

## SIGTTO GPC Constitution

### Preamble

The General Purposes Committee (GPC) is the principle technical organ of the Society, through which the work activities of the Society are directed and controlled. Its purpose is to support the SIGTTO strategy, serve the Board of Directors in the pursuit of this strategy and to play a leading and active role in the safe, environmentally responsible and reliable operations of gas tanker and terminals by:

- Proactively developing best operating practices and guidelines
- Sustaining a learning and continuous improvement environment
- Contributing to the development of industry Codes and Standards
- Fostering mutually beneficial relationships with regulatory authorities and other stakeholders in support of the Secretariat
- Supporting SIGTTO membership engagement, attraction and retention
- Conducting its business with professionalism and integrity

Its members are drawn from a cross-section of the Society's membership, to provide a comprehensive spread of expertise and to reflect the range of interests of the broader membership.

The GPC, through its Chair, reports to the Board of Directors.

The GPC will work closely with the SIGTTO Human Element Committee (HEC) which is a parallel committee of the Society which also has its own Chair and who also reports to the Board of Directors. The GPC Chair will act as observer to HEC meetings and vice versa. The remit regarding the drawing up of human element related best practice lies with the HEC. If, during the course of GPC work through a Working Group or other means, human element guidance is identified as being required, the GPC Chair should contact the HEC Chair for the HEC to take the appropriate action.

The effective functioning of the GPC is fundamental to the success of the Society in fulfilling its role as a leading industry body for its members and a respected representative voice of liquefied gas industries throughout the world.

This Constitution has been drawn up to direct and govern the conduct of the GPC, to better assure its effectiveness as the centre of technical direction for the Society.

The Constitution may be revised by GPC members at a regularly constituted meeting and any revisions must be agreed by no less than twenty (20) members or their alternates to be adopted. All revisions are subject to Board approval.

## SIGTTO Constitution of the General Purposes Committee

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### 1. Membership of the GPC (Qualification)

- 1.1 The Committee shall comprise no more than thirty-five (35) members, each of whom must be a representative of a full member of the Society.
- 1.2 Directors of the Society may not serve as members of the GPC. This restriction does not apply to alternate Directors, who might also be named representatives to the GPC.
- 1.3 The Chair of the Committee, in consultation with the Secretariat, is responsible for ensuring that membership of the GPC comprises a representative geographic and sectorial sample of Society members; having within it a broad spread of experience and expertise, able to address to the full range of technical issues of interest to the Society's membership as a whole.
- 1.4 On resigning from the GPC, a member may forward the CV of a possible replacement from the same organisation, should it be believed that the replacement brings similar levels of experience or expertise. This CV will be considered, along with others that have stated their interest and availability and the most appropriate candidate will be selected by the Chair in consultation with the Secretariat.
- 1.5 Where a GPC member changes organisational employer but wishes to remain as a GPC member under the new employer who must be a full SIGTTO member as per 1.1, then this will be considered by the Chair along with a) any replacement from the original employer and b) other candidates as per 1.4 above. The selection will be made by the GPC Chair in consultation with the Secretariat.
- 1.6 Resignations from the Committee must be made in writing to the Secretary and will be effective on receipt of the resignation in the London Liaison Office.

### 2. Membership of the GPC (Application)

- 2.1 A full member of the Society may, at any time, propose a named representative for membership of the GPC.
- 2.2 Such proposals should be made in writing to the Secretary of the GPC, who will process the application with the GPC Chair in accordance with the provisions of Section 1.

### 3. Membership of the GPC (Responsibilities)

- 3.1 The named representative of the GPC must attend both meetings of the Committee each calendar year. Member companies may, from time to time, and at the sole discretion of the Chair, be represented by an alternate to the named representative.

N.B: The Constitution aims to ensure continuity of representation and regular attendance by specific individuals.

- 3.2 Members of the GPC are expected to actively participate in the work of the Committee by contributing to its deliberations at meetings or intercessional communications, joining

## SIGTTO Constitution of the General Purposes Committee

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its Subcommittees or Working Groups and proactively bringing safety, environmental and technical issues to the attention of the Committee.

### **4. Participation in Committee Meetings**

- 4.1 Participation in Committee meetings is restricted to members of the Committee. Directors of the Society, Representatives of SIGTTO member companies and industry organisations may be invited as observers by the Chair in collaboration with the Secretary but numbers will usually be limited to six. This does not include translators or WG chairs specifically brought in by GPC Members.
- 4.2 From time to time, at the discretion of the Chair, alternates will be allowed to participate in place of named representatives (as provided in 3.1). In addition, non-members or persons from outside the Society may be invited by the Chair to make specific contributions to a particular topic under discussion by the Committee.

### **5. Chair of the Committee**

- 5.1 The Chair shall be elected every three years by the Committee. Such election shall be made by those GPC members attending a regularly constituted meeting of the Committee and be confirmed by the Board of the Society before becoming effective.

The form of election shall be determined by the Secretariat, taking into consideration the circumstances of the time - e.g. contested or non-contested.

- 5.2 The tenure of individual Chairs shall be limited to a maximum of two consecutive three year terms, save that a previously serving Chair may be re-elected after an intervening period of at least three years, during which the position of Chair has been held by another.

Nominations of candidates for the Chair may be proposed by individual members of the Committee, at three yearly intervals when the tenure of the incumbent Chair is due to expire. Nominations shall be made in writing to the Secretariat and be received at least four weeks in advance of the GPC meeting at which a new Chair is to be elected, or an incumbent Chair is eligible for election for a second three year term.

When more than one nomination is received, the choice of Chair shall be determined by an election by the members of the Committee (see 5.1). The Board shall be informed of the Committee's choice and be invited to endorse it.

### **6. Conduct of Work Activities**

- 6.1 The Secretariat will, from time to time, solicit from Members of the Society topics for consideration by the GPC. It will also bring to the Committee those issues raised in Panel discussions, which are considered worthy of consideration by the GPC.
- 6.2 The Secretariat will also draw the attention of the Committee to those issues which have

## SIGTTO Constitution of the General Purposes Committee

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been identified through the series of technical enquires (safety, environmental or technical) received from both members and non-members at the London Liaison office.

- 6.3 All issues brought forward for consideration by the Committee shall be formulated in writing and accompanied by supporting papers as appropriate. AOB items should be forwarded in advance of the GPC meeting as per SIGTTO anti-trust requirements.
- 6.4 Proposals made directly by members must define clear objectives, scope and deliverables in the form of a Terms of Reference (ToR) document, which may be supplemented by other supporting information and which will form the basis for an agreed GPC working or other group. Individual member companies, making work proposals to the GPC, must commit their organisation to involvement in the resulting work until completion of the project.
- 6.5 In order to improve the speed and effectiveness of the GPC activities in support of the SIGTTO strategy, intercessional activities other than work progress may from time to time be required of full GPC membership for which GPC contribution will be requested as provided by 3.2. These may include:
- a) Preliminary approval and endorsement for work proposals
  - b) Approval of ToRs
  - c) Contributing to surveys.
  - d) Support to Secretariat Projects on an as needed basis
- 6.6 Intercessional GPC activity governance
- a) Approval of GPC deliverables will only be formally approved at GPC meetings
  - b) GPC Chair or Secretary on their behalf will lead intercessional communications
  - c) Where approval is sought for e.g. a ToR, and no consensus is reached, the approval will be deferred for discussion to the next GPC meeting.
  - d) Any approval request to GPC members will have a reasonably requested deadline for approval or otherwise. If no reply is received by requested deadline from a GPC member, this will be taken as agreement

## 7. GPC activity development and delivery

- 7.1 From time to time the GPC may form Working Groups to address specific issues or projects. These may be:
- a) Subcommittee. Formed to lead a particular development area that may lead one or more related Working Groups.
  - b) Working Groups. Formed directly by GPC or indirectly by Subcommittee to address a specific technical issue.
  - c) Secretariat Project. An GPC activity led by the SIGTTO Secretariat with as-needed consultation with GPC members according to its requirements.
- 7.2 Subcommittees:
- a) A Subcommittee will have a Chair, will be responsible to the Chair of the GPC, have nominated Secretariat support and have an agreed ToR.
  - b) A Subcommittee will have a maximum of sixteen (16) members each of which must

## SIGTTO Constitution of the General Purposes Committee

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represent a full member of the Society. Representatives of other SIGTTO member companies and industry organisations may be invited by the Chair as observers or to make specific contributions to a particular topic under discussion in collaboration with the nominated Secretariat referenced in a) above.

- c) The Subcommittee may propose, develop and lead one or more Working Groups or Secretariat Projects related to and under the Subcommittee ToR.
- d) Subcommittees will have a written schedule of milestones leading to the defined deliverables which may include any Working Groups or Secretariat Projects under the Subcommittee leadership with such procedures related to its organization, resources and work as may be appropriate.

### 7.3 Working Groups:

- a) A Working Group shall have a Chair who will be responsible to the Chair of the GPC for the activities of the WG unless it is led by a Subcommittee described under 7.2, by which this Chair reports to the Subcommittee Chair. Each WG will have nominated Secretariat support, have a ToR agreed by GPC and will have a maximum of sixteen (16) members.
- b) Members of Working Groups shall be full or associated Society members. Non-members, where they have special knowledge of a particular topic may be invited to participate.
- c) Each WG shall have a written schedule of progress points leading to the defined deliverable, with such procedures related to its organisation, resources, and work as may be appropriate.

7.4 No Subcommittee or WG shall be considered to be formed, nor begin work before the Chair of the GPC is satisfied with its constituent members, organisation and feasibility of its objectives.

7.5 Subcommittees and working groups are not constrained in their ways of working and Chair are encouraged to make efficient use of technologies and methods in order to progress development work as a cost efficient alternative to excessive travel for face to face meetings. The ways of working in this respect is the responsibility of the Chair to agree with group members, however these methods may include: e-mail communication, tele/videoconference and secure, shared sites for collaborative, remote working.

7.6 Deliverables by GPC sub committees, Working Groups or Secretariat Projects will be approved by GPC, copied to HEC as appropriate for comment, and submitted to the Board for final approval prior to publication.

## Annex 1

### Protocol for Directors of SIGTTO Attending General Purposes Committee Meetings

#### Preamble

Whilst Directors do not have a right to attend, it is recognised that there may be advantages to being present at discussions from time to time where practicable.

#### Substance of Protocol

- a) Directors wishing to attend a GPC meeting must write to the Chair of the GPC and to the Secretary to seek permission to attend. Whilst permission to attend remains at the discretion of the Chair and the Secretary, such permission shall not be unreasonably withheld.
- b) To facilitate practical management of the GPC, the GPC Constitution limits the number of additional attendees to 6. Directors wishing to attend are therefore requested to write at least 2 weeks prior to the date of the meeting so that proper consideration of the request can be given.

The following on the conduct of the GPC meetings should also be noted.

- 1) Directors may only attend as observers. They may not interject or try to influence the course of deliberations or conclusions of the GPC.
- 2) Formal reporting of the activities of the GPC to the Board of Directors remains at all times the responsibility of the Chair of the GPC and/or the Secretary.
- 3) The Constitution of the GPC stands and nothing in this Protocol shall be interpreted as overriding or amending the Constitution.

#### SIGTTO Secretariat