

BY-LAW NO. 1

A By-law relating generally to the affairs of

THE ASSOCIATION OF APPLIED GEOCHEMISTS

PREAMBLE

PURPOSE: The Association of Applied Geochemists is constituted for the following purposes: to form a united and representative group of persons specializing in the geochemistry of mineral resources; to advance the science of geochemistry especially as it relates to the geochemistry of mineral resources – their exploration, exploitation and environmental impact; to foster the common scientific interests of geochemists working in these areas; to facilitate the acquisition of professional knowledge and information relevant to the geochemistry of mineral resources, and to promote the interchange thereof among its members; to encourage research into dispersion of geochemical species, both natural and anthropogenic, and to use this knowledge for the development of methods for the improved detection and understanding of these dispersion patterns; to advance the status of the profession and to promote and maintain high standards of training and ethics amongst its members.

LEGAL STATUS. In Canada the Association is continued under the Canada Not-for-profit Corporations Act, S.C. 2009, Chapter 23, comprising a body corporate and politic, without share capital, for the purposes of carrying on, without pecuniary gain to its members, objectives, to which the legislative authority of the Parliament of Canada extends, of a scientific and professional character. The Association of Applied Geochemists is a non-profit educational and trade organization under Section 5.01 (c) (6) of the Internal Revenue Code of the United States. No portion of the assets shall be used to the benefit of any member or individual.

ARTICLES

- | | |
|-------|--|
| One | Interpretation |
| Two | Membership |
| Three | Affairs of the Association |
| Four | Councillors |
| Five | Officers |
| Six | Protection of Councillors and Officers |

Seven	Committees
Eight	Associated Societies
Nine	Meetings of Members
Ten	Notices
Eleven	Financial
Twelve	Amendment

BE IT ENACTED as a By-law of the Association as follows:

ARTICLE ONE

INTERPRETATION

1.01 DEFINITION. In this By-law and all other by-laws and special resolutions of the Association, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Association" means the corporation continued under the Act by articles of Continuance and named THE ASSOCIATION OF APPLIED GEOCHEMISTS.

"By-law" means this By-law and all other by-laws of the Association from time to time in force and effect;

"Meeting of members" includes the Annual General Meeting of members and any Special Meetings of members;

"Member" and "membership" include collectively the specific categories of Fellow, Member, Student Member, Honorary Fellow, Senior Fellow and Senior Member; and "Fellows" shall include Fellows, Senior Fellows and Honorary Fellows.

1.02 INTERPRETATION. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE TWO

MEMBERSHIP

2.01 MEMBERS. The members of the Association shall be the members existing on the effective date of this By-Law and such eligible candidates for election as may hereafter be admitted to membership in accordance with the By-law of the Association. A membership is not transferable.

2.02 CLASSES OF MEMBERS. The Association shall consist of those classes of members as set out in the articles.

2.03 APPLICATION FOR MEMBERSHIP. The application of a candidate for Fellow, Member, or Student must be accompanied by such dues as are prescribed by the Council from time to time and by such information as is required on forms prescribed by the Council and a declaration signed by the candidate that he has read and agrees to honour and abide by the Code of Ethics of the Association if and when elected to membership.

Normally, the application form of a candidate for Fellow must be signed by three Fellows. However, for applicants from countries where there are fewer than ten resident Fellows of the Association, the required forms may be signed by at least four professional colleagues, supervisors, or university teachers who are able and willing to serve as meaningful referees for the applicant. In such cases referees may be asked to provide details of their qualifications and experience in order to confirm that they are appropriate supporters of the applicant. Applicants from such countries must meet the same additional requirements for qualification as Fellow as are required for all other applicants.

A candidate seeking election as Fellow in the Association will be responsible for distributing referee report forms, supplied with the application form, to the Fellows of the Association or professional colleagues who are supporting his application. The application form of a candidate for membership as a Member must be signed by the candidate and must include a declaration signed by the candidate that he is actively engaged in scientific or technological work in relevant fields of applied geochemistry at the time of his application and has been so engaged for at least two years prior thereto. The application form of a candidate for membership as a Student Member must be co-signed by a professor of the candidate's university, or the principal or head of the candidate's school of mines, or by one Fellow.

Completed application forms shall be forwarded to the Association head office. The persons supporting the candidate shall forward the completed referee report forms to the Association head office.

2.04 ELECTION OF MEMBERS. The election of candidates for membership in the

Association in any class shall be by Council as hereinafter provided. The name, address, and position of each eligible candidate for Fellow, Member, or Student Membership in the Association shall be submitted to Council by the Admissions Committee, together with its recommendations. The Council will review the candidates for all classes of membership at the Council Meeting next following the submission by the Admissions Committee or by correspondence, and if no objection to any candidate's membership is raised, the Chairman of the Council Meeting or the President will instruct the Secretary to prepare a list of names, addresses, and positions of the candidates, by category of membership, for inclusion in the next issue of the Association newsletter or other specified publication to be forwarded to all members of the Association. If, after a minimum of 60 days have elapsed following the submission of candidate information to the membership, no signed letters of objection from any Fellow of the Association is received by the Secretary objecting to any candidate's admission, the candidate will be deemed elected subject to the receipt by the Association of payment of required dues.

If an objection is raised to any candidate's membership, either by a Councillor or by a Fellow, Council will decide the matter by a majority vote. An Honorary Fellow shall be elected by the unanimous vote of all Councillors of the Association.

2.05 TIME OF ELECTION. Fellows, Members, and Student Members elected prior to October 1 in any year shall pay the full annual dues for that calendar year and shall be entitled to receive all publications of the Association for that year. Those elected on or after October 1 in any year may choose to pay full annual dues for that calendar year, in which case they shall be entitled to receive all publications of the Association for that year. Alternatively, they may elect to pay no annual dues for that year, in which case they will receive no publications of the Association for that year.

2.06 FELLOW. To be eligible for election as a Fellow, a candidate shall:

(i) possess a Bachelor's or equivalent degree in pure or applied science from an educational institution recognized by the Council;

(ii) have completed a period of training and professional experience of at least six years in pure or applied science which shall include at least two years in applying, developing, researching, or teaching methods of applied geochemistry;

(iii) be actively practicing applied geochemistry at the time of his application;

(iv) satisfy the Council that he is a fit and proper person to become a Fellow.

Up to three years of post-Bachelor's training at a university can be applied toward the six-year requirement in (ii) of this Section.

2.07 ADVANCEMENT TO FELLOW FROM MEMBER. Any member in good standing, including an Honorary Fellow, can be nominated as a Fellow by an established Fellow of the Association by completing the Nominating Sponsor's Form. The Nominating Sponsor shall identify at least two other Fellows who also agree to sponsor the nomination.

It is the responsibility of the sponsors and nominee to document the basis for the nomination for advancement to Fellow so that the Admissions Committee can evaluate the nomination and prepare a recommendation to the Council.

A nominee for Fellow shall meet all requirements for Fellow as set forth in Section 2.06 above.

2.08 HONORARY FELLOW. To be eligible for election as an Honorary Fellow, a person shall have made a distinguished contribution to applied geochemistry that warrants exceptional recognition. An Honorary Fellow shall have all the rights and privileges of a Fellow. Existing Honorary Members shall become Honorary Fellows once this By-Law comes into effect.

2.09 MEMBERS. To be eligible for election as a Member, a candidate shall:

- (i) be actively engaged in the field of applied geochemistry at the time of his application and for at least two years prior thereto;
- (ii) satisfy the Council that he is a fit and proper person to become a Member.

2.10 STUDENT MEMBERS. To be eligible for election as a Student Member, a candidate must:

- (i) be taking an approved course of instruction or training in a field of pure or applied science at a recognized institution;
- (ii) satisfy the Council that he is a fit and proper person to become a Student Member.

2.11 SENIOR MEMBERS and SENIOR FELLOWS. Members in good standing with the AAG may elect to become a Senior Member or Senior Fellow once they are over the age of 55 and have retired. Senior Members and Senior Fellows will not receive the full range of AAG publications, but in return will pay reduced dues, as determined by Council from time to time. The range of publications available to Senior Members and Senior Fellows will be determined by Council and will be summarized in the newsletter and on the website.

2.12 USE OF TITLES. Only Fellows shall be permitted to designate themselves as members of the Association on any letterhead, business card, or professional notice. If a Fellow, Senior Fellow or Honorary Fellow shall have occasion to designate himself as a member of the Association on any letterhead, business card, or professional notice, he shall state the class of membership he holds and may do so by the use of an abbreviated title as follows:

Fellow	FAAG
Senior Fellow	Sr. FAAG

Honorary Fellow Hon. FAAG

2.13 STANDARD OF CONDUCT. All members of the Association shall be guided by the highest standards of ethics, personal honour, and professional conduct as exemplified by the Code of Ethics of the Association (Schedule A of this By-law). Each candidate for admission to the Association shall undertake to adhere to the Code of Ethics of the Association as amended from time to time.

2.14 TERM OF MEMBERSHIP. All members shall serve as members of the Association until their death or until their membership is terminated in accordance with Sections 2.17, 2.18, 2.19 or 2.20 of this By-law.

2.15 CERTIFICATES OF MEMBERSHIP. The Association may elect to issue certificates of membership. Any certificate of membership issued by the Association remains the property of the Association and may be recalled at any time. A certificate of membership held by a member shall be returned to the Secretary of the Association by the member upon the termination of his membership period.

2.16 DUES. The dues for membership in the Association shall be set from time to time by the Council. Annual dues shall pertain to a calendar year and shall be payable in advance before January 1 of each calendar year. A notice shall be mailed to each member of the Association before that date stating the amount of annual dues.

A member who is in arrears in payment of dues shall not be entitled to exercise the rights and privileges of membership in the Association, and Council shall be entitled to terminate the membership of any member if the dues payable by such member, or any portion thereof, remains outstanding for the period of time of one year or a lesser period as fixed from time to time by the Council. Honorary Fellows shall not be required to pay dues and shall receive the publications of the Association free of charge.

2.17 TERMINATION OF MEMBERSHIP. Membership may be terminated for cause (including conduct unbecoming of a member that subjects the Association or other members to criticism or adverse publicity, or failure to comply with the letters patent, Code of Ethics, or By-law of the Association) by at least three-quarters of the votes cast at a meeting of the Councillors at which at least 10 Councillors are present, provided that written notice of such proposed action and the reasons therefore are sent by certified or registered mail to the member at his address as recorded in the books of the Association at least 30 days before the meeting at which the motion is to be made and that the member is entitled to be present and to be heard at the meeting, either in person or by telephone, to give reason why his membership should not be terminated.

Any member receiving such a notice shall be entitled to be represented by counsel at the Meeting referred to in the notice. The Chairman of the meeting shall establish such rules for the conduct of the Council Meeting as he in good faith deems necessary or expedient.

2.18 TERMINATION OF STUDENT MEMBERSHIP. Any Student Member of the Association who has not, within a period of six years from the date of his admission, applied

for and obtained transfer to another class of membership shall, at the discretion of Council and after due notice has been given to him by the Secretary, cease to be a Student Member. A Student Member may be elected either as a Member or as a Fellow.

2.19 RESIGNATIONS. Any member may resign from the Association by delivering a written resignation to the Secretary of the Association.

ARTICLE THREE

AFFAIRS OF THE ASSOCIATION

3.01 HEAD OFFICE. Until changed in accordance with the Act, the head office of the Association shall be in the City of Ottawa, in the Province of Ontario, Canada.

3.02 CORPORATE SEAL. The Corporate Seal of the Association shall be in the form impressed hereon, or in such other form as the Council may from time to time determine.

3.03 FINANCIAL YEAR. Unless otherwise ordered by the Council, the financial year the Association shall end on the last day of December in each year.

3.04 EXECUTION OF INSTRUMENTS. Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Association by any two Councillors appointed by two-thirds vote of the Councillors present at a properly constituted meeting. In addition, the Council may from time to time by resolution direct the manner in which any particular instruments or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto.

3.05 BANKING ARRANGEMENTS. The banking business of the Association shall be transacted with such banks, trust companies, or other firms or corporations as may from time to time be designated by, or under the authority of the Council. Such banking business or any part thereof shall be transacted under such agreement, instructions, and delegations of powers as the Council may from time to time prescribe or authorize.

3.06 BORROWING POWERS. The Council may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Association;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Association;
- (d) sell or pledge such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) mortgage, hypothecate, charge, or pledge all or any of the real and personal property, undertaking, and rights of the Association to secure any such debentures or other securities or

any money borrowed or any other liability of the Association.

3.07 AWARDS. The Council may from time to time, in such amounts and in such a manner as it deems proper and appropriate:

- (a) award scholarships, bursaries, prizes, medals, and/or certificates to a person or persons who, in the opinion of a majority of Councillors are deserving of such awards;
- (b) sponsor distinguished lecturers to advance the profession of applied geochemistry;
- (c) accept or receive donations to finance lectures, scholarships, bursaries, prizes, medals, and certificates that may be awarded by the Council or to finance other activities of the Association.

ARTICLE FOUR

COUNCILLORS

4.01 COUNCIL. The affairs of the Association shall be managed by its board of directors, to be known as its Council. Until changed in accordance with the Act, the number of Councillors, including the Officers of the Association, Ordinary Councillors, and Past-President (ex-officio) Councillors, shall be 17. In addition, not more than 10 Regional Councillors may be members of Council at any one time. The quorum for the transaction of business at any meeting of the Council, except as specified in Section 2.17 of this By-law, shall be 5 Councillors.

4.02 QUALIFICATION. All Councillors shall be Fellows of the Association.

4.03 TERM OF ORDINARY COUNCILLORS. Ordinary Councillors shall be elected by the Fellows of the Association. The period of office of each Ordinary Councillor shall be two calendar years. Half the total number of Ordinary Councillors, or such larger number as may be required to constitute a full complement of Ordinary Councillors, shall be elected each year. In the event that more than five Ordinary Councillors are elected because of vacancies resulting from the removal or vacation of appointment, or from the election to the position of an Officer of the Association of an Ordinary Councillor in good standing, the elected Ordinary Councillors receiving successively smaller number of votes will serve to fill these vacancies. Ordinary Councillors shall be eligible for re-election. No person shall hold office as an Ordinary Councillor for a continuous period of more than four years.

4.04 NOMINATION OF ORDINARY COUNCILLORS. A duly qualified Fellow may be nominated for election as an Ordinary Councillor either by:

- (a) a resolution of the Council, or
- (b) by written nomination from any six Fellows, where such nomination is received by the Secretary before July 1 immediately preceding such election together with the written agreement of such member to serve as an Ordinary Councillor and attend meetings of Council if elected. The Council shall ensure that at least two candidates shall be nominated in excess of the number of Ordinary Councillors to be elected.

4.05 ELECTION OF ORDINARY COUNCILLORS. The Council shall issue to the Fellows, during September of each year, a list of Fellows nominated for election as Ordinary Councillors in accordance with 4.04 above, which shall be regarded as the balloting list. The ballot may be conducted either electronically or by postal vote, or by a combination of the two. In the case of postal voting each Fellow wishing to vote shall return a properly marked ballot to the Secretary, to be received by the Secretary before December 1 of each year. Any ballot shall be deemed invalid if not completed in accordance with instructions included in the ballot. The Secretary shall transfer the sealed ballots received to the public accountant of the Association, or to disinterested persons appointed by the public accountant, hereafter referred to as Ballot Scrutineers, for opening and counting.

Electronic voting must be completed in accordance with instructions and votes must be submitted directly to the Ballot scrutineers before December 1 of each year. The Ballot Scrutineers shall be responsible for counting all electronic votes.

The public accountant shall provide the Secretary with the result of the balloting, which shall be reported in the first available issue of the Association newsletter and on the Association's web-site. The candidates elected shall be those who receive the highest number of ballots returned to the Secretary by the prescribed date.

In the event that candidates receive an equal number of votes, the names of the candidates shall be submitted to the Ordinary members of Council who shall determine by their tie-breaking votes, which of the candidates shall be elected. In the event that Council cannot agree on a preferred candidate, the President shall determine by his vote which of the candidates shall be elected.

4.06 PAST-PRESIDENT COUNCILLORS. The President of the Association shall become a Past-President (ex-officio) Councillor having the privileges of an Ordinary Councillor. This term starts at the expiry of his term as President and continues for no more than two years.

4.07 REGIONAL COUNCILLORS. Regional Councillors shall have the privileges of Ordinary Councillors, and shall be residents of the regions which they are elected to represent, and shall promote the interests of the Association in that region. No Regional Councillor shall be elected to represent any region in Canada, the United States or Australia. The period of office of a Regional Councillor shall be two calendar years and he shall be eligible for re-election.

4.08 NOMINATION OF REGIONAL COUNCILLORS. The Council shall decide which regions shall be represented by Regional Councillors and shall notify the general membership by means of an announcement in the Association newsletter or other specified publication. Fellows in the regions to be represented shall be individually notified before June 1 in each year in which election is to occur. A Fellow in good standing may be nominated for election as the Regional Councillor to represent a region chosen by the Council in the manner above provided either by:

- (a) a resolution of the Council or
- (b) a written nomination by any four Fellows who reside in the region which the Regional Councillor is nominated to represent. Such nomination must be received by the Secretary before July 1 immediately preceding such election together with the written statement of such

member agreeing to serve as a Regional Councillor if elected.

4.09 ELECTION OF REGIONAL COUNCILLORS. If only one nomination is made for the election of any one Regional Councillor, the member nominated, if duly qualified, shall be declared to be elected from the start of the next calendar year. If, in the case of a particular area, more than one nomination is made for the election of a Regional Councillor, the Council shall prepare and issue a voting ballot to each Fellow whose address in the records of the Association is in the area concerned. The voting ballot shall be dispatched with the balloting list referred to in Section 4.05, and shall be returnable with the balloting list. The voting ballots shall be examined by the Ballot Scrutineers appointed under Section 4.05 who shall provide the Secretary with the result of the balloting, which will be reported in the first available issue of the Association newsletter and on the Association's web-site. The candidate elected shall be the one who receives the highest number of votes, and in the event of an equality of votes, the names of the candidates shall be submitted to the Ordinary members of Council who shall determine by their tie-breaking vote which candidate shall be elected. In the event that Council cannot agree on a preferred candidate, the President shall determine by his vote which of the candidates shall be elected.

4.10 TERMINATION OF REGIONS REPRESENTED BY REGIONAL COUNCILLORS. The Council may, by resolution, terminate any Region designated by it, which termination shall take effect at the start of the next calendar year.

4.11 VACATION OF APPOINTMENT. The position of Councillor or Regional Councillor shall be automatically vacated:

(a) if he resigns his office by delivering a written resignation to the Secretary of the Association;

(b) if he is found to be a lunatic or becomes of unsound mind;

(c) if, for any reason, he ceases to be a Fellow;

(d) on death;

(e) if a Regional Councillor ceases to be a resident in the particular area he was elected to represent.

4.12 REMOVAL OF COUNCILLORS. A Councillor may be removed at any time during his period of office as a result of a ballot supported by at least three-quarters of the Fellows voting on the motion to remove him. A written proposal to this effect may be forwarded to the Secretary by any six Fellows. In the event that the Councillor wishes to contest this proposal the Secretary shall distribute copies of the proposal to all Fellows, together with any reasonable documentation supplied by the Councillor, and with ballot papers calling on Fellows to vote on the proposal to remove the Councillor. Any Fellow wishing to vote shall do so either electronically or by postal vote under the options outlined in Section 4.05. Votes must be received not more than sixty days after the date of distribution of the material. The public accountant shall provide the Secretary with the result of the balloting, which shall be

reported in the first available issue of the Association's newsletter and on the Association's web-site. In the event that the Councillor is removed from office this removal shall take place with immediate effect.

4.13 ORDINARY COUNCILLOR VACANCIES. Ordinary Councillor vacancies on the Council may be filled for the remainder of the terms of the positions vacated, either by the Council if the remaining Councillors constitute a quorum or by induction of the candidate who received the highest number of votes but failed to be elected at the last ballot for election of Ordinary Councillors. If the number of Councillors is increased beyond the number specified in Section 4.01, the vacancy or vacancies on the Council thereby created shall be filled in the manner above provided.

In the absence of a quorum of Councillors, the remaining Councillors shall forthwith call a general meeting of the members to fill the vacancies, and, in default or if there are no remaining Councillors, the meeting may be called by any Fellow.

4.14 CALLING OF MEETINGS. Meetings of the Council shall be held from time to time, but at least three times per year, at the call of the President or a majority of Councillors. Notice of the time and place of every meeting so called shall be given to each Councillor not less than 48 hours (excluding Saturdays and Sundays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Councillors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. If a quorum is not present at a Council Meeting called under the provision of this By-law, the meeting will be adjourned for a period of not less than one week. Notice of such adjourned meeting shall be issued to all Councillors, and the Councillors present at the adjourned meeting shall be deemed to be a quorum.

4.15 FIRST MEETING OF NEW COUNCIL. Providing a quorum of Councillors is present, each newly elected Council shall, without notice, hold its first meeting during January of its year in office.

4.16 VOTES TO GOVERN. At all meetings of the Council every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes the Chairman of the meeting shall be entitled to a second or tie-breaking vote.

4.17 CHAIRMAN. The President or, in his absence, the Vice-President shall be Chairman of any meeting of Councillors, and, if no such Officer be present, the Councillors present shall choose one of their number to be Chairman.

4.18 REMUNERATION AND EXPENSES. The Councillors and Officers shall serve as such without remuneration and no Councillor or Officer shall directly or indirectly receive any profit from his position as such, except that a Councillor or Officer may be paid for reasonable expenses incurred by him in the performance of his duties as may from time to time be approved by Council.

4.19 CODE OF ETHICS. The Code of Ethics of the Association (Schedule A of this By-law) may from time to time be amended by the Council. Upon such amendment, the Secretary shall forthwith send each of the members a copy thereof.

4.20 ANNUAL REPORT. The Council shall prepare an Annual Report on the affairs of the Association for the Annual General Meeting of members. The Report shall include written reports from the Officers, Regional Councillors, Committee Chairmen, and an audited statement of accounts of the Association and shall be published in the Association's newsletter and on the web-site prior to the date of the Annual General Meeting.

ARTICLE FIVE

OFFICERS

5.01 APPOINTMENT OF OFFICERS. From time to time the Council shall appoint from among the Councillors or those who have been Councillors thereof, a President, a Vice-President, a Secretary, and a Treasurer.

The Council may appoint such other Officers from among the members of the Association as the Council may determine from time to time. The offices of the Secretary and the Treasurer may be combined at the discretion of Council. Eligible nominees for such appointments may be standing Councillors, past-Councillors, or past-officers. If more than one such nomination is obtained for a position, appointment shall be determined by a majority vote of Council. If only one nomination is obtained, that person will be deemed to have been appointed to the position at issue.

5.02 PRESIDENT. The President shall be the chief executive officer of the Association and, subject to the authority of the Council, shall have the general supervision of the affairs of the Association, and he shall have such other powers and duties as the Council may prescribe. The term in office shall normally begin on January 1 in the calendar year following his election by Council and the term shall normally be for two calendar years. The President shall not hold office for a period of more than 28 months, except as provided in Section 7.08, and may not again be appointed as President until at least three years have elapsed since the termination of any prior term in such position. The President shall present the Annual Report of Council on the affairs of the Association to the Annual General Meeting of members.

5.03 A Vice-President shall be appointed before the start of alternate calendar years.

5.04 The person appointed as Vice-President of the Association shall normally hold office for a period of two calendar years. The Vice-President shall not hold office for a period of more than 28 months, except as provided in Section 7.08

5.05 VICE-PRESIDENT. The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice-President shall have such other powers and duties as the Council or the President may prescribe.

5.06 SECRETARY AND TREASURER. Council shall be responsible for the appointment of

Secretary and Treasurer and their appointments shall be reviewed by the Council on an annual basis.

5.07 SECRETARY. The Secretary shall attend and be the secretary of all meetings of Council and members and shall enter, or cause to be entered in books kept for that purpose, minutes of all proceedings thereat; he shall supervise the publication of such papers or articles as Council may direct; he shall give or cause to be given, as and when instructed, all notices to members and Councillors; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents, and other instruments belonging to the Association except where some other officer or agent has been appointed for that purpose; he shall submit an annual report to the Council, and he shall perform such other duties as the Council or the President may prescribe. If the Secretary cannot be present for a Council meeting the Councillors shall elect a Secretary from among the Councillors present at the meeting. Such a person shall take on all the responsibilities of Secretary relating to that meeting only.

5.08 TREASURER. The Treasurer shall keep or arrange for the keeping of full and accurate books of account in which shall be recorded all receipts and disbursements of the Association, and under direction of the Council shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Association; he shall prepare a written report on the financial status of the Association for inclusion in the report of Council to the Annual General Meeting, and shall, from time to time, as requested by the President or Council, submit additional written reports to Council or to meetings of members on his transactions as Treasurer and of the financial position of the Association, and he shall perform such other duties as the Council or the President may prescribe.

5.09 DUTIES OF OTHER OFFICERS. The duties of all other officers of the Association shall be such as the terms of their engagement call for or as the Council or the President may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Council or the President otherwise directs.

5.10 VARIATION OF DUTIES. From time to time the Council may vary, add to, or limit the powers and duties of any officer.

5.11 AGENTS AND ATTORNEYS. The Council shall have power to appoint or dismiss agents or attorneys for the Association in or out of Canada. Council may delegate such powers of management to appointees as it may deem appropriate.

5.12 REMOVAL OF OFFICERS. Council may remove, by at least three-quarters of the votes cast at a meeting of Councillors, at which at least ten Councillors are present, any officer of the Association.

ARTICLE SIX

PROTECTION OF COUNCILLORS AND OFFICERS

6.01 **LIMITATION OF LIABILITY.** No Councillor or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Councillor or officer or employee, for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Association unless the same shall happen through his own gross negligence or willful misconduct.

6.02 **INDEMNITY.** Every Councillor or officer of the Association, and every other person who has undertaken or is about to undertake any liability on behalf of the Association and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

(a) all costs, charges, and expenses whatsoever which he sustains or incurs in or about any action, suit or proceedings brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, and

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by his own gross negligence or willful misconduct.

ARTICLE SEVEN

COMMITTEES

7.01 **APPOINTMENT OF COMMITTEES.** Subject to any restrictions that may be imposed from time to time by Council, the President may appoint committees from time to time for such purposes as he may deem necessary to further the objectives and purposes of the Association.

7.02 **CHAIRMAN.** The Chairman of each committee shall be named by the President or, at the wish of the President, by the members of each committee. Each Chairman shall prepare a report of the activities of his committee to be presented to the Council in sufficient time to allow reports to be published in the Association's newsletter and on the web-site prior to the Annual General Meeting. The Chairman of each committee shall also make such other reports as the President or Council may from time to time request.

7.03 **ADMISSIONS COMMITTEE.** The President shall appoint an Admissions Committee that shall review the application of every candidate for membership in the Association. The Admissions Committee shall consist of three Fellows, at least one of whom is a Councillor. The Chairman of the Admissions Committee shall be selected by the President from among the membership of the Admissions Committee of the previous year.

7.04 NEW MEMBERSHIP COMMITTEE. The President shall appoint a New Membership Committee which shall disseminate information concerning the objectives and purposes of the Association in order to increase the Association's membership.

7.05 BY-LAW REVIEW. At an interval not to exceed ten years from the last review of the By-law, the President shall appoint a committee to review the By-law and to make recommendations to Council for necessary and appropriate changes.

7.06 MEMBERS' COMMITTEE. The Fellows at an Annual General Meeting of the Association may appoint a committee to scrutinize all financial records of the Association and report their findings at a time or place specified by the meeting.

7.07 TERM. The term of each committee shall expire at the close of the calendar year during which it was appointed unless otherwise specified by the President or the Council. The title and membership of all committees shall be set out in writing in the Council minutes, in the Association's newsletter and on the Association's web-site.

7.08 PROVISION FOR OVER-HOLDING OF OFFICE. In the event, for any reason, the offices of President, Vice-President, , Secretary, or Treasurer of the Association, are not filled, the person holding any such office for the previous year shall continue to hold the same until his successor is elected within the next calendar year.

7.09 REMOVAL OF COMMITTEE MEMBERS. Council, by majority vote, may remove at its discretion any member of any committee.

ARTICLE EIGHT

ASSOCIATED SOCIETIES AND ORGANIZATIONS

8.01 ADJUNCT ORGANIZATIONS. The Association may establish adjunct organizations on such terms and conditions as the Council may from time to time determine.

8.02 PARTICIPATION. Members of adjunct organizations may attend all meetings of the Association and may otherwise participate in activities of the Association in such ways as may be approved by the Council, but shall not have the right to vote unless authorized by Council for specific matters of mutual interest.

8.03 AFFILIATED AND ASSOCIATED SOCIETIES. The Association may also interact closely with other organizations and societies by means of affiliations or associations to foster cooperative activities, such as joint meetings, for the benefit of the membership of the Association, and/or for any other purpose consistent with the preamble to this By-law.

ARTICLE NINE

MEETINGS OF MEMBERS

9.01 ANNUAL GENERAL MEETING. The Annual General Meeting of the members shall be held at such time and on such day as the Council may from time to time determine for the purpose of receiving reports and statements; appointing the public accountant and fixing or authorizing the Council to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

The Annual General Meeting must be held within the term of office of the current President and Council. If possible, it should be held towards the end of the year in order to allow the President and Council to report on their year in office, and to introduce the new Councillors. Every effort should be made to hold Annual General Meetings in a variety of locations around the world in order to give as many members as possible a direct voice in the affairs of the Association.

9.02 SPECIAL MEETINGS. The Council shall have power to call a Special Meeting of members at any time. The Council shall, on the requisition of at least five percent of the Fellows of the Association, proceed duly to call a Special Meeting of the members within 60 days of the receipt by the Secretary of such requisition. The requisition shall state the general nature of the business to be transacted at the Special Meeting and shall be signed by the requisitionists and deposited at the head office of the Association and may consist of several documents in like form, each signed by one or more requisitionists.

It is recognized that the Association is an international body and as such it is impossible to hold meetings at which it is easy for a majority of the members to be present. Consequently Council should encourage the holding of Special Meetings to report back to members at appropriate venues anywhere in the world whenever a suitable opportunity presents itself, and should also encourage contact by electronic means.

9.03 NOTICE OF SPECIAL OR ANNUAL GENERAL MEETINGS. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held, or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

9.04 CHAIRMAN. The President or, in his absence the Vice-President, shall be the Chairman of any Special or Annual General Meeting of members. If no such Officer be present within fifteen minutes from the time fixed for holding the meeting, the persons

present and entitled to vote shall choose one of their members to be Chairman.

9.05 RIGHT TO VOTE. At each Special or Annual General Meeting of the membership, only Fellows present or represented by proxy shall be entitled to vote and each such Fellow shall be entitled to one vote.

9.06 QUORUM. A quorum for the transaction of business at any Special or Annual General Meeting of members shall be 15 Fellows present in person or by proxy. If a quorum is not present within thirty minutes following the time established for the meeting, the President may, by stating to the members then assembled, the time and place of a subsequent meeting of members to be held at least 7 days but not more than 60 days thereafter. Any meeting so called by the President shall be duly called and it shall not be necessary to provide any further notice of the meeting to the members and public accountant of the Association. The quorum of any meeting so called by the President shall be 15 Fellows present in person or by proxy.

9.07 PROXIES. At any Special or Annual General Meeting a proxy-holder duly and sufficiently appointed by a Fellow shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy-holder need not be a member of the Association. An instrument appointing a proxy-holder shall be in writing and executed by or on behalf of the appointer.

9.08 DEPOSIT OF PROXIES. The Council may by resolution fix a time not exceeding 48 hours, excluding Saturdays and Sundays, preceding any Special or Annual General Meeting or adjourned such meeting of members before which time a proxy to be used at that meeting must be deposited with the Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular or explanatory memorandum relating thereto. If no such time for the deposit of a proxy is fixed by the Council, a proxy shall be acted on only if prior to the time of voting it is deposited with the Secretary of the Association or the secretary of the meeting or as may be directed in the notice calling the meeting.

9.09 SHOW OF HANDS. Any question at a Special or Annual General Meeting of members shall be decided by a show of hands unless, either before or after a show of hands has been taken, a secret ballot thereon be required by the Chairman or be demanded by any member present or represented by proxy and entitled to vote.

9.10 TIE-BREAKING VOTE. In case of an equality of votes at any Special or Annual General Meeting of members, either upon a show of hands or upon a secret ballot, the Chairman of the meeting shall be entitled to a second or tie-breaking vote.

ARTICLE TEN

NOTICES

10.01 METHOD OF GIVING NOTICES. Any notice (which term in this Article 10 includes any communication or document) to be given (which in this Article 10 includes sent, delivered or served) pursuant to the Act, the articles, the By-law or otherwise to a member, Councillor,

or public accountant, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to his said address by any means of wire or wireless or any other form of recorded communication. The Secretary may change the address on the books of the Association of any member, Councillor, Officer, or public accountant in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid. A notice so mailed shall be deemed to have been given seven days following the date when the notice is deposited in a post office or public letter box; a notice sent by means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given on the next business day following the transmission.

10.02 COMPUTATION OF TIME. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.03 OMISSIONS AND ERRORS. The accidental omission to give any notice to any member, Councillor or public accountant, or the non-receipt of any notice by any member, Councillor or public accountant, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.04 WAIVER OF NOTICE. Any member (or his duly appointed proxy or representative), Councillor, or public accountant may waive any notice required to be given to him under any provision of the Act, the letters patent, the By-law, or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE ELEVEN

FINANCIAL

11.01 PUBLIC ACCOUNTANT. Public accountant, to audit the accounts of the Association, shall be recommended by Council and confirmed by the Fellows at the Annual General Meeting following this recommendation. The Council may fill any casual vacancy in the office of public accountant.

ARTICLE TWELVE

AMENDMENT

12.01 AMENDMENT. This By-law may not be amended or repealed, nor any new By-law enacted, unless such amendment, repeal, or enactment is proposed by the Council or by no fewer than five percent of the Fellows. Upon receipt of such a proposal it shall be published in the Association's newsletter and on the Association's web-site. Once it has been circulated to members the Secretary shall initiate voting under the postal and electronic voting procedures outlined in Section 4.05. Each Fellow wishing to vote shall do so no later than 60 days after the date of distribution of the ballot papers. No such amendment, repeal, or enactment shall be effective unless the number of valid votes exceeds 10% of the number of Fellows and is confirmed by at least two-thirds of the votes cast. The result of the balloting shall be reported in the Association's newsletter and on the Association's web-site.

12.02 EFFECTIVE DATE. Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 7th day of August, 2014 and confirmed by the members of the Corporation by special resolution on the 7th day of August, 2014.

Dated as of the 8th day of August, 2014.

Gwennyth Hall

SCHEDULE A

CODE OF ETHICS OF THE ASSOCIATION OF APPLIED GEOCHEMISTS

General Principles

1. Each member of The Association of Applied Geochemists shall conduct his affairs in accordance with the highest standards of ethics, personal honour, scientific integrity, and professional conduct. The word "member" as used throughout this Code of Ethics shall refer to members of any class of membership in The Association of Applied Geochemists.
2. Each member shall be held to a duty of honesty, integrity, loyalty, fairness, impartiality, candor, fidelity to trust, and inviolability of confidence.

Duties of Members to the Public

3. A member shall avoid and discourage sensational, exaggerated, and unwarranted statement with regard to professional matters that might induce participation in unsound enterprises.
4. A member shall not knowingly permit the publication of reports or maps he has prepared for any unsound, illegitimate, or illegal undertaking.
5. A member shall not give a professional opinion, make a report, or give legal testimony without being as thoroughly informed as might reasonably be expected given

the purpose for which the opinion, report, or testimony is desired. In giving or making such an opinion, report, or testimony, a member shall disclose the extent to which such opinion, report or testimony is based upon incomplete knowledge or information.

6. A member may publish dignified business, professional, or announcement cards, but shall not advertise his work or accomplishments in a self-laudatory or unduly conspicuous manner.

7. A member shall not issue a false statement or false information even though directed to do so by an employer or client.

8. No member may use his membership in the Association to promote his commercial interests, except that Fellows and Honorary Members may list their category of membership on stationery, business cards, and professional notices in accord with Section 2.12.

9. A member shall protect, to the fullest extent possible, the interest of his employers or clients so far as is consistent with the public welfare and his professional obligations and ethics.

10. A member who finds that his obligations to his employer or client conflict with his professional obligations or ethics shall either remove such conflict of duties or withdraw his professional services from such employer or client.

11. It is the duty of a member who has any interest, whether direct or indirect, which may conflict with the interests of an employer or client to disclose the existence of the interest to such employer or client.

12. A member shall not use, whether directly or indirectly, any confidential information of an employer or client which is in any way competitive, adverse, or detrimental to the interest of such employer or client.

13. A member retained by one client shall not accept, without that client's written consent, an engagement by another client if the interests of the two clients in any way conflict.

14. A member who has obtained any secret information during the course of his work for any employer or client shall not seek to make a personal profit from such information unless permission in writing to do so is granted by such employer or client, or until it is clear that the use of such information by the member shall not prejudice the employer or client in any way.

15. A member shall not divulge information given to him in confidence.

16. A member shall engage, or advise his employer or client to engage, and cooperate with other experts and specialists whenever the employer's or client's interests would be best served by engaging and cooperating with such experts and specialists.

17. A member shall not accept a concealed fee or secret commission for referring a client or employer to a specialist or for recommending geochemical services other than his own.

Duties of Members to Each Other

18. A member shall not falsely or maliciously attempt to injure the reputation or business of another member.

19. A member shall not state as his own knowledge or belief information which he has obtained from another member and shall freely attribute other members as the source of such knowledge or belief.

20. A member shall endeavour to cooperate with other applied geochemists in the study and dissemination of applied geochemistry.

Duties of Members to the Association

21. A member shall endeavour to ensure that candidates for membership are fit and proper persons to be elected members.

22. It shall be the duty of every member not only to uphold the standards of this Code of Ethics in precept and by example, but also, where necessary, to encourage by counsel and advice to other members, their adherence to such standards.