<table>
<thead>
<tr>
<th>SCAR CONSTITUTION AND RULES OF PROCEDURE</th>
<th>ARTICLES OF ASSOCIATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>ITEMS IN BLUE ARE REFLECTED IN THE ARTICLES</td>
<td>ITEMS IN BLUE ARE FROM THE CONSTITUTION OR RULES OF PROCEDURE</td>
</tr>
<tr>
<td>HIGHLIGHTED NUMBERS REFER TO THE ARTICLES</td>
<td>TEXT MODIFIED BY FRED DAVEY AND COLLEAGUES WITH ASSISTANCE FROM SECRETARIAT</td>
</tr>
<tr>
<td>A. THE CONSTITUTION</td>
<td>LAWYERS ADVISE THAT ITEMS IN BLACK ARE EXPECTED BY THE CHARITY COMMISSIONERS.</td>
</tr>
<tr>
<td>4. Membership of SCAR</td>
<td>1 Members</td>
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<tr>
<td>4.1 The membership of SCAR is as follows:</td>
<td>1.1 The subscribers to the memorandum are the first Members of the Charity.</td>
</tr>
<tr>
<td>a. Full Member</td>
<td>1.2 Membership is open to other individuals or organisations who:</td>
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<td>A Full Member shall be a national organization adhering to ICSU, or nominated by a national organization adhering to ICSU, that represents the scientific community of that country. The country must maintain an active and continuing programme of research in the Antarctic and must have formed a National Committee to communicate with SCAR. 2.1.1</td>
<td>1.2.1 satisfy the requirements for Membership as set out in these Articles and the Rules of Procedure of the Charity;</td>
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<td>b. Associate Member</td>
<td>1.2.2 apply to the Charity in the form required by the Rules of Procedure; and</td>
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<td>An Associate Member shall be a national organization adhering to ICSU, or nominated by a national organization adhering to ICSU, that desires to participate in SCAR for scientific reasons but does not qualify for full membership. 2.1.2</td>
<td>1.2.3 are approved at a Meeting of Delegates;</td>
</tr>
<tr>
<td>c. Union Member</td>
<td>1.3 For the purposes of registration the number of Members is declared to be unlimited. For the avoidance of doubt, each Member may only hold one Membership.</td>
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<tr>
<td>A Union Member shall be an ICSU Union, whose activity is related to the objectives of SCAR, which wishes to participate in SCAR on a continuing basis. 2.1.3</td>
<td>1.4 The Meeting of Delegates may only refuse an application for Membership which satisfies the requirement of Article 2.1.1 and 2.1.2 if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.</td>
</tr>
<tr>
<td>d. Honorary Member</td>
<td>1.5 Membership is not transferable to anyone else and shall cease on death or, if the Member is a corporation or unincorporated association, when it ceases to exist.</td>
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<tr>
<td>An Honorary Member shall be an individual who has rendered outstanding service to SCAR and has been so recognized by the Meeting of Delegates. 2.1.4</td>
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<tr>
<td>5. Administration</td>
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</tbody>
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Page 1 of 21
5.1 The decision-making organs of SCAR are:
   a. The Meeting of Delegates;
   b. The Executive Committee.

5.2 Representation and Voting Rights
5.2.1 Each Full Member is represented by one Delegate and one Alternate Delegate designated by the National Committee communicating with SCAR. 3.21 Each Full Member has one vote 8.1.1
5.2.2 Each Associate Member is represented by one Delegate designated by the national body adhering to ICSU. 3.2.2 Associate Members have no vote. 8.1.2
5.2.3 Each Union Member is represented by one Delegate designated by the Union. 3.2.3 Union Members have a vote on all matters except financial matters. 8.1.2
5.2.4 Honorary Members are without voting rights. 8.1.4

6. Meeting of Delegates
6.1 Meetings of Delegates are normally held every two years. 5.3
6.2 The President of SCAR shall preside over the Meeting of Delegates. 7.5
6.3 The Meeting of Delegates consists of:
   a. The Delegate and Alternate Delegate representing each Full Member.
   b. The Delegate representing each Associate Member.
   c. The Delegate representing each Union Member.
   d. Honorary Members in their personal capacity.
   e. Invited observers from other

1.6 The provisions of section 352 of the Act shall be observed by the Company and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

1.7 Any subscriptions payable by Members from time to time shall be determined by the voting Members at a general meeting on a motion from the Board of Directors. The subscriptions payable by Members may be different for different classes and within classes of Member.

2 Classes of Membership
2.1 The Charity shall have the following classes of Membership:
    2.1.1 Full Member
    A Full Member shall be a national organisation adhering to ICSU, or nominated by a national organisation adhering to ICSU, that represents the scientific community of that country. The country must maintain an active and continuing programme of research in the Antarctic Region and the national organisation must have formed a National Committee to communicate with the Charity.
    2.1.2 Associate Member
    An Associate Member shall be a national organisation adhering to ICSU, or nominated by a national organisation adhering to ICSU, that desires to participate in the work of the Charity for scientific reasons but does not qualify as a Full Member.
    2.1.3 Union Member
    A Union Member shall be an organisation which is a Scientific Union member of ICSU, whose activity is related to the objects of the Charity and which wishes to participate in the work of the Charity on a continuing basis.
    2.1.4 Honorary Member
    An Honorary Member shall be an individual who has made an outstanding contribution to Antarctic Science.
governmental and non-governmental organizations.

6.4 The Delegate Committee on Scientific Affairs and the Delegate Committee on Outreach and Administration will meet at each SCAR Meeting of Delegates.

7. **Executive Committee**

7.1 The Executive Committee consists of the Officers of SCAR as defined in Section 8.1.

7.2 The Executive Committee directs the affairs of SCAR and attends to matters requiring consideration by SCAR. 10.1 It will meet as often as necessary, and at least once between SCAR Meetings of Delegates. 15.1 & 15.6

7.3 The President of SCAR will preside over meetings of the Executive Committee. 15.4

7.4 The Executive Committee will report all decisions taken to the biennial SCAR Meeting of Delegates. 17.1

8. **Officers of SCAR**

8.1 The officers of SCAR are a President, four Vice-Presidents and the immediate Past-President and shall be from six different Full Members. 11.1 & 11.1.3

8.2 The President will be elected for a term of four years from Delegates and Alternate Delegates of Full Members. 11.1.1

8.3 The Vice-Presidents shall be elected for a term of four years from Delegates and Alternate Delegates of Full Members. 11.1.2

8.4 The Immediate Past-President shall serve as a member of the SCAR Executive Committee for a period of two (2) years. 11.1.3

8.5 Election of Officers shall be conducted under the Rules of Procedure for SCAR.

has rendered outstanding service to SCAR and has been so approved by the Meeting of Delegates.

2.2 The Meeting of Delegates may establish classes of Membership (including but not limited to those classes of Membership in Article 3.1) with different rights and obligations and shall record the rights and obligations in the register of members.

2.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of Membership.

2.4 The rights attached to a class of Membership may only be varied if:

2.4.1 three-quarters of the Members of that class consent in writing to the variation; or

2.4.2 a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.

2.5 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

3 **Representation of Members**

3.1 Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 375 of the Act. A person appointed to represent the Member organisation shall be known as a “Delegate”. No person shall be entitled to represent the Member organisation at any meeting unless the Company has received notice of his appointment as the representative of the Member organisation. The representative may continue to represent the Member organisation at general meetings of the Charity until written notice to the contrary is received by the Charity from the Member organisation. Any notice given to the Charity by the Member organisation will be conclusive evidence of the representative’s authority or the revocation of that authority. The
9. **Subsidiary Bodies of SCAR**

9.1 SCAR operates through subsidiary bodies, *inter alia*: Standing Scientific Groups, a Standing Committee on Finance, and a Standing Committee on the Antarctic Treaty System. 16.9

9.2 Standing Scientific Groups are bodies representing the Antarctic activities in Geosciences, Life Sciences, and Physical Sciences 16.9

10. **SCAR Finances**

10.1 The income of SCAR is obtained from the following:

a. Annual contributions from its National Members according to the scale determined by the Meeting of Delegates 10.1

b. Grants or income obtained from ICSU or from other sources.

10.2 The fiscal year for SCAR shall be the calendar year, 1 January to 31 December.

11. **Legal Representation of SCAR**

11.1 The President is the legal representative of SCAR. If the President is unavailable, a member of the SCAR Executive Committee, designated either by the President or by a vote of the Executive Committee, will be the temporary legal representative of SCAR. 9.1

12. **Modification of the SCAR Constitution**

12.1 Amendments may be made to the Constitution with the approval by consensus of the voting Delegates present at a Meeting of Delegates. 23.2

12.2 After ICSU approval the revised authority or the revocation of that authority. The Charity shall not be required to consider whether the nominee has been properly appointed by the Member organisation.

3.2 Members shall, save as otherwise approved by the Meeting of Delegates be represented at general meetings as follows:

3.2.1 a Full Member shall be represented by two Delegates appointed by the national organisation through its national committee for SCAR; the first Delegate shall be referred to as the Delegate, the second Delegate shall be referred to as the “Alternate Delegate”;

3.2.2 an Associate Member shall be represented by one Delegate designated by the Associate Member;

3.2.3 a Union Member shall be represented by one Delegate designated by the Union Member;

3.2.4 any other classes of Members shall have such representation as determined by the Meeting of Delegates when the class of Membership was established.

3.3 The Delegate and Alternate Delegate appointed to represent the Full Member, and the Delegate representing the Associate Member, should preferably be scientists directly involved in Antarctic Science.

4. **Termination of Membership**

4.1 Membership is terminated if:

4.1.1 the Member dies or, if it is an organisation, ceases to exist;

4.1.2 the Member resigns by giving at least three months’ notice in writing to the Charity, and ensuring that all the contributions due from the Member to the Charity have been paid;

4.1.3 in the case of a Full Member,
Constitution will enter into force thirty (30) days after the SCAR Secretariat forwards copies to National Members and Union Members.

13. Interim Measures

13.1 After approval of amendments to the Constitution, by the Meeting of Delegates, SCAR members should voluntarily follow the revisions as if the changes were in force. 23.2

RULES OF PROCEDURE

1. Membership of SCAR

1.1 National Membership

1.1.1 Applications for National Membership must be addressed in writing to the Secretariat of SCAR. 3.1 It is strongly recommended that the Secretariat be consulted before the application is prepared.

a. Applications shall be submitted through the national organization adhering to ICSU or nominated by a national organization adhering to ICSU.

b. If a country has no national organization adhering to ICSU, advice of the Secretariat of SCAR should be sought.

c. The completed application must be received at least six months in advance of the next SCAR Meeting of Delegates. The SCAR Secretariat shall promptly convey copies of such applications to national committees.

d. The Delegate and Alternate Delegate appointed to represent the National Member should be scientists directly involved in Antarctic Science. 3.3

1.1.2 Applications for National Membership must include a statement of the national organization's agreement with the principles of protection of the environment recommended by SCAR (see Annex 1).

that Member:

(i) has not been active in Antarctic region research for four years

(ii) has not been active in the work of the Charity for four years; or has not paid its contribution within two years of such contribution becoming due. Where this Article 4.1.3 applies, the Directors shall give the Member written notice giving the Member the opportunity to apply to the Charity to become an Associate Member or to resign as a Member, with immediate effect. The Member shall have the right to respond within three months of the date of the notice. If the Member does not respond within that period of time, Membership shall be terminated in accordance with Article 4.1.5;

4.1.4 in the case of an Associate Member, that Member has not paid its contribution within two years of such contribution becoming due. Where this Article 4.1.4 applies, Membership shall be terminated in accordance with Article 4.1.5;

4.1.5 the Member is removed from Membership by a resolution of the general meeting that it is in the best interests of the Charity that his, her or its (as appropriate) Membership is terminated and, for the avoidance of doubt, where this Article 4.1.5 applies by reason of the provisions of Article 4.1.3 and 4.1.4 such removal shall be deemed to be in the best interests of the Charity. A resolution to remove a Member from Membership may only be passed if:

(i) the Member has been given at least three months’ notice in writing of the general meeting at which the resolution will be proposed and the reasons why it is to be proposed;

(ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.
1.2  Associate Membership

1.2.1 Applications for Associate Membership shall be submitted in writing to the SCAR Secretariat 3.1 and shall be accompanied by a statement of what the applicant hopes to contribute to and/or gain from SCAR. In most instances application for Associate Membership will precede application for full membership.

1.2.2 Associate Members may apply for recognition as Full Members when they have established an active programme of Antarctic research.

1.3  Full Membership

1.3.1 Applicants for Full Membership must have an active national programme of scientific research in the Antarctic that:
   a. is not restricted to a single field of scientific activity;
   b. is directed towards scientific objectives, priorities and recommendations identified by SCAR;
   c. includes or foresees scientific exchange and co-operation with other National Members of SCAR; and
   d. includes scientific results of Antarctic research published in journals or other publications of recognized standard.

1.3.2 When applying for Full Membership of SCAR, the national organization concerned must present a short statement in writing of its achievements in and proposed continuing programme of scientific research in the Antarctic.

1.4  Union Membership

1.4.1 Any Union of ICSU that so desires may become a Union Member of SCAR. Applications for Union Membership shall be submitted to the SCAR Secretariat 3.1 accompanied by a statement regarding the interest of the Union in SCAR activities.

5  General meetings

5.1 The Charity shall hold its first annual general meeting within eighteen months after the date of its incorporation. An annual general meeting shall be held in each subsequent year (except as noted in 5.3), and not more than fifteen months shall elapse between successive annual general meetings. The annual general meeting shall be held at such times and places as the Directors shall appoint in consultation with the Members. All general meetings other than annual general meetings shall be called extraordinary general meetings.

5.2 The Directors may call an extraordinary general meeting at any time.

5.3 In circumstances in which the Charity has passed an elective resolution to dispense with holding an annual general meeting a general meeting shall be held at least once every thirty months and such meetings shall be referred to as the “Meeting of Delegates”.

6  Notice of general meetings

6.1 The minimum periods of notice required to hold a general meeting of the Charity are:

6.1.1 twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;

6.1.2 fourteen clear days for all other extraordinary general meetings.

6.2 A general meeting may be called by shorter notice if it is so agreed:

6.2.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and

6.2.2 in the case of an extraordinary general meeting, by a majority in number of
1.5 Honorary Membership
1.5.1 Individuals who have given outstanding service to SCAR may be nominated by the SCAR Executive to a Meeting of Delegates for election as Honorary Members.

1.5.2 Honorary Members shall have the right to attend all meetings of the SCAR and to participate in all discussions Scientific Meetings and the Meeting of Delegates but they have no vote.

1.6 Termination of Membership
1.6.1 A Member wishing to resign from SCAR in good standing must give three months notice in writing to the SCAR Secretariat and have paid all due contributions. 4.1.2

1.6.2 Any Full Member that has not been active in the Antarctic for four years or has not been active in SCAR for four years or is in arrears in its contributions by two years shall be asked to decide whether it wishes to adhere as an Associate Member or to withdraw from SCAR. 4.1.3

1.6.3 Any Associate Member that is in arrears in its contribution by two years may be deemed to have ceased to be an Associate Member. 4.1.4

2. Election of Officers
2.1 Election of the President and Vice-Presidents occurs at the Meeting of Delegates 9.3 according to the following rules:

a. All Delegates and Alternate Delegates of Full Members are eligible for election to the Office of President and the four Offices of Vice President subject to the terms of Section 8 of the SCAR Constitution.

b. Written nominations for officers require the support of a proposer and a seconder who are Delegates or Alternate Delegates and who represent different Full Members present at the Meeting.

c. Proposers shall obtain the signature of the Members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

6.3 The notice shall specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice shall say so.

6.4 The notice shall be given to all the Members and auditors.

6.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

7 Proceedings at general meetings
7.1 No business shall be transacted at any general meeting unless a quorum is present.

7.2 A quorum is one half of the total voting Members at the time.

7.3 The Delegate of a Member organisation shall be counted in the quorum provided that in the case of a Full Member either, but not both, of the Delegate or Alternate Delegate shall be counted in the quorum.

7.4 If:

7.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

7.4.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors may determine. The Directors shall reconvene the meeting and shall give at least seven days’ notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members
nominee on the nomination form certifying that the nominee is willing to stand for election and will carry out the duties of the office if elected.

d. Nomination forms with names of proposers and seconders shall be handed to the Executive Secretary of SCAR by 18:00 hours on the second day of the Meeting of Delegates at which elections are to take place.

e. Without disclosure of the origins of the nominations, the Meeting of Delegates shall be informed in writing on the third day of the meeting of the names of those nominated.

2.2 If a serving Vice-President is a candidate for President and is not elected, then the serving Vice-President will complete the existing term of office.

2.3 If a serving Vice-President is elected President, an election or elections shall be held to fill the vacancy so left for the remainder of the original term.

a. Nominations for such a replacement shall be collected according to pertinent provisions in Section 2.1 above and shall be subsequently announced as soon as feasible.

b. Elections shall take place in the following day according to pertinent provisions in Section 3 below.

c. Individuals elected to fill vacancies shall be eligible for election for the following full term for that office.

2.4 **Should an officer resign, become incapacitated, die, or cease to be a Delegate or Alternate Delegate at any time between SCAR Meetings, the remaining officers, after consulting National Committees of Full Members, may co-opt a replacement to serve until the next SCAR Meeting at which time an election will be held to elect a replacement for the remainder of the unexpired term. 11.3**

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<tr>
<th>3. <strong>Election Procedures</strong></th>
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<tr>
<td><strong>3.1</strong> The provisions of Section 8 of the SCAR Constitution shall determine the ultimate</td>
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<td>present at that time shall constitute the quorum for that meeting.</td>
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</table>

7.5 **General meetings shall be chaired by the President of the Charity who is appointed in accordance with Article 13.1.1.** If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Vice-President nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he shall chair the meeting. If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members present and entitled to vote shall choose one of their number to chair the meeting.

7.6 **The voting Members present at a meeting may resolve by a special resolution that the meeting be adjourned.** The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had adjournment not taken place. If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days’ notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

7.7 **Save as provided otherwise in these Articles, the Rules of Procedure and/or as otherwise approved by the Members, all decisions taken by the Meeting of Delegates shall be by consensus of the voting members present and taking part.**

7.8 **The Rules of Procedure may specify that certain matters shall only be passed if all of the voting Members of the Charity vote in favour of the resolution.**

7.9 **The Directors shall be entitled to invite observers from governmental and non-governmental organisations to attend general**
eligibility of any Delegate or Alternate Delegate to run for office. In particular the provision that Officers of SCAR must be from different Full Members shall prevail.

a. If there are two candidates from a single Full Member, the election of one shall eliminate the second from election to any office during the term of the first elected officer from that Full Member.

3.2 All elections shall be by secret ballot of the Voting Members present and the ballot shall be counted by a panel of three scrutineers appointed by the President with the approval of the Delegates.

3.3 Each Full Member and each Union Member shall be entitled to one (1) vote in each election.

a. In the event that a Delegate or Alternate Delegate represents more than one member with voting rights, that Delegate shall have one vote for each Voting Member represented.

b. In those years when the Constitution requires the election of a President, the election to fill that office will be held prior to the elections for other offices. Normally two Vice-Presidents will be elected by the Meeting of Delegates in the same year as the President. The two other Vice Presidents will be elected by the Meeting of Delegates two years later.

3.4 Separate elections will be held for each of the Vice-Presidents.

a. After the first election all the unelected candidates shall be eligible for the second election.

b. Following the election of the two Vice-Presidents, there shall be no differentiation between the individuals elected in the first and second elections.

3.5 If there is a single nomination for a given office, the election of that nominee shall be by acclamation.

3.6 If there are two candidates for a given office, a ballot shall be prepared and distributed. Each Voting Member shall cast one vote for one of the candidates, and election shall be by simple majority of the total votes.

meetings on such terms determined by the Rules of Procedure. An organisation invited to attend as an observer shall be represented by one Delegate appointed by the observer, who shall be notified to the Directors in accordance with the Rules of Procedure, and who shall be entitled to speak at the discretion of the Chairman, but who shall not be entitled to vote.

8 **Votes of Members**

8.1 Subject to Articles 3, 4 and 9.2, Members shall have the following voting rights:

8.1.1 Full Members shall have one vote per Full Member notwithstanding that the Full Member is represented by one Delegate and one Alternate Delegate;

8.1.2 Associate Members shall not have a right to vote;

8.1.3 Union Members shall have a right to vote on all matters except those matters determined by the Directors (in their sole discretion) to constitute financial matters;

8.1.4 Honorary Members shall not have a right to vote;

8.1.5 any other classes of Members shall have such voting rights as determined by the Meeting of Delegates when the class of Membership was established.

8.2 No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Charity.

8.3 Any objection to the qualification of any voter shall be raised at the meeting at which the vote is tendered and the decision of the person who is chairing shall be final.

9 **Directors**

A Director shall be a natural person aged eighteen years or older. No-one may be appointed a Director if he or she would be disqualified from acting under the provisions of...
shall be by simple majority of the total votes cast for candidates. In the event of a tie, another ballot shall be prepared and distributed. Another vote shall be held. If the tie prevails, the election shall be decided by the toss of a coin.

3.8 If there are more than two candidates for a given office, a ballot shall be prepared listing all nominees.

a. A vote shall be held with each Voting Member casting one vote for one of the candidates.

b. If one candidate receives more than 50 percent of the total votes cast for the candidates, that person shall be elected.

c. If no candidate receives more than 50 percent of the total votes cast for candidates, the name of the candidate receiving the fewest votes will be dropped. In the event of a tie, the name dropped will be decided by the toss of a coin. Thereafter, a new ballot will be prepared, and the procedure repeated until there are only two remaining candidates, after which the procedures of Section 3.7 above shall apply.

3.9 The newly elected officers will assume office at the close of the Meeting of Delegates at which they were elected.

4. Meetings

4.1 SCAR Meetings of Delegates and meetings of such SCAR Subsidiary Bodies as the Meeting of Delegates may have determined are normally held every two years. 5.3

4.2 The timing of such Meetings must take into account the availability of prospective participants who would be affected by the Antarctic operating season and by academic and other timetables.

4.3 SCAR Meetings will be scheduled as follows:

4.3.1 SCAR Science Meetings will be held every other year at a venue selected by the previous meeting of Delegates. The Science Meetings will be accompanied by an Open Science Conference having a particular theme.

| Article 13. The number of Directors shall be not less than three but (unless otherwise determined by the Members) shall not be subject to any maximum. The first Directors shall be those persons notified to Companies House as the first directors of the Charity. |
| 9.2 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors. |
| 9.3 Directors shall be elected at the Meeting of Delegates, from the Delegates present at such meetings, in accordance with the Rules of Procedure. |

10 Powers of Directors

10.1 Subject to the provisions of the Act, the Memorandum and these Articles and to any special resolution of the Meeting of Delegates, the Directors shall manage, on behalf of the Members, the business of the Charity and may exercise all the powers of the Charity. No alteration of the Memorandum or these Articles and no special resolution shall have retrospective effect to invalidate any prior act of the Directors. Any meeting of the Directors at which a quorum is present [See 15.2 below] at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

11 Appointment of Directors

11.1 The Directors of the Charity shall be as follows:

11.1.1 a President who shall be appointed by the Meeting of Delegates for a term of four years and shall be chosen from the Delegates and Alternate Delegates of Full Members;

11.1.2 four Vice Presidents who shall be appointed by the Meeting of Delegates for a term of four years and shall be chosen from the Delegates and Alternate Delegates of Full Members;
The Standing Scientific Groups will ensure full participation in the Science Meeting by SCAR scientists, and will encourage the development of specialist sessions for the Conference and contributions to those sessions from the science community.

4.3.2 The Meeting of Delegates will normally be held 3 months after the SCAR Science Meeting at a venue selected by the previous Meeting of Delegates.

4.3.3 Meetings of the SCAR Executive will be held in conjunction with the SCAR Science Meeting. At this time the Executive Committees of SCAR and COMNAP will meet jointly. In alternate years the SCAR Executive will meet with the COMNAP Executive at the same time and venue as the COMNAP annual meeting.

4.3.4 The SCAR Executive Committee may hold special meetings as necessary.

4.4 Delegates of Associate Members may attend all activities at SCAR Meetings except sessions of the Meeting of Delegates for admittance of new members.

4.5 Recommendations adopted at previous Meetings of Delegates will be reviewed at each subsequent Meeting of Delegates and those regarded as having achieved their objectives will be allowed to lapse unless revised or re-adopted.

4.6 Specialized meetings of ad hoc groups of scientists called by the Meeting of Delegates or the Executive Committee should normally allow at least six months prior notice to participants.

4.8 The Chief Officers of Subsidiary Bodies of SCAR may be invited by the Executive Committee to attend parts of the Executive Committee meetings and Meeting of Delegates during which matters of relevance to their groups are being discussed.

4.9 The Report of the Meeting of Delegates is the formal record of the meeting and shall be distributed for comment to relevant bodies representing Full Members, Associate Members, two Vice Presidents being appointed at each biennial Meeting of the Delegates;

11.1.3 the immediate past President of the Charity who shall be appointed by the Meeting of Delegates for a term of two years provided that the Directors, including the immediate Past President of the Charity, shall be Delegates and Alternate Delegates of at least six different Full Members and shall be elected in accordance with the Rules of Procedure.

11.2 A Director who retires at a general meeting may, if willing to act, be re-appointed immediately or at any subsequent election, provided that the maximum time served in the same position consecutively (i.e. as President or Vice President) is no more than eight years, and that if a President has served in that position for eight years consecutively he may not be re-elected President or Vice President until four years have passed, during which time the first two years will be spent as Past President.

11.3 Where a Director ceases to hold office

11.4 in accordance with this Article 11, the remaining Directors shall be entitled, after consulting with the Full Members, to appoint a Director to serve until the next Meeting of Delegates at which time an election shall be held, in accordance with this Article 11, to appoint a replacement (who may or may not be the person appointed as a replacement by the Directors) to serve for the remainder of the unexpired term.

11.5 The appointment of a Director, by the Charity in Meeting of Delegates or general meeting, must not cause the number of Directors to exceed any number fixed by a resolution of the Members as the maximum number of Directors.

12 Retirement of Directors

12.1 A Director shall, subject to 11.2, retire at the Meeting of Delegates which occurs at the end of the term for which the Director has been appointed and no such Director shall be elected to serve for any longer period.
Members, and Union Members within sixty days of the close of the SCAR Meeting with a response from the relevant bodies due in an additional sixty days.

4.10 The Final Report of the Meeting of Delegates shall be forwarded to the relevant bodies representing Full Members, Associate Members, and Union Members no more than six months from the close of the Meeting of Delegates detailed in the Report

5. **Observers at SCAR Meetings**

5.1 Observer status at SCAR Meetings of Delegates and at Meetings of Subsidiary Bodies may be granted by SCAR by invitation or on request of the interested party. 7.10

5.2 No more than one representative from each invited organization may take part in any Meeting of Delegates

5.3 Applications for observer status should be directed to the SCAR Secretariat by the interested organization or individual at least two months in advance of a meeting

5.3.1 Applicants for Observer status will be notified by the SCAR Secretariat regarding the status of their application for Observer status.

5.4 Observers may attend all activities at SCAR Meetings except meetings of the Executive Committee, the Finance Committee and sessions of the Meeting of Delegates for admittance of new members, for election of officers, discussion of SCAR strategy and for adoption or modification of the SCAR Constitution, SCAR Rules of Procedure, and Rules of Procedure for SCAR Subsidiary Bodies and any other sessions that the Chairman of the meeting may decide.

5.5 At the discretion of the meeting chairman, Observers may participate in discussions but they do not have voting rights. 7.10

6. **Finance**

6.1 The income of SCAR comes largely from its Members who contribute by category. There are four categories (A–D) for Full Members and one category (E) for Associate appointed in accordance with Article 11.1 and the retirement shall take effect at the end of the Meeting of Delegates at which he retires.

**13 Disqualification and removal of Directors**

13.1 A Director shall cease to hold office if he or she:

13.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;

13.1.2 is disqualified from acting as a charity trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);

13.1.3 except in the case of a Director appointed in accordance with Article 11.1.3, ceases to be a Delegate or Alternate Delegate of any Full Member;

13.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

13.1.5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

13.1.6 is absent without the permission of the Directors from two consecutive meetings and the Directors resolve that his office be vacated; or

13.1.7 dies.

14 **Directors’ remuneration**

14.1 The Directors must not be paid any remuneration unless such payment is authorised by the Memorandum.

15 **Proceedings of Directors**
Members see (see Appendix 2). The level of contribution in each category is determined by Meetings of Delegates on recommendation of the Standing Committee on Finance which is required to specify reasons for recommending any change.

6.2 Full Members select the category in which they will contribute annually to SCAR according to their own assessment of the scale of their national scientific activity in the Antarctic.

6.3 Associate Members contribute to SCAR in a separate category at a level lower than Full Members.

6.4 A proposal to increase national contributions must be announced to National Committees at least six months in advance of a Meeting of Delegates, for such an increase to become operative at the beginning of the following financial year (1 January).

6.5 A proposal to increase national contributions introduced at a Meeting of Delegates will, if approved become operative at the beginning of the second following financial year.

6.6 SCAR does not pay the expenses of national representatives, Union Members or Honorary Members to attend meetings of SCAR or of its Subsidiary Bodies but may pay travel and per diem expenses of:

a. Members of the Executive Committee attending meetings of the Executive Committee if such meetings are not at the same time and venue as the Meeting of Delegates or the SCAR Science Meeting.

b. Chief Officers of Standing Scientific Groups and Standing Committees attending meetings of the Executive Committee not held in conjunction with a SCAR Meeting of Delegates.

c. Persons appointed by SCAR to attend meetings at which it is necessary for SCAR to be represented.

d. In exceptional cases SCAR may consider applications for travel funds from Chief Officers.

15.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles. The Directors shall hold a minimum of two meetings in any twelve-month period, bearing in mind Article 15.6. Any such meeting shall be referred to as the “Meeting of Directors”. Any Director may call a Meeting of the Directors. The company secretary must call a Meeting of the Directors if requested to do so by a Director. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

15.2 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. The quorum shall be one half of the total number of Directors or, if such number is not a whole number, the next whole number which is greater than one half, or such larger number as may be decided from time to time by the Directors. A Director shall not be counted in the quorum present when any decision is taken about a matter upon which that Director is not entitled to vote.

If:

15.2.1 a quorum is not present within half an hour from the time appointed for the meeting; or

15.2.2 during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the Directors may determine. The Directors shall reconvene the meeting and shall give at least seven clear days’ notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within thirty minutes of the time specified for the start of the meeting the Directors present at that time shall constitute a quorum for that meeting.
Officers to attend meetings of their Subsidiary Body.
6.7 Budget estimates are approved at each Meeting of Delegates on the advice of the Executive Director and the Standing Committee on Finance.
6.8 Subsidiary bodies of SCAR are encouraged to approach other international organizations for financial support for their activities but should keep the SCAR Secretariat and Executive Committee advised of these efforts.
6.9 The President of SCAR in consultation with the Executive Committee may authorize unforeseen expenditure.

7. Distribution of SCAR Documents
7.1 Distribution of SCAR documents will be by electronic methods on the relevant portion of the SCAR Web Site. Notification of the posting of such documents will be sent to the Delegates, Alternate Delegates, National Committees, Union Members, and Honorary Members. Posting of these documents will be considered as publication.
7.2 The SCAR Secretariat will ensure that all SCAR documents transmitted electronically are archived in both electronic and hard copy within the SCAR Secretariat. One or more official archive depositories at geographically separate localities will be selected by the SCAR Executive Committee.
7.3 A list of Polar libraries should be compiled and appropriate electronic publications transmitted to them on a routine basis.

8. Decision-taking Procedures
8.1 Except in the case of elections of officers (see section 3 above), decisions taken by the Meetings of Delegates shall be by consensus of the voting members present and taking part.
7.7
8.2 Except in the case of an election or where otherwise specified, decisions taken by SCAR Subsidiary Bodies shall be by consensus of voting members present and taking part in a meeting.

15.3 If the number of Directors is less than the number fixed as the quorum, the continuing Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
15.4 The President shall chair meetings of the Directors. If there is no such person, or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of the Vice-Presidents to chair that meeting. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
15.5 A resolution in writing, signed by all the Directors entitled to receive notice of a Meeting of Directors or a committee of Directors and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a Meeting of Directors or (as the case may be) a committee of Directors duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more Directors.
15.6 Any Director or a member of a committee of the Directors may participate in a Meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

16 Delegation and Working Groups
16.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation shall be recorded in the minute book.
16.2 The Directors may impose conditions when delegating, including the conditions that:
9. **Quorum**

9.1 Meetings of Delegates and meetings of the Executive Committee must have a quorum of at least 50 percent of their voting members. 7.2 Formal meetings of SCAR Subsidiary Bodies must have a quorum of at least 75 percent of those voting members (or their previously designated alternates) whose attendance has been registered in advance with the SCAR Secretariat.

10. **Reports to SCAR**

10.1 Each National Committee of a Full Member shall submit a National Report each year to the Executive Committee of SCAR for distribution no later than 30 June, in accordance with guidelines provided by the SCAR Secretariat.

10.2 SCAR Subsidiary Bodies shall submit a report of their activities to the SCAR Secretariat.

11. **Presidency**

11.1 The President shall be the Chairman of all Meetings of Delegates 7.5 and of the Executive Committee. 15.4

11.2 In the event that the president is not available, the members of the Executive Committee shall elect one of the Vice-Presidents as temporary Chairman of the Meeting of Delegates. 15.4

11.3 With the approval of the Executive Committee, responsibility for a particular duty normally discharged by the President may be delegated to a Vice-President or another person. 16.5

11.4 The President shall be assisted by the staff of the SCAR Secretariat in the conduct of presidential responsibilities.

12. **Modification of the Constitution and Rules of Procedure**

| 16.2.1 | the relevant powers are to be exercised exclusively by the committee to whom they are delegated; |
| 16.2.2 | no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors. |
| 16.3 | The Directors may revoke or alter such a delegation. |
| 16.4 | All acts and proceedings of any such committee must be fully and promptly reported to the Directors. |
| 16.5 | With the approval of the Directors, responsibility for a particular duty normally discharged by the President may be delegated to a Vice President. |
| 16.6 | A Director shall absent himself or herself from any discussions of the Directors in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest.) |
| 16.7 | Subject to Article 16.8, all acts done by a Meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director: |
| 16.7.1 | who was disqualified from holding office; or |
| 16.7.2 | who had previously retired or who had been obliged by the constitution to vacate office; |
| 16.7.3 | who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; |
| | if without: |
| (i) | the vote of that Director; and |
12.1 Proposed amendments to the Constitution must be presented in writing to a Meeting of Delegates. Proposed amendments will considered for approval at the next Meeting of Delegates.

12.2 A proposal to change the SCAR Rules of Procedure must be circulated to National Committees at least 6 months in advance of the Meeting of Delegates at which the change is to be proposed for adoption

13. Secretariat

13.1 SCAR shall establish a Secretariat with an Executive Director and appropriate staff responsible to the SCAR Executive Committee.

13.2 The Secretariat is responsible for maintaining the daily operation of SCAR, including

a. communication with the National Committees, Delegates and Alternate Delegates, the Executive Committee, and the Chief Officers of SCAR Subsidiary Bodies;

b. communication with ICSU and other international science organizations as appropriate;

c. publication of the quarterly *SCAR Bulletin*;

d. publication of other SCAR material as required.

13.4 The responsibilities of the Executive Director include *inter alia*;

a. the preparation of budgets and the administration of SCAR finances to include the provision of quarterly financial reports to the Executive Committee and the Chief Officers;

b. attending and servicing meetings of the Executive Committee and the biennial SCAR Meeting;

c. polling National Committees regarding attendance of their members at scheduled SCAR Science Meetings and at the Meeting of Delegates.

d. attending and servicing other meetings of

(ii) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

16.8 Article 16.7 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 16.7, the resolution would have been void, or if the Director has not complied with Article 16.6.

16.9 The Meeting of Delegates may create working groups (the “Working Groups”) to undertake certain aspects of the business of the Charity. The Working Groups shall consist of:

16.9.1 the Delegates Committee on Scientific Affairs, and the Delegates Committee on Outreach and Administration, which shall be formed and operate solely during the Meeting of the Delegates, each being chaired by a Director;

16.9.2 the Standing Committee on the Antarctic Treaty System;

16.9.3 the Standing Committee on Finance;

16.9.4 the Standing Committee on Antarctic Geographic Information;

16.9.5 the Standing Scientific Groups; and

16.9.6 such other working groups as appear appropriate.

16.10 All of the Working Groups shall be formed and operate in accordance with the Working Group rules of procedure that shall form part of the Rules of Procedure from time to time. Any Working Group may, subject to the Rules of Procedure, be dissolved at any time.

17 Minutes
SCAR and its Subsidiary Bodies as directed by the Executive Committee

e. representing SCAR at meetings of other organizations as directed by the Executive Committee.

f. Such other duties as assigned by the Executive Committee or the Meeting of Delegates.


14.1 Changes to the SCAR Rules of Procedure shall become effective immediately following the SCAR Meeting of Delegates at which they are approved and adopted.

17.1 The Directors shall keep and communicate to Members minutes of all:

17.1.1 appointments of officers made by the Directors;

17.1.2 proceedings at meetings of the Charity;

17.1.3 Meetings of the Directors and of committees of Directors including:

(i) the names of the Directors present at the meeting

(ii) the decisions taken at the meeting; and

(iii) where appropriate the reasons for the decisions.

18 The Seal

18.1 If the Charity has a seal, it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

19 Accounts

19.1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

19.2 The Directors shall keep accounting records as required by sections 221 and 222 of the Act.
20 **Annual Report and Return and Register of Charities**

20.1 The Directors shall comply with the requirements of the Charities Act 1993 with regard to:

20.1.1 the transmission of the statements of account to the Charity Commission;

20.1.2 the preparation of an annual report and its transmission to the Charity Commission;

20.1.3 the preparation of an annual return and its transmission to the Charity Commission.

20.2 The Directors shall notify the Charity Commission promptly of any changes to the Charity’s entry on the Central Register of Charities.

21 **Notices**

21.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given using electronic communications.

21.2 The Charity may give any notice to a Member either:

21.2.1 personally; or

21.2.2 by sending it by post in a prepaid envelope addressed to the Member at his address; or

21.2.3 by leaving it at the address of the Member; or

21.2.4 by giving it using electronic communications to the Member’s address.

21.3 A Member who does not register a postal address with the Charity or who registers only a postal address that is not within the United
Kingdom shall give to the Charity an address to which notices may be sent using electronic communications.

21.4 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

21.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, forty-eight hours after it was sent.

22  Indemnity

22.1 The Charity shall indemnify every Director or other officer of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

23  Rules

23.1 The Directors [but see the provision in 23.2] may from time to time recommend to the Members of the Charity such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity. The rules or bye laws may regulate the following matters but are not restricted to them:
| 23.1.1 | the admission of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members; |
| 23.1.2 | the conduct of Members of the Charity in relation to one another, and to the Charity’s employees and volunteers; |
| 23.1.3 | the setting aside of the whole or any part or parts of the Charity’s premises at any particular time or times or for any particular purpose or purposes; |
| 23.1.4 | the procedure at general meetings and meetings of the Directors and sub-committees of the Directors in so far as such procedure is not regulated by the Act or these Articles; |
| 23.1.5 | the procedure for appointing Directors in so far as such procedure is not regulated by the Act or these Articles; |
| 23.1.6 | generally, all such matters as are commonly the subject matter of company rules. |
| 23.2 | The Charity shall, subject to the approval of the Members in each case, have power to alter, add to or repeal the rules or bye laws. |
| 23.3 | The Directors shall adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity. |
| 23.4 | The rules or bye laws, shall be binding on all Members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles. |