



SDM 46

Agenda Item: 11.3

Person Responsible: S Chown/
T Wilson

**XXXV SCAR Delegates Meeting
Davos, Switzerland, 25-26 June 2018**

Proposed Revision of Presidential Voting Procedure

Report Authors

Steven L Chown (Australia) and Terry Wilson (USA)

Summary

During the Meeting of Delegates in 2016, it was recommended that SCAR consider alternate voting strategies to elect the President, in order to ensure that an elected President had received a vote from a majority of Delegates.

Here we propose a simple amendment of the presidential voting procedure to meet this objective, for consideration of the Delegates.

Recommendations

Delegates consider and approve proposed new language for Rules of Procedure for presidential voting.

Summary Budget 2017 – 2020

No budgetary implications.



SDM 46

Agenda Item: 11.3

Person Responsible: S Chown/
T Wilson

XXXV SCAR Delegates Meeting

Davos, Switzerland, 25-26 June 2018

Background

During the Meeting of Delegates in 2016, it was recommended that SCAR consider alternate voting strategies to elect the President, in order to ensure that an elected President had received a vote from a majority of Delegates.

In a situation such as the 2016 voting, when a large number of candidates stood for President, it was possible that a simple majority voting procedure could result in election of a president that had not received a majority vote from the assembled Delegates (i.e., <50% of voting Delegates).

The existing language in the SCAR Rules of Procedure specific to Presidential voting is:

2.4 In those years when the election of a President is being addressed, the election to fill that office will be held prior the elections for the vacant offices of Vice President.

2.4.1 In the event of a tie between two or more candidates for the office of President, another ballot shall be prepared with the names of the tied candidates only, and another vote shall be held. If a tie prevails, without announcing that there is a tie, the current President shall exercise a casting vote and announce the election of the new President

2.4.2 If there is a single candidate only for the office of President, that candidate shall be declared elected [by acclamation].

2.4.3 Each unsuccessful candidate in the election for President will be added automatically to the list of candidates for the election of Vice Presidents, unless a candidate chooses to withdraw from that election.

Proposed Change to SCAR Rules of Procedure

To ensure that a SCAR president is always elected with >50% of Delegate votes, we propose the following modified language for the SCAR Rules of Procedure (orange denotes new or modified language):

2.4.1 A candidate for the office of President shall be elected by votes from 50% or more of the members with voting rights. In the case of multiple candidates and no candidate achieving 50%, the candidate with the least number of votes from the members with voting rights shall be declared unsuccessful, a new ballot prepared, and another vote held. In the case of a tie between all candidates, all achieving less than 50% of the vote from voting members, the voting procedure shall be run again with a new ballot. If a tie prevails, without announcing that there is



SDM 46

Agenda Item: 11.3

Person Responsible: S Chown/
T Wilson

XXXV SCAR Delegates Meeting

Davos, Switzerland, 25-26 June 2018

a tie, the current President shall exercise a vote to remove one candidate from the list to break the tie, a new ballot prepared, and another vote held. The voting procedure shall be repeated with a new ballot each time until at least one of the candidates for the office of President achieves 50% of the votes from members with voting rights.

2.4.2 In the event of a tie between two candidates for the office of President, each with 50% of the vote from members with voting rights, another ballot shall be prepared with the names of the tied candidates, and another vote shall be held. If a tie prevails, without announcing that there is a tie, the current President shall exercise a casting vote and announce the election of the new President.



SDM	46
Agenda Item:	11.3
Person Responsible:	S Chown/ T Wilson

XXXV SCAR Delegates Meeting
Davos, Switzerland, 25-26 June 2018

Attachments

1. SDM 46A - Updated Articles of Association & Rules of Procedure
2. SCAR Rules of Procedure
3. Rules of Procedure for SCAR Subsidiary Bodies
4. Articles Of Association of Scientific Committee on Antarctic Research



SDM 46-A

Agenda Item: 11.3

Person Responsible: T Wilson / E. Griffin

Attachment 1

XXXV SCAR Delegates Meeting

Davos, Switzerland, 25-26 June 2018

Attachment 1

Updated Articles of Association & Rules of Procedure

Report Authors

Terry Wilson (USA), Eoghan Griffin (Secretariat); Reviewed by SCAR EXCOM

Summary

Following a Structural Review conducted in 2015, proposed changes to the SCAR procedures and governing documents were reviewed and discussed at the 2016 Delegates Meeting in Kuala Lumpur. Changes were agreed in principle at that time and the Secretariat and ExCom were delegated to complete final revisions to the SCAR Articles of Association, Rules of Procedure, and Rules of Procedure for Subsidiary Bodies. Modifications made after the 2016 Delegates Meeting are reported here, and final document versions are appended for the information of the Delegates.

Recommendation

Delegates are asked to review the updated Articles of Association, Rules of Procedure, and Rules of Procedure for Subsidiary Bodies, and accept the updated versions.

Summary Budget 2017 – 2020

No budgetary implications.

**Attachment 1****XXXV SCAR Delegates Meeting****Davos, Switzerland, 25-26 June 2018****Background**

Details of the process and initial outcomes of the 2015 SCAR Structural Review are provided in SCAR Bulletin 192. The Structural Review Group, led by Terry Wilson, recommended updates and amendments to the procedures and the governing documents of SCAR, including the Articles of Association, the Rules of Procedure and the Rules of Procedure for Subsidiary Bodies. These recommendations were presented and discussed at the 2016 Meeting of Delegates in Kuala Lumpur. Some recommended changes were accepted, in other cases the consensus was to retain original procedures. The Delegates directed the Excom and the Secretariat to finalize the documents following the consensus endorsed during the Meeting.

Summary of Modifications

The Articles of Association, the Rules of Procedure and the Rules of Procedure for Subsidiary Bodies have been amended and are provided as Appendices to this paper. Note that sections that require a decision of the Delegates at the current Meeting are in orange text.

The table below provides a summary of amendments made to the SCAR governing documents. Minor wording changes made to implement current practices are not listed.

ARTICLES OF ASSOCIATION	
2016	MODIFICATION
Whole document: ICSU [International Council for Science]	Changed to ISC [International Science Council]; Note: change decided; to be formalized July 3-5, 2018; SCAR will implement thereafter
Section 17.9.1 Delegates Committee on Scientific Affairs, and the Delegates Committee on Outreach and Administration...	Removed
RULES OF PROCEDURE	
2016	MODIFICATION
Whole document: ICSU [International Council for Science]	Changed to ISC [International Science Council]; Note: change decided; to be formalized July 3-5, 2018; SCAR will implement thereafter
2.4 regarding Presidential election	See Paper 46 for recommended modification to voting procedures
2.7 Election nomination form requirements	Wording clarified: "...proposer and seconder can represent the same Full Member as the nominee"
5.1 regarding Membership categories	Updated to current membership levels
7.1 National Reports	See Paper 41; if Delegates accept recommendation to discontinue National Reports, this section will be deleted



SDM 46-A

Agenda Item: 11.3

Person Responsible: T Wilson / E. Griffin

Attachment 1

XXXV SCAR Delegates Meeting

Davos, Switzerland, 25-26 June 2018

RULES OF PROCEDURE FOR SUBSIDIARY BODIES	
Whole document: ICSU [International Council for Science]	Changed to ISC [International Science Council]; Note: change decided; to be formalized July 3-5, 2018; SCAR will implement thereafter
Original Section 2 – Delegates Committees	Removed, together with all subsequent references to these committees
4.7 Functioning of Sub-Groups of Science Groups	Removed; material detailed in following sections 4 - 7

Attachment 2
SCAR RULES OF PROCEDURE

All defined terms in these Rules shall, unless the context requires otherwise, have the same meanings as set out in the Articles of Association.

1. Membership of SCAR

1.1 Applications for Membership:

- 1.1.1 must be addressed in writing to the Secretariat of the Charity;
- 1.1.2 should be made after consultation with the Secretariat;
- 1.1.3 must include a statement of the national organisation's agreement with the principles of protection of the environment recommended by the Charity;
- 1.1.4 shall be submitted by the national organisation adhering to ISC, or by a national organisation nominated by the national organisation adhering to ISC, or by some other means if a country has no national organisation adhering to ISC, in which case advice should be sought from the Secretariat;
- 1.1.5 must be received at least six months in advance of the next Meeting of Delegates;
- 1.1.6 must promptly be conveyed by the Secretariat to all national committees and Delegates.

1.2 Applicants for Full Membership:

- 1.2.1 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 the Charity;
 - c. includes or foresees scientific exchange and co-operation with other Members; and
 - d. includes publication of scientific results of Antarctic research in journals or other publications of recognised standard;
- 1.2.2 Applications must include a short statement in writing of the applicant's achievements in and proposed continuing programme of scientific research in the Antarctic;
- 1.2.3 Applications may be submitted by Associate Members when they have established an active programme of Antarctic research.

1.3 Applications for Associate Membership:

- 1.3.1 are usually expected to precede application for full membership; and
- 1.3.2 shall be accompanied by a statement of what the applicant hopes to contribute to and/or gain from the Charity.

1.4 Union Membership

- 1.4.1 Any Union of ISC may become a Union Member of the Charity, provided it has an interest in Antarctic scientific activities.

Attachment 2

1.4.2 Applications for Union Membership shall be submitted to the Secretariat accompanied by a statement regarding the interest of the Union in the Charity's activities.

1.5 Honorary Membership

1.5.1 Individuals who have given outstanding service to the Charity may be nominated by the Directors to a Meeting of Delegates for election as Honorary Members.

1.5.2 Honorary Members shall have the right to attend all meetings of Members of the Charity and to participate in all discussions at Scientific Meetings and the Meeting of Delegates, but not to vote.

2. Election Procedures for Directors

2.1 The provisions of Article 12 of the Articles of Association shall determine the ultimate eligibility of any Delegate or Alternate Delegate to run for office. 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.

2.2 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.

2.3 Each Full Member and each Union Member shall be entitled to one vote for each vacant post. If a Delegate or Alternate Delegate represents more than one member with voting rights, that Delegate or Alternate Delegate shall have one vote and receive one ballot form for each Voting Member represented.

2.3.1 The current President does not have a vote in the ballot. The President's vote, as the Delegate or Alternate Delegate of a Full Member, shall be held by the Alternate Delegate or Delegate, respectively, of that Full Member;

2.4 In those years when the election of a President is being addressed, the election to fill that office will be held prior the elections for the vacant offices of Vice President.

2.4.1 A candidate for the office of President shall be elected by votes from 50% or more of the members with voting rights. In the case of multiple candidates and no candidate achieving 50%, the candidate with the least number of votes from the members with voting rights shall be declared unsuccessful, a new ballot prepared, and another vote held. In the case of a tie between all candidates, all achieving less than 50% of the vote from voting members, the voting procedure shall be run again with a new ballot. If a tie prevails, without announcing that there is a tie, the current President shall exercise a vote to remove one candidate from the list to break the tie, a new ballot prepared, and another vote held. The voting procedure shall be repeated with a new ballot each time until at least one of the candidates for the office of President achieves 50% of the votes from members with voting rights.

Attachment 2

2.4.2 In the event of a tie between two candidates for the office of President, **each with 50% of the vote from members with voting rights**, another ballot shall be prepared with the names of the tied candidates, and another vote shall be held. If a tie prevails, without announcing that there is a tie, the current President shall exercise a casting vote and announce the election of the new President.

2.4.3 If there is a single candidate only for the office of President, that candidate shall be declared elected [by acclamation].

2.4.4 Each unsuccessful candidate in the election for President will be added automatically to the list of candidates for the election of Vice Presidents, unless a candidate chooses to withdraw from that election.

2.5 One election will be held for all of the vacant Vice-President offices. These will be dealt with sequentially, with each Vice President being elected on a majority vote. A single ballot shall be prepared listing all candidates for the vacant Vice- President offices. Each voting Delegate or Alternate Delegate may cast one vote for each vacancy. The candidates with the most votes (simple majority) will be elected.

2.5.1 In the event of a tie between a number of candidates equal to the number of vacancies, then all candidates will be declared elected.

2.5.2 In the event of a clear winner and a tie between a number of candidates equal to the number of vacancies remaining, then all candidates will be declared elected.

2.5.3 In the event of a clear winner and a tie between a number of candidates greater than the number of vacancies remaining, the clear winner will be declared elected to one vacancy and a second ballot listing the names of the tied candidates only will be prepared. If a tie between more candidates than the remaining number of vacancies prevails, without announcing that there is a tie, the President shall exercise a casting vote or votes according to the number of vacancies remaining and announce the election of the remaining Vice-President(s).

2.5.4 In the event of two clear winners and a tie between a number of candidates greater than the number of vacancies remaining, the clear winners will be declared elected to two vacancies and a second ballot listing the names of the tied candidates only will be prepared. If a tie between more candidates than the remaining number of vacancies prevails, without announcing that there is a tie, the President shall exercise a casting vote or votes according to the number of vacancies remaining and announce the election of the remaining Vice-President(s).

2.5.5 Following the election of the two Vice-Presidents, there shall be no differentiation between the individuals elected.

2.6 Each candidate for the office of President shall be invited to make a presentation of no more than 10 minutes to the Meeting of Delegates prior to the election for the office of President. There shall be no questioning of the candidate after the presentation, and the election for President will be held immediately following the presentation of the last candidate.

2.7 No person shall be appointed as a President or Vice-President unless a nomination form is submitted to the Secretariat by 17:00 on the first day of the Meeting of Delegates at which elections are to take place which:

2.7.1 is signed by the person proposed to be appointed confirming that they are willing to stand for election and will carry out the duties of the position if elected; and

2.7.2 is signed by a proposer and a seconder in support of the nomination who are Delegates or Alternate Delegates representing different Full Members present at the Meeting of Delegates; proposer or seconder can represent the same Full Member as the nominee. The Secretariat shall inform the Meeting of Delegates in writing of all nominations on the morning of the second day of the Meeting of Delegates.

2.8 If a serving Vice President is a nominee for President the following shall apply:

2.8.1 if the serving Vice President is not elected as President, the serving Vice President shall complete his or her existing term of office;

2.8.2 if the serving Vice President is elected as President, elections shall be held to fill the vacancy left for the remainder of the term of office in accordance with the Rules of Procedure. An officer (Director) elected pursuant to this paragraph shall be eligible for election for a further full term of office following the expiry of the remainder of the existing term.

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

2.10 Consistent with Article 12.2, an officer who retires at a general meeting may enter his or her name in the election for re-appointment 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 an officer has served in that position for eight years consecutively they may not be re-elected until four years have passed.

3. Meetings

3.1 The timing of Meetings of Directors and Delegates and of Subsidiary Bodies must take into account the availability of prospective participants who would be affected by the Antarctic operating season and by academic and other timetables.

3.2 Meetings will be scheduled as follows:

3.2.1 SCAR Meetings will be held every other year at a venue selected 4 years in advance by the relevant Meeting of Delegates. The SCAR Meetings will be accompanied by an Open Science Conference having a particular theme. The Subsidiary Bodies will encourage full participation in the Meeting by scientists, and will encourage the

development of specialist sessions for the Conference and contributions to those sessions from the science community;

3.2.2 the Meeting of Delegates will normally be held in association with the Open Science Conference at the venue selected by the previous Meeting of Delegates;

3.2.3 meetings of Directors will be held in accordance with Article 16 of the Articles of Association, with the proviso that one of the annual meetings will take place in conjunction with the SCAR Meeting, while in intervening years one will be held in conjunction with the annual COMNAP meeting, unless otherwise agreed with COMNAP;

3.2.4 the Directors will meet jointly with the Executive Committee of COMNAP (a) in conjunction with the Science Meeting, and (b) in intervening years in conjunction with the COMNAP annual meeting, unless otherwise agreed with COMNAP.

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

3.4 Recommendations and Resolutions on scientific and technical matters 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.

3.5 Specialised in-person meetings of ad hoc groups of scientists called by the Meeting of Delegates or the Board of Directors should normally allow at least six months prior notice to participants.

3.6 The Chief Officers of Subsidiary Bodies of the Charity may be invited by the Board of Directors to attend parts of the Meetings of Directors and Meetings of Delegates during which matters of relevance to their groups are being discussed.

3.7 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, and Union Members within thirty days of the close of the Meeting with a response from the relevant bodies within thirty days of the receipt of the draft report.

3.8 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 three months from the close of the Meeting of Delegates detailed in the Report.

3.9 The Subsidiary Bodies shall be formed, managed and operated in accordance with the provisions of Rules of Procedures for Subsidiary Bodies.

4. Observers at SCAR Meetings

Attachment 2

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

4.2 No more than one representative from each invited organisation may take part in any Meeting of Delegates.

4.3 Applications for observer status should be directed to the Secretariat by the interested organisation or individual at least two months in advance of a meeting.

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

4.4 Observers may attend all activities at Meetings except meetings of the Directors, the Finance Committee and sessions of the Meeting of Delegates for admittance of new members, for election of officers, or for Finance discussions, and any other sessions that the Chairman of the meeting may decide.

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

5. Finance

5.1 The income of the Charity comes largely from its Members who contribute by category. There are three categories for full members and one category for associate members. 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.

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

5.3 Associate Members contribute to the Charity in a separate category at a level lower than Full Members.

5.4 A proposal to increase national contributions must be announced to National Committees at least six months in advance of a Meeting of Delegates.

5.5 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.

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

5.6.1 Directors attending Meetings of the Directors if such meetings are not at the same time and venue as the Meeting of Delegates or SCAR Meetings (Business Meetings, Open Science Conference);

Attachment 2

5.6.2 Chief Officers of Science Groups and Standing Committees attending Meetings of the Directors not held in conjunction with a Meeting of Delegates;

5.6.3 persons appointed by the Charity to attend meetings at which it is necessary for SCAR to be represented;

5.6.4 in exceptional cases the Charity may consider applications for travel funds from Chief Officers to attend meetings of their Subsidiary Bodies.

5.7 Budget estimates are approved at each Meeting of Delegates on the advice of the Executive Director and the Standing Committee on Finance.

5.8 Subsidiary Bodies are encouraged to approach other international organisations for financial support for their activities but should keep the Secretariat and Directors advised of these efforts.

5.9 The President in consultation with the Directors may authorise unforeseen expenditure.

5.10 The Charity may solicit gifts, including equipment and expertise, donations, and grants from corporations, foundations, government agencies and individuals, and will publicly recognise what has been received, from whom, and how it is to be used.

6. Distribution of Documents

6.1 Distribution of documents will be by electronic methods on the relevant portion of the Charity Web Site (currently www.scar.org). 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.

6.2 The Secretariat will ensure that all documents transmitted electronically are archived electronically within the Secretariat.

6.3 A list of Polar libraries should be compiled and appropriate electronic publications transmitted to them on a routine basis.

7. Reports

~~7.1 Each National Committee of a Full Member shall submit a National Report each year to the Board of Directors for distribution no later than 30 June, in accordance with guidelines provided by the Secretariat.~~

7.1 Subsidiary Bodies shall submit a report of their activities to the Secretariat annually in accordance with guidelines provided by the Secretariat and consistent with the Rules of Procedure for Subsidiary Bodies.

7.3 Reports of SCAR meetings should be accompanied by an action list indicating who is responsible for what action and in what time frame, as the basis for the development of inter-sessional work programmes.

8. Modification of the Memorandum and Articles of Association and Rules of Procedure

8.1 Proposed amendments to the Memorandum and Articles of Association of Scientific Committee for Antarctic Research must be presented in writing to a Meeting of Delegates. Proposed amendments will be considered for approval at the next Meeting of Delegates or by Member approval.

8.2 A proposal to change the 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.

8.3 Changes to the Rules of Procedure shall become effective immediately following the Meeting of Delegates at which they are approved and adopted, unless determined otherwise by the Delegates.

9. Secretariat

9.1 The Charity shall maintain a Secretariat with an Executive Director and appropriate staff responsible to the Directors.

9.2 The Secretariat is responsible for maintaining the daily operation of the Charity, including

- 9.2.1 communication with the National Committees, Delegates and Alternate Delegates, the Directors, and the Chief Officers of Subsidiary Bodies;
- 9.2.2 communication with ISC and other international science organisations as appropriate;
- 9.2.3 publication of the *SCAR Bulletin*.
- 9.2.4 publication of other material as required;
- 9.2.5 assisting the President in the conduct of the Charity's business.

9.3 The responsibilities of the Executive Director include *inter alia*:

- 9.3.1 the preparation of budgets and the administration of the Charity's finances to include the provision of quarterly financial reports to the Directors and the Chief Officers;
- 9.3.2 attending and servicing Meetings of the Directors and Meeting of Delegates;
- 9.3.3 polling National Committees regarding attendance of their members at scheduled SCAR Meetings and at the Meeting of Delegates;
- 9.3.4 attending and servicing other meetings of the Charity and its Subsidiary Bodies as directed by the Directors;
- 9.3.5 representing the Charity at meetings of other organisations as directed by the Directors;
- 9.3.6 such other duties as assigned by the Directors or the Meeting of Delegates.

Attachment 3

Rules of Procedure for SCAR Subsidiary Bodies

The Rules of Procedure for SCAR Subsidiary Bodies are supplementary to and subordinate to the SCAR Rules of Procedure. The SCAR Rules of Procedure will take precedence in questions of interpretation of the Rules of Procedure for SCAR Subsidiary Bodies.

1. Decision making powers

Except in the case of an election or where otherwise specified, decisions taken by SCAR Subsidiary Bodies shall be by consensus of members present and taking part in a meeting.

2. Standing Committees

2.1 Standing Committees may be formed to handle ongoing business of a permanent nature not dealt with by the science committees.

2.2 **The Standing Committee on the Antarctic Treaty System (SC-ATS)** will provide advice and information to SCAR regarding the Antarctic Treaty System.

2.2.1 The Terms of Reference for the Standing Committee on the Antarctic Treaty System are to:

- a. Develop and provide independent scientific advice to the Antarctic Treaty System (ATS);
- b. Respond to requests for advice from the Antarctic Treaty System;
- c. Coordinate these tasks across SCAR's subsidiary groups, the Executive Committee, and, where required, National Committees and the SCAR Delegates;
- d. Co-represent SCAR at the various meetings of bodies that make up the ATS, and primarily the Committee for Environmental Protection (CEP) and the formal meeting of the Antarctic Treaty Consultative Parties;
- e. Adhere to a set of guiding principles as follows:
 - Ensure that its advice is accurate, independent, current, and traceable to source.
 - Rely on peer-reviewed, publicly available science.
 - Formulate advice on a broad, inclusive, open-consultation basis to provide the most appropriate advice no matter where the expertise on which it rests resides.
 - Provide timely advice with the proviso that accuracy takes priority.
- f. Report to the SCAR Delegates or the Directors as appropriate;

2.2.2 The Standing Committee will be led by a Chief Officer, and Deputy Chief Officer appointed for terms of 4 years that may be renewable for up to a total of

Attachment 3

8 years, as recommended by the Directors and approved by the Meeting of Delegates.

2.2.3 The Committee will also include representatives of the three Science Groups, the Chief Officer of SCADM, the SCAR representative to CCAMLR, a representative of the Expert Group on Birds and Marine Mammals, the Executive Director, and ad hoc members recruited as required depending on the business at hand – on an informal basis these may include any or all of the SCAR Directors.

2.2.4 The Chief Officer may be invited to attend meetings of the SCAR Directors as appropriate.

2.2.5 The Standing Committee will work closely with the ATS Secretariat, the ATCM, the CEP, COMNAP, CCAMLR and others as appropriate.

2.2.6 SC-ATS will develop Papers for the Antarctic Treaty Consultative Meetings (or appropriate documents for other meetings) based on information coming to it from SCAR subsidiary bodies and based on requests from the ATS, replies to which are developed within SCAR.

2.2.7 The budget for these activities will be developed at the conclusion of the Antarctic Treaty Consultative Meetings on the basis of the report from SC-ATS to the SCAR Executive, and then presented to the SCAR Delegates via the usual procedures.

2.2.8 All SC-ATS papers will be reviewed by SCAR Management for content, responsiveness to requests where this is the case, and compliance with the principles SCAR follows for engagement with the ATS.

2.2.9 SC-ATS will report directly to the Executive Committee and during SCAR Meetings to the Delegates via the SCAR Executive.

2.2.10 The Chief Officer of SC-ATS is responsible for close liaison with the Chair of the Committee for Environmental Protection, especially in the period immediately prior to the CEP meeting.

2.2.13 The SC-ATS Chief Officer, the SCAR Executive Director, and the SCAR President comprise the SCAR Delegation to the ATCM. The President is the Head of Delegation. The CO of SC-ATS presents the papers approved by SCAR to the CEP, the SCAR President delivers the SCAR Report, and the Executive Director, the SC-ATS CO or the President present other reports.

2.2.14 The SC-ATS Chief Officer and the Executive Director, as well as the President, are empowered to answer questions that may arise concerning submissions by SCAR, and are authorized to comment for SCAR in its role as an observer to the ATCM. The CO of SC-ATS and the Executive Director, as well as the President, are empowered to accept or decline requests of SCAR that may be made during the ATCM and CEP meetings, and to negotiate the terms for any such requests.

Attachment 3

2.2.15 With the approval of the Directors, SC-ATS will hold workshops or other meetings to include invited experts to address specific matters referred to SCAR.

2.2.16 SC-ATS will conduct its business electronically unless otherwise agreed by the Directors.

2.3 The Standing Committee on Finance is established to advise the SCAR Directors and the SCAR Meeting of Delegates on all financial matters.

- 2.3.1 The Terms of Reference for the Standing Committee on Finance are:
- a. To examine the proposed annual budgets of SCAR prepared by the Executive Director and to recommend the annual budget to the Meeting of Delegates.
 - b. To review the annual audit of SCAR's income and expenditure records.
 - c. To provide advice to the Meeting of Delegates and inter-sessionally to the Meetings of Directors on all budget matters and potential external funding sources.

2.3.2 The Standing Committee will comprise the Vice President of SCAR holding the finance portfolio, two members elected by the Meeting of Delegates, and the Executive Officer (or another representative of the Secretariat) ex officio. The two elected members will be elected for a period of four (4) years but one of them may be elected for an initial period of two (2) years to ensure that the term of office of at least one of them does not coincide with the term of office of the Vice President chairing the Committee. These two members will be eligible for election to a second term of office of four (4) years. Two additional members will be co-opted from the members of the Meeting of Delegates, in consultation with the Directors, to serve as temporary members of the Committee for that Meeting of Delegates. Volunteers are welcome.

2.3.3 The Chief Officer will be the incumbent Vice President holding the finance portfolio (see 3.3.1).

2.4 The Standing Committee on the Antarctic Geographical Information (SC-AGI) will deliver a range of up to date Geographic Information products through its various projects and provide advice and information to SCAR regarding Geographical Information. The role of this system is to facilitate the free and open exchange of geographic data (pursuant to Article III(1)(c) of the Antarctic Treaty).

- 2.4.1 The terms of reference for SC-AGI are:
- a. To promote long-term preservation and accessibility of geographic information relating to Antarctica and the Southern Ocean in sustainable repositories;
 - b. To assist in establishing Antarctic geographic information management policies, priorities and best practices;
 - c. To encourage submission of geographic information and names information to the SCAR Antarctic Digital Database (ADD) and SCAR Composite Gazetteer of Antarctica (CGA);

Attachment 3

- d. To distribute maps of Antarctica to SCAR members;
- e. To provide linkages to national mapping agencies and national names committees for Antarctica;
- f. In partnership with the Standing Committee on Antarctic Data Management (SC-ADM), to work with SCAR Science Groups, COMNAP, CEP, ATCMs and the IHO to continue to develop the SCAR ADD and SCAR CGA, Feature Catalogue and related symbology;
- g. To maintain and/or further develop products as Delegates request and community needs arise.

2.4.2 SC-AGI will comprise one representative from each SCAR Full or Associate Member who will be designated as the official national representative for that Member. Nominees should be professional geographic information experts, managers of mapping agencies, surveyors, toponymy experts or those with expertise in related fields. When nominating representatives, Members should give due consideration to the representative's expertise and standing within the national mapping, geographic information and toponymy community to maximise the effectiveness of SC-AGI and the subsequent influence of its activities. Experts on geographic information, satellite imagery, toponymy and international standards such as ISO and OGC may also be invited to be members but will not have voting rights unless they are also the designated official national representative to SC-AGI.

2.4.3 SC-AGI will elect one Chief Officer and two Deputy Chief Officers. These three officials will represent the SC-AGI Executive. The Chief Officer will be the exclusive liaison point with SCAR, unless the Deputy Chief Officers are delegated a specific liaison role by the Chief Officer. Appointments will be subject to approval by the meeting of Delegates.

2.4.4 The Chief Officer should be elected for a term of four (4) years with an additional four-year term possible. In no case may a Chief Officer hold that position for more than eight (8) consecutive years. That individual will be eligible for re-election after a four (4) year term held by another member of the Standing Committee has been completed.

2.4.5 SC-AGI will work by electronic communication as well as via face-to-face meetings. Formal meetings will occur, as a minimum, in conjunction with SCAR Science Meetings (every two years). Prior to each SCAR Science Meeting, Members will confirm their attendance at the SC-AGI meeting. Agendas for such meetings will be arranged by the SC-AGI Executive in consultation with Members. Agendas and invitations will be distributed to Members, by the Chief Officer, at least three months prior to such meetings. The Chief Officer is responsible for informing the members of the arrangements for the meeting. Informal meetings of SC-AGI are encouraged as opportunities arise.

2.4.6 Within one month of formal or informal meetings, the Chief Officer will circulate meeting minutes, for confirmation by participating Members and post these minutes on the SC-AGI web site. Reports of formal meetings will include lists of actions indicating who is responsible for what action in which time frame, as the basis for inter-sessional work plans. Formal meeting reports will also be forwarded to the SCAR Secretariat.

Attachment 3

2.4.7 The Chief Officer of SC-AGI will attend if possible the Meeting of Delegates to present and discuss formal SC-AGI reports. The Chief Officer will inform SC-AGI Members of any decisions made by the Executive Committee or Delegates in relation to SC-AGI recommendations within one month of decisions being made. Any recommendations made by SC-AGI, to be addressed outside of SCAR, will be drafted in the form of a “Recommendation of SCAR” and must indicate to whom it is addressed and be cleared by the SCAR Executive Committee.

2.4.8 SC-AGI may, on occasion, form sub-groups or subsidiary bodies to examine specific questions within its competence and which fall within its ToRs. These sub-groups would follow the rules of procedure for SCAR Action Groups.

2.4.9 SC-AGI is encouraged to seek outside funding with the approval of the SCAR Directors.

2.4.10 SC-AGI will develop and maintain a web page to inform others about its activities.

2.5 The Standing Committee on Antarctic Data Management (SC-ADM) is responsible for fostering the development and maintenance of an Antarctic Data Management System (ADMS).

2.5.1 The Terms of Reference for SC-ADM are:

- a. To promote long-term preservation and accessibility of data relating to Antarctica and the Southern Ocean in sustainable repositories,
- b. To assist in establishing Antarctic data management policies, priorities and best practices,
- c. To support the establishment and ongoing work of National Antarctic Data Centres (NADC), in accordance with ATCM XXII Resolution 4.1 (1998),
- d. To encourage submission of metadata and data to the Antarctic Data Management System,
- e. To further improve and populate the AMD and provide guidance to the AMD host,
- f. To provide linkages to other relevant data management systems and thereby enhance the ADMS,
- g. In partnership with SC-AGI, to work with Science Groups, COMNAP, CEP, ~~and~~ the Antarctic Treaty Secretariat and other non-NADC groups to identify and develop fundamental datasets of value to the Antarctic Community.

2.5.2 SC-ADM will comprise one representative from each SCAR Full or Associate Member as the official national representative for that Member. Nominees should be professional data managers or scientists with expertise in data management, who are closely affiliated with either the Member’s National Antarctic Data Centre (NADC), or in the absence of an NADC, another national scientific data repository. When nominating representatives, Members should give due consideration to the representative’s expertise and standing within the national scientific and data management community to maximise the effectiveness of SC-ADM and the influence of its activities.

Attachment 3

2.5.3 SC-ADM will elect one Chief Officer and two Deputy Chief Officers to comprise the SC-ADM Executive. The Chief Officer should be appointed for a term of four (4) years that may be renewable for up to 4 more years. Appointment will be subject to approval by the meeting of Delegates.

2.5.4 SC-ADM will work by electronic communication and through formal meetings occurring, as a minimum, biennially in conjunction with SCAR Meetings. Prior to each SCAR Meeting, Members will confirm their attendance at the SC-ADM meeting. Informal meetings of SC-ADM are encouraged as opportunities arise.

2.5.5 The Chief Officer of SC-ADM will report to EXCOM and the Meeting of Delegates.

2.5.6 SC-ADM may form sub-groups or subsidiary bodies to examine specific questions within its competence. These sub-groups would follow the rules of procedure for SCAR Action Groups.

2.5.7 SC-ADM is encouraged to seek outside funding with the approval of the SCAR Directors.

2.5.8 SC-ADM will develop and maintain a web page to inform others about its activities.

2.6 Other Standing Committees or Advisory Bodies may be established by the Meeting of Delegates, as needed to deliver the mission of the Charity.

3. Science Groups

3.1 Science Groups (SGs) are permanent bodies representing the main Antarctic scientific disciplines.

3.1.1 Science Groups will assist SCAR in the implementation of SCAR's mission and objectives,

3.2 Terms of Reference for Science Groups will be to:

- a. take a strategic view of scientific research requirements in the Antarctic, keeping under review scientific matters dealing with the Antarctic environment;
- b. share information on disciplinary scientific research being conducted by national Antarctic programmes, and identify research areas where current research is lacking;
- c. ensure appropriate cross-disciplinary awareness and linkages with the other SCAR Science Groups, developing interdisciplinary proposals with them where appropriate;
- d. coordinate proposals for future research to achieve maximum scientific and logistic effectiveness;
- e. establish links and/or partnerships with other relevant international organizations having an interest in Antarctic science;
- g. identify research areas or fields that might be best investigated by a SCAR Scientific Research Programme and where appropriate establish

Attachment 3

- a Scientific Programme Planning Group to develop a formal proposal for consideration by the Delegates;
- h. establish Action Groups and Expert Groups, either individually or jointly with either or both other Science Groups to address specific scientific topics;
- i. make funding requests where appropriate for SCAR support of Science Group activities (symposia, workshops, etc);
- j. provide scientific advice to the Meetings of Directors, Secretariat, or Standing Committees as required;
- k. keep other SCAR Subsidiary Bodies and the SCAR Secretariat aware of their actions and plans.
- l. encourage submission of data and metadata to the Antarctic Data Management System.

3.3 Membership of Science Groups (SGs)

3.3.1 All SCAR Members may nominate up to four representatives to each SG. Nominees should be active scientists in their field, ideally with an international reputation, and from different scientific disciplines so that the full range of Antarctic research is represented in the SG. When nominating representatives, Members should give due consideration to a mix of gender, experience and youth.

3.3.2 One representative from each Member will be designated as the official national representative for voting purposes.

3.3.3 Each ISC Union Member of SCAR may send one representative to the relevant SG meeting.

3.4 Functioning of SGs

3.4.1 Each SG must elect one Chief Officer, one Deputy Chief Officer and one Secretary from the national representatives of three different Members for that SG. The three officers should be from different scientific disciplines within the overall discipline of the SG, and from different regions. Appointments must be approved by the Meeting of Delegates.

3.4.2 Chief Officers should be elected for a term of four (4) years that may be renewable for up to 4 more years.

3.4.3 SGs will conduct their work by correspondence as well as at meetings.

3.4.4 Only one national representative from each member will have voting rights in meetings of the SGs.

3.4.6 At each formal meeting SGs will review any recommendations adopted at their preceding meetings. All such recommendations regarded as having achieved their purpose shall be allowed to lapse unless they are revised or re-adopted.

Attachment 3

3.4.7 SGs may develop collaborative programmes appropriate to their specific interests.

3.4.8 Links are encouraged between SGs and the relevant Unions, Committees, and Associations of ISC.

3.4.10 SGs are encouraged to seek outside funding with the approval of the Directors.

3.4.11 SGs must maintain a web page to inform others about their activities.

3.4.12 The Chief Officers of the SGs will report to EXCOM and the Meeting of Delegates. The Chief Officers of the SGs will attend the Meeting of Delegates to present and discuss formal SG reports.

3.5 Meetings

3.5.1 SGs may hold both formal and informal meetings.

3.5.2 Formal meetings of SGs are biennial during SCAR Meetings.

3.5.4 Three months prior to each SG meeting, Members will confirm their nominees to each SG and their attendance at the meeting.

3.5.5 Formal meetings of SGs that do not have a quorum of at least 75 percent of the voting members whose attendance has been confirmed in advance to the Secretariat will be regarded as informal Meetings (exception see 3.5.7).

3.5.6 The Chief Officers, following consultation with their members, will inform their members and the SCAR Secretariat at least two months before the SCAR Science Meeting on which days it will be necessary for their groups to meet and will provide an agenda for the meeting to the SCAR Secretariat for distribution to Full, Associate and Union Members prior to the meeting.

3.5.7 Formal meetings of Science Groups may be convened at times other than a SCAR Meeting.

- a. The Chief Officer of a Science Group may foresee that a quorum of its voting members is unlikely to be present at a given meeting. Provided that at least 2 months advance notice is given to the members, and subject to the approval of the Directors, the meeting of the Science Group may be considered to be a formal meeting.
- b. Recommendations put forward at such meetings can be accepted by correspondence

3.5.8 If a scheduled meeting ceases to be required, the Chief Officer must inform the SCAR Secretariat and members of the group, preferably at least two months before the meeting was due to be held.

3.5.9 If, in the opinion of the Chief Officer of a Science Group, important questions arise that warrant a formal meeting of the group that has not previously been approved, the Chief Officer may, after corresponding with the

Attachment 3

members, submit a proposal to the Directors for a meeting, including a suggested place and date.

- a. Usually, at least 3 months notice should be given.
- b. The Chief Officer will be informed of the decision of the Directors and, if the meeting is approved, the SCAR Secretariat will promptly inform National Committees.

3.5.10 Agendas for such meetings will be arranged by the Chief Officers of the Science Groups in consultation with their members, and copies will be provided to the SCAR Secretariat for distribution to Full, Associate and Union Members prior to the meeting. The Chief Officers are responsible for informing the members of the arrangements for the meeting.

3.5.11 Informal meetings of the Science Groups are encouraged as opportunities arise.

3.6 Recommendations and requests of Science Groups

3.6.1 Each recommendation to be addressed outside of SCAR will be drafted in the form of a "Recommendation of SCAR" and must indicate to whom it is addressed.

3.6.2 Recommendations and requests to the Meeting of Delegates or the Executive Committee must be numbered for convenience.

3.6.3 Recommendations will be prepared in accordance with procedures established by SCAR.

4. Action Groups

4.1 Action Groups may be established by the Science Groups, Standing Committees, or the Executive Committee, either individually or jointly to address specific scientific topics of interest to SCAR.

4.2 Action Groups should be established with terms of reference, a chairperson approved by the Science Group(s)/Parent Group, a vice or co-chair, and membership that is open to any interested Members of the Science Group(s) or, at the invitation of the chairperson or Chief Officer of the SG, to others with no affiliation with SCAR.

4.3 An Action Group will normally have a lifetime of two (2) but not more than four (4) years.

4.4 Action Groups may meet during the biannual SCAR meetings or at other venues when the majority of members are in attendance. Agendas for meetings will be arranged by their Chief Officers in consultation with their members and distributed prior to the meeting. Reports of such meetings should be filed within one month of the meeting with the appropriate Science / Parent Group(s). Reports of meetings will include lists of actions indicating who is responsible for what action in which time frame, as the basis for inter-sessional work plans. Action Group work by correspondence is encouraged (e-mail, online meetings, etc).

Attachment 3

4.5 Action Groups may also be established by the Meeting of Delegates for purposes ancillary to science (e.g. History)

4.6 Action Groups should report annually to the appropriate Science /Parent Group(s) on plans, progress and outcomes.

5. *Expert Groups*

5.1 Expert Groups may be established by the Science Groups, either individually or jointly to address specific scientific topics of interest to SCAR.

5.2 Expert Groups should be established with terms of reference, a chairperson approved by the Science Group(s), and membership that is open to any interested Members of the Science Group(s) or, at the invitation of the Chief Officer of the SG, to others with no affiliation with SCAR.

5.3 An Expert Group will normally have a lifetime of around 6 years. Following a review at the end of that period there is an option for renewal.

5.4 Expert Groups may meet during the biannual SCAR meetings or at other venues when the majority of members are in attendance. Agendas for meetings will be arranged by their Chief Officers in consultation with their members and distributed prior to the meeting. Reports of such meetings should be filed within one month of the meeting with the appropriate Science / Parent Group(s). Reports of meetings will include lists of actions indicating who is responsible for what action in which time frame, as the basis for inter-sessional work plans. Expert Group work by correspondence (e-mail, online meetings, etc.) is encouraged.

5.5 Expert Groups should report annually to the appropriate SG(s) on plans, progress and outcomes.

6. *Scientific Programme Planning Groups*

6.1 Scientific Programme Planning Groups may be established by Science Groups either singly or jointly to develop plans for new SCAR Scientific Research Programmes. Such plans will be submitted to the appropriate Science Group(s) for evaluation and recommendation.

6.2 The appropriate Chief Officer(s) will approve the chairperson of the Scientific Programme Planning Group.

6.3 Membership of a Scientific Programme Planning Group:

- will be open to any scientist active in a relevant field with an interest in the Antarctic who wishes to join such a group;
- will be fostered by one or more of the Science Groups;
- may include suitably qualified scientists from non-SCAR countries and other organizations; and
- will be for the duration of the planning process;

Attachment 3

6.4 The terms of reference for a Scientific Programme Planning Group will be:

- to formulate a science plan with explicit, clear, and feasible aims and outcomes;
- to formulate an implementation plan indicating the scientific and data management activities, equipment, infrastructure, logistics, and national involvement required, showing clearly the contributions of each nation to the successful achievement of the scientific outcomes;
- to indicate clearly the value added by the proposed programme being coordinated by SCAR;
- to indicate clearly the scientific quality, importance, and relevance of the proposed research plan in the context of Earth System Science generally and Antarctic science specifically.

6.5 Preliminary plans approved by the Science Group(s) will be returned to the Scientific Programme Planning Group for further development and possible subsequent submission by the Science Group to the Delegates Meeting.

6.6 In the year when the Science Group(s) do not meet, proposals for new Scientific Research Programmes will be reviewed by the SCAR Directors augmented by the Chief Officers of the Science Groups.

6.7 Proposals for new Scientific Research Programmes will be submitted to the Meeting of Delegates for final approval. At this point the term of the relevant Scientific Programme Planning Group will end.

6.8 Proposals accepted by the Meeting of Delegates will become SCAR Scientific Research Programmes.

7. Scientific Research Programmes

7.1 Scientific Research Programme Steering Committees will be approved by the SCAR Directors, in consultation with the appropriate Science Groups and with the approval of the Meeting of Delegates, to implement and direct the approved Scientific Research Programmes.

7.2 Scientific Research Programme Steering Committees will be responsible for all aspects of their research programme including reporting to the SCAR Directors and the Meeting of Delegates on progress and responding to mid-term External reviews, assuring fiscal responsibility, and the delivery of agreed scientific outcomes.

7.3 The Terms of Reference for a Scientific Research Programme Steering Committees will be:

- to oversee and guide the development and execution of the programme's implementation activities, adjusting and optimizing the science and implementation plans in light of events and progress;
- to actively seek support of the programme's implementation through national and international mechanisms;
- to ensure the delivery of agreed/approved scientific outcomes, including synthesis activities and public/policy outreach;

Attachment 3

- to respond to requests for expert advice from the SCAR Executive in a timely and effective manner;
- to ensure appropriate exchange and archival of data generated as a result of the programme, in accordance with the SCAR data policy;
- to establish scientific liaison and logistic cooperation with other Antarctic activities as appropriate;
- to advise the SCAR Executive and the Delegates on progress and on the use of funds.

7.4 Membership of a Scientific Research Programme Steering Committee will be:

- Explicit;
- Based primarily on internationally recognized scientific expertise fulfilling the required mix of skills and experience with geographical and gender mix taken fully into consideration;
- For a 4-year term with the possibility of extension depending on contribution and performance;
- Governed by a phased rotation scheme.

8. Reporting Procedures

8.1 Reports of Science Groups

8.1.1 Reports will summarize progress and activities of the Science Groups and of their sub-groups since the previous SCAR Meeting, provide statements of strategic views, achievements, future plans, reports of expenditure, future budgets and lists of any recommendations put forward by the Science Group.

8.1.2 Reports of informal meetings of Science Groups may, at the discretion of the Chief Officers, be submitted for adoption by SCAR.

8.1.3 Proposals by Delegates for further action on any item of a report of a Science Group will be included in the report of the Meeting of Delegates.

8.2 Reports of Science Groups held at biannual SCAR Meetings

8.2.1 Reports of meetings held at the time of a SCAR Meeting will include not only the report of the Science Group but also the reports of the sub-groups reporting to that Science Group.

8.2.2 Reports of such meetings will include lists of actions indicating who is responsible for what action in which time frame, as the basis for inter-sessional work plans;

8.2.3 Reports from the Science Group normally will be filed with the SCAR Secretariat immediately following the completion of the biannual SCAR Meeting.

8.2.4 The SCAR Secretariat will transmit reports from the Science Groups to the SCAR Executive Committee, Delegates, and Alternate Delegates prior to the Meeting of Delegates, and make the reports available on the SCAR web site for National Committees and others.

Attachment 3

8.2.5 The Chief Officer of each Science Group or a delegated representative shall attend the Meeting of Delegates to present and discuss the report and modifications to the text that may be required by the Delegates.

8.3 Reports of meetings not held at biannual SCAR Meetings

8.3.1 Reports of formal meetings of Science Groups held at other times than the biannual Meetings will be filed with the SCAR Secretariat immediately following the completion of the meeting of the Science Group.

8.3.2 The SCAR Secretariat will transmit these reports to the SCAR Directors, National Committees, Delegates, and Alternate Delegates not more than 30 days after receipt of the reports. If actions are required, the Executive Committee will take such actions and will submit their actions for final approval as an agenda item to the next Meeting of Delegates.

LIST of ACRONYMS

SCAR	Scientific Committee on Antarctic Research
ATS	Antarctic Treaty System
ATCM	Antarctic Treaty Consultative Meeting
CEP	Committee for Environmental Protection
ADD	Antarctic Digital Database
CGA	Composite Gazetteer of Antarctica
COMNAP	Council of Managers of National Antarctic Programs
IHO	International Hydrographic Organisation
AMD	Antarctic Master Database
ADMS	Antarctic Data Management System
ISO	International Organisation for Standardization
OGC	Open Geospatial Consortium
ISC	International Science Council

Company Number: 6564642

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**SCIENTIFIC COMMITTEE ON
ANTARCTIC RESEARCH**

1 Interpretation

1.1 In these Articles:

“**the Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“**address**” means the postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“**Associate Member**” has the meaning provided by Article 3.1.2;

“**Articles**” means these Articles of Association of the Charity;

“**the Board of Directors**” means the board of directors for the time being of the Charity or the Directors present or deemed to be present at a duly convened meeting of Directors at which a quorum is present;

“**the Charity**” means the company intended to be regulated by these Articles;

“**clear days**” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“**the Charity Commission**” means the Charity Commissioners for England and Wales;

“**communication**” means the same as in the Electronic Communications Act 2000;

“**Delegates**” has the meaning provided by Article 4.1;

“**Directors**” means the directors of the Charity, who are charity trustees as defined by section 97 Charities Act 1993 (and “**Director**” means any one of them);

“**electronic communication**” means the same as in the Electronic Communications Act 2000;

“**Full Member**” has the meaning provided by Article 3.1.1;

“**Honorary Member**” has the meaning provided by Article 3.1.4;

“**ICSU**” means the International Council for Science;

“**Meeting of Delegates**” means a meeting of the Members held in accordance with Article 6.2 or Article 6.3;

“**Member**” means a member of the Charity;

“**Membership**” means membership in accordance with these Articles;

“**Memorandum**” means the Memorandum of Association of the Charity;

“**officers**” includes the Directors and the secretary;

“**Rules of Procedure**” means such rules adopted by the Charity in accordance with Article 24 from time to time;

“**the seal**” means the common seal of the Charity if it has one;

“**secretary**” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including the Executive Director and a joint, assistant or deputy secretary;

“**Union Member**” has the meaning provided by Article 3.1.3;

“**United Kingdom**” means Great Britain and Northern Ireland.

1.2 Words importing the masculine gender only shall include the feminine gender, and the singular includes the plural and vice versa.

1.3 Words importing persons shall include corporations.

1.4 Bearing in mind the above clarifications, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act, but excluding any statutory modification not in force on the date when the Charity is formed or when these Articles are adopted by the Charity (if later). In all other cases a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 Members

2.1 The subscribers to the memorandum are the first Members of the Charity.

2.2 Membership is open to other individuals or organisations who:

2.2.1 satisfy the requirements for Membership as set out in these Articles and the Rules of Procedure of the Charity;

2.2.2 apply to the Charity in the form required by the Rules of Procedure of the Charity; and

2.2.3 are approved at a Meeting of the Delegates.

Attachment 4

- 2.3 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.
- 2.4 The Meeting of Delegates may only refuse an application for Membership which satisfies the requirement of Article 2.2.1 and 2.2.2 if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 2.5 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.
- 2.6 The provisions 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.
- 2.7 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 categories of Member.

3 Classes of Membership

- 3.1 The Charity shall have the following classes of Membership:

3.1.1 Full Member

A Full Member shall be a national organisation adhering to ISC, or nominated by a national organisation adhering to ISC, 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.

3.1.2 Associate Member

An Associate Member shall be a national organisation adhering to ISC, or nominated by a national organisation adhering to ISC, that desires to

participate in the work of the Charity for scientific reasons but does not qualify as a Full Member.

3.1.3 Union Member

A Union Member shall be an organisation which is a Scientific Union member of ISC, 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.

3.1.4 Honorary Member

An Honorary Member shall be an individual who has rendered outstanding service to SCAR and has been so approved by the Meeting of Delegates.

3.2 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.

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

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

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

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

3.5 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.

4 Representation of Members

4.1 Any organisation that is a Member may nominate any person to act as its representative at any meeting of the Charity. 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 Charity 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 Charity shall not be required to consider whether the nominee has been properly appointed by the Member organisation.

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

4.2.1 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";

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

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

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

4.3 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.

5 Termination of Membership

5.1 Membership is terminated if:

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

Attachment 4

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

5.1.3 in the case of a Full Member, that Member:

- (i) has not been active in scientific research in the Antarctic region for four years;
- (ii) has not been active in the work of the Charity for four years; or
- (iii) has not paid its contribution within two years of such contribution becoming due

and where this Article 5.1.3 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 5.1.5;

5.1.4 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 5.1.4 applies, Membership shall be terminated in accordance with Article 5.1.5;

5.1.5 the Member is removed from Membership by a resolution of the Meeting of Delegates 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 5.1.5 applies by reason of the provisions of Article 5.1.3 and 5.1.4 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 Meeting of Delegates 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.

6 General meetings

- 6.1 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 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.
- 6.2 The Directors may call a general meeting at any time.
- 6.3 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.

7 Notice of general meetings

- 7.1 The minimum periods of notice required to hold a general meeting of the Charity are:
 - 7.1.1 twenty-one clear days for an annual general meeting;
 - 7.1.2 fourteen clear days for all other general meetings.
- 7.2 A general meeting may be called by shorter notice if it is so agreed:
 - 7.2.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and
 - 7.2.2 in the case of a general meeting, by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

Attachment 4

7.3 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.

7.4 The notice shall be given to all the Members.

7.5 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.

8 Proceedings at general meetings

8.1 No business shall be transacted at any general meeting unless a quorum is present.

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

8.3 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.

8.4 If:

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

8.4.2 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 present at that time shall constitute the quorum for that meeting.

8.5 General meetings shall be chaired by the President of the Charity who is appointed in accordance with Article 12.1.1. 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.

8.6 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.

8.7 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 require unanimity of the voting Members duly present and taking part.

8.8 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.

8.9 The Directors shall be entitled to invite observers from governmental and non-governmental organisations to attend general 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 of the meeting, but who shall not be entitled to vote.

9 Votes of Members

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

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

Attachment 4

- 9.1.2 Associate Members shall not have a right to vote;
 - 9.1.3 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;
 - 9.1.4 Honorary Members shall not have a right to vote;
 - 9.1.5 any other classes of Members shall have such voting rights as determined by the Meeting of Delegates when the class of Membership was established.
- 9.2 No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Charity.
- 9.3 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.

10 Directors

- 10.1 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 Article 14. 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.
- 10.2 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.
- 10.3 Directors shall be elected at the Meeting of Delegates, from the Delegates present at such meetings, in accordance with the Rules of Procedure.

11 Powers of Directors

- 11.1 Subject to the provisions of the Act, the Memorandum and these Articles and to any 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 resolution of the Meeting of Delegates shall have retrospective effect to invalidate any prior act of the Directors. Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

12 Appointment of Directors

12.1 The Directors of the Charity shall be as follows:

12.1.1 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;

12.1.2 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, two Vice Presidents being appointed at each biennial Meeting of the Delegates;

12.1.3 the immediate past President of the Charity who shall be appointed 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.

12.2 Re-appointment of a Director who retires at a general meeting will be subject to the Rules of Procedure regarding elections.

12.3 Where a Director ceases to hold office before their appointed term of office is completed, 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 12, 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.

- 12.4 The appointment of a Director, by the Charity in a 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.

13 Retirement of Directors

- 13.1 A Director shall, subject to 12.2, retire at the Meeting of Delegates which occurs at the end of the term for which the Director has been appointed in accordance with Article 12.1 and the retirement shall take effect at the end of the Meeting of Delegates at which he retires.

14 Disqualification and removal of Directors

- 14.1 A Director shall cease to hold office if he or she:
- 14.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
 - 14.1.2 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);
 - 14.1.3 except in the case of a Director appointed in accordance with Article 12.1.3, ceases to be a Delegate or Alternate Delegate of any Full Member;
 - 14.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 14.1.5 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);
 - 14.1.6 is absent without the permission of the Directors from two consecutive meetings and the Directors resolve that his office be vacated; or
 - 14.1.7 dies.

15 Directors' remuneration

15.1 The Directors must not be paid any remuneration.

16 Proceedings of Directors

16.1 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. 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.

16.2 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:

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

16.2.2 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.

- 16.3 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.
- 16.4 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.
- 16.5 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.
- 16.6 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 a meeting.

17 Delegation and Subsidiary Bodies

- 17.1 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.
- 17.2 The Directors may impose conditions when delegating, including the conditions that:
- 17.2.1 the relevant powers are to be exercised exclusively by the committee to whom they are delegated;
- 17.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

Attachment 4

- 17.3 The Directors may revoke or alter such a delegation.
- 17.4 All acts and proceedings of any such committee must be fully and promptly reported to the Directors.
- 17.5 With the approval of the Directors, responsibility for a particular duty normally discharged by the President may be delegated to a Vice President.
- 17.6 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.)
- 17.7 Subject to Article 17.8, 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:
- 17.7.1 who was disqualified from holding office; or
 - 17.7.2 who had previously retired or who had been obliged by the Articles to vacate office;
 - 17.7.3 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
 - (ii) that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- 17.8 Article 17.7 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 17.7, the resolution would have been void, or if the Director has not complied with Article 17.6.

Attachment 4

17.9 The Meeting of Delegates may create subsidiary bodies (the “**Subsidiary Bodies**”) to undertake certain aspects of the business of the Charity. The Subsidiary Bodies shall consist of:

17.9.1 the Standing Committee on the Antarctic Treaty System;

17.9.2 the Standing Committee on Antarctic Geographic Information;

17.9.3 the Standing Committee on Antarctic Data Management;

17.9.4 the Science Groups;

17.9.5 such other subsidiary bodies as appear appropriate.

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

18 Minutes

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

18.1.1 appointments of officers made by the Directors;

18.1.2 proceedings at meetings of the Charity;

18.1.3 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.

19 The Seal

19.1 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.

20 Accounts

20.1 The Directors must prepare for each financial year accounts as required by 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.

20.2 The Directors shall keep accounting records as required by the Act.

21 Annual Report and Return and Register of Charities

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

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

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

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

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

22 Notices

22.1 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.

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

22.2.1 personally; or

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

Attachment 4

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

22.2.4 by giving it using electronic communications to the Member's address.

22.3 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 not be entitled to receive any notice from the Charity, unless he gives to the Charity an address to which notices may be sent using electronic communications.

22.4 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.

22.5 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.

23 Indemnity

23.1 The Charity shall, to the extent permitted by the Act, 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.

24 Rules

24.1 The Directors 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

Attachment 4

the proper conduct and management of the Charity. The rules or bye laws may regulate the following matters but are not restricted to them:

- 24.1.1 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;
 - 24.1.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 24.1.3 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;
 - 24.1.4 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;
 - 24.1.5 the procedure for appointing Directors in so far as such procedure is not regulated by the Act or these Articles;
 - 24.1.6 generally, all such matters as are commonly the subject matter of company rules.
- 24.2 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.
- 24.3 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.
- 24.4 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.