



No. 31 of 2007

## AN ACT TO AMEND THE FOUNDATIONS ACT

[Date of Assent – 3<sup>rd</sup> April, 2007]

Enacted by the Parliament of The Bahamas.

Short  
title  
and com-  
mencement.

1.(1) This Act, which amends the Foundations Act, may be cited as the Foundations (Amendment) Act, 2007.

No. 23 of  
2004.

(2) This Act shall come into force on such date as the Minister may appoint by Notice in the Gazette.

Amends  
section 2  
of the  
principal  
Act.

2. Section 2 of the principal Act is amended -

- (a) in the definition of “authorized signatories” by inserting immediately after the word “officers” in paragraphs (a) and (b) thereof the words “or other governing body”;
- (b) by the insertion of the following definitions in the appropriate alphabetical position -

“foundation agent” means the foundation agent of a foundation provided for in section 12;

“legal guardian” means a person who is resident and domiciled in The Bahamas and having the right and duty of protecting the person, property or rights of one who is without full legal capacity or otherwise incapable of managing his own affairs,”

Amends  
section 6  
of the  
principal  
Act.

3. Section 6 of the principal Act is amended -

(a) in subsection (1)(g) by

(i) inserting immediately after the words “The Bahamas of the secretary” the words “(if appointed) or the foundation agent (if appointed)”; and

(ii) inserting at the end thereof the phrase “or whichever person of the foundation is performing the statutory duties as specified in section 12 of this Act.”;

(b) by inserting a new subsection (3) as follows -

“(3) In the event that the foundation has not appointed any officers, the charter of such foundation shall include provision for the appointment of a foundation council, or other governing body or supervisory person.”;

- (c) renumbering subsections (3), (4), (5) and (6) as subsections (4), (5), (6) and (7), respectively; and
- (d) by inserting in the newly renumbered subsection (5) the word "discretionary" immediately after the words "any of the".

Amends  
section 8  
of the  
principal  
Act.

4. The principal Act is amended in section 8 by deleting subsection (2) and renumbering subsection (1) as section 8.

Amends  
section 10  
of the  
principal  
Act.

5. Section 10 of the principal Act is amended in subsection (1) by deleting the word "shall" and substituting therefor the word "may".

Amends  
section 11  
of the  
principal  
Act.

6. Section 11 of the principal Act is amended by deleting subsection (1) and substituting therefore the following -

"(1) The duties and responsibilities of an officer shall be administrative, subject to subsections (5) and (6) of this section".

Amends  
section 12  
of the  
principal  
Act.

7.(1) Section 12 of the principal Act is deleted and substituted by the following -

"Appoint-  
ment and

12. (1) Subject to subsections (2) and (3), there

qualification  
of the  
Foundation  
Agent and  
Secretary.

shall be appointed to a  
foundation either a Founda-  
tion Agent or Secretary and  
the person so appointed shall  
be an officer of the  
foundation.

(2) The founder or founders of a foundation or, where the charter is a will, an executor of that will or an administrator appointed under section 5 (6), shall before registration of a foundation appoint a person, satisfying the requirements set out in subsection (4), to be the foundation agent (or secretary) of that proposed foundation.

(3) The founder or founders, the executor, the administrator, as the case may be, or, after registration of a foundation, the officer or officers shall -

- (a) ensure that, prior to registration and while a foundation is registered, a person satisfying the requirements set out in subsection (4) is at all times appointed as foundation agent; and
- (b) deliver to the Registrar the name and address of every person who has been appointed as foundation agent and who has consented in writing to be the foundation agent of the foundation.

(4) The requirements referred to in subsection (3) (a) are that the foundation agent is duly licensed as a provider of financial and corporate services under the Financial and Corporate Service Providers Act, or as a trust company under the Banks and Trust Companies Regulation Act, and is not precluded from being appointed as an officer by section 10 (2).

(5) The appointment of a person as foundation agent is personal to that person and may not be assigned by him.

(6) A foundation agent appointed to a foundation, shall, in the event that he ceases to comply with any of the requirements of subsection (4), give notice in writing of that event to the foundation and the Registrar within seven days after the occurrence thereof.

(7) A foundation agent appointed to a foundation who intends to cease acting as the foundation agent to that foundation shall -

- (a) give notice in writing of his intention to the foundation; and
- (b) lodge with the Registrar a declaration that he has given such notice,

and such notice shall be given and such declaration lodged no later than seven days before the foundation agent intends to cease to so act.

(8) The person appointed as foundation agent shall have the duties, powers and obligations provided for in this Act in respect of an officer and a foundation agent as provided in this Act, the foundation charter or articles (if any) and in particular, but without limiting the generality of the foregoing, shall, on behalf of the foundation accept service of all documents in respect of legal proceedings against the foundation which may be served on the foundation under the provisions of this Act or any other statute or law and, where in this or in any other statute or law there is reference to any notice being served on a foundation or any requirement being made of a foundation, the foundation shall be deemed to have notice of that service or knowledge of that requirement if the foundation agent appointed to that foundation shall have been served with the notice or shall have had notice of the requirement.

(9) The duties prescribed by subsection (8) shall be in addition to and shall not derogate from any other duties prescribed in relation to the foundation agent to a foundation by or under this Act or any other written law.

(10) Subject to subsection (12), where a foundation agent is appointed to a foundation, the provisions of this section shall apply to that foundation agent until -

- (a) the appointment by the foundation of another foundation agent;
- (b) the expiration of a period of seven days after the date on which a declaration is lodged under subsection (7);
- (c) the foundation ceases to be a foundation registered under this Act;
- (d) the winding up or dissolution, as the case may be, of the foundation;
- (e) the mental incapacitation, death or bankruptcy of the natural person being the foundation agent;
- (f) the winding up or dissolution, as the case may be, of the legal person being the foundation agent; or
- (g) the occurrence of any other event which disqualifies the person from acting as an officer.

whichever event occurs first, whereupon he shall cease to be the foundation agent.

(11) Where the Registrar receives notice under subsections (3) (b), (6) or (7) (b) of this section he shall file and retain the notice in the Register.

(12) Notwithstanding that a person has ceased to be a foundation agent any liability to the foundation which he may have incurred as foundation agent shall continue to be a liability enforceable against him by the foundation.

(13) The acts or any foundation agent of a

foundation are valid notwithstanding any defect that the foundation may discover afterwards in his appointment or qualifications.

(14) A foundation established under this Act shall at all times be subject to the regulatory oversight by the regulator that has licensed the foundation agent.

(15) In the event that a foundation does not appoint a foundation agent, the Secretary of the foundation shall, subject to subsection (4), perform the duties of the foundation agent as prescribed under this Act.

(16) Where a foundation has a foundation agent and a secretary but the latter does not perform any of the foundation agent's statutory duties prescribed under this section, the secretary shall carry out the usual secretarial duties and shall not be required to possess the qualification specified in subsection (4) of this section.

(17) Every foundation agent, in performing his duties, shall act honestly and in good faith with a view to the best interest of the foundation and exercise the care, diligence and skill that a reasonable person would exercise in comparable circumstances.

(18) Where a foundation has a foundation agent any reference in this Act to the Secretary in the context of statutory powers ascribed to the secretary by virtue of section 12 or any other section of this Act shall be deemed to be reference to the powers or duties of the foundation agent".



section 13  
of the  
principal  
Act.

subsection (1) by inserting immediately after the word  
"secretary" the words "(if appointed) or the foundation  
agent (if appointed)".

Amends

9. Section 14 of the principal Act is amended -

section 14  
of the  
principal  
Act.

(a) by deleting subsection (1) and substituting  
therefor the following -

"(1) The charter of a foundation shall, if  
no officers are appointed, provide for  
the appointment of a -

- (a) foundation council, or
- (b) other governing body or super-  
visory person,

and such council or other governing body, as  
the case may be, may consist of -

- (i) two or more natural  
persons, or
- (ii) a legal person and one or  
more natural persons, or
- (iii) one or more legal  
persons.";

(b) by inserting a new subsection 16 as follows -

"(16) When a foundation has a governing  
body or a supervisory person in lieu of a foundation  
council, all references in this Act to a foundation council  
shall be deemed to include such governing body or  
supervisory person".

Amends  
section 15

10. Section 15 of the principal Act is amended by  
inserting immediately after subsection (7) the following

of the  
principal  
Act.

subsection -

“(8) In the absence of any officers of the foundation other than the foundation agent, the foundation council shall perform the duties and may exercise the powers of the officers prescribed in the Act”.

Amends  
section 21  
of the  
principal  
Act.

11. Section 21 of the principal Act is amended -

(b) in subsection (1) (a) -

- (i) by inserting after the words “signed by the” the words “foundation agent (if appointed) or the”, and by inserting after the word “secretary” the words “if appointed”;
- (ii) by deleting paragraphs (v) and (vii) and renumbering paragraphs (vi), (viii), (ix), (x) and (xi) as paragraphs (v), (vi), (vii), (viii) and (ix), respectively; and
- (iii) in the newly renumbered paragraph (v) by inserting immediately after the word “secretary” the words “(if appointed) and/or the foundation agent (if appointed)”;

- (b) in subsection (1)(c) by inserting immediately after the word "secretary" the words "(if appointed) or the foundation agent (if appointed)";
- (c) by inserting immediately after subsection (3) the following subsection -

"(4) The secretary or the foundation agent shall, within thirty days of their being effected, notify the Registrar in writing of any changes in the information which may have been filed at the Registry pursuant to subsections (1)(a) or (b) hereof".

Amends  
section 27  
of the  
principal  
Act.

12. Section 27 of the principal Act is amended in subsection (1) by inserting immediately after the word "officers" the words "or the foundation council".

Amends  
section 28  
of the  
principal  
Act.

13. Section 28 of the principal Act is amended in subsection (1) by inserting immediately after the word "officers" the words "or the foundation council".

Amends  
section 29  
of the  
principal  
Act.

14. Section 29 of the principal Act is amended in subsection (1) by inserting immediately after the word "officer" the words "the foundation council or other authorized signatory".

Amends  
section 33  
of the

15. Section 33 of the principal Act is amended in subsection (1) by inserting immediately after the word

principal                    "dishonesty" at the end thereof the following -  
Act.                                ", except that in the case of a foundation  
agent he shall only be personally liable where  
he commits a fraudulent act".

Amends                        16. Section 35 of the principal Act is amended by  
section 35                       deleting in the third line of subsection (1) the word "of"  
of the                               occurring before the word "meeting".  
principal  
Act.

Amends                        17. Section 41 of the principal Act is deleted and  
section 41                       substituted by the following -

of the                               "Rights of a                    41(1) A beneficiary of a  
principal                           beneficiary.                    foundation who has a vested  
Act.                               interest in the assets of the  
foundation shall have the right  
to request from the officers or  
the foundation council of the  
foundation information or  
documents pertaining to his  
interest and shall in particular  
be entitled -

- (a) to receive on request  
information from the  
foundation in respect of  
the fulfillment of the  
objects of the  
foundation;
- (b) on request to inspect and  
copy in respect of the  
foundation -

- (i) the charter and any amendment thereto;
- (ii) any articles of the foundation and any amendment thereto;
- (iii) any audit report, including any special audit report, books of account, any report on the financial position of the foundation and the annual accounts.

(2) The information or documents referred to in subsection (1) shall also include -

- (a) all documents relating to his vested interest in which the terms of the foundation or any exercise of power or discretion are to be found; and

- (b) all financial statements of the foundation as they relate to his interest.

(3) When disclosing any documents or information to any beneficiary or other person the officers or the foundation council shall,

- (a) if other beneficiaries have requested confidentiality, or
- (b) if the officers in their absolute discretion determine confidentiality to be in the best interest of such other beneficiaries,

take all reasonable steps to secure the right to confidentiality of the other beneficiaries by providing such beneficiary or other person only with such documents or information as shall enable that beneficiary's

own true entitlement and actual interest or benefits under the foundation to be determined; such documents and information may include copies or certified extracts of the foundation instrument or other documents and copies of advices or statement from which the names and interests of other beneficiaries have been edited or deleted in order to preserve the confidentiality to which such other beneficiaries are entitled.

(4) A request to receive information or inspect documents referred to in subsection (1) shall be made in writing.

(5) In the event that a foundation does not comply with a request for information falling within paragraph (a) of subsection (1) or does not make documents available for inspection in accordance with paragraph (b) of that subsection within a reasonable time, the Court may, upon application by the beneficiary, order -

- (a) provision of the information requested; and
- (b) inspection of the document, if appropriate, by a person professionally qualified to assess the information therein contained and report to the beneficiary by whom the application to the Court was made.

(6) A person who, being an officer of a foundation or a member of a foundation council, fails to take all reasonable steps to secure compliance by the foundation with the requirements of this section, or by his own willful act been the cause of any default by the foundation hereunder, is himself in default”.

Amends  
section 42  
of the  
principal  
Act.

18. Section 42 of the principal Act is amended -
- (a) by deleting subsection (1) and substituting therefor the following -  
“(1) A foundation shall keep such financial statements, accounts and records as the officers or the foundation council consider necessary or desirable in order to reflect the financial position



of the foundation.”; and

- (b) in subsection (2) by deleting at the beginning thereof the words “The books of account” and substituting therefor the words “Such financial statements, accounts and records”.

Amends section 43 of the principal Act. 19. Section 43 of the principal Act is amended by deleting subsections (2), (3), (4) and (5), and the renumbering of section 43 (1) as section 43.

Amends sections 44, 45, 46 and 47 of the principal Act. 20. The principal Act is amended by deleting sections 44, 45, 46 and 47 and substituting therefor the word “Repealed” in each of the repealed sections.

Amends section 48 of the principal Act. 21. Section 48 of the principal Act is amended by deleting the words beginning with the words “with a copy of” and ending with the word “default”, and substituting therefor with the following -

Act. “with a copy of the financial statements, accounts, record and auditor’s reports, if any, at no charge and, if default is made in furnishing such a copy, the foundation is in default”.

Amends section 50 of the principal Act. 22. Section 50 of the principal Act is amended -  
(a) in subsection (1) by substituting “section 6 (2) (1)” for the reference “section 6 (5)”;

Act.

- (b) in subsection (16) by inserting immediately after the word "taken" the words "under subsection (10)", and after the word "days" by inserting the words "under subsection (12)"; and
- (c) in subsection (19) by deleting the words in bracket and substituting therefore the words "signed by the foundation agent, the secretary or the Foundation Council, which ever is appropriate".

Amends

section 56

of the

principal

Act.

23. Section 56 of the principal Act is amended by deleting subsection (1) and substituting therefore the following -

"(1) Every foundation shall keep at its registered office a file containing -

- (a) accurate copies of all documents filed at the Registry;
- (b) accurate copies of the foundation charter and articles, (if any);
- (c) the name and address of the founder and his address in The Bahamas for service of documents; and
- (d) the name and address of the foundation council or other governing body or supervisory person, if any".

Amends section 63 of the principal Act.

24. Section 63 of the principal Act is amended in subsection (1) by deleting the paragraph commencing with the word "shall" and ending with the word "except" and substituting therefore the following -

"shall, without the express or implied consent of a beneficiary or the consent by a parent or legal guardian of a minor or incapacitated beneficiary, disclose to any person any such information relating to the identity of such beneficiary or his interest in the foundation, except:-".

Amends section 65 of the principal Act.

25. The principal Act is amended in section 65 by the insertion immediately after subsection (2) a new subsection (3) as follows -

"(3) The indemnification specified in subsections (1) and (2) shall not apply to an act of fraud on the part of a foundation agent".

Amends section 68 of the principal Act.

26. Section 68 of the principal Act is amended in subsection (5)(b) by substituting the word "effect" for the word "affect".

Amends section 72 of the principal Act.

27. Section 72 of the principal Act is amended in paragraphs (a), (b) and (c) of subsection (2) by inserting immediately after the words "to the" occurring before the word "secretary" the words "foundation agent (if appointed)", and by inserting after the word "secretary" the words "(if appointed)".

Amendment of Schedule

28. The Schedule is deleted and replaced with the following -

**SCHEDULE**  
**MODEL FOUNDATIONS CHARTER\***  
**COMMONWEALTH OF THE BAHAMAS FOUNDATION**  
**CHARTER**  
**THE \_\_\_\_\_ FOUNDATION**

**THIS CHARTER** is made the \_\_\_\_\_ day of \_\_\_\_\_ 200 for the purpose of establishing The \_\_\_\_\_ Foundation ("the Foundation") pursuant to the provisions of the Foundations Act, 2004 ("the Act") of the Commonwealth of The Bahamas ("The Bahamas").

**REGISTRATION**

1. The Foundation shall forthwith submit to the Registrar a written application for registration together with the documents specified in section 21 of the Act and the prescribed fee and shall not pursue any of its purposes or objects unless or until the Registrar shall have issued to the Foundation a certificate of registration under section 22 of the Act.

**FOUNDATION NAME**

2. Unless or until changed the name of the Foundation shall be and remain "The \_\_\_\_\_ Foundation". The name may be changed by the Foundation Council from time to time, but with the prior written consent of the Founder if then alive and not mentally incapacitated (such incapacitation being so certified in writing by the Founder's physician or so determined by a court of competent jurisdiction).

**FOUNDER**

3. The name and address of the Founder are  
\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ and the Founder's address for the service of Documents in The Bahamas is \_\_\_\_\_

### **ASSETS OF THE FOUNDATION**

4.(1) Immediately following registration under the Act the Founder shall endow the Foundation with initial assets having a value of US\$\_\_\_\_\_ and until this Charter shall be revoked or the Foundation shall be liquidated, wound up or otherwise terminated it shall keep and maintain assets having a value of no less than US\$10,000.00 or the equivalent in any other currency.

(2) The Founder and any other party may from time to time endow the Foundation with such supplementary assets as may be acceptable to the Foundation Council.

### **REVOCATION AND AMENDMENT**

5.(1) The Founder may at any time revoke this Charter by giving written notice thereof to the Foundation Council, whereupon the Foundation Council shall refund or cause to be refunded all assets then remaining to the Founder or to such other person or persons as the Founder may have nominated in such notice of revocation.

(2) This Charter may be amended before or after registration of the Foundation in accordance with the provisions of section 50 of the Act and provided that any such amendment is in the reasonable best interests of the Foundation or its Beneficiary or Beneficiaries.

## **PURPOSES AND OBJECTS**

6. The Foundation's main purposes or objects shall be to manage its assets and to do all such things, to conduct all such activities and to exercise all such powers as are reasonably necessary therefor or ancillary or incidental thereto or otherwise authorized by section 4 of the Act, including but not limited to the making of payments or in specie distributions to or for the benefit of Beneficiaries.

## **BENEFICIARIES**

7. (1) The Founder may by written notice to the Foundation Council designate the Beneficiary or Beneficiaries (including the remaining Beneficiary or Beneficiaries) and may by similar notice from time to time remove or add Beneficiaries.

(2) The Founder may also by written notice to the Foundation Council establish or amend the dispositive provisions pursuant to which distributions to the Beneficiary or Beneficiaries are to be made, whether during the life of the Foundation or upon its liquidation, winding up or other termination.

(3) Distributions to Beneficiaries may be made by the Foundation Council or by the Officers pursuant to the written directions of the Foundation Council.

(4) Should the Founder die without having designated a Beneficiary or Beneficiaries or should all designated Beneficiaries have died or otherwise ceased to exist prior to the distribution of the Foundation's remaining assets, then such assets shall be distributed to \_\_\_\_\_ and the Foundation shall subsequently be terminated.

### **DURATION OF FOUNDATION**

8. The Foundation is established for an indefinite period, subject however to the revocation of this Charter or the Foundation being liquidated, wound up or otherwise terminated.

### **SECRETARY AND REGISTERED OFFICE**

9. (1) The Secretary to the Foundation shall be \_\_\_\_\_ of \_\_\_\_\_, which address shall also be the Foundation's Registered Office.

(2) Whenever the Secretary's address is changed the Registered Office shall at the same time be changed to such new address.

(3) The duties and responsibilities of the Secretary shall be as specified in the Act or elsewhere in this Charter.

### **OFFICERS AND SEAL**

10. (1) In addition to the Secretary the Founder may by written notice to the Foundation Council appoint one or more other Officers and specify their duties and responsibilities (if different from those specified in the Act) and their term of office.

(2) The Founder may by written notice to the Foundation Council and the Officers add or remove Officers; if the Secretary is removed, a suitably qualified successor Secretary must at the same time be appointed by the Founder or the Foundation Council immediately thereafter if the Founder fails to do so.

(3) Whenever the Foundation has three (3) or more Officers their decisions or resolutions may be made or passed by a simple majority.

(4) The Foundation shall have a seal for affixing to deeds or documents whenever and by whomsoever so authorized by the Officers or the Secretary if there are no other Officers, who shall provide for the seal's safe custody.

### **FOUNDATION COUNCIL**

11. (1) The Foundation Council shall be \_\_\_\_\_ of \_\_\_\_\_.

(2) The duties and responsibilities of the Foundation Council shall be as specified in the Act and this Charter.

(3) The Founder may remove the Foundation Council by written notice to it and at the same time or soon thereafter may appoint a new Foundation Council to succeed it.

(4) The Foundation Council and the Officers shall liaise and co-operate with each other to ensure the smooth operation of the Foundation and the fulfillment of their respective duties and responsibilities for the benefit of the foundation and its Beneficiary or Beneficiaries.

(5) The Foundation Council may in its absolute discretion appoint persons by power of attorney to carry out particular duties outside The Bahamas on behalf of the Foundation or the Foundation Council.



## **PROTECTOR/COMMITTEE OF PROTECTORS**

12. (1) The Founder may by written notice to the Foundation Council appoint a Protector or Committee of Protectors and in such notice specify their duties and responsibilities and, in the case of a Committee, the Founder may also specify how it shall meet and conduct its affairs.

(2) The Founder may remove the Protector or Committee of Protectors by written notice to the Foundation Council and the Protector or Committee of Protectors and at the same time or soon thereafter may appoint a new Protector or Committee of Protectors to succeed him or them. In the event of the Founder's death or mental incapacitation, such powers may be exercised by the Foundation Council.

## **AUDITOR**

13. (1) The Founder may by written notice to the Foundation Council appoint an Auditor for the purpose of auditing the financial records and statements of the Foundation.

(2) The Founder may remove the Auditor by written notice to the Foundation Council and the Auditor and at the same time or soon thereafter may appoint a new Auditor to succeed him.

(3) An Auditor may also be appointed or removed by the Foundation Council, but with the prior written consent of the Founder if then alive and not mentally incapacitated.

## **REMUNERATION AND OTHER CONDITIONS**

14. When appointing Officers, a Foundation Council, a Protector or Committee of Protectors or an Auditor the founder may in his absolute discretion specify remuneration and other conditions of employment for their respective services.

## **REDOMICILIATION**

15. The Foundation Council may, whenever it considers same to be in the reasonable best interests of the Foundation or its Beneficiary or Beneficiaries, redomicile the Foundation in another country, but with the prior written consent of the Founder if then alive and not mentally incapacitated and in full compliance with the provisions of section 51 of the Act.

## **POWERS RESERVED TO THE FOUNDER**

16. (1) In addition to the powers reserved to the Founder in this Charter, the Founder may by written notice to the Foundation Council assume the power to give advice or directions to the Foundation Council with regard to investments.

(2) Whenever the Foundation Council or Officers shall make investments pursuant to such advice or directions (as reasonably interpreted by them) they shall not be liable for any losses occasioned thereby.

(3) Upon the death or mental incapacitation of the Founder all powers reserved to him or consents required of him shall be exercised or given (if deemed appropriate) by the Protector or Committee of Protectors if appointed and then holding office.

(4) The Founder may from time to time by notice in writing to the Foundation Council renounce all or any of the powers reserved to him or assign same to the Protector or Committee of Protectors (if appointed) or to the Foundation Council.

### **ARTICLES**

17. The Founder or the Foundation Council may in their absolute discretion make Articles to include regulations of the kind described in section 7 of the Act.

### **GOVERNING LAW, ETC.**

18. This Charter (except for its provisions which otherwise provide as permitted by the Act) shall be subject to the overriding provisions of the Act and all Regulations promulgated thereunder and all of the provisions of this Charter shall be construed in accordance with and governed by the laws of The Bahamas, the courts of competent jurisdiction in which shall be the forum for the administration of the Foundation unless and until the Foundation is redomiciled to another country, when the governing law and forum of administration shall move to that other country.

### **HEADINGS**

19. The headings are inserted only for convenient reference and shall not affect the interpretation of the provisions to which they relate.

**IN WITNESS WHEREOF** the Founder has hereunto set his hand for the purpose of establishing the Foundation under the laws of The Bahamas.

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Signed by the Founder in the presence of:-

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The Secretary or Notary Public

*\*The Charter would have to be modified if a foundation agent is to be appointed or the foundation is not going to appoint a foundation council, especially clauses 9 and 11.*