

# Articles of Association for International Gas Union

*(As approved by the IGU Council in Kuala Lumpur, Malaysia on 18.09.2002, the Council in Gyeongju, Republic of Korea 24.09.2008 and the Council in Buenos Aires on 5.10.2009. The final wording of Articles 11,10 and 12 will be confirmed by the Council during the 2009-2012 Triennium.)*

## **Article 1 - Name, Law and Registered Office**

1. The International Gas Union, hereinafter called the IGU, is an association governed by the present Articles of Association and, with respect to what is not herein specified, by the provisions of articles 60 et seq. of the Swiss Civil Code. Its name in French is "Union Internationale de l'Industrie du Gaz" (UIIG).
2. The IGU is an international non-profit organisation.
3. The IGU is registered in Vevey, Switzerland.

## **Article 2 - Purpose**

1. The IGU is a worldwide organisation whose purpose is to promote the technical and economic progress of the gas industry.
2. The IGU establishes a working organisation which studies and promotes the developments in all the fields of the gas industry. It organises periodic international conferences, co-operates with other international organisations concerned with energy, stimulates the exchange of information and cultivates co-operative relations amongst its members.

## **Article 3 - World Gas Conference**

1. In accordance with article 2, the IGU shall convene, every three years, a World Gas Conference (WGC). The organisation of the WGC shall be undertaken by the Charter member to which the President of the IGU belongs, based on a contract entered into with IGU setting out the rights and obligations of the parties, including a possible royalty to be paid by the Charter member to IGU.

2. The President may establish a National Organizing Committee (NOC) for the WGC during his triennium according to the structure of the Membership involved.
3. The WGC is prepared by the President who is assisted by the Coordination Committee (CC), the NOC, if any, and the Secretary General. Its concept must be approved by the Council approximately 18 months prior to the opening date.
4. Substantive suggestions by Members for the Conference programme must be made to the President within the same time limit.
5. As an exemption from Articles 3,1 – 3,3 an application to take over the Presidency and host the World Gas Conference may be presented by two Charter members jointly, whereby one Charter member will take responsibility for the Presidency and the other will take responsibility for hosting the World Gas Conference.

#### **Article 4 - Membership**

- 1) The gas industry of a country, or, on an exceptional basis, of a geographical area, is represented by one Charter member considered to be the most representative Gas entity (normally an Association, but also Company or Gas department of Energy Companies and the like) of this country or area.

Charter members have voting rights in all IGU bodies.

- 2) Any other gas entity can become an Associate member of the IGU, if it is capable of and willing to contribute to the development of the gas industry by its active participation in the IGU. Furthermore, it or its members, must own physical and/or commercial assets related either to the exploration & production, storage, transmission, distribution or trading/marketing of natural gas. The assets must appear in official and audited accounts.

However, a gas entity can only become an Associate member if there are less than nine Associate members from the country in which it is registered.

The Executive Committee will evaluate whether the above conditions are met, in which case the application will be submitted to the Council for final decision.

- 3) Associate members are entitled to:
  - a) participate in Council meetings with speaking- but no voting rights;
  - b) nominate representatives to the IGU Committees; and
  - c) nominate among the Associate members a maximum of five representatives from different countries to the Executive Committee. These representatives have speaking and voting rights

However, if the number of Associate members of the IGU is between 6 - 20, they

can only nominate three representatives from different countries, and if the number is between 1 - 5, only one representative can be nominated.

- 4) At the Council meeting in its third membership year an Associate member is eligible to become a Charter member, provided it is the only Member from its country. If the country is already represented by a Charter member the said Associate member can continue as an Associate member or decide to make a challenge for Charter membership, in which case paragraph 5 below applies.
- 5) If an Associate member challenges a Charter member claiming now to be the most representative entity of its country, this Associate member must in writing at least six months before an Executive Committee meeting inform the Secretary General of the reasons and arguments behind such challenge.

The Charter member in question will be asked its opinion.

The Executive Committee considers the issue and recommends a decision to the Council.

If the challenge is substantiated and accepted by the Council, the former Charter member may continue as an Associate member.

- 6) In dealing with national membership issues IGU will not interfere unreasonably with such national issues.
- 7) Each Charter or Associate member may resign from IGU at the end of a calendar year having given six months prior notice. Resigning members have no claim on IGU's assets.
- 8) The Council is empowered to revoke IGU Membership of a Member, which either is no longer qualified in accordance with paragraphs 1 or 2 or has failed to pay the membership fee for two years.

## **Article 5 – Organisation**

1. The Work of the IGU is undertaken by :
  - a. The Council
  - b. The President
  - c. The Management Team (MT)
  - d. The Executive Committee (EXC)
  - e. The Coordination Committee (CC)
  - f. The IGU Committees (WOC/PGC)
  - g. The Secretary General
  - h. Task Forces,
  - i. Regional Coordinators, and
  - j. Delegates of IGU.
2. The President, the Vice President, the Immediate Past President, the CC Chair, the CC Vice Chair and the Secretary General form the Management Team (MT) and are Officers of the Union.
3. All the above functions and activities are non-paid positions.

## **Article 6 – Languages**

1. The official languages of IGU are English and French  
However, English is the working language for the Union's activities, proceedings and publications with the following exceptions:
  - If at least three Charter members so demand translation into French at a Council meeting shall be provided.
  - Headline conclusions from meetings in the Executive Committee and the Council shall be issued in both official languages.
  - Other documents of general importance may be translated into French if at least three Charter members so require.
2. The language of the country in which the World Gas Conference takes place may also be used for conference purposes, but must always be translated into the working language of the IGU.
3. In case of any litigation, the English version of the present Articles of Association shall be binding.

## Article 7 - Council

1. The Council is the main ruling body of the IGU. It determines the Vision and Mission of the IGU, encourages, promotes and controls the activities and ensures that the necessary means are available.
2. Each Member is represented in the Council by one delegate.
3. Each Charter Member, as defined in article 4, represented at a Council meeting is allowed one vote. Ordinary decisions are taken by vote of the Charter Members present.

Voting in the Council shall be either by a show of hands or by secret ballot, according to the decision of the President. A secret ballot is required if demanded by six or more Charter Members.

In the event of a tie, the President may exercise a casting vote.

Voting by proxy to another Charter Member is not permissible.

4. The Honorary Officers, as defined in article 15, an additional representative of each Charter Member, one representative from each Associate Member and the members of the Coordination Committee are entitled to attend all Council Meetings. In addition, the President may invite guests to the Council Meetings for particular purposes. All these persons may attend the Council Meetings without voting rights.
5. Upon proposal/recommendation from the Executive Committee the Council shall elect from among the Charter Members, according to article 8, one President and one Vice President for each triennium.  
The Council shall elect from among the Charter Members, according to article 13, the Secretary General and the Deputy Secretary General.  
The Council shall appoint the person or persons who, under their individual or collective signatures, may undertake any necessary legal or financial functions on behalf of the IGU, and shall define the powers which it accords to them.
6. Upon proposal/recommendation from the Executive Committee the Council rules on questions concerning membership.
7. Upon proposal/recommendation from the Executive Committee the Council shall entrust the Chair position of each IGU Committee by rotation to the interested Charter Members, for a non-renewable period of three years (from one World Gas Conference to the next).  
As a rule, this appointment should be made approx. 9 months in advance of the respective triennium.

The Council shall in the same way entrust the Vice Chair position of each Committee for the same triennium by rotation to the interested Charter Members for a period of three years.

The Chair position and Vice Chair position for a specific Committee cannot be entrusted to the same Charter Member in the same triennium.

8. The Council meets at least once a year, upon being convened by the President or upon request of at least 10 Charter Members. The convening notice shall be accompanied by a detailed agenda and shall be dispatched at least four weeks before the meeting.

If expedient decisions are deemed necessary concerning issues about Membership and other matters important to the IGU, the President may convene an electronic session of the Council to debate and decide on such matters.

The convening notice and the Agenda shall be dispatched one week before the Meeting is opened. Council members then have two weeks to deal with the issues on the Agenda. The President will close the meeting by announcing the decisions taken by the Council.

9. The Council approves each year the accounts and budget of the IGU.

#### **Article 8 - President *and* Management Team**

1. The Council shall, in accordance with Article 7,5 elect the President of IGU for a term of office of three years which shall end upon the closing of the World Gas Conference of the respective triennium. As Immediate Past President, he/she will remain an officer of IGU for the next following triennium.
2. The President shall preside at the meetings of the Council and the Executive Committee. The President shall supervise the activities of the *IGU* and represent the IGU when required.
3. The President shall preside the Management Team (MT), meetings.

MT convenes in order to:

- Prepare the meetings in the Executive Committee and the Council,
- Propose Strategic Guidelines
- Propose the Triennial Work Programme (TWP)
- Decide on proposals from the Work Group for Sustainable Development, established in accordance with Article 11,10
- Establish Task Forces for special topics not foreseen in the Triennial Work Programme, and
- Guide the President in matters of principle

The President reports to the Executive Committee on the general activities of the Management Team.

The Management Team meets at least twice a year.

The composition of the Management Team is stipulated in Article 5,2.

4. The Council shall upon proposal of a Charter Member elect a Vice President for each triennium belonging to a different Charter Member than that of the President. The Vice President will act as deputy for the President when necessary and is to be considered for the position of IGU President for the next triennium.
5. The terms of office of the President and the Vice President are not renewable. In case of the resignation or death of the President or the Vice President, the person elected in his/her stead must belong to the same Charter Member and conclude the current triennium.

### **Article 9 - Executive Committee (EXC)**

1. The Council shall appoint every three years, from among Members, an Executive Committee consisting of:
  - the President in office,
  - the Vice President in office,
  - the Immediate Past President,
  - the Chair and the Vice Chair of the Coordination Committee,
  - a representative from each Charter Member, being responsible for an IGU Committee,
  - up to five representatives, nominated by the group of Associate members, in accordance with the procedure mentioned in Articles 4,2 and 4,3 above.
  - six representatives, nominated from different Charter members not already represented as described above on the Executive Committee, and where the Charter members have informed the President that their candidates are able and willing to accept such a responsibility.
  - If Article 12, 4 applies, the representatives acting as Regional Coordinators in accordance with Article 12.

The Secretary General is Secretary of the meetings. The Chair and the Vice Chair of the Coordination Committee may participate in the meetings without voting rights.

2. In the case of the resignation or death of a member of the Executive Committee, the person elected in his/her stead must belong to the same Member. His/her term of office shall end on the date upon which the term of office of his/her predecessor would have ended.
3. The meetings of the Executive Committee shall be called by the President at least twice a year. Meetings may be called upon request of at least one third of the members.
4. The Executive Committee governs the IGU in accordance with the aims and means fixed by the Council and represents the interests of the IGU in all matters.

5. The Executive Committee shall appoint the Chairs and Vice Chairs for the *IGU* Committees in accordance with the provisions in Article 12,2 below.

The Executive Committee may appoint Task Forces upon proposal of the Management Team or the Coordination Committee, such Task Forces to solve specific tasks and always with a limited duration.

The Executive Committee shall appoint Delegates of IGU when special circumstances arise.

6. The Executive Committee shall approve the Strategic Guidelines and the Triennial Work programme, including the individual IGU Committees and their field of work. All such decisions are communicated to the Council

7. The Executive Committee shall approve changes in the IGU objectives, co-sponsorships as well as the organisation of symposia, seminars and workshops by the Committees.

8. The Executive Committee shall submit to the Council:
- the annual statement of accounts,
  - the budget and the proposed amount of membership fees,
  
  - proposals for date and venue of the World Gas Conference,
  - proposals for amendments of the Articles of Association,
  - proposals for changes in the IGU Vision and Mission,
  - proposals of candidates for election as President, Vice President, Secretary General and Deputy Secretary General
  
  - proposals of the Charter members to be entrusted with Chair position or Vice Chair position of the IGU Committees

and it reports on its general activities to the Council.

9. Decisions of the Executive Committee are taken in an open vote upon approval by a simple majority of the Members present. In case of a tie, the President has a casting vote. Votes by secret ballot may be used at the President's discretion or upon the request of at least six Members. In exceptional circumstances, Members of the Executive Committee may nominate substitutes belonging to the same Charter Member to participate in the Executive Committee meetings with voting right. Otherwise, voting by proxy is not permissible.

## **Article 10 - Coordination Committee (CC)**

The Council shall confirm for every triennium a Coordination Committee (CC) consisting of:

- the CC Chair nominated by the President for the respective triennium,
- the CC Vice Chair nominated by the Vice President for the respective triennium,
- the CC Secretary nominated by the CC Chair for the respective triennium,
- the Chairs of the IGU Committees,

The Secretary General attends the meetings.

The IGU officers not mentioned above may participate in the meetings.

The Coordination Committee shall:

- Prepare the Programme for the next World Gas Conference,
- Prepare the Triennial Work Programme (TWP)
- Maintain overall responsibility for the IGU Committees.
- Monitor the development in the Gas industry through the Committees,
- Co-ordinate activities between Committees, and
- Advise and assist the Management Team, the Executive Committee and the Council, where appropriate.

The Coordination Committee meets when convened by its Chair.

Decisions of the Coordination Committee shall be taken upon approval by a simple majority of the Members present. In case of a tie, the Chair has a casting vote.

## **Article 11 - IGU Committees, Task Forces and Delegates.**

1. The Executive Committee shall appoint the IGU Committees and define their fields of work in such a way that, taken together, they cover all the current scope of work of the IGU
2. The Charter Members entrusted with Chair positions and Vice Chair positions in accordance with Article 7,7 shall submit their nomination for a qualified Chair respectively a qualified Vice Chair to the Secretary General within one month after the decision of the Council.  
The necessary qualifications comprise
  - Management- and professional skills
  - Skills in the working language of IGU, and
  - International experience
3. The secretariat of each Committee is entrusted to the Charter Member entrusted with the Chair position of the Committee in question.

4. The Vice Chairs, elected by the Executive Committee according to Article 9,5 are eligible to become Chairs at the start of the next triennium, subject to decision by the Executive Committee in accordance with Articles 9,5 and 12,2.
5. All IGU members are encouraged to nominate Representatives to the IGU Committees, who are willing and able to participate directly and actively in the work. Nomination of corresponding members is possible
6. For a given Triennium the work of the Committees as well as Task Forces is described in the Triennial Work Programme (TWP), prepared by the Coordination Committee, endorsed by the Management Team and approved by the Executive Committee.

The Triennial Work Programme consists of 3 sections:

- the description of the organisation of Committees, Task Forces and groups
- the rules and procedures for the same, and
- the work Programme for each of the Committees, Task Forces and groups.

7. Task Forces, and Delegates of IGU may be appointed by the Management Team or the Executive Committee, depending on the urgency, when the necessity of special work or liaison activities arise.
8. The IGU Committees may ask the Chair of the Coordination Committee for approval to organise symposia, seminars and workshops on topics of special interest.
9. Requests by Members for the study of specific problems will be directed to the President. After consulting the Coordination Committee, the Management Team may charge a Committee or in case of need set up a specific Task Force to undertake such studies.
10. At the beginning of a Triennium a Work Group for Sustainable Development (SD Work Group) is established.

The SD Work Group considers actions to be taken by the Union towards the Public, international organizations and other stakeholders, promoting natural gas as part of a sustainable development.

The SD Work Group consists of the Secretary General (Chair), the Chair of the Coordination Committee, the Chair of the IGU Committee responsible for Climate change issues and between two and four additional members to be appointed by the Management Team of which at least two shall be members of the Executive Committee.

The SD Work Group reports to the President.

## **Article 12 – Regional Coordinators**

1. At the beginning of a Triennium the Executive Committee appoints upon proposal from the Management Team four to eight Regional Coordinators among the members of the Executive Committee for the duration of the Triennium

2. The Regional Coordinators will:

- monitor the developments in their respective regions
- advise the President and the Secretariat on presentations in the regions
- represent and promote the Union in their respective regions.
- contribute to the development of the TWP
- advice on content of external statements of the union

A more detailed description of the tasks of the Regional Coordinators may be proposed by the Management Team and approved by the Executive Committee

3. The Regional Coordinators report to the Executive Committee

4. Should the expected Regional Coordinators not be available within the membership of the Executive Committee, the Secretariat will assist in finding suitable candidates among the general membership. Regional Coordinators appointed in such way will attend the meetings of the Executive Committee with voting rights.

### **Article 13 - Secretary General, Headquarters**

1. Upon the motion of the Executive Committee, the Council shall elect a Secretary General from a Charter Member and shall entrust to that body the secretariat of the Union.  
The appointment shall be made for a minimum period of six years, but may be extended, at the discretion of the Council, for an additional period not exceeding three years. The appointment may be terminated at any time by either party giving six months' notice to the other.
2. When the term of office of the Secretary General nears its end, the Council may upon the motion of the Executive Committee elect a Deputy Secretary General from a Charter Member other than that of the Secretary General.
3. The Secretary General and the Deputy Secretary General shall be known to the Council. They shall be suitably qualified persons, preferably with technical qualifications, who have had experience in the handling of IGU and its Committees and who are fluent in the working language of IGU (English) and have sufficient knowledge of the other official language (French).
4. The Secretary General shall attend, in a consultative capacity, all meetings of the Council, the Executive Committee and the Coordination Committee and shall ensure that the business of the IGU is conducted in accordance with the Articles of Association and the directions of the President, Council and Executive Committee. He/she may attend other meetings of IGU bodies.
5. Headquarters of the IGU shall be at the office of the Secretary General. It need not be identical with the legal registered office of IGU according to article 1.

### **Article 14 - Resources, Financial Management**

1. The IGU is a non-profit organisation. The annual membership fees for all members shall be calculated to cover the operating costs and to provide an adequate reserve.
2. The Secretary General shall submit to the Executive Committee for each year the Income Expenditure Accounts, the Balance Sheet and the Budget, including proposals for the membership fee.
3. The Secretary General shall cause the yearly accounts to be audited by properly qualified and registered Auditors.

### **Article 15 - Honorary Officers**

1. To pay honour to a person who has rendered particular service to the IGU and/or to the gas industry, the Council may confer upon him/her the title of Honorary President, Honorary Secretary General or Honorary Member. Honorary Officers have the right to attend the Council Meetings.
2. The Council may award to deserving persons the IGU Diploma in recognition of services rendered.

### **Article 16 - Amendment of the Articles of Association**

The Articles of Association may be amended at a regularly convened meeting of the Council, at which at least one-half of the Charter Members are present.

In case such a quorum is not achieved at the first meeting, a decision on the same proposal may be taken at the next Council Meeting even if the above-mentioned quorum is not attained.

In any case, the approval of at least three quarters of the Charter Members present at the Council Meeting is required.

### **Article 17 - Duration and Dissolution of the IGU**

1. The IGU is established for an indefinite period.
2. A dissolution of the IGU may be decided upon at a regularly convened meeting of the Council at which at least three quarters of the Charter Members are present. In case such a quorum is not achieved in the first meeting, a decision on the same proposal may be taken not less than four weeks later at a new Council Meeting even if the above-mentioned quorum is not attained. In any case, the approval of at least three quarters of the Charter Members present at the Council Meeting is required.
3. In the event of dissolution of the IGU, the IGU's assets as per the liquidation balance sheet shall be divided among the Charter Members in proportion to their subscriptions during the previous six years.