Western Australian Section of the Society of Petroleum Engineers (SPE) Inc Rules

ABN 50 345 763 740

Dated: 18th July 2018

Western Australian Section of the Society of Petroleum Engineers (SPE) Inc Rules

1. Name of Association

1.1. The Western Australia Section of the Society of Petroleum Engineers (SPE) Inc. (Referred to herein as the "SPEWA").

2. Definitions

In these rules, unless the contrary intention appears-

"Act" means the Western Australian Associations Incorporation Act 2015;

"annual general meeting" is the meeting convened rule 11;

"committee meeting" means a meeting referred to in rule 7.3;

"committee member" means person referred to rules 7 and 8;

"financial year" of the Association has the meaning given in rule 12.1;

"financial statements" means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

"tier 1 association" means an incorporated association to which section 64(1) of the Act applies;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"register of members" means the register of members referred to in section 53 of the Act;

"special general meeting" means a general meeting other than the annual general meeting;

"Special Resolution" means a resolution passed by members at a general meeting in accordance with section 51 of the Act;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means the person described in rules 7 and 8 and means the President or *vice versa*.

"the Committee" means the Committee of Management of the Association referred to in rule 8;

"the Secretary" means the Secretary referred to in rules 7 and 8;

"the Treasurer" means the Treasurer referred to in rules 7 and 8;

"the Vice-President" means the Vice-President referred to in rules 7 and 8.

3. Constitution of Association

3.1. This shall be the Constitution by which the members of the SPEWA shall be governed.

3.2. The SPEWA shall adopt the Constitution and agrees to be bound by such Constitution. The SPEWA adopts the objects, rules and regulation, and by laws as amended from time to time including such matters as the rules for amending the Constitution, Trustees and Affiliation.

4. Objects

4.1. The Objects of the SPEWA are:

a) the promotion, ethics and advancement of Petroleum Engineering and the Petroleum Industry through its association with the global body of the Society of Petroleum Engineering International (SPE);

b) the promotion, organisation and conduct of any type of social, cultural, educational, or recreational activity thought to be of benefit to the members of the SPEWA, and approved of by the committee.

4.2. The property and income of the SPEWA must be applied solely towards the promotion of the objects or purpose of the SPEWA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the SPEWA, except in good faith in the promotion of those objects and purposes.

MISSION STATEMENT

The SPEWA shall adopt the SPE International's Mission Statement –

“To collect, disseminate, and exchange technical knowledge concerning the exploration, development and production of oil and gas resources, and related technologies for the public benefit; and to provide opportunities for professionals to enhance their technical and professional competence”.

Western Australian Section of the
Society of Petroleum Engineers (SPE) Inc Rules

5. Membership

5.1. Any person over the age of 18 years who is a member of the SPE International and interested in Petroleum Engineering and related disciplines shall be eligible for membership to the SPEWA and entitled to attend and vote at General Meetings.

5.2. The annual membership fee (refer rule 13) shall be determined at the Annual General Meeting of the SPEWA in each year, with Life Members being exempt.

5.3. Persons under the age of 18 years shall be eligible to join as shall be determined by the committee but they shall not be entitled to hold office or vote or take part in business procedures at meetings of the SPEWA.

5.4. Life Membership shall be open to any person who has rendered outstanding service to the SPEWA and after meeting the requirements of the SPEWA shall be able to be nominated and elected to Life Membership by a three quarters (3/4) majority of members present at a properly constituted General Meeting of the SPEWA.

6. Termination of Membership of the Association

6.1. Any member may resign from the SPEWA and such resignation shall be in writing and forwarded to the Secretary of the SPEWA.

6.2. Any person ceasing to be a member of SPE International for any reason will automatically cease to be a member of SPEWA.

6.3. Any person ceasing to be a member of the SPEWA for any reason whatsoever, shall not be entitled to any return of membership fees.

7. Committee

7.1. The business and affairs of the SPEWA shall be under the management and control of a Committee providing however that, except in the case of extreme urgency, nothing shall be done contrary to decisions made at a General Meeting.

7.2. The Committee shall consist of:

a) The President, Past-President, Secretary, Administrator, Treasurer, hereinafter called the Office Bearers; plus a minimum of five (5) financial members elected at the Annual General Meeting or otherwise provided herein.
b) Delegates of the SPEWA shall be elected from or to the Committee of the SPEWA at the SPEWA's Annual General Meeting.
c) From time to time the Association may co-op persons in a specialist advisory role or on a sub-committee. These additional members do not have Association voting rights.
d) Sub-committee positions can be filled from Committee Members as required.
e) All Committee Persons shall be Financial Members of the SPE.

f) The SPEWA Secretary shall submit to the SPE all details pertaining to the elected Office Bearers, Committee Members and Delegates no later than 30 days after the Annual General meeting each year.

7.3. The Committee shall meet monthly or as often as required to conduct the business of the SPEWA (hereinafter called "Committee Meetings"). The President, Secretary or any three (3) members of the Committee shall have the power to call a Committee Meeting.

7.4. The President shall Chair all Committee Meetings of the SPEWA or as per Clause 7.6.

7.5. The President shall have a deliberate vote and only in the event of a tied decision, shall have a casting vote. All voting shall be decided upon a majority being cast.

7.6. The quorum for Committee Meetings shall be five (5) members present in person.

7.7. A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must;

a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
b) not take part in any deliberations or decision of the Committee with respect to that contract.

7.8. The term of a committee is 12 months.

8. Election of Committee

8.1. Nomination for each candidate for election to Office or Committee shall be proposed and seconded respectively by members present at the Annual General Meeting and may be subject to ballot.

8.2. No person shall be eligible for election unless they are a Financial Member of the SPE International.

8.3. A ballot shall be necessary where the number of candidates exceed the number of vacancies. Where there is only one (1) candidate nominated they shall be duly elected unopposed.

9. Duties

9.1. The President must preside at all general meetings and Committee meetings.

a) In the event of the absence from a general meeting of-

(i) the President, the Vice-President; or

(ii) both the President; and the Vice-President; a member elected by the other members present at the general meeting, must preside at the general meeting.

b) In the event of the absence from a Committee meeting of-

(iii) the President, the Vice-President; or

(iv) both the President; and the Vice-President; a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

9.2. The Secretary shall keep a true record of all meetings held by the SPEWA and shall carry out all duties under the direction of the Committee, as well as attend to all correspondence, issue notices of meetings, keep updated records and keep all members informed of SPEWA and SPE matters.

a) Unless members resolve otherwise at a general meeting, the secretary must have custody of all books, documents, records, an up-to-date Register of Members of the Association including name and address (physical or email) and an up-to-date copy of these rules but other than those to be kept and maintained by, or in the custody of the Treasurer or Administrator.
b) A member may at any reasonable time inspect without charge the books, documents, records and securities of the SPEWA.

9.3. The Treasurer shall receive and receipt all monies payable to the SPEWA and shall then bank all monies as soon as possible. The Treasurer shall present a balance of the finances at all General Meetings and Committee Meetings and shall keep proper books of accounting of all monies received and disbursed by the SPEWA. All accounting records shall be presented to the Auditor for auditing in time for the Annual General Meeting each year.

9.4. The Association may execute a document without using a common seal if the document is signed by two members; or one member and a person authorised by the Association.

9.5. A member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or meeting unless the member has been authorised to do so at a meeting; and the authority given to the member has been recorded in the minutes of the meeting at which it was given.

10. Casual Vacancies

10.1. A Casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

a) Dies;
b) Resigns by notice in writing delivered to the President, or if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
c) Is convicted of an offence under the Incorporation Act;

d) Is permanently incapacitated by mental or physical ill health;
e) Is absent from more than three (3) Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings, of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
f) Ceases to be a member of the SPE;
g) Is the subject of a resolution passed by a general meeting of members, terminating his or her appointment as a Committee member.

10.2. If a vacancy occurs on the Committee when a casual vacancy within the meaning of rule 10.1;

a) the Committee may appoint a member to fill that vacancy; and
b) a member appointed under this sub-rule will -
c) hold office until the election referred to in subrule 11.6 ; and
d) be eligible for election to membership of the Committee, at the next following annual general meeting.

10.3. The Committee shall, subject to decisions made at a General Meeting, exercise all the powers of the SPEWA necessary to carry out the objects of the SPE.

11. Annual and General Meetings

11.1. These shall refer to Annual and Special General Meetings only.

11.2. The Annual General Meeting of the SPEWA shall be held within 4 months after the end of the SPEWA end of financial year and members shall be given notice in writing with proposed Agenda at least 21 days prior to the meeting being held.

11.3. Notices of motion shall be presented in writing to the SPEWA Secretary no later than 28 days prior to the Annual General Meeting being held and shall be published (email or similar) to all members within 7 days thereafter.

11.4. All correspondence pertaining to the Annual General Meeting shall be in the hands of the Secretary no later than 14 days prior to the AGM being held. The Secretary shall then formulate and advertise the new Agenda within 7 days thereafter (not necessary if no changes) to all members.

11.5. The annual report and audited balance sheet or financial statements (Tier 1) shall be submitted to members at the Annual General Meeting.

11.6. The election of officers to the Committee for the ensuing twelve (12) months shall take place at the Annual General Meeting together with any other business mentioned in the notice convening the meeting.

11.7. The President of the SPEWA shall chair all General Meetings of the SPEWA. Should the President not be present, the Vice President shall take the chair and if there should be no Vice President present, then the members shall elect a member present, to take the Chair.

11.8. At all meetings, the President's decision is final. The President shall only have a casting vote in addition to a deliberate vote in the case of a tied decision. Only Financial Members present shall be entitled to vote.

11.9. The quorum for all General Meetings shall be seven (7) members present. Should no quorum be formed within 30 mins of the appointed time, the meeting shall lapse unless the majority of members present adjourn the meeting to be held within 14 days. If the quorum cannot be attained within the 30mins of the appointed time then the meeting shall lapse altogether.

11.10. At any General Meeting changes to these may be formulated as necessary to the proper running of the SPEWA. No rule shall be altered or repealed unless:

a) A notice of motion in writing is presented to the SPEWA Secretary stating such repeal, addition or amendment at least 28 days prior to the General Meeting being called.
b) Such motion is to be presented to the members present at the General Meeting and shall not be approved unless passed by a three quarters (3/4) majority vote.

11.11. A General Meeting shall be called by the President or Secretary of the SPEWA or by any five members of the Committee or by written request from at least 20% of Financial Members, provided such meeting is held within 28 days of being called and notice has been given in writing to all members at least 14 days prior to being held.

11.12. At all General Meetings only business pertaining to the Agenda shall be discussed and attended to.

11.13. The Secretary of the SPEWA shall submit to the SPEWA membership at the conclusion of its Annual General Meeting a list of all SPEWA appointed persons and their contact numbers and email addresses.

12. Finance

12.1. The Financial Year of the SPEWA shall be 1st April to 31st March.

12.2. All monies of the SPEWA shall be paid into the account of the SPEWA at such bank or financial institution as the Committee may direct from time to time.

12.3. No monies shall be drawn from the SPEWA's account save by cheque or equivalent electronic instrument signed by the signatories as authorised by the Committee and shall not exceed the sum of $10,000 unless such withdrawal has been authorised and approved by the Committee or in case of an emergency the President or Secretary and the Treasurer of the SPEWA.

12.4. A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule 12.5.

12.5. A payment to a member out of the funds of the Association is authorised if it is:

a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association

12.6. All books and accounts of the SPEWA shall be audited annually by an Auditor appointed by the Committee each year.

13. Subscriptions

13.1. The annual subscription of each member to the SPEWA shall be determined by the Committee, providing no subscription shall be payable by a Life Member.

13.2. Subscriptions paid 14 days prior to a General Meeting being held shall deem that member to be a Financial Member of the SPEWA.

13.3. Affiliations (also known as Annual Membership Fees) paid to the SPE by members (Parents/Guardian of Junior Member or persons over the age of 18yrs as at the Annual General Meeting in that year) shall be deemed to be Financial Members of the Association and be eligible to vote at General Meetings of the Association.

13.4. All subscriptions for members to the Association must be paid 14 days prior to a General Meeting being held for that member to be eligible to vote.

14. Amendments to the Constitution

14.1. This shall be the only Constitution of the SPEWA and shall come into force forthwith and shall not be altered, varied, added to or repealed unless three quarters (3/4) of the Financial Members present at an Annual General Meeting or Special General Meeting convened for that purpose are in favour of such alteration, variation, addition or repeal.

14.2. Notices of Motion to repeal, vary or add to in anyway this Constitution shall be submitted in writing to the SPEWA's Secretary 14 days prior and shall be circulated to the members no later than seven (7) days prior to the date of a meeting being called for such purpose.

15. Dissolution

15.1. The Association may be dissolved at any time by Special Resolution of three quarters (3/4) majority of Financial Members present at a meeting convened for such purpose.

15.2. If upon the winding up the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among any members or former members, but shall be given or transferred by resolution of the members to:

a) Another association incorporated under the Act which has similar objects; or
b) A body corporate that at the time of the distribution is the holder of a license under the Charitable Collections Act 1946

16. Suspension or Expulsion of Members of Association

16.1. The Association may decide to suspend or expel a member from the Association if the member contravenes any of these rules; or the member acts detrimentally to the interests of the Association.

16.2. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the meeting at which the proposal is to be considered by the Association.

16.3. The notice given to the member must state; when and where the meeting is to be held, the grounds on which the proposed suspension or expulsion is based; and that the member may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Association about the proposed suspension or expulsion.

16.4. At the meeting, the Association must:

a) give the member a reasonable opportunity to make written and/or oral submissions to the Association about the proposed suspension or expulsion; and
b) give due consideration to any submissions so made; and
c) decide:

(i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or

(ii) whether or not to expel the member from the Association.

16.5. A decision of the Association to suspend the member's membership or to expel the member from the Association takes immediate effect.

16.6. The Association must give the member written notice of the Association's decision, and the reasons for the decision, within 7 days after the meeting at which the decision is made.

16.7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Association's decision under subrule 16.6, give written notice to the secretary requesting the appointment of a mediator.

16.8. During the period a member's membership is suspended, the member:

a) loses any rights (including voting rights) arising as a result of membership; and
b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

17. Disputes

17.1. The grievance procedure set out in this Rule applies to disputes under these Rules between:

a) members; or
b) one or more members and the Association.

17.2. The parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

17.3. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:

a) the parties to the dispute; and
b) the matters that are the subject of the dispute.

17.4. Within 28 days after the secretary is given the notice, a meeting must be convened to consider and determine the dispute.

17.5. The secretary must give each party to the dispute written notice of the meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

17.6. The notice given to each party to the dispute must state; when and where the Council Meeting is to be held and that the party may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Council about the dispute.

17.7. At the meeting at which a dispute is to be considered and determined, the Council must —

a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the Council about the dispute; and
b) give due consideration to any submissions so made; and
c) determine the dispute.

17.8. The association must give each party to the dispute written notice of the Association's determination, and the reasons for the determination, within 7 days after the meeting at which the determination is made.

17.9. A party to the dispute may, within 14 days after receiving notice of the Associations determination, give written notice to the secretary requesting the appointment of a mediator. Each party to the dispute is a party to the mediation.

17.10. If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the secretary stating that the party does not agree to the dispute being determined by the Association; and requests the appointment of a mediator, the Association must not determine the dispute.

18. Mediation

18.1. This Division applies if written notice has been given to the secretary requesting the appointment of a mediator under rules 16.7, 17.9 and 17.10.

18.2. The mediator must be a person chosen:

a) if the appointment of a mediator was requested by a member under rule 16.7 — by agreement between the member and the Association; or
b) if the appointment of a mediator was requested by a party to a dispute under rule 17.9 — by agreement between the parties to the dispute.

18.3. In the absence of agreement the Association must appoint the mediator.

18.4. The person appointed as mediator by the Association may be a member or former member of the Association but must not have a personal interest in the matter that is the subject of the mediation; or be biased in favour of or against any party to the mediation.

18.5. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

18.6. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

18.7. In conducting the mediation, the mediator must:

a) give each party to the mediation every opportunity to be heard; and
b) allow each party to the mediation to give due consideration to any written statement given by another party; and
c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

18.8. The mediator cannot determine the matter that is the subject of the mediation.

18.9. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

18.10. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Western Australian Section of the
Society of Petroleum Engineers (SPE) Inc Rules

This updated Rules were formally adopted at a general meeting of the association's Membership on 18th July 2018, for incorporation under the WA Associations Incorporation Act 2015. This is the current Rules of the Association deeming all other Association Rules now obsolete.