



IADC
SOUTHERN ARABIAN
PENINSULA CHAPTER

CHAPTER BYLAWS

SOUTHERN ARABIAN PENINSULA CHAPTER OF THE INTERNATIONAL ASSOCIATION OF DRILLING CONTRACTORS

ARTICLE I - Purpose

The purpose of these Bylaws is to provide the structural framework, outline operating guidance, and general code of conduct for the establishment and operation of the Southern Arabian Peninsula Chapter (SAPC) of the International Association of Drilling Contractors, (IADC), www.iadc.org .

ARTICLE II – Name and Mark

The name of the Chapter shall be the Southern Arabian Peninsula Chapter of the International Association of Drilling Contractors, hereinafter referred to as the “Chapter” as authorized by the Headquarters Organization of the International Association of Drilling Contractors, hereinafter referred to as “IADC Headquarters.”

The mark of the Chapter shall be that as shown on the top of this page 1 of the Chapter Bylaws as authorized by IADC Headquarters.

The Chapter name and mark shall be used as the Chapter’s official identification on all Chapter media, including, but not limited to, all printed and electronic forms, documents, correspondence and publications.

ARTICLE III - Objectives

The Chapter is a non-for-profit volunteer association.

The primary objective of the Chapter is to facilitate, within its region of operation, the realization of the IADC mission:

IADC's mission is to advance drilling and completion technology; improve industry health, safety, environmental and training practices; and champion sensible regulations and legislation which facilitate safe and efficient drilling.

More specifically, the Chapter shall establish, manage and/or participate in forums within its region of operation to:

- Engage the collective support and participation of the oil and gas drilling industry in Chapter efforts
- Identify and address current and pending priority industry issues common to its membership, including but not limited to personnel competency, local content, etc.
- Engage with Operator groups on industry issues to improve awareness and achieve more effective outcomes for all parties
- Engage with government agencies on current and future industry related regulation
- Share industry lessons learned
- Promote and enhance industry relations with government agencies and the general public
- Promote the industry commitment to the prevention of harm to people and the environment
- Recognize Chapter membership's efforts, including but not limited to participation in organized sporting and social events

In addition, the Chapter shall establish and implement a knowledge system that:

- Provides its members with easy access to Chapter information
- Facilitates the Chapter's industry issue resolution process
- Minimizes rework and/or duplication of effort within the Chapter and across other IADC Chapters

ARTICLE IV – Region of Operation

The region of operation of the Chapter is commonly referred to as the Southern Arabian Peninsula, and shall be recognized to include the United Arab Emirates (North and South), Oman, Qatar and Yemen. Other adjacent countries or areas may be admitted to the Chapter upon approval of the Chapter officers.

ARTICLE V - Chapter Structure

The Chapter shall establish and maintain a leadership structure derived from active members of the oil and gas drilling industry community within the region of operation. The Chapter leadership structure shall consist:

- Chairman (*Officer role*)
- Vice Chairman (*Officer role*)
- Secretary (*Officer role*)
- Treasurer (*Officer role*)
- Special Matter Coordinators, as required and appointed by the Chapter

All Chapter activities shall be self-funded by its membership. The Chapter shall establish and maintain a financial management structure and the required financial controls to ensure compliance with recognized international accounting practices and provide financial transparency to its membership.

ARTICLE VI - Membership

Chapter Membership shall be available to companies in the oil and gas drilling community consisting of Drilling Contractors, Oilfield Service Companies, Oilfield Supply Companies, and Operator Companies in the operating region and which are members (either full, associate or producer membership status) in good standing of the International Association of Drilling Contractors, duly registered with IADC Headquarters.

All Chapter members shall have equal standing in the Chapter and its activities.

Each member company shall designate a single focal point for all Chapter membership notices. Chapter members shall ensure contact details for their focal point are provided to the Chapter Secretary and remain current during their period of membership.

Chapter membership period shall be for one year, and commence from January 1st of the membership year, irrespective of the date of any individual membership fee payment, and be renewable for one year periods.

Chapter member companies shall be represented at Chapter activities by their nominated individual(s) who shall be direct employees of the respective member companies.

Chapter membership entitles member companies to participate in Chapter events, however in the event of over application to any particular Chapter event priority shall be given to those member companies with greatest participation levels in other Chapter activities.

ARTICLE VII – Voting and Voting Rights

Chapter matters of importance shall be tabled by the Chapter Chairman, or his designate, at Chapter meetings with final determination achieved by a majority vote of the attending members, provided a quorum is present. Chapter matters of importance include election of Chapter officers, amendment of Chapter Bylaws, disbursement of surplus Chapter funds, prioritization of Chapter activities, allocation of Chapter resources to Chapter activities, and any other matter of importance so determined by the Chapter Chairman.

A quorum at any regular or special meeting of the Chapter shall require the presence of two Chapter officers plus 10, (ten) members.

Only votes from Chapter members present during a Chapter meeting shall be counted, no proxy votes shall be accepted.

Chapter membership shall carry full Chapter voting rights for each member company, with each member company entitled to one vote. The Chapter shall recognize "one member one vote" during voting regardless of the number or representatives of any particular member present during voting.

ARTICLE VIII - Chapter Officers

Chapter Officers shall be elected by a majority vote of the Chapter members of the Chapter, provided a quorum is present.

Officers shall be elected to serve for single calendar year terms. The Chapter Chairman and Vice Chairman shall be from Drilling Contractor member companies.

Elections shall be held in the fourth quarter of each year for Chapter Officer service for the following year. The Chapter Chairman shall advise IADC Headquarters of the names of Chapter Officers elected for the coming year.

Appendix A to these Bylaws shall be updated annually with details of the elected Chapter Officers.

The primary duties of Chapter Officers are:

Chairman

- Oversee and provide leadership and direction to all Chapter activities and related efforts, consistent with the Chapter Bylaws, in the realization of Chapter objectives;
- Delegate Chapter responsibilities to other Chapter Officers and Specialist Matter Coordinators as required;
- Chair, or nominate a deputy Chair for all Chapter meetings;
- Represent the Chapter at IADC Headquarters;
- Ensure adequate controls of and visibility on Chapter funds.

Vice Chairman

- Undertake responsibilities delegated to him by the Chapter Chairman;
- Deputise for the Chairman in his absence.

Secretary

- Establish and maintain Chapter member status and profiles;
- Collect, develop where applicable, distribute and retain Chapter records;
- Establish and maintain Chapter approved website;
- Establish and maintain Chapter management systems;
- Undertake responsibilities delegated to him by the Chapter Chairman;

Treasurer

- Establish and maintain financial facilities to receive, hold and disburse Chapter funds

- Maintain all Chapter financial and accounting records in accordance with recognized international accounting standards
- Prepare and provide Chapter financial reports and forecasts as required by the Chapter Officers

ARTICLE IX – Chapter Meetings

The Chapter shall arrange and host the following meetings at locations in the region of operation most suitable to the planned meeting attendees:

Chapter General Meetings

Chapter General Meetings shall be held no fewer than four times per year. General Meetings shall be open to attendance by:

- Chapter members;
- Chapter member guests;
- Potential Chapter members;
- IADC representatives.

The Chapter General Meeting schedule, meeting agenda and previous meeting minutes shall be posted to Chapter member focal points in advance of each General Meeting by the Chapter Secretary.

The Chapter Chairman shall approve all general meeting agendas and minutes prior to posting.

The final Chapter General Meeting of the calendar year shall be utilised for the election of Chapter Officers.

Chapter Annual Planning Meeting

Within 45 days after election the Chapter Officers for the proceeding year shall hold the Chapter Annual Planning Meeting. The Chapter Annual Planning Meeting shall be Chaired by the Chapter Chairman for the proceeding year and shall be open to attendance by:

- Chapter Officers for the proceeding year
- Chapter Officers for the current year
- IADC Headquarters Regional Vice President
- Other IADC Headquarters representatives as available

The purpose of the Chapter Annual Planning Meeting shall be to:

- Enable outgoing Chapter Officers to hand-over to incoming Chapter Officers;
- Review Chapter activities and achievements for the current year;
- Discuss and agree Chapter plans and objectives for the coming year;
- Discuss and agree any other Chapter matters as decided by the attendees.

Special Matter Meetings

Where the Chapter identifies matters, perpetual or one-off, requiring the special focus and use of Chapter membership resources, such as Chapter sporting or social events, Chapter donations, Chapter facilitation of industry issue resolution, etc., the Chapter shall appoint a Chapter member company representative as the Special Matter Coordinator responsible for coordinating the respective Chapter efforts and resources.

Reporting to the Chapter Chairman, the Special Matter Coordinators shall schedule and chair the meetings required to effectively address each matter respectively. Special Matter Meetings are open for attendance by:

- Chapter Special Matter Coordinator
- Interested Chapter member company representatives
- External subject specialists as required
- Interested IADC Headquarters representatives

A Chapter forum where Special Matter Meetings are utilised for addressing Chapter members' common industry issues shall be known as a Chapter Work Group and the Special Matter Coordinator in such cases shall fulfill the role of Work Group Leader.

ARTICLE X - Chapter Finance and Accounting

The Chapter Treasurer is responsible for receiving, holding and disbursing all Chapter funds. All Chapter funds received shall be deposited in Chapter bank accounts. Accounting records shall be retained for all fund receipts and disbursements.

Chapter funds may be generated from the following sources;

- Annual Chapter Membership Fee
- Chapter event sponsorship and participation fees
- Chapter meeting sponsorship
- Donations from Chapter member companies

Chapter funds shall be disbursed in support of Chapter activities. The Chapter is a volunteer association and accordingly no Chapter member company, nor any member company representative, including Chapter Officers, shall receive any compensation for their efforts made on behalf of the Chapter.

All Chapter disbursements shall require authorization by two Chapter Officers, i.e. all cheques drawn from Chapter accounts shall require two authorized signatures.

Special Matter Coordinators responsible for a Chapter activity or event costing in excess of \$20,000USD shall require authorization for expenditure from the Chapter Chairman based on a detailed cash flow forecast.

Details of the Chapter Bank Accounts shall be set out in Appendix A to these Bylaws and shall be updated annually.

On the dissolution of the Chapter any surplus funds shall be donated to IADC Headquarters.

ARTICLE XI – Membership Fees

Annual membership of the Chapter shall be for a full calendar year commencing on the 1st of January of the membership year. Membership fees shall be paid prior to the first Chapter General Meeting of the membership year.

Membership fees paid after the first Chapter General Meeting of the membership year shall not be prorated or re-allocated.

Details of the Annual Membership Fees shall be set out in Appendix A to these Bylaws and shall be updated annually. Annual Membership Fees are subject to adjustment for any proceeding membership year.

Chapter membership fees are in addition to any fees paid to IADC Headquarters for membership in the Headquarters Organization.

ARTICLE XII - Amendments


Amendments to Chapter Bylaws require a majority vote of a quorum of the Chapter members of the Chapter.

ARTICLE XIII - Precedents

The Chapter shall recognize that expansion and interpretation of these Bylaws shall be in accordance with the Bylaws of the IADC Headquarters Organization.

ARTICLE XIV - Approval

These Bylaws were approved by vote of members on NOV 20th 2014.



Dave Formas
2015 Chapter Chairman

APPENDIX A**Chapter Officers – 2015, refer Article VIII**

Chairman	Dave Formas <i>ENSCO</i>
Vice Chairman	Manoj Raghavan <i>KCA Deutag</i>
Secretary	Mike Simpson <i>Cansco Well Control</i>
Treasurer	William Devoto <i>Safar Oilfield Services</i>

Chapter Bank Details, refer Article X

Bank	BNP Paribas P.O. Box 2742, Abu Dhabi, UAE
Bank Swift	BNPAAEAAXXX
Account Name	Safar Onshore & Offshore Gas & Oilfield Services
Account Number (AED)	237 677 2 74 AED
IBAN (AED)	AE09 0186 6802 2767 7002 784
Account Number (USD)	237 677 1 77 USD
IBAN (USD)	AE83 0186 6802 3767 7001 840

Chapter Membership Fee, refer Article XI

Annual Membership Fee	\$750 US (2570 AED)
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Dave Formas
2015 Chapter Chairman

Nov 20th 2014
Date