

SECTION I
NAME, PURPOSES AND FUNCTIONS

Article 1

The name of the Association is Coalition Clean Baltic (hereinafter referred to as 'Association') and this name is abbreviated as CCB.

Article 2

The purpose of the Association is to protect the environment and natural resources of the Baltic Sea for present and future generations.

Article 3

The Association's vision is to reach good ecological conditions of the Baltic Sea, making its marine and terrestrial eco-systems able to maintain and sustain biodiversity and supporting sustainable development in the region.

Article 4

The functions of the Association are:

1. to preserve the unique nature of the Baltic Sea and its coastal zones for future generations,
2. to promote, on a non-profit-making basis, the protection and improvement of the environment and natural resources of the Baltic Sea region,
3. to minimise actual and potential environmental impacts of human activities and promote sustainable development in the Baltic Sea catchment area,
4. to seek opportunities to encourage new and constructive approaches and engaging people to become part of the solution instead of part of the problem,
5. to support its Member Organizations and Observers and facilitate networking and provide a basis for joining efforts and strengthening the Member Organisations' voice in influencing Baltic region environment and development issues,
6. to cooperate with other actors in activities supporting above mentioned goals.

Article 5

The Association aims to reach its goal particularly by the following means:

1. lobbying – the Association creates international public opinion about issues regarding the Baltic Sea, both within and outside the region, participates as a joint lobby organization for the Member Organizations at intergovernmental Baltic Sea fora, and presents joint eNGOs' proposals and demands to decision-makers in the Baltic Sea region and within the EU,
2. information, environmental education and other public activities – the Association gathers, produces and distributes information about environmental problems in the Baltic Sea region and proposes constructive, realistic measures to address them, as well as promotes projects for environmental education and activities to raise public awareness at local or national grassroots level both about environmental protection and the sustainable use of natural resources,
3. concrete cooperation projects in the field – the Association undertakes field projects covering a wide range of issues relevant to environmental protection, nature conservation and sustainable development in the Baltic Sea region,
4. support to Member Organizations and Observers – the Association gathers and distributes information about activities in the Baltic Sea region that are of relevance to its Member Organizations, and supports the national work of its Member Organizations and Observers in a number of other ways, which include organizational and financial support to activities in need of such support,
5. human rights and equality are the basic conditions within the Association's work.

SECTION II
MEMBERSHIP

Article 6

Membership is open only to entities which are willing to abide by the Constitution and decisions made by the Association, and whose own mission and aims are compatible and aligned with those of the Association.

Article 7

The Association consists of Members and Observers. Only Members have voting rights.

Article 8

Only independent from political parties, non-profit, non-governmental organizations (associations and private charitable foundations), which are a legal entity in their own right, registered in at least one country of the Baltic Sea catchment area and established for environmental protection purposes, may be admitted as Members.

Article 9

Besides those organisations according to Article 8, also other institutions may be admitted as Observers. Observers have no voting rights.

Article 10

Candidates for the Association Members and Observers shall support, promote and affirm in their activities democracy, financial transparency, human rights and equality.

Article 11

International organisations with offices in more than one country may only hold one membership, with the other national offices participating in the Association's activities as Observers.

Article 12

Organisations which had the status of Member or Observer prior to the date of adoption of the Constitution as amended will be allowed to retain this Constitution even if all of the criteria mentioned in Article 8 and Article 9 are not met at that particular moment.

Article 13

After receiving a formal application for membership or observership, the Association's Board states its opinion and presents its views together with the request to the General Meeting which takes decision.

Article 14

Members and Observers are obliged to pay an annual fee, the amount of which is proposed by the Board and established by the General Meeting every other year.

Article 15

The voting rights of a Member in connection to the General Meeting will be suspended when the Member has outstanding membership dues for one year. If a Member or an Observer has outstanding membership dues for two or more years, the General Meeting may suspend all the remaining rights of the Member or the Observer concerned.

Article 16

If the Member or the Observer has not paid any of its outstanding membership dues after one year from the suspension of its remaining rights, it will be considered as having withdrawn from the Association.

Article 17

Any Member or Observer of the Association may at any time tender its resignation by sending a registered notification to the Board. Such resignation will become effective only at the end of three months after it was tendered. The membership due for the year of resignation has to be paid.

Article 18

The General Meeting can, on the basis of a recommendation from the Board, decide to expel a Member or an Observer. This decision can be made if the Member or the Observer is found to persist in a policy that is contrary to the aims of the Association as mentioned in Article 2, Article 3 and Article 4, to have breached the Association's

Constitution, by-laws or decisions, or has conducted itself in a manner so as to have caused undue harm to the Association.

Article 19

The expulsion of a Member or an Observer may be pronounced by the General Meeting, by a two-thirds majority vote. The Board has to consider the matter and to inform the Member or the Observer in writing of the reasons behind the expulsion in reasonable time before the date of the General Meeting required to decide on the matter.

SECTION III

BODIES

Article 20

The work of the Association is carried out by:

1. the General Meeting,
2. the Board.

Article 21

The General Meeting and the Board may appoint, if necessary, task units aiming to assist them (e.g. Internal Audit Committee, Election Committee, Working Groups dedicated to the Association's Working Areas).

SECTION IV

GENERAL MEETING

Article 22

The General Meeting is the supreme authority of the Association and shall be composed of delegates representing Members. Each Member Organization shall be represented by one delegate, exercising its voting rights.

Article 23

Delegates representing Members at a General Meeting have to carry a formal, personal letter of attorney, signed by a statutory representative of a Member, in order to exercise its voting right.

Article 24

The Ordinary General Meeting will be held every second year between 1 April and 15 June as determined by the Board.

Article 25

A General Meeting will be held at such a place as is determined by the Board.

Article 26

To consider a specific matter, an Extraordinary General Meeting will be held when the Board considers it necessary or when one has been requested in writing, with a statement of reasons, by at least one third of the Members of the Association. The Board must give a statement of opinion on any matter to be considered at such a meeting.

Article 27

Written notification will be sent to all Members and Observers no later than five weeks before the General Meeting. No later than three weeks before the General Meeting, an agenda will be sent to all Members and Observers, listing the business to be considered at the meeting.

Article 28

Notification of an Extraordinary General Meeting will state the matter giving rise to the meeting.

Article 29

The Ordinary General Meeting will deal with the following business:

1. adoption of the Agenda for the General Meeting,
2. drawing up a list of those entitled to vote,
3. election of two persons to approve the minutes, who will also supervise elections when necessary,
4. the question whether notification has been given of the meeting in accordance with the Constitution,
5. consideration of the annual reports of the Board for the two last financial years,

6. the reports of the Auditor for the two last financial years,
7. adopt the reports and the financial accounts for the two last financial years, the activity period of the Association,
8. the reports of the Working Group Leaders,
9. setting of the annual fee for membership and observership of the Association for the next two financial years,
10. the discharge of the Chairperson and the Board,
11. election of (for a term of two-years):
 - A. the Chairperson of the Board of the Association,
 - B. other Board Members and any Alternates,
 - C. the Vice-Chairpersons of the Board from among the newly elected Board Members,
12. election of an Auditor and Deputy Auditor,
13. amendments to the Constitution of the Association,
14. decisions related to the admission, rescinding of rights and the expulsion of Members and Observers of the Association,
15. the Plan of Action of the Association, including setting and verification of the Priority Areas,
16. appoint committees necessary for the activities of the General Meeting and lay down their terms of reference,
17. determine the location of the Secretariat of the Association according to Article 70,
18. any business referred to the General Meeting by the Board or proposed for discussion by an individual Member or Observer.

Article 30

At an Extraordinary General Meeting, decisions may only be made on business referred to in the notification of the meeting.

Article 31

The minutes will be approved by the Chairperson and two other Members of the Association.

Article 32

At a General Meeting, every Member Organisation that has paid its membership fee for the preceding calendar year, will have one vote.

Article 33

All Observers are entitled to attend and speak at the General Meeting, but not to vote.

Article 34

Voting will be open, except for elections, where a secret ballot will be held if anyone so requests.

Article 35

In the event of a tie, the opinion supported by the Chairperson will prevail; a tied vote election, however, will be decided by lot.

Article 36

If the General Meeting is inquorate, another meeting should be held within one month of the original meeting. If after fifteen minutes that meeting too is inquorate, the number of Members present shall be deemed *quorum*.

SECTION V

BOARD

Article 37

The affairs of the Association will be administered by a Board, consisting of the Chairperson of the Association and one Board Member from each country with a minimum of the representation of two countries.

Article 38

Each country with Member Organisations has one seat in the Board. The aim will be to have Board Members from all countries that have Member Organisations within the Association.

Article 39

Member Organisations in each country will propose one representative from the Association's organisation to be elected Board Member at the General Meeting. If the Member Organisations in one country cannot agree on a common candidate, various candidates may be presented to the General Meeting.

Article 40

A Board Alternate shall be elected for each of the Board Members. Member organisations in each country will propose one representative to be elected Board Alternate at the General Meeting.

Article 41

The role of the Board Alternate is to replace the Board Member whenever he or she cannot attend the Board meeting.

Article 42

The Board of the Association is the highest decision-making body of the Association when a General Meeting is not being held.

Article 43

The Board will represent the Association, watch over its interests and administer its affairs, and decide on behalf of the Association on all matters on which no other provision is made in this Constitution.

Article 44

The Members of the Board shall be liable to the Association only in cases of intent and gross negligence.

Article 45

In particular the Board has the responsibility to:

1. administer the financial affairs of the Association and keep accounts thereof,
2. appoint the Executive Secretary of the Association and establish his or her responsibilities,
3. appoint committees necessary for the activities of the Board and lay down their terms of reference,
4. submit annual reports to the General Meeting, one for each of the two financial years just ended,
5. promote the aims of the Association in accordance with the overall purpose of the Association,
6. see to it that the Member Organisations and Observers are provided with all adequate information,
7. appoint the Working Group Leaders, on the basis of criteria elaborated by the Board,
8. arrange the Association's Annual Conference; for such conferences, all Member and Observer Organisations are to be invited.

Article 46

The Chairperson will convene a Board meeting when he or she considers it necessary or at least one fourth of the Members of the Board requests a meeting. However, meetings must be held at least twice a year.

Article 47

When possible, all full Members of the Board should be summoned to attend the meeting. The elected Board Member will participate in the first place. However, when the elected Board Member is unable to attend the Board meeting, an Alternate should participate instead.

Article 48

Board Member may attend a meeting and participate in Board deliberations and decisions by remote participation if the Member is prevented from physically attending the meeting due to justified reasons. Acceptable means of remote participation include telephone, Internet, or satellite enabled audio or video conferencing, or any other technology that enables the remote participant and all persons present at the meeting location to be clearly audible to one another. A Board Member participating remotely will be considered present at the meeting for purposes of establishing a meeting *quorum* and will be entitled to vote on any action item at the meeting. A Member of the Board who desires to participate in a meeting remotely shall notify the Chairperson at least three days in advance of the meeting so that necessary arrangements can be made. Participation by electronic communication will be noted in the Board minutes.

Article 49

Only one Board Member representative from each country may participate in a Board meeting. In case the Board Member Alternate would like to participate in the Board meeting even if the full Board Member attends the meeting, he or she may participate but at his or her own expense and without being entitled to participate in the voting.

Article 50

If a proposed decision of the Board is concerned with an actual or potential (reasonably foreseeable) conflict of interest, concerned Board Member is not to be counted as participating in the decision-making process for *quorum* or voting purposes. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of Board Members at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or *quorum* purposes.

Article 51

The elected Board Member has the responsibility to provide all relevant information to the Board Alternate.

Article 52

Minutes will be kept of Board meetings and will be verified according to the procedure decided on by the Board.

Article 53

Voting by the Board will be by open ballot or other open voting.

Article 54

The Board may make a decision without convening a meeting if the question is sent to all Board Members (whether by email or mailing) in writing, and an unanimous response is received in writing from Board Members. For decisions made in this way, as a rule, only full Board Members may participate. In the event of her or his absence, a written proxy (letter, fax, e-mail) from the Board Member will permit the Alternate Board Member to vote. Decision making process without convening a meeting shall be filed with the minutes.

SECTION VI

CHAIRPERSON AND VICE-CHAIRPERSONS

Article 55

The Chairperson shall be elected in addition to the other Members of the Board and not representing any country, as well as any Member or Observer of the Association.

Article 56

Member Organisations will propose candidates for the election of a Chairperson and two Vice-Chairpersons of the Association.

Article 57

The Chairperson is a primary representative of the Association, whose duties include calling and chairing all meetings, initiate the decision making process without calling a Board meeting, as described in Article 54, preparing the agendas, representing the official position of the Association to external individuals and groups, delegating responsibilities, and any other duties that the General Meeting might assign.

Article 58

The Vice-Chairpersons shall fulfil the duties assigned by the Chairperson. In case of a vacancy in the Chairperson, the Board will delegate one of the Vice-Chairpersons to assume the duties of the Chairperson until a special election can be held to fill the Chairperson position.

SECTION VII

SECRETARIAT

Article 59

The permanent Secretariat of the Association shall be composed of an Executive Secretary and such technical and administrative staff as may be required for the work of the Association.

Article 60

The Secretariat shall be headed by an Executive Secretary, that shall be the chief technical and administrative officer of the Association.

Article 61

The Executive Secretary shall be *ex-officio* Secretary of the General Meeting and the Board, and shall attend *ex-officio* meetings of this bodies. He or she may delegate these functions.

Article 62

The Executive Secretary shall appoint the staff of the Secretariat in accordance with staff regulations established by the Board. The paramount consideration in the employment of the staff shall be to assure that the efficiency, integrity and internationally representative character of the Secretariat shall be maintained at the highest level. Due regard shall be paid also to the importance of recruiting the staff on as wide a geographical basis as possible.

Article 63

In the performance of their duties, the Executive Secretary and the staff shall not seek or receive instructions from any authority external to the Association. They shall refrain from any action which might reflect on their position as international officers. Each Member of the Association on its part shall respect the exclusively international character of the responsibilities of the Executive Secretary and the staff and not seek to influence them in the discharge of their responsibilities to the Association.

Article 64

The Chairperson of the Association shall be an immediate superior of the Executive Secretary.

SECTION VIII
AUTHORIZATION

Article 65

The following persons are authorized to sign documents for the Association:

1. Chairperson, on his or her own,
2. Executive Secretary, on behalf of the Association, on his or her own,
3. Board Members together with the Chairperson.

Article 66

The following persons are authorized to sign payments for the Association, up to the limit set by the Board:

1. Chairperson, together with the Executive Secretary or staff member of the Secretariat, authorized by the Executive Secretary,
2. Board Members together with the Chairperson,
3. staff member of the Secretariat, authorized by the Executive Secretary, together with the Chairperson or the Executive Secretary.

Article 67

The Board shall decide about persons that are authorized to have access to, retrieve information and prepare signed payments connected to the Association's bank accounts.

Article 68

In order to speak on behalf of the Association and/or to represent the Association at different meetings, conferences or at other occasions a decision is needed from the Chairperson or the Executive Secretary.

SECTION IX
HEADQUARTERS

Article 69

The legal domicile of the Board is Uppsala, Sweden.

Article 70

The Board decides on the location of the permanent Secretariat of the Association. Moving the permanent Secretariat's headquarters to a different country shall, however, require a decision of the General Meeting by a two-thirds majority vote.

SECTION X FINANCES

Article 71

The financial year of the Association will end on 31 December each year.

Article 71

The Annual Report of the Board must be submitted to the Association's Auditors no later than 1 March.

Article 72

The Board's administration of the affairs of the Association, as well as the accounts of the Association will be examined each year by an Auditor appointed for this purpose. A Deputy Auditor will also be appointed. The Auditor must present an audit report no later than 1 April.

SECTION XI LEGAL STATUS

Article 73

The Association is registered in accordance with national law of Sweden, which is the country in which it was founded.

Article 74

The Association shall possess full juridical personality and in particular the capacity to contract, to acquire and dispose of immovable and movable property and to institute legal proceedings.

Article 75

The Association shall establish effective relations and co-operate closely with such other institutions as may be desirable. Any formal agreement entered into with such organisations shall be subject to approval by the Board.

SECTION XII MISCELLANEOUS PROVISIONS

Article 78

The Association will not discriminate against any individual on the basis of race, colour, sex, language, religion, political or other opinion, national or social origin, property, birth or other status such as disability, age, marital and family status, sexual orientation and gender identity, health status, place of residence, economic and social situation. The Association strives towards promoting equality in all the work that is performed within its framework.

Article 79

The working language of the Association is English.

Article 80

Except as otherwise expressly provided in this Constitution all decisions of the Association's Bodies, according to Article 20, shall be taken by a simple majority vote and in the event of a tie, the opinion of the Chairperson will prevail.

Article 81

Except as otherwise expressly provided in this Constitution no vote shall be valid unless a majority of persons entitled to vote of the concerned body are present.

Article 82

Amendments to this Constitution may be made by the General Meeting.

Article 83

Texts of proposed amendments to this Constitution shall be communicated by the Board to Members and Observers at least two months in advance of their consideration by the General Meeting.

Article 84

Decisions on such amendments shall be made by a two-thirds majority of the Members' delegates.

Article 85

The General Meeting may, by a three-quarters majority vote of the delegates, decide to dissolve the Association.

Article 86

If the Association is dissolved or its activities become nationalised or if government measures are taken or regulations issued, the consequences of which are effectively the same, it will be the obligation of the Board as constituted at the time of such dissolution to administer the winding up of the Association.

Article 87

If the Association is dissolved, its assets will in the first instance be used to satisfy any debts or other obligations already made to staff and any funds remaining will be allocated by the Board of the Association, as its final action before dissolution of the Association, to a public interest cause of a similar nature to the kind as described in Article 2, Article 3 and Article 4.

Article 88

Any dispute concerning the interpretation or application of this Constitution shall be settled by negotiation or by a simple majority vote of the General Meeting.