

# AGM 2012 SUPPLEMENT

## PROPOSED NEW BY-LAWS

Agreed by Working Group for Discussion at Executive 10th March 2012

Underneath each By-law title the links with the appropriate number in both the New and Existing Articles are referred to in brackets. These will be left to assist the discussion on the By-laws until finally all is agreed and the proposed New Articles and By-laws are approved by the Council and forwarded to Companies House

### BY-LAW 1 MEMBERSHIP

*(Links Article 2 in new and existing Articles)*

- 1.1 The prescribed qualification for Ordinary and Junior Members, whether members of Local Associations or Independent Members, is a degree from a university or institute of comparable standing. (See also Article 2.4 and 2.6)
- 1.2 The qualification for Affiliate Members is membership of National Federations and Associations which are members, including Independent membership of the International Federation of University Women. For Corporate members see Article 2.14.
- 1.3 All Ordinary and Junior Members are entitled to attend Council meetings and speak, but vote only if they are members of the Executive Committee, delegates of their Local Association, or representatives of Independent Members.
- 1.4 All members may stand for election to national positions.
- 1.5 Local Associations shall send each year to the Management Team at the Office, by a date determined by the Council, a list of Ordinary and Junior Members of their Local Association as indicated in By-law 2.6.
- 1.6 Independent members shall individually supply to the Management Team the same particulars as in 1.5 above by the same date.
- 1.7 Any member, provided that she is under no liability to the Federation or to any Local Association, may resign her membership, on notification in writing to the Secretary of the Local Association(s) to which she belongs. An Independent member should resign in writing directly to the Management Team.
- 1.8 All members of the Federation are subject to compliance with the Articles and By-laws of the Federation and the Local Associations' constitutional documents (where applicable).
- 1.9. A nomination for Honorary membership of the Federation shall be made in writing to the Executive at the Office for approval.

### BY-LAW 2 LOCAL ASSOCIATIONS

*(Links Article 3 in New Articles and 2 in Existing Articles)*

- 2.1 The Local Association shall be the basic unit through which the Federation functions in a local area to promote the purposes and policies of the Federation.
- 2.2 All Local Associations have equal status within the Federation.
- 2.3 A group of women who meet the eligibility requirements for full membership of the Federation may apply to form a Local Association. (Discuss re minimum numbers)
- 2.4 Local Associations shall adopt rules/constitution in conformity with the BFWG Articles of Association and By-laws. Once approved a copy shall be filed with the Management Team at the office.
- 2.5 Any Local Association amending its rules/constitution should send changes to the Management Team at the Office for approval.
- 2.6 It is the responsibility of the Local Association to:  
Submit names and addresses (including email addresses) of members, qualifications, current subscription and other information to BFWG office as required  
Collect and forward to BFWG office the annual capitation of each member.  
Hold an AGM each year before the end of May.  
Appoint officers as appropriate and submit names to BFWG office.  
Appoint voting delegates to Council.  
Provide nominees for appointment as Regional Representatives to the Executive as required.  
Organise and participate in Regional events as and when necessary.  
In outstanding cases nominate members for Honorary Membership of the Federation.
- 2.7 Graduates who have paid all requisite dues are automatically members of BFWG, IFUW and UWE.
- 2.8 A Local Association shall incorporate the words '.....BFWG' into its title.
- 2.9 A Local Association may be dissolved following a democratic decision by its members. Such a decision must be communicated to the BFWG office in writing. It may also forfeit membership following a decision of the Council by failing to comply with the Articles of Association or By-laws of the Federation.
- 2.10 If dissolved the Local Association remains responsible for any assets, financial liabilities or obligations it may have.

### BY-LAW 3 ADMINISTRATION AND ORGANISATION

*(Links Article 3 in New Articles and Article 8 in Existing Articles)*

- 3.1 For administrative purposes the Federation is divided into geographical Regions consisting of a group of Local Associations and Independent members who live in the geographical area or have chosen to be Independent members of that area.
- 3.2. The number of Regions and their boundaries are decided by the Council.
- 3.3. Members in each Region will pay a subscription to the Region either via their Local Association Treasurer or directly if they are Independent members.
- 3.4. Each Region shall select a Representative to represent the Region and serve on the Executive Committee. An Alternate should also be selected to carry out these and other functions if the representative is unable to do so. Each Region will decide how to select its Representative and Alternate. All members in a Region are eligible

for selection as the Representative or Alternate (except ex-officio members of the Executive).

- 3.5 If the Regional Representative post falls vacant before the end of a term of office the Alternate, if willing, would normally take over otherwise the Region will select an Acting Regional Representative to complete the term of office. The Alternate or Acting Representative may go on to be elected for a full term as Regional Representative.
- 3.6. If neither the Regional Representative nor the Alternate can attend meetings as required after consultation with the members of the Region they may appoint a Deputy to represent the Region at the meeting. Such a Deputy will be entitled to speak and exercise the voting rights of the Regional Representative provided three days written notice prior to an Executive Meeting or AGM has been given to the Management Team of such appointment.
- 3.7. Each Region is required to provide a Treasurer to serve the Region.
- 3.8. The Regional Representative shall act as a Director of the Federation.
- 3.9. The Regional Representative and her Alternate shall be responsible for:  
Organising and Chairing the Business Meeting at Regional meetings, the number of which annually shall be agreed by the Region  
Links and liaison with the Federation/Head Office/Management Team and the Region.  
Liaison with all Independent Members in the Region.  
Reporting to and from the Executive meeting.  
Providing the names of their successors to the Management Team following the Regional AGM and before the date of the Federation AGM at which their term of office ends.

### BY-LAW 4 THE COUNCIL

*(Article 4 of New Articles, Article 6 of Existing Articles)*

- 4.1 Appointments. LAs may appoint one delegate per 20 members or fewer up to a maximum of 7. The same principle shall apply to Independent members. This number may be varied by the Council from time to time at a General Meeting. (Existing Articles and new say 20. lower number suggested to be more democratic and if agreed will need to be altered in new Articles).
- 4.2 Qualifying Date. For both LA and Independent members the qualifying date is the 1st April prior to the Federation AGM
- 4.3 Eligibility for Appointment. Any paid up LA or Independent Member shall be eligible for appointment as a voting delegate.
- 4.4 Voting at the AGM. This is restricted to members of the Executive, delegates appointed by LAs and Independent Members but excludes persons holding a salaried post with the Federation.
- 4.5 Delegate notification. The names and addresses of delegates should be notified to the BFWG Office by each LA or directly by Independent Members not later than 6 weeks before an AGM or 4 weeks before an EGM or SGM.
- 4.6 Council Meetings. The Chair shall be taken by the President, a Vice President or in their absence a voting member of Council elected by the meeting.
- 4.7 Duties and powers of the Council. The Council shall :  
Establish the number of voting delegates representing LA's and Independent members entitled to attend the Council.  
Receive reports.  
Determine (or delegate to the Finance Committee) the amount of the annual capitation for members.  
Establish the Finance Committee and other standing committees or working groups as required.  
Make and receive recommendations to and from the Executive Committee and AGM of BFWG.  
Elect or confirm the appointment of officers and representatives.  
Decide the number of Regions.  
Set guidelines for the recognition of new LAs.  
Determine the date by which membership returns should be made.  
Resolve any matters arising out of or relating to admission, privileges and obligations.  
Consider the expulsion or suspension from membership of any member.  
Approve the levels of expenses recommended by the Finance Committee and determined by the Executive as required.  
Appoint Trustees of the Funds for Women Graduates (FfWG), the Sybil Campbell Collection Trust and the Scholarship Fund.  
Appoint three trustees in accordance with Articles 10.5 (Dissolution).

### BY-LAW 5 THE AGM

*(Links Article 4 in New Articles and Article 7 in Existing Articles)*

- 5.1 Convening of AGM. At least three months prior to the date of the AGM or six weeks before an EGM the Management Team (or Secretary if appointed) shall inform each Local Association, individual members of the Executive, Independent members, delegates if appointed and the Federation auditor of the date and venue of the meeting. This information should also be published in News and on the BFWG website.
- 5.2 An EGM may be convened without the preliminary notice required by the above By-law to consider special resolutions, business deemed to be urgent or submitted by the Executive and resolutions submitted in writing and signed by at least six Local Associations. No other business shall be considered.
- 5.3 Any Local Associations submitting special business for consideration at General Meetings should send notice to the Management team at least eight weeks before an AGM and four weeks before an EGM.
- 5.4 The ordinary business of the AGM shall be to:  
Establish the voting strength at each Business Session.

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Receive, consider and adopt the Annual Report of the Executive.  
Receive, consider and adopt the Annual Report and Accounts of the Finance Committee on behalf of the Federation.  
Review capitation fees annually and recommend the amount for the forthcoming year.  
Receive, consider and adopt the Annual Report and Accounts of the BFWG Charitable Foundation.  
Receive reports from the Regions, Local Associations, the Co-ordinators of International and European Relations, the Advisers and Consultants (where appointed).  
Appoint the auditor(s) for the next financial year.  
Elect the President and Vice Presidents as appropriate, together with the CIR, CER and the Treasurer/Finance Committee Chair.  
Confirm the appointment of all other posts of responsibility within the Executive. (We need to be clear about who is elected and who is appointed/confirmed, perhaps a table would be useful.)  
Consider both Domestic and General Resolutions.  
Incorporate the AGM of the shareholders of the Charitable Foundation.  
5.5 The business of an EGM would be to consider matters that are deemed to be extra-ordinary or an emergency.  
5.6. Resolutions for General Meetings must be proposed and seconded except resolutions proposed by the Executive which do not require a seconder. Resolutions needing a seconder should be proposed and seconded in writing to the Management Team by the end of February prior to the Spring Executive Meeting before the date of the AGM. Emergency resolutions may be debated in a General Meeting provided three quarters of those present approve.  
5.7 Quorum. At every General Meeting 30 voting members shall form a quorum provided this includes voting delegates from at least one third of the number of Local Associations together with no less than six members of the executive. (This needs discussion as the balance must be maintained between the MT and voting Executive). If the quorum is not present within half an hour of the time appointed for the meeting it may be reconvened.  
5.8 The AGM agenda shall be published in 'News'. Both the agenda and the audited accounts for the preceding year of the Federation and the BFWG Charitable Foundation (FfWG) shall be published on the website.  
5.9 At every General Meeting the Chair shall be taken by the President or one of the Management Team or failing these a voting member of the Council present and elected by the meeting.  
5.10 If it is necessary to adjourn a meeting for more than thirty days notice of the new meeting shall be given in the same way as for the original meeting.  
5.11 Voting. a) In every election voting shall be by ballot using a single transferable vote,  
b) On resolutions voting shall be by show of coloured voting cards.  
In the event of an equal vote, the Chairman shall have the casting vote except in cases of a referendum, an extra-ordinary or a special resolution.  
5.12. A referendum may be demanded before or during a meeting by a group of members (see Procedures) with specific concerns. Such a process shall be put to a direct vote which will not affect the transaction of the remainder of the business of the meeting.  
5.13. The requisite majority for passing a resolution shall be a basic majority of those present and entitled to vote. Abstentions constitute a 'no' vote.  
5.14 Any resolution passed by the requisite majority shall be conclusive and binding on all members.  
5.15 Any member of the Council may appoint another member or members of the Council to act as her proxy/proxies and to vote in her stead. However, no member entitled to vote may have more than three votes.  
5.16 Notices about General Meetings may be given by the Federation to any member personally via 'News', by post or by electronic methods. Where a notice has been properly issued by any of the above methods the Federation will assume that the normal rules governing such communications will apply.

### **BY-LAW 6 THE EXECUTIVE**

*(Links Article 5 in New Articles and Articles 8, 9 and 10 in Existing Articles)*

6.1 The Executive consists of members of the Management Team (By-law 7), the Regional Representatives (By-law 3), the Treasurer/Chair of the Finance Committee (By-law 8), the Co-ordinator for International Relations (CIR), the Co-ordinator for European Relations (CER) and the Federation Advisers (currently Constitution and Procedure)  
6.2 The CIR represents the Federation on the IFUW Council. She shall normally be elected for a period of three years at the first AGM of the Federation after the most recent conference of IFUW and shall be eligible for re-election for a further term not exceeding three years. Likewise an Alternate shall be elected to support and deputise for the Co-ordinator as required.  
6.3 The CER represents the Federation to the University Women of Europe (UWE). She shall be elected for a period of three years but shall be eligible for re-election for a further term not exceeding three years. Likewise an Alternate shall be elected to support and deputise for the Co-ordinator as required.  
6.4. The Executive shall hold office from the close of one AGM until the close of the next succeeding AGM.  
6.5. The President or in her absence a Vice President shall take the chair at Executive meetings,  
6.6. The duties of the Executive are indicated in Article 5.6  
6.7. In addition to powers laid down in Articles 3.5, 3.6 and 5.5 the Executive shall:  
Prepare Agendas for the AGM and EGMs.  
Keep minutes of all meetings of the Executive.  
Monitor the financial affairs of the Federation, (but see current Articles 10.2)  
Open and operate bank accounts.  
Consider and authorise any borrowing by the Federation.  
Decide and approve authorised signatories for financial affairs.  
Use funds to provide any goods, services, property for use by the Federation.  
Maintain a reserve fund for the general purposes of the Federation.  
Oversee payment of fees for lectures, provision of grants and scholarships, and

award of prizes or fellowships as approved by the AGM.  
Petition Parliament and other public bodies in the name of the Federation.  
Approve remuneration and expenses.  
Fill vacant posts as required until the next AGM.  
Advertise IFUW and UWE vacancies for officers and committees and determine the procedures for nomination. *(Procedure needs discussion)*  
6.8 The quorum for Executive Meetings shall be 50% of the combined votes of the Management Team, CIR, CER and Treasurer/Chair of Finance plus a proportion of votes allocated to Regional Representatives. This latter figure to be reviewed annually and at all times to be greater than that of the Management Team CIR, CER and Treasurer/Chair of Finance. If a quorum is not present the business shall be deferred until an agreed date for a further meeting.  
6.9. Members of the Management Team shall have no more than one vote with the exception of the President who, in the event of a tied vote, has a casting vote.  
6.10. Where, between meetings, business needs the approval of the Executive a written postal vote or voting using technology may be used.

### **BY-LAW 7 MANAGEMENT TEAM**

*(Links Article 6 in New Articles and Article 5 in Existing Articles)*

7.1 The Management Team consists of those members elected to office as stated in Article 6.1.  
7.2 The Management Team is responsible for the day to day organisation and running of the Federation including acting in an emergency capacity if the need arises.  
7.3 Candidates for election shall be paid up members and shall be nominated in writing by an advertised date. Ordinary members shall be nominated by a Local Association and Independent Ordinary members by either a Local Association or two other Independent members neither of whom shall be candidates. Failing such nominations the Executive Committee has the power to nominate at the Executive Committee Meeting.  
7.4 Tenure of office for members of the Management Team is laid down in Article 6.2.  
7.5 In the event of the President not being able to complete her full term of office, a Vice-president shall act as President until the close of the next AGM of the Federation. If a President-elect has been elected she shall take office from the close of that AGM even though she has not served a term as President Elect.  
7.6 The members of the Management Team take their authority from Article 6.10.  
7.7 Team members shall organise their duties and responsibilities in keeping with the Matrix attached at the end of these By-laws. Other duties and powers are to be found in the Job Descriptions for President and Vice Presidents.

### **BY-LAW 8 FINANCE COMMITTEE**

*(Links Articles 7 and 8 in New Articles 4 and 11 in Existing Articles)*

8.1. The Finance Committee consists of four members plus a Chair (Treasurer) who are elected at the AGM. The four members shall include the BFWG representative to 142 Battersea Park Road Ltd. Each member is elected for a term of three years and may be re-elected on an annual basis for a maximum of up to three further years.  
8.2. The committee may co-opt additional members for specific tasks and a representative of the Management Team shall attend the meetings in an ex-officio (non-voting) capacity.  
8.3. The Committee shall meet at least three times each year and be responsible for its own organisation and terms of reference. These should include oversight of the Federation's arrangements for capitation, approval and payment of invoices and ways to monitor, review and report the Federation's financial position on a regular basis  
8.4. Such activities shall include:  
Open and operate bank accounts on behalf of the Federation, including a General Account and an AGM Account.  
Establish a reserve fund for the general purposes of the Federation.  
Recommend the annual rate of capitation.  
With professional advice invest the funds of the Federation and any for which it acts a Trustee incorporating those not immediately required for the benefit of BFWG, to include the transfer of funds between investments to maximum advantage.  
Ensure the Federation meets its obligations for any loans made to the Federation by members for approved business or activities.  
Determine the manner in which cheques, negotiable instruments or receipts shall be signed, endorsed or otherwise executed on behalf of the Federation. All such payments shall be signed/approved by at least two authorised signatories. (By-law 6.7)  
Prepare an annual budget for approval by the Executive Committee and the Council.  
Advise the Management Team on matters relating to the purchase of goods and services.  
Approve or decline payment for any non budgeted item of expenditure over £50 by the Management Team.  
Pay the reasonable travelling expenses of members of the Executive incurred attending Committee meetings and any previously approved expenses incurred by members on Federation business.  
Ensure that three quotations are obtained before approval for any major capital expenditure.  
Approve the payment of all invoices by the Treasurer/Chair of Finance following agreed processes set out by the Committee in their terms of reference.  
Provide financial advice to Local Associations as required.  
8.5 For further guidance on financial matters see document 'British Federation of Women Graduates Financial Policy' dated October 2010, and Article 8 of the proposed New Articles

# BFWG 102nd Annual General Meeting

BFWG 102nd Annual General Meeting at Wymondham College,  
Wymondham, Norfolk from 13-15 July 2012

## Agenda

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|-------|---|-------|---|
| 1.    | Welcome and opening remarks<br><i>President</i>   |       | <i>Gabrielle Suff</i>   |
| 1.1   | Welcome to Wymondham: Introduction of Functionaries<br><i>Norfolk and Norwich President</i>   | 4.10  | National Council of Women & Fulbright Awards<br><i>Pat Beardmore</i>  |
| 1.2   | Members who have died since last AGM<br><i>Rory Haigh</i>   | 4.11  | Independent Member Liaison<br>Regional Alternates or Regional Representatives   |
| 1.3   | Adoption of Agenda<br><i>President</i>  | 4.12  | Regional Representatives<br>Regional Representatives  |
|       |   | 4.13  | BFWG Local Associations<br>BFWG Local Associations  |
| 2.    | Apologies for Absence<br><i>Rory Haigh</i>  | 5.    | Domestic Financial Resolutions D1, D2<br><i>President</i>   |
| 3.    | Minutes of the National AGM held on 1- 3 July 2011 at Dartington Hall, Totnes, Devon<br><i>President</i>                              | 6.    | National Elections and Appointments<br><i>President</i>   |
| 3.1   | Accuracy  | 6.1   | Elections   |
| 3.2   | Matters arising not included elsewhere on the agenda  | 6.1.1 | Vice Presidents: Sheila Stevens, Gabrielle Suff   |
|       |   | 6.1.2 | Hon. Treasurer/ Chair of Finance Committee:<br>Margaret Tait  |
| 4.    | Receive and adopt written reports of Standing Committees, Co-ordinators, Representatives, Regional Representatives, BFWG Associations | 6.1.3 | Regional Representative for Mercia & Wales:<br>Gail Sagar   |
| 4.1   | Executive Committee Report<br><i>President</i>  | 6.1.4 | Alternate Regional Representative for Mercia & Wales: Delyth Rees   |
| 4.1.1 | Public Relations/Programme/Financial Overview<br><i>Jenny Morley</i>  | 6.1.5 | Co-ordinator of International Relations (CIR):<br>Cynthia Burek   |
| 4.1.2 | Recruitment/Membership<br><i>Jasmit Kaur Phull</i>  | 6.1.6 | Members of Finance Committee: Heather Harrison, Catherine Pinion  |
| 4.1.3 | Administration/Membership<br><i>Rory Haigh</i>  | 6.1.7 | Alternate Web Administrator: Ann Scott  |
| 4.1.4 | BFWG News/Office Email<br><i>Su Allen</i>   | 6.2   | Confirmation of Appointments  |
| 4.2   | Finance Committee Report<br><i>Barbara Jackson</i>  | 6.2.1 | BFWG Nominee Shareholders: Heather Hawkes; Betty Pritchard  |
| 4.2.1 | Receive, consider and adopt Directors' Report, Auditor's Report and Accounts for the year to 31 December 2011                         | 6.2.2 | Governor of FfWG: James Beardmore; Prof Jane Hart   |
| 4.2.2 | Reappointment of Auditors   | 6.2.3 | Re-election of current FfWG Governors: Anna Frost; Gilbert Rizk; John Matthews; BFWG President, Jenny Morley                  |
| 4.2.3 | Introduction of Budget for 2012 and forecast for 2013.  | 6.2.4 | Trustee for the BFWG Sybil Campbell Collection Trust: Susan Miles   |
| 4.2.4 | Introduction of Domestic Resolutions on Capitation Fees D1,D2   | 6.2.5 | Constitutional and Procedural Advisors: Nest Overend, Jean MacDonald  |
| 4.3   | Constitutional/ Procedural Advisors<br><i>Nest Overend, Jean MacDonald</i>  | 6.3   | Appointment of CIR Alternate: Sudha Srivastava  |
| 4.3.1 | Presentation of new By-laws 1-8   | 6.4   | Editor of BFWG News: VOLUNTEER APPOINTEE NEEDED   |
| 4.3.2 | Discussion of new proposed By-laws  | 6.5   | Co-ordinator of Independent Members:<br>VOLUNTEER APPOINTEE NEEDED  |
| 4.3.3 | Authorisation of work to complete By-laws, composition of working group<br><i>President</i>   | 7.    | Briefing of Charitable Foundation shareholders prior to BFWG Charitable Foundation (FfWG) AGM at 09.00 on Sunday 15 July 2012 |
| 4.4   | International Relations Co-ordinator<br><i>Christel Moor</i>  | 8.    | General Resolution G1<br><i>President</i>   |
| 4.4.1 | Proposal to Endorse Shadow CEDAW Report   | 9.    | Upcoming Conferences  |
| 4.5   | European Relations Co-ordinator<br><i>Sheila Youngs</i>   | 9.1   | BFWG AGM/ Conference 2013   |
| 4.6   | Web Administrator<br><i>Sheila Stevens</i>  | 9.2   | BFWG AGM/Conference 2014  |
| 4.7   | Six-O and GEO<br><i>Elizabeth Poskitt; Jenny Morley</i>   | 10.   | AOB<br><i>President</i>   |
| 4.8   | Academic Awards<br><i>Dr Alex Blakemore-Walters/Elizabeth Poskitt</i>   | 11.   | Close of AGM<br><i>President</i>  |
| 4.9   | Women's Equality Network Wales (WEN)  |       |   |

**New Regional Rep and Alternate for Mercia and Wales**

Gail Sagar (photo right), Worcestershire AWG, was appointed Regional



Representative for Mercia and Wales at their regional meeting in Monmouth. Gail, BSc (Econ) from the London School of Economics, is a Fellow of the Institute of Public Relations. Delyth Rees, Swansea Association, will support her as the Regional Alternate.

**Public Meeting of Trustees of the Scholarship Fund  
Sunday 15 July 2012  
Agenda**

1. Welcome by Chairman of Trustees
2. Apologies for absence
3. Minutes of meeting held on Sunday 3 July 2011
4. Report of the Scholarship Fund Finance Committee
5. Approval of accounts
6. Reappointment of auditors
7. Report of the work of the Trust 2011-2012
8. Centenary Award 2012
9. Confirmation of trustees
10. AOB
11. Date of next meeting

**AGM of the Funds for Women Graduates  
Sunday 15 July 2012**

The full agenda can be found on the website. The following change is proposed to the articles of FfWG *Article 5* to add a penultimate sentence to read : 'Further, the number of Governors shall include the Chairman of the Company's Grants Committee.'

**Bioethics Study Day,  
Newcastle upon Tyne  
Saturday 29 September 2012**

Please send a cheque for £35, payable to NEAWG, to Mrs Margaret Browne.

Please indicate if you would like to receive local tourist information and hotel lists.

Name:

Address:

Tel:

Email:

LA /Independent/Corporate:

**Members'  
Open Day, York**

Monday 6 August 2012, 3 - 5pm approx. Private curator`s tour. Exhibition of Views of York.

Please send cheques for £10, payable to York Civic Trust, to Gill Ramsay.

If you are a taxpayer and willing to Gift Aid your donation, please indicate. Further details will be collected on the day.

Name:

Address:

Tel:

Email:

LA /Independent/Corporate:

Willing to Gift Aid      Yes/No

**Reports for the AGM & Nominations for Positions** will be available for download from the secure area of the BFWG website in July. If you require a paper copy, please contact the office at office@bfgw.org.uk or phone one of the management team by 8 July 2012