UArctic Constitution

1 Article  Association’s name and domicile

The association’s name is UArctic ry and its domicile is the City of Rovaniemi in Finland.

2 Article  Purpose and form of activities

The purpose of the association is to promote education, research and sharing of knowledge related to regions of the North by taking care of educational and research opportunities through a strong collaborative network of members with the aim to implement the request of the Arctic Council to establish “the University of the Arctic”, in short UArctic.

The association operates as a cooperation forum between universities, colleges, research institutes and other organisations in matters concerning northern regions. The association fosters sustainable development of northern regions by creating strong international collaboration among its members, that:

- creates shared knowledge, competences and resources
- develops shared education and research initiatives
- connects traditional and indigenous knowledge systems with modern academia
- partners with northern communities and indigenous populations to respond to their educational aspirations and other requirements
- partners with other education, science, research and policy based organisations who share in the UArctic vision and mission
- bridges dialogue across different sectors and regions of the North, and with the world
- increases collaboration opportunities for member faculty, staff and students including publishing activities
- promotes the collective views of members and broadens the influence of the North in the world.

To support its activities, the association may accept donations, benefactions and testaments, may own property necessary for its activities and with the appropriate licence may organise raffles and fundraising.

3 Article  Members

There are two kinds of members in the association:

1. Arctic Members: universities, colleges, research institutes and other organisations with a legal capacity located in the Arctic Council countries Canada, the Kingdom of Denmark, Finland, Iceland, Norway, the Russian Federation, Sweden and the United States, and which accept the values, purpose, Constitution and Bylaws of the association.

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2. **Non-Arctic Members:** universities, colleges, research institutes and other organisations with a legal capacity located outside the Arctic Council countries, and which accept the values, purpose, Constitution and Bylaws of the association.

Members are admitted by the Assembly of the association by written application.

The members of the association and their individual representatives shall not be liable for the commitments of the association.

Members are required to pay an annual membership fee as determined by the Assembly, and to comply with UArctic’s reporting requirements.

**4 Article Resignation and removal of members**

Members have the right to resign from the association by providing written notice to the association’s Board or by giving notice thereof at the Assembly of the association for entry in the minutes.

The Assembly may expel a member if the member

- has not fulfilled those obligations to which it is committed by joining the association

- through its actions within or outside the association, has caused appreciable damage to the association or

- no longer fulfils the terms of membership stipulated in this Constitution.

Instead of expelling a member, the Assembly of the association may remove their right to vote in the Assembly for a fixed time, if the member has not paid its annual membership fee within a year.

**5 Article Governance and administration**

The Board of the association has general responsibility for UArctic’s administration, development and activities. The Board provides the economical and other resources of the association. The Board has right to sell, exchange and mortgage property of UArctic.

The association shall have a permanent secretariat (UArctic International Secretariat); located in Finland, which together with the executive director shall form the core of the association’s administration. The secretariat shall provide support to the Assembly and the Board, and shall work closely with the association’s leadership.

The annual Assembly of the association shall elect the Board.
The Board consists of a Chair and the number of other members confirmed by the annual Assembly, with at least eight and at most fourteen members. In addition, the Assembly elects one student and two alternates to the Board from among the association’s members.

In Board elections, the aim shall be to seek a regional distribution of members, and at least one member shall be from an Arctic Indigenous people within the Circumpolar North.

The operating term for individual Board members is three years. The term shall start when individual members are elected in an annual Assembly of the association, and shall end during the annual Assembly in the third year of the term. If a member has chosen to resign from the Board, the successor shall be elected in the earliest annual Assembly after the post has been vacated. The same person cannot be elected a member of the Board for more than two consecutive terms. However, a member who has served as Board Officer is eligible for a third term.

From among its members, the Board shall select two vice-chairs. The Board shall appoint an executive director (President), a head of the UArctic International Secretariat and other officials considered necessary. The Board shall nominate candidates for the meeting of the Assembly to elect the Nominations Committee.

Board meetings shall be called by the invitation of the Chair, or when the Chair is unable to attend, by the invitation of a Vice-Chair, when either finds reason or when at least half of the Board members demand that a meeting be held. Participation to a Board meeting may be organised by telephone, video, or other technical means, and when this option is available, it shall be announced in the invitation to the meeting.

In order to make decisions, the Board shall have a quorum when more than half of its members, including either the Chair or a Vice-Chair are in attendance. Board decisions should be made by consensus. If the efforts to reach consensus fail, the Board makes decisions by a two-thirds majority vote.

The executive director (President) and the Chair of the previous annual meeting of the Assembly have the right to be present in meetings of the Board.

6 Article  Association signatories

The right to sign on behalf of the association belongs to the chair of the Board, the executive director of the association (President), the head of the UArctic International Secretariat, and those persons inside or outside the Board to which the Board has given this right, each separately. At any given time, at least one of these persons must have a domicile in Finland.

7 Article  Accounting period and audits

The accounting period of the association is the calendar year.

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During the annual Assembly of the association, members shall elect an independent auditor and a deputy auditor or an auditing company and therein a responsible auditor. The operating term for auditors is three years. The term shall start when the auditors are elected, and shall end during the association’s annual Assembly in the third year of the term.

All necessary documents required for the closing of accounts and the Board’s annual report shall be submitted to auditors at least one month prior to the association’s annual Assembly. The auditors are to provide a written statement of accounts to the Board, at latest two weeks before the annual Assembly.

8 Article Association Assemblies

An annual Assembly of the association will be arranged each year at a time from April to July, on a date specified by the Board.

An extraordinary Assembly of the association will be organised when the Assembly so decides, or the Board considers it justified, or when at least one tenth (1/10) of the members of the association, provide in writing, a demand to the Board that a specific matter must be handled. Such an Assembly must be convened within ninety days (90) from the date when the notice was presented to the Board.

The Assembly shall have three officers (Officers of the Assembly), a Chair, Vice-Chair, and Secretary. The Assembly elects the officers for a three-year term, renewable once, and each term continues until the third annual Assembly after the election. The officers are responsible for preparing action items for the Assembly, and overseeing that decisions by the Assembly are implemented.

All members have equal nomination and voting rights. In meetings of the Assembly, each Arctic Member has three votes and each Non-Arctic Member one vote, which shall be cast by a representative designated by each member. Each member is entitled to develop its own procedures for selecting its voting representative to the Assembly.

The effort is to make the decisions in the Assembly by consensus. If the efforts to reach consensus fail, the Assembly makes its decisions by a two-thirds (2/3) majority vote, except in elections where decisions are supported by more than half the votes cast. If votes are equal, the chair will have the deciding vote, while in elections a tie vote is resolved by the casting of lots.

9 Article Convening Assembly

The Board must convene an Assembly of the association at least one month prior to the Assembly, by e-mail or by letter. All materials for the Assembly must be sent to members also at least one month prior to the Assembly. An advance notice of the annual Assembly must be sent to the members at least three months prior to the intended time of the Assembly.

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10 Article  Annual Assembly
In the annual Assembly of the association the following matters are to be handled:

1. Opening of the Assembly
2. Depending on the annual Assembly, the election of the Officers (Chair, Vice-Chair and Secretary) of the Assembly.
3. Selection of two examiners of the minutes, and if needed two scrutineers (counters of votes)
4. Stating the validity of the Assembly, and right to decide
5. Accepting the meeting agenda
6. Presenting the financial statement, annual report made by the Board and the auditor’s statement
7. Adoption of annual accounts and the discharge of the Board and other responsible persons from liability for the accounts
8. Verify the operating plan and both income and expense estimates
9. Elect the Chair of the Board and other Board members
10. Elect an auditor and a deputy auditor or an auditing company and therein a responsible auditor
11. Deciding the membership fees separately for the Arctic Members and the Non-Arctic Members
12. Handling of other matters as per the official notice of the Assembly.

If a member of the association wishes to raise a matter to be handled during the annual Assembly, a written notification of the matter must be submitted to the Board, early enough so that the matter can be included in the official invitation of the meeting.

The annual Assembly approves the Bylaws of the association and their amendments, in which detailed provisions and guidelines regarding the activities of the association are issued. The Bylaws and any amendments thereto shall be approved by a two thirds (2/3) majority vote.

The annual Assembly shall approve the strategic plan for program development.

The annual Assembly shall set up the Nominations Committee and may set up other standing committees for the preparation of the association’s matters.

11 Article  Amendments of the Constitution and dissolution of the association
Any decision to amend this Constitution or to dissolve the association must be taken during the Assembly of the association, where the decision is passed by a two-thirds (2/3) majority vote. A notice of an Assembly must state all proposed Constitution amendments or the dissolution of the association.

Upon the dissolution of the association, any assets of the association will be used for the promotion of the original intentions of the association as specified in the Assembly where the decision to dissolve the association has been made. If the association is declared terminated, the assets will be used for the same intended purpose.

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