

These rules rescind all previous rules

THE RULES AND CONSTITUTION

of the

RUAPEHU MOUNTAIN CLUBS ASSOCIATION

INCORPORATED

PREAMBLE

The general purpose for which the Association exists is to constitute an association of Incorporated Clubs with activities and interests in the Tongariro National Park area united together for the external purpose of safeguarding and advancing their common interests while at the same time preserving to each individual Club its own identity and the right to conduct its affairs independently of the Association and the objects of the Association shall be read, construed and acted upon accordingly.

1 NAME

The name of the Association shall be the Ruapehu Mountain Clubs Association (Incorporated).

2 OBJECTS

The Objects of the Association shall be

- (a) to co-ordinate and promote the interests of all Incorporated Clubs which pursue recreational activities in and around the Tongariro National Park (hereinafter referred to as "Park") with regard to the preservation, use and enjoyment of the Park by all Members and their members whilst observing and protecting the rights and privileges of Members individually pertaining to their activities within the Park.
- (b) In particular, but not by way of limitation, to monitor, advise Members and co-ordinate responses to matters arising pursuant to any statute by-law or under any powers of any national local or other duly constituted authority and where appropriate to act on behalf of Members in this regard.
- (c) to encourage interest and participation in all forms of mountaineering and related recreational activities and in membership of clubs formed to promote such activities.
- (d) to promote and advance the development of individual skills and safety in the recreational use of the Park.
- (e) to publish material in any form in furtherance of the Objects of the Association.
- (f) to encourage and assist others to create and maintain archives relating to the recreational use of the Park.
- (g) to encourage preservation use and enjoyment of the Park and surrounding areas by all persons.
- (h) to promote interest in and protection of the flora, fauna and natural scenery and history of the Park and surrounding areas by all persons.
- (i) to do all such other lawful matters and things as are incidental to or conducive with the attainment of these Objects.

3 PATRON

- (a) The Association may in Annual General Meeting elect as Patron any person who has rendered outstanding service to the Association or to furthering any of its Objects and who is so recommended to Members by the Executive
- (b) Such recommendation shall be mailed to all Members not less than five weeks before the meeting at which election is proposed and a two-thirds majority of persons present and entitled to vote shall be necessary for such election.
- (c) Such election shall be for a period not exceeding five years in duration. No executive responsibility shall attach to the said office.
- (d) No subscriptions fees or other levies shall be payable by the Patron.

4 MEMBERSHIP

- (a) Membership of the Association shall be open to any Incorporated Clubs engaged in recreational activities within the Tongariro National Park.
- (b) Any such Club shall be eligible for membership upon making written application to the Secretary of the Association and therein undertaking to observe the Rules and Constitution of the Association and by paying such entrance fee (if any) and subscriptions or levies as may be fixed by Members in General Meeting.
- (c) Any Member may resign from the Association by giving one calendar months' notice in writing, but Members resigning shall be liable for any arrears of their subscriptions or levies including those for the current year.
- (d) If at any time the Executive has reason to believe that, in the case of any Member Club the requirements of membership, including these Rules and any lawful decisions of the Executive are no longer being complied with, the Executive will call upon that Member Club to furnish proof of such compliance.
 - I. If that Member fails to furnish such proof to the Executive's satisfaction within two months, the Executive will give one month's notice in writing to the Member to show reason why the Executive should not expel that Member from membership of the Association.
 - II. If the Executive then considers that requirements of membership are not being complied with the Executive may expel the said Member, but that Member shall have the right of appeal to a General Meeting of the Association.
- (e) Members should not engage with persistent, querulous, obtrusive, unwelcome, unpleasant, or bullying communications with our volunteer Council Executive members or officers appointed or elected to work for the RMCA and that if the Executive deems any communications to fall into the definition as above, the communication will be returned to sender and not answered, and that no more communications will be received from that Member Club.

5 MANAGEMENT

- (a) The management and control of the affairs of the Association shall be vested in an Executive Council (hereinafter referred to as the "Executive") comprising an elected President and six elected Councillors, one of whom shall be appointed Vice-President, together with the Immediate Past President (hereinafter referred to collectively as "Councillors").

(b) Every Councillor of the Executive shall be and remain a financial member of a Member club and shall immediately advise the Executive and vacate office on ceasing to comply with this requirement.

(c) The President and six Councillors shall be elected by biennial email ballot during the month of September and shall hold office from the end of the Annual General Meeting in the year of their election for a period of approximately two years.

(d) On taking office the Executive shall select at their sole discretion from amongst the elected Councillors a Vice-President who shall also hold office for two years, but such appointment shall not be deemed to cause a consequential vacancy amongst the said Councillors.

(e) If any member of the Executive becomes unable to serve for the remainder of the Executive's term of office for any reason, the Executive shall by Resolution co-opt a duly qualified person chosen at their sole discretion to serve until the expiry of the term of office of the person replaced but such person shall remain eligible for future election. That person so co-opted should not have a voting right as he/she is not elected by the membership.

(f) The Executive shall not hold any other position for any organisation and/or stakeholder that has interests in park activities as per item 2c – h, other than that held as a member of an affiliated club. Any member of the executive shall declare their conflict of interest prior to each election. If an executive member finds themselves in conflict of interest during their term then they shall stepdown immediately from their role.

(g) The Executive shall by Resolution have power to invite observers representing allied interests to any Meetings of the Association which observers may upon invitation by the Chairperson address such meetings but shall have no vote.

(h) On taking office the Executive shall select and appoint by such method as it chooses a Secretary and a Treasurer. One person may be appointed to both offices. References hereafter to 'Secretary' or to 'Treasurer' may be equally construed as references to Secretary/Treasurer'. The persons or person appointed to these offices should not be members of the Executive. A Secretary or Treasurer upon retiring shall be eligible for re-appointment unless elected to the Executive.

(i) The Secretary shall perform such duties as the Association or the Executive shall from time to time require and as are normally performed by such officers and in particular shall convene and attend all Meetings and keep regular and correct Minutes thereof, conduct all correspondence of the Association, retain custody of the Common Seal of the Association, keep the Register of Members showing their names, addresses and other information expedient for the functioning of the Association, the Minute Book, documents and record books of the Association and make all entries therein as are from time to time required.

(j) The Secretary shall make the Register of Members available for perusal only by Members except by Resolution of the Executive but shall not yield up possession of the said Register. The Secretary shall be responsible also for sending such notices and returns to the Registrar of Incorporated Societies as the said Registrar shall from time to time require.

(k) The Treasurer shall perform such duties as the Association or the Executive shall from time to time require and as are normally performed by such officers and in particular shall receive all moneys paid to the Association, lodge all such moneys to the credit of the Association bank accounts, make all payments on behalf of the Association for any accounts authorised for payment by the Executive and shall prepare and keep proper books of account and at the expiration of the Association's financial year, shall prepare and submit to the next Annual General Meeting copies of the duly reviewed

accounts for the preceding financial year together with a balance sheet of the assets and liabilities of the Association at the close of the said financial year.

6 ELECTION OF THE EXECUTIVE COUNCIL

(a) The President and six elected Councillors shall be elected in every second year in the following manner. Hereafter references to dates and years shall be read and construed as referring only to the years in which elections are to be held.

(b) The Immediate Past President of the Association shall be that person most recently retired from the office of President.

(c) Persons nominated as President shall have previously served on the Executive for not less than two years. A President who has been elected by Members at an Annual General Meeting shall hold office for two years and shall be eligible for re- election as President for up to two further terms of two years.

(d) Every person nominated to the Executive shall be and remain a financial member of a club which is a Financial Member of the Association and shall immediately withdraw their nomination on ceasing to comply with this condition.

(e) All candidates being duly qualified shall be nominated by a Member and the nomination accompanied by the written consent of the nominee stating his or her experience and qualifications for election. Past and present Councillors are eligible for nomination and election without limitation.

(f) No later than the first day of June the Secretary shall mail Notice to all Members calling for nominations for election to the Executive

(g) All nominations shall be in the hands of the Secretary no later than the fifteenth (15th) day of July. There shall be no limitations to the number of nominations that a Member may make.

(h) No later than the fifteenth (15th) day of August the Secretary shall mail to Members notice of nominations received and if more nominations have been received than positions available a ballot paper supported by Information contained in candidates' nominations. Completed ballot papers are to be delivered to the Secretary no later than the thirtieth (30th) September.

(i) Each Member shall be entitled to one vote for President, Patron and shall vote for not more than six Councillors.

(j) The nominees receiving the highest number of valid votes cast shall be declared duly elected to hold office for a period of approximately two years from the end of the Annual General Meeting following their election. In the event of equality of votes received by two or more candidates the successful candidate shall be decided by the drawing of lots.

(k) If insufficient nominations are received by the due date those nominated will be deemed elected and no later than the fifteenth (15th) day of August, the Secretary shall give notice of intention to call for further nominations at that year's Annual General Meeting and that Meeting may conduct an election to fill the remaining vacancies in such manner as that Meeting determines.

(l) The names, addresses and telephone numbers of the Officers of the Association from time to time elected or appointed shall be sent by the Secretary to Members and to other interested parties within one month of election or appointment.

7 SPECIAL POWERS OF THE EXECUTIVE

The Executive shall have full power and authority to do all lawful things as may be necessary or desirable to fulfil the Objects of the Association save and except those matters which in accordance with these Rules must be dealt with by the Association at a General Meeting and shall generally do all such acts matters and things as shall be

necessary or desirable for the efficient conduct of the affairs and business of the Association and the attainment of its Objects by this Constitution and any of its Resolutions from time to time in force either expressly or by implication.

8 SUB-COMMITTEES

(a) The Executive may appoint sub-Committees from amongst its number and co-opt such persons as it thinks fit to such sub-Committees which may be of a permanent or temporary nature, and which shall have, and may exercise such powers and authorities as the Executive may resolve from time to time PROVIDED THAT any actions or decisions of the sub-Committee must be reviewed and endorsed by the Executive before actioned and all sub-committees shall cease and their responsibilities and authorities shall lapse at the end of the term of office of the Executive which appointed them, but any or all of them may be immediately re-appointed by the succeeding Executive.

(b) Any sub-committee shall have a secretary/dedicated person who shall keep proper minutes of all business transacted, copies of which shall be forwarded forthwith to the Secretary.

9 MEETINGS

(a) The President shall preside at all Meetings but in his or her absence the persons present at the time of commencement and entitled to vote shall elect a Chairperson from amongst the Councillors present or none being present from amongst themselves.

(b) The Chairperson at all Meetings shall in the case of an equality of voting, have a casting vote PROVIDED THAT the President being Chairperson only one deliberative vote shall be exercised.

(c) Not less than five weeks' notice in writing of all General Meetings of the Association shall be mailed to all Councillors and Members which Notice shall include an agenda of the business to be transacted.

(d) Members shall be represented at all General Meetings by officially appointed Delegates. Members may appoint as Delegate any financial club member who shall exercise the vote of their appointing Member. Delegates can exercise proxy votes on behalf of other members.

(e) Appointment of Delegates shall be in writing and authenticated by the secretary or president of the Member and shall be delivered to the hand of the Secretary, along with any Proxies not later than the time set down for the commencement of the meeting for which the said appointment applies.

(f) Voting at all General Meetings shall be by a show of hands unless a poll is demanded by not less than three persons present and entitled to vote and a declaration by the Chairperson that a resolution has been carried or earned by a particular majority or lost shall be conclusive PROVIDED THAT such a declaration by the Chairperson shall not prevent the subsequent but immediate demand for a poll in the manner set out in this Clause.

(g) On all matters at General Meetings on a show of hands each Councillor and Delegate present shall each have one vote and on a poll Delegates present shall have one vote for each Member that they represent i.e. Proxy votes.

(h) The quorum at any General Meeting shall be ten Delegates present.

(i) Persons other than delegates who are financial members of any Member Club shall be entitled to attend General Meetings but shall have no vote. They may only speak on any matter at the invitation of the Chairperson and their presence shall not affect the determination of a quorum.

(j) If a quorum is not present at a General Meeting one hour after the time set down for

commencement the Chairperson shall adjourn the Meeting for up to twenty- four hours at the same venue or otherwise shall adjourn the Meeting until a date not later than two months from that date and Notice of such adjournment shall be sent by the Secretary forthwith to all Councillors and Members.

(k) If a quorum is not present at the re-convened General Meeting a Special General Meeting shall be called for a date within two months to consider whether the affairs of the Association be wound up. However many Delegates present, shall constitute a quorum. Any resolution adopted shall be valid and binding upon the Association.

(l) At least one General Meeting shall be held each year and shall be called the Annual General Meeting. No more than fifteen months shall elapse between one Annual General Meeting and the next Annual General Meeting. Annual General Meetings shall be held at a venue at Mt. Ruapehu.

(m) The business to be transacted at each Annual General Meeting shall be:

- i. Presentation of Annual Reports
- ii. Presentation of Annual Accounts
- iii. Fixing of Annual Subscription
- iv. (Biennial) Announcement of Executive elected
- v. Consideration of other matters of which notice has been given
- vi. General discussion
- vii. Appointment of an annual accounts Reviewer.

(n) All General Meetings other than the Annual General Meeting shall be Special General Meetings.

(o) Special General Meetings may be convened from time to time as the Executive sees fit or on a requisition in writing stating particulars of the business to be transacted signed by the secretaries or presidents of not less than six Members in which event a Special General Meeting shall be called not later than ten weeks after the receipt by the Secretary of such requisition.

(p) At any Special General Meeting the only business to be transacted shall be consideration of and taking of any necessary action arising expressly or by implication with reference to the matters referred to in the Requisition and/or on the Notice convening the Meeting.

(q) Informal meetings of Members' representatives not being General Meetings may be called from time to time by the Executive with such Notice as is practical, but the business thereof shall only be other than those matters confined by these Rules to General Meetings as may be the concern of Members and for the furtherance of any of the Objects of the Association. Any resolutions by such informal meetings shall have no greater effect than recommendations to the Executive.

(r) The Executive shall meet at such times and in such places as it shall determine and as shall be necessary for it to conduct the business of the Association. Four members personally present shall constitute a quorum. At least fourteen days notice of any meeting shall be given except in the case of an emergency in which event business transacted at such emergency meetings shall be confirmed at the next following Executive meeting of which due notice including the minutes of the emergency meeting has been given.

(s) For purposes of efficient administration, Executive or sub-committee meetings may be conducted by telephone conference call or any electronic visual means PROVIDED THAT the requirements of Clause 9 are fulfilled.

(t) The Secretary shall distribute copies of Minutes of all business transacted at any meeting of the Association and of the Committee and of any sub-Committees to all

Councillors forthwith and to all Members from time to time.

(u) Notwithstanding anything to the contrary in these rules, the Executive may determine at any time, including, without limitation, after the calling of any meeting of members, that any meeting of members be held solely by means of remote communication or both at a physical location and by means of remote communication. Delegates entitled to vote at the meeting that are not physically present at such a meeting but participate by means of remote communication shall be considered present in person for all purposes under these rules and may vote at such a meeting.

(v) If it is determined, after notice of any meeting of members has been sent to members, that participation by members in the meeting shall or may be conducted by means of remote communication, notice thereof may be provided at any time by electronic communication or any other means of public communication.

10 POWERS OF THE ASSOCIATION

The Powers of the Association shall be:

(a) to make, maintain and enforce Rules and Regulations for the orderly conduct of the affairs of the Association and which are conducive to the attainment of the Objects of the Association

(b) to determine all disputes arising under this Constitution and to decide all disputes in connection with the legitimate activities of its Members and the Rules and Regulations pertaining to them

(c) to impose penalties as provided for in these Rules or in any Regulations made in pursuance of these Rules.

(d) to use the funds of the Association in the furtherance of its Objects and without derogating from this general power:

- i. to invest such funds in such securities as are authorised trustee securities
- ii. to advance or lend money to any other Association or Club with similar objects with or without security and with or without interest upon such conditions as it thinks fit PROVIDED THAT no such advance or loan shall be made without the prior approval of a majority of the Delegates present and entitled to vote at a duly constituted General Meeting.

(e) to contract with, employ or otherwise secure the services of any person or persons or agent as the Association may consider necessary to achieve any of its Objects.

(f) to receive any bequests or gifts whether subject to any trust or restrictions or not and to administer such bequests or gifts.

(g) to act in conjunction with any other amateur association in the interests of amateur sport.

(h) to sell, acquire, purchase, improve, manage, develop, exchange, lease, dispose of, turn into account, or otherwise deal with all or any part of the property and rights of the Association now existing or hereafter to be obtained pursuant to the provisions of the Association's powers.

(i) to sue, accept service, or otherwise participate in any proceedings whether at common law by statute or otherwise howsoever.

(j) to apply for and hold any licenses or certificates whether issued pursuant to any statute by-law or under any powers of any national local or other duly constituted authority.

(k) to permit the association to setup a self-insurance fund to cover participating members and to purchase on their behalf catastrophe insurance above whatever limit is set by Council. The Executive shall be empowered to:

- i. set the levels of the excess
- ii. promulgate any other regulation as may be required to conduct such a scheme
- iii. delegate the outside administration and payment of claims below any self-funded excess to an independent outside organisation
- iv. to do all such other lawful matters and things as are incidental to or conducive of the Objects of this Association.

11 POWER TO BORROW MONEY

The Association may by Resolution approved by a majority of persons present and entitled to vote at a General Meeting borrow money with or without giving security and in particular upon bonds bills promissory notes or other obligations or securities of the Association upon its property and effects or any part thereof or in any other manner as the Association may decide and may accept endorse and execute promissory notes bills of exchange or other negotiable instruments and execute any mortgage or charge upon the property of the Association or any part thereof.

12 ADMINISTRATIVE REGULATIONS

The Executive shall for the purpose of administration of these Rules have power to promulgate such Regulations as may be found to be necessary or expedient and whilst such Regulations are not deemed to be part of these Rules breach of such Regulations may make a Member liable to suspension or expulsion from the Association as here before provided. The provision of the said Rules shall apply *mutatis mutandis* for breach of any Regulation.

13 PROFIT and PERSONAL BENEFIT

- (a) The Association shall not be conducted for the profit of its Members or Councillors and no part of the income or assets of the Association shall enure to the benefit of any Councillor or Member of the Association PROVIDED THAT this clause shall not prevent the reimbursement to Councillors of such expenses as the Executive shall decide.
- (b) No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

14 INDEMNITY

The Association hereby covenants and agrees that it will at all times and from time to time indemnify and keep harmless and indemnified each and every member for the time being of the Executive and all other lawful servants and agents of the Association in respect of all duly authorised acts deeds matters and things lawfully done omitted or accomplished by them or any of them in the conduct of the Association's business and without limiting the generality of the foregoing Indemnity each person so indemnified shall be fully indemnified and kept harmless in respect of any and all claims damages penalties costs or expenses made against or incurred in respect of such duly authorised acts deeds matters and things.

15 COMMON SEAL

The Common Seal of the Association shall not be affixed to any document instrument deed writing or paper except by Resolution of the Executive and in the presence of the Secretary and not less than two Councillors.

16 FINANCE

- (a) The financial year of the Association shall begin on the first day of August in each year and end on the thirty-first (31st) day of July in the following year.
- (b) The Bank Accounts of the Association shall be operated on by the Treasurer and one or more Councillors which person or persons shall be determined by the Executive from time to time.
- (c) All direct credit transactions and negotiable instruments drawn by the Association shall be signed by the Treasurer or any one of the Councillors subject to written or electronic approval by another Councillor and all and negotiable instruments may be endorsed on behalf of the Association by either the President or Treasurer.
- (d) Separate Accounts shall be kept for funds raised for special purposes and such funds shall be used solely for those purposes.

17 SUBSCRIPTIONS

- (a) Annual Subscriptions shall be fixed by Annual General Meetings in advance for the following year and shall be payable on the first day of June of the year to which they apply PROVIDED THAT in the event that an Annual General Meeting failing to determine an Annual Subscription the Subscription for the previous year shall apply.
- (b) Subscriptions unpaid three months after the due date shall be deemed to be in arrears.
- (c) Annual General Meetings may resolve to set different rates of annual Subscription for different classes of membership.
- (d) Annual General Meetings may resolve to levy a fee for admission to membership of the Association. Such fee shall be separate from and additional to the Annual Subscription payable.
- (e) General Meetings may resolve to set per capita or unitary levies on any class of membership for any purpose whatsoever but which shall be specified in the Resolution and in doing so shall determine both whether any levy is voluntary or compulsory and also the due date or dates for payment thereof.

18 REVIEWER

A Reviewer, who shall not be a member of the Executive, shall be elected at each Annual General Meeting to review the books of the Association for the current financial year. Should the office of Reviewer fall vacant between Annual General Meetings the Executive shall appoint an Officer to fill the vacancy. Such appointment to be subject to the ratification of the next following General Meeting.

19 ALTERATION TO RULES

- (a) The Association may add to, alter, or delete any of the Association Rules by Resolution of a General Meeting which is adopted by not less than a two thirds majority of the persons present and entitled to vote PROVIDED THAT not less than five weeks' notice shall have been given to all Members and Councillors of the proposed additions, alterations or deletions to be brought before the said Meeting and PROVIDED THAT nothing in this Rule shall prevent the Meeting from amending any proposal which has been specified in the Notice.
- (b) No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/not-for-profit status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

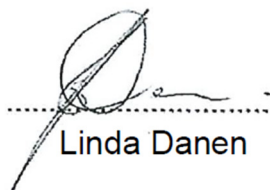
20 WINDING UP


If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.

21 INTERPRETATION

If any dispute or difference shall arise as to the construction or interpretation of or concerning any matter not provided for by these Rules or the Regulations annexed hereto such dispute or difference shall be decided by the Chairperson of the meeting at which the same shall arise but the persons present and entitled to vote by a majority vote may refer such dispute or difference for its interpretation and decision to the Executive at its next meeting which meeting may be specially convened to consider such dispute or difference. Such decision by the Executive shall be final and binding upon all Members PROVIDED THAT such is not in conflict with the rule of Law PROVIDED THAT should the dispute or difference be any matter arising concerning or during any election the decision of the President thereon shall be final and PROVIDED THAT without limiting the generality of the foregoing disputes or differences arising in regard to Rules of Procedure of meetings shall be determined forthwith by the Chairperson whose decision thereon shall be final.

We three, Executive Councillors and members of Member Clubs of the Association being present at the Annual General Meeting of 15 October 2022 at which the foregoing replacements to the Rules were approved hereto affix our signatures.


.....President
Linda Danen


..... Executive Councillor
Samuel Bunge


Treasurer and member
Kevin Mason

Document Revision History

1) 16 Oct 2022 –

Addition of Clause 4 (e) – behaviour of clubs
Change to Clause 5(c) – remove word 'postal' and replace with 'email'
Change to Clause 5(e) – selection of a replacement Councillor
Addition Clause 5(f) – Conflict of interest clause added
Change to Clause 5 – numbering changed due to addition of clause 5(f)
Change to Clause 6(b) – Removed past president nomination eligibility clause
Change to Clause 8(a) – wording added for actions of sub-committees to be approved by Executive before being actioned.
Change to Clause 8(b) – added dedicated person
Change to Clauses 9(a) and 9 (b) - change Chairman to Chairperson
Change to Clause 9(d) – wording added to allow delegates to exercise proxy votes on behalf of other members.
Change to Clause 9 (e) - add proxies
Change to Clause 9(h) – wording changed
Change to Clause 9(s) – wording changed to allow for telephone conference calls or electronic visual meetings
Addition of clause 9 (u) – Meeting by remote communication
Addition of Clause 9 (v) – Notice of change to meeting to be by remote communication.
Change to Clause 13 – Title changed to PROFIT and PERSONAL BENEFIT. Wording altered to support IRD requirements to attain tax exemption status. Addition of Clause 13(b).
Change to Clause 16(a) Financial year
Change to Clause 16(c) – remove the word 'cheque'
Change to Clause 19 - wording altered to support IRD requirements to attain tax exemption status.
Change to Clause 20 – replced to support IRD requirements of tax exemption status.

- 2) 2 July 2016 – Change to clause 6(C) – words of 'President for one further term' replaced with 'President for up to two further terms'.
3) 1 Oct 2011 – Change to clause 5(j) – word Audited replaced with Reviewed and Clause 9(m) – sub clause vii added.
4) 18 Oct 2008 – Change to Clause 18 to change Auditor to Reviewer.