
Date: June 2, 2015

Report to: **Council for Decision**

From: Governance Committee

Subject: Revised Executive Terms of Reference

Linkage to Strategic Plan: Effective governance and resources that enable and guide APEGBC's operations

Background and Discussion

For procedural reasons, the attached report (Appendix A - item 6.6 for Open Council meeting, April 17, 2015) was referred back to the Governance Committee for further review and report back to Council.

The Governance Committee met on May 25, 2015 to review the attached report from the Executive Committee (Appendix A). Upon further review of the proposed revisions made by the Executive Committee, the Governance Committee accepted all of them. In addition, the Governance Committee recommended the following revision to Clause 7. Quorum as follows:

Delete "7.1 3 voting members of the Committee shall constitute a quorum." and replace with the phrase, "A majority of the Committee members (in person or by conference call)."

The reason for this additional revision is that although the Committee normally has 5 members, there is a provision in the Terms of Reference to add 2 more members should Council wish to do so. Therefore, should this occur, having 3 members would be less than 50% for a quorum which is unusual and not recommended.

Appendix B to this report is the final version of the Terms of Reference for the Executive Committee with all of the recommended revisions from both the Governance and Executive Committees.

Recommended Motion:

That Council approves the revised Executive Committee Terms of Reference attached as Appendix B to this report.

Attachments – Appendix A (item 6.6 for Open Council meeting, April 17, 2015)

Appendix B (final version of Terms of Reference for the Executive Committee)

Date: March 30, 2015

Report to: **Council for Decision**

From: Dr. John Clague, P.Geo., FGC, President
Chair of the Executive Committee

Subject: Revised Executive Committee Terms of Reference

Linkage to Strategic Plan (if applicable): Effective governance and resources that enable and guide APEGBC's operations.

Background

At its meeting on December 3, 2014, the Governance Committee reviewed the Executive Committee Terms of Reference and made the following revisions:

1. Removal of Item 6.0 as it was redundant (repeated under new Item 12.0 Staff Support).
2. Under the new Item 6.1 – the phrase 'in accordance with established Council policies and procedures' was added for clarity.
3. Removal of Items 8.0 and 9.0 as they were redundant (repeated under new Item 6.0 Membership).
4. Under the new Item 11 the phrase 'and submit verification of review to the Governance Committee on a bi-annual basis' was added.
5. Various other editorial changes to the numbering and spelling.

At its meeting on January 23, 2015, the Executive Committee reviewed the revised version of their Terms of Reference, as provided by the Governance Committee, and made the following revisions:

1. Under Item 5.3.2, the phrase 'with respect to volunteer management' was added for clarity.
2. Under 5.3.3, the phrase 'the President and Vice President, or alternate as dictated by the Executive Committee' was added for clarity.
3. Under Item 5.3.9, 'periodically' was revised to say 'tri-annually'.
4. Removal of Item 6.4 as it was redundant (repeated under new Item 7.0 Quorum)

Recommendation

It is recommended that Council approve the Executive Committee Terms of Reference with the revisions brought forward by the Governance Committee on December 3, 2014, as well as with the revisions brought forward by the Executive Committee on January 23, 2015.

Motion: That Council approves the revised Executive Committee Terms of Reference.



TERMS OF REFERENCE

1. Name: EXECUTIVE COMMITTEE

2. Type/Reporting Relationship:

2.1 Type: Advisory Committee

2.2 Reporting to: Council

3. Purpose:

- 3.1. To act on behalf of Council and report to Council on all matters that require action between Council meetings relating to the overall administrative, financial, human resource, operational and national affairs of the Association.
- 3.2. To act on behalf of Council and report to Council on matters relating to financial affairs.
- 3.3. To act on behalf of Council and report to Council on matters relating to Human Resources, and specifically:
 - 3.3.1. To recommend the compensation of the Chief Executive Officer (CEO) and to define and manage the performance evaluation process of the CEO.
- 3.4. To recommend or bring forward for Council's consideration nominees with respect to APEGBC representatives on other organizations.
- 3.5. To advise the CEO & Registrar, on matters relating to Council meeting agendas, Council's planning activities and the development of Council initiatives.

4. Authorities of the Committee

- 4.1. Within the authority delegated by Council, the Committee shall act on the behalf of Council in emergent situations, on which the Committee will report to Council on the action taken for information.
- 4.2. The Committee shall have the authority to develop, review and recommend to Council, policies relating to operating and capital budget financial matters, short and long term financial and budget operating targets with input from the CEO and Registrar.
- 4.3. The Executive Committee can approve expenditures within its delegated authority and/or in emergent situations and report back to Council for information or ratification.

- 4.4. The Committee shall have the authority to develop, review and recommend to Council, policies relating to Human Resources, and specifically the CEO's Compensation Plan including Incentive Plan(s) and the CEO's performance evaluation process and outcomes.

5. Functions/Deliverables

5.1. General

- 5.1.1. To act on behalf of Council on matters relating to the overall administrative, financial, human resources, operational and national affairs of the Association requiring immediate action between regular meetings of Council and to report to Council on such actions for information or ratification.
- 5.1.2. To assist the CEO between Council meetings with decisions on urgent matters requiring a decision before acting on behalf of APEGBC and to report to Council on such actions for information and/or ratification at the next meeting.
- 5.1.3. To assign, as necessary, individual members or task forces to handle issues or tasks as defined within a TOR. Task forces may report to Executive Committee or Council as appropriate.
- 5.1.4. To assign, as necessary, external resources to advise on matters within the purview of the Executive Committee.
- 5.1.5. To recommend to Council the need for, and structure, of any Committee deemed necessary as may arise from the work of the Executive Committee.
- 5.1.6. To consider annually and update as necessary the Committee's Work Plan.

5.2. Financial Affairs

- 5.2.1. To seek assurance that APEGBC's Financial Policies meet the statutory and regulatory requirements and other applicable legislation.
- 5.2.2. To monitor and review on a quarterly basis the Association's financial and operating performance results within the context of the Annual Strategic Service Plan Report & Annual Financial Statements on behalf of Council.
- 5.2.3. To recommend to Council appropriations to, and between the Unrestricted and Restricted Reserve Funds.
- 5.2.4. To approve expenditures as determined by the Council Procurement Policy.
- 5.2.5. To review and recommend to the Council, finance related policy recommendations proposed by Management or, as may be required, recommendations developed by outside advisors working with Management and members of the Committee.
- 5.2.6. To review and recommend to Council the Annual Work Plan with Operating and Capital Budgets for the next fiscal year.
- 5.2.7. To review and recommend to Council the appropriate targeted levels for the Restricted and Unrestricted Reserve Funds.

- 5.2.8. To recommend to Council the appropriate level of the Annual Fee for ensuring the Association can meet its financial obligations and commitments with respect to the Act and By Laws, the Strategic Plan and the Annual Work Plan.
- 5.2.9. To seek assurance that all insurance coverage provides the appropriate level of risk management.
- 5.2.10. To review and approve the general parameters of APEGBC Building leases, specifically the level of Base Rents and lease terms.

5.3. Human Resources

- 5.3.1. To seek assurance that APEGBC's Employment HR Policies meet the statutory and regulatory requirements of Employment Standards, Human Rights and other applicable legislation.
- 5.3.2. To review and recommend to Council, Human Resources policies developed by Management or outside advisors working with Management and members of the Committee.
- 5.3.3. To undertake the annual performance evaluation of the CEO including objective setting; defining and managing the CEO performance evaluation process and reporting outcomes to Council.
- 5.3.4. To review annually the compensation package accorded the CEO and make recommendations for Council approval.
- 5.3.5. To receive annually, a confidential summary report from the CEO that comments generally on the CEO's direct reports including such items as competency, experience, performance, salary scales and incentive compensation.
- 5.3.6. To receive an annual report on the Employee compensation program.
- 5.3.7. To review with the CEO annually a Human Resources Contingency Plan regarding APEGBC's human resource complement.
- 5.3.8. To review the retirement and severance arrangements of departing members of the CEO's direct reports.
- 5.3.9. To periodically review APEGBC's compensation philosophy and principles.
- 5.3.10. To facilitate the search, as necessary, for a qualified individual to become the CEO. The full Council has the final responsibility for the selection of an CEO. The Executive Committee may recommend that Council appoint a Task Force for this function

5.4. Nominations

- 5.4.1. To bring forward to Council nominees and/or recommendations of APEGBC appointees to external bodies, including Engineers Canada and Geoscientists Canada.

5.5. Advice to CEO

5.5.1. To work with the CEO in between Council meetings to review significant matters and prepare background information for discussions at Council meetings.

5.5.2. To provide advice to the CEO on Council's planning activities and the development of Council initiatives

6. Resources

~~The following staff members are a standing resource to the committee: CEO, Chief Operating Officer, Chief Regulatory Office, Director of Finance and Administration, Manager Human Resources; Assistant as assigned by the CEO; other Leadership Team members or delegates, responsible for particular areas or issues;~~

Comment [TC1]: This is redundant since repeated below; see original para 15.

7.6. Membership

~~7.1.6.1.~~ The Executive Committee is established by Council annually following the Annual General Meeting. Council shall appoint an Executive Committee consisting of:

- President
- Immediate Past President
- Vice-President
- One member at large of Council who is not a government appointee
- One member at large of Council who is a government appointee
- Up to two additional appointees as described in Section ~~6~~2.6 below.

The two members at large of Council shall be elected by a vote of Council in accordance with established Council policies and procedures.

~~7.2.6.2.~~ The President of Council shall be the Chair of the Committee.

~~7.3.6.3.~~ The President, Vice-President and Past President are appointed for their tenure of office.

~~7.4.6.4.~~ 3 voting members of the Committee shall constitute a quorum.

~~7.5.6.5.~~ The CEO shall be ex-officio non-voting member of the committee.

~~7.6.6.6.~~ Council may appoint up to two additional Council members to the Executive Committee at the request of the Executive Committee or the President. If any member(s) of the Executive Committee is unable to fulfill his/her responsibilities as an Executive Committee member, then Council, on the recommendation of the President, may appoint a substitute Council member(s) to the Executive Committee as a replacement or as a temporary substitute.

8. Term of Office

~~8.1. The President, Vice-President and Past President are appointed for their tenure of office.~~

Comment [TC2]: Paras 8 and 9 are redundant; already covered in original para 7.

9. Selection of Officers

~~9.1. The President of Council shall be the Chair of the Committee.~~

~~9.2. The two members at large of Council shall be elected by vote of Council~~

~~9.3. The President, Vice-President and Past President are appointed for their tenure of office.~~

~~9.4. The CEO shall be ex-officio non-voting member of the committee.~~

~~9.5. Council may appoint up to two additional Council members to the Executive Committee at the request of the Executive Committee or the President. If any member(s) of the Executive Committee is unable to fulfill his/her responsibilities as an Executive Committee member, then Council, on the recommendation of the President, may appoint a substitute Council member(s) to the Executive Committee as a replacement or as a temporary substitute.~~

10-7. Quorum

~~10.1.7.1.~~ 3 voting members of the Committee shall constitute a quorum.

11-8. Frequency of Meetings

The committee will meet at the call of Chair, minimum of four times a year.

12-9. Conduct of Meetings

12.1 The Committee may meet in person and/or by telephone conference, webcast or other electronic communications media where all members may simultaneously hear each other and participate during the meeting.

12.2) On occasion, a Committee Chair may communicate with all members by e-mail and, with supporting information, propose and call for a consent resolution. At his or her discretion, the Committee Chair may or may not allow limited e-mail discussion on the matter. Beyond this, Committee members have the option of responding by moving, seconding or supporting the motion, or requesting that it be considered further at a meeting of the committee. A consent resolution is deemed to have been achieved if there are no negative votes or calls for in-person discussion, and the number of support votes are equal to or greater than the number required for a quorum. In the case where a member so requests, the motion is not carried, but instead may be brought forward for consideration at a subsequent meeting of the Committee. (In the case of an urgent matter, this may occur at a special meeting conducted by telephone where the normal requirements for a quorum will prevail.) Any motion so carried is considered to take effect immediately, and is ratified at the subsequent Committee meeting and recorded in the minutes of that meeting.

13-10. Minutes

Minutes of meetings of the Committee will be made available to any Councillor upon request to the CEO. Any other supporting information reviewed by the Committee is available for examination, within privacy policy and legislation, by any Councillor upon request to the CEO.

14-11. Periodic Reporting and Annual Review:

The Committee shall review its Terms of Reference on an annual basis [and submit verification of review to the Governance Committee on a bi-annual basis.](#)

15.12. Staff Support

The following staff members are a standing resource to the committee: CEO, Chief Operating Officer, Chief Regulatory Office, Director of Finance and Administration, Manager Human Resources; Assistant as assigned by the CEO; other Leadership Team members or delegates, responsible for particular areas or issues;

(Reviewed and approved by Executive Committee on March 14, 2014 and June 4, 2014)

Approved by Council: June 20, 2014 (Minute #CO – 14-65)

Revised and Approved by Council: September 12, 2014 (Minute #CO – 14-84)



TERMS OF REFERENCE

1. Name: EXECUTIVE COMMITTEE

2. Type/Reporting Relationship:

2.1 Type: Advisory Committee

2.2 Reporting to: Council

3. Purpose:

3.1. To act on behalf of Council and report to Council on all matters that require action between Council meetings relating to the overall administrative, financial, human resource, operational and national affairs of the Association.

3.2. To act on behalf of Council and report to Council on matters relating to financial affairs.

3.3. To act on behalf of Council and report to Council on matters relating to Human Resources, and specifically:

3.3.1. To recommend the compensation of the Chief Executive Officer (CEO) and to define and manage the performance evaluation process of the CEO.

3.4. To recommend or bring forward for Council's consideration nominees with respect to APEGBC representatives on other organizations.

3.5. To advise the CEO & Registrar, on matters relating to Council meeting agendas, Council's planning activities and the development of Council initiatives.

4. Authorities of the Committee

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4.3. The Executive Committee can approve expenditures within its delegated authority and/or in emergent situations and report back to Council for information or ratification.

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5. Functions/Deliverables

5.1. General

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- Up to two additional appointees as described in Section 6.6 below.

The two members at large of Council shall be elected by a vote of Council in accordance with established Council policies and procedures.

6.2. The President of Council shall be the Chair of the Committee.

6.3. The President, Vice-President and Past President are appointed for their tenure of office.

~~6.4. 3 voting members of the Committee shall constitute a quorum.~~

~~6.5-6.4.~~ The CEO shall be ex-officio non-voting member of the committee.

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7. Quorum

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(Reviewed and approved by Executive Committee on March 14, 2014 and June 4, 2014)

Approved by Council: June 20, 2014 (Minute #CO – 14-65)

Revised and Approved by Council: September 12, 2014 (Minute #CO – 14-84)

Revised and Approved by Council: April 17, 2015 (Minute #CO - pending April 17, 2015)



TERMS OF REFERENCE

1. Name: EXECUTIVE COMMITTEE

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matter. Beyond this, Committee members have the option of responding by moving, seconding or supporting the motion, or requesting that it be considered further at a meeting of the committee. A consent resolution is deemed to have been achieved if there are no negative votes or calls for in-person discussion, and the number of support votes are equal to or greater than the number required for a quorum. In the case where a member so requests, the motion is not carried, but instead may be brought forward for consideration at a subsequent meeting of the Committee. (In the case of an urgent matter, this may occur at a special meeting conducted by telephone where the normal requirements for a quorum will prevail.) Any motion so carried is considered to take effect immediately, and is ratified at the subsequent Committee meeting and recorded in the minutes of that meeting.

10. Minutes

Minutes of meetings of the Committee will be made available to any Councillor upon request to the CEO. Any other supporting information reviewed by the Committee is available for examination, within privacy policy and legislation, by any Councillor upon request to the CEO.

11. Periodic Reporting and Annual Review:

The Committee shall review its Terms of Reference on an annual basis and submit verification of review to the Governance Committee on a bi-annual basis.

12. Staff Support

The following staff members are a standing resource to the committee: CEO, Chief Operating Officer, Chief Regulatory Office, Director of Finance and Administration, Manager Human Resources; Assistant as assigned by the CEO; other Leadership Team members or delegates, responsible for particular areas or issues;

(Reviewed and approved by Executive Committee on March 14, 2014 and June 4, 2014)

Approved by Council: June 20, 2014 (Minute #CO – 14-65)

Revised and Approved by Council: September 12, 2014 (Minute #CO – 14-84)

Revised and Approved by Council: April 17, 2015 (Minute #CO - pending April 17, 2015)



TERMS OF REFERENCE

1. Name: EXECUTIVE COMMITTEE

2. Type/Reporting Relationship:

2.1 Type: [Standing Advisory](#) Committee

2.2 Reporting to: Council

3. Purpose:

- 3.1. To act on behalf of Council and report to Council on all matters that require action between Council meetings relating to the overall administrative, financial, human resource, operational and national affairs of the Association.
- 3.2. To act on behalf of Council and report to Council on matters relating to financial affairs.
- 3.3. To act on behalf of Council and report to Council on matters relating to Human Resources, and specifically:
 - 3.3.1. To recommend the compensation of the Chief Executive Officer (CEO) and to define and manage the performance evaluation process of the CEO.
- 3.4. To recommend or bring forward for Council's consideration nominees with respect to APEGBC representatives on other organizations.
- 3.5. To advise the CEO & Registrar, on matters relating to Council meeting agendas, Council's planning activities and the development of Council initiatives.

4. Authorities of the Committee

- 4.1. Within the authority delegated by Council, the Committee shall act on the behalf of Council in emergent situations, on which the Committee will report to Council on the action taken for information.
- 4.2. The Committee shall have the authority to develop, review and recommend to Council, policies relating to operating and capital budget financial matters, short and long term financial and budget operating targets with input from the CEO and Registrar.
- 4.3. The Executive Committee can approve expenditures within its delegated authority and/or in emergent situations and report back to Council for information or ratification.

- 4.4. The Committee shall have the authority to develop, review and recommend to Council, policies relating to Human Resources, and specifically the CEO's Compensation Plan including Incentive Plan(s) and the CEO's performance evaluation process and outcomes.

5. Functions/Deliverables

5.1. General

- 5.1.1. To act on behalf of Council on matters relating to the overall administrative, financial, human resources, operational and national affairs of the Association requiring immediate action between regular meetings of Council and to report to Council on such actions for information or ratification.
- 5.1.2. To assist the CEO between Council meetings with decisions on urgent matters requiring a decision before acting on behalf of APEGBC and to report to Council on such actions for information and/or ratification at the next meeting.
- 5.1.3. To assign, as necessary, individual members or task forces to handle issues or tasks as defined within a TOR. Task forces may report to Executive Committee or Council as appropriate.
- 5.1.4. To assign, as necessary, external resources to advise on matters within the purview of the Executive Committee.
- 5.1.5. To recommend to Council the need for, and structure, of any Committee deemed necessary as may arise from the work of the Executive Committee.
- 5.1.6. To consider annually and update as necessary the Committee's Work Plan.

5.2. Financial Affairs

- 5.2.1. To seek assurance that APEGBC's Financial Policies meet the statutory and regulatory requirements and other applicable legislation.
- 5.2.2. To monitor and review on a quarterly basis the Association's financial and operating performance results within the context of the Annual Strategic Service Plan Report & Annual Financial Statements on behalf of Council.
- 5.2.3. To recommend to Council appropriations to, and between the Unrestricted and Restricted Reserve Funds.
- 5.2.4. To approve expenditures as determined by the Council Procurement Policy.
- 5.2.5. To review and recommend to the Council, finance related policy recommendations proposed by Management or, as may be required, recommendations developed by outside advisors working with Management and members of the Committee.
- 5.2.6. To review and recommend to Council the Annual Work Plan with Operating and Capital Budgets for the next fiscal year.
- 5.2.7. To review and recommend to Council the appropriate targeted levels for the Restricted and Unrestricted Reserve Funds.

- 5.2.8. To recommend to Council the appropriate level of the Annual Fee for ensuring the Association can meet its financial obligations and commitments with respect to the Act and By Laws, the Strategic Plan and the Annual Work Plan.
- 5.2.9. To seek assurance that all insurance coverage provides the appropriate level of risk management.
- 5.2.10. To review and approve the general parameters of APEGBC Building leases, specifically the level of Base Rents and lease terms.

5.3. Human Resources

- 5.3.1. To seek assurance that APEGBC's Employment HR Policies meet the statutory and regulatory requirements of Employment Standards, Human Rights and other applicable legislation.
- 5.3.2. To review and recommend to Council, with respect to volunteer management, Human Resources policies developed by Management or outside advisors working with Management and members of the Committee.
- 5.3.3. The President and Vice President, or alternate as dictated by the Executive Committee. To undertake the annual performance evaluation of the CEO including objective setting; defining and managing the CEO performance evaluation process and reporting outcomes to Council.
- 5.3.4. To review annually the compensation package accorded the CEO and make recommendations for Council approval.
- 5.3.5. To receive annually, a confidential summary report from the CEO that comments generally on the CEO's direct reports including such items as competency, experience, performance, salary scales and incentive compensation.
- 5.3.6. To receive an annual report on the Employee compensation program.
- 5.3.7. To review with the CEO annually a Human Resources Contingency Plan regarding APEGBC's human resource complement.
- 5.3.8. To review the retirement and severance arrangements of departing members of the CEO's direct reports.
- 5.3.9. To periodically-tri-annually review APEGBC's compensation philosophy and principles.
- 5.3.10. To facilitate the search, as necessary, for a qualified individual to become the CEO. The full Council has the final responsibility for the selection of an CEO. The Executive Committee may recommend that Council appoint a Task Force for this function

5.4. Nominations

- 5.4.1. To bring forward to Council nominees and/or recommendations of APEGBC appointees to external bodies, including Engineers Canada and Geoscientists Canada.

5.5. Advice to CEO

- 5.5.1. To work with the CEO in between Council meetings to review significant matters and prepare background information for discussions at Council meetings.
- 5.5.2. To provide advice to the CEO on Council's planning activities and the development of Council initiatives

6. Membership

6.1. The Executive Committee is established by Council annually following the Annual General Meeting. Council shall appoint an Executive Committee consisting of:

- President
- Immediate Past President
- Vice-President
- One member at large of Council who is not a government appointee
- One member at large of Council who is a government appointee
- Up to two additional appointees as described in Section 6.6 below.

The two members at large of Council shall be elected by a vote of Council in accordance with established Council policies and procedures.

6.2. The President of Council shall be the Chair of the Committee.

6.3. The President, Vice-President and Past President are appointed for their tenure of office.

~~6.4. 3 voting members of the Committee shall constitute a quorum.~~

~~6.5-6.4.~~ The CEO shall be ex-officio non-voting member of the committee.

~~6.6-6.5.~~ Council may appoint up to two additional Council members to the Executive Committee at the request of the Executive Committee or the President. If any member(s) of the Executive Committee is unable to fulfill his/her responsibilities as an Executive Committee member, then Council, on the recommendation of the President, may appoint a substitute Council member(s) to the Executive Committee as a replacement or as a temporary substitute.

7. Quorum

~~7.~~ A majority of the Committee members (in person or by conference call).

~~7.1. 3 voting Majority of members of the Committee shall constitute a quorum.~~

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8. Frequency of Meetings

The committee will meet at the call of Chair, minimum of four times a year.

9. Conduct of Meetings

12.1 The Committee may meet in person and/or by telephone conference, webcast or other electronic communications media where all members may simultaneously hear each other and participate during the meeting.

12.2) On occasion, a Committee Chair may communicate with all members by e-mail and, with supporting information, propose and call for a consent resolution. At his or her discretion, the Committee Chair may or may not allow limited e-mail discussion on the matter. Beyond this, Committee members have the option of responding by moving, seconding or supporting the motion, or requesting that it be considered further at a meeting of the committee. A consent resolution is deemed to have been achieved if there are no negative votes or calls for in-person discussion, and the number of support votes are equal to or greater than the number required for a quorum. In the case where a member so requests, the motion is not carried, but instead may be brought forward for consideration at a subsequent meeting of the Committee. (In the case of an urgent matter, this may occur at a special meeting conducted by telephone where the normal requirements for a quorum will prevail.) Any motion so carried is considered to take effect immediately, and is ratified at the subsequent Committee meeting and recorded in the minutes of that meeting.

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