

**CONSORTIUM IN SUPPORT OF THE SPAW PROGRAMME
OF THE CARTAGENA CONVENTION**

BY-LAWS

ARTICLE 1

PURPOSE

1. The purpose of this SPAW Consortium, as an independent alliance, shall be to promote, enhance and support the implementation of the Protocol concerning Specially Protected Areas and Wildlife (SPAW Protocol) of the Convention for the Protection and Development of the Marine Environment of the Wider Caribbean Region (Cartagena Convention).
2. The SPAW Consortium is a coordinated regional platform to encourage best practices, share lessons learned, enhance synergies, and recruit participation from civil society and elsewhere to support the implementation of the SPAW Protocol. The SPAW Consortium shall seek to strengthen the role of non-governmental organisations and civil society in the implementation of the SPAW Protocol by advocating for and optimizing their participation and engagement in the SPAW Programme.

ARTICLE 2

MEMBERSHIP

3. The SPAW Consortium is composed of two categories of membership: (1) organisation, *i.e.* institutions of major groups and stakeholders as defined by the United Nations Environment Programme and (2) individual, *i.e.* individuals with expertise, experience, and interest in advancing the objectives of the SPAW Programme, including unaffiliated individuals/experts.
4. Being a member of the SPAW Consortium does not imply membership in an "organisation" but commitment to the objectives and work of the SPAW Consortium. An appointment letter of membership shall be issued to members.
5. Any institution or individual resident or working in the Wider Caribbean Region that is committed to protecting the quality of the Caribbean Sea with expertise, experience, and interest in advancing the objectives of the SPAW Protocol and its associated programme, can become a member of the SPAW Consortium. Individuals do not represent the positions of an organisation or institution unless otherwise specified and authorized.

6. Potential members should sign and submit a Statement of Commitment to the objectives and obligations of the SPAW Consortium, using the form provided by the SPAW Consortium for that purpose. The Statement of Commitment will be reviewed by the Steering Committee of the SPAW Consortium, and the results of the review will be communicated to the applicant within 30 days of its receipt.
7. The Steering Committee shall gather whatever information it deems necessary to assure itself that the applicant is an institution or individual in good legal standing and can demonstrably advance the goals of the SPAW Consortium. The interested individual or institution may provide a professional/institutional profile, or request an interview, that assists the Steering Committee in its review.
8. The decision of the Steering Committee shall be final.
9. Signatories of the Statement of Commitment recognise and agree to the following broad areas of action:
 - (a) Promotion and development of the Consortium in Support of the SPAW Programme of the Cartagena Convention (SPAW Consortium) and its agenda.
 - (b) Participation in regular meetings of and actively contribute to activities of the SPAW Consortium in a manner that enhances the relevance, synergies, and impact of the SPAW Consortium's efforts, including up-scaling best practices, sharing lessons learned, and identifying emerging issues, joint programming, and partnership opportunities.
 - (c) Collaboration with and/or providing support to the institutions and Contracting Parties implementing the SPAW Programme as appropriate, which could include expertise, capacity building, financial assistance, and knowledge-sharing. The support will focus mainly, but not exclusively, on the biennium workplan of the SPAW Programme and its key thematic areas, such as management of species and ecosystems, and protected areas. Members may also address areas of interest to the conservation of habitats and marine species in the region, in line with the objectives of the Cartagena Convention and its Protocols.
10. Membership of any individual or institution shall terminate upon death of the individual, voluntary termination of membership, dissolution of the institution, or of revocation of membership by the Steering Committee in case of failure by the member to adhere to the by-laws or other relevant guidance approved by the SPAW Consortium.
11. All rights and privileges of a member of the SPAW Consortium shall cease on the termination of membership. Membership shall not be transferable.

ARTICLE 3

COLLABORATORS AND PARTNERSHIPS

12. Institutions and individuals wishing to be associated with the SPAW Consortium in carrying out its purpose, but who do not wish to be full members of the SPAW Consortium, may be approved as Collaborators, provided that such institutions and individuals agree to abide by the By-laws, and other policies, rules and standards of professional conduct established by the SPAW Consortium.
13. Collaborators do not have the rights and privileges of Members of the SPAW Consortium, though they may participate in meetings and initiatives of the SPAW Consortium.
14. The SPAW Consortium may enter into partnerships with other institutions for the furtherance of the purposes of the SPAW Consortium, and any such partnership agreement shall be subject to the by-laws and policies of the SPAW Consortium.

ARTICLE 4

GOVERNANCE STRUCTURE

15. While supporting the implementation of the SPAW Protocol and the Cartagena Convention, and recognising its governance structure, the SPAW Consortium is independent from the institutional framework of the Cartagena Convention. The Consortium does not duplicate work or compete with the roles or mandates of organisations designated as Regional Activity Centres or which are part of the Regional Activity Networks under the Cartagena Convention.

4.1 STEERING COMMITTEE

- (a) The Steering Committee shall be composed of a Coordinator, the Secretary and Heads of sub-committees. The minimum number of Steering Committee members shall be seven (7) and the maximum 11 (eleven). The Steering Committee may establish sub-committees and *ad hoc* working groups as necessary to carry out the work of the SPAW Consortium. Nominees for the Steering Committee shall confirm their willingness to lead sub-committees and possess the appropriate experience within the purview of such sub-committees.
- (b) The Steering Committee shall be elected every two (2) years by consensus among members at the Assembly of Members, giving preference to a rotation system for the lead in coordination of the SPAW Consortium. Where the number of sub-committees is less than four, additional members of the Steering Committee may be elected from SPAW Consortium members in attendance at the Assembly.
- (c) The Steering Committee coordinates the work of the SPAW Consortium.

- (d) The Steering Committee is responsible for convening regular meetings of members, including a "Forum" for open discussions on various issues, preparing documentation as appropriate.
- (e) The Steering Committee is responsible for coordinating awareness and knowledge dissemination about the SPAW Protocol, and developing new relationships that can facilitate the SPAW Consortium's objectives.
- (f) The Steering Committee will coordinate and consolidate, as appropriate, inputs and/or relevant documentation from the SPAW Consortium to the formal technical meetings of the SPAW Protocol and/or Conference of the Parties, with the goal of identifying emerging issues, forecasting risks and opportunities, and facilitating discussions and/or formal integration into the overall SPAW Workplan.
- (g) The Steering Committee will form sub-committees and ad hoc working groups as necessary to ensure its effective functioning and the effective functioning of the SPAW Consortium. Sub-committees and ad hoc working groups will be authorised during the Assembly of Members, with ad hoc working groups used for specific time-limited tasks. SPAW Consortium Members may volunteer for sub-committees and ad hoc working groups and shall be confirmed and appointed by the Steering Committee.
- (h) The Steering Committee will meet regularly in person or virtually, on a basis necessary to ensure proper functioning of the Steering Committee and the SPAW Consortium. A minimum of 15 days' notice for the meetings will be given and seven (7) days for circulation of meeting documents. In the case of in person meetings notice will be at least 60 days. A meeting will be considered quorate when a simple majority of members are present. Each Member is expected to attend at least 75% of all meetings during their tenure on the Steering Committee.
- (i) Meetings of the Steering Committee will be chaired by the Coordinator. However, the role of chair can be delegated to any other Member as agreed by the majority of those present at the meeting.
- (j) The Steering Committee shall strive to achieve consensus on all decisions. Where this is not possible, a simple majority of members present will decide. Where a member of the Steering Committee cannot attend a meeting, that member may designate a Member of the SPAW Consortium to be their representative in that specific meeting. That designation shall be in writing and should be transmitted to the Coordinator by e-mail no less than 48hrs before the start of the meeting. Designation of surrogates cannot be used to negate the requirement for 75% participation in meetings of the Steering Committee.
- (k) Any member of the Steering Committee can call an extraordinary meeting, should this be warranted and be in the interests of the Consortium. Extraordinary meetings require at least seven (7) days prior notice.
- (l) All Members agree to be transparent and to declare any potential or actual conflicts of interest at each meeting.

- (m) On the rare occasion where a decision is needed and a meeting cannot be convened, that decision may be discussed and taken by the Steering Committee using electronic email.

4.2 SECRETARY

- (a) The Secretary shall be a member of the Steering Committee. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Steering Committee, working groups or other Committees of the SPAW Consortium, as appropriate. The Secretary shall supervise the giving of notices as may be proper or necessary, shall supervise the keeping of the minutes of the meetings of the SPAW Consortium, and shall have such other duties and responsibilities as may be prescribed by the Steering Committee or these Bylaws.

4.3 FINANCE COMMITTEE

- (a) The Finance Committee shall be composed of three (3) members of the Steering Committee, one of whom shall be designated as the Treasurer of the SPAW Consortium. The Committee shall have the duty to prepare a budget for recommendation to the Steering Committee. The Committee shall have primary responsibility for development of policies and practices that guide fundraising and fund management on behalf of the Consortium.

4.4 ASSEMBLY OF MEMBERS

- (b) The Assembly is the policy making body of the Consortium, where policies and new initiatives are presented, and members of the Steering Committee are elected (as per 4.1 a).
- (c) The biennial Assembly of Members shall be convened at a date and place in person or virtually, as to be designated by the Steering Committee with at least three (3) months' notice to members.
- (d) The Steering Committee shall be responsible for organisation of the biennial Assembly, including preparation of background and working documents, preparation of meeting reports, and dissemination of reports to all members and stakeholders as appropriate.
- (e) Each Member will be expected to regularly attend meetings of the SPAW Consortium and shall not miss more than 3 (three) consecutive meetings, in which case membership termination may be deemed warranted by the Steering Committee.

- (f) The Assembly of Members will be chaired by the Coordinator. However, this role can be delegated to any member of the Steering Committee.
- (g) The Assembly of Members shall strive to achieve consensus on all decisions. Where this is not possible, a simple majority of members present will decide. Where a Member cannot attend the Assembly of Members, they may designate another Member to exercise its voting rights by proxy. Notices of designated proxies must be provided in writing using a form approved by the Consortium and must be registered with the Coordinator no less than 24hrs before the start of the meeting.
- (h) Until such time that rules and procedures for elections and voting are established, the protocol for voting during the Assembly of Members will be approved at the start of the Assembly by the majority of members in attendance.

ARTICLE 5

TERM AND VACANCIES

16. Each Steering Committee member shall hold office for a term of two (2) years. Steering Committee members may be re-elected to membership.

17. A vacancy shall be deemed to exist in the event that written notice is given by a member or that the actual number of Steering Committee members is less than the authorized number for any reason. Vacancies may be filled by the remaining members for the unexpired portion of the vacant term.

ARTICLE 6

USE OF NAME

18. Members may state on their respective websites, organisational publications, and social media platforms their membership to the SPAW Consortium. Otherwise, the use of the term "SPAW CONSORTIUM" by any other person, group, organisation, association or corporation without express written consent of this SPAW Consortium is prohibited. A working group may not use the name SPAW Consortium without prior approval.

19. An individual or organisation must seek approval of the Steering Committee to issue statements to the public or media in the name of the SPAW Consortium or speak on its behalf.

ARTICLE 7

AMENDMENTS OF THE BY-LAWS

20. The by-laws of the SPAW Consortium may be amended by a two-thirds majority vote of the members at an Assembly of Members meeting. Notice of any amendment shall be given to all members by the Steering Committee at the time notice of the Assembly is circulated.

Adopted on: March 4, 2024