

THE ASSOCIATION OF PHOTOGRAPHERS LIMITED

AOP

MEMORANDUM AND ARTICLES

THE ASSOCIATION OF PHOTOGRAPHERS LIMITED
Registered office: Somerset House, South Wing, Strand, London WC2R 1LA
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URL: www.the-aop.org
Company registered in England no. 01043846
VAT Registration no: 240431606

Memorandum of Association

1. The name of the Company (hereinafter called "the Association") is "THE ASSOCIATION OF PHOTOGRAPHERS LIMITED".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - (a)
 - (i) To defend vigorously and lobby for the best interests of the membership.
 - (ii) To promote the worth, credibility and standing of all photographers and the wider photographic profession.
 - (iii) To enable members to understand and safeguard their rights as authors.
 - (iv) To encourage the highest standards in creative, technical and commercial practices at all times.
 - (v) To form active links between photographers and those in related creative fields worldwide, and to recognise and respect each other's aims and needs.
 - (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the works of the Association.
 - (c) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
 - (d) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
 - (e) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
 - (f) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (g) To establish and support, or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
 - (h) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulations, restriction or condition which if an object of the Association would make it a Trade Union or do any other thing to register the Association as a trade union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or Management or Governing Body of the Association shall be chargeable for any property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of a commercial rate of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Association.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payments of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £10.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or

transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its, or their income and property among its, or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

Articles of Association

PRELIMINARY

1. The regulations contained in Table C in The Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company.

INTERPRETATION

2.1 In these Articles the following expressions have the following meaning unless inconsistent with the context:

“the Act”	the Companies Act 1985 as amended;
“Annual General Meeting”	an annual general meeting of the Members in accordance with the Act;
“the Association”	the above-named Company;
“the Board”	the Board of Directors for the time being of the Association;
“Director”	a director of the Company as appointed from time to time in accordance with Article 11;
“Executive Director”	the senior executive officer appointed by the Board;
“General Meeting”	a general meeting of the Members in accordance with the Act;
“in writing”	written, printed and lithographed, or part one and partly another, and other modes of representing or reproducing words in a visible form and words importing the singular number only shall include the plural number and vice versa;
“Independent Director”	an individual elected to the Board by the Directors;
“Member”	a member of the Company;
“Member Director”	a Member elected to the Board by the Members at a General Meeting;
“Month”	calendar month;
“the Office”	the registered office of the Association;
“these Articles”	these Articles of Association, and the regulations of the Association from time to time in force;
“President of the Association”	the Member Director elected to such position by the Board pursuant to the provisions of Article 16.3;
“the Seal”	the common seal of the Association; and
“The United Kingdom”	Great Britain and Northern Ireland.

2.2 Words denoting the singular shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine gender and the neuter and words importing persons shall include corporations.

2.3 Subject as aforesaid, any words or expressions defined in the Act or a statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

MEMBERS

3.1 Eligibility & Rights of Members

Photographer Member

Photographers with at least two years of proven professional practice and whose clients are commercial buyers or professional commissioners of photography.

Agent Member

Individuals who are photographic agents, provided that no further photographic agents will be admitted if after such admission, the total of the Photographer and Agent members would exceed 9% of the aggregate of Photographer and Agent Members.

Honorary Member

Individuals who are nominated as such in accordance with Article 3.4 below.

Corporate Member

Those corporate bodies who have been admitted as members prior to the adoption of these Articles.

3.2 Photographer Members, Agent Members and Corporate Members shall have such rights as members are entitled to have under the Act, and shall in particular be entitled to receive notice of, attend and vote at General Meetings. Corporate members may not stand for election to the Board.

3.3 At the date of the adoption of these Articles, no further Corporate Members shall be considered for membership to the Association.

3.4 The Members may from time to time nominate at a General Meeting any person to be an Honorary Member, whether or not such person is already a Photographer Member or an Agent Member. The length of time such a nominated person shall remain an Honorary Member shall be for a period thought fit by the Members. An Honorary Member shall not be liable to pay a joining or annual subscription fee or be entitled to vote at General Meetings, unless he is also a Photographer Member or an Agent Member in which case he shall be entitled to those rights mentioned in Article 3.2 above.

3.5 The rights and privileges of a Member are personal to such Member who shall not be at liberty to transfer his membership, rights and/or privileges to any other person.

4. Every application for membership shall be in such form as the Board shall from time to time prescribe. All applications for membership shall be considered by the Board (or any other body approved by the Board for that purpose) and the admission or rejection of the applicant determined at the Board's sole discretion without attributing any reason for such decision. The Board may require an applicant to supply such evidence of eligibility as it considers reasonably necessary.

5. Subject to Article 3 every applicant for membership shall pay a registration fee of £10 or such other sum as shall from time to time be determined by the Board and on being admitted every Member of the Association except Honorary Members shall pay an

annual subscription of £60 or such other sums as shall from time to time be determined by the Board to be paid on such dates and by such instalments as the Board may from time to time decide or accept. The annual subscription shall be paid within 30 days of falling due and failure by the Member to give written notice within that period of his intention to resign his membership shall render him liable to pay the annual subscription for the following year provided that if any Member shall have failed to pay his subscription or an instalment thereof (as the case may be) for any year within 90 days of the same becoming due the Board shall at its discretion be empowered to terminate his membership forthwith but without prejudice to such rights as the Association may have against the Member in respect of unpaid fees.

6. Subject to the provisions of Article 4 above any Member of the Association who shall desire to retire shall signify such desire in writing to the Company Secretary and thereupon his name shall be removed from the list of Members and he shall be deemed to have retired.

7. The Board may terminate the membership of any Member whose conduct is such as shall in their opinion be injurious to the character of the Association or the interests of the Members or shall be abusive to the staff of the Association. Before a Member is expelled his conduct shall be enquired into by the Board and he shall be given full opportunity to justify or explain his conduct. If a majority of the Board present when the matter is enquired into are of the opinion that the Member has been guilty of such conduct as aforesaid and that the Member has failed to justify or explain it satisfactorily, the Board shall call upon the member to resign and if he does not resign, shall terminate his membership. The Board's decision is final.

GENERAL MEETINGS

8.1 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

8.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8.3 The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition by Members, or in default as may be convened by such requisitionists, as provided by Section 368 of the Act being not less than 10% of the of the Members. Meetings requisitioned under Section 368 shall be held within 3 months of such requisition.

8.4 Twenty-one days' notice in writing at the least of every Annual General Meeting whether or not Ordinary or Special Resolutions are to be passed (exclusive in every case both of the day on which it is served or deemed to be served and of the day of meeting), and in the case of special business the general nature of that business, shall

be given in a manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Association.

8.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

9.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and the election of Members to the Board.

9.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 10% of the voting membership or 40 Members, whichever is the lesser, present in person or by proxy shall be a quorum.

9.3 If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as conveniently near to the original place the Board may reasonably determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

9.4 The Chairman of the Board shall preside as chairman at every General Meeting ("Chairman"), but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose a Member to preside.

9.5 The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

9.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands demanded by the Chairman or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman

of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

9.7 Subject to the provisions of Article 9.8, if a poll be demanded in the aforesaid manner, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

9.8 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

9.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

9.10 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

10.1 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

10.2 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy by demand or join in the demand for a poll. A proxy must be a Member.

10.3 The instrument appointing a proxy shall afford the Member the opportunity to instruct the proxy how he shall vote.

10.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised on that behalf.

10.5 The instrument appointing a proxy and the power of the attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours

before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

10.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

10.7 The Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, to send, convey or supply all types of notices, documents or information to the Members by means of electronic equipment for the processing, storage and transmission of data, employing wires, radio optical technologies or any other electromagnetic means, including by making such notices, documents or information available on a website.

THE BOARD

11.1 The Board shall consist of 12 Directors made up of 7 Members and 1 Assistant elected by the Members at a General Meeting, 1 Executive Director, and 3 Independent Directors elected by the Board. There shall be no minimum number of Directors. If the number of Directors falls below 12 and the Board is unable to fill any vacant position then this shall not be deemed to be a breach of these Articles and the minimum number of Directors shall be deemed to be such number of Directors below 12 who remain as Directors always provided that the majority remaining are Member Directors. Not more than 1 Member Director shall be an Agent Member and no Independent Director shall be an Agent Member.

11.2 Subject to the provisions of 11.1 the Directors shall have power at any time, and from time to time, to appoint a person who is willing to act as a Director to fill a vacancy, providing that the maximum number of Directors does not exceed 11. A Member or Assistant Director appointed by the Directors to fill a vacancy must retire and stand for election by the membership at the next AGM following his appointment.

11.3 Member Directors will, at the discretion of the Board, be required to have experience of working within a working group of the Association.

11.4 Assistant Directors shall have a minimum number of three (3) years as an AOP Assistant and be fully paid up of any subscription fee in force at the time of being elected.

11.5 Each Director, save for the Executive Director, shall be required to retire on the second anniversary of their appointment to the Board save that in the case of a Member or Assistant Director they are re-elected by the Members at a General Meeting for a further 2 years and in the case of an Independent Director they are re-elected by

the Board for a further 2 years. No Director, save for the Executive Director, may be appointed for a continuous period of more than 6 years and must have retired from the Board for a minimum of 1 year before he can be reappointed.

11.6 The quorum for meetings of the Board shall be 6 or if there are 7 Directors or less, the quorum shall be the number of Directors less one, always provided that the majority present are Member Directors.

POWERS OF THE BOARD

12.1 The business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property and to issue debentures, debenture stock or other securities as security for any debt, liability or obligation of the Association.

12.2 Notwithstanding the provisions of Article 12.1, the Board may not:

12.2.1 sell the premises of the Association without having received prior consent from at least 51% of the Members in a General Meeting; nor

12.2.2 borrow an unsecured amount being equal to more than 10% of the Association's balance sheets assets value minus depreciation at that time.

EXECUTIVE OFFICER

13. The Board may appoint an executive officer or officers for such time, at such remuneration and upon such conditions as they think fit and any executive officer so appointed may be removed by them. The Board may delegate such duties and responsibilities as they think fit to enable such executive officer or officers to conduct the day to day business of the Association including the function of secretary in relation to the Association.

SEAL

14. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Directors of the Board, and the said Directors and executive officer or officers shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association. Such signatures shall be conclusive evidence of the fact that the seal has been properly fixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD

15.1 The office of a Member of the Board shall be vacated:

15.1.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors;

15.1.2 If he becomes of unsound mind;

15.1.3 If he is removed by the Members in General Meeting, or where he is an independent Director if he is removed by either the members in a General Meeting or the Board;

15.1.4 If by notice in writing to the Association he resigns his office;

15.1.5 If he is not present at two consecutive meetings of the Board for whatever reason without the written consent of the Board.

15.2 Section 293 of the Act shall not apply to the Association and accordingly no person shall be debarred from being a Member of the Board by reason of his age.

PROCEEDINGS OF THE BOARD

16.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.

16.2 The Board shall elect one of the Independent Directors as chairman of The Board and may at any time remove him from that office. Should there be no suitable Independent Director a Member Director will be elected to act until a suitable Independent Director is found. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of the Board at which he is present. If the Director holding that office is unwilling to preside, the Directors present may appoint one of their number to be chairman of the Board meeting.

16.3 The Board shall elect one of the Member Directors, having a minimum of 1 year's

service on the current AOP Board or 2 years' service on a previous AOP Board such service to have been served during the past 5 years, as President of the Association and may at any time remove him from that office.

16.4 A Member of the Board may, and on the request of a Member of the Board, the executive officer or officers shall, at any time, summon a meeting of the Board by notice served upon the several Members of the Board. If a Member of the Board is unable to attend a meeting in person, whether it be temporarily or permanently, he may participate in a Board meeting by telephone, web cast or using any other suitable medium as may be agreed by the Board from time to time. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum.

16.5 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

16.6 The Board will delegate any of their powers to working groups consisting of such persons, Members or Directors as they think fit, and any working group so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such working group shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

16.7 All acts bona fide done by any meeting of the Board or of any working group of the Board, or by any person acting as a Member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they, or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Board.

16.8 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of Working Groups of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if signed by the chairman of such meeting, or by the chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

16.9 A resolution in writing signed by all the Directors of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

ACCOUNTS

17.1 The Board shall cause proper books of account to be kept with respect to:

17.1.1 all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

17.1.2 all sales and purchases of goods by the Association; and

17.1.3 the assets and liabilities of the Association. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

17.2 The books of account shall be kept at the office, or subject to Section 222 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of members of the Board.

17.3 At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board, and copies of such account, balance sheets and reports (all of which shall be framed in accordance with statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, to be sent to all persons entitled to receive notices of General Meeting in the manner in which notices are hereinafter directed to be served.

NOTICES

19.1 A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members, or by electronic transmission to any electronic address supplied by such Member.

19.2 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

20 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names, addresses and descriptions of subscribers

ANTHONY BLAKE, Photographer, 50 Hill Rise Richmond Surrey

JOHN KEVERN, Photographer, 9 Rathbone Place London W1

BOB CROXFORD, Photographer, Cubitts Yard James Street London WC2

CLIVE BOURSHELL, Photographer, 52 Beauchamp Place London WC3

COLIN GIBBS, Photographer, 53 Mortimer Street London W1