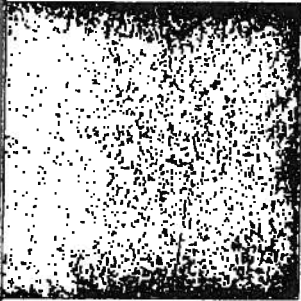


ANWAD

Association. Of Nigerian Women Academic Doctors, Inc.



The Bylaws
Of
The Association of Nigerian Women
Academic Doctors, Inc. (ANWAD)

ANWAD Bylaw Adopted April 29, 2012

Association of Nigerian Women Academic Doctors, Inc. (ANWAD)
The Vision & Voice of Women in Education

Constitution/Bylaw
(Adopted April 29, 2012)

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Association of Nigerian Women Academic Doctors, Inc. (ANWAD)
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PREAMBLE

We, the members of the Association of Nigerian Women Academic Doctors, Inc., do hereby willingly and voluntarily form this Organization as a non-profit corporation for the purpose of educational advancement, building strong academic network, empowering women, and representing professional, social, and political interest bodies governing Nigerian women academic doctors worldwide. This Bylaw solemnly acts as a binding legal document for running this Organization.

ARTICLE ONE

NAME

(1.1) The name of the Organization shall be **ASSOCIATION OF NIGERIAN WOMEN ACADEMIC DOCTORS INC.**, abbreviated to 'ANWAD' and shall hereinafter be referred to as 'the Organization'

ARTICLE TWO

AIMS & OBJECTIVES

- (2.1) The aims of the Organization shall be:
- a) To promote and encourage educational scholarships among Nigerian women worldwide.
 - b) To bring knowledge to the uneducated women sector in Nigeria, access the educational needy areas, and reach out to the less privileged.
 - c) To bridge the gap between the number of educated men and women in Nigeria and abroad by promoting learning, quality education, and motivating doctoral level career among Nigerian women.
 - d) To unite academic doctors and Organizations worldwide by building intellectual links and network with scholars, activists and policy makers.
 - e) To participate actively in global debate and Diaspora activities on issues that relate to Nigerian women.
 - f) To intellectually empower women through professional developments, seminars, workshops, conferences, and other enlightenment programs. To elevate well educated women, future mothers of our children, and global leaders of tomorrow.
 - g) To represent the professional, social, and political interest bodies governing Nigerian Women academic doctors in Nigeria and worldwide.

ARTICLE THREE

FUNCTIONS OF THE ORGANIZATION

- (3.1) In pursuance of the aims and objectives enumerated in ARTICLE TWO, 2.1 (a) to (g) above, the Organization will perform the following functions:
- a) Sponsor seminars, conferences, symposiums, workshops, enlightenment campaigns, and other forms of scholarly interchange to promote education and innovation awareness.
 - b) Encourage and undertake consortia/collaborative projects.
 - c) Institute an International peer reviewed annual journal to promote and disseminate scholarly research around the world. To facilitate faculty and student exchanges to serve as a forum for scrutiny of new research, critique of existing research, articles review, and book reviews.

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- d) Create a cyberspace communication network for the pooling and dissemination of resource information such as current innovation, new researches, published dissertations, research updates, and pedagogy.
- e) Develop and participate in any other activities which may arise and within the aims and objectives of the Organization.
- f) Develop an academic doctors' database list and their published dissertations to serve as a resource for doctoral candidates and a bibliography series on a biennial basis.

ARTICLE FOUR
MEMBERSHIP

(4.1) **Membership:** of the Organization is open to Nigerian women academic doctors, of Nigerian ethnicity or empathy within Nigeria, or married to Nigerian descendants in the United States, Canada, Europe, and Africa. These academic doctors comprise and not limited to: *Doctor of Philosophy (PhD), Doctor of Management (DM), Doctor of Business Administration (DBA), Doctor of Education (Ed.D), Honorary Doctorate holders, All But Dissertation (ABD) Doctorate Students, and other terminal Doctoral Degree programs.*

(4.2) **Regular Membership:** comprise of duly conferred doctoral degree holders. All regular members in good financial standing have voting rights.

(4.3) **Honorary Membership:** comprise of all honorary doctorate holders. All honorary members in good financial standing also have voting rights.

(4.4) **Associate Membership:** comprise of "All But Dissertation (ABD)" Doctorate Students. Once their doctorate is conferred, they automatically revert to regular membership and enjoy all the privileges and right thereto. All new conferred doctorates will be entitled to receive *ANWAD Crystal Academic Achievement Award.*

(4.5) **ANWAD Lifetime Membership:** The Lifetime Membership Program is designed to help the organization raise funds. It is also designed to help members save money by paying fees to cover the life of the member. The program is opened for specific period of time and does have an end date. When the organization is in need of funds to cover expenses, the season must be declared opened by the Executive Board and majority of the house one third (1/3) vote. The minimum amount is the annual yearly due multiply by 10years. When declared open, each member must be given a specified period of time to pay the total amount. If the total amount is not paid by the end date, any fees previously paid will be pro-rated for annual fees. Lifetime membership fee is non-refundable. Being a lifetime member does not grant you any additional voting right than other members. Lifetime membership is not transferable.

(4.6) **Benefits of ANWAD Lifetime Membership**

- a) All newly-joined life-time members are acknowledged on the ANWAD website
- b) All lifetime members are listed on conference programs
- c) Receives discount on journals (15%)
- d) Annual dues waived for life of the association.

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ARTICLE FIVE
MEMBERSHIP STATUS

(5.1) **Registration:** Membership to the Organization requires a **onetime registration fee of \$300** (Three hundred and fifty U.S dollars) to be paid fully at the time of registration. New members are exempted from annual fee on the year of registration.

(5.2) **Annual Dues:** An annual due of **\$100** (One hundred U.S dollars) will be payable by every member on a yearly basis. Members that are honored the status of lifetime memberships are exempted from annual dues; *see Article 4(4.5-4.6)*.

(5.3) The Executive Board Members shall, determine, or modify, from time to time, registration fees, annual dues, and special assessments for all members.

(5.4) **Membership Status:** To qualify as an active member in good standing with all rights, benefits, and privileges of ANWAD, all the following requirements must be met:

- a) Must fully pay the one time registration fee and be fully registered.
- b) Must pay annual dues and all other financial obligations on time.
- c) Must attend at least three of the four quarterly meetings

(5.5) **Inactiveness:** Any member who fails to meet Article 5(5.4) requirements shall be deemed as not in good standing and inactive.

- a) Failure of any member to pay dues and/or registration fees when payable will result in ineligibility of such a member to receive any Organization 's benefits, voting rights, and hold elective office.

ARTICLE SIX
THE OFFICERS AND EXECUTIVE BOARD MEMBERS

(6.1a) The Officers and Executive Board members of the Organization shall be the eleven elected officers. The eleven elected officers shall be:

1) The National President	7) National Treasurer
2) National Vice President	8) National Public Relations Officer (PRO)
3) National Secretary General	9) National Program Director
4) National Deputy Secretary General	10) National Welfare Director
5) National Financial Secretary	11) National Provost
6) National Deputy Financial Secretary	

(6.1b) The Founders of the Organization shall be part of the Board of trustees throughout the life of the Organization and shall serve as advisory board members.

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ARTICLE SEVEN
POWERS & DUTIES OF ELECTED OFFICERS

- (7.1) **National President:** Shall be vested with the following functions:
- (a) Head the Executive Board members and serves as the association's spokesperson
 - (b) Conduct and preside proceedings at the quarterly/annual general meetings or as required.
 - (c) Shall uphold, enforce and execute the dictates of the Bylaws and supervise all affairs and business of the Organization.
 - (d) Form ad-hoc committees within the Organization to carry out specific functions.
 - (e) Appoint, in accordance with these Bylaws, the chair of committees of the Association.
 - (f) Preside over elections of the association in conjunction with the Electoral Committee.
 - (g) Any other functions which members agreed on in a properly constituted meeting to confer on the office of the President
 - (h) Shall be a signatory to the Organization's Bank Account in conjunction with the National Treasurer and National Secretary.
 - (i) Shall create and dissolve Committees in agreement with the Executive Board as need arises, and shall be an ex-officio member of all Committees.
 - (j) All ex-Presidents upon completion of tenure shall become an Emeritus and ex-officio member in the Executive Board and serve as advisory board members.
- (7.2) **National Vice President:** shall be vested with the following functions:
- (a) Assist the office of the president.
 - (b) Head the Executive Board in the absence of the president.
 - (c) Carry out any other duties which members agreed on in a properly constituted meeting to confer on the office of the Vice President.
- (7.3) **National Secretary General:** shall be vested with the following functions:
- (a) Arrange for meetings.
 - (b) Send out notices of meetings to members via email on a timely manner.
 - (c) Keep a register, contact, and e-mail address of members of the Organization.
 - (d) Keep in custody the Organization's sealed documents and official copy of the Bylaw.
 - (e) Arrange for meetings on the instructions of the president and Executive Board.
 - (f) Shall record the minutes of all proceedings of the general house and executive committee.
 - (g) Send out meeting minutes to all the members via email on a timely manner
 - (h) Perform all duties incident to the office of the secretary and other duties that may be assigned by the Executive Board and the general house.
- (7.4) **National Deputy Secretary:** shall be vested with the following functions:
- (a) Assist the National Secretary General and assume her duties in her absence.
 - (b) Perform other duties that may be assigned by the Executive Board and the general house.
- (7.5) **National Financial Secretary:** shall be vested with the following functions:

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- (a) Collects and computes all the Association's monetary transactions and keeps accurate financial records.
 - (b) Issues all monies collected to the Treasurer to be deposited in the Association's Bank Account within 24 hours of receipt.
 - (c) Send quarterly financial statements to the Executive Board and members of the association.
 - (d) Keep and secure all the Association's financial books including, check booklets, receipts, reports, copies of checks received, and the other relevant documents.
 - (e) Keep Custody of the Organization's check book, write and prepare checks on behalf of the Association and present them to the authorized Signatories for endorsement (with photocopies secured).
 - (f) For financial transparency and proper accountability the quarterly financial report must reflect the following critical items: (1) the current or monthly balance of the bank statement, (2) an analysis of all monthly transactions: expenditures and revenues, (3) all the outstanding debts and the debtors; etc
 - (g) Monitor the Association's funds to ensure correctness at all times.
 - (h) Work closely with the Treasurer, the President, and the Executive Board of the Association in order to maintain honest, transparent and effective accounting practices.
 - (i) Perform other assignments as assigned by the President, the Executive Board, and the general house.
 - (j) Shall always cooperate with any agency assigned to audit the financial records, books and accounting practices of the Association.
- (7.6) **National Deputy Financial Secretary:** shall be vested with the following functions:
- (a) Assist the National Financial Secretary and assume her duties in her absence.
 - (b) Perform other assignments as assigned by the President, the Executive Board, and the general house.
- (7.7) **National Treasurer:** shall be vested with the following functions:
- (a) Collect fees and dues when payable and deposit into the Association's Bank Account within 72 business hours.
 - (b) File the deposit slip showing the transaction date and time of and send a copy to the Financial Secretary, for the record purposes.
 - (c) Keep proper accountings of including income and expenditures of the Organization.
 - (d) Monitor the Association's funds to ensure correctness at all times.
 - (e) Shall be a signatory to the Organization's Bank Account in conjunction with the National Treasurer and National Secretary.
 - (f) Work closely with the Financial Secretary, the President, and the Executive Board of the Association in order to maintain honest, transparent and effective accounting practices.
 - (g) Shall always cooperate with any agency assigned to audit the financial records, books and accounting practices of the Association.
 - (h) Perform other assignments as assigned by the President, the Executive Board, and the general house.

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- (7.8) **National Public Relations Officer (PRO):** shall be vested with the following functions:
- (a) Disseminating information about the Organization to the public through the internet, journals, magazines, and newspapers.
 - (b) Make contact with other Organizations to publicize the Organization's activities and interactions.
 - (c) Perform other assignments as assigned by the President, the Executive Board, and the general house.
- (7.9) **National Program Director:** shall be vested with the following functions:
- (a) Oversee the associations programs and projects
 - (b) Arrange for programs and grant opportunities for the association
 - (c) Make contact with other Organizations to help the association in generating funds.
- (7.10) **National Welfare Director:** shall be vested with the following functions:
- (a) Ensure adequate collaboration among members and oversees all social event and entertainment.
 - (b) Identify members and citizens in need and follow up with ways to assist in conjunction with the President, Executive Board, and general house.
 - (c) Help to identify the educational needy areas in Nigeria and abroad.
- (7.11) **National Provost:** shall be vested with the following functions:
- (a) Enforce the policies, rules, and regulations of the Organization.
 - (b) Shall direct order to speaking and help focus on meeting agenda.
 - (c) Ensure any disciplinary actions assessed against any member for act of indiscretion.
- (7.12) **Board of Trustees:**
- (a) The Board of Trustees shall be strictly an advisory council, consisting of twelve but not more than fifteen members.
 - (b) Membership of the Board of Trustees comprise of the founder, co-founders, past President, and past national secretary.
 - (c) Through the decision of the executive board and the general members, membership to Board of Trustees can be extended to noble Nigerian academicians with proof of community involvement, scholarship, and good citizenship. Criteria for this selection will be determined by the general house.
 - (d) The Board shall meet at least once during a calendar year and during conferences organized by the association.
 - (e) The Board shall advice the President and Executive members on matters referred to them and on how best to achieve the aims and objectives of the association.
 - (f) The Board shall mediate in times of crisis at the invitation of the Executive members or two-third majority of the active members. In conjunction with the executive board, the Board of Trustees shall select ad hoc committee members to investigate and resolve dispute. They shall recommend the removal of any member found guilty.

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ARTICLE EIGHT
COMMITTEES OF THE ASSOCIATION

(8.1) **One Standing Committee:** Association of Nigerian Women Academic Doctors, Inc., shall have one standing Committee; that is the Executive Committee. All other Committees shall be formed and dissolved as need arises. Other non-standing Committees fall under ad-hoc, and can be created and dissolved as needed.

(8.2) **Executive Committee:** comprise of the elected officers and the board of trustee members. The president shall serve as the Chairman of the Executive Committee. The Executive Committee shall be responsible for formulating the Associations' policy and procedures and making strategic decision for the benefit of the Association. The committee shall enforce provisions as stated in the Bylaw and execute all the decisions agreed by the general house. The Executive Committee shall be responsible for creating and dissolving an ad-hoc committee as needed.

(8.3) **Ad-hoc Committees:** The non-standing committee of the Association shall be:

- a) Budget and Finance Committee
- b) Membership Committee
- c) Electoral Committee
- d) Constitution and Bylaws Committee
- e) Education and Research Committee
- f) Information and Technology Committee
- g) Programs Committee
- h) Public Policy and Government Relations Committee
- i) Education Missions Committee

ARTICLE NINE
MEETINGS AND QUORUMS

(9.1) **Quarterly General Meetings:** A meeting of the Association to be known as the Quarterly Meeting shall be held every three months within a year for the purposes of presentation of quarterly reports by the officers and activities deliberation. The Quarterly meeting will run as follows: 1st Quarter (Jan-March), 2nd Quarter (April-June), 3rd Quarter (July-Sept), and 4th Quarter (Oct-Dec).

(9.2) **Special Meeting:** Other special meetings can be scheduled as needed by the Organization.

(9.3) **Quorum at Meetings:** One third (1/3) of the registered members can commence a meeting. A quorum shall be formed if 1/3 of the registered members of the Organization are present via teleconference or in person.

(9.4) **Telephone Conference and Electronic Meetings:** Members of the Executive Board and the Association may participate in a meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the

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meeting can simultaneously communicate with each other orally. Participation in such a telephone conference or electronic meeting pursuant to provisions in these bylaws shall constitute presence in person at the said ANWAD meeting.

- (9.5) **Conduct at Meetings:** Meetings will be presided over by the President or the Vice President in the absence of the President. In the absence of both the President and the Vice President, the Secretary preside the meeting. Decisions on issues at meetings can either be accepted unanimously or decided by vote.
- (9.6) **Notice of Meeting:** Members must be notified of a meeting by the Secretary of the Organization before the meeting through the electronic mail.

ARTICLE TEN
ELECTION AND TENURE OF OFFICE

- (10.1) **Voting:** Each registered member in good financial standing is entitled to one vote, in the case where a tie breaking is needed; the president of the Association can break the tie.
- (10.2) **Good Financing Standing:** means a member who has paid all outstanding dues of the Organization including but not limited to the registration fees and annual dues.
- (10.3) **The Election:** All the eleven Officers shall be elected, during the scheduled end of year bi-annual elections, conducted every two years. Each office must be allowed to serve full term of two years. Any Officer of the Association has the right to serve for more than one term in office, with a maximum of two consecutive terms in a specific position.
- (10.4) **Meeting Attendance in absentia and voting by Proxy:** Any member in good standing in the Association may cast any vote in absentee, by sending a proxy to that effect to the Secretary, President, and Executive Board, at least fifteen (15) days before the scheduled meeting. The proxy shall be canceled and withdrawn if the member subsequently attends the said meeting in person.
- (10.5) **Term of Office:** Every elective office of ANWAD shall be two (2) year term that shall start in January following November bi-annual general election. No member shall hold more than one office at a time unless when serving in an ad hoc committee. There shall be a two term limit in one office, but a term limited officer can be elected to serve in another office.
- (10.6) **Vacancy and By-Election:** When a vacancy exists before the end of a term, the Executive Board and the general house shall authorize the President to appoint or call a by-election of a new officer to serve out the un-expired term. If a vacancy occurs in an office with an Assistant, the Assistant shall automatically assume the post, while a by-election can then be done for the Assistant position.

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ARTICLE ELEVEN
MANAGEMENT OF FUNDS

- (11.1) The Association shall operate both checking and savings accounts at a bank approved by the General House.
1. The *President, Secretary and Treasurer* will be signatories to disbursements from the Organization's account.
 2. The Association will be able to monitor the accounts online (through the designated officials) by the Executive Board to ensure that ANWAD account is safe and secured. Any suspicious or fraudulent act should be escalated to the Executive Board and members.
 3. All payments **MUST** be via check and all checks **MUST** be signed by two signatories. The two signatories shall be the President and either Secretary or Treasurer. In the event the President is not available, the Secretary and Treasurer will sign **BUT** must be authorized by the President.
 4. All payment and expense transactions more than \$100 (one hundred U.S dollars) must be approved and authorized by the general house and the Executive Board, and disbursed via a check issued from the Association's account, and supported with expense receipts.
 5. Emergency and administrative financial transactions less than \$100 must be approved by the Executive Board, and supported with expense receipts.
 6. If there is a need for change of signatories, the outgoing signatories will go with the incoming signatories to the bank to effect the change. No member of the Association has right to remove an officer's signatory without the due process authorized by the Executive Board and the General House.

ARTICLE TWELVE
PARENT ORGANIZATION AND NATIONAL HEADQUARTER

- (12.1) ANWAD was originally incorporated in the state of Maryland, United States of America, and henceforth shall remain the national headquarter of the Organization.
- a) The National headquarter located in Maryland is the parent Organization while the regional chapters are the subsidiary.
 - b) The Organization and regional chapters shall be governed by an eleven-member Executive Board comprising of all the officers enumerated in Article Six (6.1a) above and the board of trustee members.
 - c) The national Executive Board will install the regional officers to oversee the affairs of the subsidiary chapters.
 - d) The subsidiary chapters shall operate with the national constitution and bylaw and the regional elected officers will liaise with the national Executive Board.
 - e) Only active members may nominate or be nominated for election to any office in the Organization.

ARTICLE THIRTEEN
CHAPTERS, STATE BRANCHES, AND REGIONS

(13.1) **ANWAD Chapters:** Opening a new chapter requires at least twenty members to be eligible to form a chapter of ANWAD.

- a) A chapter shall be considered a subsidiary/branch/regional of ANWAD in all respect.
- b) A chapter shall require the approval of the National Executive Board before it can be certified as a bona fide branch of the Association.
- c) When the national headquarter are functioning very well and membership has grown significantly, state branches may be formed and formalized at that time, subject to the method and procedure to be established by the national Executive Board .
- d) The national Executive Board shall be empowered to establish the method for forming regional branches when it becomes necessary.
- e) Members of any chapter are automatically members of the association and shall be entitled to all the rights, benefits and privileges offered by the ANWAD, as long as they remain active and in good standing within the Organization.
- f) ANWAD shall have a single website for the national and regional chapters.
- g) A chapter may represent an entire state, or an entire region within the United States of America, Canada, Europe, and Nigeria.
- h) Each chapter shall elect, by simple majority vote, the three officers of the chapter; which shall include at least, the *Regional President, the Secretary, and the Treasurer*. The term of office each officer shall be determined by the members of the chapter.
- i) The parent and subsidiary chapters shall be governed by this constitution/bye law.
- j) Subsidiary chapters can adopt to have internal byelaws, but **MUST** not conflict with the Bylaws of the "Parent Association" in any way, manner, or form; whenever there is any ambiguity or presumed contradiction between the ANWAD Bylaws and the regional chapter Bylaws, the interpretation of the ANWAD Bylaws shall supersede.
- k) Regional chapters can open a bank account and conduct business on behalf of the chapter. Such an account would require national Executive Board approval and two signatures of the local chapter officials. The account shall be subsidiary and open to all rules and regulations governing the national body. Each chapter shall submit a yearly statement of financial activities to the national president and the national Executive Board for review and tax filing purposes.

(13.2) **Decertification:**

- a) The national Executive Board shall have the power through decertification, to terminate the rights of any chapter to claim and/or imply affiliation with the ANWAD if that chapter has engaged in activities detrimental to the best interests of the Association or has engaged in activities which violated the constitution/Bylaws of the Organization .
- b) A chapter may be suspended or expelled from the ANWAD for any severity infractions of ANWAD rules and regulations.
- c) Officers of any chapter so disciplined shall be offered an opportunity to be heard pursuant to such reasonable procedures as the national Executive Board shall provide.
- d) Decertification and or termination of a chapter do not automatically mean loss of ANWAD membership for the uninvolved and un-implicated members of that chapter.

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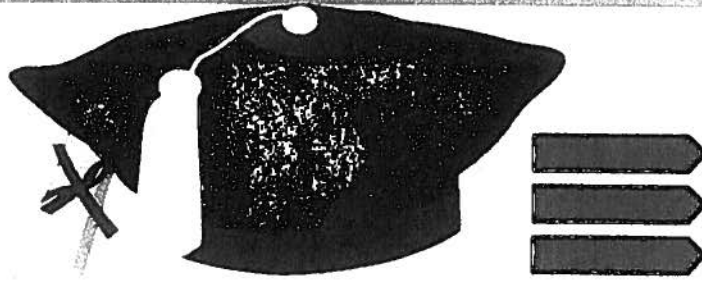
- e) When a chapter becomes decertified pursuant to the above articles of ANWAD Bylaws, a new chapter for that particular geographic location or area may be formed with the approval of the national Executive Board on such terms and conditions as the Executive Board shall determine.

ARTICLE FOURTEEN
AMENDMENTS AND MODIFICATIONS

- (14.1) Only regular and active members of ANWAD in good standing may initiate a petition for proposed amendments to these Bylaws.
- (a) A motion to amend or modify this Bylaw or any part thereof may be moved by any active member in written form at the general meeting.
- (b) No discussions of the amendment shall take place at the meeting in which the motion to amend the constitution/bylaw was moved. However, a written copy of the amendment shall be made available to Executive Board and members prior to the next meeting so that the said amendment can be discussed and accepted or rejected.
- (c) An amendment or modification so proposed shall be adopted by 1/3 majority vote of members in good standing present at the meeting and 100% vote of the Executive Board and the board of trustee members in favor of the amendment, at a duly convened meeting which a quorum is established.
- (d) This Bylaw can be reviewed and amended every two years.

ARTICLE FIFTEEN
DISSOLUTION

- (15.1) A two-thirds (2/3) vote from the active members present (in good financial standing) and 100% vote of the Executive Board and the board of trustee members shall be required and clearly documented to pass the motion calling for the dissolution of the Association.
- (15.2) The minutes of the deliberations should clearly reflect the justification for such a motion(s) as well as the full names of the meeting attendees who voted for such a motion.
- (15.3) In the event that the above requirements are met, the Association of Nigerian Women Academic Doctors Inc. (ANWAD) shall stand dissolved.
- (15.4) If ANWAD is dissolved, no part of its funds or property shall be distributed to or among its members, but, after payment of all indebtedness of the Association, all surplus funds and properties shall be used in accordance with the vision and mission of ANWAD in such manner as the then governing body of the Association may determine.



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ANWAD Bylaw Adopted April 29, 2012