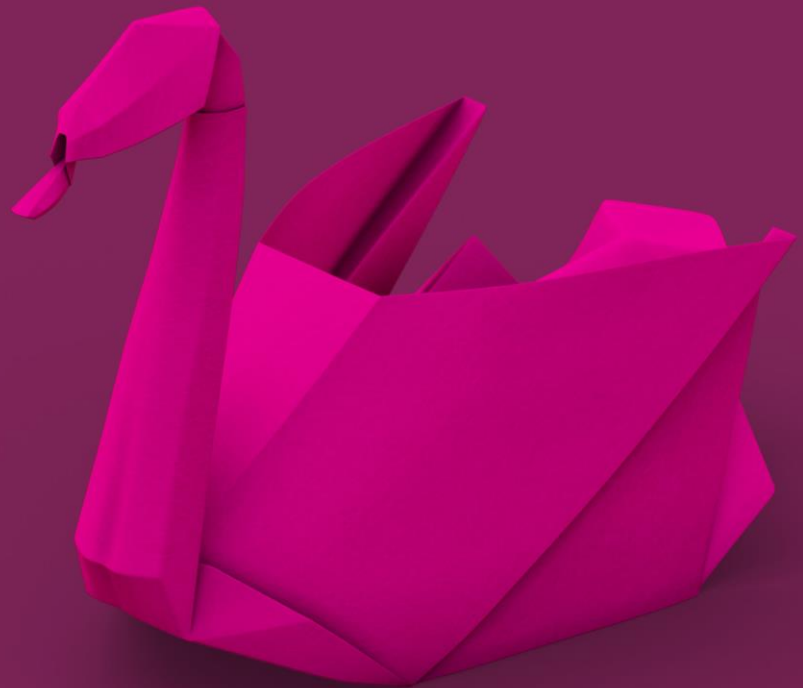


United Members Pension Trust Annual Governance Statement

By the Chair of Trustees for the
Scheme Year Ending 30 September 2023



Dalriada.
A better way

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Signatory of:



1 Introduction and Background

This statement has been prepared in accordance with regulation 23 the Occupational Pension Scheme (Scheme Administration) Regulations 1996, as amended (the "Administration Regulations"), and having taken account of the related guidance from The Pensions Regulator ("TPR"), when considering the various aspects of the operation of the Scheme on which we are required to report.

Consideration has also been given to the Department for Work and Pensions guide on 'Reporting of costs, charges and other information'.

It relates to the United Members Pension Trust ("the Scheme") and covers the period from 1 October 2022 to 30 September 2023.

This statement will be published on a publicly available website.

Matters in relation to the Scheme are considered by a dedicated committee of the Dalriada Trustees Limited ("Dalriada") Board, which meets at least four times a year. However, issues are also considered on an ad hoc basis between committee meetings. The Scheme has a dedicated client manager, alongside a project manager, who ensures anything requiring attention by the committee is communicated, and acted upon, in a timely manner.

As members will be aware from the Announcement issued on its appointment, Dalriada was appointed as trustee to the Scheme by TPR on 27 February 2023 amid concerns that the Scheme was not being properly run and in order to protect the interests of its membership. This has presented Dalriada with several challenges around governance. Nevertheless, this statement is a legal requirement and, as such, can serve as a useful reminder of the issues faced by Dalriada and, where it cannot meet certain governance obligations, I have explained why that it is the case.

The powers and duties exercisable by Dalriada in its capacity as trustee were to the exclusion of all other trustees of the Scheme. Therefore, Dalriada is effectively the sole trustee of the Scheme.

The Scheme Annual Report and Accounts dated 30 September 2021 show that the Scheme had 2 members and no assets. It appears that the 2 members never contributed or transferred benefits into the Scheme. Given no contributions were paid for these two members, Dalriada considered whether they satisfy the definition of "Member" within the Scheme Rules. Dalriada have concluded they did not satisfy the definition and are therefore not members of the Scheme.

An investment account was previously set up by the incumbent trustees with BlackRock but no assets were ever placed with them.

One of the incumbent trustees, Colin Oxley, advised that, notwithstanding the position disclosed in the Scheme annual report and accounts 111 members have transferred into the Scheme and then transferred out immediately to other registered UK pension schemes.

It appears that there were 3 members in the Scheme at various times in the year under review, including 2 at the same time in October 2022. At the point of preparing this statement it would appear that the Scheme has no members and no assets. It is therefore possible that we do not need to produce a Chair's statement for the period 1 October 2022 to 30 September 2023. There are no funds available to the trustee to seek definitive legal advice on the point.

Given TPR's view that failure to produce a Chair's statement within 7 months of the Scheme's year end attracts a mandatory fine, Dalriada has decided to produce this chair's statement.

To date, there have been no details received relating to any potential investments held in the Scheme, which correlates to the information provided by the incumbent and ex Trustees.

Default arrangement

A number of requirements of the Administration Regulations relate only to a "default arrangement" as defined in the Occupational Pension Schemes (Charges and Governance) Regulations 2015.

From the information obtained, the Scheme does not have a default fund for ongoing accrual as the scheme does not appear to have ever had contributing members. It is not a qualifying scheme within the meaning given by section 99 of the Pensions Act 2008. The Scheme is not used to meet any auto-enrolment obligations and no contributions are being paid into the Scheme.

From the limited information obtained it would appear that the members were told that their funds would be invested in the BlackRock Consensus Fund. Blackrock has confirmed that, although an account was opened with it in the name of the scheme, no funds were ever invested in it. It appears therefore that the Scheme did not, and does not, offer a Default Lifestyle Strategy and did not offer members any real choice as to how their funds were invested.

As there is no default arrangement in the Scheme there have been no specified performance-based fees incurred during the scheme year.

In Dalriada's view, there appears to never have been an appropriate default investment arrangement for the Scheme and no life-styling options available.

As noted above 111 members and their funds appear to have transferred into the Scheme and then, in most cases, immediately transferred out to other schemes. There are no funds in the Scheme bank account and the Scheme appears to hold no assets.

Dalriada intends to wind-up the Scheme as soon as it is able.

This Chair's Statement, and other information, is published on a dedicated Scheme website. As the Scheme had no assets we are not aware of any meaningful annual benefit statements or pension illustrations for Scheme members being produced by the previous trustees. We are therefore unable to confirm compliance with the requirement to notify members in an Annual Benefit Statement that the relevant parts of the Chair's Statement had been published on the website in the period to 30 September 2023

Due to the various issues outlined within this statement it is not possible to produce annual Trustee's report and Financial Statements.

Statement of Investment Principles ("SIP")

Ordinarily, trustees should prepare a SIP to govern decisions about investments. This is a requirement for schemes with 100 members or more.

While the Scheme Trustee Report and Accounts as at 30 September 2021 stated that the Scheme had only 2 members and no assets, Dalriada considered whether they satisfied the definition of "Member" within the Scheme Rules. Dalriada have concluded they did not satisfy the definition and are therefore not members of the Scheme.

The incumbent trustees prepared a SIP dated 30 April 2018. As no assets are available to invest on behalf of the Scheme, Dalriada is of the view that preparing a revised SIP would not be in any way meaningful. Further, as the Scheme has fewer than 100 members, it is not a legal requirement. The position will be kept under review.

Review of default strategy and default arrangements

Given that there are no assets in the Scheme at this time, Dalriada does not consider it meaningful to comment on the extent to which the Scheme complies with any maximum charge requirements, review of default strategy and default arrangements

As noted, from the information provided to Dalriada, the Scheme does not have a default arrangement. It is not a qualifying scheme within the meaning given by section 99 of the Pensions Act 2008. The Scheme is not used to meet any auto-enrolment obligations and no contributions are being paid into the Scheme.

As such there has been no review of the default arrangement or default strategy in the year in question and no previous review for which a date can be given.

Core Financial Transactions

Trustees have a specific duty to ensure that core financial transactions relating to DC schemes are processed promptly and accurately. These include the following:

- investing contributions in the scheme
- transferring assets related to members into or out of the scheme
- transferring the assets between different investments within the scheme
- making payments from the scheme to or on behalf of the members.

Dalriada has not been provided with enough information to date from the previous trustees to enable it to fully investigate and analyse the core financial transactions that were processed prior to its appointment as Trustee by the TPR on 27 February 2023 including the 3 transfers in and out which appear to have occurred in the period under review. At this stage it is not possible for Dalriada to comment meaningfully on the extent to which core transactions have been processed promptly and accurately for that period.

This is due to a number of factors, not least uncertainty, to date, as whether or not the Scheme has any investments.

Dalriada are analysing the financial transactions made in the period as far as is reasonably possible given the sparse information provided.

Dalriada has not been provided with complete administrative records or documents and as such cannot comment on whether there have been any material administration service issues which need to be reported here.

For the period from the date of Dalriada's appointment as Trustee (i.e. 27 February 2023) to 30 September 2023 the Scheme did not accept contributions or transfers in.

As the Scheme has no liquid assets, Dalriada has not made any financial transactions in the period, since its appointment. As there are no members, there has been no requirement to carry out routine administrative actions for the Scheme.

Charges and Transaction Costs

Governance rules require trustees to make an assessment of investment management charges and transactions costs borne by the scheme members and the extent to which those charges and costs represent good value for money for members.

As noted elsewhere it appears possible that the Scheme has no assets and may not be a relevant scheme within the meaning of the regulations.

Given the particular circumstances of the Scheme as set out in this Statement the requirement for trustees to carry out a more detailed value for member (VfM) assessment (which includes a comparison of reported costs and charges and fund performance (net investment returns) with a minimum of 3 other schemes, and a consideration of key governance and administration criteria) would not be meaningful.

Dalriada, as Trustee, will continue to review the position regarding Scheme assets and assess this requirement in the next Chair Statement produced.

The Trustee has calculated the other charges from its appointment date and, so far as it's able to do so, the transaction costs, borne by Scheme members until the Scheme year end. In this context, "charges" means (subject to some specific exceptions, such as charges relating to pension sharing orders) all administration charges other than transaction costs.

"Transaction costs" are costs incurred as a result of the buying, selling, lending or borrowing of investments.

Dalriada has deviated from the approach set out in the DWP statutory guidance for the reasons set out below.

Since Dalriada's appointment there have been no transactions, as no payments into the Scheme have been accepted, either by way of contribution or transfers-in. As a result, there have been no transaction costs.

Under the terms of its appointment, the fees of Dalriada and its advisers fall as a debt due from the employer (or sponsor). However, in this case the sponsor company was dissolved in December 2023. In this situation, the terms of appointment set out that costs (or "charges") should be met from Scheme funds.

Due to the mismanagement of the Scheme by its previous trustees and the subsequent actions taken by Dalriada since appointment, it is inevitable that the Scheme has incurred, and will continue to incur, significantly higher ongoing costs than would be the case for a similarly sized but conventional scheme.

Trustee expenses over the period are currently unknown due to the sparse level of Scheme financial information provided and the investigations currently underway. However, during the period from date of appointment to the Scheme year end, Dalriada has incurred trustee service costs totalling £112,396 (excluding VAT). The service costs include those accrued for servicing the Scheme and also costs accrued that cover generic activities for both UMPT and Equitas Group Limited Occupation Scheme ("EGLOPS"). Dalriada was also appointed Trustee of EGLOPS by the Pensions Regulator on 29 March 2023. From documentation provided, EGLOPS was one of the Schemes which UMPT members immediately transferred on to. Therefore there are many activities undertaken by Dalriada which covers both UMPT and EGLOPS.

As the Scheme holds no funds, Dalriada and its advisers have operated on an "at risk" basis in order to service the Scheme and have not been paid any of these fees.

If and until Dalriada is able to identify any Scheme assets, Dalriada and its advisors will remain at risk of not getting paid for the work carried out in relation to the Scheme. It is not anticipated at this time that there will be any recoveries made in the short-term to enable Dalriada's outstanding costs to be met.

“Good value” assessment of charges and transactions

Generally, trustees should assess the extent to which the charges described above represent “good value” for members during the scheme year, by considering the level of member borne charges against the benefits attributable to such charges.

Whether something represents good value is not capable of being precisely defined. However, for these purposes, trustees should consider that charges may be viewed as representing good value for members where an optimum combination of cost and quality is achieved for the whole membership, relative to other options available in the market.

The characteristics of the Scheme are unusual and there are no details yet available to Dalriada to allow it to determine whether any costs incurred represented good value.

However, the actions undertaken by Dalriada, beyond those considered necessary for the appropriate management of the Scheme, are likely to be centred on action around recovery of any potential Scheme funds. Such actions are considered on a cost-benefit analysis. Where necessary, Court approval would be sought for the use of Scheme funds, should there be any, to pay for any legal action.

Dalriada was appointed following a tender exercise by TPR and is subject to ongoing oversight by TPR.

Dalriada’s costs (both for ongoing management and regarding action around recovery of any funds) are calculated using a blended charging rate. This rate sits well below Dalriada’s standard market rates for senior staff. The trustee’s legal advisers operate on a similar basis, albeit on a different charging rate.

As commented above, Dalriada, as a professional independent trustee, has processes and controls in place that are suitably designed to ensure any service objectives can be achieved once the Scheme is in a position to operate in the manner of a normal scheme. Dalriada’s administration processes are independently audited and accredited under AAF 01/20 and AAF 02/07.

Should Dalriada be in a position to process member benefit requests these will be managed and monitored in line with Dalriada’s standard SLA levels and targets, and formally reported on, on a quarterly basis.

Given Dalriada’s view that the Scheme has no members and the lack of information available it would be impossible at this time to provide a meaningful illustration of the cumulative effect over time of the relevant costs and charges on the value of the members’ benefits .

As noted above, as there appear to be no Scheme members, Dalriada did not produce annual benefit statements. Given the limited information provided by the previous trustees, we cannot confirm that the previous trustees complied with the requirement to notify members in an Annual Benefit Statement that the relevant parts of the Chair’s Statement had been published on the website.

Given the nature of the Scheme and the fact that Dalriada was appointed as Trustee with exclusive powers as a result of TPR’s concerns about the misuse and misappropriation of Scheme funds, and those concerns appearing to be well founded, the Scheme could not and cannot provide good value to members.

Value for Members Assessment and Reporting of Net Investment Returns

The Occupational Pension Schemes (Administration, Investment, Charges and Governance) (Amendment) Regulations 2021 (“the 2021 Regulations) introduced new requirements for trustees of relevant occupational pension schemes to carry out a more detailed value for members (“VfM”) assessment.

For the purposes of the 2021 Regulations, the Scheme is a “relevant occupational pension scheme” because at the date of this Statement the Scheme had total assets worth less than £100 million and had been operating for three or more years.

A VfM assessment should include a comparison of the reported costs, charges and fund performance (net investment returns) for the given scheme against a minimum of three other comparison schemes, as well as a self-assessment of key scheme governance and administration criteria.

Given the particular circumstances of the Scheme (including the fact that it holds no assets and the lack of comparison schemes with which to usefully compare the Scheme and the fact that Dalriada has been appointed as Trustee to ultimately wind-up the Scheme) a more detailed VfM assessment, and consideration of the key scheme governance and administration criteria, is not possible and would not be meaningful. Furthermore, given the lack of invested assets in the Scheme, a comparison of investment returns is not possible.

However, despite not being able to carry out a detailed VfM assessment in line with the 2021 Regulations, we are of the view that such an assessment would conclude that the Scheme could not and cannot provide value for members, given the circumstances outlined in this Statement.

2 Trustee knowledge and understanding

The Trustee has considered the latest guidance in relation to Chair Statements from TPR and has ensured that its practices reflect the requirements set out. I have set out below how the Trustee ensures it currently meets the knowledge and understanding requirements of trustees.

DALRIADA TRUSTEES LIMITED ("DALRIADA")

Dalriada is an independent professional trustee, established in 2003, which has been appointed by TPR under section 7 of the Pensions Act 1995 to a significant number of schemes. These appointments have been as a result of TPR having concerns about the nature and operation of the schemes and the extent to which the then trustees understood their statutory and fiduciary duties and responsibilities. Dalriada refers to such schemes as "Regulatory Appointments". The Scheme is a Regulatory Appointment.

Dalriada has established a specialist team drawn, from various relevant disciplines within Dalriada to manage the governance of these Regulatory Appointments, which we have called the Irregular Schemes Team.

A dedicated committee – the Irregular Schemes Practice Board ("the Practice Board") – has been established by the Board of Directors of Dalriada to oversee the activities of the Irregular Schemes Team in its governance of this Scheme and other Regulatory Appointments. Care has been taken to ensure that the membership of the Practice Board is such that there is sufficient knowledge and understanding to meet the requirements set out in sections 247 and 248 of the Pensions Act 2004 and TPR's Code of Practice on Trustee Knowledge and Understanding.

I have set out below the membership of the Practice Board, along with a short summary of their skill set and experience. In addition, it is worth noting that three members of the Practice Board are directors of Dalriada.

Dalriada operates a team-based approach, which gives the Irregular Schemes Team access to over 150 pensions and support personnel, with a broad skill set suited to identifying and implementing the variety of tasks required to successfully manage the schemes. This includes pension administration experts, an in-house legal team, fund accountants and investment experts. Whilst the core Irregular Schemes Team deals with the majority of matters arising on the Scheme on a day-to-day basis (in conjunction with its appointed advisers), it can access the specialist expertise of the wider Dalriada team as and when required.

As far as we are aware, no other professional independent trustee firm has established and developed a specialist team in this difficult and challenging area of trusteeship. The relevant experience developed by the Irregular Schemes Team on such cases is unmatched and unrivalled

THE PRACTICE BOARD

Sean Browes

Sean has been working in the pensions industry since he graduated in 1988. He worked for two major benefit consultancies in both administration management and consultancy roles, before joining Dalriada in 2003. Sean has a broad range of skills and experience suited to all areas of pension scheme management.

Sean leads the Irregular Schemes Team, dealing with Dalriada's appointments by TPR to schemes suspected of being involved in pension liberation or thought to be scams. He now has a wealth of experience and

knowledge with regard to the unique characteristics associated with the administration and management of these types of scheme and the challenges they present.

Sean is a fully accredited member of the Association of Professional Pension Trustees, has completed TPR's Trustee Toolkit and holds the Pensions Management Institute's Certificate in DC Governance and Award in Pension Trusteeship (DC and DB). Sean has met all required CPD requirements.

Neil Copeland

Neil is a co-founder of Dalriada and acts as an Accredited Professional Trustee on some of our most complex and challenging cases, including our Regulatory Appointments. Neil specialises in schemes with technically challenging governance and covenant issues, as well as having over 25 years of experience in relation to defined benefit, hybrid, defined contribution, multi-employer and sectionalised arrangements.

Neil spends a significant proportion of his time working on Regulatory Appointments. Like Sean, Neil has developed considerable experience of the complex and non-standard issues faced by the Dalriada team in managing the Regulatory Appointments. This has included acting as a witness in high profile litigation in relation to Regulatory Appointments in support of TPR and representing Dalriada in oral hearings before the Determinations Panel, where Dalriada's appointment by TPR has been challenged by the incumbent trustees or other directly affected parties.

Neil is a fully accredited member of the Association of Professional Pension Trustees, has completed TPR's Trustee Toolkit and is a Fellow of the Pensions Management Institute. Neil has met all required CPD requirements.

Tom Lukic

Tom is a director of Dalriada and leads the Dalriada business across the Midlands. He has broad pensions experience with particular expertise in employer covenant and corporate transactions. He has worked with a range of trustee boards managing scheme assets from c.£5 million to more than £1 billion. Similarly, he is experienced in working with a broad spectrum of sponsoring employers from small, owner-managed businesses through to much larger and complex groups, being either privately owned or fully listed.

Tom's experience, both as an adviser and as an Accredited Professional Trustee, provides particular insight into corporate structures and insolvencies. Where the investments of Regulatory Appointments include shares and/or bonds in, or issued by, corporate entities, an understanding of the accounting and financial structures of these entities is essential and Tom provides a wealth of experience in this area.

Tom is a fully accredited member of the Association of Professional Pension Trustees, has completed TPR's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship (DC and DB). Tom has met all required CPD requirements.

Brian Spence

Brian is also a co-founder of Dalriada. He is involved in the provision of a wide range of advice to pension scheme sponsors and trustees. Brian is well-known in the pensions industry for taking a strategic view in dealing with pension scheme matters and uses his experience to deliver practical solutions which satisfy the needs of trustees, employers and other stakeholders. Brian is recognised by TPR and the pensions industry as an expert in dealing with contentious and/or complex issues. He is a lead contact and "key person" for a number of high-profile trustee appointments.

In addition, Brian has practical experience of working as a Professional Trustee in all three major legal jurisdictions of the UK and as a Professional Trustee and advisor in Ireland. Brian has held a UK Scheme Actuary Practising Certificate since inception of the role in 1997.

Brian has an in-depth knowledge of legal processes, particularly around testing points of legal principle related to the operation of pension schemes, often as a result of deficiencies in scheme documentation (a common issue with Regulatory Appointments). He also has experience in litigation involving pension schemes – where it is cost effective to do so, Dalriada will look to take legal action against the perpetrators of a scam with the aim to recover misappropriated assets.

Brian is a fully accredited member of the Association of Professional Pension Trustees, has completed TPR's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship (DC and DB). Brian has met all required CPD requirements.

Amanda Banister

Amanda is a professional trustee with a wealth of experience in the pensions industry. Before joining Dalriada, Amanda was a pensions partner in a global law firm. She also spent three years in-house at the Pension Protection Fund in its early years, shaping its legal approach and gaining wide experience in pensions policy and insolvency/restructuring. After leaving, she continued to advise the PPF on some of its highest profile and most complex matters.

Amanda's experience of working with and advising the PPF is a valuable asset to the Practice Board, as is her significant experience of contentious pensions issues, including Pensions Ombudsman disputes. Amanda also has a strong governance and risk management skillset, with an ability to solve testing problems, which are strongly aligned with the work of the Practice Board and Regulatory Appointments in general.

Amanda is a qualified solicitor, has completed TPR's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship. Amanda has met all required CPD requirements.

3 Knowledge of the trust deed and rules

All documents setting out the trustee's current policies

The Scheme has a dedicated client manager who has an in-depth knowledge of the Scheme and its governing documentation.

At the point of becoming Independent Trustee to the Scheme, a prescribed take-on process was followed. This included an assimilation and review of all the relevant Scheme documentation, including the trust deed and rules. The Practice Board is made aware of any issues or risks in relation to the Scheme's trust deed and rules as and when they arise, with appropriate action agreed in relation to the issue or risk identified. In addition to the knowledge held by the client manager and Irregular Schemes Team, the Trustee obtains legal advice in relation to the Scheme's documentation, where necessary.

There have been no new trustees introduced in this reporting period. However as noted at outset Dalriada was appointed by TPR as trustee with exclusive powers after the end of the reporting period.

A working knowledge of the current Statement of Investment Principles

As set out earlier, the Scheme does not have a SIP at this time due to the particular circumstances of the Scheme.

Sufficient knowledge and understanding of the law relating to pensions and trusts and understanding of the principles relating to the funding and investment of occupational schemes

Those Dalriada staff working on the Scheme are obliged to self-evaluate their learning and development requirements on a quarterly basis as part of Dalriada's internal review process. The process identifies how staff can develop their knowledge and understanding, as well as where they can share their expertise in order to best support the Scheme. Dalriada staff are also required to comply with their respective training requirements in order to maintain a required level of continuing professional education ("CPE") and to provide evidence of courses, seminars and other types of professional development to satisfy their respective professional bodies' CPE requirements.

Every Professional Trustee is required to undertake a minimum number of hours training each year. This is recorded centrally by Dalriada's Human Resources Team and, where appropriate, forms part of staff personal development plans. This training can include internal and external courses and attendance at industry events, as well as a degree of self-learning by way of subscriptions to professional publications and electronic information channels.

Further, every Professional Trustee is required to complete TPR's Trustee Toolkit and subscribes to the updates issued by TPR.

Professional Trustees belong to Dalriada's knowledge management network which keeps them up to date with industry thinking. They also have access to a team of in-house pensions experts who inform the team about changes to pensions legislation and practices.

The trustees have access to Pendragon Perspective and Aries - both industry-leading tools, giving access to pension legislation.

Dalriada has its own in-house legal specialists to provide support and guidance to trustees around legislation and interpretation of scheme documentation. This is further aided by advice from external legal advisers, which is obtained when the Trustee feels this reinforcement is necessary to support their own understanding.

Combined knowledge and understanding, together with available advice enables the trustees to properly exercise their function

Dalriada has informally assessed the skill set and experience of each member of the Practice Board and the client team. It has taken into account the development activities already mentioned, along with the internal resources made available to staff, supplemented, where required, by professional external advice.

The Practice Board understands the need to more formally assess the skills of its members. This is done using a skills matrix developed for this purpose. Any areas for development flagged during this process will be addressed as part of the individual's personal development plan and reviewed throughout the year.

An evaluation of the effectiveness of the Practice Board as a whole is also carried out.

I consider that the combined knowledge and understanding of the Practice Board and the client team enables them to exercise properly their function as trustee of the Scheme. In particular:

- Members of the Practice Board have the relevant financial knowledge and experience to enable the Trustee to comply with its duties in relation to investment of the Scheme's assets. Tom Lukic's experience (see above) is particularly advantageous in this area.
- There is a vast range of pensions experience and knowledge within the Practice Board and the client team. This is appropriate to deal with the governance of the Scheme in line with the trust deed and rules, along with other scheme documentation. There is also a great deal of experience relevant to dealing with issues which might be thrown up by the Scheme which require the amendment of scheme documentation.
- Sean Browes, Neil Copeland and Brian Spence have a great deal of knowledge and experience in relation to schemes of complex nature, such as this Scheme. This includes schemes where investments made by previous trustees are deemed to be highly inappropriate, their administration has been poor and / or the previous trustees have not had the sufficient knowledge and understanding to be trustees of an occupational pension scheme.
- Sean Browes and Neil Copeland have many years of experience in the administration of pension schemes, allowing a keen oversight of the administration of the Scheme.

Member Representation

Dalriada seeks to keep members informed and to facilitate direct access for members to Dalriada by means of a:

- Dedicated member website;
- Dedicated contact e-mail address; and
- Dedicated phone line.

Agreed as final version by the Chair of the Trustees of the United Members Pension Trust

Dated: 28 March 2024

Dalriada. A better way

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