
INTERNATIONAL MARINE CONTRACTORS ASSOCIATION

BYE-LAWS

IMCA HOLDINGS LIMITED

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IMCA Bye-laws

Contents

1	Introduction	2
2	Aims and Objectives	2
3	Legal Compliance	3
4	Membership	4
5	Member Representation	6
6	Organisational Structure	7
7	Administration of Technical Committees	8
8	Committee Structure	9
9	Voting Rights Within Committees	9
10	Quorum at Committee Meetings	10
11	Notice to Call Committee Meetings	10
12	Core Committees and Appointments	10
13	Division Committees and Appointments	11
14	Special Interest Committees and Appointments	11
15	Regional Committees and Appointments	11
16	Committee Elections	12
17	Publications	12
18	Membership Fees	12
19	Interpretation and Conflicts	13
20	Liability	14
21	Legal Jurisdiction	14

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1 January 2017	Adopted	0
18 October 2018	Revision for compliance with guidelines, auditing by Secretariat and membership criteria	1
13 May 2019	Various amendments associated with Member categories and obligations.	2
1 October 2020	Various amendments in committees, terminology, and Member obligations.	3
6 December 2022	Various clarifications, further definitions, new membership categories, and nomenclature.	4

1 INTRODUCTION

- 1.1 The International Marine Contractors Association (“IMCA”, or the “Association”) is the international trade association representing the interests of contractors and the associated supply chain directly or indirectly involved with the construction, installation, maintenance and/or operation of marine facilities for the extraction, production or transportation of offshore oil or gas. In addition, IMCA represents those who are involved directly or indirectly with installation, maintenance and operation of marine facilities for other extractive industries and for utilisation of wind, wave and other renewable energy sources in a marine environment. IMCA’s scope of interest covers a broad range of activities in the commercial markets of marine contracting in the offshore energy industries and is committed to upholding the ethical standards of the industry. IMCA is a non-profit organisation where any surpluses are retained to support the purposes of the Association’s services and cannot be distributed as dividends to its Members.
- 1.2 IMCA’s mission is to improve performance in the marine contracting industry. Its value proposition addresses five key pillars: improving safety and operational efficiency; reducing project risks and improving delivery; driving the energy transition agenda in a responsible way; building networks of Members and industry stakeholders to enhance collaboration and performance; and working with regulators and industry partners on the governance of offshore operations.
- 1.3 IMCA actively engages with interested parties, including owners and operators of energy assets, national and international governmental organisations, and trade associations to promote its Members’ collective best interests. IMCA assists its Members in developing policies, standards, and procedures, always bearing in mind applicable restrictions on cooperation among competitors.
- 1.4 In particular, IMCA promotes improvements in health, safety, environmental protection, quality, technical guidance, and offshore contracting principles by the publication of Codes of Practice, Recommended Practice, Informative Guidance, associated Information Notes, and the like (Published Documents).
- 1.5 In order to facilitate discussion and development of Published Documents, IMCA operates a comprehensive structure of committees for its Members.
- 1.6 The Secretariat comprises employees of the Association who, amongst other duties, organise committees to facilitate discussion among Members and oversee their subsequent output. The CEO is responsible for the performance of the Secretariat, is appointed by the Board of Directors of the Association (the Board) and reports to the President.
- 1.7 The technical committees comprise:
 - ◆ Core Committees which cover topics that are generally of common interest to all its Members.
 - ◆ Division Committees which cover the specific areas of Members’ primary interest and form the basis of the choice of membership category they wish to belong.
 - ◆ Geographic Regional Committees which allow Members to meet on a regional basis to address issues of common interest.
 - ◆ Special Interest Committees which address specific subjects arising from new technologies or industry topics that are from time to time of particular interest to the Association’s Members.
- 1.8 Members are self-regulating and commit to act as responsible Members by adhering to IMCA’s Code of Conduct, following Published Documents appropriate to their business and being willing to be audited against compliance with them by their clients and by the Secretariat.

2 AIMS AND OBJECTIVES

- 2.1 IMCA will represent the collective best interests of its Members in offshore construction and related activities, including, for example:
 - ◆ Marine operations

- ◆ Diving operations (as defined by IMCA)
 - ◆ Remotely controlled systems including ROVs
 - ◆ Hydrographic survey and positioning systems.
- 2.2 IMCA shall promote close co-operation by interfacing with:
- ◆ Oil & gas, renewable energy, and other offshore operators
 - ◆ Other trade associations
 - ◆ Governments and other regulatory bodies.
- 2.3 The main areas of focus will be:
- ◆ Health, safety and the environment
 - ◆ Quality and efficiency of operations
 - ◆ Legislation affecting the Members
 - ◆ The contracting regime
 - ◆ Training and recruitment
 - ◆ Certification and competence. Any financial surpluses generated by educational initiatives will be ringfenced and used only for the furtherance and continuation of educational activities.
- 2.4 The main objectives will be to:
- ◆ Strive for the highest practicable standards in health, safety, environment, and quality issues, with an appropriate balance between risk and cost
 - ◆ Promote the use of common and practical industry good practice
 - ◆ Expand, develop, continually improve, and keep IMCA's Published Documents up to date
 - ◆ Promote equitable contracting regimes
 - ◆ Provide the framework for competence to sustain the industry globally
 - ◆ Advocate on behalf of Members in their collective best interests
 - ◆ Resolve industry issues, although IMCA does not intervene in the contractual or commercial matters of or between Members
 - ◆ Hold meetings, workshops, events, and seminars at various levels and in various locations for the Membership
 - ◆ Monitor legislation, regulation, and policy developments affecting the industry and keep Members well informed of such developments
 - ◆ Act as the industry/Members' conduit to gather comments on legislative changes and represent the Members' interests.

3 LEGAL COMPLIANCE

- 3.1 In meeting the above aims and objectives, the Association, its committees and meetings will comply with all applicable competition law (competition, antitrust and similar laws) including those of the United States of America, the European Union, the United Kingdom and other countries in which the Association is active.
- 3.2 The Association shall maintain policies:
- ◆ To comply with competition law
 - ◆ To comply with export laws and regulations
 - ◆ For the retention and disposal of documents, and
 - ◆ For complaints and appeals by Members.

- 3.3 Members are expected to adopt as a minimum standard IMCA's Codes of Practice, Recommended Practice, Informative Guidance, and associated Information Notes, produced by the Association and appropriate to the technical division(s) and region(s) to which the relevant Member belongs. Members should find the document category and hierarchy system of use in this regard, which can be found on IMCA's website.
- 3.4 Members are responsible for the safe conduct of their undertakings. The Association shall not become directly involved in the investigation of accidents, incidents or injuries that may occur during the course of its Members' business. That is the role of regulatory authorities. IMCA is not an enforcing authority and has no regulatory or investigatory powers. With respect to such matters, IMCA's role is to request information from its Members, try to identify the lessons that can be learned from such incidents, and then share that information with the industry, insofar as it can, so as to reduce the likelihood of future similar incidents and generally for the betterment of the offshore contracting industry.
- 3.5 All Members must commit to abide by the Code of Conduct of Members adopted by the Association from time to time as a minimum standard of conduct.

4 MEMBERSHIP

- 4.1 The Association comprises the following Member categories, which may be amended by the Board from time to time:
- GCo – Global contractor
 - ICo – International contractor and/or vessel owner.
 - Co – National contractor and/or vessel owner
 - S1 – Supplier of equipment or services including: manufacturers; R&D organisations; engineering consultants; etc.
 - S2 – Personnel agencies.
 - T1 – Training providers offering in-water basic diver training.
 - T2 – Training providers offering courses approved by IMCA
 - T3 – Training providers offering courses other than T1 and T2
 - E – Energy Companies including offshore oil & gas, offshore renewable energy, and other offshore operators or developers.
 - WB – Small workboat owners or operators.
 - A Associate organisations, including government departments and non-governmental organisations such as trade associations, learned societies, and professional institutions.
- 4.2 Membership criteria for each Member category may be amended by the Board from time to time. In all cases Members must:
- ◆ be of good standing and reputation,
 - ◆ maintain high standards of business integrity and ethics,
 - ◆ maintain high standards of safety and safety management
 - ◆ demonstrate commitment to the marine contracting industry by observing high professional standards, as embodied by the Association's Published Documents,
 - ◆ fully cooperate with any audit by the Secretariat,
 - ◆ pay all invoices from IMCA in a prompt and proper manner,
 - ◆ not use any materials produced by IMCA to compete with the work of the Association.

Members not complying with these requirements may be subject to disciplinary action and/or suspension/expulsion from the Association.

Individuals associated with Member companies who are certified, accredited, or approved by IMCA (Certified Persons) are required to act with integrity and in accordance with the highest professional standards. Individuals not complying with these requirements may be subject to disciplinary action. Such disciplinary action may include the suspension or permanent

withdrawal of certificates issued by or with the approval of IMCA, rendering the affected certificates invalid. The Secretariat will maintain the rules and procedures of the certification activities of IMCA.

- 4.3 GCo Members must have an industry leadership track record, an objective of servicing the marine energy business on a global basis and make significant contributions to IMCA's activities and development.
- 4.4 Large global ICo Members are encouraged to become GCo Members and take on the further commitments of the Association that this membership category involves.
- 4.5 ICo Members must have a track record of servicing energy operators at an international level. Large Co Members operating in more than one region are encouraged to become ICo Members and take on the further commitments of the Association that this membership category involves.
- 4.6 Co Members are national contractors and/or vessel owner/operator/charterer of any offshore vessel exceeding 500 gross tonnage.
- 4.7 The generic term Supplier Member is used by IMCA to represent the S1, S2, T1, T2 and T3, categories of membership.
- 4.8 T1 members are Members that are approved by IMCA to provide in-water basic diver training services. T1 members must comply with IMCA's membership assessment and audit procedures managed by the Secretariat. T1 Members must inform the Secretariat of any occurrences of serious safety incidents associated with their training services following which the Secretariat will make an assessment and determine the most appropriate course of action for the benefit of the industry and its Members.
- 4.9 T2 Members are Members that provide IMCA approved training courses in one or more of the following diving specialisms: Diving Supervisor (air or bell), Life Support Technician (LST), and Diver Medic Technician (DMT) which have been assessed, audited, and approved by IMCA according to the procedures managed by the Secretariat. In addition, the T2 category of membership includes Members that provide IMCA approved ROV Introductory Training Courses which have been assessed, audited, and approved by IMCA according to procedures managed by the Secretariat. In this category. It is emphasised that IMCA approves the above training courses provided by T2 Members and not the training establishments themselves.
- 4.10 T3 members are Members providing all other training services not covered by membership categories T1 and T2.
- 4.11 WB members are companies involved in supporting various offshore marine energy operations with small workboats less than 500 gross tonnage and a load line length of less than 24 metres; and are therefore not required to comply with the ISM or ISPS Codes.
- 4.12 Members agree to further the aims and objectives of IMCA and to promote self-regulation.
- 4.13 Members agree to be audited where required by a client or on occasion by the Secretariat (whether for reason of cause by the Secretariat or otherwise). Unfavourable audits may result in disciplinary action, suspension, or expulsion from the Association.
- 4.14 Members shall not use IMCA for illegal or illegitimate purposes or bring the Association into disrepute.
- 4.15 Members are encouraged to take an active part in the work of IMCA.
- 4.16 The Secretariat shall maintain the membership application process.
- 4.17 All companies or organisations wishing to join IMCA as GCo, ICo and Co Members must:
 - i) be willing to be audited by and at the sole discretion of the Secretariat;
 - ii) have an overall quality management system of a recognised standard which includes a safety management system; and

- iii) in the case of applicants to the Diving Division, comply with IMCA's specific membership assessment procedures managed by the Secretariat. Any applicant company which conducts diving operations will be required to become a member of the IMCA Diving Division before applying for membership of any other technical division.
- 4.18 Such membership applications shall then be considered by the Operations Committee, which shall be empowered at its sole discretion to accept, reject or defer the application. The basis for non-acceptance shall be uniform, open, transparent, proportionate, non-discriminatory and serve a legitimate purpose based on objective standards. An applicant who is refused membership shall be advised in writing of the reasons, which may be challenged in an appeal to the Board.
- 4.19 In submitting its online application for membership, the applicant company or organisation formally and without exception undertakes that it will abide by the Articles of Association of IMCA Holdings Ltd. and these Bye-laws and act as a responsible member of the Association. Membership will commence once the Chief Executive has received this undertaking and monies due in respect of their first membership fee payment.

5 MEMBER REPRESENTATION

- 5.1 The Secretariat keeps direct contact with Members via nominated contact points designated as global co-ordinators and technical representatives within each Member company or organisation.
- 5.2 Global co-ordinators and technical representatives shall be in a sufficiently senior position within their company or organisation to take decisions and to make commitments on behalf of their own company or organisation at committee meetings of IMCA.
- 5.3 It is important that global co-ordinators and technical representatives within each Member company or organisation keep in touch in order to ensure the proper distribution of information from the Secretariat and proper participation in IMCA election processes.

5.4 Global Co-ordinators

- 5.5 Each Member shall from time to time nominate an employee of their company or organisation to act as their global co-ordinator, by notice in writing to IMCA's Chief Executive.
- 5.6 The Member's global co-ordinator will be the main point of contact for IMCA for correspondence and is responsible for advising IMCA about changes in the Member company or organisation.
- 5.7 The global co-ordinator is responsible for ensuring timely payment of Membership Fees.
- 5.8 Subject to the Articles of Association and the relevant provisions of the Companies Act 2006, the global co-ordinator is responsible for voting at:
 - i) general meetings; and
 - ii) regional committee elections.

5.9 Technical Representatives

- 5.10 Each Member shall from time to time nominate employees of their company or organisation to act as their technical representatives, by notice in writing to IMCA's Chief Executive.
- 5.11 The technical representatives are responsible for voting (on behalf of the Member who nominated them) in the elections of the committees to which their nominating Member subscribes. It is the responsibility of the technical representatives to keep in touch with individuals within their nominating Member company or organisation who are or may become committee members in the future.

6 ORGANISATIONAL STRUCTURE

6.1 Board

The Association comprises two companies legally incorporated in England, a parent and a subsidiary. The parent company, IMCA Holdings Ltd, runs the Association and is limited by guarantee. The subsidiary company, IMCA Trading Ltd, employs the Secretariat and enters into contracts in order to conduct business on behalf of IMCA Holdings Ltd. IMCA Trading Ltd is limited by shares which are wholly owned by IMCA Holdings Ltd.

The governing body of IMCA is the Board of Directors of IMCA Holdings Ltd (the “Board”). The composition, scope of responsibilities and powers of the Board are contained in the Articles of Association, which are available on IMCA's website. The Chair and Vice-Chair of the Board are also given the titles of President and Vice-President of IMCA.

The President should periodically meet with the CEO to ensure the proper running of the Association and the Secretariat.

The President should assess the performance of the Board and hold an individual feedback review with each director once every two years. The Board, at its discretion, may form an executive body of industry leaders to advise the Board on matters that the Association may wish to consider or address for the benefit of the industry.

6.2 Secretariat

The Association has the support of a Secretariat comprising professional technical staff and administrative support staff. The CEO is responsible for the performance of the Secretariat assisted by the Technical Director (who may or may not be a Board director). The principal activities of the Secretariat are as follows:

- ◆ Developing, publishing, and maintaining its library of Published Documents.
- ◆ Influencing regulators and policy makers in Members' best interests.
- ◆ The certification of certain critical roles in the industry (Certified Persons), for example in diving and DP positions.
- ◆ Publishing and sale of a suite of logbooks for key offshore personnel roles.
- ◆ The organisation of committees, elections, and events for Members.
- ◆ The management of Members' applications and fees.
- ◆ Auditing Members as required.
- ◆ Other duties as directed by the Board.

The Secretariat will provide technical support and advice to Members on a reasonable basis, such as clarifications on Published Documents, but is not empowered to provide consultancy services which are available on the commercial market.

6.3 Operations Committee

6.4 IMCA shall have an Operations Committee which shall comprise the Chair of each core committee, each division committee, each geographic regional committee, and IMCA's Technical Director. If a committee Chair cannot attend, then they are empowered to ask their Vice-Chair to attend. The CEO will also have the right to attend.

6.5 The Operations Committee will select amongst itself its Chair and Vice-Chair. The terms of both posts should be nominally three years, with a normal limit of two terms. The terms should ideally be staggered to avoid both post holders leaving their roles at the same time.

6.6 The Operations Committee should meet at least twice a year. Meetings should be scheduled shortly before Board meetings, so that the Committee's views can be fed efficiently to the Board.

6.7 The Operations Committee Chair should periodically meet with the President and the CEO to ensure good integration and co-ordination across IMCA activities.

- 6.8 The Chair should hold an individual feedback review with each member of the Operations Committee once every two years and report this feedback to the CEO.
- 6.9 The Operations Committee should review its performance every two years and report its findings to the Board.
- 6.10 The Operations Committee's primary role is to oversee the programme of work and delivery plans of all committees and shall report to the CEO.
- 6.11 The main functions of the Operations Committee will be to:
- ◆ Provide a vehicle for two-way dialogue between Members and the Board.
 - ◆ Approve applications to become Members of IMCA and determine the category of membership of each Member (upon application, and from time to time in case of any material change in the nature of a Member).
 - ◆ Enable the technical committee chairmen to contribute to developing IMCA strategy, to keep them informed of and aligned with IMCA strategy and to exchange ideas with each other and the Board.
 - ◆ Assist the Technical Director to monitor and prioritise the delivery of work plans.
 - ◆ Oversee IMCA elections and the processes for succession planning for committee members.
 - ◆ Advise the CEO and Board on the overall structure of committees.
 - ◆ Through the CEO and Technical Director, guide the work of the Secretariat on technical matters.

7 GENERAL ADMINISTRATION OF COMMITTEES

- 7.1 Each committee, also known as a management committee, e.g. the Marine Division Management Committee, should typically meet four times per year.
- 7.2 Committees may be adapted from time to time in response to Members' needs and market conditions, as decided by the Board in order for it to support and deliver the Association's strategy.
- 7.3 The Board shall define the appropriate mechanism (election, appointment, or other means) for determining the composition of committees, as further explained in these Bye-laws.
- 7.4 All Members are encouraged to take an active part in the work of the committees, although Energy Company members may not vote in committee elections.
- 7.5 Each committee shall organise its business and determine projects to be undertaken under its annual work plan.
- 7.6 The purpose of each committee should be briefly recorded in a terms of reference and a strategy document(s) maintained by the Secretariat. These should align with the overall IMCA strategy, be approved by the Operations Committee and reviewed at least every three years. On an annual basis each committee should clearly define its top 3-5 objectives in developing its annual work plan and, once developed, a delivery timetable should also be agreed.
- 7.7 The technical adviser of the Secretariat responsible for each committee is empowered to work with the Chair of such committee in the role of project manager to deliver its work plan.
- 7.8 The Secretariat will keep minutes of each committee meeting. Minutes will be concise, not discursive, and capture the principal points of discussion and the resulting actions. The objective will be to circulate minutes to committee members within 10 working days of each meeting.
- 7.9 A committee may, with the agreement of the CEO, establish sub-committees, or workgroups, or delegate certain responsibilities, to enable it to carry out its business. Sub-committees will, by necessity, be long-term or even permanent in nature and adopt similar protocols as their parent committees. Whereas workgroups will normally be of a temporary nature and adhere to the following:

- ◆ A workgroup's activity should fit with IMCA strategy applicable at the time of establishment.
- ◆ It should have terms of reference, defined deliverables, an appropriate size, and a time limit with milestones, all agreed by the committee.
- ◆ Its members should be chosen by their respective committee based on the skill, availability and experience of individuals.
- ◆ It should be chaired by a member of the committee and may involve people who are not members of IMCA committees.
- ◆ Once each year each committee should review the number and nature of its workgroups, particularly to determine whether its assignment is complete and whether it can therefore be closed.

8 COMMITTEE STRUCTURE

- 8.1 In general, committees should, for the purposes of good meeting dynamics, ideally comprise 10-12 regularly attending individuals (committee members), unless there is good reason for the committee to be larger or smaller.
- 8.2 More than one individual from the same Member company is permissible on the same committee.
- 8.3 Each committee will select amongst itself its Chair and Vice-Chair positions unless there are specific nomination requirements. The terms of both posts should be nominally three years, limited to two consecutive terms without a break, and ideally be staggered to avoid both post holders leaving their roles at the same time.
- 8.4 Those holding the positions of committee Chair and Vice-Chair will be provided with role descriptions and induction briefings by the Secretariat.
- 8.5 Attendance should be monitored and committee members who fail to make a positive contribution to the work of the committee, or fail to attend in person, by video conference or telephone conference, for three consecutive meetings will usually be invited to resign, and the committee is then free to appoint a replacement if it so wishes.
- 8.6 A committee member may occasionally appoint an alternate person from their company or organisation, holding a position of at least equal or similar standing to their own, to act on their behalf.
- 8.7 Committees shall have the power to co-opt up to another six members if the need arises.
- 8.8 In the event of a vacancy occurring, the remaining members of the committee may co-opt a replacement so long as they represent a Member company or organisation and hold a suitable position of seniority consistent with section 5 above.
- 8.9 Invitations to become prospective committee members will include a role description and an indication of how much time is required to fulfil the role.
- 8.10 The term of office of a committee member is nominally three years, and limited to two consecutive terms without a break, with the provision that individuals may serve further terms with the agreement of the Operations Committee.
- 8.11 The Chair should hold an individual feedback review with each member of the committee once every two years and report this feedback to the Technical Director.
- 8.12 The committee should review its performance every two years and report its findings to the Operations Committee.

9 VOTING RIGHTS WITHIN COMMITTEES

- 9.1 Whilst IMCA and its various committees will always aim for either unanimous or consensus agreement, if it is necessary for a vote to be taken on a specific issue then all members of the

committee who are present shall be entitled to one unweighted vote. The Chair shall exercise a casting vote in the event of an equality of votes.

10 QUORUM AT COMMITTEE MEETINGS

- 10.1 The presence of four members of the committee shall constitute a quorum for the transaction of business at committee meetings.

11 NOTICE TO CALL COMMITTEE MEETINGS

- 11.1 Committee meetings may be called at 14 days' notice by either the Chair of a committee through the Chief Executive, or by the Chief Executive. However, if a majority of members of the committee confirm that they are willing to attend a meeting at less than 14 days' notice then the Chief Executive may convene the meeting.

12 CORE COMMITTEES AND APPOINTMENTS

IMCA has the following core committees:

- ◆ Health Safety, Security & Environment (HSSE)
- ◆ Competence & Training (C&T)
- ◆ Lifting & Rigging (L&R)
- ◆ Legal, Contracts, Insurance, and Compliance (LCIC)
- ◆ Marine Policy & Regulatory Affairs (MPRA)
- ◆ Environmental Sustainability (ES)
- ◆ Digitalisation

- 12.1 Committee membership of the HSSE Committee is by election. The committee should comprise eight elected members. In addition, the geographical regional committees (except for Europe & Africa) may each appoint a committee member.

- 12.2 Committee membership of the Competence & Training Committee shall be by appointment. Committee members shall be appointed by the division committees which shall each nominate one individual. In addition, the geographical regional committees (except for Europe & Africa) may each appoint a committee member.

The Chair shall be appointed by the Operations Committee and the committee will select amongst itself the Vice-Chair position. In the event that a member of the committee resigns, the relevant division committee shall nominate a replacement.

- 12.3 Committee membership of the Lifting & Rigging Committee shall be by appointment by the Operations Committee assisted by the Secretariat.

- 12.4 Committee membership of the Legal, Contracts, Insurance, and Compliance Committee shall be by appointment by the Board assisted by the CEO, from representatives within the GCo, ICo and Co Members. In addition, the committee may co-opt additional members as it sees fit. This Committee shall report directly to the Board and select its own Chair and Vice Chair.

- 12.5 Committee membership of the Marine Policy & Regulatory Affairs Committee shall be by appointment by the Marine Division Management Committee assisted by the Secretariat.

- 12.6 Committee membership of the Environmental Sustainability Committee shall be by appointment of the Board assisted by the Secretariat.

- 12.7 Committee membership of the Digitalisation Committee shall be by appointment of the Operations Committee assisted by the Secretariat.

13 DIVISION COMMITTEES AND APPOINTMENTS

- 13.1 IMCA has the following technical divisions:
- ◆ Diving – This shall be concerned with equipment, operations and personnel for diving operations (including atmospheric diving systems).
 - ◆ Marine – This shall be concerned with (amongst others) vessels, marine construction and equipment, vessel operations and personnel, station keeping by dynamic positioning, thruster assisted moorings, moorings generally, and specialist jack-up vessels.
 - ◆ Offshore Survey – This shall be concerned with equipment, operations and personnel relating to offshore hydrographic survey operations and positioning systems.
 - ◆ Remote Systems & ROV – This shall be concerned with equipment, operations and personnel of remotely controlled systems (including ROVs, AUVs, Trenchers, etc.) which are used in support of offshore marine activities.
- 13.2 Committee membership is by election. The size of the committees should comprise eight elected members. In addition, the geographical regional committees (except for Europe & Africa) may each appoint a committee member.
- 13.3 The committee will select the Chair and Vice-Chair positions amongst themselves, preferably in a staggered sequence to avoid changes to both positions in a single year. The position of Chair shall be limited to GCo, ICo and Co Members, in order to reflect the overall best interests of the Association's marine contractor membership.

14 SPECIAL INTEREST COMMITTEES AND APPOINTMENTS

- 14.1 IMCA may establish specific committees to review new technologies or specific industry topics which are from time to time of interest to its Members. Such topics will be reviewed and approved by the Board on a case-by-case basis.
- 14.2 Membership of special interest committees will be by appointment by the Operations Committee, assisted by the Secretariat in order to identify the best available experts and specialists on particular matters.
- 14.3 The size, composition and Chair/Vice-Chair roles will be determined by the Operations Committee assisted by the Secretariat.

15 REGIONAL COMMITTEES AND APPOINTMENTS

- 15.1 All Members and their Affiliate Members, apart from GCo and ICo Members, are allocated to one of five geographical regions, depending upon their location. These are: Asia-Pacific, North America, South America, Europe & Africa, and Middle East & India regions. All Members and their Affiliate Members are encouraged to participate in regional activities according to their local presence in their region.
- 15.2 IMCA shall have regional committees in each geographic region, which shall be supported by the Secretariat. The Secretariat will nominate from time to time its regular contact point for each regional committee.
- 15.3 Members are encouraged to meet at regional events and seminars organised by the Secretariat to discuss IMCA business. The number of meetings held and specific work areas shall be determined by the regional committee.
- 15.4 Committee membership is by election. The size of the committees should comprise 4-6 members. The committee will select amongst itself the Chair and Vice-Chair positions, preferably in a staggered sequence to avoid changes to both positions in a single year.
- 15.5 The committee may nominate regional members of the division committees and specific core committees, as described in these Bye-laws, and appoint said committee members where appropriate.

- 15.6 Regional committees may form sub-groups or forums to address particular subjects of local interest. These shall report to the appropriate division or core committee so as to maintain alignment on subjects within the Association. A regional sub-group or forum may not unilaterally amend, delete, or otherwise revise documentation issued by the division or core committee.

16 COMMITTEE ELECTIONS

- 16.1 Where elections are used to determine the composition of committees, the ballot shall be organised by the Secretariat.
- 16.2 By notice from their global coordinator or their technical representatives (as appropriate) Members may nominate individuals to IMCA's CEO, for election as committee members. In no case may more than two individuals from a single Member stand as candidates for a single election. Only representatives of paid-up Members are eligible for election.
- 16.3 In the case of elections for Division or Core Committees:
- i) A Member may nominate and vote for up to eight individuals for election as committee members.
 - ii) a Member may only nominate and vote for individuals if it is a paid-up Member of the relevant division or geographic region.
- 16.4 In the case of regional elections:
- i) A Member may nominate and vote for up to six individuals for election as committee members
 - ii) A Member may only nominate individuals if it is a paid-up Member of the geographic region.
 - iii) In the case of GCo and ICo Members the global coordinator may nominate a regional coordinator(s) to submit nominations and votes on their behalf.
- 16.5 The ballots will be administered by the Secretariat and each vote weighted in proportion to the Membership Fee paid or payable but not yet due by the Member in that year (i.e., £1 Membership Fee shall equal 1 vote), as described in the Articles of Association. This applies to all Member categories eligible to vote as well as Affiliate Members. The results of elections will be published on IMCA's website.
- 16.6 Committee elections shall normally be held at three-yearly intervals.

17 PUBLICATIONS

- 17.1 IMCA's committees shall prepare for publication: Codes of Practice, Recommended Practice, Informative Guidance, associated Information Notes, and the like (Published Documents) related to their particular activities.
- 17.2 Authority for publication shall rest with the Operations Committee.

18 MEMBERSHIP FEES

- 18.1 All new Members shall pay an administrative joining fee, determined by the Board.
- 18.2 Members shall pay an Annual Membership Fee which is made up of two mandatory components: (i) a basic fee component and (ii) a divisional fee component for the membership of the division or divisions which Members elect to join.
- ~~18.3~~ GCo and ICo Members pay a single annual fee to cover their basic fee and access to all divisions and geographical regions of the Association.
- 18.4 Members (other than the GCo and ICo categories) who have operations in more than one of IMCA's geographic regions are required to pay the full membership fee for one region and the

discounted Affiliate Member fee for any additional region. An Affiliate Member is an entity that owns, is owned by, or is under the same common ownership as a Member and has paid a Fee in accordance with this Bye-law section 18 (below).¹

- 18.5 Energy company Member affiliates are required to pay the membership fee for each regional affiliate, or where applicable a global fee for all affiliates.
- 18.6 Training providers (S3, T1, T2, or T3 categories) whose activities span more than one membership category are required to pay the fees applicable for each category.
- 18.7 All Members have full access to the worldwide network and work of IMCA.
- 18.8 All Members have full access to the core committees, and special interest committees.
- 18.9 The membership year shall run from 1 January to 31 December. The administrative joining fee and the Annual Membership Fee shall be determined from time to time by the Board, taking into account recommendations from the CEO.
- 18.10 The CEO on behalf of the Board may invite certain industry related or interested organisations to join as Associate Members on a non-fee-paying basis (such as government departments and non-governmental organisations; trade associations; professional institutions, and the like) and have access to the document library at their own risk.
- 18.11 All Fees shall be paid within 30 days of invoice date.
- 18.12 If a Fee has not been paid within 90 days of invoice date and if the Member has been sent at least one formal written reminder to the Member's last known address then the CEO, following consultation with the President, may suspend or remove the Member. Removed Members will be categorised as Lapsed Members during the membership year of non-payment and unable to re-apply for membership for a period of two years.
- 18.13 New Members, on being accepted into membership of the Association, will be invoiced for a proportion of the relevant annual Membership Fee equal to the number of full months outstanding in that year.
- 18.14 If a Member resigns from the Association prior to paying its annual Membership Fee, then it shall still be liable to pay that proportion of the relevant Membership Fee equal to the number of full months elapsed since the beginning of that year. If a Member resigns part way through a year and has already paid its full annual Membership Fee, then it will not qualify for a rebate. If a Member resigns within the first year of membership, it will not be able to reapply for another 2 years; this is in order to dissuade short term membership for commercial reasons.
- 18.15 Each vote by a Member at a general meeting or otherwise shall be weighted in proportion to Fees paid or payable but not yet due by the Member in that year (i.e. £1 of membership fee shall equal 1 vote). If a Member has not paid its Fee by the due date (being 30 days after the invoice date) then it shall have forfeited its right to vote until such time as the Fee is paid.

19 INTERPRETATION AND CONFLICTS

- 19.1 In the event of any ambiguity or conflict in these Bye-laws the CEO, or if the ambiguity or conflict relates to the CEO, the Board, shall determine the correct interpretation. Where the CEO has made a determination, there shall be a right of appeal to the Board, whose determination shall be final.
- 19.2 If there is an inconsistency between any of the provisions of these Bye-laws and the provisions of the Articles of Association, the provisions of the Articles of Association shall prevail.

¹ "Owns", "owned by" and "ownership" means beneficial ownership of 50% or more of the issued share capital of the entity.

20 LIABILITY

20.1 Members and Certified Persons are responsible for the safe and proper conduct of their operations.

20.2 An entity's membership of IMCA does not constitute a representation, warranty or guarantee by IMCA that the Member will perform their operations consistently with IMCA's Bye-laws, Published Documents, and other materials.

20.3 Certification or accreditation of any person (Certified Person) by IMCA (for instance as a Diving Supervisor, Life Support Technician, Diver Medical Technician, Diving System Inspector, DP Trials & Assurance Practitioner, or Company DP Authority), does not constitute a representation, warranty or guarantee by IMCA that the Certified Person will perform their operations consistently with IMCA's Bye-laws, Published Documents, and other materials. It is solely for the employing company to decide whether an individual is competent and to supervise them in the performance of their work.

20.4 IMCA assumes no responsibility or duty of care to any person in respect of any operations of any Member or Certified Person and IMCA shall not be liable in tort, contract or otherwise in respect of such operations.

20.5. Without prejudice to 20.1 to 20.4 above, if the operations of any Member (or employee of any Member) give rise to, or cause or contribute to any claim being brought against IMCA, that Member shall:

- (a) co-operate with IMCA to ensure the effective defence of such claim; and
- (b) indemnify IMCA against all liabilities, costs, expenses, damages and losses IMCA suffers as a result of such claim.

21 LEGAL JURISDICTION

21.1 These Bye-laws and any non-contractual obligations arising from or in connection with them shall in all respects be governed by and interpreted in accordance with English law.

21.2 The courts of England and Wales shall have exclusive jurisdiction over any dispute:

21.2.1 arising from or in connection with these Bye-laws; or

21.2.2 relating to any non-contractual obligations arising from or in connection with these Bye-laws.