



**AECF BUSINESS CONDUCT AND ETHICS POLICY**

**AECF.2017.06.004**



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## DOCUMENT REVIEW SCHEDULE

### Initial Approval

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### Amendment Instructions and Version Control

- a) The Initial document is version 1.0
- b) Subsequent amendment / addition of paragraphs will change the second part (0) of the Document Version to 1.1 and increase with subsequent changes in paragraphs
- c) Subsequent amendment / addition of clauses will change the first part (1) of the Document Version to 2.0

## 1. PURPOSE OF THE POLICY

- 1.1 The Africa Enterprise Challenge Fund (AECF) and its governing body, the Board of Directors (BOD), are committed to promoting and maintaining good corporate governance. The AECF views unethical business practices as highly detrimental to the achievement of its mandate. AECF uses proactive measures including risk assessments and sensitization programmes to deter sanctionable practices and prevent their occurrence in internal corporate issues and operations financed by the Organization.
- 1.2 The Purpose of this policy is to reiterate the Organization's commitment to conducting its business with honesty and integrity and in full compliance with applicable anti-bribery, anti - fraud or anti-corruption laws, including, but not limited to, those applicable in all its countries of operation. In the event that local laws are more restrictive than this policy, the more stringent local requirement will apply.
- 1.3 It is to also ensure that all AECF employees and all independent third parties who work on AECF's behalf globally (such as independent contractors, consultants, agents, suppliers, vendors and others who do business with AECF) understand and comply with applicable laws and AECF's policy against unethical business conduct and practices.

## 2. DEFINITIONS

- 2.1 For the purposes of this policy,
  - 2.1.1 **Corruption** – misappropriation of public assets or public office and trust for private gains.”. It affects everyone whose life, livelihood or happiness depends on the integrity of people in a position of authority, it threatens the stability and security of societies, and it undermines democratic institutions and values.
  - 2.1.2 A conflict of interest - is any situation in which a personal interest of an AECF Representative could, or could be seen to, prevent the person from deciding in the best interests of the AECF. This personal interest may be direct or indirect and can include interests of a person connected lto the AECF Representative.
  - 2.1.3 **Bribery** – the act of offering, giving (active bribery), receiving, soliciting, or accepting (passive bribery) something of value with the purpose of influencing the action of a person in the performance of his/her duties.
  - 2.1.4 **Ethics** – moral principles that govern a person's behavior.
  - 2.1.5 **Fraud** – the use of deception with the intention of obtaining an advantage (financial or otherwise), avoiding an obligation, or causing loss to others. This involves being deliberately dishonest, misleading, engaging in deceitful behavior, practicing trickery, or acting under false pretenses.
  - 2.1.6 **Embezzlement** – misappropriation or other diversion of property or funds legally entrusted to someone by virtue of his or her position.

2.1.7 **Nepotism** – favoritism shown to relatives or friends without regard to merit.

2.1.8 **“Personal interests”** - include your own interests or those of your immediate family or an organisation in which you are involved. In other words, a conflict of interest where your ability to act impartially and objectively is or appears to be compromised for reasons involving family, personal life, financial interests, or other interests outside of the Group.

### 3. SCOPE

3.1 This policy applies to all staff and any third parties who work on AECF’s behalf regardless of their position, type of association, or location.

3.2 This policy supplements AECF’s code of conduct and disciplinary and grievance procedures described in the Human Resources (HR) Policies Manual

3.3 This policy covers a wide range of business practices and procedures. It may not address every situation that may arise, but it sets forth basic principles to guide all parties.

3.4 Employees and third parties who violate this policy shall be subject to disciplinary action as per the AECF’s disciplinary procedures.

### 4. POLICY STATEMENT

All staff and any third parties who on AECF’s behalf will respect and promote the principles of this policy highlighted below:

#### 4.1 Code of Ethics Attestation

All AECF employees must sign and abide by a code of conduct attestation at the point of signing their employment contract and thereafter, annually. (Annex I). The attestation shall be filed by HR in the employee records.

#### 4.2 Certificate of good Conduct

The certificate of good conduct may be sought as part of the pre-employment documentation or may be sought at any point in the course of employment. The certificate of good conduct must be issued by the relevant policing authority of a country.

#### 4.3 Compliance with Laws and Regulations

All AECF employees and third parties are expected to obey the laws of the jurisdictions within which AECF operates, both in letter and in spirit. Perceived pressure from supervisors and demands due to business conditions are not excuses for violating the law. If in doubt on whether one is in compliance with the laws, the affected party is expected to seek guidance either from their supervisor or from the inhouse legal counsel.

#### **4.4 Conflict of interest**

AECF aims to conduct work in an honest, open and ethical manner and in compliance with applicable law, regulation and best practice. The Board aims to ensure that AECF Representatives are aware of their obligations to disclose any conflicts of interest they may have, and that the integrity of decision making is protected and stakeholder trust maintained. Consequently, AECF employees and any other third parties dealing with AECF are required to avoid any conflict – real or potential – between their personal interests and the interests of AECF.

#### **4.5 Bribery**

Employees of AECF and any other third parties will not give or accept bribes in any form. A bribe does not actually have to take place – just promising to give a bribe or agreeing to receive is considered an offence.

AECF shall abide by the local Anti-Bribery laws in place. It is important for the users of this policy to understand that a breach of bribery laws can result in fines for both the company and the individual involved and, in some jurisdictions, could also result in imprisonment.

Bribes can take many forms, for example:

- money (or cash equivalent such as shares);
- unreasonable gifts, entertainment or hospitality;
- kickbacks;
- unwarranted rebates or excessive commissions (e.g. to sales agents or marketing agents);
- unwarranted allowances or expenses;
- “facilitation” payments/payments made to perform their normal job more quickly and/or prioritize a particular third party (e.g. supplier, investee)
- political/charitable contributions;
- uncompensated use of company services or facilities; or
- anything else of value

For purposes of this policy, Bribery involves both offering (giving) and requesting (receiving) a financial or other advantage with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered or who receives that acts improperly)

It also does not matter whether the bribe is:

- given or received directly or through a third party (such as someone acting on Informa’s behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary); or
- for the benefit of the recipient or some other person.

#### **4.6 Extortion**

Employees and any other third parties will not, for private purposes, seek to influence any

person or body by using their official position or by using force or threats.

Extortion occurs when an individual unlawfully demands or receives money or property through intimidation. Extortion may include threats of harm to a person or his/her property, threats to accuse him/her of a crime/illegal act, or threats to reveal embarrassing information. Some forms of threat are occasionally singled out for separate statutory treatment under the designation “blackmail.”

#### **4.7 Fraud**

Employees and any other third parties shall not use deception, trickery or breach of confidence to gain an unfair or dishonest advantage.

Staff members have the duty to report any and all possible cases of fraud either to their immediate supervisor or through the available whistleblowing channels for further investigation. (Refer to Whistleblowing Policy)

The actions that constitute a fraud will include, but are not limited to:

- Embezzlement
- Corruption
- Misappropriation of cash, organization cheques, and any other organization assets including grant awards.
- Unauthorized disclosure of confidential and proprietary information to third parties.
- Forgery, illegal alterations of documents or issuing counterfeit documents.
- Failure to report suspected or known criminal wrongdoing to the CEO or Board.
- Compromising good business ethics in the normal conduct of business and/or neglecting to conduct due diligence surveillance for material or financial gains from grantees, consultants, or suppliers.
- Use of AECF computer systems to process and or forward restricted AECF material.
- Information to unauthorized persons or configuration of the computer systems to perpetuate fraud in grant making.
- Falsification of documents for financial gain i.e. financial documents, receipts, vouchers, contracts
- Physical theft of physical cash or assets of AECF.

#### **4.8 Nepotism and favoritism**

Employees and any other third parties will not favor friends, family or other close personal relations in recruitment, procurement, aid delivery or other situations.

Relatives or friends are treated favorably based on the close personal relationship alone rather than on a professional and objective assessment of their skills and qualifications.

#### **4.9 Discrimination and Harassment**

AECF firmly committed to providing equal opportunities in all aspects of employment. Employment decisions shall be based on business reasons such as talent, qualifications and achievements and will comply with local labor/employment laws. The HR Policy and Manual provides further guidelines relating to this.

Violence and threatening behavior shall not be condoned. In order to protect the safety of the employees and other third parties, employees are expected to report to work in conditions that enable them to perform their duties and free from the influence of drugs and alcohol.

#### **4.10 Insider Trading**

AECF employees may not trade in company securities in any country using knowledge obtained from their jobs if the information has not been made public, as this is a violation of securities laws in certain jurisdictions.

It is also illegal to “tip” others who might make an investment decision based on the inside knowledge that you provided.

#### **4.11 Confidentiality**

Employees may not disclose the company’s confidential information except to another person with a legitimate business need to know or except as required by applicable laws and regulations.

Employees may not disclose confidential information of other third parties (suppliers, investees etc.) which may come to their attention in the course of business engagement.

Confidential information includes but is not limited to:

- Unpublished financial data and reports
- Internal records
- Employee records and salary information
- Intellectual property such as trade secrets, patents, trademarks and copyrights
- Marketing and service plans
- Software ideas, designs, databases

All responses to enquiries on behalf of the company must be made only by the company’s authorized personnel. If an employee receives an inquiry of restricted nature, they must decline to comment and refer to the supervisor or authorized personnel as per the AECF’s Delegated Authority Matrix and Communications Policy.

#### **4.12 Gifts & Hospitality**

Employee and any other third parties will not give, solicit or receive directly or indirectly any gift or other favour that may be seen to influence the exercise of their function, performance of duty or judgement. This does not include conventional hospitality or minor



gifts.

In the context of corruption, a gift is a financial or other benefit, offered, given, solicited or received in the expectation of receiving a benefit in return. Gifts and hospitality may be in themselves a manifestation of corrupt behaviour. They may be used to facilitate corruption or may give the appearance of corruption. Gifts may include cash or assets given as presents, and political or charitable donations. Hospitality may include meals, hotels, flights, entertainment or sporting events.

As a general rule, staff and other individuals working on behalf of AECF should not receive gifts (above \$100 in value) or other advantages. However, in observing and respecting hospitality conventions, small gifts may be accepted. For gifts exceeding \$100 in value, the staff may:

- share the gift with all staff
- donate the gift to charity
- decide the best course of action together with their immediate supervisor.

All gifts received or given regardless of the value must be declared in the gifts register which is held at HR Department. (*Annex III*)

It is the responsibility of all staff to ensure that they are not placed in a position that risks, or appears to risk, compromising the decisions made in the course of normal duty. One should not be seen to be securing valuable gifts and hospitality by virtue of their job. You should not accept or provide any gift or hospitality if acceptance/provision will give the impression that you have been influenced/are deemed to be influencing while acting in an “official capacity”.

Offers of gifts and hospitality may include items ranging from diaries, calendars chocolates, free international travel and accommodation.

#### **4.13 Accepting offers of hospitality – genuine business reason**

It is recognized that, in the course of carrying out your duties, you will need on occasion to ensure good relationships with stakeholders and that this may involve for example, the receipt of modest working lunches and dinners. These are acceptable where there is a genuine business reason.

Hospitality offered should only be accepted where there is a direct link to working arrangements and a genuine business reason can be demonstrated, for example:

- attendance or speaking at a conference, which provides complimentary subsistence, travel and accommodation (this does not need to be declared on the register except where a gift was received,
- attending at a free training course;
- attending a drinks reception to network.

Hospitality invitations to events which are purely social events should be considered very carefully before accepting; in such circumstances it may be much more difficult to substantiate a genuine business reason. No employee shall accept free holidays from a current or potential supplier, consultant or investee.

## **5. MANAGEMENT OF CONFLICT OF INTERESTS SITUATIONS**

### **5.1 Types of Conflicts**

Conflicts may be actual, potential or perceived, or represent a conflict of duty as defined below:

- 5.1.1 **Actual conflict of interest** – There is a real conflict between the duties of the AECF Representative during the implementation of any of the AECF Activity, including recruitment, competition, procurement, or any other process relating to an applicant or potential beneficiary and his/her private interests.
- 5.1.2 **Potential conflict of interest** – An AECF Representative has private interests that could conflict with their duties and responsibilities during implementation of any of the AECF Activity. This refers to circumstances where it is foreseen that a conflict may arise in future and steps should be taken during the implementation of the respective Activity (recruitment, competition, or procurement of goods and services) to mitigate that future risk. Mitigation measures may include excluding the conflicted AECF Representative from taking part in the respective AECF Activity or prohibiting them from taking part in the decision-making process.
- 5.1.3 **Perceived conflict of interest** – A member of the public or a third party could form the view that the AECF Representative’s private interests during implementation of the AECF Activity could improperly influence their decisions or actions, now or in the future.
- 5.1.4 **Conflict of duty** – This will arise where an AECF Representative is required to fulfill two or more roles that may, in practice or potentially, be perceived to conflict with one another. Conflicts of duty must be avoided at all stages of implementation of an AECF Activity.

### **5.2 Conflict of interest situations**

Conflict of interest arises from situations in which an individual has a private interest that could potentially influence, or appear to influence, the impartial and objective performance of his or her official duties. Private interests include any advantage to oneself or one’s family, close relatives, friends and persons or organizations with which one has or has had business or political relations.

A conflict of interest also exists where there is a divergence between the interests of an applicant or potential beneficiary under the different AECF Programs, procurement or recruitment by AECF or any other AECF activity (AECF Activities) on the one hand and a staff of AECF, consultant, or committee member (AECF Representative), which may cast doubt on the implementation of the AECF Representative’ responsibilities in support of any of the AECF Activities.

Such conflicts that could arise include direct competition or interference in the recruitment or procurement processes, to the extent that an independent observer might reasonably question whether the actions or decisions of the AECF Representative can be seen as influenced by their own interests.

Conflicts of interest will occur even when the appearance of a conflict of interest has the potential to damage the AECF's reputation. AECF Representatives are therefore required to identify and record conflicts of interest; carefully manage any conflicts of interest; to avoid conflicts of interest where possible; and respond to breaches.

When faced with a potential or actual conflict of interest, AECF Representatives are required to promptly inform their immediate supervisors for guidance and complete the conflict-of-interest disclosure form (Annex II) .

AECF employees are prohibited from working for or serving as directors in organizations that engage in business with AECF e.g. consultants, suppliers, investees.

Staff shall be required to issue a formal attestation declaring any conflict of interest, or issue a verbal declaration of interest which must be recorded, when they are required to conduct an evaluation of third parties for award purposes e.g. suppliers, investees employment applicants etc. Attestations during portfolio deliberations shall be verbally sought by the chair of the meeting and outcomes recorded in the minutes. Attestations for procurement committees and recruitment panels shall be signed off by all members and filed together with the evaluation reports or declarations documented in the evaluation reports.

### **5.3 Segregation of roles**

The procedures that follow seek to manage potential conflicts of interest by segregating the roles and responsibilities of individuals involved in the implementation of the AECF Activities and avoiding placing individuals in positions where conflicts could arise or be perceived to arise.

AECF Representatives will only be permitted to participate in the AECF Activities including selection of beneficiaries, recruitment of staff, and procurement of goods and services if there is no actual or perceived conflict of interest. All parties involved in AECF Activities must declare their interests at the start of any committee meeting or selection process and a determination of conflict will be made at the meeting or stage of the respective process. Where a conflict of interest is established, the conflicted individual will not be permitted to vote, take part in, or make a decision at any stage of the process.

When deciding whether a potential conflict of interest should be disclosed, consider the situation from the perspective of an outsider. Ask yourself:

*“Would a reasonable person, who was aware of the AECF Representative’s personal interest,*

*believe that the Representative might be influenced by that personal interest when making a decision on behalf on the institution?”*

#### **5.4 Management/mitigation of conflict situations**

Where a conflict of interest arises during the performance of an AECF Activity, whether real, potential, or perceived, it must be carefully considered and, if possible, mitigated in such a way as to eliminate all substantial risks. Following are the various ways management of conflicts will be handled:

- a. **Recusal:** If a conflict of interest is deemed manageable, the affected party must recuse themselves from any discussions or decisions related to the conflicted matter.
- b. **Decision – making body:** In cases where recusal is not sufficient, the appropriate internal decision-making body (CEO /EXCO/Board) will designate an alternative approach to handle the conflicted matter.
- c. **Mitigation measures:** Management may implement appropriate mitigation measures to address conflicts of interest, such as requiring additional oversight, establishing safeguards or imposing limitations on involvement in specific matters.

Employment of related staff will only be permitted if there is no clear and obvious conflict of interest, subject to qualification under human resources policy. In addition, procurement of services and goods from related parties must be declared – and where conflict of interest is established, such procurement will not be permitted.

## **6. HANDLING MISCONDUCT AND UNETHICAL CASES**

### **6.1 Reporting by AECF Staff**

- 6.1.1 All staff and individuals working with or for AECF are obliged to report breach of this policy. If they witness behavior on the part of the Organization’s staff or any Third Party that they believe may represent a violation of this policy, they must promptly report it.
- 6.1.2 Reporting may be done through any of the channels below:
  - To immediate supervisor who shall escalate the matter to the CEO
  - Through the whistleblowing channels (whistleblowing portal on the AECF website; email: [aecf@tip-offs.com](mailto:aecf@tip-offs.com))

### **6.2 Reporting by Third Parties**

- 6.2.1 All third parties who are impacted by the activities of AECF are encouraged to report breach of this policy. If they witness behavior on the part of the Organization’s staff or any Third Party that they believe may represent a violation of this policy, they must promptly report it.
- 6.2.2 Reporting may be done through any of the channels below:
  - To the AECF contact person/CEO

- Through the whistleblowing channels (whistleblowing portal on the AECF website; email: aecf@tip-offs.com)
- To the Board Finance Audit and Risk Committee Chair

### **6.3 Reporting to Donors**

- 6.3.1 All incidents that relate to a donor-funded program shall be reported to the respective donor as soon as AECF is notified and as per the requirements of the funding agreement. Additionally, all findings relating to the said incidents shall also be reported to the donor after all investigations have been concluded in accordance with the provisions of Section 5.5 below.
- 6.3.2 The Organization takes all reports seriously, and every report received will be assessed and, where necessary, appropriate investigation will be undertaken. The confidentiality of reported violations will be maintained where possible, consistent with the need to conduct an adequate review and subject to applicable law.

### **6.4 Investigation**

- 6.4.1 All cases reported, whether substantiated or suspected shall be escalated to the Head of Internal Audit. Where the case is not escalated to the Head of IA, the first responder must immediately forward the incident to the Head of Internal Audit.
- 6.4.2 The Head of Internal Audit shall be the point of reference for all investigations.
- 6.4.3 Investigations shall be guided by the nature of the incident. The detailed investigations guideline is embedded in the Audit Manual.
- 6.4.4 The Head of Internal Audit shall keep the different stakeholders apprised of the progress of the investigations.
- 6.4.5 A donor may be invited to participate in the investigation process for their respective program, where the funding agreement stipulates that the donor shall be so involved.

### **6.5 Prevention of Further Damage.**

Where initial investigations provide reasonable grounds for suspecting an employee of misconduct, the investigating team shall decide how to prevent further loss. This may require:

- Suspension of the person(s) involved during the investigation period. The terms of suspension shall be agreed upon based on the nature of the case.
- Securing evidence by ensuring that the person(s) involved do not destroy or remove evidence needed to support disciplinary or criminal action.
- Engaging third parties (e.g. police) where further investigation and action is required.
- Close supervision of the suspect(s) at all times before leaving the AECF's premises. One should be allowed to collect personal property under supervision, but should not be able to remove any property belonging to the AECF.
- Immediate withdrawal of system access.

## **6.6 Investigation Report**

- 6.6.1 Under no circumstances should any information concerning the status of the investigation be disclosed to unauthorized parties.
- 6.6.2 Progress reports shall be shared with the relevant stakeholders by the Head of Internal Audit. Progress reports shall include:
- quantification of losses;
  - progress with recovery action;
  - progress with disciplinary action;
  - progress with criminal action;
  - estimate of resources required;
  - timescale to conclude the investigation and action taken to prevent and detect similar incidents.
- 6.6.3 On completion of an investigation, the Head of IA shall submit a final report to the Chair of the Board Audit and Risk Committee outlining:
- A description of the incident, including the value of any loss, the people involved and the means of perpetrating the fraud.
  - The measures taken to prevent a recurrence.
  - Any action needed to strengthen future responses to fraud, with a follow-up report on whether the actions have been implemented.

## **7. IMPLEMENTATION AND ENFORCEMENT OF THE CODE OF THE POLICY**

- 7.1 AECF shall provide training to employees on business conduct and ethics and ensure employees are aware and updated on both the policy and other relevant regulations.
- 7.2 Any breach of this policy may lead to disciplinary measures, encompassing , but not limited to, termination of employment , contract termination, cessation of business dealings, or other appropriate actions as deemed necessary.

## **8. CONTACT INFORMATION FOR POLICY**

- 8.1 Any additional information may be sourced from the Internal Legal Counsel on [legal@aecfafrica.org](mailto:legal@aecfafrica.org).



**Annex I – Code of Ethics Attestation**

**CODE OF ETHICS ATTESTATION**

I acknowledge that I have received, read, understand The AECF (Company) Business Conduct and Ethics Policy and agree to abide by the standards contained therein and in all other Company Policies. I will complete all required training courses on ethics and compliance topics including training on the Ethics and Anti-Corruption Policy (Policy) as shall be prescribed by the Company.

I realize that:

- I have an obligation to report actual or suspected misconduct that may violate the Policy.
- I am obligated to report suspected violations of the laws, regulations, and standards that I may observe at the Company.
- I am obligated to cooperate in internal and external audits and investigations by fully and truthfully providing information and by preserving all materials that might be relevant.

I understand that:

- I may remain anonymous in any report filed with the resources named in the Policy.
- I may be required, in the event an investigation is conducted, to serve as a witness and that in this case, I may no longer maintain anonymity.
- The Company will strive to maintain confidentiality of my identity in all cases, but that the Company cannot guarantee such confidentiality in all instances.
- The Company maintains a strict policy of non-retaliation against those who report misconduct.
- If I am directly implicated in a compliance investigation and if my presence threatens the conduct of an investigation, the Company is obligated to remove me from my position while the investigation is in process.
- Violation of the law, or Company Policies may result in disciplinary action.

Signed by:

.....

Name

.....

Signature

.....

Date



**Annex II – CONFLICT OF INTEREST DISCLOSURE FORM**

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Position (employee/volunteer/board member): \_\_\_\_\_

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the AECF and your personal interests, financial or otherwise:

\_\_\_\_\_ I have no conflict of interest to report.

\_\_\_\_\_ I have the following conflict of interest to report (please provide details and insert additional pages where necessary)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge (having made reasonable enquiries). I have reviewed, and agree to abide by, the AECF Conflict of Interest Policy.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_





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