

# **SOUTHEAST ASIA PETROLEUM EXPLORATION SOCIETY CONSTITUTION**

## **ARTICLE 1**

### **Name and Place of Business**

#### **Sec. 1**

The Society shall be known as the „Southeast Asia Petroleum Exploration Society“ hereinafter called “SEAPEX”.

#### **Sec. 2**

The registered address and headquarters of SEAPEX shall be: Tanglin P O Box 423, Singapore 912415 or such other address as may be subsequently decided upon by the Council subject to the approval of the Singapore Registrar of Societies. SEAPEX shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary.

## **ARTICLE II**

### **Objectives**

#### **Sec. 1**

The objectives of SEAPEX are to: (1) advance the science of geology and related earth sciences, with particular emphasis on petroleum and natural gas exploration, development and production in Southeast Asia: (2) foster the spirit of scientific research throughout its membership: (3) promote technologies for finding, developing and producing hydrocarbons (4) disseminate information relating to petroleum geoscience (5) inspire a high standard of professional conduct on the part of its members and (6) act as a body to improve the awareness of oil and gas industry issues in the community.

## **ARTICLE III**

### **Membership**

#### **Sec. 1**

The membership of SEAPEX shall be made up of Honorary Members, Active members, and Life members.

Honorary Members – The Council may elect as Honorary Member, persons from the active membership who have distinguished themselves in the science of geology or who have contributed outstanding service to the success and welfare of SEAPEX. Honorary Members shall not be required to pay dues, and shall perpetually have all the privileges of Active members.

Active Members – Qualifications to be an Active Member shall be a degree in geology, geophysics or a related earth science, a minimum of five (5) years” practical experience in petroleum exploration, or an expressed interest in petroleum exploration. Each Active Member shall be eligible to hold office and shall be entitled to one (1) vote on each matter submitted to a vote of members.

Life Members – Any Active member may become a Life Member at any time by paying the Life Membership fee to be prescribed by the Council from time to time. No further yearly dues are payable, and said member shall perpetually have all the privileges of an Active member.

#### **Sec. 2**

Persons wishing to join SEAPEX shall apply for membership to the Council, on the form prescribed by the Council from time to time, to be obtained from the Secretary or any other member of the Council.

Subject to approval by the Council, admission to membership of SEAPEX shall be granted upon payment by the applicant of the dues applicable to Active Members for the current year. A copy of the Constitution shall be made available to every approved member.

### Sec. 3

Neither SEAPEX, its Officers or Councillors shall be liable to any member for any losses, claims, liabilities or damages which a member may incur in relation to his/her membership of SEAPEX, or for any matter or activity referred to or contemplated in this Constitution, regardless of whether such loss, claim, liability or damage arises from any act or omission, including (but not limited to) any act or omission amounting to gross negligence, fraud or wilful default or breach of any obligation or duty of SEAPEX, its Officers or Councillors.

### Sec. 4

Each member shall be guided by the highest standards of ethics, personal honour, scientific integrity and professional conduct.

## **ARTICLE IV**

### Administration

#### Sec. 1

The administration of SEAPEX and the execution of activities to further the objectives of SEAPEX shall be carried out by a Council elected at each Annual General Meeting. The Council shall consist of not less than nine (9) persons. The Council shall comprise the five (5) elected Officers, plus the four (4) Councillors elected from the Active Membership (each, a Council Member). In addition, past Presidents and other persons may be invited to serve as advisors to the Council and may attend Council Meetings at the discretion of the Council. Past Presidents and other persons attending such Council Meetings shall not have any voting rights.

#### Sec. 2

The Council's duties shall be to: receive and vote upon all applications for membership, appoint Officers and Councillors to fill vacancies occurring during the year and direct and supervise the affairs of SEAPEX.

#### Sec. 3

Council Members shall serve as business and activity advisors, give assistance to President, serve as committee chairmen, and perform other duties as determined by the Council from time to time.

#### Sec. 4

A Council Meeting shall be held at least once a month unless as otherwise directed by Council, upon at least seven (7) days' prior notice being given to Council Members, unless each Council Member gives their written consent to such meeting being held without notice or at short notice. The President, or Acting President, is responsible for calling Council Meetings. At least one half (1/2) of the Council Members must be present (in person or by telephone, videoconference or similar means) for proceedings of the Council Meeting to be valid. Each Council Member shall have one vote, and may vote in person or by proxy. Except as otherwise provided by law or this Constitution, all matters arising at a Council Meeting shall be determined by a majority vote of those Council Members present in person or by proxy.

#### Sec. 5

Any expenditure of SEAPEX's funds in excess of S\$ 3000 (or such other amount as determined by the Council from time to time) shall require the prior written approval of the Council.

Sec. 6

SEAPEX shall not borrow money and the Council shall have no authority to enter into debt in SEAPEX's name.

Sec. 7

A bank account, in the name of SEAPEX, shall be opened and maintained at a bank designated by the Council. Cheques and other instruments of withdrawal from the bank account shall require the signatures of two Officers.

Sec. 8

Any Council Member absenting him/herself from three (3) consecutive Council Meetings, without satisfactory explanation, shall be deemed to have withdrawn from the Council and a successor may be co-opted by the Council to serve until the next Annual General Meeting. Any changes in the Council shall be notified to the Singapore Registrar of Societies within two (2) weeks of the change.

Sec. 9

The Council may, from time to time and on such terms as it determines, appoint persons to hold positions (including, but not limited to, the positions of editor and webmaster) to assist in the administration of SEAPEX. Such positions may be filled by SEAPEX members.

Sec. 10

From time to time the Council may appoint or organize subcommittees to help in the administration of special events.

Sec. 11

Each Council Member shall be indemnified by SEAPEX to the full extent permitted by law, against any cost, expense (including attorneys' fees) judgment or liability incurred by or imposed upon such Council Member in connection with the performance of their duties (excluding any expenses incurred by or imposed upon such Council Member in his/her capacity as a member of SEAPEX).

**ARTICLE V**

**Officers and their Duties**

Sec. 1

The Officers of SEAPEX shall be: President, First Vice President, Second Vice President, Secretary and Treasurer, each of whose tenure shall be one (1) year commencing on the date of the Annual General Meeting immediately following the election of such Officer. Any Officer can be a candidate for another Office or Council position at the expiry of his/her term. In addition, there shall be four (4) Councilors elected from the active membership, whose tenure shall be two (2) years. Two Councilors should be elected each alternating year.

Sec. 2

Nomination of Officers and Councilors shall be made by the Council at the August Council Meeting. The Council shall nominate two (2) or more candidates for each office to the Council no later than during the August Council Meeting. A Nominating Committee, comprising: the President, who shall serve as Chairman of the Nominating Committee, and four (4) Council members. The Council shall invite nominations for Officers and Councilors from the general membership during July, with a deadline of 1<sup>st</sup> August. The Nominating Committee shall nominate two (2) or more candidates for each

office to the Council no later than the end of July. Additional nominations may be made from the floor following the report of the Nominating Committee at the regular August meeting of the general membership. Each Honorary member, Active member and Life member is eligible to vote. Voting shall be by a secret ballot. Ballots shall be distributed by mail to all members no later than 1 September, with a deadline for their return to a designated mailing address no later than 1 October. . In the case of candidates for Officers, the person who receives the highest number of votes for such office shall be declared elected. In the case of candidates for the two (2) available Councilor positions, those persons receiving the first and second highest number of votes shall be declared elected. In the event of tied votes for a position, a second ballot shall be held. If it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate, unless a contesting candidate withdraws from the election. Individual Honorary, Active and Life members can hold no more than one position as a member of the Council. The newly elected Officers and Councilors will be presented at the Following Annual General Meeting.

### Sec. 3

The duties of the President shall be to preside at all meetings, call special meetings, appoint committees, and jointly with the Secretary and the Treasurer, sign all contracts on behalf of SEAPEX. He/she shall serve as chairman of the Council.

### Sec. 4

The duties of the First Vice President shall be to serve as Technical Program Chairman and, in the absence of the President, to assume the duties of the President.

### Sec. 5

The duties of the Second Vice President shall include responsibility for issues regarding membership, including the compilation of an annual membership directory for SEAPEX in the second quarter of each calendar year and, in the absence of the President and the First Vice President, to assume the duties of the President.

### Sec 6

The duties of the Secretary shall be to: (a) keep minutes of all meetings (b) attend to all correspondence and required secretarial services, and (c) jointly with the President and Treasurer, sign all written contracts and other obligations of SEAPEX. He/she shall assume the duties of the President in the absence of the President and the First and Second Vice Presidents.

### Sec. 7

The duties of the Treasurer shall be to: monitor all transaction of SEAPEX's funds, collect and disburse all moneys on behalf of SEAPEX, keep an account of all monetary transactions of SEAPEX, and be responsible for their correctness. He/she is authorized to make expenditures of SEAPEX's funds only upon approval by the President or two additional Council Officers, except he/she may expend up to \$500.00 per month (or such other amount as determined by the Council from time to time) for petty expenses on behalf of SEAPEX. He/she will not keep on hand more than \$100.00 (or such other amount as determined by the Council from time to time) in the form of cash, and funds in excess of such amount will be deposited in an account to be opened in the name of SEAPEX at a bank to be named by the Council. The Treasurer will ensure that records of Officers' signatures are kept current for banking purposes.

### Sec. 8

Two active SEAPEX members, who are not Councilors, will be elected Honorary Auditors at each Annual General Meeting. They will hold office for one (1) year only, and shall not be re-elected for a consecutive term. Their role is to ensure that SEAPEX's books are balanced and the accounts are in good order. Honorary Auditors are required to audit each year's accounts and present a report of their findings to the Council one-month before, and again to the members at such Annual General Meeting. However, the President may request the Honorary Auditors to audit SEAPEX's accounts for

any period during their tenure of office at any time and make a report to the Council. Honorary Auditors may, from time to time, be invited by the President to attend Council Meetings

Sec. 9

The Council may decide as and when deemed in line with the objectives of the Society, to associate itself with other societies or associations with similar interest and for mutual benefit. The Council will inform the membership of SEAPEX, of such associations and of their eventual termination.

**ARTICLE VI**

Society Meetings

Sec. 1

The supreme authority of SEAPEX is vested in a General Meeting of the members.

Sec. 2

Regular SEAPEX members meetings shall be held approximately every two months, with the time and location being nominated by the First Vice President and approved by the Council. When possible, notice of regular meetings will be given at least seven (7) days in advance.

Sec. 3

SEAPEX shall hold its Annual General Meeting (A.G.M.) in October of each year. The Annual General Meeting shall be held in Singapore at a time and place to be designated by the Council. At this meeting, SEAPEX business shall be transacted, audited accounts of SEAPEX submitted for membership approval, Officers and Councillors for the forthcoming year shall be introduced. The outgoing President will give a report on SEAPEX's activities and accomplishments of the past year. The incoming President will present goals and objectives for SEAPEX for the next year. At least one (1) month's notice shall be given of an Annual General Meeting. The notice of the meeting shall provide the date, time and place of the meeting and shall be sent to all members by the Secretary.

Sec. 4

An Extraordinary General Meeting (E.G.M.) may be called by the Council at any time. An E.G.M. must also be called by the President upon receipt by the Council of written requests by one-quarter of all members eligible to vote. At least two (2) weeks' notice shall be given of an Extraordinary General Meeting. The notice of the meeting shall provide the date, time and place of the meeting and shall be sent to all members by the Secretary.

Sec. 5

At least one-tenth of the members eligible to vote at a General Meeting shall form a quorum. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour. If the number then present is still insufficient to form a quorum, those present shall be considered a quorum, but those members present at such General Meeting shall have no power to amend any part of this Constitution.

Sec. 6

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the Secretary one (1) week before the meeting is due to be held.

Sec. 7

Except as otherwise required by law or this Constitution, members eligible to vote at General Meetings may vote in person or by proxy. Members may submit personal votes either at a meeting or by mail, in the form and manner prescribed from time to time by the Council. All proxies shall be

executed in writing, in the form and manner prescribed from time to time by the Council, and signed by the member granting the proxy.

Sec. 8

Except as otherwise required by law or this Constitution, all matters at a General Meeting shall be decided by a majority vote of the members present (in person or by proxy).

**ARTICLE VII**

Dissolution of Society

Sec. 1

SEAPEX shall not be dissolved except with the consent of not less than three-fifths (3/5) of SEAPEX members eligible to vote and resident in Singapore. This consent may be acquired either in person, or by proxy at a general meeting convened for the purpose, or by way of postal vote.

Sec. 2

In the event of SEAPEX being dissolved, all debts and liabilities leally incurred on its behalf shall be fully discharged and the remaining assets and funds, if any, shall be transferred to a bona fide society or societies, or other approved organizations having professional objectives similar to those of SEAPEX. The recipient(s) of these SEAPEX funds shall be decided upon by majority vote of the Council.

Sec. 3

A certificate of dissolution shall be given to the Singapore Registrar of Societies within seven (7) days of the dissolution of SEAPEX.

**ARTICLE VIII**

Amendments

Sec. 1

Amendments to this Constitution may be proposed by the Council or by written request from at least ten (10) voting members of the Society.

Sec. 2

No amendment to this Constitution shall be passed except at a General Meeting and with the consent of two-thirds (2/3) of the voting members present at such General Meeting (in person or by proxy).

Sec. 3

No Amendments shall come into force without the prior sanction of the Singapore Registrar of Societies.

**ARTICLE IX**

Dues and Payments

Sec. 1

The fiscal year of the Society shall extend from 1 October to 30 September of the following year.

Sec. 2

Membership payments are due on October 1 of each calendar year. New members joining SEAPEX before June 1 in any calendar year shall pay full membership dues for that year. New members joining SEAPEX on or after June 1 in any calendar year will be fully paid members till October 1 of the following year.

### Sec. 3

The annual dues for Active Members shall be prescribed from time to time by the Council. Such dues may be reviewed and adjusted periodically by the Council, but changes to membership dues are limited to a maximum of 20% increase per annum. At each member's option, membership dues may be paid to SEAPEX in Singapore Dollar funds at an exchange rate determined by the Council.

### Sec. 4

If the Council determines that such costs are reasonable and necessary, SEAPEX shall be entitled to charge fees for publications produced by SEAPEX and for participation in events organised by SEAPEX, including Conferences, Conventions and social meetings of members. Members shall be entitled to pay a discounted fee in respect of such publications and events.

## ARTICLE X

### Resignation/Suspension/Expulsion

#### Sec. 1

Any member may resign from SEAPEX at any time. Such resignation shall be in writing to the Secretary or the President. No refunds for membership dues already paid will be made.

#### Sec. 2

Any member of SEAPEX, regardless of their class of membership, is subject to expulsion for just cause upon a majority vote of the Council. Expulsion for just cause shall include, but not be limited to, dismissal for engaging in conduct inconsistent with: (a) the objectives of SEAPEX as defined in Article II of this Constitution; or (b) any policies adopted by the Council pursuant to this Constitution.

#### Sec.3

The Council may remove a Council Member from his/her position on the Council for just cause. Removal for just cause shall include, but not be limited to, removal for failure to attend the requisite number of meetings without explanation, as provided by Article IV, Section 8, and failure to maintain membership of SEAPEX.

#### Sec. 4

Any member who is in arrears for payment of dues ninety (90) days after they are payable, shall be suspended from SEAPEX. However, their membership shall be reinstated immediately upon receipt of the arrears if received within the subsequent ninety (90) day period. An additional 10% late payment fee shall be levied on any payments received after such one hundred and eighty (180) day period. The name of any member more than six (6) months in arrears shall be removed from the current SEAPEX membership roll.

## ARTICLE XI

### Prohibitions

#### Sec. 1

Gambling for any kind, whether for stakes or not; or the introduction of materials for gambling, drug taking and people of bad character are prohibited on SEAPEX's premises or during any meetings or sponsored functions of SEAPEX.

Sec. 2

The funds of SEAPEX shall not be used to pay the fines of members who have been convicted in the Court of Law.

Sec. 3

SEAPEX shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

Sec. 4

SEAPEX shall not hold any lottery, whether confined to its members or not, in the name of SEAPEX or its officers, Council or members.

Sec. 5

SEAPEX shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

Sec. 6

SEAPEX shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

**ARTICLE XII**

Definitions and Interpretation

Sec. 1

In this Constitution the term:

“Active Members” shall have the meaning given to it in Article III, Section 1, and “Active Membership” shall have a corresponding meaning.

“Acting President” means the relevant Officer who performs the duties of the President, when the President is absent, in accordance with Article V, Sections 4-6.

“Alternate Delegates” shall have the meaning given to it in Article V, Section 9.

“Annual General Meeting” shall have the meaning given to it in Article VI, Section 3.

“Council” shall have the meaning given to it in Article IV, Section 1.

“Councillors” means those four (4) members of the Council who are not Officers.

“Council Meeting” means a duly convened meeting of the Council.

“Council Member” shall have the meaning given to it in Article IV, Section 1.

“Extraordinary General Meeting” shall have the meaning given to it in Article VI, Section 4.

“First Vice President” shall have the meaning given to it in Article V, Section 4.

“General Meeting” means either an Annual General Meeting or an Extraordinary General Meeting.

“Honorary Auditors” shall have the meaning given to it in Article V, Section 8.

"Honorary Members" shall have the meaning given to it in Article III, Section 1.

"Life Members" shall have the meaning given to it in Article III, Section 1, and "Life Membership" shall have a corresponding meaning.

"Nominating Committee" shall have the meaning given to it in Article V, Section 2.

"Officers" shall have the meaning given to it in Article V, Section 1.

"President" shall have the meaning given to it in Article V, Section 3.

"Second Vice President" shall have the meaning given to it in Article V, Section 5.

"Secretary" shall have the meaning given to it in Article V, Section 6.

"Treasurer" shall have the meaning given to it in Article V, Section 7.

## Sec. 2

In the event of any matter pertaining to the day-to-day administration of SEAPEX which is not expressly provided for in this Constitution, the Council shall have the power to determine such matter. The decision of the Council shall be final unless and until it is reversed at a General Meeting.

Adopted by:

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The Council of the Southeast Asia  
Petroleum Exploration Society  
August 2008