

Constitution

I Name

The name of the Association shall be 'European Association of Geoscientists & Engineers', abbreviated to EAGE, hereinafter called "the Association".

II Objectives

The objectives of the Association shall be to promote the global development and application of geosciences and related engineering subjects, to promote innovation, technical progress and education, and to foster communication, fellowship and cooperation between those working in, studying or being otherwise interested in these fields.

III Structure

1. The Association comprises the membership represented by an unpaid, elected Board. The Association has no employees.
2. The organisation of the activities and the administration of the Association are conducted at the expense of the Association by third parties, including the Offices of the Association, which are appointed by the Board.
3. The Offices conduct business on behalf of the Association and implement the Association's policies. The Offices report, through an Executive Director, to the Board, which is responsible for his/her appointment.
4. The Board is responsible for developing appropriate policies to achieve the objectives of the Association.
5. The Board shall at all times act in the interests of the Association's members according to the objectives of the Association.

IV Headquarters

1. The Association is legally registered in the municipality of Utrecht, The Netherlands.
2. The Head Office shall be headquartered in Europe, at a location approved by the Board.
3. Regional Offices may be established with the approval of the Board to support the global activities of the Association's members.

V Means

1. The Association achieves its objectives through publications, conferences, workshops, educational programmes, exhibitions and any other relevant legal means, without geographical constraint.
2. The Association shall act, individually and collectively, in accordance with a code of professional and ethical standards as laid down in the By-Laws and will seek to promote those standards.
3. The Association shall seek global cooperation with organisations and individuals sharing similar objectives.

VI Finances

1. The Association is a not-for-profit organisation.
2. To avoid any conflict of interest, no member of the Board, the Committees, nor any appointed representative of the Association shall receive any remuneration or other benefit in money from the Association during their term of office and for a period of 12 months after leaving office.
3. Board members will be indemnified from personal liability of Board actions taken in good faith, unless gross or wilful misconduct is demonstrated under Dutch law. The Head Office shall arrange indemnity insurance as appropriate.
4. The Association's administrative year coincides with the Gregorian calendar year.
5. The Association shall publish annual accounts audited by a chartered accountant appointed by the Board.

6. The Board shall ensure that the reserves of the Association are sufficient to discharge all known liabilities and shall adopt a cautious position in managing such reserves through approved financial organisations and practices.

VII Duration

The duration of the Association is not limited.

VIII Language

English is the official language of the Association.

IX Membership

1. There shall be four classes of individual membership in the Association:
 1. Active Members
 2. Student Members
 3. Honorary Members
 4. Retired Members
2. Active Membership is available to individuals who are, or have been, actively practising a geoscientific or related engineering discipline.
3. Student Membership is available for a limited period to card-carrying students who are actively studying a geoscience or related engineering subject at a recognised educational establishment.
4. Honorary Membership is offered to those individuals elected by the Board from time to time because of distinguished contributions to the applied geosciences, or to a related engineering discipline, or to the Association.
5. Retired Membership is available to former Active Members of the Association.
6. Active Members, Student Members, Honorary Members and Retired Members have full voting rights and the right to speak at the Association's Annual Business Meeting.
7. Active Members, Honorary Members and Retired Members enjoy equal rights and privileges within the Association and are eligible to be members of the Board of the Association.
8. The procedures for admission, transfer, termination and reinstatement of membership shall be in accordance with the By-Laws.

X Board

1. The Board is the governing body of the Association and has full control and management of the affairs and funds of the Association within the framework of the Constitution and the Law.
2. The Board is authorised to buy, alienate or encumber registered property, as well as to enter into contracts whereby the Association undertakes guarantor ship, jointly or severally accepts co-debtorship, endorses a third party, or gives surety for a third party's debt.
3. The Board has the authority to conclude all such agreements as it deems desirable to further the objectives of the Association.
4. The Board may arrange for affiliation with any duly organised groups or societies whose objectives are related to the promotion of the geosciences and related engineering subjects.
5. The Board shall meet at any time at the call of the President or of two other members of the Board. A Board Meeting requires a quorum. A quorum of the Board shall mean a simple majority of all current Board members.
6. The Executive Director attends all Board meetings as a non-voting Board member; he is entitled to speak, advise and initiate any item of business properly brought before the Board.
7. By consensus, the Board may invite any EAGE member, staff working at the Offices of the Association, or other relevant person to attend or speak at a Board meeting, or part of a meeting.

8. In order to ensure a smooth and efficient transfer of the management of the Association's affairs, a joint meeting of the outgoing and incoming members of the Board shall be held at the time of the Annual Conference.
9. Ordinary Board decisions require a simple majority vote of the Board members attending the meeting, requiring a minimum of three attending Board members. Decisions of unusual importance require a majority vote of all Board members, the verifiable votes of any absent Board members being secured within four weeks after the meeting. The question of the relative importance of any business will be left to the discretion of the President or, in the President's absence, of the Vice-President.

XI Board members

1. Members of the Board shall be members of the Association.
2. The Board consists of a minimum of seven members including the President, the Vice-President, the Vice-President-Elect, the Secretary-Treasurer, and the Chairs of the Divisions. The titles of other Board positions are specified in the By-Laws.
3. An elected candidate for President is elected for a period of three year and becomes Vice-President-Elect for the first year of office, automatically becoming Vice-President at the beginning of the second year, and finally serving as President for the third year. The President is not eligible for re-election but the term of office can be extended in accordance with article XI.8.
4. The Chairs of the Divisions serve in a rolling sequence of twice two years. The candidate serves as Vice-Chair for a first period of two years. This is followed by a second period of two years as Chair of that Division and, ex officio, a member of the EAGE Board, following approval from the members.
5. The Secretary-Treasurer and all other Board members with the exception of the Chairs of the Divisions are elected for two years and can be re-elected twice. The maximum period in office for these positions is six years.
6. New members of the Board assume their duties at the end of the Annual Conference held in the year they were elected.
7. In the event the position of President is vacated mid-term, the Vice-President will act as President for the remainder of the term.
8. In the event of a mid-term vacancy, other than the President's, the Board with the approval of the members may appoint a successor to serve on the Board for the remainder of the current term. Should the position of Vice-President fall vacant midterm, the President's period of service may be extended for a maximum of one year in accordance with the normal time line for the Vice-President-Elect to become President as defined in article XI.3

XII Election of Board members

1. All Board members are elected in their respective offices from the membership in a ballot open to all members of the Association by means of a resolution adopted in a Business Meeting
2. The election process shall be published in a timely manner each year to enable members to participate fully in both nomination and election procedures. Such publication shall include the vacant positions to be filled and shall invite candidate proposals from members. The election is conducted using an electronic voting system, in accordance with article XII.6.
3. A member's name may be added to the ballot either as a nominee through the Board, or as a nominee by petition.
4. The Board, acting through a Committee to be appointed by it to this end, shall consider all candidate proposals and shall nominate one or more candidates for each office to be filled. The Board will seek diversity of Board membership in terms of discipline, sector (resource company, service company, academia), Division, geographical location, nationality and gender. The Board must receive the written consent of each nominated

candidate. Candidates not securing Board nomination may choose to secure nomination by petition.

5. Members may nominate by petition any other member eligible for Board membership as a candidate for each office that is to be filled. A nomination by petition must be signed by at least 1% of members, be accompanied by the written consent of the nominee and reach the Secretary-Treasurer no later than 1 February in any one year. No member may submit and/or sign more than one nomination for each office.
6. The Secretary-Treasurer prepares a digital ballot form listing all valid nominations for all offices to be filled, in accordance with the By-Laws. At least eight weeks before the next Annual Business Meeting this digital ballot form is sent with instructions about the electronic ballot system to every member. The electronic ballot is conducted in accordance with bylaws of the Association. The ballot is open for a period of four weeks after the digital ballot and instructions have been sent. Should there be a tie in the voting, the issue will be decided by a ballot at the Annual Business Meeting.
7. Candidates for any post who were not elected cannot be nominated by petition for this position the first time it becomes available again.

XIII Termination of office of Board members

1. Any Board member may resign at any time. Such resignation shall be by written notice to the Board, and shall be accepted.
2. A Board member whose membership of the Association is terminated for whatever reason will immediately cease to be a member of the Board.
3. A Board member may be dismissed from the Board if his/her conduct is deliberately contrary to the interests of the Association and/or if he/she shows significant negligence in the performance of his/her duties. Such dismissal will be decided upon in a Special Business Meeting, where all parties have the right to present their views. Should the Special Business Meeting decide on dismissal of the Board member, the dismissal will become effective immediately.

XIV Duties and responsibilities of Board members

1. All written contracts and other obligations shall be signed by the entire sitting Board or by the President jointly with the Secretary-Treasurer. In general, the Association is represented – both in and out of court – by the entire sitting Board, or by the President jointly with the Secretary-Treasurer.
2. The President chairs all Board meetings and Business Meetings of the Association and reports to the Annual Business Meeting. The President communicates Board policy decisions to the Offices through the Executive Director and manages the professional relationship with the Executive Director.
3. The Vice-President shall perform the duties of the President in the latter's absence. If both the President and the Vice-President are absent, the Vice-President-Elect shall perform their duties.
4. The Secretary-Treasurer maintains a complete list of the membership of the Association; sends advance notices of Business Meetings to all members concerned; keeps a record of all Business Meetings of the Association; notifies members by mail, electronic mail or other suitable means of proposed amendments to the Constitution; prepares annotated budgets; collects all receivables due to the Association; makes disbursements authorised by the Board; and transacts any other business authorised by the Board. The Secretary-Treasurer may, subject to the Board's approval and in accordance with appropriate procedures, delegate part of the duties to the Executive Director and/or other qualified persons. The Secretary-Treasurer presents the financial report on the previous calendar year at the Annual Business Meeting and on other occasions at the request of the Board. The financial report shall be approved and signed by a chartered accountant. Its approval at the Annual Business Meeting relieves the Board of the policy it conducted, for which a separate decision will be formulated.
5. The Division Chairs are responsible for managing the Divisions and for representing their Division members' views at Board level.

6. The responsibilities of the other Board members are specified in the By-Laws.
7. Staff employed at the Offices of the Association support all Board members in the performance of their duties.

XV Regional Councils

1. The Board may establish, maintain and dissolve Regional Councils according to the By-Laws. Regional Councils are advisory bodies with the purpose of supporting and promoting the professional interests of EAGE members within a specified region.

XVI Committees

1. The Board may establish permanent or ad-hoc committees to undertake particular tasks, to provide advice on any matter relevant to the Association, or to co-ordinate more effectively the activities within the Association.
2. The composition, duties, powers and duration of the committees are described in the By-Laws.
3. The procedures outlined in the By-Laws for staffing the Association's committees shall ensure transparency of appointment, finite duration of tenure, membership renewal and encouragement of diversity.

XVII Divisions

1. The Board may establish, maintain and dissolve Divisions according to the By-Laws. Divisions are parts of the Association with the purpose of supporting and promoting the professional interests of specific groups of members of the Association.
2. Members of the Association register for one or more Divisions.

XVIII Meetings

1. An Annual Conference shall be held in May or June and consist of Technical Sessions, in which papers on the application of geosciences and related engineering subjects will be presented, and of a Technical Exhibition where the technology related to applied geosciences will be on display. The conference will be open to all persons interested in these fields.
2. The Annual Business Meeting shall be held each year before 1 July in conjunction with the Annual Conference, and be announced through the Association's organs at least eight weeks in advance. At the Annual Business Meeting or at a Special Business Meeting, the decision can be taken to hold the next Annual Business Meeting after 1 July.
3. A Special Business Meeting may be called at any time by the Board or at the request of at least five per cent of the members. Notice of such a Special Business Meeting shall be given by the Secretary-Treasurer no less than eight weeks in advance.
4. Consultation by mail, electronic mail or other suitable means of all members will be regarded as the equivalent of a Special Business Meeting.
5. The results of a Special Business Meeting will be announced through the Association's organs and at the next Annual Business Meeting.

XIX Amendments

1. Amendments to the Constitution can only be made by a decision of the members during a Business Meeting convened by the Secretary-Treasurer after prior announcement to the members that a proposal for amendments to the Constitution will be made at the Business Meeting.
2. If stated in the notice convening the meeting, each member will be entitled to participate in the Business Meeting, and will have the right to speak and vote in such a Meeting, either in person or by proxy, by means of an electronic means of communication, provided the member can be identified and can participate directly in the meeting proceedings and the discussion via that electronic means of communication.
3. The Business Meeting will be authorised to impose conditions on the use of the electronic means of communication in its regulations. If the Business Meeting uses this authority, the conditions will be stated in the notice convening the meeting.
4. At least thirty days before the day of the Business Meeting, the Secretary-Treasurer must make a copy of the proposal containing a verbatim rendering of the proposed

amendment available for the members to peruse at an appropriate location, where it is to remain available until the end of the day of the meeting.

5. In the thirty-day period prior to the day of the meeting, members may cast votes via electronic means of communication that will be equivalent to the votes cast at the Business Meeting.
6. An amendment to the Constitution requires at least a two-thirds majority of the number of votes cast during the Business Meeting.
7. The amendments are only valid after they have been recorded in a notarial deed. Every Board Member is entitled to have the deed of amendment of the Constitution drawn up and is entitled to sign it.
8. The stipulations of 1 and 2 above do not apply when all the members entitled to vote are present at the Business Meeting and the decision to amend the Constitution is taken unanimously.

XX Annual Dues

1. Annual dues of all members are set by the Board and are payable in advance on 1 January of each year.
2. Changes in annual dues must be announced to the membership at the Annual Business Meeting and published shortly thereafter.
3. Honorary Members are exempt from paying annual dues.

XXI By-Laws

1. The Association has a set of By-Laws.
2. The By-Laws are drawn up and approved by the Board. Notification of changes in the By-Laws shall be given to the members annually.
3. Current copies of the Constitution and By-Laws shall always be available on the EAGE website.

XXII Dissolution of the Association and liquidation

1. Article XIX applies accordingly to the resolution adopted by the members during the Business Meeting on dissolving the Association.
2. In the resolution as referred to in the previous paragraph, the Business Meeting will determine where the credit balance will go, where possible in line with the Association's objectives. Members shall not be favoured during the distribution of the Association's assets.
3. Liquidation is executed by the Board.
4. After dissolution, the Association shall continue to exist as long as it is necessary to liquidate the capital. During the liquidation, the stipulations contained in the Constitution will remain valid wherever possible. In documents from and announcements made by the Association, the words "in liquidation" should be added to the Association's name.
5. Liquidation ends when, to the liquidator's knowledge, there is no capital left.
6. The books and documents of the dissolved Association should be retained for a period of seven years after liquidation of the Association. The Custodian is the person appointed by the liquidators.