

PRINCIPAL COMMITTEE CONSTITUTION

REV01 – APRIL 2024



PREAMBLE

The SGMF operates primarily through its **Principal Committees** currently they are the **Technical Committee (TC)** and the **Environmental Committee (EC)**. These committees play a pivotal role in advising the SGMF Secretariat and implementing strategies established by the SGMF's board of directors.

Their primary objective is to enable SGMF to serve as technical and safety leaders within the industry, advocating for the safe and responsible use of gases as a sustainable marine fuel. This is achieved through;

- proactive development of best operating practices, guidelines, and
- a commitment to fostering a learning and continuous improvement environment.
- Additionally, the committees contribute to the formulation of industry codes and standards.

The effective functioning of these committees is essential for the SGMF to successfully fulfil its role. Committee members, drawn from a diverse cross-section of the Society's membership, provide a comprehensive range of expertise to reflect the broader interests of the membership.

Under the leadership of their respective Chairs, the committees report to the Board of Directors. Collaborative efforts and active cooperation between the committees are **required** to align with SGMF's overarching strategy. The Chairs from each committees hall have the opportunity to attend meetings as observers, facilitating communication and synergy.

The Committee constitution, outlined in this document, focuses on governance to enhance effectiveness in guiding the Society's direction. Any revisions to this constitution can only be made during regularly constituted meetings and require the approval of at least 66% of nominated Committee members, subject to the Board of Directors final approval and adoption.

It's important to note that the Committee constitution takes precedence over any additional or supporting working procedures and Committee members' selection processes, ensuring a clear framework for the Committees' operations and decision-making processes.

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1 PRINCIPAL COMMITTEE – STRUCTURE

1.1 Committee Chair & Vice Chair

The Committee shall comprise a **Chair** and two **Vice-Chairs**.

The chair, and in their absence one of the vice chairs, is responsible for managing the Committee in accordance with this Constitution and the Principal Committee Procedures Rev01 and sequential amendment.

The procedure for their appointment is contained in Section I of the Principal Committee Procedures.

1.2 Committee Secretary

A Committee Secretary is selected from the SGMF Secretariat who is appointed by the SGMF General Manager in consultation with the Committee Chair. The Committee Secretary shall ensure that proper documentation is created, used and recorded in the meeting minutes including action items, deliberations and confirmations of decision-making processes. The Secretary shall also arrange Committee meetings and assist with the Committee members' selection process outlined in Principal Committee Procedures.

1.3 Committee Executive

The Committee Executives comprises the Chair, Vice Chairs and Secretary has several responsibilities which are outlined in this Constitution and the Committee Procedures. The Committee Executives may act on behalf of the Committee should an issue arise between meetings that requires timely attention.

1.4 Committee Members

Committee members are individuals drawn and selected from a cross-section of the Society's membership. Each member must be a representative of a tier 1, tier 2 or tier 3 member organisation of the Society.

The procedure for appointment of Committee Members is contained in Section 2 of the Principal Committee Procedures.

1.5 Observers

Directors of the Society, representatives of SGMF member organisations and partner industry organisations may be invited by the Chair or Secretariat as observers but numbers will be limited to eight (8). This may be modified from time to time, at the discretion of the Committee Executives, to allow non-members or persons from outside the Society to make specific contributions to a particular topic under discussion by the Committee.

Observers attending Committee meetings are not allowed to participate in any decision making or voting process.

2 Principal Committee – Terms of Reference

2.1 Meetings Schedule

- 2.1.1 The Committee shall meet face to face twice a year and these are as far as practical held rotationally in locations in Americas, Europe, and Asia.
- 2.1.2 The location of meetings is based on input from Committee members, the Chair, and the Secretariat and are hosted through a member's organisation.
- 2.1.3 The length of each Committee meeting is normally one to two days.

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2.2 Conduct of work activities

- 2.2.1 From time to time the Committee may address specific issues or projects from:
- Subcommittees – formed to lead a particular development area that may lead to one or more related WGs.
 - WGs – formed directly by the Committee or indirectly by a Subcommittee to address a specific technical issue.
 - A Secretariat Project – formed to address a committee activity led and mainly developed by the SGMF Secretariat with as-needed consultation with Committee members.
- 2.2.2 The Secretariat will from time to time solicit from Members of the Society topics for consideration by the relevant Committee. It may also
- bring to the Committee issues raised by the Board of Directors, or in members forum discussions, which are deemed worthy of consideration by the Committee, and
 - draw the attention of the Committee to issues which have been identified through enquiries received from both Members and non-Members.
- 2.2.3 The Committee is responsible for establishing WGs and subcommittees. These shall:
- Have a term of reference approved by the Committee or subcommittee as appropriate.
 - Have an elected Chair and SGMF Secretary responsible for the development of the work and for reporting progress to the Committee or subcommittee as appropriate.
 - Be formed by subject matter experts drawn from Society member organisations. Non member organisations' subject matter experts may be accepted where they have special knowledge of a topic.
- 2.2.4 The Committee will also be required, from time to time and as deemed appropriate, to:
- Review and approve output from subcommittees, WGs or secretariat projects for the purpose of publication within the membership or wider industry community.
 - Discuss and agree SGMF's 'positions' on specific matters of Committee competence and, when necessary, prepare recommendations to the Board for approval and adoption.

3 Committee members' responsibilities

- 3.1.1 Understand the regulations governing the SGMF's Principal Committees.
- 3.1.2 Committee members shall have a broad range of experience and expertise and should be able to address the committee's full range of issues of interest to the Society's membership.
- 3.1.3 Dedicate time and effort to preparing for committee meetings, e.g. reviewing documents, minutes, etc. and taking the follow up actions after the meetings.
- 3.1.4 Actively participate in the work of the Committee.
- 3.1.5 Speak openly within the SGMF membership and with external stakeholders about the Society's activities and remit.
- 3.1.6 Contribute to the development of the assigned documents that are revised when needed.
- 3.1.7 Committee members are responsible for their own expenses incurred in attending meetings.

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- 3.1.8 Committee members are personally required to physically attend at least one Committee meeting per year. If a member is absent for:
- two (2) consecutive meetings, their mandate may be terminated by the Committee Executive
 - three (3) consecutive meetings, their mandate will automatically end.
 - An alternate from the same organisation may, in exceptional circumstances such as illness, and at the discretion of the Committee Executives attend instead of the appointed Committee member.
- 3.1.9 Resignations from the Committee must be made in writing to the Society's General Manager and will be effective on receipt and acknowledgement of the resignation by the Committee secretary.

4 Confidentiality and anti-trust

This section contains guidance notes for the conduct of all SGMF meetings that are intended to avoid infringement of laws covering 'anti-competitive practices' as established within the country jurisdictions of SGMF member organisations.

SGMF byelaws include clauses on prohibited activities, and the relevant parts are as follows. Members should:

- not engage in fixing or regulating freight, charter or other transportation rates or in fixing vessel management or operating fees or the terms and conditions of any of these
- not engage in any activity which is in contravention of the laws of Bermuda or England or the laws applicable to any member
- refrain from any activity that involves the collection or the dissemination of commercial data, or activities that may be construed as representing the commercial interests of any or all of its members

In addition to these byelaws, the following lists summarise the main do's and don'ts for participants in any SGMF meeting.

Do

- Ensure that the minutes/agendas and notes are produced and circulated to all attendees and accurately reflect the discussions and the decisions therein.
- Ensure that the meeting discussion is kept as far as possible to the agenda topics. It is recommended that any AOB items are discussed with the Chair and/or the secretary of the meeting before proceedings commence.
- Do object if an improper or questionable subject is raised, and if not satisfied with the response, ensure that your objection is recorded in the minutes and leave the meeting.

Do not

Discuss or make agreements or decisions on any of the following:

- Prices, rates, production capacity, inventories, sales, purchases, prospects, costs, business plans not publicly available, employee packages or benefits, restrictions of capacity or outputs, restriction of supply for a product or service, limitations on the quality of a product, blacklisting or boycotting of suppliers or customers.

Adoption and entry into force:

The current version of the TC Principal Committees constitution 'Principal Committees Constitution Rev01' has been: Approved and adopted by SGMF Board of directors on April 4th 2024.

Entry to force for at:

SGMF Technical Committee meeting 21 in Vancouver on the 30th of April 2024

SGMF Energy Transition Committee meeting 16 in Vancouver on the 2nd of May 2024