

IAATO Bylaws

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Article I: Foundation, Name, Registration, Headquarters

Section A.

The Association was founded in 1991 by seven Antarctic tour operators: Adventure Network International, Mountain Travel Sobek, Paquet/Ocean Cruise Lines, Salén Lindblad Cruising, Society Expeditions, Travel Dynamics and Zegrahm Expeditions.

Section B.

The name of the Association is "International Association of Antarctica Tour Operators." Henceforth, the abbreviated name "IAATO" will be used.

Section C.

IAATO is registered in Rhode Island, USA.

Section D.

IAATO currently has its headquarters in South Kingstown, Rhode Island, USA.

Article II: Objectives

Section A.

To represent its members to the Antarctic Treaty Parties, the international conservation community, and the public at large.

Section B.

To advocate and promote the practice of safe and environmentally responsible travel to the Antarctic.

Section C.

To circulate and promote the General *Guidelines for Visitors to the Antarctic* as adopted by the Antarctic Treaty Consultative Parties under Resolution 3 (2011) and *Guidance for Those Organising and Conducting Tourism and Non-governmental Activities in the Antarctic*, as adopted by the Antarctic Treaty Consultative Parties under Recommendation XVIII-1 (1994).

Section D.

To advocate and promote operation by the Membership within the parameters of the Antarctic Treaty System, including the Antarctic Treaty and the Protocol on Environmental Protection to the Antarctic Treaty, as well as IMO Conventions and similar international and national laws and agreements.

Section E.

Members subscribe to the principle that their planned activities will have no more than a minor or transitory impact on the Antarctic environment and that their marketing- and PR-related efforts, and those of their travel partners and promotional agencies, will endeavor to manage the expectations of guests regarding the Antarctic experience in a generally agreed manner.

Section F.

To foster cooperation among its members and provide a forum for the international, private-sector travel industry to share expertise, opinions, and best practices.

Section G.

To enhance public awareness and concern for the conservation of the Antarctic environment and its associated ecosystems and to better inform the media, governments and environmental organizations about private-sector travel to these regions.

Section H.

To create a corps of ambassadors for the continued protection of Antarctica through education and the opportunity to experience the continent first hand.

Section I.

To support science in Antarctica through cooperation with National Antarctic Programs, including logistical support and research; and to foster cooperation between private-sector travel and the international scientific community in the Antarctic.

Section J.

To facilitate employment by the Membership of the best qualified staff and field personnel through continued training and education; and to encourage and develop international acceptance of evaluation, certification and accreditation programs for Antarctic personnel.

Article III: Membership

Section A.

The Membership consists of:

- **Operators:** companies who operate travel programs to the Antarctic and/or sub-Antarctic islands* and who have fulfilled the requirements in Article III, Sections B and C, and Article X, as applicable. Until fulfillment of the conditions in Article III, Sections B and C, and Article X, a company's status as an IAATO Operator is **provisional**.
- **Associates:** tour agents/companies who do not operate Antarctic and/or sub-Antarctic tour programs themselves, but book into IAATO Operators' programs, or companies with an interest in supporting Antarctic tourism and IAATO Objectives.

** "The Antarctic and/or sub-Antarctic islands" are, for the purposes of these Bylaws, defined as the Antarctic Continent and Bouvet, Prince Edward, Marion, Crozet, Kerguelen, Campbell, Macquarie, Heard, McDonald, South Georgia and South Sandwich Islands.*

Section B.

Operators and Provisional Operators must:

- Actively support IAATO Objectives and abide by IAATO Bylaws;
- Organize travel programs to the Antarctic and/or sub-Antarctic island at least once every three Antarctic seasons;
- Attend the Annual Meeting at least once within every three consecutive years, unless exempted by the Executive Committee, on the advice of the Membership Committee;
- Complete the required legal process with the appropriate Antarctic Treaty Party or relevant government to obtain authorization or approval to visit Antarctica and/or sub-Antarctic islands and forward electronic copies of these documents, including permission or acknowledgement letters, to the IAATO Secretariat immediately upon receipt. The IAATO Secretariat must receive, at a minimum, the Advance Notification and an Environmental Impact Assessment or equivalent. If the organizer is registered in a country that is not a Party to the Antarctic Treaty or has not implemented the Environmental Protocol, the organizer must submit equivalent documentation to the IAATO Secretariat no

later than 30 days prior to the commencement of the organizer's first program of the season;

- Have been formally accepted by two-thirds of the Operators in good standing;
- Conform to all Operation Procedures as enumerated in Article X, below; and
- Fulfill any other requirements as may be introduced.

Section C.

1. Applications to become an Operator will be considered only at the Annual Meeting:
 - a. These applications must be received by the IAATO Secretariat at least 90 days prior to the meeting;
 - b. A representative of the applicant must be in attendance at the meeting to provide details on planned activities and to respond to questions from the Membership;
 - c. Prior to the meeting, the applicant must successfully complete the most recent relevant IAATO Online Assessment for Expedition Leaders; and
 - d. The application will be voted upon at the meeting, with a positive vote resulting in the company becoming a Provisional Operator or Operator.
2. Provisional Operators are required to carry an IAATO-approved Observer on one trip during the first Antarctic season following acceptance of their application, unless exempted by the Executive Committee, on the advice of the Membership Committee.
3. Provisional Operators are expected to fulfill the conditions in Article III, Sections B and C, and Article X after having successfully operated a program in Antarctica and/or the sub-Antarctic islands. This includes filing the appropriate paperwork, including a complete, unabridged Observer's report (from an Observer unaffiliated to the member being observed) if required, with the IAATO Secretariat.
4. At the first IAATO Annual Meeting after having successfully completed the requirements in points 1-3 above, the Provisional Operator is expected to stand for a vote by Operators in good standing, in order to change the status of the Provisional Operator to Operator, unless exempted by the Executive Committee, on the advice of the Membership Committee.

Section D.

Applications for Associate Membership may be submitted at any time, and these applications may be voted on at any time after submission. Applicants wishing to become an Associate member must successfully complete the most recent relevant IAATO Online Assessment for non-operating members.

Section E.

Membership is non-transferable. If there is any significant change in ownership status, the resulting entity must be thoroughly reviewed by the Membership Committee and Executive Committee and may be required to reapply for

Membership.

Section F.

Members in good standing are those who comply with the IAATO Objectives and Bylaws and are current with annual dues and passenger fees.

Section G.

Members who are not in good standing will be subject to reprimand, probation or expulsion, after review by the Compliance and Dispute Resolution Committee, Executive Committee and Members, according to the Rules of Procedure for Enforcing Compliance.

Section H.

Members are expected to pay annual dues and passenger fees, if applicable, by July 1 of each year. A waiver may be requested by June 15. Agreed late charges will be applied. If a member is not current with annual dues and passenger fees by November 1 of the financial year in which they are due, the member will not be in good standing, initiating a sanction of probation. Additional conditions may be applied, as determined by the Executive Committee.

Section I.

Operators are responsible for ensuring that their charterers, wholesalers, sponsoring organizations or other parties conform to IAATO Objectives and Bylaws, particularly in distributing appropriate materials and conscientiously informing passengers of proper conduct ashore. Operators and are also responsible for ensuring payment of any per passenger fees owed by such charterers, wholesalers, sponsoring organizations, and others.

Section J.

Each category of IAATO membership will be assigned a category-specific logo for their general use. Use of the category-specific IAATO logo in brochures, advertisements or other promotional materials is reserved for Operators and Associates in good standing. The use of the IAATO logo must be accompanied by the following language or a link to the following language, which will be hosted at: iaato.org/logo-use. "Display of IAATO's logo is reserved for members of IAATO in good standing. IAATO does not warrant the suitability of any company's products or services and does not assume any liability for non-performance, negligence or misconduct of any owner, organizer, or operator or other party in connection with travel to Antarctica or use of the IAATO logo." This language, or the link to such language, does not have to appear immediately adjacent to the logo, but should appear conspicuously and legibly on the same page or screen as the logo. Members must also include this language in the legal conditions or disclaimers portion of their websites and any passenger ticket contract displaying the logo.

Section K.

Membership issues in general, changes in member status, and applications to become an Operator, whether from a Provisional Operator, an Associate or from a company previously unaffiliated with IAATO, will be reviewed, and voted on if necessary, at the Annual Meeting.

Section L.

All Members, as a condition of Membership, are to participate in and be bound by the IAATO Rules of Procedure for Enforcing Compliance the IAATO Codes of Conduct relevant to their Activities, as adopted.

Section M.

All Members agree to release IAATO from any claims or causes of action arising out of the investigation of or actions taken as a result of complaints made and considered under the Rules of Procedure for Enforcing Compliance and these Bylaws.

Section N.

All Members and their representatives, as a condition of Membership, are to be bound by the IAATO Antitrust Compliance Admonition, the IAATO Antitrust Guidelines and non-disclosure of extraordinary, sensitive or proprietary matters as determined by the Executive Committee.

Article IV: Organizational Structure

Section A.

The Executive Director:

- Is appointed by and reports to the Executive Committee, which acts on behalf of the Membership.
- Is a paid full-time position with benefits and insurance. Terms of office responsibilities, time requirements and remuneration will be determined by the Executive Committee according to proposed activities and budget.
- Will consult with the Executive Committee in whole or in part, in person or via conference calls, to report on issues, activities and progress, and to determine forthcoming priorities.
- Has roles and responsibilities that include but are not limited to those outlined in the "Secretariat Organizational Structure" in the IAATO Member Handbook and the IAATO Organizational Chart.

Section B.

- In addition to the Executive Director, IAATO is staffed by a number of other professional and administrative personnel. These staff members, together with the Executive Director, constitute the IAATO Secretariat.
- Terms of office, responsibilities, time requirements, remuneration and benefits of these various staff positions are determined by the Executive Committee on advice from the Executive Director.

- Individual roles and responsibilities include but are not limited to those outlined in the "Secretariat Organizational Structure" in the IAATO Member Handbook and the IAATO Organizational Chart.

Section C.

In addition to the Secretariat, committees and working groups, a designated delegate or representative will periodically represent IAATO at various conferences, meetings and other venues where tourism is discussed. These delegates or representatives will work to agreed terms of reference.

Section D.

Individuals with relevant qualifications and who are willing and able to provide guidance and advice to IAATO may be invited by the Executive Committee to sit on an advisory board or working group without compensation.

Article V: Voting and Elections

Section A.

Operators in good standing are eligible to vote and to hold committee positions and other offices.

Section B.

Each qualifying Operator will have one vote.

Section C.

Operators who are unable to attend the Annual or any Extraordinary Meetings may nominate candidates for standing committees and cast written votes on resolutions and nominations for standing committees, provided that ballots are returned to the Secretariat at least one week prior to the meeting.

Section D.

Operators who are not in attendance at the Annual or any Extraordinary Meetings forfeit their voting privileges on impromptu issues that may arise during the meetings. Operators who are not in attendance may not nominate another Operator to vote on their behalf. The Secretariat will solicit resolutions, proposed changes in the Bylaws and other important matters before the meeting.

Section E.

A quorum of eligible Operators is required for any vote. A quorum for IAATO, in accordance with normal business practice, is a majority of those eligible to vote. Any issue voted upon requires a two-thirds majority of the votes cast to pass. Abstentions are not votes and thus are not included in the total count of votes cast for the purpose of determining a two-thirds majority.

Section F.

Annual or Extraordinary Meetings may have two types of vote: open, which is by show of hands, or closed, which is by written ballot.

Section G.

Open ballots include but are not limited to the following:

- Budget and finance issues, including adoption of final profit and loss statement and balance sheets, approval of projected budgets, and approval of expenses greater than the amount indicated in IAATO Bylaws Article VIII, Section E;
- Adoption of working papers;
- Amendments to the IAATO Bylaws;
- Changes in or adoption of Terms of Reference;
- Adoption of proposed new IAATO guidelines;
- Addition of new committees or working groups;
- Actions proposed for committees;
- Recommendations from committees; and
- Venues for the Annual Meeting.

Section H.

Closed ballots include but are not limited to the following:

- Membership, including new members and change of status;
- Issues of incident dispute and resolution; and
- Issues of compliance and reprimand, including probation and expulsion.

The purpose of a closed ballot is to ensure that Operators may cast a candid and honest vote without concern about political or financial recrimination from other companies or individuals. Although individuals or companies being voted upon may be present in order to answer questions from the Membership, any Operator may request that individuals or representatives of members being voted upon be excluded from the room in order to allow a frank and honest discussion by the rest of the Membership prior to the vote. The excluded individuals and representatives have the right to return to the room prior to the vote and to participate in the vote if eligible. Closed ballots will be tallied by two individuals selected by the Chair of the Annual Meeting, and only the numerical results of the vote will be announced.

Section I.

With the exception of the Executive Committee, elections for standing committees, including for the Chair of these committees, may be held at the Annual Meeting or by electronic ballot prior to each annual meeting.

Nominations and elections for the Executive Committee may be held by electronic ballot outside of the Annual Meeting, the need for which will be determined by the Executive Committee. When an Operator is initially elected to the Executive Committee, the term will be for a minimum of three years and that member will not stand for re-election in either Year Two or Year Three of his or her tenure. For new

members of the Executive Committee voted in by electronic ballot outside of the Annual Meeting, that member will stand for a vote at the next Annual Meeting for an initial term of three years.

Elections for individuals standing for the Executive Committee and Chair of the Executive Committee will be by closed vote; elections for individuals standing for all other committees, including the Chairs of these committees, will be by open vote, unless otherwise requested.

At the request of any Operator, individuals standing for election and other representatives of the same Operator as those standing may be excluded from the room in order to allow a frank and honest discussion by the rest of the Membership. The excluded individuals have the right to return to the room prior to the vote and to participate in the vote if eligible.

Closed ballots will be tallied by two individuals selected by the chair of the Annual Meeting. Ballots for elections held outside the Annual Meeting by electronic voting will be tallied by the Secretariat. Only the numerical results of the vote will be announced.

Article VI: Standing Committees and Working Groups

Section A.

An Executive Committee, consisting of Operators, will be elected at the Annual Meeting. The Executive Committee will make decisions on behalf of the Membership, where appropriate, and subject to ratification. The make-up of the committee should reflect as proportionally as possible the geographical distribution and operational activities of the Membership.

Section B.

Additional standing committees, as required to address ongoing issues, to consider long-term policies, and to oversee specific remits for IAATO and its members, will be elected at the Annual Meeting. Only Operators are eligible to serve on the Membership, Finance, Gateway and Compliance and Dispute Resolution committees. Other committees (Field Operations, Marine, Bylaws, Accreditation, and Yacht) welcome Provisional Operators and Associates as members. Each committee will have a Chair. Voting in committee is limited to Operators.

Section C.

Working groups may be established on a temporary basis to investigate, consider, and resolve specific issues as defined and approved by either the Executive Committee or, at the Annual Meeting, the Operators. When the assigned tasks are completed, working groups will be dissolved. If the duties of a working group are determined to be required on a permanent or long-term basis, the working group may be changed into a standing committee. Working groups welcome members of

all levels to participate.

Section D.

All committees and working groups will work to agreed terms of reference.

Article VII: Meetings

Section A.

An Annual Meeting will be held once a year. Extraordinary Meetings may be scheduled as necessary.

Section B.

The Secretariat, in coordination with the Executive Committee, will establish the date and venue of the Annual Meeting and advise the Membership at least 60 days prior to the Meeting. The Operators will vote to determine the location of the Annual Meeting.

Section C.

Attendance at the Annual Meeting is reserved for members in good standing. Members not in good standing may be permitted to participate in some sessions at the discretion and invitation of the Executive Committee. Discussions requiring a vote may be limited only to Operators who are members in good standing.

Operators also have the right to request that discussion of extraordinary issues be limited to Operators who are members in good standing. Non-members interested in attending the Annual Meeting must request the right to attend by contacting the Secretariat. Non-members are limited to attending open sessions. The Membership reserves the right to invite experts or others, as necessary, to attend closed sessions.

Section D.

The Secretariat will coordinate with the Executive Committee to appoint a Meeting Chair, preferably unaffiliated with any Member company. When practicable, this individual should be conversant with Antarctic tourism issues.

Section E.

The Secretariat will coordinate with the Executive Committee to appoint a person or persons to record minutes during the Annual Meeting. The Secretariat will distribute the minutes to the Membership within four months after the Meeting.

Section F.

Members are required to submit agenda items for meetings 60 days in advance of the Meeting. Any agenda item submitted after this deadline may not be able to be included.

Article VIII: Finances

Section A.

The Secretariat will solicit, collect and administer all dues and fees.

Section B.

The Secretariat together with the Executive and Finance Committees will manage finances, make payments within budget constraints and make recommendations regarding the annual budget, to be approved during the Annual Meeting.

Section C.

Dues and fees are non-transferable and non-refundable. Overpayments will be credited to the member's account.

Section D.

A detailed balance sheet and profit and loss statement is available for review by the Membership within four months of the close of the financial year. Detailed decisions on budgets and financial matters will be undertaken by the Finance Committee with presentation to the Membership at the Annual Meeting for review and approval by two-thirds of the Operators in good standing.

Section E.

Unbudgeted purchases or expenses up to 35,000 US Dollars may be approved by the Executive and Finance Committees. Expenses over 35,000 US Dollars need to be approved by two-thirds of the Operators in good standing.

Article IX: Amendments to IAATO Bylaws

Section A.

The Bylaws may be amended by a resolution passed by two-thirds of the Operators in good standing.

Article X: Operational Procedures

Section A.

Operators and their activities can be grouped into the following categories:

1. Organizers of vessels that carry 13-200 passengers and are making landings.
2. Organizers of vessels that carry 201-500 passengers and are making landings.
3. Organizers of vessels making no landings (cruise only). This includes all vessels carrying more than 500 passengers.
4. Organizers of land operations.
5. Organizers of air operations with over-flights only.

6. Organizers of air/cruise operations.
7. Organizers of sailing or motor vessels that carry 12 or fewer passengers.

Section B.

All Operators and Provisional Operators are to comply with the following operational conditions pursuant to the Antarctic Treaty System, including the Antarctic Treaty and the Protocol on Environmental Protection to the Antarctic Treaty, along with IMO Conventions and similar international and national laws and agreements:

- Organizers are expected to maintain their vessels, aircraft, and equipment in suitable condition for safe and effective operation under Antarctic conditions.
- Organizers are expected to have appropriate contingency plans for all aspects of their operations.
- Organizers are expected to hire a sufficient number of expedition staff, at least 75% of whom have previous Antarctic experience, and to recommend strongly that all field staff in their employ take and pass the relevant IAATO online assessment module.
- Organizers are to complete a Post-Visit Site Report upon the completion of each program and submit it to the IAATO Secretariat and the Organizer's National Authority, if applicable.
- Organizers are to submit an End of Season Report to the IAATO Secretariat on completion of their Antarctic season.
- Organizers are to adhere to other obligations as enacted by the Antarctic Treaty System and/or governments of sub-Antarctic islands.

Section C.

Additional Conditions for Vessel Operations

Operators and Provisional Operators who organize tourism activities using vessels are to comply with the following additional operational conditions pursuant to the Antarctic Treaty System, including the Antarctic Treaty and the Protocol on Environmental Protection to the Antarctic Treaty, along with IMO Conventions and similar international and national laws and agreements:

- Organizers of vessels that carry more than 500 passengers are not permitted to make landings.
- Organizers of vessels that make landings are not to have more than 100 visitors ashore at any one site at the same time. Visitors are defined as passengers and crew not assisting with the landing; this excludes expedition guides, leaders, and crew assisting with the landing.
- Organizers of vessels carrying 201-500 passengers are to abide by stringent restrictions on time and place of landing activities.
- Organizers of vessels of any size must coordinate site visits via the IAATO Ship Scheduler and the agreed ship-to-ship communication procedures so that not more than one vessel is at any one site at the same time.
- Organizers who land visitors are to maintain a minimum expedition staff-to-

visitor ratio of 1:20 while ashore.

- Organizers operating vessels that will travel south of 60°S latitude are to have a Captain or appointed Ice Pilot with Antarctic experience suitable for the intended operation. Depending on the intended operation, it may be necessary to have additional relevant Antarctic experience among the bridge officers.
- Organizers are to update the IAATO Vessel Database on a regular basis.
- Organizers are to incorporate into their own operating procedures the IAATO guidelines and operational procedures while operating in the Antarctic and, where appropriate, in the sub-Antarctic islands.

Section D.

Additional Conditions for Aircraft Operations

Operators and Provisional Operators who organize tourism activities using aircraft are to comply with the following additional operational conditions pursuant to the Antarctic Treaty System, including the Antarctic Treaty and the Protocol on Environmental Protection to the Antarctic Treaty, along with similar international and national laws and agreements:

- Organizers are expected to hire a sufficient number of experienced aircraft ground handling staff.
- Organizers are to liaise in advance with National Antarctic Programs if flying in the vicinity of or landing near their stations to so that organizers have made a clear line of communication available.
- Organizers are to incorporate into their own operating procedures the IAATO guidelines and operational procedures relevant to flight activity while operating in the Antarctic.

Section E.

Additional Conditions for Land Operations

Operators and Provisional Operators who organize tourism activities on land are to comply with the following additional operational conditions pursuant to the Antarctic Treaty System, including the Antarctic Treaty and the Protocol on Environmental Protection to the Antarctic Treaty, along with similar international and national laws and agreements:

- Organizers are to provide sufficient supervision and support appropriate to the client's level of experience and training.
- Organizers are expected to investigate whether each expedition has sufficient medical support appropriate for the intended expedition.
- Organizers are to liaise in advance with National Antarctic Programs if operating in the vicinity of their stations so that organizers have made a clear line of communication available.
- Organizers are to incorporate into their own operating procedures the IAATO guidelines and operational procedures relevant to flight and land activities while operating in the Antarctic.