

## Regulations

# Terms of Reference for RPS Community

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Prepared with the support of **Simon Freemont**, Chair of RPS Members Committee;  
**Group Chairs** and **Regional Organisers** (through the RPS Members Committee) and the members  
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### Document Control

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**Table of Contents**

GROUPS	3
REGIONS	13
RPS Professional Group	21

## Terms of Reference

### GROUPS

#### Validity

A Group (also known as Special Interest Group, "SIG") shall be deemed to be an official Group of the RPS only if the formation of that Group has been proposed by the Chief Executive Officer (CEO) and ratified by the Board of Trustees. Dissolution of a Group may only be made by the Board of Trustees upon the recommendation of the CEO.

#### Name

Each official Group of the RPS shall be given a formal name agreed between the Executive Team and the Board of Trustees.

#### Sub-Groups

A Group has no authority to form or establish or otherwise create a sub-Group (excluding *ad hoc* working groups or activity groups) without the express authority of the CEO ratified by the Board of Trustees. Where such a sub-Group is authorised to be brought into existence, a Terms of Reference document for that Group shall be drawn up and shall become active only upon ratification of that document by the Board of Trustees. Subject at all times to any instruction from the CEO, the management of any sub-Group shall be overseen by the Committee of the Group that sponsored its formation.

#### Scope of Special Interest

Each Group shall have a clearly defined scope of special interest that shall be recorded in the Schedule of Groups, attached hereto as an Annex that may from time-to-time be revised.

#### Membership of Group

Any member of the RPS may elect to become a member of any Group and upon payment of the relevant Membership Fee levied by that Group shall become a member of that Group. There is no obligation for a member of the RPS to join any Group nor is there a limit to how many Groups a member may join. A member may resign their membership of any Group either via the membership portal on [rps.org](http://rps.org) or by notifying the Group Secretary by email.

#### Governance

Each Group shall be governed by a Group Committee which shall be subject to these Terms of Reference, the Royal Charter of the RPS, the By-Laws of the RPS, any Regulations properly ratified by the Board of Trustees (including but not limited to the RPS Member Code of Conduct), and any Written Directive or Instruction that may from time-to-time be issued by the CEO.

#### Composition of the Group Committee

A 'full committee' shall comprise **seven** persons, being **five Officers** and **two Ordinary Members** although a 'working committee' may comprise, at a minimum, only three Group Officers:

- (1) a [name of Group] Group Chair [eg: "Documentary Group Chair"]
- (2) a [name of Group] Group Finance Officer (formerly known as the Group Treasurer)
- (3) a [name of Group] Group Secretary

Additionally, the Group Committee may include two further Group Officers and two Ordinary Committee Members not holding office:

- (4) a [name of Group] Group Engagement & Events Officer
- (5) a [name of Group] Group Communications Officer
- (6) up to two other Ordinary Committee Members, not holding office (with full voting rights)

If a Group is unable to constitute a Group Committee of, at a minimum, the three Officers named above as (1) (2) and (3), the Group shall be suspended until such time as a Committee can be properly constituted by election. As a temporary measure, either (1) the Committee from another Group may be empowered by the Board of Trustees to deliver *pro tem* the role of the Group Committee for a maximum period of twelve months; or (2) the CEO may appoint a Temporary Group Committee for a maximum period of twelve months to ensure the effective operation of the Group. If, after this 12 month period, no Group Committee can be constituted, the Group shall be dissolved. In the event that a Group is dissolved any sub-Groups of that Group shall also be dissolved.

The specific role of each Group Officer or Ordinary Committee Member will be defined by the Group Committee in agreement with the post-holder. The role and scope must be recorded in the Minutes of the meeting at which the role and scope was agreed.

**NOTE** Existing Group Committees should conform to the requirements of these Terms of Reference - including but not limited to the composition of their Committee - at or by the date of their next AGM or within six months of 22 March 2024 (that is on or before 22 September 2024), whichever is the later.

### **Election of Committee**

The Group Officers (up to five) and Ordinary Committee Members (up to two) shall be elected from the membership of the Group following a process as from time to time may be agreed by the Board of Trustees. The election process shall be managed by the Chair of MemCom or their appointed representative. Wherever possible, the timing of an election shall be such that the result of the election may be notified to members of the Group at a General Meeting (normally the Annual General Meeting). The result of the election shall be notified by the Chair of MemCom (or their appointed representative) to the members of the Group at a General Meeting or, in exceptional circumstances, by email.

### **Term of Office**

The Officers and Ordinary Committee Members shall serve for a term of three years whereupon they may stand for re-election for a further term of three years. There is no maximum number of consecutive terms of office that a person may serve as an Officer or Ordinary Committee Member save for the fact that an election must be held every three years.

If an Officer or Ordinary Committee Member shall resign or leave office for any reason before the end of their elected term, a replacement may be co-opted directly by a majority decision of the Committee. Such co-opted Officer or Ordinary Committee Member shall serve for the remaining term of the member whom they replaced. The co-opted Officer or Ordinary Committee Member may stand for election to the substantive appointment at the next election.

### **Committee Meetings**

The Group Committee shall meet at least quarterly. With the agreement of a simple majority of the Committee as to the date of the meeting, the Group Secretary shall give a minimum of 14 days Formal Notice and Agenda of Meeting to members of the Committee with papers distributed at least 7 days in advance of the meeting.

The conduct and agenda for a Committee meeting shall be as agreed in advance by the members of the Committee. The meeting shall be chaired by the Group Chair or, in their absence, by any other Officer (but not Ordinary Member) of the Committee.

Minutes of the meeting shall be taken by the Group Secretary and a copy sent to all Committee members within 14 days of the meeting. A copy of the minutes shall also be deposited with the RPS Volunteer Coordinator(s), also within 14 days of the meeting, for retention by the RPS for reference of the Board of Trustees and the staff as necessary. There is no obligation for Committee minutes to be circulated to Group members.

Committees may delegate responsibilities to individual volunteers or to teams of volunteers to assist it in the execution of its duties or in delivery of Group activities. The committee remains wholly and exclusively accountable for those activities.

### **Quorum**

The quorum of the Group Committee shall be any three members of the Committee (whether Officer or Ordinary Member) or half of the members of the Committee (rounded up to a whole number), whichever is the greater. Therefore, to be quorate, a meeting of the Committee shall have at least one Group Officer present.

### **Reporting**

Minutes of Group Committee Meetings shall, at a minimum, comprise the following information:

- (1) Date and time (start / end) of meeting
- (2) Location of meeting
- (3) Name of Chair of meeting
- (4) Names of Committee Members present at the meeting
- (5) Names of members present at the meeting
- (6) Apologies of Committee Members and members received
- (7) Details of information presented to the meeting
- (8) Details of actions agreed
- (9) Update on actions agreed at previous meeting/s
- (10) Details of decisions agreed
- (11) Date of next meeting/s

Any matters arising from the Minutes that require briefing to or a decision of the Board of Trustees shall be notified to the CEO and brought before the Board of Trustees by the CEO at the earliest opportunity.

### **General Meetings**

The Group Committee shall each year hold and conduct an Annual General Meeting (AGM) and, in exceptional circumstances, may additionally hold and conduct an Extraordinary General Meeting (EGM) when necessary. With the agreement of a simple majority of the Committee, the Group Secretary shall give a minimum of 21 days Formal Notice and Agenda to members of the Group of a forthcoming General Meeting.

The conduct and agenda for a General Meeting shall be as agreed in advance by the members of the Committee. The meeting shall be chaired by the Group Chair or, in their absence, by any other Officer (but not Ordinary Member) of the Committee. Minutes of the meeting shall be taken by the Group Secretary and a copy sent to all Committee members within 14 days of the meeting.

A copy of the minutes shall also be deposited with the RPS Volunteer Coordinator(s), also within 14 days of the meeting, for retention by the RPS for reference of the Board of Trustees and the staff as necessary. Minutes of any General Meeting shall be made available to Group members.

Notwithstanding the foregoing, the agenda of an AGM shall include, at a minimum, the following items:

- (1) Welcome from Group Chair (or other member of the Group Committee)
- (2) Apologies from those members unable to attend
- (3) Minutes of the previous AGM (and any EGM held since the previous AGM)
- (4) Report on actions from previous AGM or any subsequent EGM
- (5) Annual Report of the Group presented by the Group Chair (or other member of the Group Committee)
- (6) Financial Report of the Group presented by the Group Finance Officer (or other member of the Group Committee)
- (7) Q&A Session for Group members with the Group Committee
- (8) Result of election of Group Officers and Ordinary Members of the Group Committee (in an election year)
- (9) Date of the following year AGM
- (10) Thanks and Close

### **Purposes (Group Activities)**

The Group shall provide opportunities, within its scope of special interest, to its members for engagement with photography, in support of the wider photographic initiatives offered by the RPS, and to encourage a social interaction among the community of photographers through which there can be a sharing of knowledge, experience and expertise between members of the RPS. Groups should seek to undertake activities and events with other Groups and with Regions to help engender a more vibrant, diverse and engaging RPS community.

As a minimum, the Group shall endeavour to provide the following to its members and, where appropriate, to the wider photographic community:

- (1) four in-person photographic activities per year
- (2) two presentations (online or in-person) by visiting speakers per year
- (3) one Distinctions Advisory Day per year or some alternative event if focussed directly on encouraging and supporting Members in their pursuit of a Distinction.
- (4) one exhibition of members' work (biennially) or a seminar, or a conference
- (5) two Group Newsletters (digital) or Group Journals at least six-months apart
- (6) an informative Group webpage hosted permanently on the [rps.org](https://rps.org) website and including the names, positions and short biographies of the Group Committee members; details of forthcoming Group events; illustrated reports on recent Group activities; select member portfolios and brief biographies.

### **Authority for Purposes**

The Group shall have authority delegated by the Board of Trustees to undertake those Purposes detailed above. No authority is given or implied for the award of any bursaries directly by a Group; these can only be awarded by RPS through its bursary scheme.

### **Limitation of Purposes**

The Group shall undertake only those Purposes stated above unless further Purposes are agreed upon by its members and approved by the Board of Trustees, or are otherwise instructed, from time to time, in writing, by the Board of Trustees and only then for such time as may be prescribed by the Board of Trustees.

### **Resources**

Groups exist solely for the purpose of providing services to Members. Any resources provided to Groups by the RPS must therefore be deployed wholly, exclusively, and necessarily for the delivery of Purposes to the Members. To further the delivery of such Purposes RPS shall provide support in the following areas:

- Staff Team
- Technology
- Training and Development
- Finance (see Finance section)

The exact nature of such support, and the operational processes, shall be as per the

**Group Operating Guidelines** document as provided and updated by RPS from time to time.

RPS will undertake an annual consultation with the Groups (via MemCom) to consider any requests for additional resources or capabilities, the provision of such to be prioritised at RPS sole discretion.

### **Finance**

Groups exist solely for the purpose of providing services to Members. Groups are self-funded and permitted raise revenue through an annual Group Membership Fee, and by charging Additional Fees for participation in individual events.

Any revenue generated by Groups must be deployed wholly, exclusively, and necessarily for the delivery of Purposes to the Members. The extent of Group Membership Fees and Additional Fees is to be determined by the Group Committee at its sole discretion, save that all Groups must aim to achieve a balanced budget on an annual basis.

To further the delivery of such Purposes, RPS shall support the finance operations of Groups in the following areas:

- Transaction services including e commerce
- Banking services
- Accounting and Reconciliation
- Expenses processing
- Auditing (at RPS discretion)
- Training and finance support

The exact nature of such support, and the operational model and requirements, shall be as per the **Group Finance Guidelines** document as provided and updated by RPS from time to time.

### **Expenses**

Group Officers and Ordinary Members of the Group Committee and any *ad hoc* supporters for events are volunteers and no fees shall be paid in any circumstance. In the event that the Group Committee by simple majority vote decide that an in-person meeting is necessary and beneficial, then normal RPS expense approval and reimbursement procedures shall apply.

### **Review**

These Terms of Reference may be revised, amended or otherwise altered by the Board of Trustees. Any revision, amendment or alteration shall be notified in writing to the Group Chair, or in the absence of the Group Chair to the Group Secretary or in the absence of the Group Chair and Group Secretary to another member of the Committee, at least 28 days prior to the date upon which such revision, amendment or other alteration shall take effect.

Upon periodic review of these Terms of Reference, the Group Committee may petition the Board of Trustees, in writing to the Chair of Trustees, for a revision, amendment or other alteration to these Terms of Reference. The Board of Trustees shall be obliged to consider such petition as soon as practicable but, in any event, not more than 90 days from receipt of such petition by the Chair of Trustees. After consideration of the petition, the Chair of Trustees shall notify the Group Committee of the decision and confirm the detail of any revision, amendment or other alteration to these Terms of Reference.

### **Exemptions**

The Board of Trustees delegates to the CEO the authority to approve exemptions to the provisions of these Terms of Reference as and when necessary on the basis that any exemption so approved shall be for a specified period or for a specific time-limited purpose. The detail scope and time limit of any exemption must be confirmed in writing by the CEO to the Committee with a copy appended to these Terms of Reference.



**Governing Authority**

In the event of any error, omission or ambiguity in these Terms of Reference, or in the event of any dispute over the interpretation of these Terms of Reference, the Board of Trustees shall have full and final authority.

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# Schedule of Special Interest Groups

(Purpose or ambition: max 45 words)

## **Analogue**

Formed in 2015

*To foster community among enthusiasts and practitioners in analogue photography; facilitating skill sharing, resource exchange, and collaborative projects; to promote appreciation for traditional photographic techniques and processes; and advocate for the continued relevance of analogue techniques in modern photography practice.*

## **Archaeology & Heritage**

Formed in 1974

*To facilitate collaboration among photographers and archaeologists, promoting best practices in the documentation, preservation, and dissemination of photographic records of archaeological sites, artefacts, and cultural heritage; and to contribute to public awareness and education about the use of photography in these fields.*

## **Audio Visual**

Formed in 1977

*To explore, discuss, and promote various forms of temporal (time-based) art, including video, film, sound, and multiple-media performances and presentations; to foster collaboration among artists, researchers, and enthusiasts; and to advance techniques, theories, and appreciation for time-based artistic expressions across diverse audio and visual disciplines.*

## **Creative Eye**

Formed in 1991 (as the 'Creative' Group)

*To inspire, educate, and connect photographers exploring innovative and artistic approaches; we provide a platform for sharing ideas, techniques, and critiques, fostering a supportive community that encourages experimentation and pushes boundaries in visual storytelling and expression.*

## **Contemporary**

Formed in 1989

*It is about the "why" rather than the "what" of the photography. The Group will appeal to all photographers making work to a theme. "Photography that, through a body of work, conveys ideas, stimulates thought, and encourages interpretation; photographs "about" rather than "of".*

## **Digital Imaging**

Formed in 1996

*To facilitate learning, collaboration, and advancement within the realm of image-making in which digital photography is the principal medium; we provides a platform for discussing new technologies, sharing techniques, critiquing work, and exploring the evolving landscape of digital imaging, enhancing skills and fostering creativity.*

## **Documentary**

Formed in 1975

*To promote photography that communicates a clear narrative through visual literacy and storytelling; it can be applied to the photographic documentation of social, cultural, historical and political events, fostering discussion education, and advocacy which promotes understanding, empathy, and social change.*

## **Historical**

Formed in 1972

*To act as a forum for the research of photographic history; to promote knowledge and appreciation of the history of photography; and to encourage and develop skills in the collection, conservation, preservation, and recording of photographs, equipment, and documents relating to the history of photography.*

## **Imaging Science**

Formed in 1919 (as the 'Scientific and Technical' Group)

*To provide a forum for the exploration and understanding of the science behind photography and other imaging systems; we facilitate interdisciplinary collaboration among scientists, engineers, and practitioners to discuss and drive progress in research, development, and real-world applications of imaging systems.*

## **Landscape**

Formed in 2016

*To encourage the art and practice of landscape photography and advance the skills of those photographers working in this genre; and to spread understanding and enable development of these techniques through practical use and collaboration.*

## **Medical**

Formed in 1946

*To promote the use and advancement of imaging in all branches of medical and allied sciences to support medical developments, patient-care, medical education, research and publications.*

## **Nature**

Formed in 1976

*We seek to celebrate, conserve, and share the beauty and wonder of the natural world through photography; we foster a community of photographers passionate about wildlife, natural environments, and ecosystems, promoting environmental awareness, education, and appreciation through reliable and accurate images, visual storytelling and advocacy.*

## **Professional** (known as 'RPS Pro')

Formed in 2024

*RPS Pro exists to support, represent, educate, train, recognise excellence, qualify, safeguard and promote professional photographers and others operating within the wider professional photography sector. RPS Pro shall be a voice for the practicing professional photographer, student photographer, and others engaged in professional photography.*

*Note: due to the ambition of RPS to award certification of professional recognition and, ultimately, to award Chartered Photographer designation (per provision of the Royal Charter and subject to Privy Council approval), the 'RPS Pro' Group has separate ToRs that inter alia provide definitions of "bone fide professional photographer" and "provisional professional photographer."*

## **Travel**

Formed in 1990

*To promote the enjoyment and understanding of travel photography: of capturing the spirit of places and, through photography, sharing that spirit with others; and provide a forum where members can improve their knowledge and exchange views on travel photography and related issues.*

## **Visual Art**

Formed in 1921 (as the 'Pictorial' Group)

*To support and encourage all types and styles of photography that shows evidence of a personal vision or style which conveys a sense of design, emotion, mood or some meaning which encourages the viewer to look beyond the subject.*

## **Women in Photography**

Formed in 2018

*We are not a genre! We facilitate the celebration, education and collaboration of female and female-identifying photographers. We are the discussion that drives a greater awareness of the importance of women photographers past, present and future.*

## Terms of Reference

### REGIONS

#### Validity

A Region shall be deemed to be an official Region of the RPS only if the formation of that Region has been proposed by the Chief Executive Officer (CEO) and ratified by the Board of Trustees. Unless so approved, no other regional representation shall be formed nor shall any other regional representation be deemed to be an official Region of the RPS. Dissolution of a Region may only be made by the Board of Trustees upon the recommendation of the CEO.

#### Ireland (Éire)

Prior to the adoption, by Members, of new By Laws at an EGM held 27 March 2021 (note these By Laws remain subject to Privy Council approval), the Republic of Ireland (Éire) was included in "UK Regions" although this was politically incorrect and insensitive to our Irish members. Technically, Ireland (Éire) should be an RPS International Chapter. However, the Board of Trustees has afforded Ireland (Éire) special status to function as a Region of the RPS. Consequently, the term "UK Regions" is inappropriate and would be insensitive to the position of Ireland (Éire) as an independent sovereign state, hence the required use of the term "Regions" (without reference to "UK") when referring to the regions through which the RPS operates. This is enabled by RPS By Law 2023:24.2 which states *"The Board of Trustees may appoint such Members as it thinks fit to be Regional Organisers of the Society's activities to work in specified areas of the British Isles"* noting that the 'British Isles' is the geographical area that includes Great Britain (comprising Scotland, England, Wales) and the entirety of the island of Ireland (comprising Northern Ireland and the Republic of Ireland).

#### Name

Each official Region of the RPS shall be given a formal name agreed between the Executive Team and the Board of Trustees.

#### Geographical Limit

Each Region shall have a defined geographical limit per the attached postcode map of the United Kingdom (being Great Britain and collectively the six counties of Northern Ireland) that may from time-to-time be revised. The geographic limit of Ireland (Éire) shall be the Republic of Ireland (*Poblacht na hÉireann*) which consists of 26 counties of the 32 counties of the island of Ireland.

#### Sub-Regional Groups

A Region has no authority to form or establish or otherwise create a sub-Regional group (excluding *ad hoc* working groups or activity groups) without the express authority of the CEO ratified by the Board of Trustees. Where such a sub-Regional group is authorised, a Terms of Reference document shall be drawn up and shall become active only upon ratification of that document by the Board of Trustees. Subject at all times to any instruction from the CEO, the management of any sub-Regional Group shall be overseen by the Committee of the Region that sponsored its formation.

## Membership of Region

A member of the RPS shall, upon becoming a member, automatically be assigned to a single Region based upon their postal address registered at the time of their application to join the RPS.

A member may voluntarily elect to become a member of a Region other than that to which they were assigned on joining the RPS but in so doing must forfeit their membership of the Region to which they were originally assigned. A member of the RPS may at any time be assigned only to a single Region and may not therefore be assigned to two or more Regions.

A member may resign their membership of a Region either via the membership portal on [rps.org](https://rps.org) or by notifying the RPS Membership Manager by email.

In the event a Region is dissolved the Volunteer Coordinator, working to the instruction of the CEO or their representative, will reallocate the postcodes of the dissolved Region to another Region. Members can elect to remain in that reallocated Region or may voluntarily elect to become a member of a Region other than that to which they were assigned.

## Governance

Each Region shall be governed by a Regional Committee which shall be subject to these Terms of Reference, the Royal Charter of the RPS, the By-Laws of the RPS, any Regulations properly ratified by the Board of Trustees (including but not limited to the RPS Member Code of Conduct), and any Written Directive or Instruction that may from time-to-time be issued by the CEO.

## Composition of a Regional Committee

A 'full committee' shall comprise **seven** persons, being **five Officers** and **two Ordinary Members** although a 'working committee' may comprise, at a minimum, only three Regional Officers:

- (1) a [name of Region] **Regional Organiser** (commonly known as the "RO" and *de facto* Chair of the Regional Committee) [eg: "East Midlands Regional Organiser"]
- (2) a [name of Region] **Regional Finance Officer** (formerly known as the Regional Treasurer)
- (3) a [name of Region] **Regional Secretary**

Additionally, the Regional Committee may include two further Regional Officers and two Ordinary Committee Members not holding office:

- (4) a [name of Region] **Regional Engagement & Events Officer**
- (5) a [name of Region] **Regional Communications Officer**
- (6) up to two other Ordinary Committee Members, not holding office (with full voting rights)

If a Region is unable to constitute a Regional Committee of, at a minimum, the three Officers named above as (1) (2) and (3), the Region shall be suspended until such time as a Committee can be properly constituted by election. As a temporary measure, either (1) the Committee from a neighbouring Region may be empowered by the Board of Trustees to deliver *pro tem* the role of the Region Committee for a maximum period of twelve months; or (2) the CEO may appoint a Temporary Regional Committee for a maximum period of twelve months to ensure the effective operation of the Region. If, after this 12 month period, no Regional Committee can be constituted, the Region shall be dissolved. In the event that a Region is dissolved any sub-Regional Groups of that Region shall also be dissolved.

The specific role of each Regional Officer or Ordinary Committee Member will be defined by the Regional Committee in agreement with the post-holder. The role and scope must be recorded in the Minutes of the meeting at which the role and scope was agreed.

**NOTE** Existing Regional Committees should conform to the requirements of these Terms of Reference - including but not limited to the composition of their Committee - at or by the date of their next AGM or within six months of 22 March 2024 (that is on or before 22 September 2024), whichever is the later.

### **Election of Committee**

The Regional Organiser shall be appointed by the Board of Trustees under provision of RPS By Law 2023:24.2 following whatever recruitment and appointment process the Board may from time to time determine to be appropriate.

The remaining Regional Officers (up to four) and any Ordinary Committee Members (up to two) shall be elected from the membership of the Region following a process as from time to time may be agreed by the Board of Trustees. The election process shall be managed by the Chair of

MemCom or their appointed representative. Wherever possible, the timing of an election shall be such that the result of the election may be notified to members of the Region at a General Meeting (normally the Annual General Meeting). The result of the election shall be notified by the Chair of MemCom (or their appointed representative) to the members of the Region at a General Meeting or, in exceptional circumstances, by email.

### **Term of Office**

The Officers and Ordinary Committee Members shall serve for a term of three years whereupon they may stand for re-election for a further term of three years. There is no maximum number of consecutive terms of office that a person may serve as an Officer or Ordinary Committee Member save for the fact that an election must be held every three years.

If an Officer or Ordinary Committee Member shall resign or leave office for any reason before the end of their elected term, a replacement may be co-opted directly by a majority decision of the Committee. Such co-opted Officer or Ordinary Committee Member shall serve for the remaining term of the member whom they replaced. The co-opted Officer or Ordinary Committee Member may stand for election to the substantive appointment at the next election.

### **Committee Meetings**

The Regional Committee shall meet at least quarterly. With the agreement of a simple majority of the Committee as to the date of the meeting, the Regional Secretary shall give a minimum of 14 days Formal Notice and Agenda of Meeting to members of the Committee with papers distributed at least 7 days in advance of the meeting.

The conduct and agenda for a Committee meeting shall be as agreed in advance by the members of the Committee. The meeting shall be chaired by the Regional Organiser or, in their absence, by any other Officer (but not Ordinary Member) of the Committee.

Minutes of the meeting shall be taken by the Regional Secretary and a copy sent to all Committee members within 14 days of the meeting. A copy of the minutes shall also be deposited with the RPS Volunteer Coordinator(s), also within 14 days of the meeting, for retention by the RPS for reference of the Board of Trustees and the staff as necessary. There is no obligation for Committee minutes to be circulated to Regional members.

Committees may delegate responsibilities to individual volunteers or to teams of volunteers to assist it in the execution of its duties or in delivery of Regional activities. The committee remains wholly and exclusively accountable for those activities.

### **Quorum**

The quorum of the Regional Committee shall be any three members of the Committee (whether Officer or Ordinary Member) or half of the members of the Committee (rounded up to a whole number), whichever is the greater. Therefore, to be quorate, a meeting of the Committee shall have at least one Regional Officer present.

### **Reporting**

Minutes of Regional Committee Meetings shall, at a minimum, comprise the following information:

- (1) Date and time (start / end) of meeting
- (2) Location of meeting
- (3) Name of Chair of meeting
- (4) Names of Committee Members present at the meeting
- (5) Names of members present at the meeting
- (6) Apologies of Committee Members and members received
- (7) Details of information presented to the meeting
- (8) Details of actions agreed
- (9) Update on actions agreed at previous meeting/s
- (10) Details of decisions agreed
- (11) Date of next meeting/s

Any matters arising from the Minutes that require briefing to or a decision of the Board of Trustees shall be notified to the CEO and brought before the Board of Trustees by the CEO at the earliest opportunity.

### **General Meetings**

The Regional Committee shall each year hold and conduct an Annual General Meeting (AGM) and, in exceptional circumstances, may additionally hold and conduct an Extraordinary General Meeting (EGM) when necessary. With the agreement of a simple majority of the Committee, the Regional Secretary shall give a minimum of 21 days Formal Notice and Agenda to members of the Region of a forthcoming General Meeting. .

The conduct and agenda for a General Meeting shall be as agreed in advance by the members of the Committee. The meeting shall be chaired by the Regional Chair or, in their absence, by any other Officer (but not Ordinary Member) of the Committee. Minutes of the meeting shall be taken by the Regional Secretary and a copy sent to all Committee members within 14 days of the meeting.



A copy of the minutes shall also be deposited with the RPS Volunteer Coordinator(s), also within 14 days of the meeting, for retention by the RPS for reference of the Board of Trustees and the staff as necessary. Minutes of any General Meeting shall be made available to Region members.

Notwithstanding the foregoing, the agenda of an AGM shall include, at a minimum, the following items:

- (1) Welcome from Regional Organising Officer (or other member of the Regional Committee)
- (2) Apologies from those members unable to attend
- (3) Minutes of the previous AGM (and any EGM held since the previous AGM)
- (4) Report on actions from previous AGM or any subsequent EGM
- (5) Annual Report of the Region presented by the Regional Organiser (or other member of the Regional Committee)
- (6) Financial Report of the Region presented by the Regional Finance Officer (or other member of the Regional Committee)
- (7) Q&A Session for Regional members with the Regional Committee
- (8) Result of election of Regional Officers and Ordinary Members of the Regional Committee (in an election year)
- (9) Date of the following year AGM
- (10) Thanks and Close

### **Purposes (Regional Activities)**

The Region shall provide opportunities, within its geographical limit, to its members for engagement with photography, in support of the wider photographic initiatives offered by the RPS, and to encourage a social interaction among the community of photographers through which there can be a sharing of knowledge, experience and expertise between members the RPS. Regions should seek to undertake activities and events with other Regions and Groups to help engender a more vibrant, diverse and engaging RPS community.

As a minimum, the Region shall endeavour to provide the following to its members and, where appropriate, to the wider photographic community:

- (1) four in-person photographic activities per year
- (2) two presentations (online or in-person) by visiting speakers per year
- (3) one Distinctions Advisory Day per year or some alternative event if focussed directly on encouraging and supporting Members in their pursuit of a Distinction.
- (4) one exhibition of members' work (biennially)
- (5) two Regional Newsletters (digital) at least six-months apart
- (6) an informative Regional webpage hosted permanently on the [rps.org](http://rps.org) website and including the names, positions and short biographies of the Regional Committee members; details of forthcoming Regional events; illustrated reports on recent Regional activities; select member portfolios and brief biographies.

### **Authority for Purposes**

The Region shall have authority delegated by the Board of Trustees to undertake those Purposes detailed above. No authority is given or implied for the award of any bursaries directly by a Region; these can only be awarded by RPS through its bursary scheme.

### **Limitation of Purposes**

The Region shall undertake only those Purposes stated above unless further Purposes are agreed upon by its members and approved by the Board of Trustees, or are otherwise instructed, from time to time, in writing, by the Board of Trustees and only then for such time as may be prescribed by the Board of Trustees.

### **Resources**

Regions exist solely for the purpose of providing services to Members. Any resources provided to Regions by the RPS must therefore be deployed wholly, exclusively, and necessarily for the delivery of Purposes to the Members. To further the delivery of such Purposes RPS shall provide support in the following areas:

- Staff Team
- Technology
- Training and Development
- Finance (see Finance section)

The exact nature of such support, and the operational processes, shall be as per the **Regional Operating Guidelines** document as provided and updated by RPS from time to time. RPS will undertake an annual consultation with the Regions (via MemCom) to consider any requests for additional resources or capabilities, the provision of such to be prioritised at RPS sole discretion.

### **Finance**

Regions exist solely for the purpose of providing services to Members. Regional operations are funded directly by RPS in line with the number of active members, the services provided - the exact model and extent of funding to be determined by RPS at its sole discretion. Regions may also raise revenue by charging Additional Fees for participation in individual events. Any funding provided to Regions by the RPS must be deployed wholly, exclusively, and necessarily for the delivery of Purposes to the Members. To further the delivery of such Purposes RPS shall provide support the finance operations of Regions in the following four areas:

- Direct funding of operations
- Transaction services including e commerce
- Banking services
- Accounting and Reconciliation
- Expenses processing
- Auditing (at RPS discretion)
- Training and finance support

The exact nature of such support, and the operational model and requirements, shall be as per the **Regional Finance Guidelines** document as provided and updated by RPS from time to time.

### **Expenses**

Regional Officers and Ordinary Members of the Regional Committee and any *ad hoc* supporters for events are volunteers and no fees shall be paid in any circumstance. In the event that the Regional Committee by simple majority vote decide that an in-person meeting is necessary and beneficial, then normal RPS expense approval and reimbursement procedures shall apply.

### **Review**

These Terms of Reference may be revised, amended or otherwise altered by the Board of Trustees. Any revision, amendment or alteration shall be notified in writing to the Region Organising Officer, or in the absence of the Regional Organiser to the Regional Secretary or in the absence of the Regional Organiser and Regional Secretary to another member of the Committee, at least 28 days prior to the date upon which such revision, amendment or other alteration shall take effect.

Upon periodic review of these Terms of Reference, the Region Committee may petition the Board of Trustees, in writing to the Chair of Trustees, for a revision, amendment or other alteration to these Terms of Reference. The Board of Trustees shall be obliged to consider such petition as soon as practicable but, in any event, not more than 90 days from receipt of such petition by the Chair of Trustees. After consideration of the petition, the Chair of Trustees shall notify the Region Committee of the decision and confirm the detail of any revision, amendment or other alteration to these Terms of Reference.

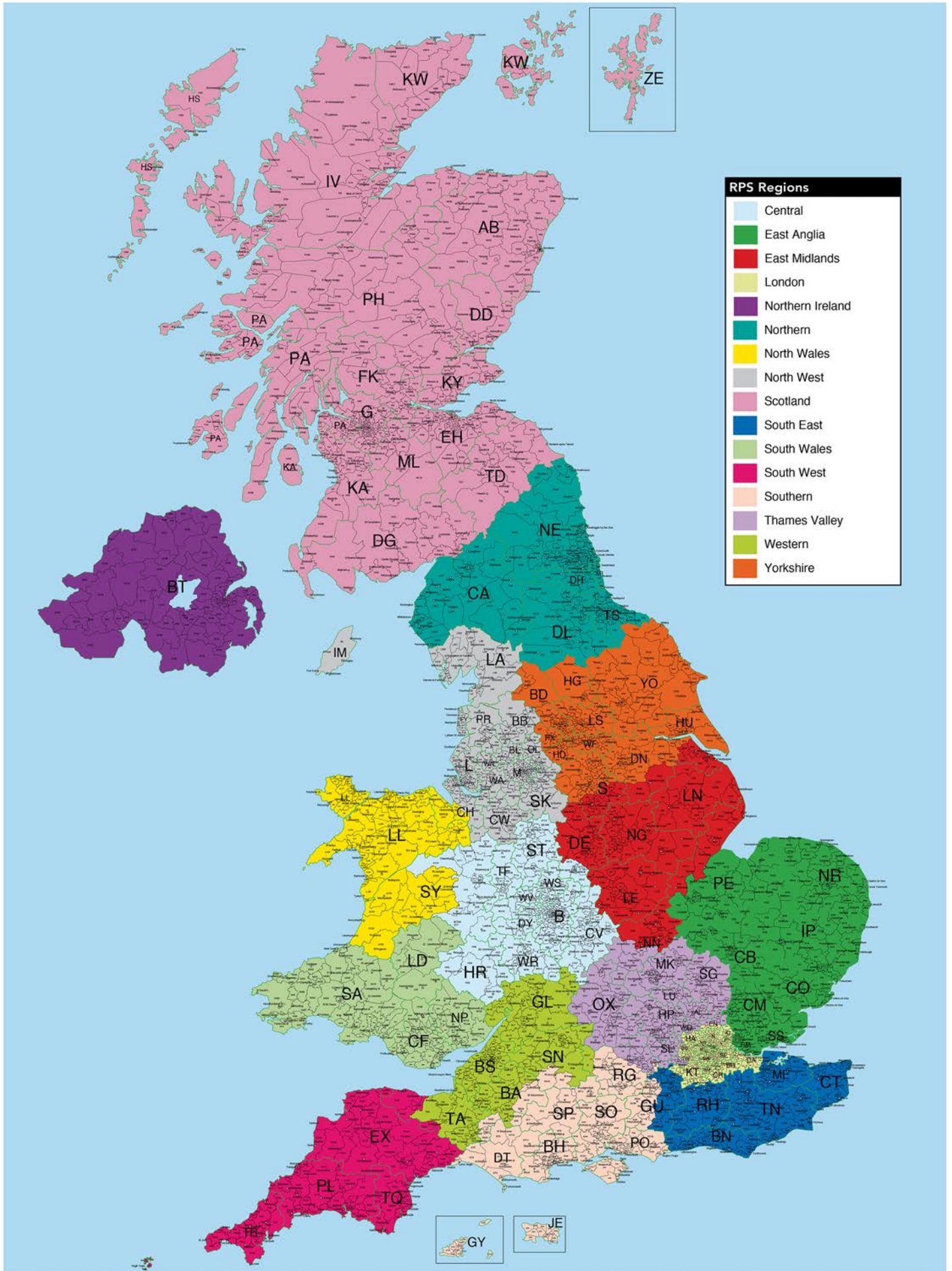
### **Exemptions**

The Board of Trustees delegates to the CEO the authority to approve exemptions to the provisions of these Terms of Reference as and when necessary on the basis that any exemption so approved shall be for a specified period or for a specific time-limited purpose. The detail scope and time limit of any exemption must be confirmed in writing by the CEO to the Committee with a copy appended to these Terms of Reference.

### **Governing Authority**

In the event of any error, omission or ambiguity in these Terms of Reference, or in the event of any dispute over the interpretation of these Terms of Reference, the Board of Trustees shall have full and final authority.

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## Terms of Reference

### RPS Professional Group

#### Validity

The RPS Professional Group is an official Group of the RPS, the formation of which has been proposed by the Chief Executive Officer (CEO) and approved by the Board of Trustees. The Group was proposed following the migration of the Master Photographers Association (MPA) into the RPS; this migration was formally concluded in 1Q 2024, being the date upon which this Group came into formal existence. Dissolution of this Group may only be made by the Board of Trustees upon the recommendation of the CEO.

#### Name

The Group shall be known as the Royal Photographic Society Professional Group, or “RPS Pro”.

#### Sub-Groups

The Group has no authority to form or establish or otherwise create a sub-Group without the express authority of the CEO and ratified by the Board of Trustees. Where such a sub-Group is authorised to be brought into existence, a Terms of Reference document for that sub-Group shall be drawn up. and shall become active only upon ratification of that document by the Board of Trustees. Subject at all times to any instruction from the CEO, the management of any sub-Group shall be overseen by the Committee of the RPS Pro.

#### Scope of Special Interest

RPS Pro exists to support, represent, educate, train, recognise excellence, qualify, safeguard and promote professional photographers and others operating within the wider professional photography sector. RPS Pro shall be a voice for the practicing professional photographer, student photographer, and others engaged in professional photography.

The overarching ambition of RPS Pro is to encourage the professional growth, recognition and success of professional photographers in their practice and ensure the respect and fair treatment of professional photographers within the wider commercial environment.

#### Membership of RPS Pro

Any member of the RPS who is a *bona fide* professional photographer (see definition below), or is aspiring to become a *bone fide* professional photographer (referred to as a ‘provisional professional photographer’) (see definition below), or is a *student* of photography on a recognised course at a recognised educational institution, may elect to become a member of RPS Pro and upon payment of the Membership Fee levied by RPS Pro shall become a member of the Group. There is no obligation for a *bona fide* professional photographer, a *provisional* professional photographer, or a *student* of photography, as a member of the RPS to join RPS Pro nor is there a prohibition on a member of RPS Pro being a member of any other Group of the RPS. A member of RPS Pro may resign their membership of the RPS Pro by writing to the RPS Pro Secretary with a copy to the RPS Membership Manager.

### Definition of 'bone fide Professional Photographer'

For the purpose of clarity and for the avoidance of doubt, the definition of the term 'bone fide professional photographer' shall be that definition used by HMRC for a 'competent professional' as a person having the following attributes:

- (11) they must be knowledgeable about the [artistic and] technological principles involved in [the profession of photography];
- (12) they must be aware of the current state of knowledge in [professional photography];
- (13) they must have accumulated experience and have a successful track record [in professional photography];
- (14) they may work either for a company [as an employee], or may be self-employed [freelance].

HMRC also provides guidance to the form and scope of evidence that can support the claim of being a 'competent professional':

- (15) holds a high level qualification [to at least NVQ4] in [photography, or holds or is working towards such a qualification or equivalent recognition from the RPS or a recognised Professional Body];
- (16) can demonstrate [having undertaken and continuing to undertake] a programme of continuous professional development (CPD);
- (17) can demonstrate a significant number of years' experience working at a high level [in the field of professional photography] and can demonstrate a good record of achievement in that field;
- (18) has received industry awards or other public recognition for their work in [professional photography].

In addition to the above eight attributes or forms of evidence, a 'competent person' working as a *bone fide* professional photographer will:

- (19) be able to demonstrate (if requested) that they generate financial gain from the permanent, part-time or occasional practice of photography (for example a statement from a registered accountant);
- (20) hold and maintain an appropriate level of Public Liability and of Professional Indemnity insurance (and, where necessary, Employers Liability insurance);
- (21) have an online presence presenting and promoting to the public their work and achievements as a professional photographer.

### Definition of 'provisional Professional Photographer'

For the purpose of clarity and for the avoidance of doubt, the definition of the term 'provisional professional photographer' shall be that definition used by HMRC for a 'competent professional' as a person having the attributes described above (1) through (8) save for the following:

- (3) (not required)
- (6) prospective member must provide evidence of an *intended* programme of CPD;
- (7) (not required)
- (8) (not required)

## Governance

**RPS Pro** shall be governed by the RPS Pro Committee which shall be subject to these Terms of Reference, the Royal Charter of the RPS, the By-Laws of the RPS, any Regulations properly ratified by the Board of Trustees (including but not limited to the RPS Member Code of Conduct), and any Written Directive or Instruction that may from time-to-time be issued by the CEO.

## Composition of the RPS Pro Committee

A 'full committee' shall comprise **seven** persons, being **five Officers** and **two Ordinary Members** although a 'working committee' may comprise, at a minimum, only three Group Officers:

- (1) a **RPS Pro Chair**
- (2) a **RPS Pro Finance Officer**
- (3) a **RPS Pro Secretary**

Additionally, the RPS Pro Committee may include two further Group Officers and two Ordinary Committee Members not holding office:

- (4) a **RPS Pro Engagement & Events Officer**
- (5) a **RPS Pro Communications Officer**
- (6) up to two other Ordinary Committee Members, not holding office (with full voting rights)

If **RPS Pro** is unable to constitute a Committee of, at a minimum, the three Officers named above as (1) (2) and (3), the Group shall be suspended until such time as a Committee can be properly constituted by election. As a temporary measure, at the request of the CEO, the Board of Trustees may constitute and empower a Committee of Officers drawn from other RPS Groups or the wider RPS membership, to deliver *pro tem* the role of the **RPS Pro** Committee for a maximum period of twelve months. If, after this time, no **RPS Pro** Committee can be constituted, the Group shall be dissolved. In the event that a Group is dissolved any sub-Groups of that Group shall also be dissolved.

The specific role of each Group Officer or Ordinary Committee Member will be defined by the Group Committee in agreement with the post-holder. The role and scope must be recorded in the Minutes of the meeting at which the role and scope was agreed.

## Election of Committee

On migration of the MPA to the RPS, for a six month 'transition period' the directors of the MPA may form the **RPS Pro** Committee and assign the roles of Group Officers (up to five) and Ordinary Committee Members (up to two) to their number. If there are fewer than seven directors wishing to be a member of this Committee, the CEO may co-opt any member of RPS (but not a Trustee or staff member) to the Committee for the duration of the 'transition period'. Note that the 'transition period' is a temporary position and shall exist for no longer than six months, on or before expiry of which time a proper election shall be held for substantive Officers and Ordinary Members of the **RPS Pro** Committee.

On or before expiry of this six month 'transition period', an **RPS Pro** Committee shall be elected from the membership of **RPS Pro** following the normal Group Committee election process that may from time-to-time be modified as necessary by the Board of Trustees.

The election process shall be managed by the Chair of MemCom or their appointed representative. Wherever possible, the timing of an election shall be such that the result of the election may be notified to members of **RPS Pro** at its General Meeting (ideally its Annual General Meeting). The result of the election shall be notified by the Chair of MemCom (or their appointed representative) to the members of the Group at a General Meeting or, in exceptional circumstances, by email.

### **Term of Office**

The Officers and Ordinary Committee Members of **RPS Pro** Committee shall serve for a term of three years whereupon they may stand for re-election for a further term of three years. There is no maximum number of consecutive terms of office that a person may serve as an Officer or Ordinary Committee Member save for the fact that an election must be held every three years.

If an Officer or Ordinary Committee Member shall resign or leave office for any reason before the end of their elected term, a replacement may be co-opted directly by a majority decision of the Committee. Such co-opted Officer or Ordinary Committee Member shall serve for the remaining term of the member whom they replaced. The co-opted Officer or Ordinary Committee Member may stand for election to the substantive appointment at the next election.

### **Committee Meetings**

The **RPS Pro** Committee shall meet at least quarterly. With the agreement of a simple majority of the Committee as to the date of the meeting, the **RPS Pro** Secretary shall give a minimum of 14 days Formal Notice and Agenda of Meeting to members of the Committee. The conduct and agenda for a Committee meeting shall be as agreed in advance by the members of the Committee. The meeting shall be chaired by the **RPS Pro** Chair or, in their absence, by any other Officer (but not Ordinary Member) of the Committee.

Minutes of the meeting shall be taken by the **RPS Pro** Secretary and a copy sent to all Committee members within 14 days of the meeting. A copy of the minutes shall also be deposited with the RPS Volunteer Coordinator(s), also within 14 days of the meeting, for retention by the RPS for reference of the Board of Trustees and the staff as necessary. There is no obligation for **RPS Pro** Committee minutes to be circulated to **RPS Pro** members.

Committees may delegate responsibilities to individual volunteers or to teams of volunteers to assist it in the execution of its duties or in delivery of Group activities. The committee remains wholly and exclusively accountable for those activities.

### **Quorum**

The quorum of the **RPS Pro** Committee shall be any three members of the Committee (whether Officer or Ordinary Member) or half of the members of the Committee (rounded up to a whole number), whichever is the greater. Therefore, to be quorate, a meeting of the Committee shall have at least one **RPS Pro** Officer present.



## Reporting

Minutes of Group Committee Meetings shall, at a minimum, comprise the following information:

- (1) Date and time (start / end) of meeting
- (2) Location of meeting
- (3) Name of Chair of meeting
- (4) Names of Committee Members present at the meeting
- (5) Names of members present at the meeting
- (6) Apologies of Committee Members and members received
- (7) Details of information presented to the meeting
- (8) Details of actions agreed
- (9) Update on actions agreed at previous meeting/s
- (10) Details of decisions agreed
- (11) Date of next meeting/s

Any matters arising from the Minutes that require briefing to or a decision of the Board of Trustees shall be notified to the CEO and brought before the Board of Trustees by the CEO at the earliest opportunity.

## General Meetings

The **RPS Pro** Committee shall each year hold and conduct an Annual General Meeting (AGM) and, in exceptional circumstances, may additionally hold and conduct an Extraordinary General Meeting (EGM) when necessary. With the agreement of a simple majority of the Committee, the **RPS Pro** Secretary shall give a minimum of 21 days Formal Notice and Agenda to members of the Group of a forthcoming General Meeting.

The conduct and agenda for a General Meeting shall be as agreed in advance by the members of the Committee. The meeting shall be chaired by the **RPS Pro** Chair or, in their absence, by any **RPS Pro** Officer (but not an Ordinary Member of the Committee). Minutes of the meeting shall be taken by the **RPS Pro** Secretary and a copy sent to all Committee members within 14 days of the meeting. A copy of the minutes shall also be deposited with the RPS Volunteer Coordinator(s), also within 14 days of the meeting, for retention by the RPS for reference of the Board of Trustees and the staff as necessary. Minutes of any General Meeting shall be made available to **RPS Pro** Group members.

Notwithstanding the foregoing, the agenda of an AGM shall include, at a minimum, the following items:

- (1) Welcome from **RPS Pro** Chair (or other member of the Group Committee)
- (2) Apologies from those members unable to attend
- (3) Minutes of the previous AGM (and any EGM held since the previous AGM)
- (4) Report on actions from previous AGM or any subsequent EGM
- (5) Annual Report of the **RPS Pro** Group presented by the **RPS Pro** Chair (or other member of the **RPS Pro** Committee)
- (6) Financial Report of the Group presented by the **RPS Pro** Business Officer (or other member of the Group Committee)
- (7) Q&A Session for **RPS Pro** members with the **RPS Pro** Committee

- (8) Result of election of **RPS Pro** Officers and Ordinary Members of the **RPS Pro** Committee (in an election year)
- (9) Date of the following year AGM
- (10) Thanks and Close

### **Purposes (RPS Pro Activities)**

In fulfilment of its scope of special interest (see above) **RPS Pro** shall provide opportunities to its members for engagement with professional photography, in support of the wider photographic initiatives offered by the RPS, and to encourage a social interaction between **RPS Pro** members through which there can be a sharing of knowledge, experience and expertise between them.

As a *minimum*, **RPS Pro** shall endeavour to provide the following to its members:

- (1) a 'manifesto' describing the ethos of the **RPS Pro** Group and serving as promotional material to encourage new members to RPS and to **RPS Pro**
- (2) maintain and operate the 'Hive' member portal, access to which is strictly limited to **RPS Pro** members, RPS staff and Trustees
- (3) four in-person group photographic activities per year
- (4) two presentations (online or in-person) by visiting speakers per year
- (5) one Distinctions Advisory Day per year
- (6) one exhibition of members' work (in conjunction with a more diverse RPS exhibition)
- (7) two Newsletters (digital)
- (8) two dedicated *RPS Journal* features at least six-months apart
- (9) an informative Group webpage hosted permanently on the [rps.org](http://rps.org) website and including the names, positions and short biographies of the **RPS Pro** Committee members; details of forthcoming events (with opportunity to book attendance); illustrated reports on previous activities, presentations, events and exhibitions; member portfolios and brief biographies; highlights of exhibition photographic entries; highlights of members' Distinction successes.

The above offering may from time-to-time be revised in consultation with and with the agreement of the CEO.

### **Authority for Purposes**

**RPS Pro** shall have authority delegated by the Board of Trustees to undertake those Purposes detailed above. No authority is given or implied for the award of any bursaries directly by **RPS Pro**; these can only be awarded by RPS through its bursary scheme.

### **Limitation of Purposes**

**RPS Pro** shall undertake only those Purposes stated above unless further Purposes are agreed upon by its members and approved by the Board of Trustees, or are otherwise instructed, from time to time, in writing, by the Board of Trustees and only then for such time as may be prescribed by the Board of Trustees.

## Resources

**RPS Pro** exists solely for the purpose of providing services to Members. Any resources provided to the Group by the RPS must therefore be deployed wholly, exclusively, and necessarily for the delivery of Purposes to the Members. To further the delivery of such Purposes RPS shall provide support in the following areas:

- Staff Team
- Technology
- Training and Development
- Finance (see Finance section)

The exact nature of such support, and the operational processes, shall be as per the **SIG Operating Guidelines** document as provided and updated by RPS from time to time. RPS will undertake an annual consultation with the Groups (via MemCom) to consider any requests for additional resources or capabilities, the provision of such to be prioritised at RPS sole discretion.

## Finance

**RPS Pro** exists solely for the purpose of providing services to its Members. It is self-funded and permitted to raise revenue through an annual **RPS Pro** Membership Fee, and by charging Additional Fees for participation in individual events. Any revenue generated by **RPS Pro** must be deployed wholly, exclusively, and necessarily for the delivery of Purposes to its Members. The extent of **RPS Pro** Membership Fees and Additional Fees is to be determined by the **RPS Pro** Committee at its sole discretion, save that **RPS Pro** must aim to achieve a balanced budget on an annual basis.

To further the delivery of such Purposes, RPS shall support the finance operations of Groups in the following areas:

- Transaction services including e commerce
- Banking services
- Accounting and Reconciliation
- Expenses processing
- Auditing (at RPS discretion)
- Training and finance support

The exact nature of such support, and the operational model and requirements, shall be as per the **SIG Finance Guidelines** document as provided and updated by RPS from time to time.

## Expenses

**RPS Pro** Officers and Ordinary Members of the **RPS Pro** Committee and any *ad hoc* supporters for events are volunteers and no fees shall be paid in any circumstance. In the event that the **RPS Pro** Committee by simple majority vote decide that an in-person meeting is necessary and beneficial, then normal RPS expense approval and reimbursement procedures shall apply.

## **Review**

These Terms of Reference may be revised, amended or otherwise altered by the Board of Trustees. Any revision, amendment or alteration shall be notified in writing to the **RPS Pro** Chair, or in the absence of the **RPS Pro** Chair to the **RPS Pro** Secretary or in the absence of the **RPS Pro** Chair and **RPS Pro** Secretary to another member of the **RPS Pro** Committee, at least 28 days prior to the date upon which such revision, amendment or other alteration shall take effect.

Upon periodic review of these Terms of Reference, the **RPS Pro** Committee may petition the Board of Trustees, in writing to the Chair of Trustees, for a revision, amendment or other alteration to these Terms of Reference. The Board of Trustees shall be obliged to consider such petition as soon as practicable but, in any event, not more than 90 days from receipt of such petition by the Chair of Trustees.

After consideration of the petition, the Chair of Trustees shall notify the **RPS Pro** Committee of the decision and confirm the detail of any revision, amendment or other alteration to these Terms of Reference.

## **Exemptions**

The Board of Trustees delegates to the CEO the authority to approve exemptions to the provisions of these Terms of Reference as and when necessary on the basis that any exemption so approved shall be for a specified period or for a specific time-limited purpose. The detail scope and time limit of any exemption must be confirmed in writing by the CEO to the Committee with a copy appended to these Terms of Reference.

## **Governing Authority**

In the event of any error, omission or ambiguity in these Terms of Reference, or in the event of any dispute over the interpretation of these Terms of Reference, the Board of Trustees shall have full and final authority.

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