

TERMS OF REFERENCE

FOR THE

INTERNATIONAL ENERGY CONSULTANTS ORGANISATION (IECO)

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TERMS OF REFERENCE

- I The name of this organisation shall be the “**INTERNATIONAL ENERGY CONSULTANTS ORGANISATION**” (IECO) and those participating in the Organisation shall be referred to as **MEMBERS**.
- II IECO wishes to promote a unified approach to consultancy practice as applied to geoscience, survey and HSE projects with a view to enhancing the value of Consultants in the Energy sector of industry. In this respect, the following objectives have been established:-
 - a) To foster and promote the highest professional, business and ethical standards and to develop guidelines and disseminate information (where appropriate) to assist Members in implementing these standards.
 - b) To provide a forum where the special interests of geoscience, survey and HSE Consultants in the Energy industry can be discussed and to promote the interests of Members within that industry.
 - c) To constitute a representative body which can act as a channel of communication between Members, client companies, contractors and the industry generally.
 - d) To promote safe working practices and safety awareness, and to assist Members in formulating and maintaining health and safety policies and standards.
 - e) To encourage Members to initiate, and subsequently to support, a quality management approach to their work in the Energy industry.
 - f) To promote environmentally sound working practices and environmental awareness, and to assist Members in formulating and maintaining environmental policies and standards.
 - g) To maintain the highest standards of awareness of available technology by pursuit of continuing professional development (CPD) and training.
 - h) To publish documents and arrange seminars or similar information sessions that IECO may consider appropriate to promote its objectives.
 - i) To identify and promote the Membership as the source of experience, knowledge, solutions and education for geoscience, survey and HSE within the Energy sector.

1. MEMBERSHIP

- 1.1 The IECO membership shall consist exclusively of those individuals, companies, partnerships, or other legal bodies which are currently providing geoscience consultancy services to the Energy industry as their main line of business and are fully paid up members of IECO.
- 1.2 The IECO membership fee and renewal period shall be determined by the IECO Members.
- 1.3 All applicants who consider that they meet the criteria of Membership Clause 1.1 can apply to the current Chairman for election to the Organisation. The Chairman shall notify the Organisation of the new applicant and a vote shall be taken on their eligibility for membership. The vote shall be taken by secret ballot at the next appropriate meeting, a majority vote applies, with the Chairman having authority to use his casting vote in the case of an equal vote. The applicant will be informed of the result of the application in writing. The applicant will be given the chance to appeal against an adverse decision of the Organisation via the Chairman.
- 1.4 All Members agree to abide by the Terms of Reference of the Organisation. They shall sign a membership registration form to this effect, which shall be held by the Organisation Secretary. An example of the membership form is attached as an appendix to these Terms of Reference.
- 1.5 A Member may resign from the Organisation at any time by forwarding a written resignation to the Chairman.
- 1.6 A Member may have membership suspended or lose voting rights if:
 - a) they fail to pay IECO membership fees
 - b) if in the opinion of the Organisation, the Member is in breach of the Terms of Reference
 - c) the Member fails to attend a minimum of one meeting per year
- 1.7 A register of Members shall be the responsibility of the Secretary. A copy of the register will be available to Members on request.
- 1.8 If a question of membership eligibility arises, the matter shall be brought before the Organisation at the earliest opportunity. All Members will be informed of the situation in anticipation of the next meeting, at which the Member in question will be allowed to present the case for future continued membership. A vote by secret ballot will be taken at the meeting.
- 1.9 Membership shall not be transferable.
- 1.10 Every Member from time to time shall confirm the details recorded on the membership registration form (see Clause 1.4) and notify the Secretary of any changes. If any Member fails to notify of such changes, then failure to inform a Member of a meeting or a decision of the Organisation shall not cause that meeting or decision to be invalid.
- 1.11 Should the ownership of a Member change, the Organisation may review their Membership.

2. MEETINGS

- 2.1 Regular meetings of the Organisation will be held at a time, place and frequency as agreed by the Members.
- 2.2 Written notice of meetings will be given by the Secretary giving a minimum of ten days notice. The notice will include agenda, time and place of the meeting.
- 2.3 The Chairman shall chair each meeting. In his absence, the Treasurer will chair the meeting. If neither officer is present, then either a past Chairman or any nominated and seconded representative of a Member may conduct the meeting.
- 2.4 The following will be the minimum agenda for meetings:
 - Apologies for non-attendance
 - Agreement to minutes of the last meeting
 - Any other business
 - Confirm date, time and place of next meeting
- 2.5 Minutes shall be taken during the meetings and circulated in abbreviated but factual form by the Secretary or his designee. These will be distributed to the Members as soon as possible. All minutes shall be confirmed at the following meeting and signed by the Chairman.
- 2.6 Each Member should endeavour to attend a minimum of one meeting per year.

3. VOTING

- 3.1 Each Member shall be entitled to one vote. Each Member (where appropriate) shall nominate a representative and a deputy. Should neither of these be able to represent the Member, on giving prior notice to the Chairman and with his approval, an alternative person representing the Member may vote instead of the aforementioned representative/deputy.
- 3.2 General matters raised at meetings will be decided on a show of hands.
- 3.3 On a show of hands or a poll, every Member present in person or by proxy and entitled to vote shall have one vote, except that in the event of equality, only the Chairman shall be entitled to a casting vote.
- 3.4 Proxy voting shall be permissible, but only for those items deemed suitable by the Chairman and only if announced to all members prior to the meeting.
- 3.5 Major issues (as determined by the Chairman) and Membership issues shall be subject to a ballot of all Members at an appropriate Meeting. The issue shall be passed if a count in excess of 50% of the votes cast is obtained. The Chairman may use his casting vote in the event of an equal vote count.
- 3.6 Members may register their vote as an abstention, however, if more than 50% of the votes cast are abstentions, then the issue will not be carried or rejected and shall be further discussed by the Organisation. This will not apply to any abstentions on a second ballot.
- 3.7 No business shall be transacted at a meeting unless a quorum is present at the time the meeting is due to proceed to business. Five Members entitled to vote shall form a quorum. This should be reviewed as Membership expands.

3.8 A Representative of a Member may be elected to form part of a 'Working Group' by the process of voluntary nomination, proposal and seconding by other Members.

4. OFFICERS

4.1 The Officers of the Organisation shall consist of the Chairman, Secretary and Treasurer. Other Officers may be appointed if considered pertinent by the Members of the Organisation.

4.2 Officers will serve for a maximum of three years.

4.3 Any Officer may be removed from office if, in the opinion of two thirds of the Members of the Organisation, the interests of the Organisation would be best served by the removal of the Officer concerned.

4.4 The election of the Officers shall be undertaken by ballot at the end of a meeting in December as follows:

- a) During the month of September, Members will be requested to nominate their representatives or the representatives of another Member, to stand for the post of Chairman, Secretary or Treasurer.
- b) The Secretary will circulate the list of nominees to all Members in advance of a meeting held in October with a précis of the individuals' backgrounds and their reason for standing for the post.
- c) Members may cast their vote either at the meeting, by post or e-mail, and the decision, which will be a straight majority of the votes cast and allocation of the votes will be announced by the Chairman.

5. DUTIES OF THE OFFICERS

5.1 The Chairman shall preside over the meetings of the Organisation and shall represent the interests of the Organisation.

5.2 The Secretary shall take minutes at meetings of the organisation and shall circulate copies of the minutes that are agreed and signed by the Chairman. The secretary shall also hold the Member's register.

5.3 The Treasurer shall be responsible for collection of Member's fees, management of the Organisation's bank account, payments made by the Organisation, preparing accounts and accounting to the Membership.

5.4 Authorization for expenditure in excess of £300 shall require the agreement of two Officers.

6. WORKING GROUPS

- 6.1 From time to time, the Chairman with the consent of the Members may set up working groups to deal with specific items of business for the benefit of the Organisation as a whole.
- 6.2 These groups will have no specific or additional powers but will be charged with researching and reporting on items raised by the Organisation to an agreed scope.
- 6.3 The groups will comprise a small number of Members appropriate to the task in hand. They will be volunteers who offer their services for a limited period in order to complete the allotted task.

7. AMENDMENTS TO THE TERMS OF REFERENCE

- 7.1 The Terms of Reference may be added to, amended or cancelled only by a majority vote as outlined in Clause 3.5.
- 7.2 The Terms of Reference shall be reviewed annually.