



CONSTITUTION OF AYRSHIRE ARCHAEOLOGICAL AND NATURAL HISTORY SOCIETY

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of

AYRSHIRE ARCHAEOLOGICAL AND NATURAL HISTORY SOCIETY

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GENERAL

Name

- 1 The name of the society is “THE AYRSHIRE ARCHAEOLOGICAL AND NATURAL HISTORY SOCIETY”.

Objectives

- 2 The society’s objectives are :

To promote an interest in heritage, culture and environment particularly of and within Ayrshire by:

- encouraging the study of these subjects and stimulating research;
- holding regular meetings and organizing excursions;
- promoting the conservation of the heritage of Ayrshire;
- publishing regularly material relevant to these objectives;
- co-operating with any other organisation(s) as may be appropriate.

Powers

- 3 In pursuance of the objects set out in clause 2 (but not otherwise), the society shall have the following powers:-

- 3.1 to organize meetings and publish relevant material.
- 3.2 To carry on any other activities which further any of the above objectives.
- 3.3 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the society’s activities.
- 3.4 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the society.
- 3.5 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the society.
- 3.6 To borrow money, and to give security in support of any such borrowings by the society.
- 3.7 To employ such staff as are considered appropriate for the proper conduct of the society’s activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 3.8 To engage such consultants and advisers as are considered appropriate from time to time.

- 3.9 To effect insurance of all kinds (which may include officers' liability insurance).
- 3.10 To invest any funds which are not immediately required for the society's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- 3.11 To liaise with other voluntary sector bodies, local authorities and other bodies, all with a view to furthering the society's objectives.
- 3.12 To take such steps as may be deemed appropriate for the purpose of raising funds for the society's activities.
- 3.13 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attached to them).
- 3.14 To do anything which may be incidental or conducive to the furtherance of any of the society's objectives.

General Structure

4 The structure of the society consists of:-

- 4.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the committee and take decisions on changes to the constitution itself;
- 4.2 the MANAGEMENT COMMITTEE - who hold regular meetings, and generally control the activities of the society; for example, the Committee is responsible for monitoring and controlling the financial position of the society.

Qualifications for membership

5 Membership shall be open to:

- 5.1 Membership is open to anyone. Our lectures are open to all. The society will not accept any form of discrimination, direct or indirect, in its activities.
- 5.2 Employees of the society are not eligible for membership; a person who becomes an employee of the society after admission to membership shall automatically cease to be a member.

Application for membership

- 6.1 Any person or body who/which wishes to become a member must sign a written application for membership; in the case of an incorporate or unincorporated body, the application must be signed by an appropriate officer of that body.

- 6.2 An application for membership received by the society will then be considered by the management committee at its next meeting.
- 6.3 The management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.
- 6.4 The committee may, at its discretion, refuse to admit any person or body to membership.

Membership subscription

- 7 An annual membership subscription will be payable. The amount of this subscription will be proposed by the Management Committee and ratified at the Annual General Meeting. It will be due for payment on 1 October of each year.

Register of members

- 8 The management committee will maintain a register of members, setting out
 - 8.1 for each current member:
 - 8.1.1 his/her full name and address;
 - 8.1.2 the date on which he/she was registered as a member of the society; and
 - 8.1.3 (in the case of an individual nominated under paragraph 6.1) the name of the unincorporated or incorporated body which nominated him/her for membership.
 - 8.2 for each former member - for at least six years from the date on he/she ceased to be a member:
 - 8.2.1 his/her name; and
 - 8.2.2 the date on which he/she ceased to be a member.

Withdrawal from membership

- 9
 - 9.1 Any person or body who/which wishes to withdraw from membership must give a written notice of withdrawal to the society, signed by him/her. On receipt of this notice he/she shall cease to be a member.
 - 9.2 An incorporated or unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the society to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the society, the individual in question shall automatically cease to be a member of the society.

Transfer of membership

- 10 Membership of the society may not be transferred by a member.

Re-registration of members

- 11.1 The management committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the society, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the management committee.
- 11.2 If a member fails to provide confirmation to the management committee (in writing or by e-mail) that he/she/it wishes to remain as a member of the society before the expiry of the 28-day period referred to in clause 11.1, the management committee may expel him/her from membership.
- 11.3 A notice under clause 11.1 will not be valid unless it refers specifically to the consequences (under clause 11.2) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 12 Any person or body may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
- 12.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 12.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 13.1 The management committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 13.2 The gap between one AGM and the next must not be longer than 15 months.
- 13.3 Notwithstanding clause 13.1, an AGM does not need to be held during the calendar year in which the society is formed; but the first AGM must still be held within 15 months of the date on which the society is formed.
- 13.4 The business of each AGM must include:-
 - 13.4.1 a report by the chair on the activities of the society;
 - 13.4.2 consideration of the annual accounts of the society;
 - 13.4.3 the election/re-election of management committee members, as referred to in clauses 20 to 22.
- 13.5 The management committee may arrange a special members' meeting at any time.

Power to request the management committee to arrange a special members' meeting

- 14 The management committee must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members (in the case of a member which is a corporate body, signed by an appropriate officer of that body)) by members who amount to 5% or more of the total membership of the society at the time, providing:
 - 14.1 the notice states the purposes for which the meeting is to be held; and
 - 14.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 15 If the management committee receive a notice under clause 14, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

- 16.1 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

- 16.2 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 16.2.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 16.2.2 in the case of any other resolution falling within clause 18.4 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 16.3 The reference to "clear days" in clause 16.1 shall be taken to mean that, in calculating the period of notice,
- 16.3.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 16.3.2 the day of the meeting itself should also be excluded.
- 16.4 Notice of every member's meeting must be given to all the members of the society, but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 16.5 Any notice which requires to be given to a member under this constitution must be:
- 16.5.1 sent by post to the member, at the address last notified by him/her to the society; *or*
 - 16.5.2 sent by e-mail to the member, at the e-mail address last notified by him/her/it to the society.

Procedure at members' meetings

- 17.1 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 17.2 The quorum for a members' meeting is 10% of the paid-up membership, present in person or (in the case of members which are corporate bodies) present via their authorised representatives.
- 17.3 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 17.4 The chair of the society should act as chairperson of each member's meeting. If the chair of the society is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the management committee present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

- 17.5 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

Voting at members' meetings

18

- 18.1 Every member has one vote, which must be given personally or (in the case of a member which is a corporate body) given via its authorised representative present at the meeting. The vote can be by a show of hand or secret ballot.
- 18.2 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the society.
- 18.3 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 18.4.
- 18.4 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 19):
- 18.4.1 a resolution amending the constitution;
 - 18.4.2 a resolution expelling a person from membership under clause 12;
 - 18.4.3 a resolution directing the management committee to take any particular step (or directing the management committee not to take any particular step);
 - 18.4.4 a resolution approving the amalgamation of the society with another society (or approving the constitution of the new society to be constituted as the successor pursuant to that amalgamation);
 - 18.4.5 a resolution to the effect that all of the society's property, rights and liabilities should be transferred to another society (or agreeing to the transfer from another society of all of its property, rights and liabilities);
 - 18.4.6 a resolution for the winding up or dissolution of the society.
- 18.5 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 18.6 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other individuals present at the meeting and entitled to vote) ask for a secret ballot.

- 18.7 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

- 19 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

MANAGEMENT COMMITTEE

Number of management committee members

20

- 20.1 The maximum number of management committee members is 15; out of that, no more than 4 shall be management committee who were co-opted under the provisions of clauses 22.2.
- 20.2 The minimum number of management committee members is 4.

Eligibility

21

- 21.1 A person shall not be eligible for election/appointment to the management committee under unless he/she is a member of the society.
- 21.2 A person shall not be eligible for election/appointment to the management committee if he/she is an employee of the society.

Election, retirement, re-election

- 22.1 At each AGM, the members may elect any member (subject to clause 21.1) to be a management committee member. That member will serve for a maximum period of three years. Upon which time, he/she will retire but can be re-elected if so wished.
- 22.2 The management committee may at any time co-opt any member to the management committee (subject to clause 20.1).
- 22.3 A member which is a corporate body may (subject to clause 20.1) nominate any individual for election/appointment to the management committee; he/she will then be deemed to be a member of the society for the purposes of clauses 22.1 & 22.2.
- 22.4 No more than one individual nominated under clause 22.3 by each corporate member may serve as a management committee member at any given time.
- 22.5 At each AGM, those management committee members elected/appointed under clauses 22.1 & 22.2 shall retire from office – but shall then be eligible for re-election.
- 22.6 A management committee member retiring at an AGM will be deemed to have been re-elected unless: -
 - 22.6.1 he/she advises the management committee prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a management committee member; or

- 22.6.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 22.6.3 a resolution for the re-election of that committee member was put to the AGM and was not carried.

Termination of office

- 23 A committee member will automatically cease to hold office if: -
- 23.1 he/she becomes debarred under any statutory provision.
 - 23.2 he/she becomes incapable for medical reasons of carrying out his/her duties - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 23.3 in the case of a committee member elected/appointed under clauses 22.1 to 22.3 he/she ceases to be a member of the society or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the society;
 - 23.4 he/she ceases to be a member of the society;
 - 23.5 he/she becomes an employee of the society;
 - 23.6 he/she gives the society a notice of resignation from office, signed by him/her;
 - 23.7 he/she is absent (without good reason, in the opinion of the management committee) from more than three consecutive meetings of the management committee - but only if the management committee resolves to remove him/her from office;
 - 23.8 he/she is removed from office by resolution of the management committee on the grounds that he/she is considered to have committed a material breach of the code of conduct for management committee (as referred to in clauses 27.3 & 27.3).
 - 23.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

Register of management committee

- 24.1 The management committee must keep a register of management committee, setting out for each current management committee member: his/her full name and address;
 - 24.1.2 the date on which he/she was appointed as a management committee member;
 - 24.1.3 the name of the corporate member which nominated each management committee member (if applicable); and

- 24.1.4 any office held by him in the society.
- 24.2 The management committee must keep a register of management committee, setting out for each former management committee member - for at least 6 years from the date on which he/she ceased to be a management committee member:
 - 24.2.1 the name of the management committee member;
 - 24.2.2 any office held by him/her in the society; and
 - 24.2.3 the date on which he/she ceased to be a management committee member.
- 24.3 The management committee must ensure that the register of management committee is updated within 28 days of any change:
 - 24.3.1 which arises from a resolution of the management committee or a resolution passed by the members of the society; or
 - 24.3.2 which is notified to the society.
- 24.4 If any person requests a copy of the register of management committee, the management committee must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a management committee member of the society, the management committee may provide a copy which has the addresses blanked out - if the society is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

25

- 25.1 The management committee must elect (from among themselves) a chair, a treasurer and a secretary.
- 25.2 In addition to the office-bearers required under clause 25.1, the management committee may elect (from among themselves) further office-bearers if they consider that appropriate.
- 25.3 All of the office-bearers will cease to hold office after a maximum of three years, but may then be re-elected under clauses 22.1 & 22.2.
- 25.4 A person elected to any office will automatically cease to hold that office:
 - 25.4.1 if he/she ceases to be a management committee member; or
 - 25.4.2 if he/she gives to the society a notice of resignation from that office, signed by him/her.

Powers of management committee

26

- 26.1 Except where this constitution states otherwise, the society (and its assets and operations) will be managed by the management committee; and the management committee may exercise all the powers of the society.
- 26.2 A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.
- 26.3 The members may, by way of a resolution passed in compliance with clause 18.4 (requirement for two-thirds majority), direct the management committee to take any particular step or direct the management committee not to take any particular step; and the management committee shall give effect to any such direction accordingly.

Management committee - general duties

27

- 27.1 Each of the management committee has a duty, in exercising functions as a management committee member, to act in the interests of the society; and, in particular, must:-
 - 27.1.1 seek, in good faith, to ensure that the society acts in a manner which is in accordance with its purposes;
 - 27.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 27.1.3 in circumstances giving rise to the possibility of a conflict of interest between the society and any other party:
 - 27.1.3.1 put the interests of the society before that of the other party;
 - 27.1.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the society and refrain from participating in any deliberation or decision of the other management committee with regard to the matter in question;
 - 27.1.3.3 ensure that the society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 27.2 In addition to the duties outlined in clause 27.1, all of the management committee must take such steps as are reasonably practicable for the purpose of ensuring: -

- 27.2.1 that any breach of any of those duties by a management committee member is corrected by the management committee member concerned and not repeated; and
- 27.2.2 that any management committee member who has been in serious and persistent breach of those duties is removed as a management committee member.
- 27.3 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the society should enter into the arrangement - a management committee member will not be debarred from entering into an arrangement with the society in which he/she has a personal interest; and (subject to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 27.4 No management committee member may serve as an employee (full time or part time) of the society; and no management committee member may be given any remuneration by the society for carrying out his/her duties as a management committee member.
- 27.5 The management committee may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

DECISION-MAKING BY THE MANAGEMENT COMMITTEE

Notice of management committee meetings

28

- 28.1 Any management committee member may call a meeting of the management committee *or* ask the secretary to call a meeting of the management committee.
- 28.2 At least 7 days' notice must be given of each management committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at management committee meetings

29

- 29.1 No valid decisions can be taken at a management committee meeting unless a quorum is present; the quorum for management committee meetings is 5 management committee members, present in person.
- 29.2 If at any time the number of management committee in office falls below the number stated as the quorum in clause 29.1, the remaining management committee member(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

- 29.3 The chair of the society should act as chairperson of each management committee meeting.
- 29.4 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the management committee present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 29.5 Every management committee member has one vote, which must be given personally.
- 29.6 All decisions at management committee meetings will be made by majority vote.
- 29.7 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 29.8 The management committee may, at its discretion, allow any person to attend and speak at a management committee meeting notwithstanding that he/she is not a management committee member - but on the basis that he/she must not participate in decision-making.
- 29.9 A management committee member must not vote at a management committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the society; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 29.10 For the purposes of clause 29.9: -
- 29.10.1 an interest held by an individual who is “connected” with the management committee member under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that management committee member;
- 29.10.2 a management committee member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

30

- 30.1 The management committee must ensure that proper minutes are kept in relation to all members' meetings, management committee meetings and meetings of sub-committees.

- 30.2 Minutes of these meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 30.3 The management committee shall (subject to clause 30.4) make available copies of the minutes referred to in clause 30.1 to any member of the public requesting them.
- 30.4 The management committee may exclude from any copy minutes made available to a member of the public under clause 30.3 any material which the management committee considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the society or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

31

- 31.1 The management committee may delegate any of their powers to sub-committees; a sub-committee must include at least one management committee member, but other members of a sub-committee need not be management committee.
- 31.2 The management committee may also delegate to the chair of the society (or the holder of any other post) such of their powers as they may consider appropriate.
- 31.3 When delegating powers under clause 31.1 & 31.2, the management committee must set out appropriate conditions (which must include an obligation to report regularly to the management committee).
- 31.4 Any delegation of powers under clause 31.1 & 31.2 may be revoked or altered by the management committee at any time.
- 31.5 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the management committee.

Operation of accounts

32

- 32.1 The signatures of two out of four signatories appointed by the management committee will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the society; at least one out of the two signatures must be the signature of a management committee member.
- 32.2 The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the society (and their successors in office) or in the name of a nominate company holding such property in trust for the society; any person or body in whose name the society's property is held shall act in accordance with the directions issued from time to time by the management committee .

Accounting records and annual accounts

33

- 33.1 The management committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

- 33.2 The management committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the management committee consider that an audit would be appropriate for some other reason), the management committee should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Dissolution

34

- 34.1 If the management committee determines that it is necessary or appropriate that the society be dissolved, it shall convene a meeting of the members: not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
- 34.2 If a proposal by the management committee to dissolve the society is confirmed by a two-thirds majority of those present and the voting at the general meeting convened under clause 16, the management committee have the power to dispose of any assets held by or on behalf of the society, and any assets remaining after satisfaction of the debts and liabilities of the society, shall be transferred to a kindred society having the same or similar objectives to those of the society. The identity of the body or bodies to which such assets are to be transferred shall be determined by the members of the society at, or prior to, the time of dissolution.
- 34.3 For the avoidance of doubt, no part of the income or property of the society shall (otherwise than pursuant to the society's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the society's existence or on dissolution.

Alterations to the constitution

35

- 35.1 This constitution may (subject to clause 35.2) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 18.4) or by way of a written resolution of the members.
- 35.2 No amendment to clauses 3, 21.2, 34.2 & 34.3 of the constitution may be made if the effect would be that the society would cease to be a charity.

Interpretation

36

- 36.1 For the purposes of this constitution;
 - 36.1.1 the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993.
 - 36.1.2 the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment

(Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

- 36.2 Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Liability of members

37

- 37.1 The members of the society have no liability to pay any sums to help to meet the debts (or other liabilities) of the society if it is wound up; accordingly, if the society is unable to meet its debts, the members will not be held responsible.
- 37.2 The members and management committee have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Initial members of the management committee

- 38 The initial members of the management committee, and the position held by each, shall be as set out below.

This constitution was adopted on 9 October 2014 at an Extraordinary General Meeting.