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CONSTITUTION OF THE

AGGREGATE AND SAND PRODUCERS
ASSOCIATION OF SOUTHERN AFRICA

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CONSTITUTION OF AGGREGATE AND SAND PRODUCERS ASSOCIATION OF SOUTH AFRICA

1. NAME

The name of ASPASA shall be the **Aggregate and Sand Producers Association of Southern Africa**, hereinafter referred to as “**ASPASA**”.

2. CORPORATE STATUS

ASPASA is a voluntary association constituted and incorporated with perpetual succession, notwithstanding changes in the number or identity of its members from time to time. ASPASA has the objects and powers set out in this document and may exercise all the powers of a corporate body including the owning of assets and the right to conduct legal proceedings in its own name. The members of ASPASA shall be bound by the provisions of this Constitution and the decisions taken by its bodies.

3. NON-PROFIT DISTRIBUTING CHARACTER

ASPASA is a non-profit organization. Its income and the property of shall be ASPASA applied solely towards the promotion of its objects. No portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise to the members. Nothing however shall prevent the payment in good faith to any officer or servant of ASPASA or to members of reasonable remuneration in return for services rendered to or expenses incurred for ASPASA

4. VISION AND MISSION

The Vision and Mission of ASPASA is as follows: -

VISION

To promote a healthy and sustainable aggregate industry supplying quality aggregates to the construction sector.

MISSION

- Represent the interests of the Aggregate Industry
- Influence the legal framework for the industry and its application in the fields of mining licenses, quarry rehabilitation, mine health and safety and product quality
- Act as a forum for its members
- Establish ASPASA members as aggregate suppliers of choice on the basis of the standards that its members have elected to adhere to.

5. OBJECTIVES

The objectives of ASPASA shall be to:

- 5.1 Protect, in collaboration with other body with similar objectives to those of ASPASA (namely the Chamber of Mines), the interests of its members regarding legislation or other measures affecting the industry;
- 5.2 Lobby Government Departments, Provincial and Local Authorities and other bodies issuing legislation and regulating the industry, namely
 - 5.2.1. Lobby in favour of aggregate production from industrial operations and against illegal mining and against the establishment of borrow pits.
 - 5.2.2 Ensure that the legal framework for mining permits or licenses for the aggregate industry is compatible with its economic viability and long term sustainability.
 - 5.2.3 Interact with the government on the assessment of the environmental impact of aggregate mining and engage on quarry rehabilitation whilst promoting the image of the Industry as being environmentally responsible.
 - 5.2.4 Provide input and collaborate in setting training and education standards (as covered by the CLAS) for the industry, foster and the development of skills

- 5.3 Co-ordinate the safety program of ASPASA and raise the member's awareness of safety as a key value of ASPASA's constituency
- 5.4 Co-ordinate opinion building, policies and activities within the industry
- 5.5 Gather the stakeholders at industry meetings in which matters relating to ASPASA's missions are discussed, such as the regulatory framework, safety and environment.
- 5.6 Advance aggregate products through the promotion of research, participate in technical forums and influence product specifications;
- 5.7 Disseminate information on usage of aggregates to members, gather and issue statistics on the industry (in strict compliance with the provisions of the Competition Act 1998)
- 5.8 Develop ASPASA as a brand name standing for producers of quality aggregates
- 5.9 Monitor the compliance of its constituency with the standards its members have elected to adhere to.

6. CLASSES OF MEMBERSHIP & MEMBERSHIP RULES

ASPASA is composed of Producer Members and Associate Members

- 6.1 Producer Members
 - Persons or legal entities engaged in the production and sale of aggregates as a commercial venture are eligible to join as a Pr ASPASA producer Member.
- 6.1.1 The minimum requirement set by for prod ASPASA user members are that
 - They are aggregate winning and processing operations which supply of clients with aggregates in conformity with the South African National Standards SABS 1083.

For each of their sites they hold all valid operating licenses as required for the type of activity they conduct.

Where aggregates are won by extracting mineral resources from the ground, valid mining permits or mining licenses are held.

The operations are manned with qualified and properly trained personnel which ensure that all legal requirements are met.

6.1.2 New applications shall be submitted to the Director in writing and shall be accompanied by relevant information supporting the application, which the Director presents to the ASPASA ManCom.

For a membership to become effective the following conditions need to be met:

- Confirmation of the application by ManCom
- Successful passing of the ISHE audit of all production sites of the applicant.
- Payment in full of the first membership fee, which will be levied by ASPASA at the time of application.

6.1.3. Producer members are required to apply for membership for all their production facilities from which they supply aggregates including subsidiaries and related companies located in South Africa.

6.2 Rights and Obligations of Producer members

6.2.1 Members will be entitled to attend relevant Association meetings. The member's executives designated to represent members within ASPASA bodies enjoy full active and passive voting rights regarding memberships, representation at AGM or ManCom and any other resolution.

6.2.2 Members are entitled to advertise their membership of ASPASA and use the brand nomenclature to promote their business

6.2.3 Members must notify ASPASA of any new plant they or any of their subsidiaries open in the course of their membership

6.2.4 For the duration of their membership producer members need to comply with the provisions of the ASPASA ISHE program as formulated and modified by ASPASA from time to time.

6.2.5 Members shall be bound by the provisions of this Constitution

6.3 Associate Members

6.3.1 Associate membership may be granted and withdrawn at the discretion of ManCom to persons or companies (such as suppliers to the industry), organisations or persons, who wish to be associated with ASPASA

6.3.2 Associate members shall have the right to attend conferences and participate in general meetings, regional meetings or other functions of ASPASA

6.3.3 Associate members shall not be entitled to voting rights.

Any membership of ASPASA shall not confer any right to a share in any asset owned by the Association.

6.4 Resignation

6.4.1 Members may elect to terminate their participation in ASPASA by giving one month's written notice to the Director. Termination shall not release the member from any of its obligations and liabilities to ASPASA such as payment of outstanding membership fees.

6.5 Misconduct of Members

6.5.1 Any member in breach of provisions of this Constitution or any other resolution adopted by the Association or acting in contradiction with the objectives and the work of ASPASA, may be asked by the Director in writing

to remedy to the situation. Failing to do so, its membership to ASPASA may be suspended by ManCom until the next following meeting of the AGM.

6.5.2 Members in breach of the constitution can be permanently excluded from ASPASA upon majority decision of the AGM. An enquiry by an ad hoc disciplinary committee, installed by ManCom, that gives such member sufficient opportunity for its defence must precede any exclusion. Such enquiry is not required if the exclusion is based on repeated failure of one or several sites of the member to pass the ISHE audit.

6.5.3 For the duration of suspension or in the event of exclusion the member will cease to enjoy the rights associated to its ASPASA member status.

6.4.4 With the suspension of a producer member its references will be removed from the ASPASA website. The exclusion, leads to the loss of the right to use the ASPASA name for promotional or any other purposes. Suspensions and exclusions will be communicated to all ASPASA members in writing.

7. SUBSCRIPTIONS (LEVY)

7.1 ManCom shall determine and AGM will ratify the membership fees annually. Each member will be advised of the rate applicable.

7.2 The membership fees shall be based on the financial needs resulting from a budget prepared by the Director and approved the budget in November of the preceding year.

7.3 The proposed budget will then be ratified by AGM at its next meeting.

7.4 The subscription will be based on the tons sold for the preceding year, where products are sold by volume and not by weight, a factor of 1,6 is to be used to multiply m3 for conversion to tons. Members will declare their tonnage sold to the Director, before the end of January of the year in which the levy is payable. SARMA reserves the right to verify the correctness of the tons declared by requesting a sworn affidavit from the member company's auditor.

- 7.5 The Director will calculate the subscription value and send the member an invoice which will be inclusive of VAT.
- 7.6 The member will pay not later than the end March of that year; members who do not pay the subscription in time will be suspended.

8. STRUCTURE

The structure of SARMA shall consist of:

- 8.1 An Annual General Meeting, hereinafter called “AGM”
- 8.2 A Management Committee, hereinafter called “ManCom”
- 8.3 Regional Committees hereinafter called “RegComs” in the following regions:
- Western Cape
 - Eastern Cape
 - Freestate/Northern Cape
 - Kwazulu Natal
 - Gauteng
 - North Eastern Region (Mpumalanga and Limpopo)
- 8.4 Specialist committee for the following subject matters.
- Technical
 - Health and Safety and Environment
 - Human Resources (Combined with the Aggregates and Sand Producers Association of South Africa, ASPASA)
 - Public Relations / Promotions
 - Transport (Combined with ASPASA)
- 8.5 A Director

9. ANNUAL GENERAL MEETING (AGM)

- 9.1 ASPASA shall be controlled and managed by AGM, who will be made up of one delegate from each producer member company.

- 9.2 Mandate of the Annual General Meeting
 - 9.2.1 Confirmation of the minutes of the last AGM and any of any special general meeting held since;
 - 9.2.2 Receipt and consideration of a report by the Chairman of the ManCom on the activities of ASPASA in the past financial year.
- 9.3 Approval of the annual accounts of ASPASA presented, either by the Director or a member of ManCom.
- 9.4 Approval of the levy proposed by ManCom for the ensuing year and of other contributions due by each member as proposed by ManCom.
- 9.5 Election of the Chairman, Vice-Chairman and the members of ManCom
- 9.6 Review of RegCom Committees work
- 9.7 Review of Specialist Committees work
- 9.8 Review of ASPASA's Business Plan and Budget
- 9.9 Any other decisions or measures appearing appropriate for the management of the affairs and the furthering of the objectives of ASPASA

10. CHAIRPERSON OF AGM

- 10.1 AGM meetings will be led by a Chairperson.
- 10.2 The Chairperson shall be elected among the AGM members for a period of two years and be eligible for re-election at the end of the term.
- 10.3 A Vice-Chairperson shall be elected to stand in, should the Chairperson vacate his position or for any other inability of the Chairperson to perform his (her) duties.

11. MEETINGS OF THE AGM

- 11.1 AGM shall meet a minimum of once a year, in the first quarter. The date of the meeting will be communicated to the members in December of the preceding year.
- 11.2 The agenda of the AGM meeting and the decision proposed for vote shall be sent by the director to all members at least 7 days prior to the meeting. Members wishing to propose agenda points and matters put up for vote shall communicate these to the director at least 10 days before the meeting to be incorporated into the agenda. Only agenda points put up for vote on the agenda circulated to all members can be subject to AGM vote and decision.
- 11.3 Each producer member is entitled to send one delegate to the AGM and has one vote. The quorum for the AGM shall be 50% + 1 member among the members present at the meeting or represented through another member by (written) proxy.
- 11.4 The Chairperson shall have one vote as any other AGM member. He (she) has the casting vote in case of equality of votes.
- 11.5 The following matters require special resolutions with a majority of at least two-thirds of members present or represented:
- A change of ASPASA's name;
 - A change of ASPASA's Constitution;
 - An amalgamation with another incorporated association;
 - The sale of a major asset of ASPASA
 - Contracting of a loan by ASPASA
 - Dismissal of the Director (for reasons other than gross misconduct)

12. MANAGEMENT COMMITTEE (MANCOM)

- 12.1 ManCom shall ordinarily consist of the Chairperson, Vice Chairperson and three (3) members elected by AGM. Should the Chairperson or Vice

Chairperson find it inconvenient to be a member of ManCom, they shall so indicate at the AGM meeting when ManCom is elected, and another member of AGM shall be elected as Chairperson. The member of M ManCom shall hold office for 2 years, and shall be entitled to be re-elected.

- 12.2 ManCom shall control the activities of and liase with the Director. It shall undertake assignments allocated to it by AGM. It acts on behalf of AGM between AGM meetings. ManCom shall meet regularly at such frequency as decided by AGM, or by its own requirements.
- 12.3 ManCom has control of the financial affairs of ASPASA under the direction of AGM and shall be responsible for nominating signatories for banking or investment accounts.
- 12.4 ManCom ensures governance of ASPASA in line with the business plan and is the custodian of the funds and property of the Association.
- 12.5 ManCom has the power to approve applications for new memberships and to suspend existing memberships.

13. REGIONAL COMMITTEES (RegComs)

- 13.1 ASPASA shall establish RegComs to run the affairs and further the objectives of ASPASA within the regions defined in 8.3.
- 13.2 Each RegCom shall ensure that it acts in accordance with the objects of ASPASA and complies to the directions of the AGM in its geographic area.
- 13.3 The RegComs shall hold two meetings per year and the dates of the RegCom meeting will be published in November, proceeding the year to come.
- 13.4 Each RegCom shall elect its own Chairperson who will serve a period of two years and shall chair RegCom meetings. A Chairperson may be re-elected.

- 13.5 The Chairperson of a RegCom, employee of a Producer member, will also ex officio serve on AGM. He will however have no voting right if he is not at the same time the sole AGM representative delegated by a producer member.
- 13.6 Each RegCom will also elect a Vice-Chairperson for that region, who will stand in for the Chairperson not being able to attend a meeting or meetings.
- 13.7 The RegCom shall ensure that individuals are selected who are to liaise with specialist committees and keep the region updated.
- 13.8 The Chairperson will organise a venue, liaise with other members in the region, contribute to the agenda for the RegCom and participate in the activities of ASPASA in the region.
- 13.9 Membership of RegComs shall consist of representatives of Producer or associate members of ASPASA, which operating in the region. Producer members operating at least one site in the region shall have one vote but shall be entitled to have any number of representatives at the meeting.
- 13.10 The ASPASA Director shall be present at meetings of the RegComs, to keep the minutes. He shall assist the RegCom as required.
- 13.11 The Chairperson shall give a detailed feedback at the AGM meeting on work done by the RegCom.

14. SPECIALIST COMMITTEES

- 14.1 Specialist committees shall be established for the matters outlined under 8.4.
- 14.2 Specialist Committees shall elect chairpersons who will chair the meetings.
- 14.3 Each committee shall meet twice a year on dates set in November of the preceding year.
- 14.4 The Chairperson of the committee will ex officio serve on AGM.

14.5 The Chairperson will give a detailed feedback at the AGM on the work that the committee has done the previous year.

15. THE DIRECTOR

The Director, who also operates as the Director for South African Ready Mix Producers Association, manages ASPASA.

He/she shall be responsible for furthering the objects of ASPASA under the supervision of the ManCom.

He/she shall attend all meetings of ASPASA but will have no voting power. The Director shall be responsible for the financial and secretarial functions of ASPASA as well as statutory and other administrative duties as set out below:

15.1 Financial Duties:

The Director ensures that proper books of account of ASPASA are kept; that such books are audited; and that a Balance Sheet and Income and Expenditure are presented to the AGM at least once per year. He/she shall be responsible for collecting all levies, or other monies due, to bank them and arrange the banking affairs of ASPASA to its best advantage.

15.2 Secretarial Duties:

The Director shall be responsible for all the secretarial duties of ASPASA which shall include issuing notices for general or special meetings or meetings of the AGM, keeping the minutes of meetings and circulating them, taking the minutes at RegComs and making them available to the Members, conducting all correspondence of ASPASA and performing such other secretarial duties as the ManCom may direct.

15.3 Register Of Members And Entities:

The Director shall keep a register of members. This record of producer members and plants shall be updated at least every quarter.

15.4 Statutory Duties:

The Director shall be responsible for carrying out such statutory duties as may be required in respect of any legislation related to the constitution of ASPASA.

15.5 Budget and Business Plan:

The Director shall be responsible for the production of a detailed budget and business plan prior to December each year for approval by ManCom and final ratification by AGM.

16. FINANCE

16.1 The funds of ASPASA shall be applied to the payment of expenses incurred in the frame of its activities and mission. No surplus will be distributed to members.

16.2 Payments require the approval of the Chairman of ASPASA ManCom. All cheques shall bear two signatures. At least one bank signatory shall be a member or the Chairperson of ManCom.

17. DISSOLUTION

17.1 ASPASA shall be dissolved if, at a special AGM meeting convened for the purpose of considering dissolution, two thirds of the Producer members entitled to vote are in favour of dissolution. Not less than 21 (twenty one) days notice shall be given of such meeting and such notice shall clearly state that the dissolution and disposal of the assets of ASPASA will be put up for vote.

17.2 The meeting may at the same time determine all matters related to the winding up of ASPASA and the disposal of the assets or funds of ASPASA.

17.3 The liability of members shall, for the purpose of this paragraph, be limited to the amount of levies due by them to ASPASA in terms of this Constitution, as at the date of dissolution.

18. EXECUTION OF DOCUMENTS

18.1 Powers of attorney, deeds and other formal documents shall be executed by two members of AGM, with the Director, or, in the absence of the Director, a third member of the AGM, under the authority of a Resolution of AGM.

19. AFFILIATION

19.1 ASPASA shall be linked to the South African Ready Mix Producers Association (SARMA) to which it provides administrative services.

19.2 SARMA pays ASPASA an administrative fee on a yearly basis, approved by ManCom as part of the budget.

20. SEVERABILITY

20.1 No defect in any of the provisions of this Constitution shall render the remainder of the Constitution void or inoperative and in that event the remaining provisions of the Constitution shall be operative and be deemed to be the Constitution.

Agreed to by ManCom on this ____ day of _____ 2008

Annexure 1

1. CODE OF ETHICS

The members of ASPASA commit themselves and their organization to the following principles of business ethics.

2.1 Obligations to Customers

- To disclose relevant information regarding products and not to mislead customers about the product;
- To charge the agreed price, or where no price was agreed, a fair price;
- To supply products timeously, and keep the customer informed of any delays in supply;
- To maintain standards of quality in accordance with the understanding or any agreement made with the company;
- To supply products in conformity with the South African National Standards SABS 1083, unless agreed otherwise with the customer and to replace substandard product or remedy otherwise to damage caused by substandard products;
- To provide a ready means for the customer to lodge complaints about the quality of the products;
- To not to permit or condone any acts of unethical behavior;
- To ensure the confidentiality of sensitive producer or customer information.

2.2 Obligations to Suppliers

- To inform a supplier of any unethical behavior by the supplier's personnel or any of the company's employees;
- To terminate dealings with any supplier displaying unethical behavior;
- To meet the obligations to suppliers or creditors within the time agreed;
- To inform suppliers or creditors timeously of any inability to meet obligations, and to take account of the interests of suppliers or creditors when requesting an extension of payment terms.

2.3 Obligations to Employees

- To deal courteously with employees, having regard to cultural sensitivities and individual dignity;
- To give due attention to training and development of employees;
- To provide safe working conditions, including adequate machinery and equipment, protective clothing and competent supervision in terms of applicable legislation;
- To promote without discrimination and provide career opportunities;
- To recognize employees' efforts through fair remuneration and reward;
- To comply with laws governing Labour relations and conditions of

- employment;
- To deal openly and fairly in collective bargaining with the employees or their representative.

2.4 Obligations to Competitors

- To refrain from dishonest allegations regarding a competitor or his products;
- To compete fairly and within the limits set by the law
- To display ethical behavior in the marketplace

2.5 Obligations to Society At Large

- To refrain from illegal mining
- To pay due regard to safety, occupational and public health;
- To contribute to the upliftment of the communities in which we operate;
- To strive for excellence in environmental management.

Annexure 2

POLICIES

1.1 BEE POLICY

ASPASA embraces the vision to create an industry that will proudly reflect the promise of a non-racial South Africa.

In doing so, ASPASA recognises the legacy of exclusion of blacks, and women from the mainstream of the economy. ASPASA therefore supports the adoption of a proactive strategy to foster change and to encourage black economic empowerment and transformation in a meaningful and economically sensible manner.

ASPASA therefore subscribes to the aims of the broad-based black economic empowerment charter for the mining industry.

In particular, ASPASA recognises that the pillars of transformation related to employment equity, community participation and development, procurement from HDSA companies and HDSA ownership must not only be supported, but will contribute meaningfully to sustainable development in Southern Africa.

1.2 HEALTH AND SAFETY POLICY

ASPASA is fully committed to contribute and co-operate within the quarry and mining industry in order to provide safety information and systems and to ensure that no operating condition or situation can ever justify endangering the life or health of any person.

ASPASA'S objectives are:

- Compliance with applicable Health and Safety legislation.
- Support efforts in improvement to Health and Safety in the workplace.

- Promote Health and Safety training.
- Assist members in addressing Health and Safety risks.
- Maintain communication channels with authorities and affected parties.
- Participation in the ASPASA Health and Safety (ISHE) Audit program.
- Integration of Health and Safety management in the day to day management functions.
- The commitment, participation and co-operation of all our employees are vital to the success of this program.

1.3 ENVIRONMENTAL POLICY

ASPASA recognizes that Environmental stewardship of natural resources serves as the foundation of sustainable development.

Accordingly ASPASA and its members commit their operation to:

- Responsible mining and rehabilitation practices
- Compliance with applicable environmental legislation
- Integrating environmental management in the day to day management functions
- Optimising the recovery and use of resources
- Providing relevant environmental training and awareness to their employees
- Maintaining communication channels with authorities, neighbours and other stakeholders
- Participating in the ASPASA About Face RSA Environmental Management Program.

Environmental performance of member operations will receive recognition through the ASPASA About Face RSA Awards.

Annexure 3

Health and Safety Programme: ASPASA ISHE 18001 Program

The participation to the programme is mandatory for all Producers members and all of their plants.

- 3.1.1 Every plant will be audited in each calendar year;
- 3.1.2 Plants will be accredited individually, not the member company;
- 3.1.3 Plants failing the audit shall be listed on the ASPASA website;
- 3.1.4 Members and plants are not allowed to use ASPASA logo's before the plant has successfully passed the audit;
- 3.1.5 Mobile plants and/or "project plants" can only be exempted from the program subject to the following criteria:
 - 3.1.5.1 site establishment is temporary (Less than 6 months), Beyond, the plant shall be audited and is viewed as a permanent plant.
 - 3.1.5.2 aggregate from the plant is supplied to one customer only;
- 3.1.6 Only fully paid up members of ASPASA participate in ISHE.
- 3.1.7 New members and new plants of existing members will be afforded a period of (3) three months before completing the audit for the first time.
- 3.1.8 Audit Process:

ASPASA member companies shall ensure that all their plants are known to ASPASA. The audit schedule will be placed on the ASPASA website.

The audit fee is defined by ASPASA ManCom and payable by the member within 30 days following the audit;

The ASPASA AGM appoints annually the independent auditor and determines the pass rates for the audit.

Plants failing to the audit will undergo, at the cost of the member, a re-auditing within 3 months of the initial audit.

The independent auditor will be allowed to request documented proof should he so require. Operations will have 24 hours after the audit completion to provide the auditor with requested documentation should it not be available on site.
- 3.1.9 Outcome of Audit:

The auditor's evaluation shall be final and binding. Any dispute lodged with the

ASPASA office will be referred to the ASPASA Technical Committee for evaluation and recommendations or in the case of ISHE to the Safety, Health and Environment committee. Any further dispute will be referred to ManCom.

The audit document will be revised annually.

A certificate of compliance (accreditation) will be issued to each plant that has successfully passed. The accredited plants will be listed on the ASPASA website. Certificates of compliance will be valid for a specific period only, i.e. one (1) year, or until the next scheduled ISHE Audit, whichever longer. Plants will be rated in the categories:

Platinum – 90% +

Gold - 80 -90%

Silver - 75 -80%

To pass the quality side of the audit the site must reach a rating of at least 90%, the overall pass rate is set at a minimum of 75% meaning that ISHE requires that members reach and maintain at least “Silver” status for each of their sites.