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**STATUTES  
OF  
INTERACT -  
International Network for  
Terrestrial Research and Monitoring in the Arctic**

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An international organisation established as a non-profit association in Sweden

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## A. INTERACT – FUNDAMENTAL PRINCIPLES OF THE ASSOCIATION

### § 1. *Name*

The name of the Association is INTERACT – International Network for Terrestrial Research and Monitoring in the Arctic (“**INTERACT**” or the “**Association**”).

INTERACT is a non-profit association (Sw. *ideell förening*) established in Sweden.

### § 2. *Registered Office*

The board shall have its registered office in Malmo, Sweden.

### § 3. *Purpose – the Association*

INTERACT is a network of terrestrial research stations in the Arctic, sub-Arctic, boreal and alpine regions that annually hosts thousands of researchers from around the world. It is the major research infrastructure network on land in the North and has global recognition.

The purpose of the Association “INTERACT” is to support the use and operational procedures of infrastructures in Arctic, sub-Arctic, boreal and alpine regions, to support research and scientific development in the field of climate change and environment, and to increase general awareness about these topics within the general public and among politicians and decision makers.

### § 4. *Objectives – the activities*

To achieve the purpose, the main objectives of the Association are to improve international cooperation, to coordinate resources and research initiatives, to provide access to members’ infrastructures, to improve infrastructures’ operation and to financially support research and monitoring focusing on the Arctic, sub-Arctic, boreal and alpine areas and its global implications. Specifically we aim to:

- support and facilitate research groups to access research stations in Arctic, sub-Arctic, boreal and alpine regions;
- support and facilitate the networking of these research stations to improve sharing of data, experience, standardized observations and human capital;
- provide a one stop shop for the Arctic in particular, accessible to the global science community including researchers, scientific programs, networks and organizations;
- make politicians, local residents and Indigenous People and other influential persons aware of climate change and environmental issues in the Arctic, sub-Arctic, boreal and alpine regions;
- support education at all levels both at home institutions and in the field;
- other (e.g. interact with similar organisations in related environments such as mountain areas of the world and the Antarctic)

### § 5. *Funding*

INTERACT primarily seeks to finance its activities from private and public contributions, such as:

- grants from public funding agencies;

- private donations;
- commissions from agencies, business and government departments; and
- fundraising events.

The Association may also, within its field of expertise, conduct activities and services to research stations and third parties against consideration.

Members will also pay a membership fee.

## **§ 6. *The funds of INTERACT***

The Association's funds shall be used for activities that promote the purpose of INTERACT. The board bears the overall responsibility to ensure that the activities of INTERACT and any activities financed by INTERACT are in line with the purpose and the principles set forth herein. The board shall prepare work procedures and instructions to serve as guidelines for the operations.

## **§ 7. *Qualifications of membership of the Association***

The board decides on membership of the Association. Qualified to apply for membership are legal entities that run a scientific research station in the Arctic, sub-Arctic, boreal or alpine areas fulfilling the following criteria:

- the station should be long term;
- the station should have multiple and multidisciplinary activities;
- the station should be able to host guest scientists at their own expense; and
- the station shall actively support the objectives and purpose of INTERACT.

An application to become a member of the Association shall be sent to the chair of the board at the registered address of INTERACT or via email to INTERACT's official email address or, if/when such service is established, via the website. A decision to decline an application for membership of the Association may be appealed to the Association's members' meeting.

A person or entity that wishes to support INTERACT but does not fulfil the formal membership requirements or does not wish to become a member, may be accepted by the board, after written application addressed to the chairman of the board (at the registered address of INTERACT or via email to INTERACT's official email address or, if/when such service is established, via the website), as a supporting member without voting rights or other membership rights. Criteria for becoming a supporting member are set by the board.

## **§ 8. *Membership fees***

Each member of the Association is obliged to pay an annual membership fee. The membership fee, or the principles for determining the membership fee, are set by the members of the Association at the Association's members' meeting. Payment shall be made in accordance with instructions by the board.

## **§ 9. *Resignation of an Association member***

An Association member who wishes to resign from the Association shall send a notification to the chair of the board at the registered address of INTERACT or via email to INTERACT's official email address

or, if/when such service is established, via the website, and shall thereby immediately be considered to have terminated its membership and shall be deleted from the Association's membership register.

An Association member who terminates its membership is not entitled to any refund of the membership fee.

#### **§ 10. *Termination of membership of the Association***

The board can decide to terminate a membership with immediate effect (i) if the membership fee has not been paid within three (3) months after the issue of a payment reminder to the member, (ii) if the member acts in contradiction to the objectives and purpose of INTERACT, or (iii) in other ways harms the interest of the Association. The board determines if there is ground for termination.

If a member no longer fulfils the requirements for membership according to § 7, the member shall be notified by the board about the default and be given the opportunity within three (3) months to cure the deficiency, by the risk of otherwise having the membership terminated as from the expiry of the three (3) months' period.

#### **§ 11. *Financial Year***

The financial year of the Association shall be a calendar year.

#### **§ 12. *Amendments of these statutes***

Amendment of the statutes is resolved by the Association's members' meeting and requires the support of at least 2/3 of the votes cast at this members' meeting.

#### **§ 13. *Liquidation and dissolution of the association***

Resolution on liquidation and dissolution of the Association is resolved by the Association's members' meeting and requires the support by at least 3/4 of the votes cast at this members' meeting. Examples of situations where liquidation and dissolution could be in question are lack of funding or other circumstances that would prevent the fulfilment of the Association's purpose.

Upon dissolution of the Association, any funds remaining after payment and settlement of all outstanding debts and other payment obligations, shall be allocated to such operations, activities and initiatives that are in line with the purpose of INTERACT. The allocation of funds for such purpose shall be declared in the decision taken by the Association's members' meeting.

### **B. INTERACT – GOVERNANCE OF THE ASSOCIATION**

#### **§ 14. *General***

The Association's members' meeting is the highest decision making body within the Association. The board is elected at this members' meeting by the members of the Association. The board is responsible for the activities of the Association with the aim to ensure compliance with the purpose.

## **§ 15.      *Board of Directors***

The board of directors shall consist of not less than three (3) and not more than nine (9) board members with a maximum of three (3) alternates.

A board member must be:

- (i) an employee of a legal entity which is a member of the Association and a current or former manager of a Research Station; *or*
- (ii) a person who has contributed to the management of INTERACT projects at the consortium level (Daily Management Group member); *or*
- (iii) a major stakeholders' representative, including external individuals who may substantially contribute to the objectives of the Association.

The board should consist, if possible, of representatives of the three (3) groups listed above. In addition, within the maximum number of board members stated above, the board shall include Terry Callaghan as board member in his capacity as Honorary President, until Terry Callaghan resigns as Honorary President.

If the board appoints a CEO, such person may not at the same time be a board member.

A board member should be elected to contribute to current aims and future development of the Association. Board members are elected at the annual Association's members' meeting for either a one (1), two (2) or three (3) years' term until the end of the next, second or third annual Association's members' meeting after the election. The chair is appointed at the annual Association's members' meeting from among the elected members of the board. Board members, including the chair, may be re-elected.

In the event the chair resigns during his or hers election period, the board shall decide on an interim chair among themselves for the remaining period until the next annual Association's members' meeting.

To form a quorum at least half of the elected board members must participate at a board meeting. Resolutions of the board are taken by simple majority votes, unless otherwise stipulated herein. The chair shall have the casting vote. Voting by proxy is not permitted.

## **§ 16.      *Association's members' meeting***

The Association's members' meeting can be arranged as physical meetings, online, via telephone or video conference.

The annual Association's Members' meeting shall be held within six (6) months from the end of a financial year. Extraordinary Association's Members' meetings shall be held to deal with a specific matter when so requested in writing to the board by a board member, by an auditor or by member(s) representing at least 1/3 of the Association's members. Such request must clearly state the matter(s) for which the Association's Members' meeting is to be summoned. The request must be addressed to the board at the registered address of INTERACT or via email to INTERACT's official email address or, if/when such service is established, via the website.

## **§ 17.      *Voting procedures at members' meetings***

Each member of the Association (not supporting members) that is recorded in the membership register at the day of the meeting is entitled to attend and vote at Association's members' meetings. Each member

of the Association has one (1) vote. A member of the Association is represented at Association's members' meetings through a representative who shall be able at such meeting to verify its authorisation to represent the member. A member of the Association that cannot attend an Association's members' meeting may appoint a proxy among the other members of the Association attending the meeting, to represent the member. This appointment must be validated in a document signed by the legal entity.

The representative of a member of the Association must be a Station Manager relevant to the Association's purpose or an alternate with responsibility for the management of the member's station.

Resolutions of the Association's members' meeting are taken by simple majority votes unless otherwise stipulated herein. Elections are made by applying relative majority, i.e. the individual receiving most votes is elected.

The chair of the board shall be the chair of Association's members' meetings, unless the Association's members' meeting decides otherwise. The chair shall not have a casting vote on the Association's member's meeting.

#### **§ 18.      *Notice to Association's members' meetings***

Notice convening Association's annual members' meetings and extraordinary Association's members' meetings shall be made by e-mail to each Association's member's representative that has supplied its email address to INTERACT. The date of the annual Association's members' meeting shall be announced no earlier than six (6) and no later than four (4) months in advance. Formal notice to Association's members' meetings with the proposed agenda for the meeting including all matters to be dealt with at the meeting shall be issued at least four (4) weeks before the meeting. Any supporting material and other documentation relating to agenda items shall be enclosed to the notice or otherwise be made available to the Association members as instructed in the summoning notice (for example online).

#### **§ 19.      *Matters to be dealt with at the Association annual members' meeting***

The following matters shall be dealt with at the ordinary Association's members' meeting.

1.      Election of chair of the meeting
2.      Preparation and approval of the voting register
3.      Approval of the agenda
4.      Election of one (1) or two (2) persons to approve the minutes
5.      Examination of whether the meeting has been duly convened
6.      Presentation of the annual report and the audit report
7.      Resolutions in respect of:
  - adoption of the profit and loss statement and the balance sheet including allocation of the result as proposed by the board; and
  - discharge from liability of the members of the board of directors and the managing director.
8.      Determination of the number of board members and alternate members and, where applicable, auditors

9. Approval of expenses as and when appropriate to the board members and, where applicable, Association's employees and auditors' fees
10. Election of members of the board of directors and, where applicable, auditors

**§ 20. Auditor**

The Association's members' meeting shall elect one (1) auditor or one (1) registered accounting firms. The auditor is elected for the time until the next annual Association's members' meeting has been held. If INTERACT is not formally required to have an authorized auditor, the Association may instead elect one (1) or two (2) lay auditors or have no auditor.

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Adopted at inaugural member's meeting on 2020-08-19