appointments of office-bearers and members of the committee, and
 - b) the names of members of the committee present at committee meetings and annual general meetings, and
 - c) all proceedings at regular committee meetings and annual general meetings.
 - d) keep a membership list of names phone numbers, addresses and or emails
 - e) keep a record of resignations and cessation of membership.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15. The Treasurer

It is the duty of the treasurer of the association to ensure:

1. that all money due to the association is collected and received and that all payments authorised by the association are made

2. that the correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
3. that statements are submitted to the committee when required.
4. that a financial statement signed by him or her and certified by the auditor as correct is presented at the AGM for the preceding financial year.

16. The Arts Director

It is the duty of the Arts Director to (along with up to 2 other nominated committee members, if required) to:

1. organise all tuition classes and study groups
2. determine the standard of teaching and artistic activities within the Centre generally
3. accredit artists and crafts persons as teachers of The Centre
4. check that Child Protection checks have been carried out for teacher's teaching children's classes
5. determine the artistic layout of the main room
6. determine along with the committee the class fees and wages for teachers
7. determine the allocation of equipment funds necessary for teachers to use at their own discretion
8. organise the artistic appearance and display material of the main room.

17. Casual vacancies

1. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
2. A casual vacancy in the office of a member of the committee occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the association, or
 - c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or

- e) is removed from office under Part 4(7), or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

18. Removal of committee members

1. The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the committee to whom a proposed resolution referred to in subclause (1) relates or makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Committee meetings and quorum

1. The committee must meet at such time and place as the committee may determine
2. Additional meetings of the committee may be convened by the president or by any member of the committee.
3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
4. Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. If a quorum is not present the meeting will be adjourned to a suitable time and a place determined by the committee.
5. At a meeting of the committee:
 - a) the president or, in the president's absence, the vice-president is to preside, or
 - b) if the president and the vice president are absent or unwilling to act, one of the remaining members of the committee may be chosen from the members present at the meeting to preside over the meeting

20. Delegation by committee to sub-committee

1. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the committee by the Act or by any other law.
2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
7. A sub-committee may meet and adjourn as it thinks proper.

21. Voting and decisions

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. If a quorum exists, the committee may act despite any vacancy on the committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 6 - GENERAL MEETINGS

22. *Calling an Annual General Meeting*

1. The Annual General Meeting will be held on the last Saturday of February in each year or at a suitable time in early March if deemed necessary by the committee.
2. In addition to any other business which may be necessary, the business of an Annual General Meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) to receive from the President's Report and committee reports on the activities of the association during the last preceding financial year,
 - c) to receive and consider the auditor's report
 - d) to elect office-bearers of the association, ordinary committee members and the auditor.
3. An annual general meeting must be specified as such in the notice convening it.

23. *Calling a Special General Meeting*

1. The committee may, whenever it thinks fit, convene a special general meeting of the association.
2. The secretary may convene a special meeting on receiving a request in writing signed by not less than 10 financial members. The meeting must be held within one month of the letters receipt
3. A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the secretary, and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
5. A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as regular general meetings are convened by the committee.

24. Notice

1. Except if the nature of the business proposed to be dealt with at a regular general meeting requires a special resolution of the association, the secretary must, at least 7 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a regular general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 20 (2). Last minute agenda items may be added if the committee agrees.
4. A member desiring to bring any business before a regular general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25. Quorum for general meetings

1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
2. Four members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

26. Presiding member

1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
2. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

27. Adjournment

1. The chairperson of an Annual General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

1. A question arising at a general meeting of the association is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the chairperson or if 4 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
3. If the question is to be determined by written ballot, the ballot is to be conducted in accordance with the chairperson.

29. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

30. Voting

1. On any question arising at an Annual General Meeting of the association a member has one vote only.
2. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
3. A member is not entitled to vote at any Annual General Meeting of the association unless all money due and payable by the member to the association has been paid.

4. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

31. Proxy votes are permitted

Any financial member may vote by proxy at a general meeting providing the written instruction are in the hands of the secretary before the meeting.

32. Postal votes

1. The association may hold a postal ballot to determine any issue or proposal
2. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation

33. Indemnity

The Committee carrying out any act under powers previously mentioned and the Office-bearers or incurring by authority of the Committee any liability on behalf of The Centre shall be held indemnified by The Centre against any personal loss suffered in consequence thereof PROVIDED ALWAYS that this clause shall not apply in case of negligence, default, breach of duty or breach of trust.

34. Audit

The Auditor will be elected at each Annual General Meeting. In the event of the auditor becoming unable to perform their duty, the committee may fill the vacancy.

The auditor will examine all accounts, vouchers, receipts, books and other financial records and provide a full report to the Annual General Meeting.

No member of the committee or servant of The Centre is eligible to fulfil the office of auditor.

35. Financial year

The financial year shall conclude on the thirty first (31st) day of December.

PART 7 - MISCELLANEOUS

36. Insurance

The association may effect and maintain insurance.

37. Funds - source

The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, commission of sales and subject to any resolution passed by the association in general meeting and such other sources as the committee determines.

All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – Management

Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the aims of the association in such manner as the committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by to 2 of either the: President, Vice President, Treasurer or Secretary

39. Change of name, aims and constitution

None of the Rules shall be amended or repealed nor shall any new Rule be made unless pursuant to an Extraordinary Resolution passed by two - thirds majority of the financial Members present and voting thereon at a General Meeting PROVIDED ALWAYS that a majority of the financial Members present shall be at liberty to decide, by a show of hands, that the relevant vote be by a secret postal ballot of all financial members of The Centre.

An application to the Director-General for registration of a change in the association's name, aims or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member, with the approval of the majority of the committee.

40. Custody of books etc

The secretary also having the role of public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

41. Inspection of the books etc

1. The following documents must be open to inspection, free of charge by any member of the association on request:
 - a) records, books and other financial documents of association
 - b) this constitution
 - c) minutes of all committee meetings and general meetings of the association.
2. A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
3. A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association.

42. Service of notices

1. For the purpose of this constitution, a notice may be served on or given to a person by delivering it to the person:
 - a) personally
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it via email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43. Dissolution of the Centre

The Centre shall be closed down in the event of the Membership being less than ten (10) persons pursuant to a Special Resolution passed by a three-fourths majority of the financial members present and voting thereon at a special general meeting convened to consider such question in manner herein provided.

The liability of a member of The Centre to contribute towards the payment of the debts and liabilities of The Centre of the costs, charges and expenses of the dissolution of The Centre is limited to the amount, if any, unpaid by the member in respect of membership of The Centre referred to in 6(2).

If upon winding up or dissolution of the organisation there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation having similar aims to this organisation and which shall prohibit the distribution of its income and property among its members, or to the local Government Authority for the area in which the organisation is located.

The office bearers remaining at the time of dissolution will be responsible for the distribution of assets.