

As approved at the Founding Members of the Steering Committee on 15-16 February 2007

AMPHIBIAN ARK (AArk) CONSTITUTION

The Global Amphibian Assessment of the World Conservation Union (IUCN) revealed in 2005 that one third to one half of the world's 6,000 amphibian species are threatened with extinction, and over 120 already disappeared in recent years. The IUCN has previously urged that "All Critically Endangered and Extinct in the Wild taxa should be subject to *ex situ* management to ensure recovery of wild populations." To prevent the extinction of hundreds of additional species, captive management is required as a stopgap component of an integrated conservation effort, as called for in the Amphibian Conservation Action Plan developed at the Amphibian Summit convened by the IUCN SSC Amphibian Specialist Group (ASG) in 2005. This conservation challenge is one that the *ex situ* community (including zoos, aquariums, botanic gardens, research centers, museums, nature centers, and private breeders) is uniquely capable of addressing.

Therefore, the World Association of Zoos and Aquariums (WAZA), the IUCN SSC Conservation Breeding Specialist Group (CBSG), and the ASG have formed a collaboration to create an Amphibian Ark (AArk) under these articles, under which they and other like-minded organizations mutually promise to fulfill their obligations to develop, promote, and guide short-term *ex situ* management to make possible long-term survival in nature of amphibian taxa for which adequate protection in the wild is not currently feasible. The AArk will coordinate *ex situ* programs implemented by partners around the world, with the first emphasis on programs within the range countries of each species, and with constant attention to our obligation to couple *ex situ* conservation measures with efforts to protect or restore species in their natural habitats.

Article I – Name

The organization shall be called the Amphibian Ark (AArk).

Article II – Purpose

2.1 General Purpose

With a vision of the world's amphibians safe in nature, the AArk is a collaborative initiative working in partnership to ensure the global survival of amphibians – focusing on those that cannot be safeguarded in nature.

2.2 Primary Activities

The AArk will achieve its General Purpose through joint and individual effort of participating Members, including:

- Development of capacity, especially in the range countries of threatened species, for maintaining amphibians in *ex situ* conditions
- Development and support of coordinated programs for maintaining and propagating amphibians in *ex situ* species survival assurance colonies
- Use of *ex situ* activities in coordination with and support of *in situ* conservation actions
- Use of *ex situ* populations to enable and support needed research into amphibian biology, husbandry, threatening processes, and conservation measures
- Propagation of amphibians for use in reintroduction and reinforcement of wild populations
- Communication about individual and joint activities of the Members
- Education about the amphibian species extinction crisis and conservation actions needed

Article III – Participants

3.1 Principal Partners

“Principal Partners” committed to the development and management of the Amphibian Ark (AArk), and to be included among the founding Members of the AArk, are:

IUCN SSC Amphibian Specialist Group (ASG)

IUCN SSC Conservation Breeding Specialist Group (CBSG)

World Association of Zoos and Aquariums (WAZA)

3.2 Membership

- a. Participants in the AArk (“Members”) are organizations or individuals accepted into membership by the Steering Committee, and which shall sign and adhere to the conditions of this Constitution, as they may be amended from time to time.
- b. Members may be any zoological institution, conservation organization, educational institution, research institution, governmental agency, corporate entity, or individual that has a commitment to promoting the conservation of amphibian species through collaborative *ex situ* programs that support the long-term survival of species in the wild.
- c. Founding Members are those organizations that are represented on the initial Steering Committee.
- d. Additional Members may request to join the AArk at any time by written application to the Steering Committee, stating adherence to items 3.2(a), 3.2(b), and 3.3(a), and agreeing to commit resources to the AArk under 3.3(b). New Members will be accepted into membership by a positive vote of at least 2/3s of the Steering Committee.

3.3. Obligations

- a. Each Member shall commit to participation in the AArk for a 3-year period and shall abide by the policies and decisions of the AArk Steering Committee.

- b. Each Member shall provide its share of resources to support the activities of the AArk as determined by the Steering Committee.

3.4. Limitations

No part of the revenues of the AArk shall inure to the personal benefit of any Member of the AArk or to its representatives. Notwithstanding the above, upon approval of the Steering Committee or bodies authorized by the Steering Committee, employees of AArk Members may be fairly compensated for such services as they may render the AArk program, and the AArk may reimburse Members for the value of services or material assets provided to the AArk.

Article IV – Representation and Governance

4.1. Representatives

Each Member shall name a Representative to the AArk, who will be the Member's contact for all AArk communications.

4.2 Steering Committee

- a. A Steering Committee shall be the executive body of the AArk and shall conduct the business of the group, including negotiations and relationships with Members, other partners or conservation organizations, governments, and other bodies. In official relationships and while conducting business with outside organizations, the Steering Committee will deal through its Chair or properly appointed delegate(s).
- b. The charter members of the Steering Committee consist of a representative designated by each Principal Partner (ASG, CBSG, and WAZA), and a representative that may be designated by each regional or national zoo association not encompassed within a geographically broader or parent association (excepting WAZA) and which chooses to become a founding Member of the AArk in accordance with these Articles. The associations being invited to be founding Members with representation on the Steering Committee are: European Association of Zoos and Aquariums (EAZA), Association of Zoos and Aquariums (AZA), Australasian Regional Association of Zoological Parks and Aquariums (ARAZPA), Latin American Zoo and Aquarium Association (ALPZA), Mesoamerican & Caribbean Zoo & Aquaria Association (AMACZOOA), African Association of Zoological Gardens and Aquaria (PAAZAB), South Asian Zoo Association for Regional Cooperation (SAZARC), South East Asian Zoo Association (SEAZA), Japanese Association of Zoos and Aquariums (JAZA), CAZG (Chinese Association of Zoos and Aquariums), CAZA (Canadian Association of Zoos and Aquariums), and Eurasian Regional Association of Zoos and Aquariums (EARAZA).
- c. In order to provide further expertise or representation of organizations or partnerships, the Executive Committee may at any time nominate additional individuals or organizations to designate representatives to serve on the Steering Committee. New members of the Steering Committee must be approved by a two-thirds vote of the Steering Committee.

- d. The terms of Steering Committee members chosen to represent founding Members are indefinite, and the Member organization may designate a replacement for their appointment to the Steering Committee in the case of a retirement or other vacancy. If a Member that has a designated representative on the Steering Committee terminates its membership in the AArk, then the term of their representative on the Steering Committee will end at the same time. The term for any additional Steering Committee members who are not representing founding Members will be for three years.

4.3 Executive Committee

- a. The Executive Committee will consist of the three individuals who are designated to represent the Principal Partners (ASG, CBSG, and WAZA) on the Steering Committee, plus up to two others to be chosen from the Steering Committee by the Principal Partners.
- b. The terms of any Executive Committee members other than those representing the Principal Partners will be for one year, but an individual may be reappointed for any number of terms.
- c. The Executive Committee is empowered to conduct the regular business of the AArk, including hiring and termination of staff; receiving and disbursing funds for AArk operations and in support of projects of Members or others that further the goals of the AArk, in accordance with the agreement and budget; and representing the AArk to external parties.
- d. The Executive Committee may meet and conduct business by conference telephone, electronic mail, or facsimile.
- e. The Executive Committee may carry out their duties through the hiring and supervision of staff, either employed directly by the AArk or through an agreement with a Member organization. The Executive Committee may delegate to AArk staff the authority to manage and implement AArk activities.

4.4 Chair

- a. Annually, the Executive Committee will select a Chair from among the Executive Committee to serve for that year as Chair of the Executive Committee and of the Steering Committee.
- b. The Chair shall direct all work related to coordination AArk activities, implementation of programs, and functioning of the AArk organization.
- c. The Chair will be responsible for reporting to the Steering Committee at least once every 3 months on the activities and budget of the AArk.

Article V – Other Committees and Officers

5.1 Advisory Committees

- a. The Steering Committee may create Advisory Committees to provide guidance to the AArk Steering Committee and Members on issues, topics, or disciplines of concern.

- These may include Advisory Committees for such areas as Veterinary Science, Ethics, Legal Matters, Reintroductions, Gene Banking, Fund-raising, or others as deemed useful.
- b. The Steering Committee will appoint the Chair for any Advisory Committee created, will designate which Steering Committee members will serve on the Advisory Committee, will identify how other members of the Advisory Committee are to be selected, and will determine the frequency and method of reporting from the Advisory Committee to the Steering Committee.
 - c. Advisory Committees will determine their own methods for operating, including the frequency and type of meetings.
 - d. The Steering Committee may provide funds for the functioning of Advisory Committees through the budget.
 - e. The Steering Committee may at any time dissolve an Advisory Committee.

5.2 Officers

In addition to the position of the Chair (defined in article 4.4), the Steering Committee may establish positions for any officers that it deems necessary to facilitate the work of the Steering Committee and the AArk. The Steering Committee may assign any responsibilities and authority not specifically assigned to the Chair or the Executive Committee to officers of the Steering Committee or employees of the AArk.

Article VI – Finances

6.1 Budget

The budget will be formulated by the Executive Committee based on the projects and plans approved by the Steering Committee. The Chair will submit the budget to the Steering Committee for approval by a majority of its members.

6.2 Financial Management

The Principal Partner organizations are authorized to hold and manage the funds of the AArk. Each organization holding funds for the AArk shall:

- be empowered to receive funds designated for AArk operations and activities
- expend those funds to support AArk operations and activities in accordance with the approved budget and under the direction of the Executive Committee or its designees
- maintain all AArk funds in restricted account(s), clearly distinguished from any and all other accounts maintained by the organization
- provide to the Executive Committee on a monthly basis an accounting of all funds received, all expenditures, and current balance of AArk funds
- submit annually to an audit by an independent auditing firm of all accounts related to AArk finances, independently or as part of an overall audit of the organization finances. The audits shall be provided to the AArk Steering Committee.

Article VII – Meetings and Reporting

7.1 Steering Committee Meetings

The Steering Committee shall meet at least once annually and will consider all programs, plans, and expenditures. Thirty days notice of the time and place of such meeting shall be sent to each Member by mail, electronic mail, or facsimile. Fifty percent of the Steering Committee members shall constitute a quorum to conduct business. The Steering Committee may conduct business by conference telephone and consider information distributed by mail, electronic mail, and facsimile. Minutes of the meetings shall be mailed to all Member representatives.

7.2 Special Meetings

Special meeting of the Members for any purpose may be called by the Executive Committee or the Steering Committee. Thirty days notice of the time and place of such meeting shall be sent to each Member by mail, electronic mail, or facsimile.

7.3 Reporting to the Steering Committee

The Chair is responsible for providing on a quarterly basis reports of the programmatic and financial activities. These quarterly reports are to be distributed to all members of the Steering Committee.

7.4 Annual Report

The Executive Committee will prepare an Annual Report that includes a summary of the activities of the AArk, a listing of projects of partner organizations supported by the AArk, and a report of income and expenditures. The Annual Report will be distributed to all AArk Members and to all Steering Committee members, and will be made publicly available.

Article VIII – Ownership and Management of Animals

8.1 Ownership of Animals

The AArk does not own animals. It may set policy or make recommendations to its Members regarding acquisition, ownership, or disposition of animals. It encourages ownership, custodial, and management arrangements that maximize the conservation value of animals, follows all applicable IUCN policies and guidelines (including the IUCN Technical Guidelines on the Management of *Ex Situ* Populations for Conservation), meets obligations under the Convention on Biological Diversity, and respects the rights and interests of the countries of origin. All animals held and managed by AArk Members must be acquired and maintained in accord with all applicable laws and international conventions, including the Convention on International Trade in Endangered Species.

8.2 Management of Animals

The breeding, research, and other animal programs associated with the AArk will be managed by the participating Members. The AArk Steering Committee may set policies or provide guidelines related to the use of animals, the conducting of research or breeding programs, the exchange of animals or other resources among Members or to or from external parties, and the reporting and sharing of information about animals in AArk programs. In the management of animals, the AArk and its members will operate in conformity with the highest standards with respect to ethics, environmental impacts, and management of risks of disease or accidental release of organisms. AArk Members agree to abide by the policies and to seek to conform to the guidelines set by the Steering Committee.

Article IX – Withdrawal or Revocation of Membership

9.1 Withdrawal

A Member may withdraw from participation in the AArk by providing notification in writing from the Director or CEO who signed the initial membership agreement, or his or her successor, to the Executive Committee. A Member that withdraws forfeits all rights and privileges under this agreement, all invested time, materials, and monies owned by the AArk, and all rights to claim participation or membership in the AArk.

9.2 Revocation

Membership in the AArk may be revoked at any time by a vote of three-fourths of the Steering Committee declaring that the Member's actions are not in support of the goals of the AArk, or that the Member no longer provides an acceptable level of resources (be they financial, expertise, facilities, or otherwise) to the AArk initiative.

Article X – Amendment

This Constitution may be revised or amended by a vote of at least two-thirds of the Steering Committee. Such a vote may be obtained by mail or telephone conference.

Article XI – Termination

11.1 Event of Termination

The AArk may be terminated at any time by a vote of two-thirds of the Steering Committee.

11.2 Conclusion of Affairs

Upon termination of the AArk, the Steering Committee shall wind up the affairs of the AArk so as to satisfy or provide for all obligations of the AArk from its available funds.

11.3 Distribution of AArk Property

After all debts, liabilities, and obligations of the AArk have been satisfied or provided for, the AArk may distribute the remaining property to a qualified successor organization consistent with the purposes of the AArk.

The _____
(Institution, Organization, or Individual)

hereby declares its desire to become a member of the Amphibian Ark,
agrees to work toward the Purpose of the Amphibian Ark,
agrees to adhere to the conditions of the Constitution,
and agrees to abide by the policies and decisions of the Steering Committee,
until its membership in the Amphibian Ark is withdrawn or revoked according to the provisions
of the Constitution.

Signed: _____
(Director, CEO, or other authorized official)

Name: _____

Title: _____

Dated: _____