



PORT NOARLUNGA FOOTBALL & SPORTS CLUB CONSTITUTION AND BY-LAWS

ADOPTED NOVEMBER 2011

1.0 NAME:

The name of the Club is Port Noarlunga Football & Sports Club (Inc.) herein after referred to as the "Club"

2.0 OBJECTS:

The objects of the Club are:-

- 2.1 To promote, play, foster, develop, extend and govern all community sporting and social activities including the game of Australian Rules Football.
- 2.2 To provide facilities for members wishing to participate in community sporting and social activities including the game of Australian Rules Football.
- 2.3 To assist in the education advancement of the community by means of the development of a sense of fair play and a love of sport and in particular Australian Rules Football.
- 2.4 To encourage, advance and assist in the development of an approved standard of physical fitness in all members of the community both individually and collectively
- 2.5 To do all things which the Club or Executive Committee thereof may think necessary or desirable for promoting the recreation, accommodation and convenience of its members.

3.0 ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

4.0 PROPERTY OF THE CLUB

The Club must apply all property and income of the Club towards the promotion of the objects or purposes of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

5.0 POWERS OF THE CLUB: (as conferred by Section 13 of the Act).

- 5.1 To purchase, take on lease, exchange for or otherwise acquire lands, buildings, easements or property, both real and personal, which may be required for the purposes of or conveniently used in connection with any objects of the Club and to sell, demise, mortgage, give in exchange for or dispose of the same or any part or parts thereof from time to time and to grant easements in, through, over or upon the Clubs land and to acquire easements or rights over any other land.
- 5.2 To deal with moneys of the Club, not immediately required, upon such security and in such manner as may from time to time be determined by the Executive Committee of the Club.
- 5.3 To do all other things as are incidental or conducive to the attainment of the foregoing objects including the raising of money by way of loan and giving such security therefore as many from time to time be determined by the Executive Committee of the Club.
- 5.4 To hire and employ clerks, managers, servants and workman and to pay them and such other persons as the Executive Committee shall approve such salaries, wages, gratuities and pensions in return for services rendered to the Club.
- 5.5 To construct and erect buildings and facilities upon lands owned or leased by the Club or in respect of which the Club may have any other estate or interest and to maintain, alter, repair, decorate and furnish such buildings and facilities out of the funds of the Club and otherwise to deal with the same for the benefit of members.
- 5.6 To apply for, conduct and maintain a permit or license pursuant to the provisions of the Licensing Act 1997 for the sale or supply, delivery and consumption of liquor upon the premises of the Club and to do all things as may be necessary for or incidental to the obtaining, conducting and maintaining of such permit or license.
- 5.7 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
- 5.8 Provide gifts and prizes in accordance with the objects of the Club;
- 5.9 Organise social events for Members and the promotion of the Club;
and
- 5.10 To enter into any other contract the Club considers necessary or desirable.

6.0 OFFICE BEARERS:

6.1 The Office Bearers of the Club shall consist of:

- President
- Vice President
- Secretary
- Treasurer
- Football Director
- Complex Representative (Optional)

All of whom, apart from the Complex Representative, shall be elected in such a manner as is herein after provided.

6.2 The President or, in the Presidents absence, the Vice President shall preside at Annual General Meetings or Special Meetings of the Club. In the event of the President and Vice President being absent at any such meeting the members present shall appoint a Chairperson for that meeting. The Chairperson appointed shall have a casting vote in addition to that person's ordinary vote.

7.0 EXECUTIVE COMMITTEE:

N.B (1) Committee persons are sometimes referred to as Office Bearers.

(2) The main Office Bearers are often referred to as The Executive.

7.1 Management of the Club shall be vested in the Executive Committee elected by the members at the Annual General Meeting and consisting of;

- 7.1.1 President
- 7.1.2 Vice President
- 7.1.3 Secretary
- 7.1.4 Treasurer
- 7.1.5 Football Director

7.2 No person shall hold more than one position on the Executive Committee at any one time. A person shall cease to be a member of the Executive Committee at the conclusion of the Annual General Meeting which follows his/her election and he will be eligible for re-election.

7.3 A quorum of the Executive Committee shall be half of its members plus one.

7.4 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

7.5 A member of the Executive committee may lose his or her seat on the committee for either of the following;

- Absence from three or more meetings without leave of absence.
- Found not to be a financial member.

7.6 The Executive Committee shall meet at regular intervals, nominally every quarter, or as deemed necessary by the Executive Committee so as to attend to any business as it arises.

7.7 Advice of every meeting shall be given by e-mail or phone text by the secretary no later than five (5) days prior to the meeting.

7.8 All resolutions and proceedings from the meetings are to be recorded as minutes kept by the secretary.

8.0 POWERS OF THE EXECUTIVE COMMITTEE

8.1 The Executive Committee shall carry out the day-to-day running of the Club and shall have the power to:

- 8.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- 8.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the Executive Committee passes all payments;
- 8.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- 8.1.4 Adjudicate on all matters brought before it which in any way affect the Club.
- 8.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- 8.1.6 Make, amend and rescind rulings and By-laws;
- 8.1.7 Have the power to form and appoint any sub committee/s or Support Groups as required for specific purposes;
- 8.1.8 May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary.
- 8.1.9 Should a vacancy occur on the Executive Committee during the season, the Executive Committee shall appoint a successor until the next Annual General Meeting.
- 8.1.10 Appoint an officer/s or agent of the Executive Committee to have custody of the Clubs records, documents and securities.
- 8.1.11 Develop and implement Club policies as necessary according to any conformance requirements especially those which are required by law.

9.0 GENERAL COMMITTEE:

- 9.1 At the first meeting of the Executive Committee subsequent to the Annual General Meeting in each year a General Committee shall be appointed.
- 9.2 The President, Vice President, Secretary, Treasurer, Football Director, shall be automatic members of the General Football Committee.
- 9.3 The Executive Committee shall, by appointment select five (5) additional members to serve on the General Football Committee. It is strongly recommended that Football Club Sub-committee leaders be appointed e.g. Social/Fundraising, Sponsorship,

Projects/Funding also a Players Representative and the appointed MPIO (Member Protection Information Officer) or Social Welfare Officer should be considered.

- 9.4 The General Committee shall have the responsibility and full authority to:
- 9.4.1 Deal with the day to day administration of the Football Club.
 - 9.4.2 Make emergency ruling on all matters which may properly be submitted to it.
 - 9.4.3 Recommend to the Executive Committee such proposal or changes which it may deem fit.
 - 9.4.4 Make appointments, dismiss or replace any non-elected member whose conduct shall not be in the best interests of the Club.
 - 9.4.5 Do all other things which the Executive Committee shall, from time to time, assign to it.
 - 9.4.6 Recommend changes to Club Policies or the initiation and implementation of new policies to the Executive Committee.
 - 9.4.7 Regularly review and update the Action list from the Clubs Strategic Plan.
 - 9.4.8 Ensure all Club Policies are adhered to.

10.0 SUB-COMMITTEES:

The Executive Committee shall, as deemed necessary, refer or direct the formation of any Sub-committee to the General Football Committee to administer.

11.0 SECRETARY:

The Secretary, as an Office Bearer, shall be elected from nominations at the Annual General Meeting and shall perform the following duties;

- 11.1 Conduct the affairs of the Club under the direction of the Executive Committee and keep an electronic record for that purpose full and accurate minutes of the proceedings at all meetings as well as all meetings of the Executive Committee. Should the office of Secretary be vacant or should the Secretary be unable or unwilling to act, the Executive Committee shall have the power to appoint any person to perform the duties required of the Secretary by this constitution.
- 11.2 Generally to undertake and perform all such duties as the Executive Committee shall direct.
- 11.3 Act as Public Officer for the Club
- 11.4 Ensure minutes of meetings are distributed to relevant committee members no later than seven (7) days after a given meeting has been conducted.

An Assistant Secretary shall be appointed by the Executive Committee if deemed necessary. The Assistant Secretary shall assist the Secretary as required in the performance of all duties mentioned above.

12.0 TREASURER:

The Treasurer, as an Office Bearer, shall be elected from nominations at the Annual General Meeting and shall be responsible for the following;

- 12.1 The Treasurer shall keep correct accounts and books showing the Financial affairs of the Club and the particulars usually shown in the books of accounts of a like nature, shall receive the contributions of members and other moneys paid to the Club, submit a summary thereof to the Executive Committee and pay all moneys into a bank account or bank accounts conducted in the Clubs Name.
- 12.2 No account shall be paid until the same has been passed for payment by the President or any two Office Bearers.
- 12.3 Prepare the books for presentation to the nominated Auditor for examination and certification of the Profit and Loss account, Balance sheet and accompanying accounts and schedules to be submitted to the Annual General Meeting.

13.0 FOOTBALL DIRECTOR:

- 13.1 The position of Football Director shall be an elected Office Bearer of the Club and automatically holds a position on the Executive Committee.
- 13.2 The Football Director shall be responsible to the Executive Committee and shall act as a liaison/arbitrator between Coaches, coordinators, players, trainers, Team Managers, runners and the Executive Committee.
- 13.3 The Football Director shall be responsible for the advertising of coaching positions when vacated if required and recommend candidates to the Executive Committee for interviews and appointments.
- 13.4 The Football Director shall nominate persons to the Executive Committee for appointment as coordinators. Senior, Junior and Minis coordinator positions are required to be filled.
- 13.5 The Football Director shall ensure all new volunteer support staff enlisted or appointed to positions related to football operations are inducted according to the Clubs Volunteer Induction Policy and ensure all Club Policies are adhered to.
- 13.6 The Football Director shall be the Clubs nominated representative as Senior Delegate to the Southern Football League and is to attend, or nominate an alternative to attend, all Senior Delegate Meetings scheduled by the League and report any S.F.L. business of note to the Executive Committee.
- 13.7 The Football Director shall be empowered to deal with such matters as grievances, requests and suggestions from the above mentioned sources, including parents and or guardians of players.
 - 13.7.1 In the event that a mutually satisfactory solution cannot be attained in any dispute, such a matter shall be referred to the Executive Committee for a decision.
- 13.8 An Assistant Football Director shall be appointed if required, to assist the Football Director.

- 13.9 The Football Director and the Assistant Football Director shall be entitled to the full co-operation of all Coaches, coordinators, players, Team Managers, trainers, committees and members in pursuit of these responsibilities.
- 13.10 The Football Director is required to operate in accordance with the Job Description as supplied by the Club and recommend any changes, improvements or discrepancies related to that Job Description to the Executive Committee at the Annual Review meeting.

14.0 ELIGIBILITY FOR NOMINATIONS:

No person who is not a member of the Club shall be eligible for nomination or for election to any office of Committee or to vote at the Annual General Meeting or Special Meetings.

15.0 NOMINATIONS AND ELECTIONS:

- 15.1 All nominations for the Executive committee must be delivered to the Secretary at least seven (7) days before the Annual General Meeting or Special Meeting of the Club.
- 15.2 On the day appointed for the Annual General Meeting as received pursuant to sub-clause 14.1 hereof shall be examined. In the event of there being a greater number of nominations than required for a particular office a ballot for election shall forthwith be conducted in the manner prescribed by the Committee.
- 15.3 All propositions, questions and matters submitted in accordance with these rules to any Annual General Meeting or Special Meeting, shall be decided by a majority of those present in the first instance by a show of hands.

16.0 COORDINATORS:

- 16.1 The Coordinators role is to liaise with the Football Director and Assistant Football Director on matters relating to the organization of the individual grades in preparation for and during each season.
- 16.2 Responsibilities of the Coordinator:
- 16.2.1 are to liaise with Coaches and the Football Director on the appointment of Team Managers and other volunteer support staff for each individual grade
 - 16.2.2 Collect annual fees from the players in their respective grades.
 - 16.2.3 Ensure all volunteer support staff are inducted in line with the Clubs Volunteer Induction Policy and that all Club Policies are adhered to.
 - 16.2.4 Ensure all equipment and uniforms are maintained, purchased, repaired and issued.
 - 16.2.5 Ensure Club Policies are adhered to.
- 16.3 The Coordinator shall report to and liaise with the Football Director and Assistant Football Director on such matters as grievances, requests and suggestions from Coaches, other Coordinators, Players, Team Managers, trainers, parents and or guardians of players and other committee members or members.

17.0 MEMBERSHIP:

17.1 Membership shall be open to any person who wishes to further the interests of the Club.

17.2 Any person seeking membership shall make application to the Executive Committee, and the Executive Committee shall determine whether the application is successful or not.

17.3 Each person admitted to membership shall be;

17.3.1 Bound by the Constitution and By-laws of the Club.

17.3.2 Come liable for such fees and subscriptions as may be fixed by the Club.

17.3.3 Entitled to all advantages and privileges of membership.

17.4 Membership Categories:

17.4.1 ORDINARY MEMBER

Any person who is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club (JUNIOR MEMBERS under the age of 18 years shall have no voting rights nor be entitled to hold any office.)

17.4.2 MEMBERS LIFE MEMBER

The Executive Committee as a Life Member may elect any member who has given outstanding service to the Club over a period of not less than ten (10) years. Any member may nominate a person to the Executive Committee for consideration for Members Life Membership.

17.4.3 PLAYER LIFE MEMBER

Any person who has been an active senior member of the Club for at least ten (10) years and has played 200 (200) games in senior competition may on the recommendation of the Executive committee be appointed a Player Life Member of the Club at a general meeting. The secretary shall keep a record of all Life Members.

17.4.4 SPECIAL MEMBER

The Club may, from time to time, organize an appeal for funds for special projects and may include, as a reward for substantial donations, Special Memberships which may be aligned with a set duration or term as determined by the conditions laid out in any package presented by the Executive Committee.

17.4.5 PATRON

The Club may, at its discretion, elect a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.

17.5 The Executive Committee shall appoint a member of the Executive Committee to maintain an up to date register of members of the Club.

17.6 A member may at any reasonable time inspect the records and documents of the Club.

18.0 CLUB COLOURS:

18.1 The colours of the Club Football Teams shall be Royal Blue and White. The uniform shall consist of a royal blue and white jersey and predominately royal blue shorts with white for home games and predominately white shorts with royal blue for away games. The club socks will be royal blue and white.

18.2 The provisions of sub-paragraph 18.1 may be amended or varied by the Executive Committee.

19.0 AFFILIATION:

In so far as the Clubs activities relate to participation in Australian Rules Football, the Club shall affiliate with the Southern Football League Incorporated and shall be subject to the Memorandum and Articles of Association and by-laws of the said Southern Football League Incorporated.

20.0 SUBSCRIPTIONS:

20.1 To be paid by different classes as established by the Executive Committee when they are due.

21.0 CONDUCT CONTRARY TO CLUB RULES:

21.1 Notwithstanding, anything to the contrary herein contained, the Executive Committee of the Club may, by notice in writing addressed to and hand delivered to any member of the Club, requiring such member to appear before it to answer any charge or allegation of having been guilty of conduct detrimental to the best interests of the Club.

20.1.1 After hearing such member, and any evidence that be given before it, the Executive Committee may, if the charge or allegation shall be proved to its satisfaction, cancel membership of such member or may disqualify that person for such a period as the executive committee may think fit.

20.1.2 If a member fails to attend after having such notice, the Executive Committee may hear and determine such charge or allegation in the persons absence.

20.1.3 Any member may appeal to a Special Meeting if aggrieved by a decision of the Executive Committee and shall lodge with the Secretary written notice of appeal within seven(7) days of such decision.

22.0 TERMINATION OF MEMBERSHIP:

22.1 Any person's membership may be terminated by the following events;

22.1.1 Resignation

22.1.2 Expulsion

22.1.3 a Member's annual membership fee remains unpaid after falling due;

22.2 The Executive Committee shall have the power to suspend or expel any member of the Club for:

22.2.1 any of the events in Item 22.1

22.2.2 False or inaccurate statements made in the member's application for membership of the Club,

22.2.3 breach of any rule, regulation or by-law of the Club and

22.2.4 by any act detrimental to the Club.

After having undertaken due inquiry.

22.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a Special Meeting called for such purpose, and the decision of the Special Meeting shall be final.

23.0 AUDITOR

23.1 The Executive Committee shall elect or appoint an Auditor or Auditors.

23.2 The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the Annual General Meeting.

24.0 MEETINGS:

24.1 Annual General Meeting

24.1.1 The Annual General Meeting of the Club must be held no later than the 15th day of December in each year for the purpose of receiving the report of the Executive Committee, the financial report duly audited, the election of all office bearers and any general business submitted to the meeting. The books of the Licensed Club shall be closed as of the 31st day of October in each year to enable the Annual General Meeting to be held by the above mentioned date.

24.1.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members.

24.1.3 All financial members may attend the Annual General Meeting.

24.1.4 The quorum at the Annual General Meeting, shall be a minimum of twenty (20) members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such an adjourned meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

24.1.5 The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting & any Special Meetings.

- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's statement
- Election of New Executive
- Nominations for General and Sub-committees
- Vote of thanks to outgoing Executive
- Nominate Date for Annual Review Meeting
- Notice/s of Motion
- Urgent general business
- Closure

24.2 Special Meetings

24.2.1 Special Meetings may be called by the Executive Committee or at the request of the President and Secretary or on the written request of six (6) members of the Club.

24.2.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the Special Meeting to the members. Notice of Special Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special Meeting.

24.2.3 The quorum at the Special Meeting shall be a minimum of fifteen (15) members.

24.2.4 Should a quorum not be present at any Special Meeting, such a meeting shall be adjourned for a further seven (7) days from the date originally set. If a quorum be not present at the adjourned meeting the those present shall be considered a quorum.

24.3 Annual Review Meeting

24.3.1 The purpose of the Annual Review Meeting is to review all Club Policies, Work Instructions, Job Descriptions, Club Forms or the Constitution and By- Laws and implement or recommend any changes to documents requiring such changes to the Annual General meeting.

24.3.2 The Annual Review Meeting shall be conducted by the General Committee at a time designated at the Annual General meeting of each year.

24.4 General Committee Meetings

24.4.1 General Committee Meetings of the Club shall be held frequently nominally two (2) – three (3) weekly during the season in order for the General Committee to address any operational issues in a timely manner.

24.4.2 Advice of every meeting shall be given by e-mail or phone text message to the General Committee members by the Secretary no later than three (3) days prior to the meeting date.

25.0 VOTING

25.1 Voting powers at the Annual General Meeting and Special Meetings:

- 25.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 25.1.2 Each individual financial member present shall have one (1) vote.
- 25.2 Voting powers at Executive Committee Meetings;
 - 25.2.1 The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.
 - 25.2.2 Each individual committee member present shall have one (1) vote.
- 25.3 Only financial members are entitled to vote at the Annual General Meeting and at Special Meetings.

26.0 POLLS:

- 26.1 Any five members may demand a poll and if a poll is so demanded, the proposition, question or matter shall be finally decided by a division to be held and conducted in such a manner as shall be determined by the chairman.
- 26.2 All decisions arrived at and carried at any Special or Annual General meeting held in conformity with these rules, shall be binding and conclusive upon all members of the Club and no notice of motion to reconsider any such decision shall be received during the current year ending in which such decision has been so passed.

27.0 FINANCE:

- 27.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Executive Committee may determine.
- 27.2 All accounts due by the Club shall be paid by cheque after having being passed for payment at the Executive Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Executive Committee Meeting.
- 27.3 The Secretary shall not spend more than a set amount Petty Cash without the consent of the Executive Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 27.4 A statement showing the financial position of the Club shall be tabled at each Executive Committee Meeting by the Treasurer.
- 27.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 27.6 The financial year of the Club shall commence on the first day of November (1-11) each year. The accounts, books and all financial records of the Club shall be audited each year.
- 27.7 The signatories to the Club's account/s will be the Treasurer and any one (1) from the following;
 - 1. President
 - 2. Vice President
 - 3. Secretary

27.8 All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

28.0 COMMON SEAL

(A rubber stamp on which is engraved the Club's name)

The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Executive Committee and in the presence of at least the President and two members of the Executive Committee, both of whom shall subscribe their names as witnesses.

29.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

29.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a Special Meeting called for such purpose.

29.2 The Secretary shall forward such notices of motion to each Executive Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a Special Meeting.

29.3 Alterations to the By-laws can be made only at Executive Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.

29.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, Special Meeting or Executive Committee Meeting, as the case may be.

29.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer and Employment Protection of the amendment.

(In the case of a licensed club, the Director of Liquor Licensing must also be notified.)

30.0 DISSOLUTION

If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed

- (a) another incorporated association having objects similar to those of the Club; or
- (b) for charitable or benevolent purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the members.

31.0 ADOPTION OF REVISED CONSTITUTION & BY-LAWS

This Review of the Constitution and By-Laws of the Port Noarlunga Football & Sports Club is now adopted by the Executive Committee on the

21st. Day of February 2017.

Signed by Phil Wood
In the presence of
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Signed by Leanne Hedger
In the presence of
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Signed by Hugh Tedmanson
In the presence of
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Signed by John Hedger
In the presence of
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