

March 2011

CHARTER AND CONSTITUTION

of the

**INTERNATIONAL ASSOCIATION FOR THE CATALYTIC CONTROL OF SHIP EMISSIONS
TO AIR**

Established on 26th January 2011

Contents

1	Name & Legal Status	3
2	Definitions.....	3
3	Objectives.....	4
4	Principal Office.....	5
5	Membership	5
6	Applications for Membership	5
7	Resignation of Membership.....	6
8	Exclusion of Members.....	6
9	General Assembly – Powers	7
10	General Assembly – Meetings.....	7
11	General Assembly – Voting	8
12	Working Committees.....	9
13	Chairman	9
14	Secretariat.....	10
15	Financial Year	10
16	Budgeting	10
17	Subscription and other costs.....	10
18	Property of the Association	11
19	Confidentiality.....	11
20	Modification of the Constitution.....	12
21	Dissolution.....	12

PART 1 – CHARTER

1 Name & Legal Status

- 1.1 The association shall be called International Association for the Catalytic Control of Ship Emissions to Air ("**IACCSEA**" or the "**Association**").
- 1.2 The Association's legal status is an unincorporated association.

2 Definitions

- 2.1 In this Charter and Constitution the following defined terms shall, unless the context requires otherwise, have the following meanings:
- 2.1.1 "**Chairman**" means the Chairman of the Association appointed in accordance with Article 13;
- 2.1.2 "**General Assembly**" means a meeting of the authorised representatives of the Members;
- 2.1.3 "**IMO**" means the International Maritime Organization;
- 2.1.4 "**Member**" means a member of the Association;
- 2.1.5 "**Secretariat**" means the secretariat of the Association appointed in accordance with Article 14
- 2.1.6 "**Special Resolution**" means the approval:
- (a) of at least three –quarters of the Members present (in person or proxy) at a duly convened meeting; or
- (b) in writing of at least three-quarters of all the members;
- 2.1.7 "**Working Committee**" means a working committee established in accordance with Article 12.

3 Objectives

3.1 The main objectives of the Association are to:

- 3.1.1 promote the technological and economic viability of using catalytic emission control technologies on ships;
- 3.1.2 demonstrate to regulators and the shipping sector that proposed regulations, for example IMO Tier III, can be met through commercially available catalytic after-treatment;
- 3.1.3 engage the IMO, EU, US EPA and other regulatory organisations in relation to the formation and implementation of ECA's, and the development of certification schemes;
- 3.1.4 engage and coordinate activity with like minded industry associations and NGOs with an interest in similar policy outcomes;
- 3.1.5 gather and disseminate objective and factual technical information on marine catalytic emission control technologies (including costs, benefits and competing technologies);
- 3.1.6 promote awareness of SCR in developing markets, particularly those markets, such as Japan, that are introducing ECAs;
- 3.1.7 develop key messages and publish them through an Association website, trade journals, conferences and seminars; and
- 3.1.8 do all such things as shall be conducive to the attainment of the above ongoing objectives.

3.2 The immediate objectives of the Association are, within two years of its establishment, to:

- 3.2.1 gain IMO accreditation;
- 3.2.2 participate in the IMO Tier III review in 2012;

- 3.2.3 influence other legislation, e.g. European Air Quality policies;
- 3.2.4 raise awareness of the benefits of SCR among stakeholder groups and in the political arena;
- 3.2.5 set standards, through technical committees and working groups; and
- 3.2.6 do all such things as shall be conducive to the attainment of the above immediate objectives.

4 Principal Office

- 4.1 The principal office of the Association shall be located in London at 46 Queen Anne's Gate, SW1H 9AP and may be changed to such other address as approved by Special Resolution.

PART 2 – MEMBERSHIP

5 Membership

- 5.1 Membership shall be available to any corporate body in the world provided that it is engaged in the manufacture and supply of catalysts and catalytic systems as the principle control technology of emission to air from ships. All members must act in accordance with the stated objectives of the Association.
- 5.2 Any corporate body that wishes to become a Member must submit an application and be approved by Special Resolution.
- 5.3 If a corporate body becomes a Member they agree to support and abide by this Charter and Constitution and other rules of the Association.
- 5.4 Members shall pay their subscriptions in accordance with Article 17.

6 Applications for Membership

- 6.1 Applications for membership of the Association shall be made in writing and addressed to the Chairman at the Principal Office.

6.2 On the Chairman's proposal, each application for membership will be submitted to the General Assembly.

6.3 Any decision with respect to admission of a new Member will require approval by Special Resolution.

7 Resignation of Membership

7.1 A Member shall cease to be a Member if it provides the Chairman with written notice at the Principal Office of its resignation within the first six months of the calendar year.

7.2 If a Member provides the Chairman with notice of its resignation, the resignation will be effective on the last day of the calendar year in which the resignation letter is received.

7.3 From the date of delivery of the member's resignation until the last day of the calendar year in which the resignation letter is delivered, a resigning member will:

7.3.1 keep its rights as a member of the Association;

7.3.2 remain liable for the fees already voted for that calendar year; and

7.3.3 be liable for any losses incurred by the Association in accordance with Article 17.7.

8 Exclusion of Members

8.1 Any Member who:

8.1.1 no longer fulfils the conditions of membership

8.1.2 is insolvent;

8.1.3 because of its actions has, or could, bring the Association in to disrepute;
and/or

8.1.4 has breached any part of this Constitution and who does not remedy such breach within 30 days of being requested to do so by the Chairman,

can be excluded by the passing of Special Resolution to exclude such a member.

8.2 The member shall always have the right to present its opposition to its exclusion in such form as the Chairman may specify.

8.3 If a Special Resolution to exclude a Member is passed, that Member shall immediately cease to be a Member of the Association and shall have no right whatsoever to any assets or rights relating to the Association, but shall remain liable for his financial obligations for the current calendar year and remain liable for any Losses incurred by the Association in accordance with Article 17.7.

PART 3 – GENERAL ASSEMBLY

9 General Assembly – Powers

9.1 The General Assembly shall have all powers to fulfil the Association’s Objectives.

9.2 The General Assembly shall:

9.2.1 define the Association’s general policy;

9.2.2 appoint and remove the Chairman and Secretariat;

9.2.3 appoint and remove working committees of the Association;

9.2.4 approve the budget and the annual accounts of the Association;

9.2.5 admit and remove the members of the Association; and

9.2.6 modify the bye-laws and dissolve the Association.

10 General Assembly – Meetings

10.1 A General Assembly may be called at any time by the Chairman of the Association and shall in any event be held not less than once a year.

10.2 The General Assembly shall be formed by the Members and shall be chaired by the Chairman of the Association.

- 10.3 The quorum of the General Assembly shall be the authorised representatives of not less than 4 Members.
- 10.4 The Chairman shall provide each member notice of the details of the General Assembly and such notice shall include:
- 10.4.1 an agenda of the business to be discussed; and
- 10.4.2 the date, time and location of the meeting.
- 10.5 No decision may be taken on a point not included in the Chairman's agenda, except in the case of an emergency situation. In the event of the need to vote on an emergency situation, the unanimity of the present or represented members shall be required for the emergency situation to be included in the agenda.
- 10.6 All Members shall be notified of the decisions reached by the General Assembly.
- 10.7 At the start of all meetings of the General Assembly the Chairman shall refer the Members to the Special Resolution annexed to this Charter and Constitution in relation to competition law compliance. All Members shall abide its provisions in connection with all Association matters.

11 General Assembly - Voting

- 11.1 Each Member shall have the right to vote and each member shall have one vote.
- 11.2 Each Member will be represented by one authorised individual at the General Assembly who shall also represent the Member on all other matters relating to the Association. The name of the representative vested with the necessary powers shall be sent to the Secretariat not less than 28 days before the General Assembly.
- 11.3 Any Member unable to attend may be represented by another individual from their group of companies, or by another member. However, no Member may represent more than one other Member. Proxies shall be sent in writing to the Secretariat not less than 28 days before the General Assembly. Any Member represented by proxy shall be considered as present for the purposes of forming a quorum.

11.4 The decisions of the General Assembly shall be taken by Special Resolution except in accordance with the emergency situation provisions of Article 10.5.

12 Working Committees

12.1 The General Assembly may appoint Working Committees on subjects of specific interest. The powers and functions of the committees will be determined by the General Assembly.

12.2 If a Working Committee acts outside of its determined powers, the Members whose representatives are on the committee will be liable for any Losses that the Association may incur in accordance with Article 17.7.

12.3 At the start of any meeting of a working committee the respective chairman shall refer the committee to the Special Resolution annexed to this Charter and Constitution.

PART 4 - CHAIRMAN & SECRETARIAT

13 Chairman

13.1 The Chairman shall be an authorised representative of a Member.

13.2 The Chairman will be the authorised representative of the Association, but shall act in accordance with the provisions of these Articles and the directions of any Special Resolution.

13.3 The mandate of the Chairman is conferred for 12 months and is renewable.

13.4 The Chairman's responsibilities shall include administering the Association and presiding over the meetings of the General Assembly, the later of which may be undertaken by an agreed replacement in the Chairman's absence.

13.5 The Chairman shall resign his office at a meeting of the General Assembly at which point the new Chairman shall be proposed, seconded and elected.

13.6 The first Chairman of the Association is Joseph McCarney of Johnson Matthey plc.

14 Secretariat

- 14.1 The Secretariat will undertake the day-to-day administration of the Association with the assistance and guidance of the Chairman.
- 14.2 The Chairman may designate the offices of the Secretariat with the first office being the Principal Office.
- 14.3 The Secretariat shall be appointed by Special Resolution.
- 14.4 The Secretariat shall resign his office at a meeting of the General Assembly at which point a new member shall be proposed, seconded and elected to the Secretariat.
- 14.5 The initial Secretariat of the Association is Dr John Briggs, the Managing Director-Europe of Sancroft International.

PART 5 – COSTS, BUDGET, MEMBERS’ SUBSCRIPTION & INDEMNITY

15 Financial Year

- 15.1 The financial year of the Association shall run from 1 January to 31 December of each calendar year.
- 15.2 The Association’s accounts for the previous year shall be closed on the 30th June of each year at the latest.

16 Budgeting

- 16.1 The annual accounts of the previous financial year and the budget for the following year shall be drawn up by the Chairman each year, and submitted for approval by the General Assembly at the next meeting.

17 Subscription and other costs

- 17.1 The annual subscription of the Association shall be determined from time to time by the General Assembly.
- 17.2 The annual subscription shall be due on joining the Association and thereafter during the first week of April each year.

- 17.3 All monies payable to the Association shall be received by the Secretariat and deposited in a bank account in the name of the Association. No sum shall be drawn from that account unless authorised by the Chairman.
- 17.4 All monies of the Association shall be applied only in furtherance of the Objectives of the Association and no part thereof shall be paid by way of bonus, dividend or profit to any member of the Association.
- 17.5 The Chairman shall have power to authorise the payment of remuneration and expenses to any member of the Association and to any other person or persons for services rendered to the Association.
- 17.6 Any costs required in addition to the annual subscription shall be equally apportioned between the Members other than as described in 17.7.
- 17.7 Where any individual member or collection of Members has acted outside of the scope of this Constitution (“Defaulting Members”) and where the action of the Defaulting Members results in any losses or damage or any liability (including any direct, indirect or consequential losses, and all interest, penalties and legal and other reasonable professional costs and expenses) to the Association and/or to other Members (“Losses”), the Defaulting Members will solely be responsible for all the Losses. Each and every Member agrees, where it is a Defaulting Member, to indemnify the Association and/or each and every other Member against any Losses suffered or incurred by the Association and/or any such Member(s).

18 Property of the Association

- 18.1 Any property of the Association (including any property held by a Member on behalf of the Association), other than cash at the bank, shall be vested in the Chairman of the Association who shall deal with the property at the direction of the General Assembly.

19 Confidentiality

- 19.1 No Member shall divulge or communicate to any person, without the previous written consent of all members, any confidential information relating to the

Association including but not limited to any documentation, information concerning the public position of the Association or information reflecting the policy and practice of the Association.

- 19.2 The only circumstances in which a Member may disclose such confidential information is where the disclosure is to its professional representatives or advisers or where the member is required by law or any legal or regulatory authority to do so.

PART 6 - AMENDMENTS TO THIS CONSTITUTION & WINDING-UP OF THE ASSOCIATION

20 Modification of the Constitution

- 20.1 Decisions to change the Constitution of the Association shall be taken at a meeting of the General Assembly and shall require a Special Resolution.

21 Dissolution

- 21.1 A decision to dissolve the Association shall be taken at a meeting of the General Assembly and shall require a Special Resolution.
- 21.2 If the General Assembly resolve to dissolve the Association, the dissolution shall take effect from the date of the resolution and the Chairman shall be responsible for the winding-up of the assets and liabilities of the Association.
- 21.3 The General Assembly shall determine the method for dissolution and liquidation of the Association.
- 21.4 Any assets remaining after the discharge of the debts and liabilities of the Association shall be divided equally among the Members of the Association at the date of the dissolution.

Company Name:

Position:

Print Name:

Signature:

Date:

ANNEX:

IACCSEA:

SPECIAL RESOLUTION ON COMPETITION LAW COMPLIANCE

The General Assembly of the International Association for the Catalytic Control of Ship Emissions to Air ("IACCSEA") has adopted the following Special Resolution on Competition Law Compliance ("the Policy"):

It is the strict policy of IACCSEA to comply with the provisions of EU Competition Law and similar laws in the EU Member States and other countries.

The members of IACCSEA may include actual or potential competitors. Meetings of competitors under the guidance of IACCSEA are not objectionable as such. However, IACCSEA members are not allowed to use IACCSEA in order to coordinate their commercial activities. Each IACCSEA member must exercise its independent business judgment in pricing its products and service, dealing with its customers and suppliers, and choosing the markets in which it will compete. Any activity that could create even the appearance of a restriction or distortion of competition must be strictly avoided.

IACCSEA's objectives have been set out in its Charter and Constitution. IACCSEA shall not be used as a forum for the discussion of business secrets.

IACCSEA's meetings must always be conducted to avoid even the appearance that its members are taking common action, which might restrict competition. In particular, IACCSEA's Competition Law Compliance Policy prohibits any discussions or exchange of information that might constitute or imply an agreement or concerted practice concerning:

- (1) prices or price factors, including discounts, rebates, and reductions;
- (2) costs and demand structure;
- (3) profits and profit margins;
- (4) output and sales;
- (5) market shares and sales territories;
- (6) investments and marketing plans;
- (7) bidding or refraining from bidding;
- (8) credit conditions or any other terms or conditions of sale; or
- (9) selection, rejection, or termination of customers or suppliers.

The universal rule to be followed is that no commercial topics outside the scope of IACCSEA's objectives should be discussed.

An agenda for each meeting must be circulated prior to the meeting setting out the matters to be discussed. Official minutes must be produced for each meeting under the guidance of IACCSEA's Secretariat.

This Policy shall apply to all gatherings and communications under the guidance of the IACCSEA including its General Assembly; Working Committees and Secretariat.

Any representative of a Member who believes that this Policy has been violated must immediately contact both its company counsel and the Secretariat, which will take appropriate steps.

In order to ensure compliance with this Policy, the Secretariat shall be instructed to adopt a Competition Law Compliance Programme to the effect that competition law compliance remains an inherent part of the day-to-day administration of IACCSEA's activities.