

CANADIAN ENERGY GEOSCIENCE ASSOCIATION BYLAWS

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The By-Laws of the CANADIAN ENERGY GEOSCIENCE ASSOCIATION (hereinafter called the "Corporation") are as follows:

1.0 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) "Executive Committee" is a committee described in Section 5.1;
- (h) "Member" is either a Voting or Student Member of the Corporation as described in Article 2;
- (i) "Officer" is an officer of the Corporation appointed or elected pursuant to Article 4;
- (j) "Procedures Manual" is maintained by the Board of Directors with documentation of the procedures adopted by the Board of Directors; and
- (k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

2.0 MEMBERSHIP

2.1 Application for Membership

Membership in the Corporation shall only be available to persons who meet the eligibility requirements as determined by the Board for each class of membership listed below, who have applied for and been accepted into membership in the Corporation in such manner as may be determined by the Board's established rules and procedures for applications for membership.

2.2 Classes of Membership

The Classes of Membership are:

- (a) Voting Member;
- (b) Student Member

Membership is only open to individuals. Membership may only be transferred to the Corporation.

2.2.1 Voting Members

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

- (a) Any person engaged in the field of Energy Geoscience or Engineering and/or
- (b) Any person interested in the academic and/or professional applications of the geological sciences.

Voting Members are entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation and each Voting Member shall have one vote.

2.2.2 Student Members

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

- (a) Any student studying at a post-secondary institution interested in the academic and/or professional applications of the geological sciences

Except as otherwise provided by the Act, Student Members shall not be entitled to vote at meetings of the Members of the Corporation. Student Members are entitled to receive notice of and attend all meetings of the Members of the Corporation

2.2.3 Previous Classes of Membership

All active Members who were entitled to vote at Members meetings and all Associate Members who were not entitled to vote at Members meetings prior to these By-Laws taking effect shall be Voting Members.

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) Arrears with dues.

2.5 Effect of Termination/Suspension of Membership

The effects of suspension or termination of any Member from the Corporation for any one or more of the items stated in 2.4 are:

- (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) Any Member suspended from any class of membership of the Corporation may be reinstated with the approval of the Board.
- (c) Any Voting Member suspended for arrears with dues, shall not be able to vote at any Members Meetings.
- (d) Membership dues 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.

3.0 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 may adopt, amend, or repeal by resolution such Policies and Procedures that are not inconsistent with the By-laws of the Corporation as the Board may deem appropriate from time to time. Any Policy or Procedure adopted by the Board will be maintained in the Procedures Manual and continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

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 12 other Directors as such number is fixed from time to time by the Board.

3.3 Term of Office

- (a) Directors shall be elected at each annual meeting at which an election of Directors is required to hold office for a term expiring within the period stated in subsection (b) below and 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) No Member may stand for President Elect or President for a second term.

3.4 Qualifications

All Voting Members in good standing may stand for election to the Board of Directors. The Executive Committee must consist of Voting Members of the Corporation.

3.5 Board Vacancies

The office of Director shall automatically be vacated under the following circumstances

- (a) A 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 the death of a Director.

Any vacancy on the Board of Directors may be filled by a vote of 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. A vacancy in the Past President role will not be filled.

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 five (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 an in-person meeting, or telephone, or any other electronic or other communication that permits all participants to communicate adequately with each other during the meeting. A Director participating in any meeting is deemed to be present at the meeting.

3.7 Quorum

A simple 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 case of an equality of votes, the President in addition to an original vote shall have a second or casting vote.

3.9 Remuneration

Directors shall not be remunerated for their duties as Directors. 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 therefore.

3.10 Indemnification and Insurance

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.

The Corporation may purchase and maintain insurance for the benefit of an Indemnified Person against any liability incurred by the Indemnified Person:

- (a) in the Indemnified Person's capacity as a director or an officer of the Corporation; or
- (b) 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.

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.

4.0 OFFICERS

4.1 Appointment

The Board of Directors may designate the office(s) of the Corporation and, if designated and if Officer(s) are appointed or elected, subject to the Act, delegate to such Officer(s) the power to manage the affairs of the Corporation. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer. An Officer may, but need not be, a Director unless these By-Laws otherwise provide.

4.2 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 in the Procedures Manual and shall include the following:

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

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

4.4 Term

The Officers of the Corporation shall remain in office for their specific term of office with the exception of a Managing Director whose term, by resolution of the Board of Directors, shall be as set out in the terms and conditions of employment with the Corporation.

4.5 Vacancies

Any Officer, may, by resolution of the Board of Directors, be removed before the expiration of the officer's term. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

5.0 COMMITTEES

5.1 Standing Committees

The Standing Committees shall be the Executive Committee, Nominations Committee, and Audit Committee. Each Committee shall have the powers and responsibilities as outlined in the Procedures Manual.

5.1.1 Executive Committee

The Executive Committee shall be comprised of the President, President Elect, Past President, Finance Director, Finance Director Elect and Managing Director.

5.1.2 Nominations Committee

The Nominations Committee shall be chaired by a Board appointed ex-Executive Committee Member, at least two years removed from the Executive Committee and will report to the Board of Directors. The charge of the Nominations Committee shall include:

- (a) Ensure that a Call for Nominations is made to the membership. All nominees must be voting members and otherwise qualified to be Directors of the Corporation and must consent to stand for election.
- (b) Identify candidates for the positions of the President-Elect, Finance Director-Elect, and Director and
- (c) Present a recommended slate to the Executive Committee

5.1.3 Audit Committee

The Audit Committee shall be chaired by the Finance Director and comprised of a past finance director and two Voting Members.

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 Voting Member of the Corporation.

6.0 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 their absence, the President-Elect, will chair the annual meeting of Members. In the event that the President or President-Elect are absent, another Director of the Board of Directors shall chair the meeting.

6.2 Special Meeting

A special meeting of Members 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 their absence, the President-Elect, will chair the special meeting of Members. In the event that the President or President-Elect are absent, another Director of the Board of Directors shall 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 electronic delivery, 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 maintained throughout the meeting.

6.5 Voting Provisions

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.

6.6 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

6.7 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

7.0 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.

8.0 FINANCIAL YEAR END

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

9.0 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.

10.0 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.

11.0 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.

12.0 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 may be signed by any two (2) of its authorized signing officers or directors. 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.

13.0 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.

14.0 BY-LAWS AND EFFECTIVE DATE

The Board of directors may not make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation without having the By-Law, amendment or repeal confirmed by the members by ordinary resolution. The By-Law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a By-Law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.