



Australian Society of Exploration Geophysicists

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CONSTITUTION

&

By Laws

April 2022

Version History:

DATE	Changes Implemented
Pre April, 2012	The history of Changes to the Constitution was not recorded in this Document
April, 2012	At the 2012 AGM, "Objectives" of the society listed in the Constitution were changed to "Objects" to make the Constitution consistent with the Act.
14 April 2014	<p>Two changes were incorporated into this document, which now holds not only the Constitution but also the By Laws:</p> <ol style="list-style-type: none"> 1) Changes to the Constitution were approved at the AGM on 10 April: <ul style="list-style-type: none"> to Clause 5 [Office Bearers] to allow any financial member to hold office, and to Clause 15 [By Laws] to ensure that the Federal Executive notifies members of new or amended By Laws 2) Federal Executive adopted a By Law on 30 January that describe to establish, operate and wind up Specialist Groups
April 2016	At the 2016 AGM, Clause 8.3 was amended.
April 2019	At the 2019 AGM, voting to include secure digital voting and gender neutral language was updated (see Fed Ex minutes March 2019)
April 2022	<p>At the 2022 AGM ,</p> <ol style="list-style-type: none"> 1) update gender neutral language 2) Clause 8.2 Inclusion of Past President as a Director, increasing the total number of Directors to 5. 3) Clause 8.3 was amended to give authority only to Directors of the Society. Other Federal Executive members in advisory capacity. 4) Clause 8.9 was amended to clarify the action of the board in the event of a vacancy within the board. 5) Clause 8.11 amended to include at least three directors in a quorum 6) Removal of the Code of Ethics in Clause 16 [Code of Ethics] with reference to the Code only. 7) Reference to the Code of Conduct added (Clause 17 [Code of Ethics]) 8) Clause on Procedures Manual has been renumbered (formerly Clause 17 now Clause 18)

CONSTITUTION

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1 INTERPRETATION

1. In these rules, unless contrary intention appears
"financial year" means the period beginning on 1st January in each year and ending on 31st December of that year;
"the Act" means the Corporations Act (2001); and
"in writing" includes references to printing, lithography, photography, electronic or other modes of representing or reproducing words in a visible form.
"the Society" means the Australian Society of Exploration Geophysicists;
"the seal" means the common seal of the Society;
"Secretary" means any person appointed to perform the duties of a secretary of the Society and includes an honorary secretary;

"person" shall mean either an individual or corporation as the sense requires; The singular shall include the plural as the sense requires.

2. The provisions of the Interpretation Act 1898 (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.
3. The rules of the Society, including the By-Laws, Professional Codes of Conduct and Ethics shall be entitled the "Constitution".

2 NAME

The Society shall be called the "Australian Society of Exploration Geophysicists", a company incorporated under the provisions of the Act.

3 OBJECTS

The objects of the Society shall be the promotion and advancement of geophysical sciences, especially the knowledge, and its application and continuous professional education, in the areas of exploration geophysics and related sciences.

In particular, but not so as to limit the generality of the foregoing, the Society may:

- (a) hold meetings of members of the Society, and visitors introduced by them, for the purpose of hearing and discussing communications from members of the Society and others on subjects related to exploration geophysics;
- (b) sponsor meetings of members of the Society and others for the purpose of advancing exploration geophysics through the creation of branches, committees or specialist groups throughout Australia and elsewhere;
- (c) promote fellowship and co-operation among those persons, firms or corporations interested in geophysical exploration including the holding and participation in exhibitions, industry forums and conferences;
- (d) promote good standing of the geophysical profession to our peers and the general community;
- (e) promote closer co-operation and understanding between geophysicists and other earth science and related disciplines;
- (f) publish such communications on geophysical exploration subject matter as in the opinion of the Federal Executive of the Society are worthy of such publication;
- (g) distribute the publications of the Society among the members and other persons and institutions, both in Australia and overseas, and sell the publications of the Society to the public;
- (h) make grants and donations in aid of geophysical research or the publication of exploration geophysical works;
- (i) encourage exploration geophysical education by the award of scholarships or prizes or otherwise including the design and teaching of courses in geophysics, the formation and sponsorship of student sections;
- (j) form or join in the formation of any society, club, association or other legal entity for the purpose of carrying out any of the above objects that and the Federal Executive of the Society may delegate to such legal entity such of the powers and duties the Federal Executive has in relation thereto;
- (k) provide advice to federal and state governments on issues relating to the geosciences.

NOT FOR PROFIT

The assets and income of the Society shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

4 COMPOSITION

The Society shall consist of the following classes of members, namely (i) Honorary Members, (ii) Active Members, (iii) Associate Members, (iv) Corporate Members, (v) Corporate Plus Members, (vi) Retired Members, and (vii) Student Members.

5 MEMBERSHIP

5.1 DEFINITION

The members of the Society shall be the persons whose names are from time to time contained within the official list of members.

Membership shall only be of persons elected and qualified in accordance with the Society's Constitution

Membership of Society in any class shall be always contingent upon conformance with the Society's Constitution including the By-Laws, Professional Codes of Conduct and Ethics as may be adopted from time to time.

5.2 HONORARY MEMBERSHIP

Honorary Membership shall be conferred upon persons who, in the unanimous opinion of the Federal Executive have made a distinguished contribution, which warrants exceptional recognition, to exploration geophysics or a related field or to the advancement of the profession of exploration geophysics through service to the Society.

5.3 ACTIVE MEMBERSHIP

To be eligible for election to Active Membership an applicant must be actively engaged in practicing or teaching geophysics or a related scientific field. Conditions for Active Membership include a relevant academic qualification. Any person who does not have such academic qualifications, but who has been actively engaged in the relevant fields of interest of the Society for at least five years, shall also be eligible for Active Membership upon the discretion of the Federal Executive Committee.

5.4 ASSOCIATE MEMBERSHIP

To be eligible for election to Associate Membership the applicant must be actively interested in the objectives of the Society. Associate Members are automatically eligible for election to Active Membership after five years as an Associate Member.

5.5 CORPORATE MEMBERSHIP

To be eligible for election to Corporate Membership a corporation or organisation must be actively engaged in geophysical exploration, geophysical research, or a related field or in furnishing services, equipment, or products used in geophysical exploration or geophysical research or teaching, and must have an active interest in supporting the objects of this Society.

Notwithstanding the above, the Federal Executive may by unanimous decision admit to Corporate Membership any organisation, which it believes, will be of benefit to the objectives and interests of the Society.

5.6 CORPORATE PLUS MEMBERSHIP

To be eligible for election to Corporate Plus Membership a corporation or organisation must meet the requirements for Corporate Membership.

Notwithstanding the above, the Federal Executive may by unanimous decision admit to Corporate Membership any organisation, which it believes, will be of benefit to the objectives and interests of the Society.

5.7 STUDENT MEMBERSHIP

To be eligible for Student Membership an applicant must be a full-time graduate or undergraduate student in good standing registered at a recognised university or institute. Eligibility for Student Membership shall terminate at the close of the calendar year in which the Student Member ceases to be a graduate or undergraduate student. The duration of a Student Membership is limited to five years.

5.8 RETIRED MEMBERS

To be eligible for election to Retired Membership an applicant must have been in the immediately preceding ten years prior to their election as a Retired Member, an Active Member or Associate Member of the Society and must have ceased gainful employment within the field for which they were qualified to be either an Active or Associate Member and must be aged over 60.

5.9 ELECTION TO MEMBERSHIP

5.9.1 ADMINISTRATION

Applications for Membership shall be administered by the Membership Committee which shall make recommendations to the Federal Executive concerning the applicant's eligibility.

5.9.2 APPLICATION

Except for Honorary, Corporate, Corporate Plus and Retired Memberships, applications for any class of Membership of the Society shall be completed in writing on the prescribed form as required by the Membership Committee and include any fees or dues specified.

The application form must include:

- (1) authority of the applicant for the Society to make all reasonable checks, including any proposers, as to the veracity of the applicant's bona fides in order to assess the eligibility of their application;
- (2) acknowledgement that the application will be open for inspection by any members of the Society and that they will be entitled to make comment on the applicant's suitability for membership;
- (3) a statement to the effect that upon becoming elected as a member the applicant will abide by the Society's Constitution including its codes of ethics and professional practice.

5.9.3 PROPOSERS

Every applicant for Active Membership of the Society shall be proposed by one and seconded by another member of the Society, both of whom are personally acquainted with the applicant and the applicant's recent experience and who can confirm that the applicant's training and experience qualify for this grade of membership. This application shall be open to inspection at any time.

5.9.4 WAIVER

The Federal Executive may waive the requirement for a proposer and a seconder from membership of the Society for geographical or other reasons, if the Membership Committee deems the applicant is otherwise eligible on the basis of material or references supplied.

5.9.5 APPROVAL PROCESS

An applicant for either Active, Retired, Corporate or Corporate Plus Membership must be approved by a majority of the Federal Executive. The Secretary and Chairperson of the Membership Committee jointly, may approve an applicant for Associate or Student Membership.

Where the Secretary and Chairperson of the Membership Committee jointly consider an applicant for Associate or Student membership to be ineligible, they will submit that application to the Federal Executive for its deliberation.

5.9.6 NOTIFICATION

When applicants have been approved, they shall be notified in writing. Their membership shall date from the first day of January in the year for which they make their initial payment of dues, subject to the Federal Executive's discretion, and they will receive access to the Society's publications for that year.

The Federal Executive may in its discretion, refuse to approve an applicant for membership, or transfer, or cancel an existing membership where:

- (a) the applicant has been shown to be in breach of the Professional Codes of Conduct or Ethics or the applicant's character, reputation or professional conduct, makes membership undesirable;
- (b) at the time of the application, an applicant deliberately misrepresents qualifications and or experience;
- (c) at the time of the application, an applicant has been found guilty of an indictable offence.

Where an applicant has been unsuccessful the applicant shall be notified in writing by Federal Executive who may at its discretion disclose the reason(s) for its decision.

Where an applicant has been refused membership no new application may be accepted in the same calendar year.

5.9.7 RECLASSIFICATION OF APPLICATION

Applicants for Active Membership may be granted Associate Membership, if deemed appropriate by the Federal Executive, if the applicant consent in writing to an amendment of their application.

5.9.8 TRANSFER

An Associate or Student Member may seek transfer to Active Membership by supplying additional information to show eligibility for election to Active Membership. The transfer shall be handled in the same manner as an application to Active Membership.

An Active Member shall not be eligible for transfer to Student Membership.

Retired Members shall return to the grade of membership they held before qualifying for Retired Membership when the conditions for eligibility are no longer met.

5.9.9 MISCELLANEOUS CONSIDERATIONS

The Membership Committee and or the Federal Executive may in considering the eligibility of any applicant consider issues other than technical qualifications and professional experience.

5.9.10 ANNUAL FEES

It is a requirement of Active, Associate, Retired, Student, Corporate, and Corporate-Plus to pay annual fees to the Society.

Members whose age is over 60 years and who have been a member for more than ten years may elect to make a one-off payment for life membership.

The annual fees of Active, Associate, Student, Corporate, Corporate-Plus and Retired Members of the Society shall be established by the Federal Executive. The one-off payment for life membership shall be established by the Federal Executive. Honorary Members shall not be required to pay dues and shall receive all their respective privileges without charge including any publications otherwise received by Active Members. Notwithstanding the above, the Federal Executive may waiver or reduce annual fees for those members where it believes circumstances warrant.

The Federal Executive may direct that any member remaining un-financial in any year for any period in excess of five months may forfeit their membership and be removed from the list of members.

5.9.11 RESIGNATION, DISCONTINUANCE OF MEMBERSHIP

Any member of any class may discontinue their membership of the Society by advising the Secretary in writing. Unless the member requests that the resignation take effect forthwith, the resignation shall become effective from the end of the year for which the member is financial. If the member is indebted to the Society the resignation shall take effect immediately.

A member shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of their resignation and for all other moneys due by them to the Society.

Deceased members will be deemed to have resigned on the date of their death.

A member's name shall be removed from the list of members as from the date on which the resignation becomes effective.

5.9.12 TERMINATION AND EXCLUSION FROM MEMBERSHIP

The Federal Executive may cancel the membership of any member and exclude the individual from future membership where it believes that a member has brought the Society into disrepute or failed to observe or be bound by either this Constitution and objectives of the Society, including its Professional Codes of Conduct and Ethics, provided that at least one week before the meeting of the Federal Executive at which a resolution for the member's expulsion is passed the member shall have had notice of such meeting and of what is alleged against the individual, the nature of the intended resolution for the expulsion and that the individual shall be given the opportunity to provide to the Federal Executive at least 24 hours before the time for holding the meeting at which the resolution is to be put any written explanation or defence they may think fit.

Any member so excluded from the Society shall not have a right of appeal against such exclusion.

5.10 VOTING RIGHTS

Active Members, Associate Members, Student Members, Honorary Members, Retired Members, Corporate and Corporate-Plus Members have full voting rights and the right to speak at society meetings.

5.11 OFFICE BEARERS

Any financial member shall be eligible to hold office, to vote on all matters submitted to the membership, to petition the Federal Executive on any matter, and to publish their affiliation with the Society;

Members who have less than 5 years' membership in the Society cannot hold the office of President of the Federal or Branch Executives or Chair of a Specialist Group Executive; Federal Executive may agree on a case-by-case basis to allow Members with less than 5 years' membership of the Society to hold the Office of President of a Branch or Chair of a Specialist Group but will appoint mentors for them.

For the purposes of the above, Corporate and Corporate-Plus Members may nominate a representative who will act on the Member's behalf from time to time, by notice in writing to the Society.

6 PROFESSIONAL CONDUCT - CODE OF ETHICS AND PRACTICE

All members of the Society shall observe and shall be bound by this Constitution, including its By- Laws, the Professional Codes of Conduct and Ethics and all other rules made by the Federal Executive pursuant to the Constitution.

7 ORGANISATION

Subject to the unanimous approval of the Federal Executive the Society may form Branches, Committees, and Specialist Groups of members with a common interest as the Federal Executive may from time to time prescribe or determine.

7.1 BUSINESS

All financial or business transactions on behalf of the Society must be approved by the elected members of the Federal Executive (the Directors) and endorsed by the Federal Executive or its delegates - Branches, Committees or Specialist Groups.

All actions of the Federal Executive shall require a majority vote of all members of the Federal Executive.

7.2 SOURCE OF FUNDS

The Society shall have the right to charge its members fees for annual subscriptions, publications, conference and convention entrance fees, exhibition fees and other charges related with the conduct of the Society's activities as allowed by law. Such imposts shall be set by the Federal Executive or delegated to the appropriate Branch, Committee or Specialist Group as circumstances warrant.

All money received by the Society shall be deposited as soon as practicable and without deduction into the Society's bank account.

7.3 PROPERTY

The Society shall have the right to purchase, own, develop, maintain or construct any premises, buildings, grounds works of conveniences which may seem calculated either directly or indirectly to advance the objects of the Society.

7.4 NON PROFIT

The assets and income of the Society shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on its behalf.

8 FEDERAL EXECUTIVE

8.1 ROLE

The paramount management body of the Society shall be entitled the "Federal Executive".
The Federal Executive shall have the overall responsibility for the management and direction of the affairs of the Society.

The business of the Society shall be managed wholly by the Federal Executive, subject only to such limitations or directions as may be expressed in this Constitution or by resolutions passed from time to time by General Meetings of the members.

8.2 OFFICERS

The elected members of the Federal Executive are designated as Directors of the Society (hereby referred to as Directors) for the purposes of the Act.

The Federal Executive shall comprise up to 12 members, and shall at least include the five elected members:-

- (i) a President (Elected as a two-year term, one as President, immediately followed by one year as Immediate Past President)
- (ii) a President Elect
- (iii) the Immediate Past President
- (iv) a Secretary
- (v) a Treasurer

In addition the following offices are recognized: -

- (i) the Chairperson of the Publications Committee
- (ii) the Chairperson of the Membership Committee
- (iii) the Chairperson of the State Branch Committees (unless otherwise a member of the Federal Executive)
- (iv) Up to four others to be determined by the Federal Executive.

8.3 AUTHORITY

The Society will be governed by the Directors. The Directors shall be deemed to be the Board of Directors of the Society for the purposes of the Act.

The Directors of the Society may establish the Federal Executive, the membership of which may include former officers of the Society, and such other persons appointed by the Directors. The Federal Executive shall meet for the purposes of advising the Directors on any matters, but its members and the Federal Executive shall have no authority to act on financial issues on behalf of the Society unless otherwise outlined in this Constitution.

The Directors shall have power at any time to appoint any person to the Federal Executive, either to fill a casual vacancy or as an addition to the existing members of the Federal Executive but so that the total number of appointed (non-elected) officers shall not at any time exceed seven. Any member so appointed shall hold office only until the next following Annual General Meeting.

The Directors shall have the power to delegate its powers (but not those of delegation) and appoint such Branches, Committees and Specialist Groups as are required for the purposes and benefits of the Society.

The Directors shall have the power to pay all expenses incurred by officers and its delegates managing, promoting and attending to the business of the Society including expenses incurred for the transportation, accommodation and reasonable living expenses of members attending meetings.

Only the Directors may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, or as security for any debt, liability, or obligation of the Society. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, paid by the Society, including its Branches, Committees or Specialist Groups, shall be signed and drawn, or otherwise executed, by at least two approved signatories, who shall be approved by the Directors.

The Directors may remit to the Branches for the purposes of their administration and maintenance such proportion of the annual subscriptions as it may from time to time determine.

The Directors may loan to Branches, Committees, Specialist Groups or other Professional Societies in which it is participating in joint venture activities, such monies as it deems appropriate providing that in the case of external bodies appropriate guarantees are in place.

The Federal Executive must approve either the part time or full time employment of any person, consultancy or service contract by any corporation where the total amount exceeds the sum as set out in the By-Laws.

8.4 PERIOD OF OFFICE

The President, President-Elect, Treasurer and Secretary shall be elected annually by the Members of the Society at the Annual General Meeting. These office bearers shall succeed the previous ones upon the conclusion of the Annual General Meeting reporting of the results of the ballot for the election of the succeeding year's office bearers. At the end of their term each officer will retire but may nominate and be eligible for re-election. The immediate past President and Editor shall hold office ex-officio.

8.5 PRESIDENT

The President shall preside as Chairperson of the Federal Executive.

The President may serve on, and be an office bearer or chairperson of, any Branch, Committee or Specialist Group.

8.6 PRESIDENT-ELECT

The President-Elect shall assume the office of President in the case of a vacancy in that office as a result of any cause.

The President-Elect may serve on, and be an office bearer or chairperson of, any Branch, Committee or Specialist Group.

8.7 SECRETARY

The Federal Executive shall have a Secretary. The Secretary shall keep the minutes of the meetings of the Society and Council, shall have custody of all documents of the Society that do not relate to stocks, shares, funds and securities belonging to or held in trust for the Society nor to the publications of the Society, shall be responsible for the conduct of secret ballots, and shall do such things for the use and service of the Society as pertaining to the office of Secretary.

In the event of the absence of the Secretary from any Council meeting the chairperson shall appoint a temporary replacement.

The Secretary will liaise with the Chairperson of the Membership Committee to ensure that accurate lists of members and their details are maintained.

Unless otherwise directed by the Federal Executive the Secretary shall be the Public Officer for the purposes of the Act.

8.8 TREASURER

The Treasurer shall, under the direction of the Federal Executive, oversee the financial affairs of the Society and shall cause to be submitted the financial accounts and audit report for each fiscal year.

The Treasurer shall have custody of all documents of the Society that relate to stocks, shares, funds and securities belonging to or held in trust for the Society.

The Treasurer shall oversee the receipt and disbursal of all Society funds.

The Treasurer shall chair any committee formed by the Federal Executive for the purposes of financial control.

8.9 CASUAL VACANCIES

In the event of a vacancy in the Board of Directors, the Federal Executive may appoint an eligible member of the Society to fill the vacancy where such vacancy is not filled in accordance with other provisions of this Constitution.

Any member so appointed may only hold office until the next Annual General Meeting at which time the member shall retire, subject to the Constitution.

The Board of Directors may act even if there are vacancies on the Board. If at any time the number of Directors in office is fewer than three, the Federal Executive may meet and act only:

- i. To appoint a Director, or
- ii. To convene a general meeting.

8.10 ELECTION

The office holders of the Federal Executive shall be elected in accordance with the voting provisions of this Constitution.

8.11 MEETINGS

The Federal Executive shall meet at least 6 times per year. Members of the Federal Executive may participate by telephone or video or such other means of electronic conferencing, providing that each of the members is able to communicate simultaneously with each of the others present by electronic or other means.

At least five members must be present to constitute a quorum, three of which must be Directors.

The President shall preside as Chairperson at every meeting of the Federal Executive, or if there is no President, or if at any meeting they are not present within ten minutes after the time appointed for holding of the meeting, the President-Elect shall be Chairperson or if the President-Elect is not present at the meeting then the Treasurer shall be Chairperson or if the Treasurer is not present at the meeting then the remaining Federal Executive members may choose one of their number to be Chairperson.

The Federal Executive may meet to discuss, resolve, adjourn or otherwise regulate any business as it thinks fit.

A member of the Federal Executive may at any time, and the Secretary shall on requisition of a member of the Federal Executive, summon a meeting of the Federal Executive.

Subject to the Constitution, questions arising at any meeting of the Federal Executive shall be decided by a majority of votes of those present and attending and a determination of a majority of members shall be deemed to be a determination of the Federal Executive.

In the case of an equality of votes the Chairperson of the meeting shall have a casting vote.

A resolution in writing signed by all the members of the Federal Executive for the time being entitled to receive notice of a meeting of the Federal Executive, shall be as valid and effectual as if it had been passed at a meeting of the Federal Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Federal Executive.

8.12 DELEGATION

The Federal Executive may form committees, to which it may delegate any of its powers, save for those of delegation. Such committees shall in the exercise their powers so as to conform to the requirements imposed by the Constitution and any Act.

8.13 REMOVAL OF OFFICE BEARERS

The Society may by ordinary resolution remove any officer before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.

8.14 VACATING OFFICE

The office of any officer shall become vacant if the member -

- (a) ceases to be a member of the Committee by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes prohibited from being a director of a Company by reason of any order made under the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns their office by notice in writing to the Society;
- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Society;
- (h) ceases to be a member of the Society; or is directly or indirectly interested in any contract or proposed contract with the Society provided, however, that a member shall not vacate their office by reason of their being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Society.

8.15 REPORTING

The Federal Executive shall submit annual reports to the Society's membership and these shall be read or tabled at the Annual General Meetings of the Society. Reports or extracts thereof may not be published outside the Society without the approval of the Federal Executive.

The annual reports shall include the management and financial activities of all Branches, Committees and any other groups constituted by the Society.

8.16 COMMON SEAL

Only the Directors may direct the Common Seal of the Society to be applied to any deed, contract, agreement, or writing to which the Society is to be a party. Use of the Seal should be recorded in the Minutes of the Federal Executive. The seal and register shall be kept in the custody of the Secretary and the register shall be maintained by the Secretary or professional Secretariat.

9 COUNCIL

The Council of the Society shall comprise members who are currently officers, officers-elect, Branch office bearers, Committee Chairpersons, Chairpersons of any Specialist Group and all past Presidents.

A meeting of the Council shall be held at the call of and chaired by the President during either the Annual General Meeting or at the Society's convention as the Federal Executive determines providing that it be at least once every two years.

At that meeting the President shall circulate a Report on the current activities of the Society including its Branches, Committees and Specialist Groups.

Council members shall be entitled to question any of the members present in regard to the Society's business and have reasonable access to Society reports, business plans and strategies so as to foster healthy debate on those issues affecting the Society's well-being.

A quorum at any meeting of the Council shall consist of ten eligible members.

The Council may propose and pass resolutions by simple majority vote.

The resolutions, recommendations and conclusions of the Council, although not binding on the Federal Executive shall nevertheless be persuasive, and the Federal Executive shall give full regard to any such matters brought to its attention.

10 BRANCHES

Branches may be formed throughout Australia and or any other country or place as approved by the Federal Executive.

Members of each Australian State or Territory, or combination thereof, where there are more than 50 Active Members at the Society's Annual General Meeting, or in the case of a smaller number at the discretion of the Federal Executive, shall be entitled to seek the Federal Executive's approval to form a branch.

10.1 OBJECTIVES

Each Branch shall undertake such activities as in its and the Federal Executive's judgements would benefit the membership of the Society. However no such activity should be incompatible with the interests of the Society as a whole.

10.2 MANAGEMENT

Each Branch shall adopt a set of rules of procedure, which shall be approved by the Federal Executive. The Rules of the Branch shall include provision for the election of a President, Treasurer and Secretary, who shall be the Branch office holders and manage the affairs of that Branch.

Each Branch shall be entitled to manage their local financial affairs on behalf of the Society subject to limitations as may be imposed from time to time by the Directors.

In the event of any inconsistency, or incompatibility, the resolutions or rules of any Branch or Branch Committee shall be sub-ordinate to those of the Federal Executive.

The Conduct of the Branch meetings shall be in accordance with the By-Laws and Branch Rules.

10.3 BRANCH REPRESENTATION AT FEDERAL EXECUTIVE MEETINGS

Branch Presidents, not already members of the Federal Executive shall be entitled to attend any or all meetings of the Federal Executive with the status of an observer. This shall be a non-voting position.

10.4 REPORTING

The President of each Branch shall prepare a report of that Branch's activities to be included in the Chairperson of Branch Committees Report to the Society, which is to be printed and distributed to the Federal Executive, Committee, Specialist Groups and other Branches prior to the Annual General Meeting.

The Federal Executive may direct that interim reports of a Branch be prepared, as circumstances require.

10.5 TERMINATION

In the event that a Branch is considered no longer viable, or beneficial to the Society the Federal Executive may by resolution submitted to and passed at a General Meeting dissolve that Branch. Following the termination of any Branch all funds, books of account, minutes and other documents shall be returned to the Secretary by the former Branch President and or other officers.

10.6 TRANSITION

Following the adoption of this Constitution pre-existing Branches within the Australian Capital Territory, New South Wales, Queensland, South Australia, Victoria-Tasmania and Western Australia will have two years in which to synchronise the appointment of their office bearers with those office holders of the Federal Executive.

11 COMMITTEES

The Federal Executive may form specialist or specific committees to which it may delegate any of its power (but not those of delegation).

The terms of all committees shall expire at the close of the Annual General Meeting following their appointment unless otherwise specified by the Constitution or incoming Federal Executive.

11.1 FINANCE COMMITTEE

The Society shall have a Finance Committee, which shall be chaired by the Treasurer. In conjunction with the Federal Executive it will oversee the corporate financial governance of the Society.

11.2 PUBLICATIONS COMMITTEE

The Society shall have a Publications Committee, which shall be chaired by the Executive Editor. In conjunction with the Federal Executive the Publications Committee shall be responsible for the publishing policy and editorial administration of the Society.

11.2.1 EDITORS

The Federal Executive shall appoint an Executive Editor and Editors of both Exploration Geophysics and Preview on an annual basis (or longer term) and may pay them such remuneration, as it deems appropriate. The Editors may appoint Managing Editors, Associate Editors and Assistant Editors to assist in the conduct of editorial business.

For special, non-serial publications the Federal Executive may appoint a Special Editor or Editors, either on a paid or honorary basis.

11.3 MEMBERSHIP COMMITTEE

The Society shall have a Membership Committee, the chairperson for which shall be appointed by the Federal Executive. The Membership Committee shall be responsible for maintaining an accurate and permanent record of members, their details and financial status.

11.4 BRANCH COMMITTEE

The Society shall have a Branch Committee, the chairperson of which shall be a member of the Federal Executive. The Membership of the Branch Committee shall comprise the Presidents of each Branch, or their

representative. The Committee shall be responsible for facilitating communication of all relevant issues between the Federal and Branch levels of the Society. Minutes of all Federal Executive meetings will be distributed, in a timely manner, via the Chairperson to members of the Branch Committee.

11.5 APPOINTMENT

At the first Federal Executive meeting following the Annual General Meeting the Federal Executive shall appoint chairpersons to a Finance Committee, Publication Committee and Membership Committee and such other committees as it has formed and where appropriate.

Committees shall exercise their powers so as to conform to the requirements imposed by the Federal Executive and Constitution.

11.6 REPORTING

The chairperson of each committee shall prepare a report of that committee's activities to be included in an Annual Report of the Society, which is to be printed and distributed to the Federal Executive, Branch, Specialist Groups and other Committees prior to the Annual Meeting.

The Federal Executive may direct that interim reports of Committees be prepared, as circumstances require.

11.7 FINANCES

A Committee may be entitled to operate bank accounts on behalf of the Society for a period if approved by the Directors. In so doing the Committee shall be responsible for maintaining accurate books of account and lodging same to the Treasurer at the end of each financial period.

11.8 OPERATION

Other than provided for herein, the procedures of all Committees shall be as directed in the By-Laws, Procedures Manual or as directed from time to time by the Federal Executive.

11.9 TERMINATION

Following the termination of any Committee by the Federal Executive all funds, books of account, minutes and other documents shall be returned to the Secretary by the former Chairperson of that Committee unless the Federal Executive reinstates that Committee for a further period.

12 SPECIALIST GROUPS

Members whose primary interest is one of similar professional discipline or activity within the Society may be organised into Specialist Groups in order to more effectively carry out all or any of the objectives of the Society.

12.1 APPOINTMENT

The Federal Executive may appoint a chairperson to such groups that may form sub-committees, convene meetings, and undertake other activities in order to promote their interests.

Specialist Groups shall exercise their powers so as to conform to the requirements imposed by the Federal Executive as determined from time to time.

12.2 REPORTING

The chairperson of each Specialist Group shall prepare a report of that group's activities to be included in an Annual Report of the Society, which is to be distributed to the Federal Executive, Branch, Committee and other Specialist Groups prior to the Annual General Meeting.

The Federal Executive may direct that interim reports of any Specialist Group be prepared as circumstances require.

12.3 FINANCES

A Specialist Group may be entitled to operate bank accounts on behalf of the Society for a period if approved by the Directors.

Following the termination of any Specialist Group by the Federal Executive all funds, books of account, minutes and other documents shall be returned to the Secretary by the former Chairperson of that Specialist Group.

Other than provided for herein, the procedures of the Specialist Groups shall be as directed in the By-Laws, Procedures Manual or as directed from time to time by the Federal Executive.

13 FINANCIAL PROVISIONS

13.1 ACCOUNTS

The Treasurer shall be responsible for the preparation of the annual accounts and their audit.

Branches, Committees or other Specialist Groups having financial dealings shall submit accounts to the Treasurer of the Society within two months of the end of the financial year and provide all and any such details as may be required by the Treasurer or the Society's Auditor.

The Federal Executive shall ensure that proper accounting and other records of the Society are made and kept and shall distribute copies of every profit and loss account and balance sheet together with any and all Auditors report to every member of the Federal Executive and to each Branch, Committee or Specialist Group.

13.2 AUDIT

The accounts of the Society shall be audited annually.

The Society's Auditor shall be appointed by the Membership of the Society in a General Meeting. The auditor shall not be an officer of the Society or shall have prepared or assisted with the preparation of those accounts.

The Auditor shall hold office until the next Annual General Meeting, and is eligible for re- appointment.

The Society's Auditor shall be a member of a nationally recognised professional body of auditors in Australia and be recognised by law to undertake such audits.

The Auditor shall not be a partner, employee or employer of any officer of the Society, or a partner or employee or employer of an officer of the Society.

If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Society, the Federal Executive may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

13.3 BANKING

The Directors shall open and maintain a banking account in the name of the Society into which all moneys received shall be paid by the Treasurer, or delegate, as soon as possible after receipt thereof.

The Federal Executive may permit, subject to any limitations it thinks fit, individual Branches, Committees and Specialist Groups to operate bank accounts on behalf of the Society providing they adhere to the Constitution and under the ultimate control of the Federal Executive on behalf of the Society at large.

14 GENERAL MEETINGS AND VOTING

14.1 ANNUAL GENERAL MEETINGS

14.1.1 FREQUENCY

Annual General Meetings of the Society shall be held at least once in each calendar year and within a period of 5 months after the expiration of each financial year of the Society and in conjunction with the election of the Directors - President, President-Elect, Treasurer and Secretary and appointment of auditors.

14.1.2 NOTICES

The Secretary of the Society shall, at least twenty-one days before the date fixed for holding an Annual General Meeting of the Society, send notices in writing to all eligible members of the Society specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

Such notices will include details of any secret ballot required under Section 14.3.7

14.1.3 RIGHT TO VOTE

Any member shall be entitled to vote at the Annual General Meeting.

For the purposes of Corporate Members, the vote may be cast by a representative, providing the Secretary has received in writing authority for that representative at least 2 days prior to the meeting.

14.1.4 BUSINESS

In addition to any other business which may be transacted at a general meeting, the business of an Annual General Meeting shall be:

- To confirm the minutes of the last preceding general meeting
- To receive from the Federal Executive reports on the activities of the Society during the last preceding financial year
- To receive and consider the financial accounts and audit reports that are required to be submitted to members pursuant to this Constitution and to law.
- To report the ballot results for the election of the new office holders for the Federal Executive

14.2 GENERAL MEETINGS

The Federal Executive, whenever it thinks fit, may convene a general meeting of the Society, the conditions of notice being the same as those for an Annual General Meeting.

The General Meetings of the Society shall, subject to the Corporations Act, be convened on such date and at such place and time as the Federal Executive thinks fit.

Any member shall be entitled to attend and vote at a General Meeting.

14.3 ANNUAL AND GENERAL MEETINGS - PROCEDURES

14.3.1 CHAIRPERSON

The President shall preside as Chairperson at the Annual General or General meetings. In the absence of the President, the President-Elect, or in their absence, the Treasurer shall preside. In the absence of all of these office bearers the members present shall choose one of their number to be Chairperson.

Following the conclusion of the Annual General Meeting the incoming officer holders of the Federal Executive shall assume their positions.

14.3.2 QUORUM

Twenty members, eligible to vote, including proxies, and shall constitute a quorum at the Annual General or General meetings. If a quorum is not present within thirty minutes after the time appointed for the Annual General Meeting the meeting may receive the Annual Report, the statement of account, the report of the results of the ballots for the election of office bearers and the reappointment of the Auditor shall be conducted but no other business may be considered.

14.3.3 ADJOURNMENT OF MEETINGS

If at an Annual General Meeting or General Meeting at which a quorum is present all the business appointed to be done is not completed the Chairperson may with the consent of the meeting adjourn the meeting to some other time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

If a quorum is not present within thirty minutes after the time appointed for an Annual General Meeting the chairperson may adjourn the meeting to some other time and place to place but no business shall be transacted.

14.3.4 VOTING

Subject to the Act, Subject to the Act, any motion or amendment proposed and seconded at an Annual or General meeting shall be put by the Chairperson and decided by a majority of members voting. Voting methods include: by a show of hands, a secure electronic vote through online voting or email, delivered either digitally or on paper. Provided any vote not delivered in person bears the name of the voter and is received prior to the closing of the ballot. In addition proxy votes must include the meeting time and place, the members name and their signature.

14.3.5 PROXY VOTES

For any Annual or General meeting members shall be able to appoint a proxy, providing the authority is in writing and duly authorised, and in the case of a Corporate member either under seal or authorised by an appropriate officer of the Company.

The proxy must clearly specify the meeting time and place, members name and signature.

A proxy holder need not be a Member of the Society.

14.3.6 CHAIRPERSON'S CASTING VOTE

In the case of a vote by show of hands or division at any Annual or General meeting the Chairperson of the meeting shall have in the case of an equality of votes, a casting vote.

14.3.7 SECRET BALLOT

The Federal Executive, by majority vote, or the membership in Annual or General Meetings may cause a secret ballot to be held in accordance with the Constitution.

A secret ballot may be held at any time and shall be administered by the Secretary.

The Secretary shall within 21 days of a resolution seeking a secret ballot shall commence steps to implement such ballot and in any event as soon as practical and within one hundred and twenty days of the resolution.

The matters to be determined by the secret ballot shall be those matters specified in the resolution and any other matters as may be deemed appropriate by the Federal Executive.

The unintentional omission to give notice to any member, or the non-receipt by any member of any notice, shall not invalidate the result of the voting on any resolution.

Members shall be entitled to indicate their preference for a resolution in accordance with the general procedures as outlined for the secret ballot election of Directors.

14.3.8 VOTING PROVISIONS FOR OFFICERS OF THE FEDERAL EXECUTIVE

The President, President-Elect, Treasurer and Secretary shall be elected in accordance with the provisions of this section.

A nominating Committee shall consist of the President and the two most recent past Presidents. If either past President is unavailable, the place shall be filled by the past Treasurer of the corresponding year.

The Nominating Committee shall nominate at least one but not more than two candidates for each office.

The Secretary will cause publication, at least two months prior to the Annual General Meeting, in one of the Society's publications and one its Web-Site in a prominent location an invitation from members for suitable candidates for any of the office positions on the Federal Executive. Any such nominations must be received no later than four weeks preceding the date of the Annual General Meeting and must be proposed by two members eligible to vote.

Two weeks preceding the date of the Annual General Meeting of the Society, the Secretary and nominating Committee shall present to the Federal Executive nominations for all positions so that a full list of nominees may be compiled. In the event of more than one person being nominated for any position, a secret ballot shall be held.

The Secretary shall then forward by post, facsimile or email to the members as well as establish on the Web Site of the Society a notice and ballot paper of the forthcoming election of officers and containing the names of the members nominated by the nominating Committee or nominations received from the membership. Consent of all candidates nominated must be obtained prior to the posting of the said notice. The non-receipt of such notice by any member shall not invalidate the election.

Receipt of each such vote, provided it is completed in accordance with this Constitution, shall be valid if returned to the Secretary, provided it bears the name of the voter and is received prior to the closing of the ballot. Ballots shall close 7 days prior to the Annual General Meeting.

The member who receives the highest number of votes for each single office shall be declared elected. Counting of votes shall be by a Committee co-opted by the Federal Executive, the members of which shall have no personal interest in the outcome of the ballot. In any case where a decision is lacking owing to equality in the number of votes, the President shall have a casting vote.

Every member who is entitled to vote in any secret ballot of the Society shall have just one vote in respect of each office or seat to be filled, provided that the President shall exercise in addition to this vote a casting vote when required to do so.

Any ballot paper that contains ticks for more than the specified number of names for any particular office shall be null and void in respect of that office. Failure to nominate a candidate for every position shall not be deemed a void ballot

All returned ballots are to be kept by the Secretary for a period of at least 1 year following the election.

14.3.9 MINUTES

The Secretary, or in their absence, a person appointed by the Chairperson, shall record the Minutes of all meetings of members, Branches, Committees or Specialist Groups. These minutes shall be signed by the Chairperson of the meeting and held for adoption at the next succeeding meeting. Copies of approved minutes shall be lodged with the Secretary.

14.3.10 NOTICES TO MEMBERS

A notice may be given by the Society to any member either personally or by sending it by post, or facsimile or email to their registered postal, facsimile or email address.

14.4 MEMBER LIABILITY

No member of the Society shall be liable to contribute towards the payment of the debts or liabilities of the Society, or the costs, charges or expenses of a winding up of the Society.

14.5 NO DISTRIBUTION OF ASSETS TO MEMBERS UPON DISSOLUTION

If, upon winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution having objects similar to those of the Society with similar purposes which is not carried on for the profit or gain of its individual members.

14.6 AMENDMENTS TO THE CONSTITUTION

The Constitution of the Society may be amended by special resolution passed by a two-thirds majority of members voting either at a Special General Meeting or by a Secret Ballot.

The Federal Executive shall determine whether the proposed resolution shall be voted on at a General Meeting or by Secret Ballot of its members.

Where a proposed resolution is to be voted on at a General Meeting notice of the proposed amendment shall be included in the notice calling the General Meeting.

Where a proposed resolution is to be voted on at a General Meeting members may vote by any method defined in Clause 14.3.4.

An amendment to the objects and purposes of the Society shall not be effective until approved under the Corporations Act.

Where an Annual General Meeting is scheduled within 90 days of a proposal to amend the Constitution and notices for that meeting have not been circulated, the proposed resolutions must be made part of the business of that Meeting.

14.7 SECRETARIAT

The Federal Executive may appoint a Secretariat, outside of the Society, to assist in maintaining the records and assisting in the administration of the Society providing that it retains overall control of the Secretariat's activities.

The Federal Executive may pay such remuneration to the Secretariat subject to normal commercial and competitive rates.

14.8 INDEMNIFICATION

No member of the Federal Executive or other Officer of the Society shall be liable for the acts or omissions of any other member of the Federal Executive or other Office Bearer for joining in any receipt or acquiescence or for any loss or expense happening to the Society unless the same shall happen through the person's own wilful default, fraud or neglect.

To the extent permitted by law, every member of the Federal Executive or other officer shall be indemnified by the Society against any loss or expense incurred by that person by any act of that person done in the discharge of that person's duties unless incurred by the wilful default or fraud.

To the extent permitted by law no member of the Federal Executive shall be liable for any loss or error of judgment omission default or oversight on that person's own part or for any other loss damage or misfortune whatever which shall happen in relation to the execution of that person's duties unless the same happen through the person's own wilful default, fraud or neglect.

Nothing in this section will prevent the Federal Executive extending, as it thinks fit, indemnification to office bearers of Branches of the Society.

15 BY-LAWS

The Federal Executive may make such By-Laws as it deems necessary for the proper management of the Society, provided that the By-Laws do not conflict with the Constitution.

The Federal Executive can pass By-Laws setting out detailed procedures for the conduct of the Society's affairs, and generally to give effect to the Objects. Those By-Laws will be binding on members subject to the following qualifications -

Nothing in a By-Law shall give the Federal Executive or any officer of the Society any larger powers than are conferred by the Constitution;

In the case of any inconsistency between the Constitution and any By-Law, the Constitution shall prevail;

The Federal Executive will publish any new By Law or amendments of an existing By Law in the Society's magazine Preview as soon as practicable after it makes or amends a By Law;

The Society in General Meeting may disallow any By-Law passed by the Federal Executive.

16 CODE OF ETHICS

As an elaboration of these established principles of professional ethics, the Code of Ethics is enunciated, defining a member's duty as a geophysicist, in order to maintain the dignity of the member's chosen profession. The Code of Ethics can be made available to members through the Secretary and suitable platforms and communication channels. This code and any changes to it must be approved by the Federal Executive.

17 CODE OF CONDUCT

The Code of Conduct complements the Code of Ethics and promotes respectful behaviour and general good conduct. It applies to Members and non-Members when attending or participating in ASEG-based activities, including but not limited to meetings, workshops, conferences, fieldtrips, committee or volunteer work that is conducted either in-person or in a virtual environment. The Code of Conduct can be made available to members through the Secretary and suitable platforms and communication channels. This code and any changes to it must be approved by the Federal Executive.

18 PROCEDURES MANUAL

The Federal Executive shall oversee the compilation and maintenance of a procedures manual which will contain detailed administrative operations of the Society. These procedures should be adhered to by all office bearers, Branches, Committees, and or Specialist Groups. This manual and any changes to it must be approved by the Federal Executive.



Australian Society of Exploration Geophysicists

By Laws

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 - 1. Specialist Groups

Definitions

ASEG: The Australian Society of Exploration Geophysics, “the Society”.

Council: A meeting of the Federal and State Executives of the ASEG, usually held every 18 months at ASEG conferences.

Federal Executive: The paramount management body of the Society comprised of 12 ASEG members, four of whom are elected into the positions President, President Elect, Secretary and Treasurer and are Directors of the Society.

Financial member: Any ASEG Active, Associate, Corporate, Corporate Plus, Retired, Honorary, or Student member whose names are from time to time contained within the official list of members and who have paid their membership fees for the current year.

State Executive: The President, Treasurer and Secretary of each state or territory branch of the Society.

Disclaimer

By Laws are established under the terms and conditions of Clause 15 [By Laws] of the Constitution of the Australian Society of Exploration Geophysicists.

A By Law to establish, manage, and terminate Specialist Groups

This By Law is established under the terms and conditions of Clause 12 [Specialist Groups] and Clause 15 [By Laws] of the Constitution of the Australian Society of Exploration Geophysicists.

1. FORMING SPECIALIST GROUPS:

- i. Specialist Groups may be formed following a request to the Federal Executive by at least ten (10) financial members of the society.
- ii. The Federal Executive may also choose to establish a Specialist Group and will approach suitable members of the Society and ask them to form the Specialist Group.
- iii. Each Specialist group must develop and keep current a charter stating its purpose and use the charter when promoting its activities to members of the Society.

2. EXECUTIVES OF SPECIALIST GROUPS:

- i. Each Specialist Group will have a Chairperson appointed under the terms of Clause 12 of the Constitution.
- ii. Each Specialist Group will appoint a Secretary and Treasurer who together with the Chairperson will constitute the Executive of the Specialist Group.
- iii. The Executive of each Specialist Group will be responsible for the operation of the Specialist Group subject to the terms of this By Law and the Constitution of the ASEG. iv. The Executive of a Specialist Group may co-opt as many additional members to the Executive as it deems necessary for the successful operation of the Specialist Group.
- v. The Chairperson of a Specialist Group or nominee may attend meetings of the Council of the Society.

3. JOINING A SPECIALIST GROUP:

- i. Financial members of the Society may apply to the Executives of the Specialist Groups to join the Specialist Groups.

4. FINANCIAL MANAGEMENT:

- i. Treasurers of Specialist Groups will develop and maintain budgets for the Specialist Groups that are operated through the central virtual account system of the Society.
- ii. The general principle will be that Specialist Groups will become financially self sustaining.
- iii. However, if the Federal Executive observes that a Specialist Group is accumulating funds to a level beyond its immediate or longer term needs and cannot demonstrate to the satisfaction of the Federal Executive that it has plans to spend the money for the benefit of its members, the Federal Executive may at its discretion redistribute any excess funds for the benefit of all members of the Society.
- iv. The Executives of a Specialist Group may at their discretion impose an annual fee for membership of the Specialist Group to support the day to day operation of the Specialist Group but
 - a) the general principle should be that this fee be kept sufficiently low that it is not a barrier to membership of the Specialist Group, and
 - b) the annual fee should not be used to cross subsidise activities such as workshops and conference sessions which cannot be attended by all members of the Specialist Group.
- v. Notwithstanding the principles outlined in the paragraph (ii) of this Clause 4, the Federal Executive may at its discretion provide seed funding for the establishment of a Specialist Group.

5. ACTIVITIES OF SPECIALIST GROUPS:

- i. Specialist Groups may conduct any activities that benefit their members that are consistent with the Objects of the Society.
- ii. They might include but not be limited to:
 - a) Holding regular meetings and workshops
 - These meetings and workshops should be open to other members of the Society. □ They should also be open to geophysicists who are not members of the Society.
 - The principles for charging fees for meetings and conferences and for acknowledging the Society that have been established by the Federal Executive will apply.
 - b) Issuing newsletters to inform members of the Specialist Groups of their activities.
 - c) Organising sessions at ASEG Conferences and Exhibitions.
 - d) Cooperating with the Society's Sister Societies where relevant.
 - e) As a general principle arranging at least one article for Preview each year; Specialist Groups which hold workshops and conferences should offer their papers for publication in Exploration Geophysics.

6. REPORTING:

- i. Specialist Groups will report annually to the Society and at other times as requested by the Federal Executive [Clause 12.2 of the Constitution].
- ii. Federal Executive will nominate one of its members to act as a point of contact between Specialist Groups and Federal Executive.
- iii. Specialist Groups will report to ASEG Council when it meets.

7. TERMINATION:

- i. Federal Executive may terminate a Specialist Group if in the opinion of a majority of the Federal Executive the Specialist Group has become inactive or ineffectual.

- ii. In making a decision whether a Specialist Group has become inactive or ineffectual, Federal Executive will take account of:
 - a) Whether the Specialist Group is conducting business consistent with its charter;
 - b) Whether the Specialist Group is conducting the kinds of activities set out in Clause 5, or other relevant activities, that in the opinion of the Federal Executive would be of benefit to the members of the Specialist Group;
 - c) Whether the Specialist Group remains financially viable; and
 - d) Whether the Specialist Group is communicating its activities effectively with the members of the Specialist Group, the Federal Executive and other members of the Society;
- iii. If a Specialist Group is terminated its financial assets will revert to the central accounts of the Society, and any material assets will be distributed to ASEG members, branches, other Specialist Groups or otherwise disposed of by the Federal Executive as it deems appropriate.

8. HISTORY:

- i. This By Law was adopted by the Federal Executive of the Society on 30 January 2014.
- ii. Subsequent revisions of this By Law will be noted here.

A By Law to establish and disband a Conference Organising Committee (COC)

This By Law is established under the terms and conditions of Clause 8 [FEDERAL EXECUTIVE], Clause 11 [COMMITTEES], Clause 13.3 [BANKING] and Clause 15 [By Laws] of the Constitution of the Australian Society of Exploration Geophysicists (ASEG).

1. PURPOSE OF THIS BY LAW

- i. To define how a COC will be established to plan, host and operate all aspects of each International Conference and Exhibition (Conference) of the Society, including how financial powers are delegated from the Directors of the ASEG to the COC.

2. BACKGROUND

- i. The ASEG conducts an International Conference and Exhibition ("Conference") approximately every 18 months.
- ii. These Conferences are often co-hosted by one or more other professional societies, with the ASEG taking the role as lead host.
- iii. The ASEG will provide written advice to the COC through the provision of a committee charter and a conference handbook which are based on the cumulative knowledge of the ASEG acquired through having organised past meetings, and oral advice from a Conference Advisory Committee (CAC) that the Federal Executive has established or will establish, comprised of members who have been involved in the planning and running of previous Conferences.

3. APPOINTMENT OF COMMITTEE MEMBERS

- i. The Federal Executive of the Society will appoint two Joint-Chairs of the COC.
- ii. In the event that the Conference is to be conducted jointly by another society or societies, the ASEG will give consideration to the appointment of Joint-Chairs who represent fairly the interests of all host societies.
- iii. The Joint-Chairs will then appoint the other members of the COC, subject to the right of veto of any appointment by the Federal Executive if the Federal Executive is of the opinion that a member of the COC is or becomes unsuitable and this is not dealt with appropriately by the Joint-Chairs).

4. MAKE UP OF A COC

- i. The Joint-Chairs of a COC may appoint members to perform any tasks they think appropriate.

- ii. Notwithstanding the discretion allowed to the Joint-Chairs by 3(i), the Joint-Chairs will appoint a Treasurer for Conference to the COC.
- iii. The COC may establish sub-committees to assist in the planning and conduct of the Conference.
- iv. The COC may engage the services of a Professional Conference Organiser (PCO) to assist it with the planning and conduct of the Conference.

5. FINANCIAL ARRANGEMENTS:

- i. The Federal Executive of the ASEG will provide a Charter Letter of the form set out in Attachment A to this By Law to the Joint-Chairs of the COC delegating financial powers to the Joint-Chairs and the Treasurer under the terms and conditions allowed by the Constitution of the ASEG. ii. Under Clause 8.12 of the ASEG Constitution no member of the COC including the Joint-Chairs and the Treasurer has the power to further delegate their financial powers to any other person.
 - a. Where the Joint-Chairs or Treasurer require financial powers delegated to another person, that delegation must be done directly by a Director of the ASEG.
 - b. The delegation of financial powers to a PCO will be done through specific clauses included in a contract signed by a Director of the ASEG and the PCO.
- iii. The Treasurer of the COC will prepare a budget for the Conference and the COC will monitor the performance of the planning and conduct of the Conference against that budget.
- iv. After the Conference, the Federal Executive will appoint independent auditors to review the accounts for the Conference.
- v. After all financial matters have been dealt with by the COC, including any raised by the independent auditors,
 - a. If the conference has returned a surplus, any surplus funds will be transferred to the accounts of the ASEG and other societies which are co-hosts for the Conference in the proportions agreed at the beginning of conference planning, but
 - b. If the conference has made a loss, then the COC will negotiate with the Federal Executive and representatives of the other societies which are co-hosts for the Conference to determine how the loss will be apportioned to each of the hosting societies.
- vi. All conference accounts will then be closed.

6. WINDING UP THE COC

- i. The Federal Executive will consider the COC to have been wound up when
 - a. the conference has been held, and
 - b. all accounts for the Conference have been settled and audited and
 - c. any surplus funds transferred to the ASEG and co-host societies or losses funded, and
 - d. The COC has delivered a final conference report to the Federal Executive, and
 - e. The contract with the PCO has been terminated, at which time its financial delegations will be withdrawn.
- ii. The financial delegations to the COC will cease when the activities at 6(i) (a-e) have been completed.

This By Law was approved by the Federal Executive on 16 July 2015

ATTACHMENT A

ON ASEG Letter Head Paper

Legal Address of the Society

To Go Here

Dear [Name of Joint-Chair]

Charter Letter to Appoint Joint-Chair of the Conference Organising Committee For
[Name of Conference]

Through this Charter Letter and with the endorsement of the Federal Executive of the Australian Society of Exploration Geophysicists I am pleased to appoint you as Joint-Chair of the Conference Organising Committee (COC) for the [NAME OF CONFERENCE] ("Conference").

A similar letter will be sent to your other Joint-Chair, [Name of Other Joint Chair].

I now ask you and [Name of Other Joint Chair] to formally appoint the rest of your Conference Organising Committee, including a Treasurer to manage the financial matters of the Conference.

Under the Terms of Clause 8 of the ASEG's Constitution, the Federal Executive delegates its financial powers to you and to [Name of Other Joint Chair]. These financial powers are also delegated to the position of Treasurer of the COC. Because of the financial responsibilities of the position of Treasurer, the appointment will require endorsement by the Federal Executive.

You do not have the authority to delegate those financial powers further to any other person whether a member of the COC or not, or to a Professional Conference Organiser. Should you wish other people to have a financial delegation you must ask the Federal Executive to provide that delegation directly to them.

This letter is sent to you under the terms set out in the ASEG's By Law governing the establishment of Conference Organising Committees. You must use that By Law and the ASEG's Constitution as the governing documents for your Conference Organising Committee.

Your appointment as Joint-Chair, the financial delegation and the existence of the Conference Organising Committee will cease when the terms set out in Clause 6 of the By Law have been met.

Let me take this opportunity to thank you for taking on this role.

Yours sincerely,

[Name of President or Delegate]

President

Date