Note: A summary of relevant elements of the Constitution is included here for the sake of completeness. If there is any doubt as to the interpretation of the constitutional provisions listed here, the wording in the Constitution itself will prevail.

Institutional Members

Constitutional Provisions
• Should supply a statement of the aims and objectives of the organisation, the nature of its management, the number of members, and the official contact person and address with their applications for membership.
• Pay an annual membership fee to be set by the Coalition Council, or an agreed alternative contribution.
• Are entitled to participate in all meetings and discussions of the Coalition Council, and vote on decisions.
• Appoint a qualified representative to vote on Council decisions (this may or may not be the official contact person referred to above)
• Have a duty to work with other Institutional, Supporting and Individual members in good faith
• Cease to be members if they fail to pay dues or make alternative arrangements for more than 12 months, or are excluded by membership by a 65% majority vote of Institutional Members

Operational Practice
• Institutional Members’ campaigners engaged on Antarctic issues are expected to co-operate with ASOC campaign staff, through the designated Campaign Co-ordinators, to help prepare ASOC position papers (and thereby policy) and carry out campaign activities, including attending ATCM and CCAMLR meetings, lobbying governments on key issues, and press work.

Supporting Members

Constitutional Provisions
• May pay a lesser annual fee as established by the Coalition Council if unable to meet the Council-set dues, or choose to pay no fee, but without the right of helping establish policy.
• May participate as observers at meetings and in discussions of the Coalition Council, but not vote on decisions.
• Have a duty to work with other Institutional, Supporting and Individual members in good faith.
• Cease to be members if they are excluded by membership by a two-thirds majority vote of Institutional Members.

Operational Practice
• Supporting Members’ campaigners engaged on Antarctic issues are expected to co-operate with ASOC campaign staff, through the designated Campaign Co-ordinators, on preparation of ASOC position papers (and thereby policy) and carry out campaign activities, including attending ATCM and CCAMLR meetings, lobbying governments on key issues, and press work.

Individual Members

Constitutional Provisions
• Pay an annual membership fee to be set by the Coalition Council, or an agreed alternative contribution.
• Are entitled to participate in all meetings and discussions of the Coalition Council, but do not have the right to vote on decisions
• Have a duty to work with other Institutional, Supporting and Individual members in good faith
• Cease to be members if they fail to pay dues or make alternative arrangements for more than 12 months, or are excluded from membership by a two-thirds majority vote of Institutional Members

Operational Practice
• Individual Members engaged on Antarctic issues are expected to co-operate with ASOC campaign staff, through the designated Campaign Co-ordinators, to help prepare ASOC position papers and carry out campaign activities, including attending ATCM and CCAMLR meetings, lobbying governments on key issues, and press work.

Coalition Council

Constitutional Provisions
• Comprises the Institutional Membership of ASOC
• Elects and removes members of the Board
• Approves the annual budget
• Approves the long-term strategic plan
• Approves the annual programme of work
• Reviews annual membership dues
• Convened in an Annual General Meeting or a Special General Meeting by correspondence, email or in person

Operational Practice
• Receives six-monthly reports on ASOC’s activities and financial position from the Chair of the Board
• Meetings are convened and facilitated by the Board Chair
• Meets in actual of virtual form each year to approve the budget and program for the Financial Year beginning on 1 July
• Receives materials for discussion at the Annual General Meeting 28 days in advance of the meeting, that is, at a date to be determined in April each year

Board

Constitutional Provisions
• Is elected by the Coalition Council
• Consists of a maximum of fifteen members
• Is to be recruited on the basis of relevant expertise, including organisational, financial, funding expertise, active Antarctic experience, and member familiarity
• Members serve for a three-year term, with a maximum of two terms
• Board member terms are staggered so that in any year no more than one third of the Board is elected.
• “Meets” by virtual means or in person at least three times in a calendar year
• Makes the final decision on a potential member’s classification
• Effects the decisions, annual budget ceiling and approved policies of the Council
• Oversees the management of ASOC finances
• Ensures the preparation the Annual Report and Statement of Accounts
• Hires, supervises and dismisses the Executive Officer
• Appoints an external auditor and approve financial statements
• Appoints a legal adviser (solicitor or counsel)
• May establish ASOC affiliates in various countries in order to facilitate the work of the Coalition
• In concert with the Executive Officer, takes any other action deemed necessary to further the achievement of the Purposes, Objects and Goals of ASOC
• Board meetings require a quorum of at least one half of the members
• Makes every effort to achieve consensus, but failing that, makes decisions by two-thirds majority, with the Chair holding a casting vote in the event of a deadlock
• Discharges its functions subject to review by the Council
• Conducts its business or votes by e-mail, conference call or other appropriate medium, provided that all votes are recorded to form a record of decisions made
• A written agenda will be prepared for any meeting of the Board, whether virtual or held in person, and notes will be kept and circulated for comment following any meeting whether virtual or in person. A final version of the notes will be maintained as part of the record of the Board.

Operational Practice
• Nominations for the Board may be made by an Institutional Member, but nominees need not be an employee of that or any other Institutional Member
• Acts as a supervisory Board, receiving monthly administrative, financial and policy reports from the ED
• Makes decisions by a simple majority, except in particular situations where a higher majority is specified
• Is the employer of the ED
• Considers the draft annual budget prepared by the ED and Finance Committee, and amends it as appropriate for circulation to the Coalition Council for adoption
• Approves the establishment of all positions before a hiring process is initiated by the ED
• Can approve expenditures greater than $10,000
• Can approve alterations to the Operational Practices
• May be asked to vote on a significant immediate policy issue, brought to the Board by the ED. Such issues must have eluded a consensus approach amongst actively engaged Institutional Members, and must achieve a two-thirds majority of Board members voting in order for a policy to be agreed. The determination of “significant” in this context is at the discretion of the Board Chair following advice from the ED. Decisions taken in this way must be subsequently put to the next meeting of the Coalition Council for confirmation.
• Considers personnel policies, remuneration policies, and performance indicators proposed by the ED
• Interacts with staff on Board matters via the ED, not directly to the staff member(s) concerned
• In the absence of established administrative processes or guidelines to assist it in a given situation, the Board Chair can make an immediate decision, subject to later confirmation by the next meeting of the Board.

Executive Committee

Constitutional provisions
• May be established by the Board if the Board considers it appropriate
• Members are appointed by the Board Chair, subject to the agreement of the full Board, normally Chair, Vice-Chair, Treasurer and one at-large member

Operational Practice
• Fulfils an advisory role for the Board Chair and ED in the execution of their functions
• Is convened at the discretion of the Board Chair
• Works closely with and supports the Board Chair and ED during the period between Board meetings

**Finance Committee**

**Constitutional provisions**
- Must be established by the Board
- Members are appointed by the Board Chair, subject to the agreement of the full Board
- Overseen by the Treasurer

**Operational Practice**
- Includes the Treasurer as Chair of the Finance Committee, and the Board Chair, both *ex officio*, plus other members as appointed by the Board Chair and agreed by the full Board
- The Committee may include individuals from outside the Board membership, including individuals from outside ASOC member organisations who are included for their specific expertise
- Works within timelines dictated by ASOC’s 1 July-30 June financial year
- Works with the ED to prepare a draft annual budget for consideration by the Board, and subsequent adoption by the Coalition Council
- Delivers the draft annual budget to the Board for approval each year
- Monitors ASOC’s financial performance through reviewing the monthly reports supplied to the Board by the ED
- Approves specific remuneration levels for all staff hired by the ED within the remuneration policy adopted by the Board

**ED Appointment Committee**

**Constitutional provisions**
- May be established at the discretion of the Board to oversee the hiring of the ED
- Members are appointed by the Board Chair, subject to the agreement of the full Board

**Operational Practice**
- If established, is responsible for recommending the appointment of the ED to the Board for approval
- Comprised of Board members, including the Board Chair *ex officio*

**Board Chair/Vice Chair**

**Constitutional Provisions**
- Convenes and Chairs all meetings of the Board
- Appoints members to Board Committees, subject to the consent of the full Board
- Discharges the functions and directives of the Board
- Acts as the agent of the Coalition Council
- The Vice-Chair acts in the absence or incapacity of the Chair

**Operational Practice**
- Provides six-monthly written reports on ASOC’s activities and financial position to the Institutional Membership
- Facilitates Board processes
• May convene the Standing Committee at his or her discretion to provide advice in the execution of his or her functions and responsibilities
• Should be prepared to intercede at a high level with Boards of member organisations should that be necessary to resolve problems about policy
• Responsible, in consultation with and taking into account the advice of the ED, for helping lead strategic thinking for ASOC on policy and organisational issues
• Approves contract documentation for all staff, including both salaried and contracted positions
• In the absence of established administrative processes or guidelines to assist it in a given situation, the Board Chair can make an immediate decision, subject to later confirmation by the next meeting of the board.

Executive Director

Constitutional Provisions
• Proposes an annual programme of work and budget to the Board
• Has delegated responsibility for recruiting and dismissing staff, setting their work plans and supervising their performance

Operational Practice
• Is responsible for the delivery of ASOC’s Programme, as approved by Board and endorsed by the Coalition Council
• Is responsible to the Board for ensuring that that the policy process, development of campaign strategies and production of papers proceed in a timely and professional manner
• Provides a monthly administrative, financial and policy report to the Board
• Ensures personnel policies and performance indicators are brought to the Board for approval
• Is charged with establishing personal relationships with the key individuals in the major funding agencies that support, or might be persuaded to support, ASOC
• Works to enhance the dues structure for ASOC and is responsible for invoicing and collecting dues
• Is the primary channel through which funding applications to Foundations and other entities such as the US Combined Federal Campaign are made, and has lead responsibility for reporting to all foundations and other funding sources according to the grant agreements
• Must give specific agreement to any other fundraising activity being undertaken in ASOC’s name
• Is responsible to the Board for the image and presentation of ASOC in the media
• Has the authority to veto any press release proposed to be made in ASOC’s name
• Is the employer of all staff, salaried and contracted
• Oversees and approves the recruitment of all salaried and contracted staff
• Oversees the preparation of an annual budget for submission to the Board, working with the Finance Committee
• Has spending authority for sums up to $10,000
• Is actively involved in liaising with member groups, and in soliciting new members
• Maintains the “policy collection” of ASOC, and ensures that the current policy papers are available on the web site
• Responsible for the maintenance of the ASOC web site
• Proposes remuneration levels for ASOC staff to the Finance Committee within the framework of the remuneration policy
• Responsible, with the Board Chair, for leading strategic thinking for ASOC on policy and organisational issues
• Agrees with each Campaign Co-ordinator a timeline for the preparation of policy positions for important meetings
With the support of the relevant Campaign Co-ordinator, manages relationships with dissenting organisations from the time of the production of the final draft of a policy paper, a month before the meeting, seeking to work out a working *modus operandi* in lobbying situations that arise at the meeting.

Negotiates in good faith with any member organisation to seek to minimise any damage that may be caused through internal differences.

Refers any irreconcilable differences to the Board for decision by voting.

Ensures regular instruction is given to the accountant regarding payment of bills and invoices, transfers pursuant to contracts, allocation of expenses to various funding sources and/or individual campaigns.

 Prepares for the audit in close consultation with the accountant and the Finance Committee.

**Campaign Co-ordinators**

**Operational Practice**

- Have the prime responsibility for the development of ASOC policy through the production of papers, under the oversight of the ED.
- Seek expressions of interest among the membership in the development of policy positions three months in advance of the meeting at which they are aimed.
- Have primary responsibility for co-ordinating policy discussion with membership organisations and other campaigners, aiming to reach a consensus on key issues.
- Prepare a final draft of a paper for circulation one month before the meeting at which it is aimed.
- Refer any unresolved disputes in the one-month period prior to a meeting to the ED for discussion with the Board Chair.
- Are responsible for co-ordinating the activities of ASOC campaigners and other involved campaigners on policy issues within their portfolios.
- Support the ED to manage relationships with dissenting organisations from the time of the production of the final draft of a policy paper, a month before the meeting, seeking to work out a working *modus operandi* in lobbying situations that arise at the meeting.
- Speak on ASOC’s behalf on policy issues within their portfolio.
- Assist the ED in preparing funding applications of topics within their portfolios, and in preparing reports required pursuant to grant agreements.
- Assist the ED in updating the website on a regular basis, especially for subjects within their portfolio.
- Are responsible preparing regular narrative and financial reports to the ED pursuant to their contracts.

**Campaign Staff**

**Operational Practice**

- Report to their Campaign Co-ordinator on policy issues within their portfolio area and (if applicable) through him or her to the ED – otherwise directly to the ED.
- Report directly to the ED on administrative and financial matters, or to another nominee approved by the ED.
- Co-operate with campaigners in member organisations to develop ASOC position papers (and thereby policy).
- Have responsibility for the development of ASOC policy through the production of papers, under the guidance of the Campaign Co-ordinators and the ED.
- Speak on ASOC’s behalf on policy issues within their portfolio.
• Have a responsibility to be adequately informed when speaking with media about issues outside their immediate portfolios
• Have an absolute requirement to consult member organisations, and where appropriate other interested parties, and seek constructive dialogue leading to consensus policy positions wherever possible
• Have an absolute requirement to work constructively with dissenting organisations on policy issues
• Assist their Campaign Co-ordinator, and through him or her the ED in preparing funding applications of topics within their portfolio, and in preparing reports required pursuant to grant agreements
• Assist the Campaign Co-ordinator, and through him or her the ED in updating the website on a regular basis, especially for subjects within their portfolio
• Are responsible preparing regular narrative and financial reports to the Campaign Co-ordinator pursuant to their contracts

Policy Development

The policy development process may be initiated in various ways based on initiatives by Institutional Members, the ED and paid staff, which may be either informal or formal, or by the ED and Board Chair developing a policy initiative.

The more informal mechanism and ‘regular’ way may be commenced at any time by any ASOC member group, staff member or other stakeholder seeking to develop policy in a particular area, advising the ED of their interest. With Board Chair approval, the ED and relevant Campaign Co-ordinators would initiate a process consistent with whatever constraints exist as to timing, for which forum or international meeting an output is needed, etc. The process of developing policy papers is in general an open one among the ASOC family, based on having adequate opportunity for review of papers to be submitted to international meetings and conferences.

On a more formal level, the Constitution envisages that the ED and Board Chair may agree that it is strategically important or necessary to develop policy in a particular area in the context of a forthcoming international meeting. The ED would involve the relevant Campaign Co-ordinators and ascertain which member organisations have an interest in these policy areas in a process starting at least three months prior to the meeting at which the policy initiative is targeted. The Campaign Co-ordinators would have the primary role of seeking to forge a consensus between the interested parties in the next two months, culminating in the preparation of a final draft of the policy paper one month before the meeting. The goal is to work collegially as a team in order to produce high-quality outputs on time.

The Constitution provides that if there is no consensus among on a new policy among the key stakeholders involved and ultimately the Institutional Members, then the ED would take primary responsibility for working with the Campaign Co-ordinator and Board Chair to find a way in which the two points of view could co-exist at the meeting without causing damage to the credibility of either group. Otherwise, the paper could be submitted to the Board for a vote, which would need to be two-thirds in favour in order to allow the paper to be published.

Policy papers form the core of ASOC policy, and are published on the web. Web pages will be amended or deleted if they become superseded by newer papers.

Employment Policy
• All staff will have contracts that have a period of the contract, specific deliverables, timelines, performance measures and review processes.
• Most staff act as independent contractors to ASOC in carrying out their responsibilities under their contracts, and agreeing to be fully responsible for social security, income tax, or any other obligations associated with, or owed on, the income derived from this contract, for which ASOC bears no liability or responsibility. It is also understood that the staff member bears no liability or responsibility for the financial or legal obligations of ASOC.
• The same general rules regarding reporting lines and processes will apply to all employees, whether salaried or independent contractors.
• ASOC staff may use their job title on any correspondence, business cards or papers as appropriate.
• All staff are expected to work closely with other ASOC colleagues in carrying out their work plans, which will be developed by the ED and (if appropriate) the relevant Campaign Coordinator, and incorporated by reference into their contracts.
• ASOC will cover a staff member’s reasonable expenses for carrying out the workplan, including local and some international travel, within a budget set by the ED at the outset and which may not be exceeded without prior arrangement with the ED.
• Staff must submit narrative and financial reports to their line manager at the end of the each three months of their employment, and at the end of the contract period. Staff must specifically:
  o provide copies of receipts (original receipts whenever possible) for all expenses, and to maintain a detailed file of all such expenses;
  o maintain in good order copies of all work products produced in connection with this project and to make those available request;
  o keep a record of time spent on ASOC work with a short notation of how time is spent on any day when work is done, and submit the time record along with the narrative report.
• All documents obtained or produced in connection with a staff member’s contract and work plan remain the property of ASOC, and shall ordinarily remain confidential to ASOC personnel unless public release or other circulation is agreed.
• There is an expectation that staff and management will operate in a collegial manner in resolving issues of contention that may arise. In case of any dispute under the contract or in carrying out the work plan, attempts to resolve the dispute will be made in the first instance through the good offices of ASOC colleagues.