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CHWP000

COMPANIES FORM No. 692(1)(a)
Return of alteration in the
charter, statutes, etc.,
of an overseas company

692(1)(a)

Please do not
write in
this margin

Pursuant to section 692(1)(a) of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--

FC25995

Name of company

* enter corporate
name

* OIL COMPANIES INTERNATIONAL MARINE FORUM

§ insert 'Charter',
'Statutes',
'Memorandum and
Articles of
Association' or
other instrument as
the case may be.

Return of alteration in the § CONSTITUTION

constituting or defining the constitution of the above company

Note

A copy of the alteration or a copy of the new deed, if one has been executed, and a translation of the alteration or deed if not in the English language must accompany this return. The actual documents enclosed should be listed below.

NOTARISED COPY OF REVISED CONSTITUTION

† delete as
appropriate

Signed PJN [Director] [Secretary] [Person Authorised]† Date 20/12/05

Note

The time within which this return is to be delivered to the registrar is 21 days after the date on which notice of the alteration in question could have been received in Great Britain in due course of post (if despatched with due diligence).

Presenter's name address and
reference (if any) :

For official Use (10/03)
New Companies Section

Post room



CITY OF HAMILTON

BERMUDA

I, Marcello A. Ausenda, Notary Public of the City of Hamilton, Bermuda, DO HEREBY CERTIFY that the attached CERTIFICATE initialled by me was signed in my presence by C.F. Alexander Cooper, known to me, who being by me duly sworn did depose and say that he is the secretary of the company named in the said CERTIFICATE and that the signature subscribed thereto is the proper signature and handwriting of the said C.F. Alexander Cooper.

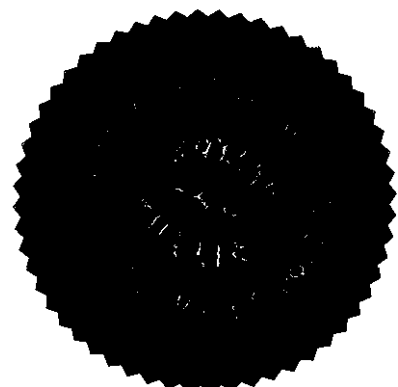
IN WITNESS WHEREOF I have hereunto set my hand and affixed my seal of office this Sixteenth day of December, two thousand and five.

By:



**Notary Public
Hamilton, Bermuda**

Marcello Ausenda
Notary Public
Bermuda



MAA
16.12.05

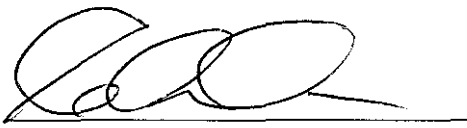
Oil Companies International Marine Forum

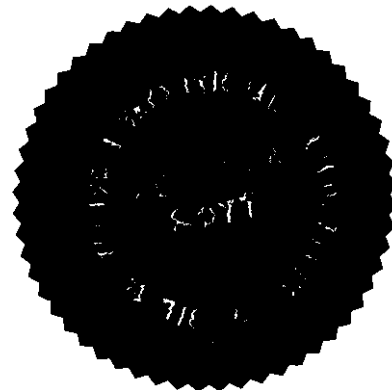
SECRETARY'S CERTIFICATE

I, C.F. Alexander Cooper, Secretary of **Oil Companies International Marine Forum** (the "Company"), a company organized and existing under the laws of the Islands of Bermuda, **DO HEREBY CERTIFY** that pursuant to Section 5(2) of The Oil Companies International Marine Forum Act 1977, the annexed document marked 'A' and initialled by me, is a true and correct copy of the revised Constitution of the Company adopted by resolution of its Members at the Annual General Meeting thereof held on 6 December 2005, and that the said Constitution remains in full force and effect as at the date hereof.

Dated this Sixteenth day of December, Two thousand and five.

By:


C.F. Alexander Cooper, Secretary



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**Constitution
of
Oil Companies International Marine Forum**

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INTERPRETATION

1 Definitions

1.1 In this Constitution, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Act	the Oil Companies International Marine Forum Act 1977 as amended from time to time;
Alternate Executive Committee member	an alternate Executive Committee member appointed in accordance with this Constitution;
Auditor	includes an individual or partnership;
Executive Committee	the Executive Committee appointed or elected pursuant to this Constitution and acting by resolution in accordance with the Act and this Constitution or the Executive Committee members present at a meeting of the Executive Committee at which there is a quorum;
Executive Committee member	an Executive Committee member of the Forum and shall include an Alternate Executive Committee member;
Forum	the company for which this Constitution is approved and confirmed;
Member	each of the persons who are admitted to membership and whose names are entered into the Register of Members pursuant to this Constitution, but in each case only for so long as the person remains a member;
notice	written notice as further provided in this Constitution unless otherwise specifically stated;
Officer	any person appointed by the Executive Committee to hold an office in the Forum;
Oil Company	means a company having an interest either directly or through an affiliated or an associated company in the shipment by tanker and / or marine terminalling of crude oil, liquefied natural gas, liquefied petroleum gas, their derivatives and related organic compounds.
Register of Members	the register of members referred to in this Constitution;
Resident Representative	any person appointed to act as resident representative and includes any deputy or assistant resident representative; and

Secretary

the person appointed to perform any or all of the duties of secretary of the Forum and includes any deputy or assistant secretary and any person appointed by the Executive Committee to perform any of the duties of the Secretary.

1.2 In this Constitution, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:
 - (i) "may" shall be construed as permissive; and
 - (ii) "shall" shall be construed as imperative; and
- (e) unless otherwise provided herein, words or expressions defined in the Act shall bear the same meaning in this Constitution.

1.3 In this Constitution expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

1.4 Headings used in this Constitution are for convenience only and are not to be used or relied upon in the construction hereof.

PURPOSES

2 The Oil Companies International Marine Forum (hereinafter called the "Forum"), a body corporate in Bermuda with liability limited by guarantee, is a voluntary association of oil companies.

3 The purpose of the Forum is to engage in scientific, literary, educational or any other social or useful activities with respect to matters of mutual concern relating primarily to the protection of the marine environment and the promotion of safety in marine operations, with special reference to the transportation by tanker and marine terminalling of crude oil, liquefied natural gas, liquefied petroleum gas, their derivatives and related organic compounds including, but not limited to, the following:

- 3.1** To represent its membership before, and consult with, the Organization of the United Nations (including the International Maritime Organization), government bodies and other national and international organizations (including legislatures);
- 3.2** To keep its Members apprised of the consideration of the aforementioned matters given by such organizations and bodies and of other developments involving such matters; and
- 3.3** To conduct studies and undertake projects relating to such matters.

- 4 The Forum shall not, however, engage in any activity which is in contravention of the laws of Bermuda or England.

MEMBERS

5 **Admission to Membership**

Any Oil Company in the world may apply to become a Member of the Forum. Oil Companies that are admitted to membership shall be entered in the Register of Members.

6 **Application for Membership**

Prospective Members shall sign a membership application in the form, or as near thereto as circumstances admit, of Form "A" in the schedule hereto.

7 **Voting in of Members**

Members shall only be admitted to the Forum by an affirmative vote of a majority of those present and voting at a meeting of the Executive Committee.

8 **Joint Membership**

Only one Oil Company within any group of affiliated or associated companies may be a Member of the Forum and shall represent the interests of that group. An "affiliated company" means a company more than 50 per cent of whose voting stock is owned directly or indirectly by another company. An "associated company" means a company which has authorized another company to act for it on matters within the scope of the purpose of the Forum.

9 **Cessation of Membership**

A Member may cease to be a Member at any time by written notice to the Forum at its registered office PROVIDED that if the withdrawal by the Member would result in there being no Members remaining in the Forum, the Forum shall be wound up in accordance with the provisions of the Act.

10 **Notice of Withdrawal**

A notice of withdrawal shall otherwise be effective thirty days after the date of receipt by the Forum or such later date as is specified therein.

11 **Termination of Membership**

The membership of any Member may be terminated at a meeting of the Members by the two-thirds vote of all of the other Members or the unanimous vote of the Executive Committee. Such Member may speak on the motion for termination of his membership.

12 **Transfer and Transmission**

The rights and privileges of a Member shall not be transferable or transmissible, but all such rights and privileges shall cease on the Member ceasing to be such, whether by dissolution, withdrawal, or otherwise. A Member's contribution under Article 64 (FINANCE) shall be paid and forfeit for the calendar year in which membership is terminated.

REGISTRATION OF MEMBERSHIP

13 **Register of Members**

The Secretary shall cause to be kept in one or more books a Register of Members and shall enter therein the particulars required by the Act.

14 Inspection of Register

The Register of Members shall be open to inspection at the registered office of the Forum on every business day, subject to such reasonable restrictions as the Executive Committee may impose, so that not less than two hours in each business day be allowed for inspection.

MEETINGS OF MEMBERS

15 Annual General Meeting

The annual general meeting of the Forum shall normally be held once in every calendar year.

16 Time and Place of Annual General Meeting

The annual general meeting of the Forum shall be held at such time and place as the Chairman or any two Executive Committee members or any Executive Committee member and the Secretary or the Executive Committee shall appoint.

17 Special General Meeting

The Chairman or any two Executive Committee members or any Executive Committee member and the Secretary or the Executive Committee may convene a special general meeting of the Forum whenever in their judgment such a meeting is necessary.

18 Requisitioned General Meeting

The Executive Committee shall, on the requisition of Members representing at the date of the deposit of the requisition not less than one-tenth of total voting rights of all the Members having at the date of the deposit the right to vote at general meetings of the Forum, forthwith proceed to convene a special general meeting of the Forum.

19 Notice Of Annual General Meeting

At least one month's notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat.

20 Contents of Notice of Annual General Meeting

The notice of an annual general meeting shall state the date, place and time at which the meeting is to be held and that the election of Executive Committee members will take place thereat.

21 Notice of Special General Meeting

At least one month's notice of a special general meeting shall be given to each Member entitled to attend and vote thereat.

22 Contents of Notice of Special General Meeting

The notice of special general meeting shall state the date, time, place and the general nature of the business to be considered at the meeting.

23 Fixing of Record Dates for Giving Notice

The Executive Committee may fix any date as the record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Forum.

24 Short Notice

A general meeting of the Forum shall, notwithstanding that it is called on shorter notice than that specified in this Constitution, be deemed to have been properly called if it is so agreed by (i) all the Members entitled to attend and vote thereat in the case of an annual general meeting; and (ii) by a majority in number of the Members having the right to attend and vote, representing not less than 95% of the total voting rights of all the Members, in the case of a special general meeting.

25 Accidental Omission to Give Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

26 Giving Notice

26.1 A notice may be given by the Forum to any Member either by delivering it to such Member in person or by sending it to such Member's address in the Register of Members or to such other address given for the purpose. For the purposes of this Article 26, a notice may be sent by letter mail, courier service, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form.

26.2 Any notice shall be deemed to have been served at the time when the same would be delivered in the ordinary course of transmission and, in proving such service, it shall be sufficient to prove that the notice was properly addressed and prepaid, if posted, and the time when it was posted, delivered to the courier or to the cable company or transmitted by telex, facsimile, electronic mail, or such other method as the case may be.

27 Postponement of General Meeting

The Chairman may postpone any general meeting called in accordance with the provisions of this Constitution (other than a meeting requisitioned under this Constitution) provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of this Constitution.

28 Participating in Meeting by Telephone

Members may participate in any general meeting by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

29 Quorum at General Meeting

29.1 At any general meeting of the Forum two or more persons present in person and representing in person or by proxy in excess of 25 % of the total voting rights of the Members throughout the meeting shall form a quorum for the transaction of business, provided that if the Forum shall at any time have only one Member, one Member present in person or by proxy shall form a quorum for the transaction of business at any general meeting of the Forum held during such time.

29.2 If within half an hour from the time appointed for the meeting a quorum is not present, then, in the case of a meeting convened on a requisition, the meeting shall be deemed cancelled and, in any other case, the meeting shall stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as the Secretary may determine. If the meeting

shall be adjourned fresh notice of the resumption of the meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of this Constitution.

30 Chairman to Preside

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman, if there be one, shall act as chairman at all meetings of the Members at which such person is present. In the Chairman's absence, one of the Vice Chairmen, if present, shall act as chairman and in the absence of all of them a chairman shall be appointed or elected by those present at the meeting and entitled to vote.

31 Voting on Resolutions

31.1 Subject to the provisions of the Act and this Constitution, any question proposed for the consideration of the Members at any general meeting shall be decided by the affirmative votes of a majority of the votes cast in accordance with the provisions of this Constitution and in the case of an equality of votes the resolution shall fail.

31.2 At any general meeting a resolution put to the vote of the meeting shall, in the first instance, be voted upon by a show of hands and, subject to the provisions of this Constitution, every Member present in person and every person holding a valid proxy at such meeting shall be entitled to one vote and shall cast such vote by raising his or her hand. However, a Member may not have a vote in respect of any study, research or other project objected to by that Member in accordance with the first paragraph of Article 64 (FINANCE) of this Constitution.

31.3 At any general meeting if an amendment shall be proposed to any resolution under consideration and the chairman of the meeting shall rule on whether the proposed amendment is out of order, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

31.4 At any general meeting a declaration by the chairman of the meeting that a question proposed for consideration has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Forum shall, subject to the provisions of this Constitution, be conclusive evidence of that fact.

32 Power to Demand a Vote on a Poll

32.1 Notwithstanding the foregoing, a poll may be demanded by any of the following persons:

- (a) the chairman of such meeting; or
- (b) at least three Members present in person or represented by proxy; or
- (c) any Member or Members present in person or represented by proxy and holding between them not less than one-tenth of the total voting rights of all the Members having the right to vote at such meeting.

33 Method of Taking Vote by Poll

33.1 Where a poll is demanded, every Member present in person or by proxy at such meeting shall have one vote and such vote shall be counted by ballot as described herein, or in the case of a general meeting at which one or more Members are present by telephone, in such manner as the chairman of the meeting may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded and shall replace any previous resolution upon the same matter which has been the subject of a show of hands.

33.2 A poll demanded for the purpose of electing a chairman of the meeting or on a question of adjournment shall be taken forthwith and a poll demanded on any other question shall be taken in such manner and at such time and place at such meeting as the chairman (or acting chairman) of the meeting may direct and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

33.3 Where a vote is taken by poll, each person present and entitled to vote shall be furnished with a ballot paper on which such person shall record his vote in such manner as shall be determined at the meeting having regard to the nature of the question on which the vote is taken, and each ballot paper shall be signed or initialed or otherwise marked so as to identify the voter and the registered holder in the case of a proxy. At the conclusion of the poll, the ballot papers shall be examined and counted by a committee of not less than two Members or proxy holders appointed by the chairman for the purpose and the result of the poll shall be declared by the chairman.

34 Instrument of Proxy

34.1 An instrument appointing a proxy shall be in writing or transmitted by electronic mail in substantially the following form or such other form as the chairman of the meeting shall accept:

Proxy
Oil Companies International Marine Forum (the "Forum")

I, [insert name here] of [name of member], being a Member of the Forum, HEREBY APPOINT [name] of [address] or failing [him] / [her], [name] of [address], or failing [him] / [her] the chairman of the meeting to be my proxy to vote for me at the meeting of the Members to be held on the [] day of [], 200[] and at any adjournment thereof.)

Signed this [] day of [], 200[]

Member(s)

34.2 The instrument of proxy shall be signed or, in the case of a transmission by electronic mail, electronically signed in a manner acceptable to the chairman, by the appointor.

34.3 The decision of the chairman of any general meeting as to the validity of any appointment of a proxy shall be final.

35 Representation of Members

35.1 A Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

35.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a Member.

36 Adjournment of General Meeting

The chairman of a general meeting may, with the consent of the Members at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Fresh notice of the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of this Constitution.

37 Written Resolutions

- 37.1** Subject to the following, anything which may be done by resolution of the Forum in general meeting may, without a meeting and without any previous notice being required, be done by resolution in writing signed by and on behalf of all the Members who at the date of the resolution would be entitled to attend the meeting and vote on the resolution.
- 37.2** A resolution in writing may be signed by, and on behalf of, all the Members in as many counterparts as may be necessary.
- 37.3** A resolution in writing made in accordance with this Article 37 is as valid as if it had been passed by the Forum in general meeting and any reference in any Article of this Constitution to a meeting at which a resolution is passed or to Members voting in favour of a resolution shall be construed accordingly.
- 37.4** A resolution in writing made in accordance with this Article shall constitute minutes for the purposes of the Act.
- 37.5** This Article 37 shall not apply to:
- (a) a resolution passed to remove an auditor from office before the expiration of his term of office; or
 - (b) a resolution passed for the purpose of removing an Executive Committee member before the expiration of his term of office.
- 37.6** For the purposes of this Article, the date of the resolution is the date when the resolution is signed by, and on behalf of, the last Member to sign and any reference in any Article to the date of passing of a resolution is, in relation to a resolution made in accordance with this Article 37, a reference to such date.

38 Executive Committee members Attendance at General Meeting

The Executive Committee members of the Forum shall be entitled to receive notice of, attend and be heard at any general meeting.

EXECUTIVE COMMITTEE MEMBERS AND OFFICERS

39 Election of Executive Committee members

- 39.1** The Executive Committee members shall be elected or appointed at the annual general meeting or at any special general meeting called for that purpose.
- 39.2** At any general meeting the Members may authorise the Executive Committee to fill any vacancy in their number left unfilled at a general meeting.

40 Number of Executive Committee members

The Executive Committee shall consist of not less than two members or such number in excess thereof as the Members may determine, and not more than 15 members.

41 Term of Office of Executive Committee members

Executive Committee members shall hold office for such term as the Members may determine or, in the absence of such determination, until the next annual general meeting or until their successors are elected or appointed or their office is otherwise vacated.

42 Alternate Executive Committee members

42.1 At any general meeting of the Forum, the Members may elect a person or persons to act as an Executive Committee member in the alternative to any one or more Executive Committee members of the Forum or may authorise the Forum to appoint such Alternate Executive Committee members.

42.2 Unless the Members otherwise resolve, any Executive Committee member may appoint a person or persons to act as an Executive Committee member in the alternative by notice in writing deposited with the Director or Secretary. Any person so elected or appointed shall have all the rights and powers of the Executive Committee member or Executive Committee members for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present.

42.3 An Alternate Executive Committee member shall be entitled to receive notice of all meetings of the Executive Committee and to attend and vote at any such meeting at which an Executive Committee member for whom such Alternate Executive Committee member was appointed in the alternative is not personally present and generally to perform at such meeting all the functions of such Executive Committee member for whom such Alternate Executive Committee member was appointed.

42.4 An Alternate Executive Committee member shall cease to be such if the Executive Committee member for whom such Alternate Executive Committee member was appointed ceases for any reason to be an Executive Committee member but may be re-appointed by the Executive Committee as an alternate to the person appointed to fill the vacancy or otherwise in accordance with this Constitution.

43 Removal of Executive Committee members

43.1 Subject to any provision to the contrary in this Constitution, the Members entitled to vote for the election of Executive Committee members may, at any special general meeting convened and held in accordance with this Constitution, remove an Executive Committee member provided that the notice of any such meeting convened for the purpose of removing an Executive Committee member shall contain a statement of the intention so to do and be served on such Executive Committee member not less than 14 days before the meeting and at such meeting the Executive Committee member shall be entitled to be heard on the motion for such Executive Committee member's removal.

43.2 If an Executive Committee member is removed from the Executive Committee under the provisions of this Article the Members may fill the vacancy at the meeting at which such Executive Committee member is removed. In the absence of such election or appointment, the Executive Committee may fill the vacancy.

44 Vacancy in the Office of Executive Committee member

44.1 The office of Executive Committee member shall be vacated if the Executive Committee member:

- (a) is removed from office pursuant to this Constitution or is prohibited from being a company director by law;
- (b) is or becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- (c) is or becomes of unsound mind or dies; or
- (d) resigns his office by notice in writing to the Forum.

44.2 The Executive Committee shall have the power to appoint any person as an Executive Committee member to fill a vacancy on the Executive Committee occurring as a result of the death, disability, disqualification or resignation of any Executive Committee member and to appoint an Alternate Executive Committee member to any Executive Committee member so appointed.

45 Defect in Appointment of Executive Committee member

All acts done in good faith by the Executive Committee or by a committee of the Executive Committee or by any person acting as an Executive Committee member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Executive Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Committee member.

46 Executive Committee members to Manage Forum

The work and activity of the Forum shall be managed and conducted by the Executive Committee. In managing the work and activity of the Forum, the Executive Committee may exercise all such powers of the Forum as are not, by statute or by this Constitution, required to be exercised by the Forum in general meeting subject, nevertheless, to this Constitution, the provisions of any statute and to such directions as may be prescribed by the Forum in general meeting.

47 Powers of the Executive Committee

47.1 The Executive Committee may:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Forum and may fix their remuneration and determine their duties;
- (b) exercise all the powers of the Forum to borrow money and to mortgage or charge its undertaking and property or any part thereof, for any debt, liability or obligation of the Forum or any third party;
- (c) appoint a person to act as Director of the Forum's day-to-day business on terms of remuneration as may be agreed and may entrust to and confer upon the Director such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (d) appoint any Committees and Subcommittees as may be required from time to time. Where appropriate, the Executive Committee may offer membership on any such Committee or Subcommittee to non-Members of the Forum whose sphere of interest extends to matters within the purview of the Committee or Subcommittee;

- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Executive Committee, to be an attorney of the Forum for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised under the seal of the Forum, execute any deed or instrument under such attorney's personal seal with the same effect as the affixation of the seal of the Forum;
- (f) subject to the approval of the Members present any petition and make any application in connection with the winding up or reorganisation of the Forum;
- (g) delegate any of its powers (including the power to self-delegate) to a committee of one or more persons appointed by the Executive Committee which may consist partly or entirely of non-Executive Committee members, provided that every such committee shall conform to such directions as the Executive Committee shall impose on them and provided further that the meetings and proceedings of any such committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Executive Committee, so far as the same are applicable and are not superseded by directions imposed by the Executive Committee; and
- (h) authorise any company, firm, person or body of persons to act on behalf of the Forum for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Forum.

48 Register of Executive Committee members and Officers

The Director shall cause to be kept in one or more books a Register of Executive Committee members and Officers.

49 Officers

There shall be elected in each Annual General Meeting a Chairman of the Forum who shall hold office until the next following Annual General Meeting and he shall be eligible for re-election for such periods as may be determined. There shall also be elected in each Annual General Meeting one or more Vice Chairmen who shall hold office until the next Annual General Meeting and who shall also be eligible for re-election. Such other Officers considered necessary shall be appointed in accordance with the powers of the Executive Committee in Article 47. Such persons and the Director shall be deemed to be Officers for the purposes of this Constitution.

50 Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Forum as may be delegated to them by the Executive Committee from time to time.

51 Secretariat

The general business of the Forum shall be conducted in accordance with the resolutions of the Forum and the Executive Committee as appropriate, with the assistance of the Director and such Secretariat staff as may be required from time to time. In particular, the Secretariat shall, inter alia, represent

OCIMF views and positions on a day to day basis before relevant international, regional and national bodies, provide advice to OCIMF Committees and the membership on issues of concern to OCIMF, provide administrative support to OCIMF Committees, forums and working groups and assist in the drafting and administrative support for OCIMF publications.

52. Insurance for Executive Committee members and Officers

The Forum may purchase and maintain insurance for the benefit of any Executive Committee member or Officer of the Forum against any liability incurred by him under the Act in his capacity as an Executive Committee member or Officer of the Forum or indemnifying such Executive Committee member or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Executive Committee member or Officer may be guilty in relation to the Forum or any subsidiary thereof.

MEETINGS OF THE EXECUTIVE COMMITTEE

53. Executive Committee Meetings

The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a meeting of the Executive Committee shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

54. Notice of Executive Committee Meetings

An Executive Committee member may, and the Secretary on the requisition of an Executive Committee member shall, at any time summon a meeting of the Executive Committee. Notice of a meeting of the Executive Committee shall be deemed to be duly given to an Executive Committee member if it is given to such Executive Committee member verbally (in person or by telephone) or otherwise communicated or sent to such Executive Committee member by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Executive Committee member's last known address or any other address given by such Executive Committee member to the Forum for this purpose. Reasonable notice shall be given at all times of the meetings of the Executive Committee and, wherever possible, the notice shall be issued not less than one month in advance of the meeting.

55. Participation in Meetings by Telephone

Executive Committee members may participate in any meeting of the Executive Committee by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

56. Quorum at Executive Committee Meetings

The quorum necessary for the transaction of business at a meeting of the Executive Committee shall be three Executive Committee members.

57. Executive Committee to Continue in the Event of Vacancy

The Executive Committee may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by this Constitution as the quorum necessary for the transaction of business at meetings of the Executive Committee, the continuing Executive Committee members or Executive Committee member may act for the purpose of (i) summoning a general meeting of the Company; or (ii) preserving the assets of the Forum.

58. Chairman to Preside

Unless otherwise agreed by a majority of the Executive Committee members attending, the Chairman shall act as chairman at all meetings of the Executive Committee at which such person is present. In the Chairman's absence one of the Vice Chairmen, if present, shall act as chairman and in the absence of all of them a chairman shall be appointed or elected by the Executive Committee members present at the meeting.

59. Written Resolutions

A resolution signed by all the Executive Committee members, which may be in counterparts, shall be as valid as if it had been passed at a meeting of the Executive Committee duly called and constituted, such resolution to be effective on the date on which the last Executive Committee member signs the resolution. For the purposes of this Article 59 only, "Executive Committee member" shall not include an Alternate Executive Committee member.

60. Validity of Prior Acts of the Executive Committee

No regulation or alteration to this Constitution made by the Forum in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

61. Minutes

61.1 The Executive Committee shall cause minutes to be retained:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Executive Committee members present at each meeting of the Executive Committee and of any committee appointed by the Executive Committee; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Executive Committee, meetings of managers and meetings of committees and subcommittees appointed by the Executive Committee.

62. Place Where Corporate Records Kept

Minutes prepared in accordance with the Act and this Constitution shall be kept by the Director at the office of the Forum.

63. Form and Use of Seal

63.1 The seal of the Forum shall be in such form as the Executive Committee may determine. The Executive Committee may adopt one or more duplicate seals for use in or outside Bermuda.

63.2 The seal of the Forum shall not be affixed to any instrument except attested by the signature of (i) an Executive Committee member and the Secretary / Assistant Secretary; or (ii) any two Executive Committee members; or (iii) any person appointed by the Executive Committee for that purpose, provided that any Director, Officer or Resident Representative, may affix the seal of the Forum attested by such Executive Committee member, Officer or Resident Representative's signature to any authenticated copies of this Constitution, the incorporating documents of the Forum, the minutes of any meetings or any other documents required to be authenticated by such Executive Committee member, Officer or Resident Representative.

FINANCE

64. Member Contributions

- 64.1** The cost of administration of the Forum and of studies, research or other projects approved by the Executive Committee shall be met by contributions from each Member and calls to meet such costs shall be made annually or at such interval as may be required from time to time, except that a Member shall not be required to contribute to calls to meet the costs of a study, research or other project if that Member objects to such a study research or other project within 60 days after having been notified of its approval by the Executive Committee and such Member shall not be entitled to any benefit of such research or project output.
- 64.2** Subject to Article 64.1 of this Constitution, the total administration cost or cost of studies or other projects to be borne by each Member shall be on an equal share basis.

ACCOUNTS

65. Books of Account

- 65.1** The Executive Committee shall cause to be kept proper records of account with respect to all transactions of the Forum and in particular with respect to:
- (a) all sums of money received and expended by the Forum and the matters in respect of which the receipt and expenditure relates;
 - (b) all sales and purchases of goods by the Forum; and
 - (c) all assets and liabilities of the Forum.
- 65.2** Such records of account shall be kept at the registered office of the Forum, or subject to the provisions of the Act, at such other place as the Executive Committee thinks fit and shall be available for inspection by the Executive Committee members during normal business hours.

66. Financial Year End

The financial year end of the Forum may be determined by resolution of the Executive Committee and failing such resolution shall be 31st December in each year.

AUDITS

67. Annual Audit

Subject to any rights to waive laying of accounts or appointment of an Auditor, the accounts of the Forum shall be audited at least once in every year.

68. Appointment of Auditor

At the annual general meeting or at a subsequent special general meeting in each year, an independent representative of the Members shall be appointed by them as Auditor of the accounts of the Forum.

69. Remuneration of Auditors

Save in the case of an Auditor appointed pursuant to Article 74, the remuneration of the Auditor shall be fixed by the Director on behalf of the Executive Committee or in such manner as the Members may determine. In the case of an Auditor appointed pursuant to Article 74, the remuneration of the Auditor shall be fixed by the Executive Committee.

70. Duties of Auditors

70.1 The financial statements provided for by this Constitution shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards.

70.2 The generally accepted auditing standards referred to in this Article 70 may be those of a country or jurisdiction other than Bermuda or such other generally accepted auditing standards. If so, the financial statements and the report of the Auditor shall identify the generally accepted auditing standards used.

71. Access to Records

The Auditor shall at all reasonable times have access to all books kept by the Forum and to all accounts and vouchers relating thereto, and the Auditor may call on the Executive Committee members or Officers of the Forum for any information in their possession relating to the books or affairs of the Forum.

72. Financial Statements

Financial statements shall be laid before the Members in general meeting.

73. Distribution of Auditor's Report

The report of the Auditor shall be submitted to the Members in general meeting.

74. Vacancy in the Office of Auditor

The Executive Committee may fill any casual vacancy in the office of the auditor.

VOLUNTARY WINDING-UP

75. Winding-Up

The Forum shall be wound up in accordance with the provisions of the Act and the Forum shall distribute its surplus only in accordance with the provisions of the Act.

CHANGES TO CONSTITUTION

76. Changes to Constitution

No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a resolution of the Executive Committee and by a resolution of the Members.

SCHEDULE



FORM A

OIL COMPANIES INTERNATIONAL MARINE FORUM

27 Queen Anne's Gate, London SW1H 9BU

Telephone: +44 (0)20 7654 1200

Fax: +44 (0)20 7654 1205

Email: enquiries@ocimf.com

Website: <http://www.ocimf.com>

APPLICATION FOR MEMBERSHIP

We, the undersigned, hereby apply to become a Member of the OIL COMPANIES INTERNATIONAL MARINE FORUM and, if accepted, we undertake to conform to the Oil Companies International Marine Forum Act 1977, as amended from time to time, the Constitution and any Rules applying from time to time.

Signed

Name (please print)

Position

Company

Date

Accepted by

Date