

**CANADIAN SOCIETY OF PETROLEUM GEOLOGISTS
BY-LAWS**

TABLE OF CONTENTS

ARTICLE 1	1
DEFINITIONS.....	1
1.1 DEFINITIONS	1
ARTICLE 2	2
MEMBERSHIP	2
2.1 APPLICATION FOR MEMBERSHIP	2
2.2 CLASSES	2
2.3 CODE OF CONDUCT	4
2.4 DISCIPLINE OF MEMBERS	4
2.5 EFFECT OF TERMINATION/SUSPENSION OF MEMBERSHIP	4
2.6 RESIGNATION.....	5
ARTICLE 3	5
BOARD OF DIRECTORS.....	5
3.1 BOARD OF DIRECTORS	5
3.2 COMPOSITION.....	5
3.3 TERM OF OFFICE.....	5
3.4 BOARD VACANCIES	6
3.5 QUALIFICATIONS	6
3.6 MEETINGS AND NOTICE	6
3.7 QUORUM.....	6
3.8 VOTING RIGHTS.....	7
3.9 REMUNERATION.....	7
3.10 INDEMNIFICATION AND INSURANCE	7
3.11 VACANCY	7
ARTICLE 4	8
OFFICERS	8
4.1 APPOINTMENT	8
4.2 ELECTED OFFICERS	8
4.3 DUTIES	8
4.4 TERM	8
4.5 VACANCIES.....	8
ARTICLE 5	8
COMMITTEES	8
5.1 STANDING COMMITTEES	8
5.2 DESIGNATED COMMITTEES.....	9
5.3 NOMINATING COMMITTEE.....	9
ARTICLE 6	9
ANNUAL AND SPECIAL MEETING OF MEMBERS.....	9
6.1 ANNUAL MEETING.....	9
6.2 SPECIAL MEETING.....	9
6.3 NOTICE	9
6.4 QUORUM.....	10

6.5 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS10
6.6 VOTING PROVISIONS10
6.7 VOTING10
ARTICLE 711
BORROWING POWERS11
ARTICLE 811
FINANCIAL YEAR END11
ARTICLE 911
ANNUAL FINANCIAL STATEMENTS11
ARTICLE 1011
INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW11
ARTICLE 1111
OMISSIONS AND ERRORS11
ARTICLE 1211
SEAL AND EXECUTION OF DOCUMENTS11
ARTICLE 1312
DISSOLUTION12

The By-Laws of CANADIAN SOCIETY OF PETROLEUM GEOLOGISTS (hereinafter called the "Corporation") are as follows:

ARTICLE 1 DEFINITIONS

1.1 Definitions

In these By-Laws and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "**Board**" means the Board of Directors of the Corporation;
- (d) "**By-Law**" means these by-laws and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "**Committee**" is a committee of the Board as set out in Article 5;
- (f) "**Director**" means a director of the Corporation;
- (g) "**Director at Large**" has the meaning ascribed in Section 3.2;
- (h) "**Elected Officer**" means a Director who is also a specific Officer, elected pursuant to Section 4.2;
- (i) "**Executive Committee**" is a committee described in Section 5.1;
- (j) "**Executive Director**" is an Officer whose duties include those set out in Section 4.3;
- (k) "**Finance Director**" is an Elected Officer as set out in Section 4.2;
- (l) "**Finance Director Elect**" is an Elected Officer as set out in Section 4.2;
- (m) "**Meeting of Members**" includes an annual meeting of Members or a special meeting of Members;
- (n) "**Member**" is a member of the Corporation as described in Article 2;
- (o) "**Membership Committee**" is the committee described in Section 5.1;
- (p) "**Nominating Committee**" is the committee described in Section 5.3;
- (q) "**Officer**" is an officer of the Corporation appointed or elected pursuant to Article 4;

- (r) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;
- (s) "**Past President**" is an Elected Officer as set out in Section 4.2;
- (t) "**President**" is an Elected Officer as set out in Section 4.2;
- (u) "**President Elect**" is an Elected Officer as set out in Section 4.2;
- (v) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (w) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (x) "**Standing Committee**" means any of the Executive Committee, Membership Committee, Nominating Committee and Audit Committee; and
- (y) "**Voting Member**" shall mean any Full, Honorary or Emeritus Member who is not in arrears with respect to dues.

ARTICLE 2 MEMBERSHIP

2.1 Application for Membership

Membership in the Corporation shall be available to only those persons who meet the eligibility requirements listed below, as determined by the Board, and who have applied for such membership and have been accepted as a Member by the Board. The Board may establish rules and procedures for application for membership.

2.2 Classes

The Classes of Membership are:

- (a) Full Member;
- (b) Associate Member;
- (c) Student Member;
- (d) Honorary Member; and
- (e) Emeritus Member.

Membership is only open to individuals. Membership may not be transferred.

Full Member

Subject to Section 2.1, the following persons shall be eligible for membership in the Corporation as a Full Member:

- (a) Any person engaged in the work of energy geoscience or in related research provided that they are a graduate of an institution of university standing, in which institution they have completed their major work in geology or related earth science; and
- (b) Any person, who does not meet the qualifications in sub clause (a) above, but whose standing in the profession is well recognized by the Board.

Full Members are entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation (except for meetings at which only Members of another class are entitled to vote separately as a class) and each Full Member shall have one vote.

Associate Members

Subject to Section 2.1, any person interested in the Canadian Energy Geosciences discipline who does not qualify as a Full Member is eligible for membership in the Corporation as an Associate Member.

Except for meetings at which Associate Members are entitled to vote separately as a class, Associate Members are not entitled to vote. Associate Members may attend those Members Meetings to which they are invited.

Student Member

Subject to Section 2.1, any undergraduate student who is in attendance at post-secondary institutions and has expressed an interest in the geosciences is eligible for membership in the Corporation as a Student Member.

Except for meetings at which Student Members are entitled to vote separately as a class, Student Members are not entitled to vote. Student Members may attend those Members Meetings to which they are invited.

Honorary Member

Subject to Section 2.1, any person who in the sole opinion of the Board has contributed distinguished service to the cause of energy geosciences is eligible for membership in the Corporation as an Honorary Member.

Honorary Members are entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation (except for meetings at which only Members of another class are entitled to vote separately as a class) and each Honorary Member shall have one vote. Honorary Members shall not be required to pay dues.

Emeritus Member

Subject to Section 2.1, any active Full Member in good standing who has attained the age of 65 years, has retired and has been a Full Member for at least 20 years is eligible for membership in the Corporation as an Emeritus Member.

Emeritus Members are entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation (except for meetings at which only Members of another class are entitled to vote separately as a class) and each Emeritus Member shall have one vote.

Previous Classes of Membership

All Members who were Regular Members before these By-Laws taking effect shall be Full Members. The membership of all Corporate Members is terminated. All Associate Members, Student Members, Honorary Members and Emeritus Members shall continue as Associate Members, Student Members, Honorary Members and Emeritus Members respectively.

2.3 Code of Conduct

All Members of the Corporation shall comply with the Code of Conduct, which shall set out the conduct expected of its Members. The Code of Conduct shall be established and may be amended by the Board of Directors from time to time.

2.4 Discipline of Members

The Board of Directors shall have authority to suspend or terminate any Member from the Corporation for any one or more of the following grounds:

- (a) Violating any provision of the Articles, By-Laws, Code of Conduct or written policies of the Corporation;
- (b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion;
- (c) For any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation;
- (d) Failure to maintain the qualifications for membership; and
- (e) Arrears with dues.

In the event that the Board proposes that a Member be suspended or terminated from membership in the Corporation pursuant to any of the above (other than subsection (e) above), the Membership Committee shall notify the Member of such action and shall allow the Member sufficient time to respond before a decision is made to suspend or terminate the Member. The Board's decision shall be final and binding on the Member, without any further right of appeal. The Board may establish further policies regarding this suspension/termination process.

2.5 Effect of Termination/Suspension of Membership

- (a) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

- (b) Except for termination by reason of arrears with dues, any Member terminated from the Corporation may not at any time thereafter be reinstated to a Full Member or be a Full Member.
- (c) Any Member suspended from any class of membership of the Corporation may be reinstated with the approval of the Board subject always to such terms and conditions as may be stipulated by the Membership Committee.
- (d) Any Member suspended for arrears with dues, shall not be able to vote at any Members Meetings.
- (e) Membership fees will not be refunded in whole or in part, or carried forward.

2.6 Resignation

A Member wishing to withdraw from membership in the Corporation may do so upon notice in writing to the Corporation. Membership fees will not be refunded in whole or in part, or carried forward.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Board of Directors

Subject to the Act, the Articles and these By-Laws, the affairs of the Corporation shall be governed by a Board of Directors, which shall supervise, control and direct all its activities. The Board of Directors may delegate to the Executive Committee or any committee or Officer any or all powers, duties and authority of the Board of Directors, which may lawfully be delegated. The Board of Directors may, from time to time, set policies.

3.2 Composition

Subject to the Articles, The Board of Directors shall comprise of:

- (a) President, President Elect, Past President, Finance Director, and Finance Director Elect; and
- (b) Between 5 to 16 other Directors (sometimes referred to as "Directors At Large") as such number is fixed from time to time by the Board.

3.3 Term of Office

- (a) The Board of Directors will take office at the termination of the annual general meeting at which they were acclaimed or elected.
- (b) Subject to subsection (c) below, Directors shall serve a two (2) year term with the exception of the President Elect who will serve a total of three (3) years comprised of the first year as President Elect, the second year as President and the third year as Past President. The Finance Director Elect shall serve a two (2) year term comprised of the first year as Finance Director Elect and the second year as Finance Director.

- (c) The terms of one half of the number of Directors at Large to be elected at the initial annual Members Meeting shall expire at the next annual Members Meeting after their election and the terms of the remaining half of the Directors at Large to be elected at the initial annual Members Meeting shall expire at the second annual Members Meeting after their election. At each annual Members Meeting held thereafter, the terms of all Directors at Large to be elected at such annual Members Meeting shall be two years. Also, for the elections at the initial annual Members Meeting, the Past President and the Finance Director will each serve one year terms and the President will serve a two year term, the first year as President and the second year as Past President.
- (d) No Member may stand for President Elect or President for a second term.

3.4 **Board Vacancies**

Any vacancy on the Board of Directors may be filled by the Board of Directors by appointment for a term no longer than the next annual general meeting with the exception of the President which will be filled by the President Elect.

3.5 **Qualifications**

Only Full Members may stand for election and/or be appointed to the Board, provided, however, from time to time, at the discretion of the Board, for reasons beneficial to the purposes of the Corporation, the Board may appoint a Director without regard to these terms.

The Executive Committee must consist of all Full Members of the Corporation.

3.6 **Meetings and Notice**

Meetings of the Board may be called by the President, President Elect or any two (2) Directors at any time. Written and/or electronic notice of time and place of Directors meetings shall be supplied to each Director 5 days in advance of the meeting.

A Director may participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

3.7 **Quorum**

A majority of the number of Directors constitutes a quorum at any meeting of Directors. If a quorum is present at the opening of the meeting and a Director leaves prior to the close of the meeting, the Board may continue with the remaining business. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

3.8 **Voting Rights**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the President shall cast the deciding vote.

3.9 Remuneration

Directors shall not be remunerated for their duties as Board members. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.10 Indemnification and Insurance

- (a) The Corporation shall indemnify its present and former Directors and officers and any other individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity ("Indemnified Person"), to the full extent permitted by the Act.
- (b) The Corporation may purchase and maintain insurance for the benefit of an Indemnified Person against any liability incurred by the Indemnified Person:
 - (i) in the Indemnified Person's capacity as a director or an officer of the Corporation; or
 - (ii) in the Indemnified Person's capacity as a director or an officer, or in a similar capacity, of another entity, if the Indemnified Person acts or acted in that capacity at the Corporation's request.
- (c) The Corporation may purchase and maintain insurance for the benefit of any other person who is an employee, independent contractor or agent of the Corporation.

3.11 Vacancy

The office of Director shall be automatically vacated:

- (a) If the Director shall resign the office by delivering a written resignation to the President.
- (b) If the Director becomes ineligible to serve as a Board member in accordance with section 126 of the Act;
- (c) By ordinary resolution of the Members in accordance with section 130 of the Act; or
- (d) On death of the Director.

ARTICLE 4 OFFICERS

4.1 Appointment

The Board of Directors may designate the office(s) of the Corporation, and, except for Elected Officers who are to be elected, shall appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A

Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

4.2 **Elected Officers**

Each of the President Elect and Finance Director Elect shall be elected annually by the Voting Members as an Officer and Director of the Corporation and shall serve as President Elect, President and Past President and Finance Director Elect and Finance Director respectively as set out in Section 3.3(b).

4.3 **Duties**

The duties of officers shall be those specified by the Board of Directors from time to time but shall include the following:

- (a) The Executive Director shall be responsible for the management, staffing and operation of the Corporation in accordance with Board of Directors policies; and
- (b) In the event of the President's absence, the President Elect will assume the duties of the President.

4.4 **Term**

Except for the Elected Officers, the officers shall remain in office for one year or until their successors shall be elected or appointed, with the exception of the Executive Director whose term, by resolution of the Board of Directors, shall be as set out in the terms and conditions of employment.

4.5 **Vacancies**

An officer, other than an Elected Officer, may, by resolution of the Board of Directors, be removed before the expiration of the officer's term.

ARTICLE 5 COMMITTEES

5.1 **Standing Committees**

The Standing Committees shall be the Executive Committee, chaired by the President, the Nominations Committee, chaired by the Past President, the Membership Committee, chaired by the President Elect and the Audit Committee, chaired by the Finance Director, and each committee shall have the powers as the Board sees fit. The Executive Committee shall be comprised of the President, President Elect, Past President, Finance Director and Finance Director Elect.

5.2 **Designated Committees**

The Board of Directors may establish such other committees as deemed necessary, from time to time, and each committee shall have the powers as the Board sees fit. The Board shall appoint the Chair of each Committee for any term to a maximum of three years. The Chair must be a Full Member.

5.3 **Nominating Committee**

The Nominations Committee shall report to Members at the annual general meeting. Its duties shall include:

- (a) arrange for nominations for the position of the President Elect and Finance Director Elect for election; and
- (b) arrange for nominations for Directors At Large standing for election.

ARTICLE 6 ANNUAL AND SPECIAL MEETINGS OF MEMBERS

6.1 Annual Meeting

The annual meeting of the Members of the Corporation shall be held each year at such time and place as may be designated by the Board of Directors. The President, or in his absence, the President Elect, will chair the annual meeting of Members. In the event that the President or President Elect are absent, the Members who are present and entitled to vote at the meeting shall choose one of the Members to chair the meeting.

6.2 Special Meeting

Special general meetings of the Corporation may be held upon the call of the Board of Directors at such times and places as it may designate. The President, or in his absence, the President Elect, will chair the special meeting of Members. In the event that the President or President Elect are absent, the Members who are present and entitled to vote at the meeting shall choose one of the Members to chair the meeting.

6.3 Notice

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

6.4 Quorum

At any meeting of Members, five percent (5%) of Voting Members present in person or by proxy, as verified by the President Elect, shall constitute a quorum. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.5 Participation by Electronic Means at Members' Meetings

Participation at meetings of Members may not be by telephonic, electronic or other communication facility.

6.6 **Voting Provisions**

If the Board so provides, Members entitled to vote may vote by:

- (a) proxy in accordance with the provisions of Act;
- (b) by mailed-in ballot so long as the Corporation has a system that:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted;
- (c) by means of a telephonic, electronic or other communication facility that:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

The Executive Committee shall arrange for collecting the votes/ballots. Promptly after the close of voting, the Executive Committee shall arrange the counting of the votes/ballots and will promptly announce the results of voting on the Corporation's website, by electronic transmission to each Member or at the applicable Members Meeting. The Board may establish further procedures regarding the voting process.

6.7 **Voting**

At any meeting of Members every question shall, unless otherwise provided by the Articles, these By-Laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes the President shall cast the deciding vote.

ARTICLE 7 BORROWING POWERS

The Board shall be authorized to raise or secure the payment of money in such manner as it thinks fit for the purposes of the Corporation. The Corporation shall not borrow money and the Board shall have no authority to enter into debt in the Corporation's name.

The Directors may, without authorization of the members, give a guarantee on behalf of the Corporation.

ARTICLE 8 FINANCIAL YEAR END

The financial year of the Corporation shall end on the thirty first of August each year.

**ARTICLE 9
ANNUAL FINANCIAL STATEMENTS**

The Corporation's financial statements will be made available to Members at the registered office of the Corporation and, if the Board so provides, through electronic means and by print on demand.

**ARTICLE 10
INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**ARTICLE 11
OMISSIONS AND ERRORS**

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board of Directors or public accountant or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**ARTICLE 12
SEAL AND EXECUTION OF DOCUMENTS**

There shall be a corporate seal bearing the name of the Corporation which shall be retained in the custody of the Corporation. The seal shall only be used as directed by the Board of Directors.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation that span more than one (1) year must be signed by any two (2) of the President, President Elect, Finance Director or Finance Director Elect. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

**ARTICLE 13
DISSOLUTION**

In the event of dissolution of the Corporation and where no successor Corporation is specified, subject to the provisions of the Act, any property remaining after payment of all just debts and obligations shall be distributed to one or more non-profit charitable, scientific or educational institutions, preferably serving the promotion of geoscience or geoscience education in Canada, provided that in the event that the Corporation is a soliciting corporation, any property remaining on liquidation of the Corporation after discharge of any liabilities, shall instead be distributed to one or more "qualified donees" within the meaning of subsection 248(1) of the *Income Tax Act*.