



10055453138

Incorporated Society Alteration of Rules - Certificate

Name of Society

WELLINGTON JUDO & JUIJTSU ACADEMY
INCORPORATED

Society Number

1148046

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

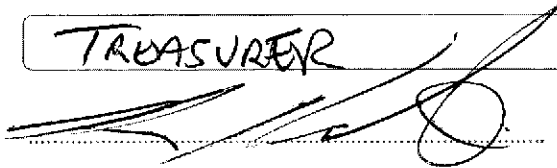
Name

KEVIN HART

Position

TREASURER

Signature



Date

1-3-08

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

- Has this certificate been completed by an officer of or solicitor for the society?
- Has the copy of the alteration to rules been signed by 3 members of the society?
- Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

N/A

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- The control and use of the common seal.
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be amended

7 MAR 2008

IPC# 03

Your Contact Details

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Other Details

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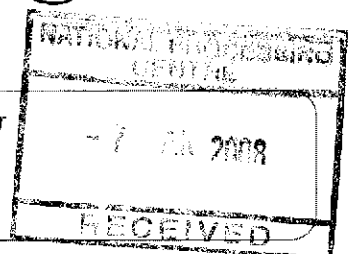
021 409 128

Email:

~~kevin.hart@wja.co.nz~~

Post To

Incorporated Societies Register
Companies Office
Private Bag 92061
Auckland Mail Centre 1142



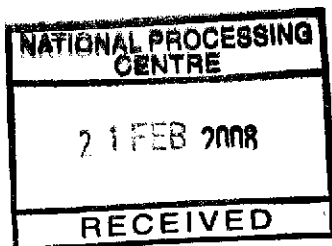
CONSTITUTION OF THE



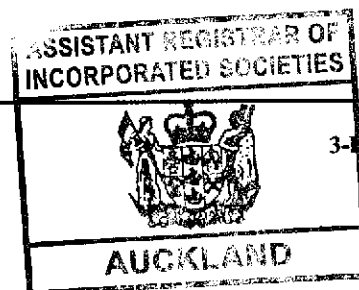
WELLINGTON JUDO & JUJITSU ACADEMY INCORPORATED



CONSTITUTION



Version 2.1



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Constitution of the Wellington Judo & Jujitsu Academy Incorporated

Name

The organisation shall be known as the WELLINGTON JUDO & JUJITSU ACADEMY INCORPORATED and unless otherwise stated the words "ACADEMY" or 'WJJA' where they appear in these rules and regulations shall be deemed to refer to the said WELLINGTON JUDO & JUJITSU ACADEMY INCORPORATED.

Definition

1. The Academy recognises as Judo that which was created by Jigoro Kano and which is administered by the International Judo Federation (IJF) and the Kodokan of Japan.
2. The Academy recognises as Jujitsu that which was developed in ancient Japan and which is administered by the Jitsu Foundation.
3. The Academy is non-political with no discrimination as to race, age, religion or gender.

Interpretations

1. The words "he", "she" and such designations as "President", "Spokesman", etc. shall not be interpreted as precluding or preferring members of either sex.
2. "Club" shall mean any club affiliated to the Wellington Judo & Jujitsu Academy.

Aims and Objects

The Wellington Judo & Jujitsu Academy has the following Aims and Objects.

1. To conduct the affairs of Judo & Jujitsu in accordance with the rules and regulations of the International Judo Federation and the Jitsu Foundation.
2. To promote the sport of Judo and Jujitsu in the Wellington area to the primary benefit of both present and future amateur participants.
3. To develop the techniques and spirit of Judo and Jujitsu amongst its members.
4. To promote cordial and friendly relations between its' affiliated clubs.
5. To establish such funds and accumulate such properties and equipment as are deemed desirable for the progress of amateur Judo and Jujitsu in Wellington.
6. To keep and preserve such records likely to prove of interest or of value to the members, past, present and future.
7. To promote cordial and friendly relations with other clubs and wherever and whenever possible or practicable to offer such other clubs help in the form of personnel, equipment, loan, hire or lease, administration or finance as is deemed necessary or desirable.

Structure

The Wellington Judo & Jujitsu Academy is friendly to all Judo (affiliated to the International Judo Federation and Kodokan of Japan) and Jujitsu clubs (affiliated to the Jitsu Foundation) and members of those clubs.

Members

1. Membership of the Wellington Judo & Jujitsu Academy shall be open to all persons who abide by the rules and regulations set out in this Constitution, referred to as Members.

2. That the said Members must pay the monthly WJJA fees except as allowed for and as set by the Management Committee, which are to be defined as Members.
3. That the said Members agree to abide by this Constitution or any other rules, regulations or requirements of the Wellington Judo & Jujitsu Academy as set by the Management Committee during their membership term.
4. The Wellington Judo & Jujitsu Academy reserves the absolute right to approve, decline or expel membership of the said Academy to any person if it is deemed by the Academy Management Committee (at its sole discretion), that the person/s has or may bring the WJJA and/or the arts of Judo and/or Jujitsu into disrepute or if it is deemed by the Academy Management Committee that the person represents a danger either physical or emotional to other members of the WJJA.
5. A junior Member (under 16 Years) may be represented at an Annual or Special General Meeting by one of their parents or appointed guardian.
6. A Casual Member may at the sole approval/disapproval of the Management Committee, be allowed to attend classes of the WJJA provided that that casual member pay in advance the Casual Member fee as approved by the Academy Management Committee. All Casual Members will be bound by this Constitution in all respects. If the Casual Member attends more than 3 casual classes over a two (2) month consecutive duration, then that Casual Member shall be deemed to be a full Member and shall then be liable to pay the full Member fees as determined by the Management Committee.
7. All Members (including Members, Casual Members, Honorary Members and Life Members) shall abide by the WJJA Code of Conduct as approved by the Management Committee from time to time and failure to comply with the Code of Conduct shall be deemed to be a breach of this Constitution and that Member shall, at the discretion of the Management Committee, may be subject to the expulsion in accordance with this Constitution.

Honorary and Life Membership

Life Member

1. The title of Life Member may be bestowed on any person who has made an outstanding contribution of service to the Wellington Judo & Jujitsu Academy.
2. A Life Member shall have all the privileges of a Member of the Academy.
3. A Life Member shall not be liable for any annual fees, levies or subscription due to the Wellington Judo & Jujitsu Academy.
4. Nominees for the title must have made a continuing and outstanding contribution of service to the Wellington Judo & Jujitsu Academy.
5. The nomination must be for service to Judo and/or Jujitsu not under any circumstance for monetary considerations.
6. There shall be no more than five (5) Life Members at any one time.
7. The Life Membership shall have an enduring term unless terminated in accordance with this Constitution.
8. The nominee must be elected by special resolution at a properly constituted General Meeting. When the resolution is passed at other than the Annual General meeting or Special General Meeting then the resolution must be ratified by the next Annual or Special General Meeting.

Honorary Member

1. The title of Honorary Member may be bestowed on any person who has been or will be of service to the Wellington Judo & Jujitsu Academy.
2. Nominations for such membership must be made at the Annual General or Special General Meeting
3. An Honorary, Member shall not be liable for any annual fees, levies or subscriptions due to the Wellington Judo & Jujitsu Academy.
4. The period of Honorary Member shall be for one full calendar year and be reconfirmed at each Annual or Special General Meeting, subject to the provisions set out in this Constitution.

Casual Member

1. The title of Casual Member may be bestowed on any person who has, at the sole discretion of the Management Committee been permitted to attend on a casual basis a class of the WJJA. The Casual Member must pay the Casual Member fee as set by the Management Committee and as such will be bound by the rules and regulations set out in this Constitution including the Code of Conduct.

Academy Officers

The Officers of the Wellington Judo & Jujitsu Academy shall be:

President
Vice President
Secretary
Treasurer
Instructors

The functions of the Officers are:

President

The duties of the President are:

1. To act as President at all meetings of the Academy or any of its Committees, Subcommittee or other meetings.
2. To represent the Wellington Judo & Jujitsu Academy before all third parties.
3. To be responsible for the general supervision of the affairs of the Wellington Judo & Jujitsu Academy.
4. To delegate such duties where deemed to be appropriate.

Vice President

The duties of the Vice President are:

1. To act as President where the President is unavailable to fulfil his/her obligations outlined above.

Secretary

The duties of the Secretary are:

1. To keep the minutes of all meetings of the Wellington Judo & Jujitsu Academy.
2. To duplicate and send copies of these minutes to all members of the meeting where practical but at least one day prior to the next scheduled meeting.
3. To read and file all communications and other papers, issue notice of meetings when directed and conduct the correspondence of the Academy.
4. To retain in a safe place an authentic copy of this Constitution and any other rules of the Wellington Judo & Jujitsu Academy and update same as and when required by the resolutions passed at any Annual or Special General Meeting and register same with the Incorporated Societies Office as required under the Act.
5. To see that all meetings, notices and other acts required by this Constitution or other rules or resolutions of the Wellington Judo & Jujitsu Academy are duly summoned given, done or acted upon and shall do all things within their power to carry into effect the provisions of same.
6. To keep all records of the Wellington Judo & Jujitsu Academy's affairs considered necessary.
7. To assist the President in the execution of their responsibilities.
8. To assume the duties of the President in their absence, or in the case of refusal or inability to perform their duties.

Treasurer

The duties of the Treasurer are:

1. To supervise all the financial affairs of the Wellington Judo & Jujitsu Academy and provide advice on all financial matters wherever appropriate.
2. To ensure that all monies received from any, source are banked in the Wellington Judo & Jujitsu Academy bank account awaiting any decisions of the Management Committee as to its final purpose as specified in this Constitution.
3. To keep and maintain clear and intelligible ledgers, accounts and such other matters, papers and records as the Academy or its Auditor deems necessary.

4. To present a current financial Statement of Accounts to all Area Meetings.
5. To assist the Auditor at their request.
6. To call upon the Auditor to audit the books at the end of each financial year or upon receipt of notice of a Special General Meeting where it has been called and requires an audited statement of the accounts and assets of the Wellington Judo & Jujitsu Academy.
7. The Treasurer shall be responsible to submit a balance sheet to the Annual General Meeting.

Instructors

There shall be a maximum of one elected (1) Jujitsu Instructor and three (3) elected Judo Instructors (as elected at each annual AGM) and as such are:

1. To train all Judo and Jujitsu players equally and fairly leaving aside all loyalties and or prejudice.
2. To provide, to the best of their ability, individual assessments and training schedules for the members of the academy training squads to enable those members to perform at optimum standards and their best abilities.
3. Such other duties as may be deemed necessary or desirable by the Academy Management Committee, wherever practicable

Management Committee (9 maximum)

The Wellington Judo & Jujitsu Academy Management Committee shall consist of the elected Members of the WJA which are elected at each Annual General Meeting being the:

President
Vice President
Secretary
Treasurer
Instructors [4 maximum, being a maximum of one (1) from Jujitsu and a maximum of three (3) from Judo]
Club Representative

Responsibilities

1. To be responsible for the overall supervision of the affairs of the Wellington Judo & Jujitsu Academy.
2. To be responsible for the finances of the Wellington Judo & Jujitsu Academy specified in this Constitution.
3. To be responsible for the appointment of Trustees (cheque signatories) to control financial matters.

Club Representatives

1. The Wellington Judo & Jujitsu Academy will have one (1) representative available for all meetings as required.
2. Such representative shall be selected by the Management Committee.

Disciplinary

Three members of the Management Committee if deemed necessary or desirable will be responsible for all disciplinary action if required.

Meetings

1. Whenever practicable, notice of meetings and where possible must be forwarded to the club Secretary by either the President or Treasurer of the Academy not less than five (5) days before the date of the meeting. If there is a change from the previously advised date, the notice of meeting shall be forwarded to the club Secretary not less than three (3) days before the earliest date.
2. The club Secretary shall be responsible for ensuring that their two delegates have data of prior meetings and proposed agenda and other business matters before attending each meeting.
3. The Secretary of the Academy will supply each member with one copy of the Minutes of each meeting.
4. All meetings will normally be chaired by the President, unless delegated.

Speaking Rights

1. Those members who comprise the Management Committee as specified in this Constitution may speak on all matters under discussion.
2. Other Academy officials may also speak on matters.
3. Observers to the meeting may speak only when invited to by the President where their input or information would be beneficial to the conducting of the business of the meeting or as specified in this Constitution.
4. Observers to the meeting may request permission to speak only during general business.

Quorum

1. A quorum shall be a representation of at least three Management Committee members for administrative matters. However where matters of a financial nature (other than approval of routine payment or accounts) are to be decided the quorum must consist of at least five members of the Management Committee.
2. The club Secretary shall be responsible for ensuring that the respective Committee member names are advised to the Secretary at the beginning of each meeting and whenever there is a change of members.
3. Observers at the meeting shall not be considered to be representing the club unless the appropriate club Secretary has advised the President or Secretary of their status.
4. Should a quorum not be present within five (5) minutes of the appointed time for the meeting, no business may be discussed or dealt with and the meeting shall lapse. If pointed out to the President at any time that a quorum is not present during a meeting, a check shall be made and if this is found to be the case then the President shall rule that the meeting shall lapse.
5. Control of all meetings shall be by the President unless otherwise specified. By virtue of his/her office the person elected to this position shall act as President of all meetings.

Voting

1. Each club representative may exercise their vote(s) at an Academy Management Committee Meeting, Annual General Meetings or at any special meetings as required.
2. Notwithstanding anything to the contrary in this Constitution, the President may have a deciding vote, should a matter voted on by the Academy Committee be undecided by reason of equal voting for and against.
3. Voting at any meeting shall be by voice, show of hands, roll call or secret ballot.
4. For elections and questions of particular importance or delicacy (or when requested by a majority of that meeting) voting shall be by secret ballot.
5. Meetings shall decide by a majority of votes unless otherwise required by this Constitution.
6. There shall be no proxy votes.
7. The procedure for elections shall be the successive elimination of the candidate polling the least number of votes until one candidate obtains more than half of the votes.
8. Financial members or officers of the Wellington Judo & Jujitsu Academy has the right to speak when recognised by the chair at an Annual or Special General Meeting.

Annual General Meeting

1. Shall be held each year after the first day of October but before the last day of December.
2. A Quorum for this meeting shall be present.
3. At the meeting the following substantive business shall be transacted:
 - Approval of the Minutes of the previous Annual General Meeting.
 - The adoption, if thought fit, of the Statement of Accounts.
 - Approval of the Minutes of the previous Annual General Meeting.
 - The appointment of Honorary Auditor.
 - The adoption, if thought fit, of the Reports (written) from the various Officers of the Academy.
 - Club Remits.
 - General Business (for which special notice is not required).
4. The Secretary shall prepare the Agenda for this meeting seven (7) days prior to the date set.

5. Remits shall be submitted to the Secretary not less than one (1) week prior to the date set.
6. The Secretary shall forward to each Club and Academy Officer one copy each of the Agenda, Remits or other special notices, and the audited statement of accounts not less than seven (7) days prior to the Annual General Meeting.
7. The Treasurer shall obtain a Statement of the Accounts and assets from the previous year not less than one (1) month prior to the date set and submit to the Secretary.
8. Voting at the Annual General Meeting shall be in accordance with this Constitution.
9. Every member or officer of the Wellington Judo & Jujitsu Academy has the right to speak when recognised by the chair at the Annual General Meeting.

Election of Officers

1. All Officers of the Wellington Judo & Jujitsu Academy as specified in this Constitution shall be elected at an Annual General Meeting or extra ordinary circumstances at a Special General Meeting so called for this purpose.
2. Nominations for election as an Officer of the Wellington Judo -Academy shall be in accordance with accepted meeting procedure. These nominations may come from any member of the Academy present at the Annual General or Special General Meeting but voting for candidates will be in accordance with this Constitution.
3. Should any Officer resign or the Office become vacant for any reason the Academy Management Committee may elect another member to temporarily fill the position until the next Annual General Meeting.
4. The elections shall be in the following order:

President
Vice President
Secretary
Treasurer
Instructor/s
Club Representative

5. The office of any Officer of the Wellington Judo & Jujitsu Academy shall be vacated if the holder thereof:
 - Is expelled from the WJJA in accordance with this Constitution.
 - Gives notice to the President or Secretary tendering their resignation. The receipt of such notice must be confirmed in writing.
 - Dies.
 - Absents themselves from three consecutive meetings the Academy without making apology at these meetings acceptable to the Management Committee.
 - Shall be removed from office by special resolution at a properly constituted Special General Meeting of the Academy called for that purpose.
 - Shall be declared bankrupt or insane.

Special General Meeting

1. A Special General Meeting may be called by the Management Committee with a minimum of forty-eight (48) hour verbal notice to the Management Committee.
2. On receipt of such request the Secretary will notify all other Members within five (5) days of such request and the nature and business to be considered.
3. At a Special General Meeting only the business for which the meeting has been called shall be discussed but any amendment thereof or other motion dealing with the same matter shall be in order.
4. A Quorum for this meeting shall be present.
5. Voting at the Special General Meeting shall be in accordance with this Constitution.

Finance

1. Control of the finances of the Wellington Judo & Jujitsu Academy is vested in the Management Committee within the authority given to it by this Constitution.

2. The Management Committee may resolve to borrow or raise, and secure the repayment of such sums in such manner as they shall see fit, including Bank overdraft or mortgages, bonds, debentures, other securities or charge upon all or any of the assets of the Academy (both present and future) and to purchase, redeem and pay off any such securities.
3. Voting on financial matters will be in accordance with this Constitution which shall be replaced by a majority vote of at least 75% (seventy five percent) of the affiliated Clubs being in favour of such actions as outlined.
4. No member of the Academy or any person associated with a member shall participate in or materially influence any decision made by the Academy in respect of any payment to or on behalf of that member or associated person of any income benefit or advance whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in any arms length transaction. The provision and effect of this subclause shall not be removed from the Constitution and shall be included in any document replacing this Constitution.
5. All monies the property of the Academy received from any source shall be banked in the Wellington Judo & Jujitsu Academy Bank Accounts awaiting the decision of the Management Committee as to its purpose.
6. Finance and the property of the Academy, shall be placed in a cheque account, term deposit or such other guaranteed security, as may be decided from time to time.
7. No finance belonging to the Academy shall be speculated on the share market or similar situation where investment is not safeguarded.
8. If investment is intended to be other than as outlined and security of any such investment is not guaranteed then such intention shall proceed only by special resolution of a properly constituted Annual or Special General Meeting for which notice has been given.
9. The purpose for which the finance shall be used- shall include any activities which involve the Academy as a whole or in part as recommended by the Management Committee.
10. There shall be a maximum of three and a minimum of two cheque signatories to the Academy's Accounts. These signatories shall be the Trustees of the Academy's finance.
11. The President and Treasurer shall be two of these Trustees. A third member will normally be the officer holding the position of Secretary, where deemed necessary.
12. All cheques raised on the Academy's accounts shall be signed by two signatories.
13. The financial year of the Academy shall close on 31 December of each year.
14. A Statement of Accounts shall be presented to the next Annual General Meeting of the Academy for consideration and approval. Following adoption of such financial Statements by the Meeting a copy shall be forwarded (as required by the Incorporated Societies Act 1908) to the Registrar of Incorporated Societies.
15. An auditor may be appointed at each Annual General Meeting.
16. The auditor shall not be a President of an affiliated Club or Officer of the Wellington Judo & Jujitsu Academy.
17. The auditor shall normally act in an honorary capacity.
18. The officers shall not receive any remuneration for their service except that they may receive reimbursement of all reasonable expenses at a minimum rate for an expense/s incurred in the running of this Academy provided that they are not being reimbursed by any other body for these expenses.
19. The Wellington Judo & Jujitsu Academy is not formed for pecuniary gain and the income from assets and property of the Academy shall be applied only towards the promotion of the Aim and Objects of the Wellington Judo & Jujitsu Academy and in particular no portion of its income or funds shall be paid directly or indirectly to any member of the Academy, PROVIDED that nothing herein shall prevent payment in good faith as reasonable remuneration to a servant of this Academy for goods or services rendered, or payment of reasonable expenses incurred the line of duty, to any authorised representative or delegate of the Wellington Judo & Jujitsu Academy.
20. An annual subscription or fee as determined by the Academy Management Committee as appropriate to the needs of the Academy shall be paid by every individual member (except a Life Member and Honorary Member) at the commencement of each year and failure to do so may result in the suspension or expulsion as outlined in this Constitution.
21. An annual subscription or fee as determined by the Academy Management Committee as appropriate to the needs of the Academy shall be paid by each Member by the 1st day of February for the ensuing year or prorated thereof. Other fees or levies shall be charged for various services and purposes if authorised by the Management Committee.

22. A Casual Member fee will be charged to all casual users of the Academy and is subject to the provisions outlined in this Constitution.

Resignation, Suspension and Expulsion

1. Any individual shall cease to be Member whose annual fees, levies or subscription is more than seven (7) days overdue. The Management Committee may, at its sole discretion grant a Member dispensation of this expulsion provided that the Member pays all outstanding fees to an agreed payment plan.
2. Any Member who shall leave the Wellington Judo & Jujitsu Academy by way of resignation, suspension or expulsion shall continue to be liable for any subscriptions, fees, levies or other monies due or unpaid as at the date of such resignation, suspension or expulsion.
3. An individual may apply to renew their membership but must first pay any outstanding arrears owing to the Wellington Judo & Jujitsu Academy.
4. The Wellington Judo & Jujitsu Academy reserves the absolute right to approve, decline or expel membership of the said WJJA to any person/s if it is deemed by the Academy Management Committee (at its sole discretion), that the person/s has or may bring the WJJA and/or the arts of Judo and/or Jujitsu into disrepute or if it is deemed by the Academy Management Committee that the person/s represents a danger, either physical or emotional, to the other Member/s of the WJJA.
5. A Casual Member may at the sole approval/disapproval of the Instructor/s for each class, be allowed to attend classes of the WJJA provided that the casual member pay in advance the 'casual member fee' as approved by the Academy Management Committee. All Casual Members will be bound by this Constitution in all respects. If the Casual Member attends more than 3 casual classes over a two (2) month consecutive duration, then that casual member shall be deemed to be a full Member and shall then be liable to pay the full Member fees as determined by the Management Committee. Failure to do so shall result in the expulsion of the WJJA in accordance with this Constitution.
6. Any individual may resign by notifying the Academy of this in writing.

Alterations of Rules

1. Articles (Rules & Regulations) contained in this Constitution shall not be amended, added to or rescinded except at an Annual General Meeting or Special General Meeting of this Academy.
2. No Article contained in this Constitution shall be altered, added to or rescinded unless notice of intention to do so has been forwarded to the club President.
3. No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar of Incorporated Societies.
4. Upon registration of the Constitution by the Registrar of Incorporated Societies the Secretary will send a printed copy of the Constitution to each member in addition, electronic copies of the Constitution may be made available.
5. Bylaws or other general rules, including the Code of Conduct, of the Wellington Judo & Jujitsu Academy may be passed, modified or revoked as deemed necessary from time to time by any meeting of the Academy Management Committee.
6. Voting on these Bylaws and other general rules of the Academy will be in accordance with this Constitution.

Matters not Provided for

If a matter shall arise which is not or which in the opinion of the Management Committee is not provided for by or under the rules of this Constitution, then such matter shall be determined by special resolution at any properly constituted Special General Meeting in such manner as the meeting may see fit.

Winding Up

1. The procedure to follow for the winding up of the Wellington Judo & Jujitsu Academy shall be as follows:
 - At either a Special or Annual General Meeting of the Wellington Judo & Jujitsu Academy, the Management Committee shall give notice of its intent to proceed with the winding up of the Wellington Judo & Jujitsu Academy.
 - Following that Special or Annual General Meeting of the Wellington Judo & Jujitsu Academy and by way of public notices lodged in suitable newspapers, all members of the Wellington Judo & Jujitsu Academy shall be advised of the intent to wind up the Wellington Judo & Jujitsu Academy.
 - A second Special General Meeting of the Wellington Judo & Jujitsu Academy to discern whether or not the winding up of the Wellington Judo & Jujitsu Academy should proceed shall be called, not less than thirty (30) days after the meeting at which the intent to wind up the Wellington Judo & Jujitsu Academy was put.
2. In the event of the winding up of the Wellington Judo & Jujitsu Academy or its dissolution by the Registrar of Incorporated Societies, the funds and assets of the Academy remaining after payment and satisfaction of its debts and liabilities, shall be

Wellington Judo & Jujitsu Academy Incorporated

held in trust for the purposes of carrying on the work of the WELLINGTON JUDO & JUJITSU ACADEMY, either by itself, or by any other Academy or organisation with similar charitable purposes at any time thereafter formed within the Wellington Area.

General

The adoption and Registration of this Constitution and the Rules and Regulations contained therein repeal and replace the former Constitution in force of the WELLINGTON JUDO & JUJITSU ACADEMY INCORPORATED.

Patrick J. Lee [Signature] [Signature]
President Secretary Treasurer

Dated 12-2-08 [Signature]
Vice President.