

# Industry Measurement Group By-Laws

Revision 1 – November 9, 2010

## Introduction

1. The Industry Measurement Group (IMG) is a non-profit group of people who have an interest in hydrocarbon measurement in the upstream Canadian oil and gas industry. The IMG is a permanent sub-committee of the Canadian Institute of Hydrocarbon Measurement (CIHM).

## Purpose

2. The purpose of the IMG is to:
  - identify areas of common concern relating to measurement
  - work towards resolving the areas of concern
  - increase awareness of measurement issues and foster relationships among those interested in hydrocarbon measurement in Canada
  - participate in the development and establishment of government regulations
  - participate in the development and establishment of industry accepted standards for measurement issues in areas not sufficiently covered by other agencies or bodies
  - participate in educational opportunities
3. The purpose of the IMG is not to:
  - be used as a forum to promote any specific product, service or technology

## Membership

4. Any person involved in the business of hydrocarbon measurement, and being of the full age of 18 years, may become an IMG member by submitting an application form to the Administrator. Membership shall be granted unless an objection is received from the executive committee.
5. Membership will consist of two divisions:
  - Division I - those representing any entity operating a revenue generating quality measurement device in the upstream sector of the Canadian Oil and Gas Industry. These entities include:
    - oil and gas producers
    - midstream processors
    - oil and gas pipeline operators
  - Division II - those representing suppliers, service providers, engineering companies and government regulators
6. Both membership divisions will have equal rights and privileges in the IMG except where specifically mentioned in these bylaws.
7. Any member wishing to withdraw from membership may do so upon a notice in writing to the executive committee through its Administrator. Any member, upon a majority vote of all members of the IMG in good standing, may be expelled from membership for any cause which the IMG may deem reasonable. Any member may be expelled from membership of the IMG if his or her dues are not paid in a timely fashion. Dues shall be recommended by the executive committee and approved by the IMG membership.

## Voting

8. For the purposes of voting on government regulatory issues and IMG bylaw changes, only Division I company representatives are eligible to vote. There will be only one voting member per company. In this case a company is defined as one that has a separate legal entity, executive committee of directors with an "arms length" relationship with other member companies. Voting member status and company designation shall be approved by the executive committee. Voting may be made in person or by proxy. Notice of a proxy vote shall be given to the Chairman prior to the vote. No person shall have more than two proxies for any vote. In no case shall a proxy vote be assigned.
9. Any member in good standing shall have the right to vote at any meeting of the IMG.

## Executive Committee

10. The executive committee shall consist of the following positions:
  - a. Chairman
  - b. Past Chairman
  - c. Vice Chairman
  - d. Treasurer
  - e. Directors

## Chairman

11. The Chairman will serve a term of two (2) years. The position of Chairman will be filled by the previous Vice Chairman. The Chairman will provide leadership to the executive committee, schedule meetings as required of the executive committee, and develop the direction of the IMG using a collaborative approach. He/she shall, when present, preside at, solicit agenda items for, and finalize the agenda for all meetings of the IMG and the executive committee. The Chairman shall communicate and liaison with the CIHM Board.

## Vice Chairman

12. The Vice Chairman shall carry out the duties of the Chairman in the Chairman's absence. The Vice Chairman will serve a term of two (2) years and will be selected by election or acclamation in accordance with the bylaws. The Vice Chairman will fill the role of Chairman position after serving 2 years as Vice Chairman.

## Past Chairman

13. The Past Chairman shall carry out the duties of the Chairman or Vice Chairman in the absence of either. The past Chairman shall serve for a period of two (2) years. The Past Chairman shall be available to provide counseling to the Chairman on the execution of his/her duties.

## Treasurer

14. The Treasurer is responsible for bookkeeping, maintaining and submitting a budget to the CIHM, overseeing accounting of the IMG books, paying invoices and any banking transactions,

## Directors

15. The Directors will serve a term of no longer than two (2) years before needing reelecting or reappointing and will be selected by election or

acclamation.

16. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

#### Director Positions

17. **\*\*Panel Discussion Coordinator** – Selects topics of interest and presents them in a panel setting at each meeting. Ensures the panel discussion fulfills the purpose of the IMG.  
**\*\*Government Liaison** – Communicate with various Government agencies; ERCB, BC-OGC, Sask-SIR, Measurement Canada and others.  
**\*\*Communications** – Coordinates efforts around the IMG website, the IMG virtual office and promoting the IMG at industry functions.  
**\*\*Publications (Measurement Manual)** – Coordination and oversight of changes and updates to the Measurement Manual, the Field Measurement Handbook, the Self Assessment Tools and IRP's.  
**Canadian School of Hydrocarbon Measurement (CSHM) Liaison** – Gives updates at the IMG meetings regarding the CSHM and solicits abstracts and paper submissions for the CSHM.  
**CIHM Liaison** – Normally performed by the Chairman.  
**Industry Liaison** – Communicates with various other industry associations; CAPP, PJVA, PASC, ISA and others.  
**Special Projects** – Coordinates special IMG projects as the executive committee directs.  
**Education Liaison** – Communicates with industry education providers; SAIT, NAIT, Lakeland College. Promotes Measurement education in secondary institutions.

Director positions marked with \*\* must be filled. Filling of the other positions are optional.

#### Removal of Executive Committee Member

18. Any director or executive committee member may be removed by unanimous vote of all the IMG executive committee members in attendance at any executive meeting.

#### Administrator

19. The Administrator will be appointed by the IMG executive committee in consultation with the CIHM and the CSHM.
20. It shall be the duty of the Administrator to attend all meetings of the IMG and of the executive committee, and to ensure accurate minutes are kept of the same. In the absence of the Administrator, his/her duties shall be discharged by the Administrator's appointee. The Administrator shall have charge of all the correspondence of the IMG and be under the direction of the Chairman and the executive committee.
21. It shall be the responsibility of the Administrator to record minutes of meetings, forward the minutes to the members and make the necessary facility and other meeting arrangements.

22. The Administrator shall also keep a record of all the members of the IMG and their addresses, send all notices and minutes of the various meetings as required
23. It shall be the duty of the Administrator to collect all new IMG membership forms, initiating the membership process, and communicating results of same.
24. The Administrator shall have a list of members for any meeting where a designated vote may be held. See Clause 8.

#### Meetings

25. This IMG shall hold a Meeting on or before June 30, in every second year, for elections. At this meeting, the bi-annual elections will be held to elect the Vice Chairman, Treasurer and Directors and to confirm the appointments of Chairman, and Past Chairman. The officers and directors so elected and appointed shall form an executive committee, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice call of such a meeting. Any member in good standing shall be eligible for any office in the executive committee subject to the bylaws of the IMG.
26. Requests for nominations to the executive committee shall be made by the Chairman at the regular meeting immediately preceding the meeting at which the elections of executive committee will take place.
27. Regular meetings of the IMG shall be held no less than five (5) times per year, the dates of which shall be set by the Administrator in consultation with the executive committee.
28. Special Meetings of the IMG may be called at any time by the Administrator upon instructions of the Chairman or executive committee. A notice in writing to the last known email address of each member must be delivered eight days prior to the date of such meeting. A Special Meeting shall be called by the Chairman upon receipt of a petition signed by one-third of the IMG members in good standing, setting forth the reasons for calling such a meeting. This shall be emailed to the last known email address of each member and delivered eight days prior to the meeting.
29. Prior to any vote, the Chairman shall ensure there is a minimum 1/3 of the designated voting members (including proxies) present before allowing the designated vote to proceed.

#### Committees

30. Committees may be formed as are deemed necessary during a Regular Meeting of the IMG or by the executive committee. The committees shall use the document "Measurement Regulations Review Working Group Guiding Principles and Process" for structure, membership, reporting, etc.

#### By-Laws

31. The By-Laws may be rescinded, altered or added to by a "Special Resolution" passed by a simple majority of the designated voting members (per Clause 8) present, provided that the minimum number requirement is met as set out by Clause 29. The revised By-Laws must be presented with the agenda previous to the meeting when the vote is to be held.