

**BY-LAWS OF THE**

**Europe Chapter of the**

**Intervention & Coiled Tubing Association**



Intervention & Coiled Tubing Association  
**Europe Chapter**

**Amendment Date: 31<sup>st</sup> May 2019**

Reference Documents

ICoTA UK Company - Articles of Association Dated October 1994

ICoTA Global Bylaws Dated March 2015

ICoTA European Chapter Roles & Responsibilities

This document requires to be reviewed and re-verified annually.  
The next review is scheduled for 31<sup>st</sup> May 2020

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## 1. INTRODUCTION

The International Coiled Tubing Association (ICoTA) was established in Scotland during October 1994 as a means of supporting, communicating, and promoting rapid technological advances within the coiled tubing industry. The name was changed a few years later to Intervention and Coiled Tubing Association (ICoTA). This was for inclusion of all well intervention technologies in the scope of the association. ICoTA seeks the participation and involvement of manufacturers, suppliers, service providers, and end-users of coiled tubing, slickline, wireline, hydraulic workover, pumping and associated technologies.

The mission of the Intervention and Coiled Tubing Association is to promote well intervention within the oil & gas industry through enhancing communication, collaboration, gathering technical expertise, and promoting safety, training, competency and accepted practices within the well intervention related industries.

The business and activities of ICoTA are generally conducted at two levels; the Global level and the Chapter level. The collective skills and perspectives of ICoTA members provide a unique asset and resource for application of industry initiatives and/or cooperation with other industry bodies.

The annual SPE/ICoTA Coiled Tubing & Well Intervention Conference and Exhibition which is held in the U.S.A. is the flagship Global event for ICoTA. It is organised at the Global Board of Director level. The program committee, composed of volunteers from the ICoTA membership, performs key roles in the organization of the technical program and exhibition. This annual event usually also includes technical training short courses in association with the program.

Local events and activities, such as Lunch-and-Learn meetings, roundtables, technical conferences and other social events, are organized and conducted at the Chapter level. The Global ICoTA Board of Directors supports such events through their Secretary/Administrator, notification on the global website, backing with funding (if required) and Board member attendance.

The Global ICoTA organisation, is based in Houston, USA. It has in place a structure where a Full Board of Directors and an Executive Board of Directors exist. The Global ICoTA Organisation is governed by their own bylaws.

As examples of these two structures please note Figures 1.1 and 1.2

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**2019 – 2020 ICoTA Global Board Of Directors (BoD)  
Functional / Administrative**

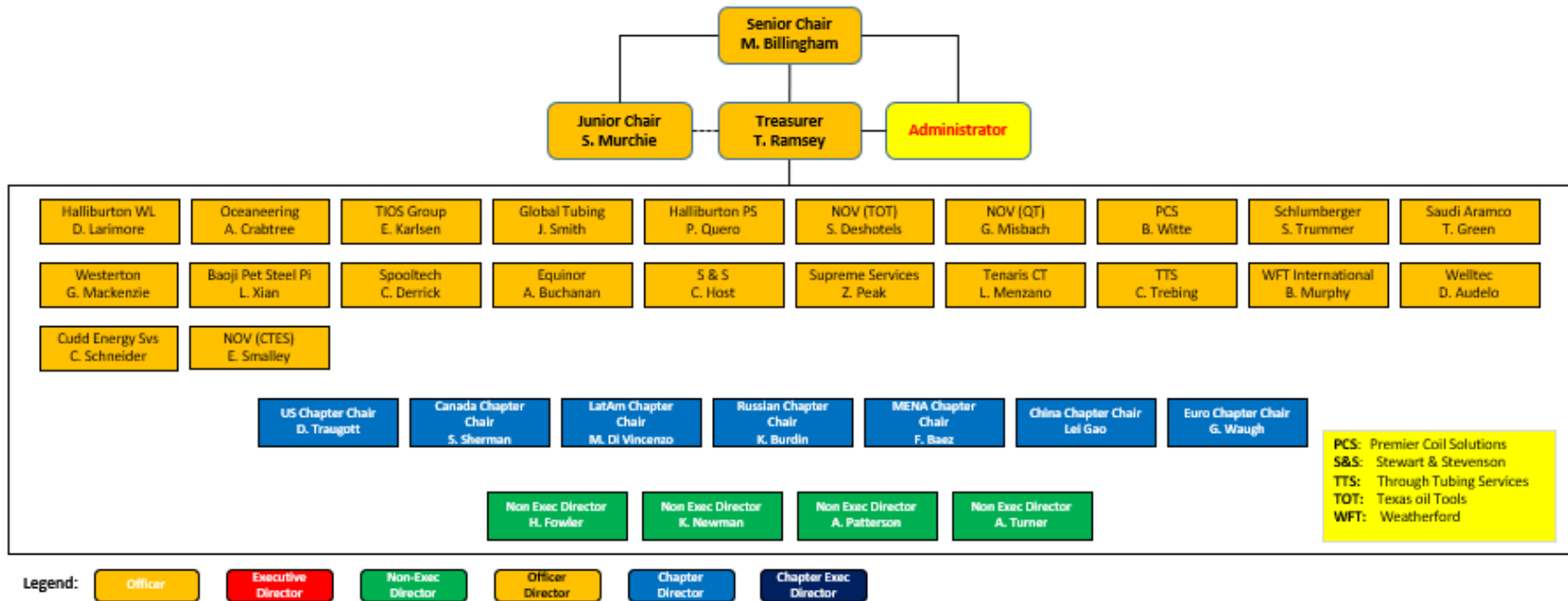


Figure 1.1: - ICoTA Global Board of Directors

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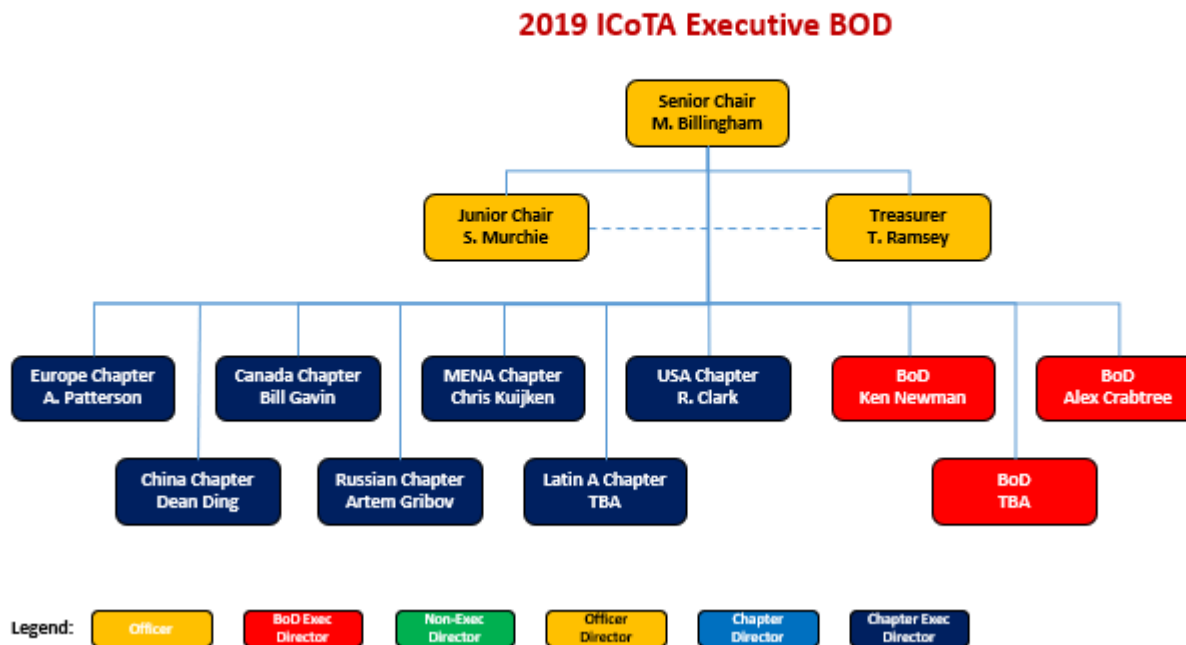


Figure 1.2: - ICoTA Global Executive Board of Directors

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## **2. ICoTA CHAPTERS**

The activities and member interaction at the Chapter level are key mechanisms for realizing the full potential of ICoTA. The local business and technical operating environment will influence the primary interests and activities of a Chapter.

ICoTA Chapters may be established where a sufficient level of member interest exists and after the proposal to create a Chapter has been approved by the Executive Board of Directors. The ICoTA Global Secretary/Administrator shall assist the organizers of a Chapter with information about the process and provide other support as necessary.

A high degree of autonomy in Chapter business is encouraged. However, ICoTA Chapters shall be organized and managed in a manner consistent with the Global Bylaws.

It is the responsibility of Chapter management to ensure that the Chapter operation meets the requirements of the applicable local regulations.

A proposed Chapter shall be considered a functional Chapter of ICoTA after full payment of any required fees and upon receipt of notice of acceptance as a Chapter signed by the senior Co-Chair of ICoTA. The Chapter must continue to pay the annual fee for each calendar year, unless otherwise specified by the Executive Board of Directors, to remain a recognized ICoTA Chapter.

### **2.1. Chapter Formation**

Within the ICoTA Global Bylaws, Attachment 1 describes the procedure for formation of an ICoTA Chapter.

### **2.2. Chapter Structure**

Where local regulations permit, ICoTA Chapters shall adopt a similar structure of officers to that of the Global ICoTA.

### **2.3. Chapter Status on the Executive Board of Directors**

Each functional Chapter shall have a representative on the ICoTA Executive Board of Directors. That representative shall have the same voting rights and obligations as an officer of the Board of Directors. The chapter should elect a member in good standing to serve a two-year term as a representative to the Executive Board of Directors. The elected representative may not be either the Senior or Junior Chapter Chair but may otherwise serve as an elected officer of the chapter and must reside in the geographical area represented by the Chapter.



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## **2.4. Chapter Fees**

Each Chapter shall pay an annual fee to ICoTA Global equal to that charged for a Global Director membership. The Chapter may charge its members a Chapter fee or collect funds for the annual ICoTA fee through events or other means. The Chapter can retain any surplus funds which are to be used for the benefit of the Chapter. Each Chapter has the following responsibilities;

- Paying its Chapter fee when due;
- Providing the ICoTA Office with the current contact information for the Chapter's Officers;
- Complying with regulations and tax requirements that apply within its area of operation.

## **3. ICOTA EUROPE OFFICE**

The European Chapter of ICoTA was the originator of the ICoTA association. It was established in 1994 and registered as a not for profit company in the UK with Companies House under SC 153819. The activities of the European Chapter are located mainly in Scotland. During any year the Chapter holds several lunch-and-learns and other social events. The principal technical event in the calendar is annual European Well Intervention Conference. This is held each November and organised by ICoTA Europe in partnership with SPE Aberdeen.

The following ICoTA Europe Chapter, (EC) by-laws are intended to provide clear guidance for the members, officers, and contractors involved in running and managing the association.

The Office for ICoTA EC shall be maintained at the following location until the UK Company Directors approve a change.

Intervention & Coiled Tubing Association, c/o Mearns & Gill, 7 Carden Place, Aberdeen, AB10 1PP, UK

The ICoTA European Chapter's Internet address shall be

[www.icota-europe.com](http://www.icota-europe.com)

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### **3.1. Chapter Mission Statement**

**'To improve communication and promote the value of well intervention solutions within the oil and gas industry'**

### **3.2. Chapter Objectives**

- To continue to provide Europe's premier well intervention technical forums.
- To develop the European Chapter website into a valuable technical resource for the well intervention industry.
- To raise the profile of ICoTA throughout Europe and elsewhere.
- To establish relationships with academia to promote the well intervention industry to young engineers.
- To increase membership and participation from professionals working in operating companies.
- To work with UK Government bodies to foster collaboration and increase production from well intervention.

## **4. ICOTA MEMBERSHIP**

ICoTA EC shall have only the following two types of membership.

- Ordinary
- Honorary

The Global Board of Directors has the sole authority to establish both the qualifications for membership and the membership fee structure.

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#### **4.1. Ordinary Membership**

Any individual may apply to the ICoTA European Chapter for Ordinary Membership in ICoTA. Ordinary members are responsible for paying their membership fees when due and providing the ICoTA office with their current contact information. Ordinary membership carries a minimum term of one (1) calendar year after the ICoTA office acknowledges receipt of the membership fee.

Ordinary members may attend any ICoTA meeting or function and request that a Director member submit an issue for consideration to the Global Board of Directors. However, Ordinary members are not eligible to vote on issues brought before the Global Board of Directors. Within Europe the Director member is the Snr Chair.

An Ordinary member may resign from ICoTA at any time by submitting a notice of resignation to the ICoTA European Chapter Office. The resigning member shall forfeit all fees paid and all rights provided by that membership. A membership is maintained by the payment of annual dues, where applicable, unless the European Chapter's Committee choose to rescind the individual's membership.

#### **4.2. Honorary Membership**

Only the Global Board of Directors may grant Honorary membership of ICoTA to an individual who has made a significant contribution to the interests of the coiled tubing or well intervention industry or ICoTA. An Honorary membership has no associated fee, and it endures for the life of the individual. A candidate for Honorary membership shall be nominated by a Global Director member, seconded and approved by a 2/3 majority of the Global Director members. Honorary membership recipients are generally part of the Chapter in which they reside within. An Honorary membership may be rescinded by vote of a 2/3 majority of the Global Director members.

#### **4.3. Director Membership**

For clarity the directorship being referred to in this section is on the ICoTA Global Board of Directors. i.e. Not the ICoTA UK Company. Apart from the serving European Chapter Chairman, the EC cannot appoint Directors to the Global Board of Directors.

#### **4.4. Non-Executive Director Membership**

The European Chapter doesn't have non-executive directors. ICoTA EC thus cannot appoint Non-Executive Directors to serve on ICoTA Board of Directors.

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## **5. ICoTA EC CHAMPIONS**

In support of our continuing journey, the European Chapter of ICoTA introduced an initiative entitled 'ICoTA EC Champions'.

The aim is to ensure that we can continue to provide the industry and ICoTA EC members with value added benefits, such as knowledge sharing, networking and key training opportunities. This initiative is for a company level participation within the European Chapter. The companies considered for being eligible to become Champions should be located within the geographic area covered by the chapter.

### **5.1. Benefits of Becoming an ICoTA Champion**

Gain recognition and acknowledgement of your much-valued industry support. Furthermore, you will also receive a variety of benefits including:

- ICoTA Europe 'Flexi Champion' Membership: Flexi-membership allows up to 8 staff from the organisation to attend the various ICoTA events as opposed to named individuals. Flexi-membership is intended to accommodate the changing needs of the organisation in terms of topics of interest and / or staff availability. Flexi Members also receive discounted places at ICoTA Europe events. At a time when internal multi-vendor technology workshops have been reduced, this is a great opportunity for engineers to absorb much of what the industry has to offer.
- Access to member's area which offers online training and conference presentations from other ICoTA chapters around the world.
- Attendance for 2 employees at all 8 CPD accredited lunch and learns throughout the year.
- 5 Passes for the Annual SPE/ICoTA European Well Intervention Conference. Plus, discounted places for other employees wishing to attend. This conference energizes and inspires engineers, allowing them to think about technical challenges and discuss with peers, subject matter experts, vendors and speakers.
- Speaking opportunities for a company at ICoTA EC Events.
- Champion Partnership and prominent branding As a Champion, a company will enjoy prime position as a partner across all EC events; including the annual conference, the innovation award, and the annual dinner on the website and all marketing materials.

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## **5.2. Number of Champions**

At any one time the maximum number of Champions will be limited to a total of ten companies.

## **5.3. Election of An ICoTA Champion**

A company which wishes to become a Champion, should in the first instance contact the Chapter's Snr Chair or a committee member. On submission of an application, it will be reviewed by the Snr Chair, Jnr Chair and Treasurer. Should there be a need these officers, may elect to discuss the application with the directors of the UK ICoTA company. The decision reached by these officials is final. A Champion will be so acknowledged on receipt of the payment of their dues.

In the situation that the maximum number of Champions has been reached, and another valid application is received, then the Chapter officers will notify the full Chapter committee of the situation and subsequently the applicant. When there is an available opening, that specific applicant will be re-approached by the Snr Chair and advised of the change. In the situation, where more than one application has been received, then the Snr Chair will approach applicants based on their date of application, with precedence given to the earlier applicant.

## **5.4. Dues**

The recognition as a Champion can only be achieved thru payment of dues. The setting of the dues is reviewed annually by the office bearers and approved by the UK company directors. The Snr chair, Jnr Chair and Treasurer may at their discretion set a reduced fee for a company joining at a time period during the year.

## **5.5. Term**

ICoTA EC Champions are appointed annually and follow the timeline of a calendar year. Renewals and new applications for the next year will be managed by the Chair and Treasurer during the fourth quarter.

## **5.6. Resignation**

A Champion may resign from ICoTA EC at any time by submitting a notice of resignation to the ICoTA European Chapter Office. The resigning Champion shall forfeit all fees paid and all rights provided by that designation.

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## **6. ICoTA EUROPE PATRONS**

In support of our continuing journey, the European Chapter of ICoTA recently rolled out a new initiative entitled 'ICoTA EC Patrons'.

The aim is to ensure that we can continue to provide the industry and ICoTA EC members with value added benefits, such as knowledge sharing, networking and key training opportunities. This initiative is for a company level participation within the European Chapter. The companies considered for being eligible to become Patrons should be located within the geographic area covered by the chapter.

### **6.1. Benefits of Becoming an ICoTA Patron**

Gain recognition and acknowledgement of your much-valued industry support. Furthermore, you will also receive a variety of benefits including:

- Two Individual Memberships
- Access to member's area which offers online training and conference presentations from other ICoTA chapters around the world.
- Sponsorship of 1 x hole at the Annual European Chapter Golf Tournament. This includes flag with Patron's logo and advertising within the event.
- Speaking opportunities for a company at ICoTA EC Events.
- Patron Partnership and prominent branding As a Patron, a company will enjoy recognition on the ICoTA Europe website.
- Approval for the duration of their Patronage to use a dedicated ICoTA Europe Chapter Patron's logo on their own marketing materials.

### **6.2. Number of Patrons**

At any one time the maximum number of Patrons will be limited to a total of sixteen companies.

### **6.3. Election of An ICoTA Patron**

A company which wishes to become a Patron, should in the first instance contact the Chapter's Snr Chair or a committee member. On submission of an application, it will be reviewed by the Snr Chair, Jnr Chair and Treasurer. Should there be a need these officers, may elect to discuss the application with the directors of the UK ICoTA company. The decision reached by these officials is final. A Patron will be so acknowledged on receipt of the payment of their dues.

In the situation where the maximum number of Patrons have been reached, and another valid application is received, then the Chapter officers will notify the full

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Chapter committee of the situation and subsequently the applicant. When there is an available opening, that specific applicant will be re-approached by the Snr Chair and advised of the change. In the situation, where more than one application has been received, then the Snr Chair will approach applicants based on their date of application, with precedence given to the earlier applicant.

#### **6.4. Dues**

The recognition as a Patron can only be achieved through payment of dues. The setting of the dues is reviewed annually by the office bearers and approved by the UK company directors. The Snr chair, Jnr Chair and Treasurer may at their discretion set a reduced fee for a company joining at a time period during the year.

#### **6.5. Term**

ICoTA EC Patrons are appointed annually and follow the timeline of a calendar year. Renewals and new applications for the next year will be managed by the Chair and Treasurer during the fourth quarter.

#### **6.6. Resignation**

A Patron may resign from ICoTA EC at any time by submitting a notice of resignation to the ICoTA European Chapter Office. The resigning Patron shall forfeit all fees paid and all rights provided by that designation.

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## **7. ICoTA EC COMMITTEE**

The Chapter will form and maintain a single lead committee. The committee will discuss and make decisions on Chapter business. This committee consist of companies and individuals that are actively involved in well intervention in Europe. The maximum number of committee members is forty. In practice, the number of committee members could be less. The Snr chair has the sole decision for what is representative of a good quorum of companies within the industry. Unless stated otherwise in the ICoTA European Chapter by-laws, all business requiring approval of the committee shall occur during meetings of the committee.

### **7.1. Committee Formation**

The choice of committee members will be reviewed annually by the Snr Chair. That review will use the following levels of precedence.

- Companies who are Director member on the Global Board of Directors.
- Individuals who serve on the Global Board of Directors.
- Companies who are European Chapter Champions and Patrons.
- Companies who in the previous year had representation on this committee.
- Chair and co-chair of the next the European Well Intervention Conference
- Individuals who in the previous year served on this committee.
- Individuals who represent other organizations which benefit the EC.

Except where more than one global directorship is being maintained by the same company, each company will have only one member on the committee.

To be eligible to serve on the committee, the representative must reside and predominately work within Europe. An application to become a committee member should be sent to the Snr Chair. The selection of new committee members is handled by the Snr Chair; Jnr Chair and Treasurer.

### **7.2. Dues**

Every individual committee member must be a current fully paid up member of ICoTA. This can be achieved by either holding an ordinary membership, an honorary membership, the company Director on the Global Board or a member which has been designed by the EC as being from an EC Champion or Patron. In terms of timelines, an individual's annual membership dues must be paid in full by end of February each year.

Should a committee member's dues remain unpaid at the end of March, they will be stood down as a committee member in April of that year.



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### **7.3. Roles & Responsibilities**

The ICoTA EC Committee member supports the Snr Chair and committee members to deliver the agenda; plan through positive and measurable contributions and attendance levels.

- Helps to deliver the ICoTA Agenda working with other committee members
- Attends most monthly committee meetings (>60% per year) (With the approval of the Snr chair, they may delegate a nominee to attend to represent their company in their absence)
- Actively participates in setting the agenda, committee sub groups and lunch and learn activities
- Measured contribution to at least 1 ICoTA deliverable year on year (as set by annual agenda/plan)
- Assists in providing media material/articles as required/requested to the Administrator, for increasing ICoTA's visibility/presence in the industry
- Promotes the work of ICoTA in their company and with colleagues

### **7.4. Participation Level**

Concerning EC committee meetings, the annual minimum in person participation level is 60%. The Snr chair is empowered to discuss and decide what subsequent action will be taken should a member fail to achieve this level of participation. Apart from the situation, where the member has become incapacitated, a member must be able to explain their absence. ICoTA EC acknowledges the time commitment required and hence various options exist to the member. These include mitigating circumstances, that have been rectified, thus a greater level of participation will happen in the subsequent year, alternatively they can stand down, or at the discretion of the Snr Chair nominate an alternative person to represent their company.

Should a member fail to attend a meeting over a rolling six-month calendar period of time, then they will be determined to have deserted and they will be automatically removed from the committee.

### **7.5. Frequency of Meetings**

The EC committee shall meet at least once per quarter (every three months). Normally the EC committee will set the date of its next meeting at the end of the current meeting. Either Co-Chair may call for a meeting of the UK Company Directors at any time.

### **7.6. Notice and Announcement of Meetings**

The Event Manager/Administrator shall announce a pending Committee meeting to the ICoTA membership by posting a notice on the ICoTA-Europe website. Also, the

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Event Manager/Administrator shall notify the Committee of a pending meeting by direct communication, such as letter, fax, or email. Both announcements and notifications shall include a draft agenda for the pending meeting. All announcements and notifications shall be no less than ten (10) business days before the actual meeting time.

### **7.7. Location and Time of Meetings**

The location and time of a meeting of the committee, shall be at the discretion of the Co-Chair convening the meeting. Committee members, or Officers of the ICoTA EC, not able to attend a meeting in person shall be allowed to participate by telephone or videoconference. By which all persons participating in the meeting can hear each other. Participation by telephone or videoconference shall constitute presence in person at such a meeting for determining a quorum and conducting ICoTA business.

### **7.8. Quorum of Committee Members**

One third (1/3) of the combined total of Committee Members, shall constitute a quorum for the transaction of ICoTA EC business. Any action by a quorum shall stand as the action by the ICoTA European Chapter.

If a quorum is present at any meeting, the vote, by a majority of the participants eligible to vote, present in person or represented by proxy, shall decide any question brought before such a meeting, unless the question is one which requires a different majority as described in these by-laws.

### **7.9. Meeting Conduct**

The Snr Chair shall preside at meetings of the committee and at meetings of the UK Company Directors. In the absence of the Snr Chair, the Jnr Chair shall preside. If neither Snr Chair or Jnr Chair can participate in a meeting, the Snr Chair shall appoint a presiding officer for that meeting and notify the Committee members, of that appointment prior to the scheduled meeting time.

In the absence of the Event Manager/Administrator, the presiding officer shall appoint an administrator for the meeting to record minutes.

At meetings of the Committee, or Officers, business shall be transacted in such order as determined by the presiding officer.

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### **7.10. Voting Procedures**

Each committee member shall be eligible to one (1) vote on each matter submitted by a motion, which has been seconded, within the authority of the committee. Members eligible to vote may vote either in person or by proxy. The Committee may raise a motion and vote on items that affect the EC By-Laws, nomination and election of officers, revoking officers or memberships. The Committee may submit, in writing prior the scheduled meeting, motions for the Global ICoTA organisation to consider.

### **7.11. Proxies**

A committee member unable to personally attend a specific committee meeting, cast a vote, or otherwise perform their required duties may appoint a proxy for that purpose. The proxy shall be a Committee member of ICoTA EC. The committee member appointing a proxy shall be responsible for notifying either Co-Chair with the identity of the proxy member in advance of the duty to be performed.

There shall be no proxy recognised during the presentation and voting stages of the ICoTA Innovation Award. i.e. An EC Committee member must be present to vote.

If an Officer is unable to attend a meeting of the EC Company Directors, they shall nominate a representative to attend the meeting on their behalf given prior written notification to the Snr. Chair.

There shall be no proxy recognized at the EC Company Director meetings.

### **7.12. Meeting Minutes**

Minutes of all committee meetings shall be approved by the attending committee members and made available.

Draft meeting minutes shall be distributed to all Committee Members within fifteen (15) business days of the meeting and adopted as final minutes at the next meeting. The Event Manager/Administrator shall archive a final copy of the minutes from each Committee meeting.

### **7.13. Sub Committees**

It is expected that during a year a few focussed sub-committees will be maintained by the Snr chair. These sub-committees typically include the Annual European Well Intervention Conference, the Innovation Award, the membership and marketing committee. The participants on these sub-committees are anticipated to include the members of the full committees. In addition, for the European Well Intervention Conference, which is jointly organised with SPE, it is expected that a combined

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committee will be formed. SPE and ICoTA will separately designate representatives to this event. However, the events Snr chair and Jnr chair prior to their appointment being made have to be nominated and approved by the full ICoTA EC committee.

#### **7.14. European Well Intervention Conference Chair**

The ICoTA EC European Well Intervention Conference Chair directs and steers the Conference Committee to ensure a quality annual conference and exhibition in accordance with the ICoTA EC Annual Agenda/Plan. The position has a 1-year term and during which the chair is assisted by a Jnr chair. This position isn't an officer for the European Chapter.

They work closely with the SPE and the Conference Committee to deliver a successful and topical annual well intervention conference that is in line with the committee and members' wishes.

- Chairs, and may host, conference committee meetings as required to deliver the conference agenda.
- Participates in the evaluation and selection of Technical Presentations for the Annual Well Intervention Conference
- Participates in the Innovation Award Selection and Judging Panel as required or requested.
- Delivers opening welcome and introduction speech at Annual Well Intervention Conference. Introduces Keynote Speaker.
- Assists in sourcing of Keynote Speaker for Conference and personally contacting them as required to facilitate the delivery of the keynote speech
- Assists in providing media material/articles as required/requested to the administrator for promotion of Conference.
- Announcement of Innovation Award Winner at Annual European Well Intervention Conference. This should be normally carried out by ICoTA EC Snr Chair or Jnr chair.
- The ICoTA EC European Well Intervention Conference Chair and co-chair will receive free entry to the event that they are chairing.

#### **7.15. ICoTA Europe Chapter Ambassadors**

While this role existed previously, as per the date of these Bylaws the role of an EC Ambassador has been removed. ICoTA EC cannot appoint Ambassadors.

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## **8. ICoTA EUROPE CHAPTER OFFICERS**

The European Chapter Committee shall elect, appoint, or confirm ICoTA European Chapter Officers as required by 2/3 majority vote. The Officers of ICoTA EC shall consist of the following positions;

- One (1) Senior Chair
- One (1) Junior Chair
- One (1) Treasurer
- One (1) Chapter's Executive Director
- One (1) Company Secretary

Figure 8.0.1 on the next page illustrates the structure within the European Chapter.

### **8.1. ICoTA UK Company**

The ICoTA Europe Chapter is registered in the UK as not for profit limited company at Companies House. In relation to the officers of the EC, the Directors of the UK Company will comprise as follows: -

- One (1) Senior Chair
- One (1) Junior Chair
- One (1) Treasurer
- One (1) Chapter's Executive Director
- One (1) Company Secretary

In addition, to these five officials, the Chapters immediate past Snr chair and Treasurer will also serve as Directors of the UK Company for a period of one year following their completion in office. Beyond their one-year post completion of office, they may elect to stand down. Beyond their two-year post completion of office, they will be invited to stand down as a Director from the UK registered company.

Further to these officials, the UK company will maintain its own secretary. That position can be an appointment or filled from within the ranks of UK Company Directors. Thus, in total the maximum number of UK Company Directors is seven. The minimum is two. Should the maximum number be reached, and a new directorship is required, then based on the longest date since leaving office, that past officer who holds a directorship will be invited to stand down.

The UK Company Directors shall have sole authority to determine which members and/or officers of ICoTA EC qualify for compensation for services rendered to ICoTA or expenses incurred during providing those services. The UK Company Directors are responsible for organising and manning the ICoTA Stand at the annual European Well Intervention Conference. They as ICoTA's UK Company Directors will receive free full pass event.

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### 2019-20 European Chapter Committee Structure

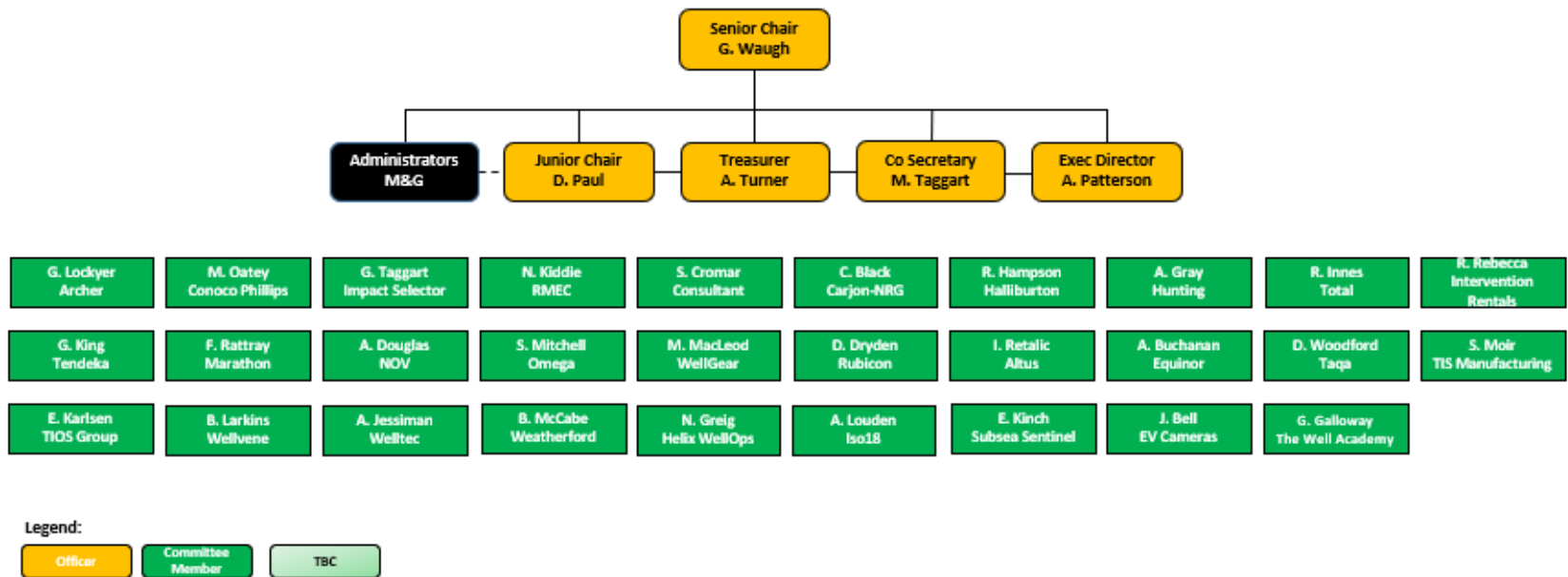


Figure 8.0.1: - European Chapter Committee Structure

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## **8.2. Eligibility for Office**

Only committee members in good standing or senior industry figures shall be eligible for the position as Officers of ICoTA EC. No individual can simultaneously hold more than one office.

## **8.3. Authority of Office**

Officers shall have such authority and perform such duties in the management of ICoTA EC as may be provided in these by-laws or as may be determined by the Global Board of Directors to be consistent with their by-laws.

## **8.4. Co-Chairs**

Annually, the EC committee shall nominate and elect a Co-Chair from either the ranks of committee members or industry to serve a term of two (2) years. The Co-Chairs shall serve staggered terms such that the Snr Chair has one (1) year of their term remaining at the time the new (Junior) Chair begins their two-year term. The Co-Chairs, in the order of their seniority, unless otherwise determined by the committee, shall perform the duties and exercise the powers commensurate with the authority of the Chair. The primary functions of the Co-Chairs include the following;

- Presiding over the meetings of the EC committee;
- Performing duties and exercising powers authorized or granted by the Global Board of Directors;
- Conducting the routine ICoTA EC business within Europe;
- Promoting the growth and reputation of ICoTA within the industry;
- Formally registering to serve as a Director within the ICoTA EC company. That registration is held at Companies House.
- As Chair representing the European Chapter in the meetings of the Global ICoTA Board of Directors.

Their detailed roles and responsibilities are presented in the next two sub-sections.

### **8.4.1. Individual Roles & Responsibilities of the Senior Co-Chair**

The ICoTA EC Snr Chair directs and steers the Committee, sub committees and interface companies, to execute the ICoTA Annual Agenda/Plan.

- Works closely with interface companies to ensure the ICoTA EC Agenda is delivered in line with the committee and members' wishes.
- Chairs monthly committee meetings (delegating if required) and executes the agendas as appropriate.
- Part-Owner of Annual Lunch and Learn Plan, setting the themes and supporting the collation of subject matter/material (50% shared with Co-Chair).

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- Chairs monthly Lunch and Learn sessions (delegating if required), provides context, speakers' introductions and facilitates questions/discussions as required.
- Approves media material/articles as required/requested to the administrator for increasing ICoTA's visibility/presence in the industry.
- Makes after dinner speech at ICoTA annual dinner event (summarizing events, successes and acknowledgements as appropriate).
- Announces and presents Innovation award to the winner at the Annual European Well Intervention Conference.
- May be required to present other notable awards at social or business-related events, (e.g. ICoTA EC Golf Day)
- ICoTA Global Board member – contributes to global agenda for 'term of office' period

#### **8.4.2. Individual Roles & Responsibilities of the Junior Co-Chair**

The ICoTA EC Co-Chair supports the Chair and Committee to execute the ICoTA EC Annual Agenda/Plan with a natural succession to Chair.

- Works closely with the Chairman and interface companies to ensure the ICoTA Agenda is delivered in line with the committee and members' wishes.
- Provides delegate cover in chairing monthly committee meetings (when Chairman not available) and executes the agendas as appropriate
- Part-Owner of Annual Lunch and Learn Plan, setting the themes and supporting the collation of subject matter/material (50% shared with Chair)
- Provides delegate cover to the monthly Lunch and Learn sessions (when Chairperson not available), provides context, speaker introductions and facilitates questions/discussions as required
- Assists in providing media material/articles as required/requested to the administrator for increasing ICoTA's visibility/presence in the industry
- Promotes the work of ICoTA in their company and with colleagues.



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## **8.5. Treasurer**

The EC committee shall nominate and elect the Treasurer to serve for a term of one (1) year. The Treasurer can serve more than one term if re-nominated and approved by the committee. The committee may require the Treasurer to give ICoTA a bond of specific type, character, and amount. The ICoTA EC Treasurer maintains financial oversight of the ICoTA budget ensuring sufficient finance is available to execute the ICoTA Annual Agenda/Plan. The primary roles of the ICoTA EC Treasurer include, but are not limited to, those described in the following subsections. These roles are performed with the assistance of the Event Management/ Administration consultant and a third-party certified public accountancy firm.

Within the committee the Treasurer's main duties are: -

- Works closely with the Co-Chair, Committee and Interface companies to ensure the ICoTA EC Agenda is delivered in line with the committee and members' wishes
- Provides updates through monthly meetings on finances, spends and any other financially related issues affecting the European Chapter.
- Supports the planning and content of the Annual Lunch and Learn Plan, inputting to the themes and supporting the collation of subject matter/material
- Works closely with the Event Managers to ensure ICoTA revenues/income are received and accounted for in line with standard industry practices
- Assists in providing data/information to the ICoTA appointed accountants for the purposes of audit and year end accounting process
- Promotes the work of ICoTA in their company and with colleagues

### **8.5.1. Maintain Financial Records**

The Treasurer shall have custody of ICoTA EC funds and securities and shall maintain full and accurate accounts and records of receipts, disbursements, other financial transactions and maintaining the register of signatories for ICoTA EC bank account(s).

### **8.5.2. Make Deposits and Disbursements**

The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of ICoTA EC in such depositories as may be designated by the committee. The Treasurer shall disburse the funds of ICoTA as may be ordered by the committee, or UK Company Directors to have proper vouchers for such disbursements.

### **8.5.3. Financial Reports**

The Treasurer shall provide to the Co-Chairs and the committee a full accounting of all ICoTA financial transactions whenever requested to do so, or no less than once per quarter (every three months). The Treasurer will ensure that all necessary tax returns and financial statements are filed in a timely manner. The Treasurer will engage a Certified Accountant on behalf of ICoTA EC to prepare such returns.

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#### **8.5.4. Financial Management**

Formally serve and listed as a Director within the ICoTA EC company registration which is held at Companies House.

#### **8.6. Chapter Executive Director**

Each ICoTA Chapter shall elect one delegate to serve on the Executive Board of Directors for a term of two (2) years. The delegate may serve on the Chapter Board of Directors but shall not be the elected Senior or Junior Chair of the Chapter. The Chapter Delegate shall attend the meetings of the Executive Board of Directors and have full voting rights on the Executive Board of Directors. The Chapter's chosen delegate ideally should be a past Chair of Europe and shall reside within the geographic area covered by the Chapter. The Executive Board will continue to operate should an individual Chapter be unable to provide a delegate, or should a vacancy arise. A temporary substitute may serve as Chapter Delegate at an Executive Board of Directors meeting provided written notification from the Chapter Snr. Chair is received by the ICoTA Global Snr. Chair.

#### **8.7. Company Secretary**

The Secretary shall maintain all records of ICoTA and shall keep permanent records of all business conducted by ICoTA including minutes of Board meetings and membership data. The Secretary has the responsibility for filing by 1<sup>st</sup> Oct each year the Confirmation Statement with Companies House.

ICoTA shall keep correct and complete records of accounts, minutes of the proceedings of its Directors, and the names and addresses of all Director Members at its registered Office and/or principal place of business. The normal term of office for the Company Secretary is two years. As a minimum the secretary will organise one meeting annually of the ICoTA UK Directors. This meeting should occur during the second quarter of the year. i.e. between April 1<sup>st</sup> to June 30<sup>th</sup>.

#### **8.8. Immediate Past Chair and/or Treasurer**

As stated in Section 8.1, the Chapter's immediate past Snr chair and/or Treasurer will also serve as Directors of the UK Company for a period of one year following their completion in office. Beyond their one-year post completion of office, they may elect to stand down. Beyond their two-year post completion of office, they will be invited to stand down as a Director from the UK registered company.

While they are no longer officers of the Chapter, they in addition to their roles and responsibilities as committee members have the responsibility for ensuring consistency is maintained, including effective handovers take place and support of the incoming officials is provided. As directors of the UK Company, they remain bound by the duties that are associated with that appointment.

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### **8.9. Term of Office**

Officers of ICoTA EC shall hold office until one of the following events;

- A successor is elected or appointed by the Committee;
- They become incapacitated or are unable to perform their duties;
- Their resignation;
- The EC committee and/or the Global ICoTA Snr. Chair removes them from office.

In general, the offices of Snr Chair, Jnr Chair and Treasurer will commence and end at what are successive Annual Dinners. These are held in Aberdeen each February. The office of Global Executive Director will be held in sequence with the ICoTA Global AGM, which is held each March.

### **8.10. Vacancies**

In the event of a vacancy in an office of ICoTA EC occurring between meetings of the Committee, the remaining Officer(s) shall supervise the nomination and election of a replacement Officer by letter, FAX, or email ballot. The committee shall ideally fill any vacancy occurring in an office of ICoTA within 90 days of the vacancy.

### **8.11. Resignations**

An Officer of ICoTA EC may resign at any time. Such resignations shall be made in writing to the other Officers of ICoTA EC and shall take effect at the time specified therein. If no time is specified in the resignation letter, the resignation shall take effect at the time of its receipt by the presiding Officers. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Resignation as an Officer of ICoTA EC shall have no effect upon the membership status of that individual.

### **8.12. Removal from Office**

The Global Board of Directors may remove an Officer of ICoTA EC at any time it judges the best interests of ICoTA would be served by such an action. A motion of proposal for removal, supported by at least four (4) Global Director Members, shall be directed to a Co-Chair, the Secretary/Administrator, and the Treasurer. A 2/3 majority vote of Global Director Members is required to unseat an Officer of ICoTA EC. Alternatively, an ICoTA EC Officer or ICoTA UK Company Director can be removed from office with a straight majority vote of the ICoTA UK Company directors.

Removal from an Office of ICoTA EC shall have no effect upon the membership status of that individual.

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### **8.13. Insurance**

On behalf of the ICoTA EC, the ICoTA UK company will review annually and make suitable allowance for the provision of an Insurance package. The constituent parts of the package may change over time, but the main components are anticipated to be as follows: -

- Public Liability Insurance
- Professional Indemnity Insurance
- Trustee Liability and/or directors Liability
- Legal Expenses
- Cyber

In addition, the following optional covers should also be considered.

- Product Liability Insurance
- Personal Accident

The Snr Chair, Jnr chair and Treasurer are collectively responsible for the selection of Insurance provider.

### **8.14. Administration & Event Management**

The Co-Chairs shall interview and recommend candidates/companies to the committee for the contract of Event Management and Chapter Administration. The committee shall be responsible for the following actions regarding the position of Administrator;

- Approving the selection of a candidate/company;
- Setting the length of term of contract;
- Setting the amount, means, and frequency of compensation;

The Event Management/Administrator of ICoTA EC shall report to the senior Co-Chair. Duties of the Event Manager/Administrator shall include, but not be limited to, those described in the following subsections.

#### **8.14.1. Direct Communications with ICoTA EC Members**

The Event Manager/Administrator shall strive to respond by the close of the following business day to any communication from an ICoTA EC member. As a minimum, the response shall acknowledge receipt of the member's communication and indicate when a complete response will be made.

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#### **8.14.2. Maintain ICoTA EC Membership Rolls**

The Event Manager / Administrator shall maintain accurate records of ICoTA EC membership, including both past and current members. Those records shall include the following information for each member, as a minimum;

- Type of membership;
- All known contact information;
- Company affiliation and position within that company;
- The status of their fee payments;
- Their service as an EC Officer or member of an EC committee;
- Their service as an officer or Director on the Global ICoTA Board.

#### **8.14.3. Collect Ordinary Membership Fees**

The Event Manager / Administrator shall collect Ordinary membership fees and either deposit them in the appropriate ICoTA account or transfer the collected funds to the ICoTA Treasurer. Regardless, the Event Manager/Administrator shall report all ordinary membership fees collected to the ICoTA Treasurer at least once per month.

#### **8.14.4. Maintain ICoTA Website**

The Event Manager / Administrator shall supervise the web master appointed or hired to maintain and update the ICoTA European Chapter website. The web site shall be updated as necessary to correspond with the most current ICoTA EC membership records and ICoTA activities.

#### **8.14.5. ICoTA European Chapter Events**

The Event Manager / Administrator shall provide the following assistance to ICoTA European Chapter, as a minimum;

- Post notification of Chapter events on the ICoTA European Chapter web site;
- Provide administrative support for Chapter events such as a Lunch-and-Learns or golf tournament and Annual Dinner. Remuneration of expenses for such must be discussed and agreed with the European Chapter Officers.

#### **8.14.6. Monthly Reports**

The Event Manager/Administrator shall provide a monthly report to both Co-Chairs and the Treasurer containing the following information, as a minimum;

- Total number of Ordinary members;
- Any changes in membership from the previous month;
- Expenses incurred for the previous month and projected expenses for following month.

#### **8.14.7. Contribute to Committee Meetings**

The Event Management / Administrator shall contribute to committee meetings in the following manner;

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- Provide timely notice to committee members of pending meetings in accordance with procedures determined by the Co-Chairs;
- Call for agenda items no later than 15 business days prior to a meeting;
- Prepare and distribute meeting agenda and provide notice of the agenda to Director members;
- Attend all meetings of the committee and record the minutes of each meeting;
- Obtain approval from the meeting chairperson and then distribute minutes of meetings to committee members within 15 business days of the date of the meeting.

## **9. ICoTA SEAL**

The ICoTA seal shall only be used with express permission of the Global Board of Directors and shall not be altered in any way unless ordered by the Board of Directors. The seal is to be used for promoting the ICoTA brand and must not be used for promotion of individuals or causes unrelated to the mission of ICoTA as stated in these By-Laws. In addition to the main ICoTA Seal, Europe have registered and maintain UK trademarks for two further ICoTA seals. These are specific to the Europe Chapter and the Europe Chapter Patrons.

## **10. AMENDMENT OF THE BY-LAWS**

These By-Laws may be altered, amended, or repealed and replaced with new By Laws only by the committee. The process will require the appointment of a sub-committee to propose recommendations which are then brought before the Chapter's committee for discussion.

## **11. DISPOSAL OF FUNDS ON DISSOLUTION**

On the dissolution of this Chapter, all funds remaining after the payment of its debts shall be turned over to and paid to ICoTA Global. That is unless ICoTA Global shall be non-existent or shall be in dissolution. In this event, the funds shall be distributed to other not for profit or charitable endeavours which exist with the bounds of the UK country. The chair(s) and the treasurer will manage this process.