

**SOCIETY FOR ADOLESCENT AND YOUNG PEOPLE'S HEALTH
IN NIGERIA (SAYPHIN)**

BYE-LAWS

DRAFT

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PREAMBLE

The Society for Adolescent and Young People's Health In Nigeria (SAYPHIN) is a multidisciplinary organisation committed to improving the physical, mental and social health and well-being of adolescents and other young people through advocacy, health promotion, health service delivery, professional development, and research.

SECTION I: THE GENERAL ASSEMBLY

Article 1: The General Assembly (the biennial general meeting) shall be the supreme organ of the Society. It shall decide the overall direction of the Society's policy. It shall amend the Constitution, if necessary; and its decisions shall be binding on the entire Society.

Article 2: The General Assembly shall elect the Executive Committee. It shall review the Society's report and discuss the audit report, action plan and programme budget.

Article 3: The General Assembly shall be composed of members of the Executive Committee and all members of the Society present at the session.

Article 4: The General Assembly shall meet in ordinary session within the context of the biennial Scientific Conference of the Society as shall be fixed from time to time. The General Assembly may be convened in special session by the Secretary-General within one calendar month on the receipt of a request for same signed by at least 50 members of the Society in good financial standing from at least 3 affiliate member organizations as the need arises.

Article 5: Notice for ordinary or special sessions together with the agenda must be sent to members by e-mail or telephone short message system (SMS/text message), at least twenty one (21) days before the fixed date for the meeting. The agenda for the meeting shall be prepared by the Executive Committee.

Article 6: The sessions of the General Assembly shall be chaired by the National President.

Article 7: Minutes of the sessions of the previous General Assembly shall be prepared and presented to the General Assembly by the Secretary - General. The President shall present an address highlighting the state of the Society at the regular session of the Society.

Article 8: The Financial Secretary, Treasurer and Auditor (s) shall present the financial reports of the Society at the regular session of the General Assembly.

SECTION II: THE ADVISORY BOARD

Article 9: The Advisory Board shall be a body charged with advising the Executive Committee on all matters pertinent to the Society.

Article 10: It shall meet in ordinary session at least once a year: the meeting of the Board shall be convened by its Chairman. The recommendations of the Advisory Board shall be summarised in a report to the Executive Committee.

(i) **Article 11:** The Advisory Board shall consist of 11 members: three Immediate Past Presidents, three Immediate Past Secretaries, two Fellows nominated by the National Council and three additional members as decided by the General Assembly by simple majority. The most senior Past President in terms of the period of holding office shall be the Chairman of the Advisory Board in whose absence the Board should appoint a Chairman for that meeting. The Board shall appoint a secretary from among its members.

SECTION III: EXECUTIVE COMMITTEE

Article 12: Duties of the Executive Committee shall include;

- a) Preparation of action plan and budgets which shall be presented for ratification by the General Assembly.
- b) Driving the implementation of the action plan and budgets adopted by the General Assembly.
- c) Coordination of the activities of the General Assembly.
- d) Seeking and maintaining relations with organizations, governments and partners in furtherance of the objectives of the Society.
- e) Monitoring members' compliance with the Society's constitution.

Article 13: Mode of assumption of office by the Executive Committee shall be;

- a) Through a general election by the General Assembly at its biennial General Meeting of the relevant election year following the expiration of term of office of the existing Executive Committee.
- b) Elections shall be decided on the basis of simple majority of the votes cast at the elective General Assembly.

Article 14: Term of office for the Executive Committee;

- a) Shall be for two years renewable for another term of two years.
- b) Re-election into the same office after two consecutive terms in office shall only be possible after a break of four years.

Article 15: Duties of the President

The President shall;

- a) Be the spokesperson of the Society at all times.

- b) Convene and chair the ordinary or special sessions of the General Assembly and also the meetings of the Executive Committee and the Executive Council of the Society except where issues of conflict of interest arise. In such situations, the First Vice President shall chair the meeting of the Executive Committee or General Assembly.
- c) Sign the official documents of the Society.
- d) Serve on the Advisory Board of the Society.
- e) Monitor compliance with the Society's constitution.

Article 16: Duties of the Vice Presidents

A) The First Vice President shall;

- a) Identify external institutions capable of maintaining a partnership with the Society.
- b) Submit partnership projects so identified to the Executive Committee for ratification.
- c) Act for the President in his/her (President's) absence or incapacity in line with the constitution.
- d) Perform other duties as may be assigned to him/her by the President or the Society.

B) The Second Vice President shall;

- a) Act in the absence of the President and the first Vice President.
- b) Perform other duties as may be assigned to him/her by the President or the Society.

Article 17: Duties of the General Secretary

The General Secretary shall;

- a) Prepare documents for meetings of the Executive Committee, Executive Council, Board of Trustees and the General Assembly.
- b) Ensure a timely dispatch of notices/invitations for meetings.
- c) Prepare report of the different meetings for presentation when required.
- d) Organize the secretariat of the General Assembly.
- e) Ensure the widest possible distribution of the Society's documents to members.
- f) Perform other duties as may be assigned to him/her by the President or the Society.

Article 18: Duties of the Deputy General Secretary

The Deputy General Secretary shall;

- a) Assist the General Secretary in the performance of his/her duties.
- b) Act as the General Secretary in the absence or incapacity his (General Secretary).
- c) Perform other duties as may be assigned to him/her by the President or the Society.

Article 19: Duties of the Financial Secretary

The Financial Secretary shall;

- a) Maintain the financial record of the Society.
- b) Sign the books of accounts including cheques jointly with the President or Secretary General.
- c) Make available all financial records of the Society in his/her custody when asked to do so by the Executive Committee or General Assembly for any purpose.
- d) Provide relevant financial details to the Treasurer on a regular basis.
- e) Perform other duties as may be assigned to him/her by the President or the Society.

Article 20: Duties of the Treasurer

The Treasurer shall;

- a) Keep custody of the cheque books of the Society and disburses funds in line with the approved budget.
- b) Issue receipts for all monies received on behalf of the Society.
- c) Provide statement of account to the Executive Committee and the General Assembly.
- d) Make available all financial records of the Society in his/her custody when asked to do so by the Executive Committee or General Assembly for any purpose.
- e) Provide relevant financial details to the Financial Secretary on a regular basis.
- f) Perform other duties as may be assigned to him/her by the President or the Society.

Article 21: Duties of the Public Relations Officer

The Public Relations Officer shall;

- a) Take responsibility for the production of the newsletter of the Society.
- b) Ensure the widest publicity for all the Society's activities and programmes.
- c) Perform other duties as may be assigned to him/her by the President or the Society.

Article 22: Duties of the Immediate Past President

The immediate Past President shall;

- a) Be an Ex-officio member of the Executive Committee.
- b) Be a member of the Advisory Board
- c) Perform other duties as may be assigned to him/her by the President or the Society.

Article 23: Duties of the Editor-in-Chief

The Editor-in-Chief shall;

- a) See to a regular publication of the Society's journal at such frequency as may be determined by the General Assembly.
- b) Seek advertisements, endorsements and such other commercial promotions

that will facilitate the publication of the Society's journal.

- c) Perform other duties as may be assigned to him/her by the President or the Society.

Article 24: Duties of the Ex-Officio I and II

The Ex-Officio shall;

- a) Be the immediate past President (Ex-officio I) and the immediate past Secretary-General (Ex-officio II)
- b) Assist the President in carrying out the duties and activities of his/her office
- c) The Ex-officio II (who shall be the immediate Past General Secretary) shall also specifically function as the archivist of the Society with responsibility for the documentation of the history of the Society
- d) Perform other duties as may be assigned to him/her by the President or the Society.

Article 25: Duties of the Youth Representative

The Youth Representative shall;

- a) Be a young person not older than 24 years of age and a full member of the Society.
- b) Be the voice of the young people in the deliberations of the Executive Committee and within the Society.
- c) Serve as a liaison officer between the youth professional network, other young people and the Executive.
- d) Advocate for adolescent and youth inclusiveness in all the Society's agenda and activities.
- e) Promote youth engagement within the Society and other partners.
- f) Perform other duties as may be assigned to him/her by the President or the Society.

Article 26: Duties of the President-Elect

The President-Elect shall;

- a) Understudy the President in his roles and responsibilities
- b) Assist the President in carrying out the duties and activities of his/her office.
- c) Perform other duties as may be assigned to him/her by the President or the Society.

SECTION IV: STANDING COMMITTEES

Article 27: Establishment of standing committees

- a) The Executive Committee on behalf of the Society shall establish the following standing committees:
 - i) Policy, programmes and strategy committee

- ii) Finance committee
 - iii) Scientific and research committee
 - iv) Professional development committee
 - v) Advocacy, communications and public relations committee
 - vi) Membership and honours committee
 - vii) Disciplinary Committee
- b) Each of the committees shall have a maximum life span of two years, which may be renewed for only once.
- c) Each of the standing committees shall be coordinated by at least a member of the Executive Committee and shall be constituted by the Council. The coordinators shall include:
- i) The President shall coordinate the policy, programmes and strategy committee.
 - ii) The First Vice President shall coordinate the professional development committee.
 - iii) The Second Vice President shall coordinate the scientific and research committee.
 - iv) The Financial Secretary shall coordinate the finance committee.
 - v) The Public Relations Officer shall coordinate the advocacy, communications and public relations committee.
 - vi) The immediate past president shall coordinate the membership and honours committee.

Article 28: Policy, programmes and strategy committee shall be responsible for:

- a) Prepare strategic vision and plan for the Society
- b) Recruitment and management of staff of the Society's secretariat.
- c) Preparing the administrative procedure manuals of the Society.
- d) Monitoring the implementation of the management procedures manual, acquisition of property for the Society, where necessary.
- e) Perform other duties as may be assigned to the committee by the President or the Society.

Article 29: Finance committee shall be responsible for:

- a) Preparing the annual budget of the Society in conjunction with the Executive Committee.
- b) Prepare the financial procedures manual for the Society.
- c) Submit to the Executive Committee a draft, unaudited financial report to the Executive Committee for onward presentation to the General Assembly.
- d) Liaise with the Financial Secretary of the Society to ensure that all books of accounts of the Society are made available to auditors for scrutiny.
- e) Carrying out fund raising efforts for the smooth execution of the Society's programmes/activities.
- f) Perform other duties as may be assigned to the committee by the President or

the Society.

Article 30: The scientific and research committee shall;

- a) Act as the "Think Tank" of the Society on matters of public health in Nigeria.
- b) Develop mechanisms and frameworks for collaboration between the Society and relevant institutions of public health research in the furtherance of our research objectives.
- c) Ensure adequate communication and wide dissemination of best available scientific outputs or discoveries that address health issues especially those relevant to Nigeria.
- d) Support the scientific component of the biennial scientific conference that shall bring together research stakeholders in public health in furtherance of the Society's goals.
- e) Liaise with the advocacy, communications and publications committee to ensure that the Society's journals and newsletters attain the best possible quality.
- f) In the pursuit of (a) to (e) above, ensuring that the Executive Committee is carried along at all times.
- g) Perform other duties as may be assigned to the committee by the President or the Society.

Article 31: The professional development committee shall:

- a) Initiate and promote actions geared towards the strengthening and professional development of members including organization of programmes like seminars, workshops, and mentoring initiatives.
- b) Liaise with local and international organizations, agencies and governments in the realization of (a) above.
- c) Develop frameworks for encouraging all members to take interest in continuous professional development.
- d) Perform other duties as may be assigned to the committee by the President or the Society.

Article 32: The advocacy, communications and public relations committee shall:

- a) Ensure wide circulation/dissemination of the Society's publications to members in good standing as well as the general public.
- b) Promote advocacy agenda to influence the government and other development partners to prioritize adolescent and young people's health in National development efforts and commit relevant resources towards this end.
- c) Perform other duties as may be assigned to the committee by the President or the Society.

Article 33: The Membership and honours Committee shall:

- a) Screen membership applications and make recommendations to the Executive committee for approval in the case of full membership, associate membership and life membership.

- b) Screen applications for institutional membership and make recommendations for further consideration of the Executive Committee, and ratification by the Executive Council.
- c) Screen applications and/or nominations for Fellowship and Honorary fellowship awards and make recommendations for further consideration of the Executive Committee followed by the Executive Council and ratification by the General Assembly.
- d) Make recommendations and reviews on other awards and honours the Society may choose to confer from time to time for further consideration of the Executive Committee followed by the Advisory Council and ratification by the Executive Council.
- e) Perform other duties as may be assigned to the committee by the President or the Society.

Article 34: Disciplinary Committee shall:

- a) Consist of five members who shall be voted for by the General assembly by simple majority.
- b) Handle any disciplinary case referred to it by the Executive Committee
- c) In case(s) where a member or members of the committee are involved the a matter coming before the Committee (as the complainant, defendant or similar roles), such members will be excused from the deliberation on that matter and be substituted by individuals nominated by the Executive Committee
- d) Perform other duties as may be assigned to the committee by the President or the Society.

Article 35: General modality of operation for the committees.

- a) Each committee shall have a maximum of seven members.
- b) Each committee shall develop her own work plan and submit same to the Executive Committee for their consideration and possible approval.

SECTION V: MEMBERSHIP

Article 36: Membership of the Society:

- a) Shall be as described in the Society's constitution.
- b) An intending individual or corporate member shall complete a membership form designed for this purpose.
- c) Membership fees will be proposed by the Executive Committee and approved by a simple majority of members at a General Assembly.

SECTION VI: MEMBERS' DUTIES AND ENTITLEMENTS/BENEFITS

Article 37: Duties of members are to:

- a) Carry out all activities in line with the mission, vision and objectives of the Society.
- b) Advocate for and support policies and programmes that positively impact the health and development of young people in Nigeria.
- c) Regularly attend meetings of the General Assembly and other constituent units to which they belong.
- d) Take active part in programmes organized by the Society pursuant to the fulfillment of her objectives.
- e) Regularly pay their dues.
- f) Contribute articles and materials to the Society's newsletter, journals, website and other social media platforms.

Article 38 : Entitlements and benefits of full individual members

Benefits of full individual members (including Fellows) shall include the following:

- a) a copy of "The Society's" constitution and byelaws.
- b) a copy of the Society's newsletter, journals and other publications voting on matters under deliberation at the General Assembly.
- c) to be voted for any elective office on the Executive Committee and other arms of the Society
- d) serve on committees set up by the Society.
- e) participate in the Society's events at discounted rates

Article 39: Entitlements and benefits of Associate individual members

Benefits of associate individual members shall include the following:

- a) a copy of "The Society's" constitution and byelaws.
- b) a copy of the Society's newsletter, journals and other publications voting on matters under deliberation at the General Assembly.
- c) participate in the Society's events at discounted rates

Article 40 : Entitlements and benefits of Affiliate institutions

Benefits for Affiliate Institutions shall include the following:

- a) One or more complimentary Individual Full Membership per year as determined by the Society based on the Institutional subscription paid. Complementary members can vote but cannot be voted for. Each institution shall only be entitled to one vote on any electoral matter or position
- b) Listed on the SAYPHIN list of Institutional members when annual subscription is paid
- c) Receive the latest news for SAYPHIN events and activities
- d) Opportunity to partner with SAYPHIN to bring a SAYPHIN event to their institution or location of interest
- e) Logo and Link included on SAYPHIN website
- f) can provide content for marketing-related email to SAYPHIN Members Program email list at no cost for maximum of twice a year after which fees will be paid for such services
- g) opportunity to display SAYPHIN logo and link on their website, newsletter/e-

- bulletin and other media
- h) Opportunity to access and search SAYPHIN membership list of experts to identify potential collaborators and experts
- i) can provide a list of courses and events links to be posted on the SAYPHIN website at subsidised rate
- j) get subsidised rate for advertisement and displaying their products at SAYPHIN events

Article 41 : Entitlements and benefits of Partner institutions

Benefit of Partner Institutions shall include the following:

- a) Participate in relevant activities of the Society
- b) Receive the latest news for SAYPHIN events and activities
- c) Receive priority notification of potential event sponsorship, exhibitor, and advertising opportunities
- d) Ability to access and search membership list of experts to identify potential collaborators and experts
- e) Partner can provide general content for dedicated email to member’s email list on payment of prescribed fees; the Society has the rights to waive such costs

SECTION VII: ELECTIONS

Article 42: Nominations for elections

Nominations for elections shall be done by;

- a) Elections shall be held at the regular meeting of the General Assembly convened for, or including that purpose
- b) Full members can make nominations and be nominated for offices in the Executive Committee.
- c) Associate members can vote but cannot nominate or stand for office.
- d) Affiliate institutional members have a right to a single vote through their complimentary membership on any specific issues. They shall have no right to nominate or stand for office.
- e) Two eligible members who are in good financial standing are required to nominate a similarly paid-up and eligible member for any elective office.
- f) An electoral committee shall be established at a General Assembly for the purpose of conducting elections at following General Assembly. The committee shall consist of five members including the chairman and secretary who will be specifically designated by the General Assembly. The electoral committee shall collate, screen and analyze all received nominations as well as count votes cast at the General Assembly and announce the results of the elections.
- g) Member of the electoral committee shall not be liable to run for an office in the Society. In the event that a member of the committee is interested in a position, he/she shall vacate the position at least six months ahead of the elective General Assembly. Any vacancy in the electoral committee shall be filled by an Executive Council nominee.
- h) Invitations for filling of nominations to fill vacant elective offices shall

be circulated to the full members of the Society by e-mail and/or text messages three or any other communication means (03) months before the elective General Assembly.

- i) Nominations will close a month to the meeting of the General Assembly that will conduct the elections. Nominations shall be done in writing using prescribed forms, and the potential candidate must accede his/her signature to such nomination application for it to be valid. Nominations can be done electronically or as hard copy.
- j) The electoral committee shall release the names of the approved candidates at least two weeks before the election
- k) Any disqualified candidate shall have the right to appeal to the Council, who shall determine his/her case within three days of receiving the petition and release its decision – which shall be final and binding on all members – within 24 hours of her meeting on the appeal. The Committee will be at liberty to decide the mode of handling such appeals – in person or electronically, or whether by a sub-committee of the full council.

Article 43: Voting Process:

- a) Shall be by secret ballot system or any other system as proposed by the Electoral committee and approved by the Executive Council.
- b) A simple majority of votes cast is required to win a particular elective office of the Executive Committee.
- c) In the case of a tie of votes, the President of the immediately dissolved Executive Committee shall be entitled to cast the decisive vote.

SECTION VIII: MEETINGS

Article 44: The national or central meetings of the Society shall include:

- a) National Executive Committee (NEC) meeting
- b) National Council meeting
- c) Regular session/meeting of the General Assembly
- d) Special session of the General Assembly

Article 45: National Executive Committee (NEC) meetings shall:

- a) Be convened quarterly the President, excluding the one to hold on the first day/arrival evening of every General Assembly.
- b) Have its notices circulated by the General Secretary.
- c) Be presided over by the President or one of the Vice Presidents in the absence of the President.

Article 46: National Executive Council meetings shall:

- a) Be convened annually by the President.
- b) Have its notices circulated by the General Secretary.
- c) Be presided over by the President or one of the Vice Presidents in the absence

of the President.

Article 47: Regular session of the General Assembly shall:

- a) Hold on the last day of the regular General Assembly which shall take place at suitable place as approved by the Council.
- b) Have its notices circulated by the Secretary General at least twenty one days before the due date.
- c) Have its host/venue decided at the previous General Assembly. In case of a need for change in the host/venue decided due to circumstances beyond the control of the Society, the Executive Council shall act on behalf of the General Assembly in deciding a new host/venue.
- d) Be presided over by the President.

Article 48: Special session of the General Assembly shall:

- a) Hold when there is a special need that may not wait for Regular session.
- b) Be convened at the instance of the Executive Committee through the President or where the Executive Committee is mandated by a request for the meeting signed by at least 50 members in good financial standing.
- c) Be chaired by the President except where issue pertaining to a disciplinary action against the President is the reason for convening the session. In that situation, the First Vice President shall chair the session.
- d) Have notices for the session widely circulated by the Secretary at least twenty one days before the due date.

SECTION IX: FINANCE

Article 49: The Society shall maintain suitable accounts in reputable commercial bank(s) as approved by the Executive Committee. Signatories to the Society's account shall be the President, Secretary General, and the Treasurer.

Article 50: The amount of membership dues and annual dues shall be set by the General Assembly based on the recommendation made by the Executive Committee.

Article 51: Membership dues shall be paid directly to the Society's account and notified to the Financial Secretary.

Article 52: Cash transactions with the Society shall always pass through the Financial Secretary to the Treasurer within seventy-two hours of such payment.

Article 53: An imprest account not exceeding one hundred thousand naira (N100,000.00) is to be maintained by the Executive Committee and this shall be handled by the Treasurer.

SECTION X: DISCONTINUATION OF MEMBERSHIP AND DISCIPLINE

Article 54: Discontinuation of membership

Membership of The Society shall be discontinued;

- a) Upon the death of an individual member or winding up of an Affiliate or corporate member.
- b) If a member resigns his/her membership.
- c) With respect to (b) above, such resignation can only be accepted upon payment of all outstanding dues of "The Society" by the resigning member
- d) If a member is expelled following the recommendation of a disciplinary committee and approval of the Executive Committee of The Society.
- e) If a member fails to renew his/her annual membership dues for four consecutive years, except when failure of renewal is with the knowledge and understanding of the Executive Committee.
- f) For such persons whose failure of renewal had the knowledge and understanding of the Executive Committee, membership can be revalidated only upon the payment of all outstanding dues.

Article 55: Discipline

- a) Members shall lose their voting right or eligibility to be voted for such periods when they have not yet paid their dues. Members will also lose the right to the Society's journal, publications and access to other resources during the period that s/he has defaulted.
- b) Members deemed to have committed offences against the Society and the spirit of its constitution and bye-laws of such nature and degree that are considered to be deserving of disciplinary action shall be liable to a disciplinary process that shall guarantee them fair hearing. Offences in this category include betrayal of trust of office, dishonesty and theft with regards to the Society's properties and resources, neglect of official responsibilities or officially assigned responsibilities, or engagement in any action that can bring the Society to disrepute or incur significant losses in privileges, resources and/or good will.
- c) Reports regarding such offences shall be communicated in writing by the reporting individual(s) to the Executive Committee through the office of the General Secretary. The Executive Committee, on deliberation on the issues, and if it finds the case to be of merit shall refer the case to the Disciplinary Committee.
- d) Based on the degree of offence, the specific penalties members may incur include:
 - i) Probation
 - ii) Expulsion
 - iii) Others (including fines, letters of apologies)
- e) Any member who is dissatisfied with the decision of the Disciplinary Committee shall have a right to appeal to the Advisory Board through the Executive Committee within a month of the decision of the Disciplinary Committee; the decision on the Advisory Committee shall be final on such disciplinary matters

SECTION X: AMENDMENT

Article 56: Amendments to the constitution and by-laws of the Society may be proposed by the Executive Committee, or the Executive Council or any 10 or more full members of the Society in good financial standing through the following procedures;

- a) A proposal for amendment of the Byelaws can be made for every General Assembly of the Society as long as the amendments being sought have been sent to the Secretary General and circulated to all members in good standing for their information and possible inputs at least one month to the regular General Assembly
- b) A proposal for the amendment of the Constitution, which should not occur before 4 years of the previous adoption, shall be presented at the floor of the General Assembly, citing the articles that require amendment with reasons
- c) The General Assembly nominates a seven (7) man constitution or byelaw review committee that will conduct the review through wide consultations and submit their report to the Executive Committee within six (6) months of their appointment.
- d) The Executive Committee mails a copy of the draft review to all members in good standing with e-mail addresses at least one month before the date of the next General Assembly following the amendment proposal.
- e) The General Assembly following the one that appointed the constitution or by-law review committee shall consider the draft review for improvements and adoption.

SECTION XI: DISSOLUTION/WINDING UP

Article 57: The Society may wind up or get dissolved under the following circumstances:

- a) In the event of irreconcilable disputes in the Society, a proposal for dissolution of the Society may be presented to the General Assembly through the Executive Committee.
- b) The Executive Committee, on receipt of such proposal in (a) above, shall give the widest circulation of an invitation to members to attend a Special General Assembly where the proposal shall be the only item for discussion.
- c) The sponsors of the proposal shall be made to throw more light on their proposal at the floor of the Special General Assembly.
- d) The Society shall stand dissolved by a two-thirds majority of members voting at the floor of the Special General Assembly.
- e) The actual substantial liabilities of the Society must be settled from its assets or by added taxation of the members of the Society proportionately, if need be, before the winding up of the Society.

- f) The assets of the Society shall be transferred, not to her individual or institutional members but to any other not-for-profit organizations with similar public benefit objectives as the Society.
- g) All such processes shall be in accordance with the relevant sections of the legal regulations of the country.

Adopted at _____, on _____

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