ANTARCTIC and SOUTHERN OCEAN COALITION

CONSTITUTION

INCLUDES AMENDMENTS APPROVED
BY THE ASOC COUNCIL
JANUARY 2008
ARTICLE ONE: NAME AND ADDRESS

1.1 NAME & LEGAL STATUS: The name of this entity is the Antarctic and Southern Ocean Coalition [hereinafter “ASOC” or “the Coalition”], which is a registered non-profit corporation under District of Columbia law and has tax-exempt status with the Internal Revenue Service under Section 501(c)(3) of the IRS code.

1.2 ADDRESS: The Registered Office of ASOC shall be as determined from time to time by the Coalition Council after consideration of recommendations from the Board. The Registered Office may also be moved, upon agreement by the Coalition Council, after consideration of recommendations from the Board.

1.3 ASOC affiliate offices may be set up in any country for specific purposes, following agreement by the Council.

ARTICLE TWO: PURPOSES

The main purposes of ASOC are:

(a) To gain comprehensive protection of the Antarctic environment and associated and dependent ecosystems, and the intrinsic value of Antarctica, including its wilderness and aesthetic values and its value as an area for the conduct of scientific research.

(b) To promote and gain status for the Antarctic continent, its surrounding islands and the great Southern Ocean as the world’s last unspoiled wilderness, a global commons, and the heritage of future generations.

(c) To ensure that Antarctica shall continue forever to be used exclusively for peaceful purposes and shall not become the scene or object of international discord.

ARTICLE THREE: OBJECTS

(a) To constitute a coalition of non-governmental environmental and conservation organisations around the world for the purposes articulated above.

(b) To provide a forum for debate and the development of policy, research, organising co-ordinated action on issues, and promoting co-
operation and collaboration to achieve its purposes.

(c) To promote agreed policies to Antarctic Treaty and related conventions; multilateral, government, statutory and other official bodies and departments; to key influential individuals; and to industry and other relevant parties and agencies, through advocacy, submissions, participation in meetings and by other legal means.

(d) To provide information and support to its members, through a website and other electronic media, newsletters and other publications and communications.

(e) To initiate and encourage research and the publication of the results of research.

(f) To inform and encourage the public and relevant authorities on ways to achieve ASOC’s purposes.

(g) To establish and maintain co-operative relationships with official and non-governmental bodies with similar interests at international, regional and national level.

(h) To coordinate the activities of ASOC member groups in order to promote the purposes outlined above, including coordinating official representation of ASOC at key meetings concerning Antarctic and Southern Ocean matters.

ARTICLE FOUR: PRINCIPLES

4.1 ASOC is non-party political, and none of its members can be political parties or arms of political parties.

4.2 In its funding sources, ASOC will ensure its independence from influence incompatible with its purposes and objects.

4.3 The policy of ASOC will be as set by the Coalition Council, and implemented and elaborated by the Board, ASOC members and ASOC staff.

ARTICLE FIVE: POWERS

Without derogating from the generality of its legal powers as a non-profit corporation registered in the District of Columbia, the Coalition shall have
the following powers:

(a) To make, amend and revoke the Constitution, by-laws, rules and regulations affecting the conduct of the Coalition, its members, staff and officers with respect to ASOC-related business.

(b) To make decisions as required on policy and strategy and to confirm or reject policy and strategy decisions made by the Board in between meetings of the Coalition Council.

(c) To serve as the official representative of ASOC member organisations inside intergovernmental meetings relevant to Antarctic and Southern Ocean matters, utilising the official status accorded to ASOC by the Antarctic Treaty System, the International Whaling Commission, and other international bodies.

(d) To take all necessary steps to maintain trademark rights over the Coalition’s name and logo.

(e) To take any other actions, consistent with the law, to give effect to the purposes of the Coalition.

ARTICLE SIX: MEMBERSHIP

6.1 Subject to subsection 6.2 below, Coalition members shall be not-for-profit non-governmental organisations. “Institutional Members” pay dues or provide other significant support to the Coalition. “Supporting Organisations” are organisations that agree with the purposes of ASOC and wish to be associated with its work but do not pay dues or provide other significant support. Supporting Organisations are not “Members” in the context of this Constitution.

6.2 Natural persons who support the purposes of ASOC and who pay dues or provide other significant support to the Coalition on an individual basis may be “Individual Members” of ASOC.

6.3 Prospective ASOC members shall apply in writing to the Board for membership in ASOC, including a statement accepting the purposes of ASOC. Applications for Institutional Membership must include a statement of the aims and objectives of the organisation, the nature of its management, the number of members and its official contact person and address. Each application will be considered by the Board and accepted or rejected by a majority vote. Applications for Individual Membership or for status as a Supporting Organisation
should include a letter outlining the field of interest of the applicant. The Board has the right to accept or decline applications at its discretion.

6.4 In assessing applications for Institutional Membership, the Board will have regard to the alignment of the applicant’s objectives, purposes and broad policy direction with that of other Coalition members, and the applicant’s willingness to work with other Coalition members in a spirit of goodwill.

6.5 Institutional Members and Individual Members will pay an annual fee or agreed alternative contribution in accordance with the guidelines as set out in Appendix A, which shall be set annually by the Board.

6.6 Members are entitled to participate at all meetings and/or discussions of the Coalition Council. Institutional Members shall appoint an individual representative and an alternate to vote in Council decisions. Supporting Members and Individual Members are not entitled to participate in ASOC decisions.

6.7 The final decision on a member or potential member's membership category is to be made by the ASOC Board.

ARTICLE SEVEN: RIGHTS AND DUTIES OF MEMBERS

7.1 Members have a duty to work with each other in good faith consistent with the Purposes, Objects and Principles and rules of the Coalition.

7.2 Members and Supporting Organisations interested in specific elements of ASOC’s work may participate in open-ended working groups of ASOC convened through an actual meeting, telephonically, or electronically.

7.3 Members have a right to view the Board minutes, annual accounts, annual report, and to see and comment on policy papers.

ARTICLE EIGHT: CESSION OF MEMBERSHIP:

Membership in the Coalition can be terminated by:

(a) A member’s resignation in writing to the Board; or
(b) A member’s failure to pay dues or to come to an arrangement with the Coalition or its agents regarding dues for more than 12 months after the end of the last year for which dues were paid; or

(c) A decision of the Board that the member no longer meets the criteria for membership, or that it has acted contrary to the goals, objectives and purposes of ASOC, or that it has acted against the principles of ASOC and brought the organisation into disrepute, followed by a two-thirds majority vote by Institutional Members in favour of revocation of membership.

ARTICLE NINE: COALITION COUNCIL

9.1 COMPOSITION: The Coalition Council shall consist of all Institutional Members (acting through their designated representative).

9.2 COALITION COUNCIL FUNCTIONS: The responsibilities of the Coalition Council include:

(a) Electing and removing members of the Board;

(b) Approving the annual budget;

(c) Approving the long-term strategic plan;

(d) Approving the annual programme of work;

(e) Setting the annual membership dues levels, as set out in Appendix A on an annual basis.

(d) Suggesting and considering policy issues arising from the development of ASOC positions for international meetings, at the request of a Member.

(f) Considering such resolutions as may be put to the meeting by a Member.

9.3 Members can propose and vote on policy issues, resolutions, and other aspects of the Coalition’s business at AGMs and SGMs according to the process, voting rules and quorum rules set out in this Article.

9.4 ANNUAL GENERAL MEETINGS (AGMs): The Coalition Council shall be convened for the AGM, whether through an actual meeting,
telephonically, or electronically, at a date between 15 April and 15 June each year to be determined by the Board. The Board Chair shall chair the AGM unless the Meeting determines otherwise.

9.5  SPECIAL GENERAL MEETINGS (SGMs)

9.5.1 Special General Meetings may be held upon the written request of

(a) One fifth (20%) of the Institutional Members; or

(b) A majority of the Board; or

(c) The Chair of the Board and two other members of the Board.

9.5.2 No business other than that given for notice has been given may be considered at a SGM, unless the unanimous approval of the meeting is obtained.

9.5.3 The Board Chair shall chair the SGM unless the Meeting determines otherwise.

9.6  COALITION COUNCIL PROCESS

9.6.1 Members must be informed of the business to be transacted at AGMs and SGMs and the names and details of candidates for Board elections and of the methods or venues and time of the meeting at least 40 days before the AGM (60 days in the case of constitutional amendments).

9.6.2 Individual Members, Supporting Organisations and ASOC salaried staff members and contracted employees may participate in Council discussions but are not entitled to exercise a vote. The Coalition Council may, by two-thirds majority, suspend the participation of Individual Members, Supporting Organisations and ASOC staff in Council discussions if it feels that progress toward a decision on an issue would be hastened by limiting the discussion to those with voting status, or if it is discussing business of a confidential nature. The Council may at its discretion ask for the views of staff on any issue.

9.7  DECISIONS: The Coalition Council shall strive to reach decisions by consensus, but in the event that consensus cannot be achieved,
decisions shall be taken by a simple majority vote of all members participating in the meeting and entitled to vote, with the exception of constitutional changes, which are subject to the rules set out in Article 16, and decisions to exclude Individual Members and Supporting Organisations from discussions taken in accordance with Article 9.6.2.

9.8 The Board will be elected by Institutional Members of the Coalition Council and consist of a maximum of eleven members. Each Institutional Member will have a maximum number of votes equal to the number of vacancies in any election cycle.

9.9 QUORUM: A quorum of 25% of Institutional Members is required for Coalition Council decisions to be taken.

ARTICLE TEN: BOARD

10.1 The Board shall meet in actual or virtual form at least three times in every year.

10.2 Board members shall be nominated on the basis of relevant expertise, including organisational, financial, funding expertise, Antarctic experience, and member familiarity. Any Coalition Council member may nominate someone as a candidate for the board.

10.3 The term of members of the Board shall be three years. Members may stand for re-election. Occasional vacancies on the Board, caused by the resignation, removal, incapacity or death of a Board member, shall be filled by a majority vote of the Board, the individual so elected to serve the remainder of the term of the member he or she replaced.

10.4 The terms of Board members shall be staggered such that in any year no more than one third of the Board will be subject to election.

10.5 Staff members or contracted employees of ASOC are not, by virtue of that status, precluded from eligibility of service on the Board, provided that (1) full disclosure is made at least annually to the entire Board about the status of such activity and time spent, (2) the total amount of time worked is not more than 65 days per year, and (3) such persons shall be recused from any Board decisions or actions that affect their contractual or employment relationship with ASOC.
ARTICLE ELEVEN: OFFICERS OF THE BOARD

11.1 The Board shall elect from among its members a Chair, a Vice-Chair and a Treasurer, who shall each serve a term of two (2) years, with the opportunity to stand for re-election.

11.2 The Chair of the Board, or in their absence or incapacity the Vice Chair, shall

   (a) convene and chair all meetings of the Board;
   
   (b) propose members of the Board’s Committees for the consideration of the full Board; and
   
   (c) discharge the functions and directives of the Board and act as the agent of the Coalition Council.

11.3 The Treasurer of the organisation shall oversee the Finance Committee of the Board.

11.4 The Board will, in consultation with the staff, nominate one of its members to fill the role of staff liaison.

ARTICLE TWELVE: COMMITTEES OF THE BOARD

The Board will establish a Finance Committee, and may establish other committees and working groups as needed to facilitate its work or the discharge of its functions. Any Committees or Working Groups formed will report to the whole Board.

ARTICLE THIRTEEN: FUNCTIONS OF THE BOARD

13.1 The functions of the Board shall be to:

   (a) Preside over and direct the implementation of the decisions and approved policies of the Council;
   
   (b) Oversee the management of ASOC finances, including the agreed budget;
   
   (c) Undertake work of any Board-established committees, including the Finance Committee;
(d) Ensure the preparation of the Annual Report and Statement of Accounts;

(e) Hire, supervise and dismiss the Chief Executive;

(f) Hire an external auditor and approve financial statements;

(g) Appoint legal adviser(s) (solicitor or counsel) as appropriate;

(h) Establish ASOC affiliates in various countries in order to facilitate the work of the Coalition.

(i) In concert with the Chief Executive, take any other action deemed necessary to further the achievement of the Principles, Purposes and Objects of ASOC.

13.2 Board meetings require a quorum of one half of the members.

13.3 The Board shall make every effort for consensus, but failing that, shall make decisions by two-thirds majority, with the Chair holding a casting vote in the event of a tie.

13.4 The Board shall discharge its functions subject to review by the Council.

13.5 The Board may conduct its business or votes by e-mail, conference call or other appropriate medium, provided that decisions, including the outcome of all votes are recorded to form a record of decisions made.

13.6 A written agenda will be prepared for any meeting of the Board, whether virtual or held in person, and the meeting record will be kept and circulated for comment following any meeting whether virtual or in person. A final version of the meeting record will be maintained as part of the Coalition’s records.

ARTICLE FOURTEEN: CONTRACTS

14.1 All ASOC-funded staff positions proposed by the Chief Executive, and the contract of the Chief Executive him- or herself, must be submitted for approval by the Board or a delegated Committee through an annual programme of work or at other times as required.

14.2 The Board shall delegate responsibility to the Chief Executive for
recruiting and dismissing staff, for setting their work plans, for negotiating their contracts, and for supervising their performance.

14.3 The terms and conditions of staff employment will be augmented with a position-specific contract and job description to be approved by the Chief Executive.

14.4 The Board will draw up the contract and position description for the Chief Executive.

ARTICLE FIFTEEN: DISPUTE RESOLUTION

15.1 In case of any dispute under this Constitution that cannot be resolved via informal mediation, it is agreed that resolution will be through arbitration as set out below:

15.2 For any dispute involving financial issues, one arbitrator will be chosen by the Board, one by Coalition Council, with the third being chosen by those two arbitrators.

15.3 In the case of other types of disputes, it is agreed that a similar approach will be used, with the party bringing the dispute choosing one arbitrator and the Board choosing the second one, with those two designating the third.

ARTICLE SIXTEEN: AMENDMENTS TO THE CONSTITUTION

16.1 Any Member may propose a constitutional change to the Board for its consideration.

16.2 The Board will review proposed constitutional changes to ensure their consistency and to identify other changes that may be required as a consequence of the proposed change. The Board will agree a final draft of the proposed changes by a majority vote. The final draft will be considered by the Coalition Council. A two-thirds majority of all members participating in the meeting and entitled to vote is required for a constitutional amendment to enter into force.

16.3 Proposed constitutional amendments will be circulated to Members sixty days prior to the date on which voting is to take place. A process of debate and amendment will be initiated by the Board Chair on the following timeline:
(a) On Day 20, all comments from the Members and proposals for further amendment should be in the hands of the Board Chair;

(b) By Day 40 the Board will have considered and taken into account the intent of the comments and proposals for further amendment and will have finalised a motion for constitutional change which reflects the intent of the original proposal, and as much as is practical and realistic, further changes which are helpful to its effective implementation.

(c) Between Days 41 and 60 the revised proposal for constitutional amendment will be circulated to the membership for them to debate it and for the Council to vote on it;

(d) On Day 60, voting on the constitutional amendments will close and votes will be counted.