

**RULES FOR THE SOCIETY OF PETROLEUM ENGINEERS**  
**(QUEENSLAND SECTION) INC**

**NAME**

1. The name of the Incorporation Association is:  

Society of Petroleum Engineers (Queensland Section) Inc  
(in these Rules called "the Association")

**OBJECTS**

2. The objects of the association are:
  - (a) to provide the means for the collection, dissemination, and exchange of technical information concerning the production of energy sources through wellbores;
  - (b) to provide opportunities to interested individuals to maintain and upgrade their competence for the public benefit.

**INTERPRETATION**

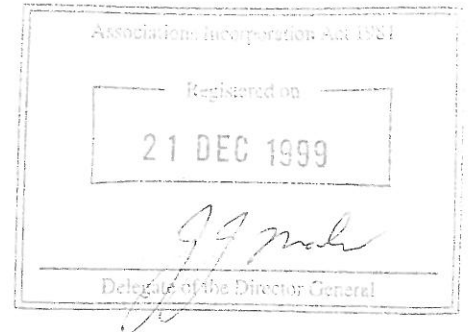
3. (1) In these Rules, unless the contrary intention appears -  
"Committee" means the Committee of Management of the Association.  
"Financial Year" means the year ending on 31 March.  
"General Meeting" means a general meeting of members convened in accordance with Rule 11.  
"Member" means a member of the Association.  
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.  
"Section" means an affiliated section of SPE (Inc.).  
"SPE (Inc.)" means Society of Petroleum Engineers, (SPE) Inc. incorporated in Texas, United States of America.  
"The Act" means the *Associations Incorporation Act 1981*.  
"The Regulations" means Regulations under the Act.  
(2) In these Rules, a reference to the Secretary of an Association is a reference -
  - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
  - (b) in any other case, to the Public Officer of the Association  
(3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation Legislation Act 1984* and the Act as in force from time to time.

**APPLICATION FOR MEMBERSHIP**

4. The jurisdiction of this Section will encompass the state of Queensland in the Commonwealth of Australia. All Members, Associate Members, and Associate Junior Members of SPE (Inc.), in good standing, shall be eligible for membership.

**ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

5. There are no entrance fees or annual subscriptions above those required to remain a financial member of SPE (Inc).



## REGISTER OF MEMBERS

6. (1) The Membership Chairperson shall keep and maintain a register of members, as provided by SPE (Inc.). Members can request their own personal details from the register at any time.
- (2) If a section member wishes to contact the other members of the section this may be done by the Membership Chairperson and only for purposes deemed by the Committee to be beneficial to the Section and members.

## RESIGNATION OF MEMBER

7. A member resigns from the Association when they either;
  - a) do not reside in Queensland; or
  - b) cease to become a financial member of SPE (Inc.)

## ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The first annual general meeting of the incorporated association shall be held within 18 months from when the association is incorporated.
- (3) The annual general meeting of the incorporated association shall be held at least once each year and within 6 months after the end of the association's previous financial year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee; and
  - (d) to present a report on the financial affairs for the last financial year.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (7) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.
10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or a any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## NOTICE OF MEETING

- 11.(1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members a notice by pre-paid post, or via electronic means if applicable, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## PROCEEDINGS AT MEETINGS

- 12.(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business
  - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
  - (3) Ten members personally present (being members entitled under the Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice by pre-paid post, or via electronic means if applicable, to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) shall be a quorum.
- 13.(1) The Chairperson, or in the Chairperson's absence, the first or second Vice-Chairperson or any other elected officer shall preside as Chairperson at each general meeting of the Association.
  - (2) If the Chairperson, the first and second Vice-Chairperson and any other elected officers are absent from a general meeting, the members present shall elect one of their numbers to preside as Chairperson at the meeting.
- 14.(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
  - (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 16.(1) Upon any questions arising at a general meeting of the Association, a member has one vote only.
  - (2) All votes shall be given personally or by proxy.
  - (3) In the case of an equity of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.(1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. A member is not entitled to vote at any general meeting unless they are fully financial members of SPE (Inc.).
- 19.(1) Each member is entitled to appoint another member as a proxy.
  - (2) The authorisation for appointing the proxy shall be in the form set out in Appendix 1.

## COMMITTEE OF MANAGEMENT

20. (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 21.
- (2) The Committee -
- (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
  - (d) shall be members of SPE (Inc.).
21. (1) The officers of the Association shall be -
- (a) a Chairperson (President);
  - (b) a first Vice-Chairperson (Program Chairperson)
  - (c) a second Vice-Chairperson (Membership Chairperson)
  - (d) a Secretary; and
  - (e) a Treasurer (Public Officer).
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) (a) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (b) The Chairperson may only hold office for a maximum of 2 (two) consecutive years.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
22. (1) The Committee shall consist of -
- (a) the officers of the Association; and
  - (b) other ordinary members necessary to fulfil the duties of the Association, the positions specified by the officers, and shall be elected at the annual general meeting of the Association in each year.
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## ELECTION OF OFFICERS AND VACANCY

23. (1) The Committee will approach the members in March each year and request nominations for Committee positions to take office on April 1. Nominations of candidates for election as officers of the Association or as ordinary members of the Committee -
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (as per the form set out in Appendix 2); and
  - (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
24. For the purpose of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member -
- (a) ceases to be a member of the association;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Queensland) Code; or
  - (c) resigns from office by notice in writing given to the Secretary.

## PROCEEDINGS OF COMMITTEE

- 25.(1) The Committee shall meet at least once in every 4 calendar months at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the Chairperson or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee -
  - (a) the Chairperson, or in the Chairperson's absence, the first or second Vice-Chairperson shall preside; or
  - (b) if the Chairperson and the first and second Vice-Chairperson are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post, or via electronic means if applicable, addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

## SECRETARY

26. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

## TREASURER

27. The Treasurer of the Association -
  - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association or delegate such duties to other Committee members; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

## REMOVAL OF MEMBER OF COMMITTEE

- 28.(1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## ALTERATION OF RULES AND STATEMENT OF PURPOSES

29. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.



## COMMON SEAL

30. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

## FUNDS AND ACCOUNTS

31. (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) The funds of the Association shall be derived from annual payment from SPE (Inc.), donations, technical meetings, and such other sources as the Committee determines.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.
- (4) The treasurer is responsible for filing the annual Section Financial Statement to SPE (Inc.) by 1 June.
- (5) The income and property of the association must be used solely in promoting the association's objects.

## NOTICES

32. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## CUSTODY OF RECORDS

33. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

## FINANCIAL YEAR

34. The financial year of the association closes on 31 March in each year.

## WINDING UP OR CANCELLATION

35. (1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions in the Act.
- (2) In the first instance the funds should be distributed on a proportional per member basis between the other affiliated sections in Australia of SPE (Inc.).
- (3) In the event that there are no affiliated sections in Australia of SPE (Inc.) the funds shall be donated to SPE (Inc.) if and to the extent permitted by the laws of the State of Queensland, Australia.

## MISCELLANEOUS

36. (1) Any existing by-laws of the Queensland Section of SPE (Inc.) as at the date of these rules are hereby repealed and replaced by these rules as at the date of the necessary approvals.
- (2) Save from any rule of law to the contrary, these rules shall be read subject to the by-laws of SPE (Inc.) from time to time, so that the Association shall at all times operate as if it were a section of SPE (Inc.).
  - (3) Any complaint concerning the affairs of the Section or conduct of any Committee member or any member shall be made to the Committee through the Chairman who, if considered necessary, shall require the complaint to be made in writing.
  - (4) Save from any rule of law to the contrary, in the event of any difficulty arising to the meaning of any rule of the Section, the decision of the Committee is final.
  - (5) No member shall use the address or name of the Section in any advertisement or for any business purpose whatsoever without the express written approval of the Committee.