

**International Gas Union**  
**Articles of Association**



Approved by the IGU Council in Paris, France 1 June 2015

## **IGU's Vision:**

As the global voice of gas, IGU seeks to improve the quality of life by advancing gas as a key contributor to a sustainable energy future.

## **IGU's Mission:**

- IGU is the key and credible advocate of political, technical and economic progress of the global gas industry, directly and through its members and in collaboration with other multilateral organizations.
- IGU works to improve the competitiveness of gas in the world energy markets by promoting transparency, public acceptance efforts and the removal of supply and market access barriers.
- IGU seeks to collaborate with governmental agencies and multilateral organizations to demonstrate the economic, social and environmental benefits of gas in the global energy mix.
- IGU supports and facilitates the development of new technologies and best practices, while emphasizing sound environmental performance, safety, reliability and efficiency across the entire value chain.
- IGU maximizes the value of its services to members and other stakeholders.

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

1. The International Gas Union, hereinafter called 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 and the following of the Swiss Civil Code.

2. IGU is an international non-profit organisation.
3. IGU is registered in Vevey, Switzerland.

## **Article 2 - Purpose**

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

### Article 3 - World Gas Conference

1. In accordance with Article 2, 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 royalty to be paid by the Charter member to IGU.

As an exemption, 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.

2. The President shall establish a National Organising Committee (NOC) for the WGC during his/her triennium according to the structure of the membership involved.
3. The WGC is prepared by the President and the Secretary General, who are assisted by the Coordination Committee and the NOC. The WGC framework must be approved by the Council approximately 18 months prior to the opening date.
4. Substantive proposals by members regarding the conference programme must be made to the President by the same time limit.

### Article 4 - Membership

1. The gas industry of a country is represented by one Charter member. This should be someone that is considered to be the most representative gas entity (normally an association, but it can also be a company, the gas department of an energy company and the like) of the country in question.

In case a Charter member for special reasons is not capable to pay the supplement to the base membership fee resulting from the classification in the approved budget, the member will be offered the opportunity to become a Standard Associate member with the corresponding rights.

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

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

3. Standard Associate members are entitled to
  - participate in Council meetings with one delegate with speaking, but no voting rights
  - 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 six and twenty, they can only nominate three representatives which must come from different countries, and if the number is between one and five, only one representative can be nominated

- nominate representatives to the IGU committees.

Ten Associate members with physical or commercial assets related to the gas value chain, as mentioned in AoA 4.2, will have the possibility to become a Premium Associate member by paying a supplement to the base membership fee. A Premium Associate member will, in addition to the rights for Standard Associate members, have the right to:

- Vote in the Council
- Nominate candidates for chairing up to six IGU committees.

The supplement fee will be approved by the Council in the annual budget.

4. An Associate member is eligible to become a Charter member provided it is the only member from its country if it fulfils the conditions of Article 4.1.
5. All members have the right to nominate representatives to IGU Committees, and are encouraged to nominate persons who are willing and able to participate directly and actively in the work.
6. All members may resign from IGU at the end of a calendar year, having given six months prior notice. Resigning members have no claim on IGU assets.

7. The Council is empowered to revoke the IGU membership of a member, which either is no longer qualified in accordance with Article 4.1 or 4.2 or has failed to pay the membership fee for two consecutive years.

## **Article 5 - Organisation**

1. The Work of the IGU is undertaken by:
  - a. The Council,
  - b. The President,
  - c. The Secretary General,
  - d. The Management Team (MT),
  - e. The Executive Committee (EXC),
  - f. The Coordination Committee (CC),
  - g. The IGU committees,
  - h. Task Forces and
  - i. Regional Coordinators.
2. The President, the Vice President, the Immediate Past President, the Secretary General, the Chair of the Coordination Committee, the Vice Chair of the Coordination Committee, and Deputy Secretary General form the Management Team 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 exception:
2. Headline conclusions from meetings in the Executive Committee and the Council shall be issued in both official languages.
3. 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.
4. 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 of the Charter and Premium Associate members as defined in Article 4, represented at a Council meeting is allowed one vote. Ordinary decisions are made by the vote of the Charter and Premium Associate 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 and/or Premium Associate members. In the event of a tie, the President may exercise a casting vote. Voting by proxy to another Charter or Premium Associate member is not permissible.

4. The Honorary Officers, as defined in Article 15, 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, a 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 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 and/or Premium Associate 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

approximately nine months in advance of the respective triennium. Six of the Chair positions may be entrusted to the Premium Associate members.

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 and/or Premium Associate members for a period of three years.

The Chair position and Vice Chair position for a specific committee cannot be entrusted to the same IGU 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 ten Charter and/or Premium Associate members. The convening notice shall be accompanied by a detailed agenda and shall be dispatched at least four weeks before the meeting.

If urgent decisions are deemed necessary concerning issues about membership and other matters important to 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 takes place. 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 the IGU accounts and budget each year.

## **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 following triennium.
2. The President shall preside at the meetings of the Council and the Executive Committee. The President shall supervise the activities of IGU and represent IGU when required.
3. The President shall preside over the Management Team meetings.

The Management Team convenes in order to:

- prepare for the meetings in the Executive Committee and the Council,
- propose strategic guidelines;
- propose the Triennial Work Programme (TWP);
- establish Project Groups 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. The Vice President must belong to a different Charter member from the President. The Vice President will act as deputy for the President when necessary and is eligible to become 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 serve to the end of the current triennium.

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

1. Every three years the Council shall appoint from among members an Executive Committee consisting of:
  - the President in office,
  - the Vice President in office,
  - the Immediate Past President,
  - the Secretary General and Deputy Secretary General,
  - the Chair and the Vice Chair of the Coordination Committee,
  - a representative from each IGU member that is responsible for an IGU committee,
  - up to five representatives not already represented as described above in the Executive Committee, nominated by the group of Associate members, in accordance with the procedure mentioned in Article 4.3 above,
  - six representatives, nominated from different Charter members not already represented as described above in

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 Secretary General, Deputy Secretary General, the Chair and the Vice Chair of the Coordination Committee have no voting rights in the Executive Committee.

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 when his/her predecessor's term of office would have ended.
3. 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 determined by the Council and represents the interests of the IGU in all matters.
5. The Executive Committee shall appoint individuals as Chairs and Vice Chairs for the IGU committees in accordance with the provisions in Article 11.2 below.

The Executive Committee may appoint Project Groups upon proposal of the Management Team or the Coordination Committee. Such Project Groups are established to solve specific tasks and always with a limited duration.

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 submit to the Council:
  - the annual statement of accounts;
  - the budget and the proposed 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, Mission and Objectives;
  - proposals of candidates for election as President, Vice President, Secretary General and Deputy Secretary General;
  - proposals of the IGU members to be entrusted with Chair or Vice Chair positions of the IGU committees.

The Executive Committee reports on its general activities to the Council.

8. Decisions in the Executive Committee are taken in an open vote 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 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 Chair of the Coordination Committee nominated by the President for the respective triennium,
- the Vice Chair of the Coordination Committee nominated by the Vice President for the respective triennium,
- the Secretary of the Coordination Committee nominated by the CC Chair for the respective triennium,
- the Chairs of the IGU committees

The Secretary General attends the meetings. 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 by a simple majority of the members present. In case of a tie, the Chair has a casting vote.

#### **Article 11 - IGU Committees and Task Forces**

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 IGU work.
2. The IGU members entrusted with Chair positions and Vice Chair positions in accordance with Article 7.7 shall ensure that their nominated candidates have the necessary qualifications comprising of:
  - management and professional skills;
  - sufficient skills in the working language of IGU; and
  - international experience.
3. The secretariat of each committee is entrusted to the IGU member 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 11.2.
5. With reference to Articles 11.2, 11.3 and 11.4, the respective IGU members must ensure adequate support and funding to the Committee Chair and its secretariat to fulfil their commitment for the duration of the appointments.
6. For a given triennium the work of the committees and the 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 three sections:

- the description of the organisation of committees and Task Forces;
- the rules and procedures for the same; and
- the work programme for each of the committees and Task Forces.

7. IGU committees may ask the Chair of the Coordination Committee for approval to organise symposia, seminars and workshops on topics of special interest.
8. 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 if necessary set up a specific Project Group to undertake such studies.

#### **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 developments in their respective regions;
  - advise the President and the Secretariat on presentations in the regions;
  - represent and promote the Union and the gas industry in their respective regions;
  - contribute to the development of the TWP; and

- advise on the content of public statements from 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 candidates for Regional Coordinators not be available among the members of the Executive Committee, the Secretariat will assist in finding suitable candidates among the general membership. Regional Coordinators appointed in this way will attend the meetings of the Executive Committee with voting rights.

### **Article 13 - Secretary General and 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. At least two years before the end of the term of the Secretary General, the Council shall upon a motion from 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 must be suitably

qualified persons who have had experience in the handling of IGU and its committees, and who are fluent in the working language of IGU and preferably have sufficient knowledge of the other official language.

4. The Secretary General shall attend 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. In the event of the resignation or death of the Secretary General or the Deputy Secretary General, the Charter member entrusted with the Secretariat has the right to nominate a candidate for election by the Council in his/her stead to serve until the term of office expires.
6. The IGU headquarters 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 and Financial Management**

1. IGU is a non-profit organisation. 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. In addition a Budget shall be submitted to the Executive Committee which shall include proposed membership fees, fee supplements and structure, and the external statistical reference source for determination of fee

levels.

3. The Secretary General shall make sure the yearly accounts are audited by properly qualified and registered auditors.

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

1. To recognise a person who has rendered particular service to 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 and the Executive Committee may award 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, when at least one half of the Charter and Premium Associate 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.

It is in any case required that at least three quarters of the Charter and Premium Associate members present at the Council meeting approve the amendment.

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

1. IGU is established for an indefinite period.
2. A dissolution of IGU may be decided upon at a regularly convened meeting of the Council when 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. It is in any case required that at least three quarters of the Charter members present at the Council meeting approve the motion.

3. In the event of dissolution of IGU, the assets of IGU as per the liquidation balance sheet shall be divided among the Charter members in proportion to their subscriptions during the previous six years.