

CSEG Foundation Governance Handbook

Version 2.0

Version 2.0 Approved on: June 14, 2016

Version 1.0 Approved on: October 16, 2014

**By the Board of Directors of the
Canadian Society of Exploration Geophysicists (CSEG) Foundation**

Any change to this policy should be communicated in writing on a timely basis to all interested parties.

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Overview

The CSEG Foundation (CSEGF) is the registered charitable arm of the Canadian Society of Exploration Geophysicists (CSEG). Our mission is to encourage and support scientific, educational and charitable activities that benefit geophysicists through the solicitation of contributions aimed at promoting the development of geophysical knowledge, education and public awareness. Based in Calgary, we are a Canadian foundation with initiatives all across Canada.

The CSEG Foundation Board oversees the strategic direction of the Foundation and ensures its program initiatives are carried out. As stewards of the Foundation's assets Directors have a fiduciary responsibility. The Directors of CSEG Foundation Board are all volunteers, actively participating in the operations of the Foundation.

The CSEG Foundation currently operates the following programs:

- The academic **Scholarship** program, established over 30 years ago, has awarded up to \$40,000 per year in scholarships to deserving geoscience students in universities and technical institutes across Canada. The program has been extended to include four university entrance scholarships.
- The national **CSEG Canadian Distinguished Lecture Tour** is an annual event that started in 2005. Many post-secondary Geoscience Departments across Canada host an industry or academic expert who delivers a presentation highlighting topics of current interest.
- **Outreach** programs, including:
 - **Schools and Public Outreach**, offering information to students, teachers, career counselors and the public-at large at schools, career fairs and events across Canada.
 - **Earth Science for Society**, an annual three day, free exhibition with hands-on geoscience activities for the public and junior high school students.
 - **Seismic in Motion for Students**, a joint CAGC/CSEG program that takes high school students and industry personnel to see seismic field operations.
 - The **Challenge Bowl** competition for post-secondary students, with the national championship held each year in Calgary. The Foundation sponsors the Canadian winners' attendance at the SEG International Challenge Bowl final.
 - The **University Student Outreach** program, which provides training, networking, and mentorship opportunities for students, supports post-secondary geoscience conferences, and assists with student membership fees.
- The **Travel Grant and Learning Subsidy** program helps CSEG members develop their professional geoscience knowledge or skills by supporting educational opportunities, including travel to conferences. Many post-secondary student members have received funds to travel to national or international geoscience conferences.

Mandate

The CSEG Foundation's activities are intended to supplement and support the CSEG and its members by creating and increasing the Foundation's endowments and operating funds in order to:

- Establish programs supporting education in geophysics and the earth sciences;
- Support post-secondary education in geophysics and the earth sciences, including the CSEG scholarship programs;
- Support continuing education of geophysicists;
- Support scientific activities and academic research programs;
- Support the development of non-profit programs designed to further the development and improvement of geophysical applications in earth sciences;
- Liaise with other geophysical foundations throughout the world (e.g. SEG Foundation);
- Support the preservation of the history of geophysical exploration.

(REF: CSEGF Memorandum of Association Section 2)

Role of Staff and Basic Responsibilities

Managing Director and CSEG Staff

Accountability

The Managing Director and CSEG staff report directly to the CSEG President and the CSEG Executive (CSEGX). CSEG staff activity directed towards CSEG Foundation projects is reviewed periodically by the CSEG Executive through the CSEGX representative on the CSEGF Board to ensure that the full scope of tasks required by the CSEG and the CSEG Foundation is being adequately addressed.

Authority

The Managing Director has no authority to approve actions by the Foundation, or to speak on behalf for the Foundation, unless allocated such authority by the CSEG Foundation Board.

Responsibility

The Managing Director (and CSEG staff under the direction of the Managing Director) manages the day-to-day business of the Foundation.

Principal Duties

- Receive and manage communications directed to the CSEG Foundation at the CSEG office;
- Keep accurate accounts of Board receipts and disbursements for Board-related expenditures;
 - Receive and bank all monies due to the organization;
 - Disburse all monies as directed by the Board;
 - Manage and reconcile all accounts;
 - Act as primary liaison with the Foundation's accountant and auditor.
- Invest funds as directed by the Board;
- File all necessary financial and annual reports, tax reports and audits;
- Manage donors and track donations for accounting and recognition;
 - Update the Foundation Donor Report and donor tracking spreadsheet every month. Attend monthly finance committee meetings and ensure that the new donor amounts balance with the financial statements;
 - Liaise with and provide status reports to the Fund Development Committee;
 - Send out pledge reminders, thank you letters and receipts to donors every month. Alert CSEGF Directors to donors at and over the \$100 level for a personal thank-you by a designated Director;
 - Ensure that any new donations which have stipulations attached to them can be accepted and that any donor's wishes are fulfilled;
 - Support Fund Development committee to secure and manage ongoing donations and campaigns;
 - Maintain records of donor approvals for multi-year donations;

- Maintain an archive of Minutes, financial statements and important documents;
 - Ensure that the records of the organization are safely stored, backed up, and readily accessible and that restoration from back up is tested every six months;
- Attend all Foundation-related meetings;
- Conduct other administrative and clerical duties as requested by CSEGF Directors.

Outreach

Attend meetings

Prepare meeting documents and type minutes (occasionally)

Book booths for public outreach events and career fairs

Pack up booth for volunteers to take to events

Order supplies and brochures

Prepare invoices for sponsors

Other duties as required

Earth Science for Society (ESfS)

Support Exhibits

Support Sponsorship

Book buses

Prepare and track invoices

Coordinate CSEG Foundation credit card payments

Attend meetings, take minutes (occasionally)

Other duties as required

Role of the Board and Basic Responsibilities

Board Function – Basic responsibilities and primary areas of governance

The Board of Directors shares overall responsibility for everything the CSEG Foundation does. It stewards the Foundation’s resources and liabilities, establishes and monitors its long-term direction and oversees its operations.

- Assuring integrity and accountability: Board and Committee members are charged with fiduciary responsibilities, acting always with the best interests of the Community, Foundation and the CSEG in mind. (See sections further in this document specifying responsibilities.)
- Planning and evaluation: programs and activities of the Foundation are regularly reviewed in committee and by the Board to optimize efficient operation.
- Acquisition and management of financial resources: funds acquired through donations from individuals or corporations, and transfers/donations from the CSEG are monitored regularly by the Board’s Treasurer and Finance committee. Investments follow the Investment Policy, which follows acceptable risk guidelines for charitable organizations. Financial statements are audited annually by an independent auditor.

Board Structure

Board size: The Board currently has thirteen (13) Director positions (REF: CSEGF Articles of Association Section 28)

Note: this proposed Board structure is intended to be supplemented with assistants who can act as alternates when needed. Chairs may be added or replaced as Foundation activities evolve.

- Chair
- CSEG Executive Representative¹
- Secretary
- Treasurer
- Assistant Treasurer
- Communications Chair
- Fund Development Chair
- Outreach Chair
- Scholarship Chair
- Travel Grant and Learning Subsidy Chair
- Director-At-Large (3 positions)²

¹ assigned by the CSEG Executive

² To serve on one or more committees, unless filling an advisory role, such as Past Chair.

Board Operations Committees

- Communications: website, Recorder articles, communications, announcements, letters, final review and coordination of outgoing materials, donor tracking and recognition (with Fund Development and Administration).
- Fund Development: management of fund development activities, thank you letters and phone calls, report to donors, donor recognition, and donor tracking (with Communications and Administration).
- Finance: monitor the budget and monthly and annual financial statements.
- Administration [staff/contract]: receipts, invoices, finances, donor tracking and recognition.
- Board Development: development and training of the Board and individual Board Directors, management of evaluation process for individual Directors and the Board as a whole.

Program Initiative Committees

- Canadian Distinguished Lecturer (CDL)
- Scholarships
- Travel Grant and Learning Subsidy
- Outreach and University Student Outreach (USO)
- Earth Science for Society (ESfS)

Volunteers and Paid Staff

The CSEG Foundation functions as an operational/administrative Board, rather than an advisory/policy governing Board. Volunteers implement programs and services. The CSEG provides the Foundation with administrative staff services. The CSEG may, from time to time, require the CSEG Foundation to cover staff costs proportionate to the effort spent on Foundation business.

Consultants and Professional Service Providers

Consultants and professionals (e.g. accountants) may be hired by the Foundation as needed and as approved by the Board. The person, organization and their services will be researched, selected and recommended by a Director, who is identified by the Board as the Responsible Director.

The Responsible Director is responsible for:

- Recommending and managing the budgeted expenses for the consultant/professional;
- Approving the consultant's/professional's expenses;
- Reporting outcomes of the consultant's/professional's activities to the Board.

Accountability

The consultant/professional will report directly to the Responsible Director.

Authority

The consultant/professional has no authority to approve actions by the Foundation, to direct staff, or to speak on behalf for the Foundation, unless given such authority by the Board.

Board Culture

The culture of a Board is as important as the skills, experience and knowledge of its Directors. The Directors should have the behavioural skills to function and work effectively together as a collegial team.

These skills include:

- Ability to present opinions — to present their views clearly, frankly and constructively;
- Willingness and ability to listen – listen respectfully and make sure the listeners understand what they have heard;
- Ability to ask questions – know how to ask questions in a way that contributes positively to debates;
- Flexibility – be open to new ideas and responsive to the possibility of change;
- Dependability – prepare in advance and attend and participate in meetings.

The CSEG Foundation Board should always keep the best interests of the CSEG and its members and donors in mind.

Training and Board Development

Individual Board Director Development

Orientation

It is the responsibility of all new Board Directors, including those representing Committees (and their alternates), to attend Orientation. It is the responsibility of the Chair and/or past Chair and key Directors invited by the Chair to provide that orientation. Orientation will be provided for all Board Directors during the summer or early fall after their election or appointment.

Orientation includes:

- Review of CSEGF Governance Document, including responsibilities of Directors;
- Review of CSEGF Mandate and Mission, Objectives;
- Overview of recent Board history, including highlights and challenges;
- Discussion of CSEGF plans and need for balance and efficient operation of the activities of the organization;
- Question and Answer session.

Board Director Training and Development

- Attend seminars or courses, as needed.

Strategic Planning

Strategic Planning is a key responsibility for the CSEGF Board and all Directors. It shall occur as directed by the Chair, but at least every two to three years. The Strategic Planning session will include the (acting) Managing Director and CSEG Executive Representative and any interested CSEG Executive members (as observers). It shall include:

- Review of existing plan;
- Discussion of balance of operations and volunteer workload so as to efficiently operate the various activities of the CSEG Foundation;
- Discussion of budget process, funding and financial operations;
- Review and discussion of the various Board functions and Committees' actions and activities;
- Review of Board efficiency and its ability to operate collegially and efficiently;
- Discussion of processes and training to improve Directors' abilities and Board function, and action plans as necessary;
- Update of Strategic Plan as consistent with Mandate, Mission and Objectives.

CSEG Foundation Rules of Procedures for Electronic Voting

approved June 25, 2014, revised May 10, 2016.

The articles of association of the Foundation (Bylaws) provide that certain decisions can be taken by electronic voting. These include voting about regular Foundation business, deciding about certain rules of procedures, and the acceptance of submitted reports into the Minutes.

These rules regulate the procedure of electronic voting (specifically an “Electronic Voting Event”) and how results are calculated. The intention of these rules is to provide a fair and pragmatic way to allow the CSEG Foundation to make decisions by electronic voting.

This proposal should only be used when the time until the next Board meeting does not suit the action required, or when some other unusual circumstance requires action by electronic vote.

1. Who can vote

- 1.1 All Directors of the CSEG Foundation Board who are active at the time the voting period is started have the right to cast a vote.
- 1.2 The prerequisite for taking part in electronic votes is a valid email address in the Board contact database.
- 1.3 The Board Director is solely responsible for confirming his/her email address with the Voting Administrator, who would normally be the Secretary or a person designated by the Chair.

2. Voting Administrator

- 2.1 The Board of the CSEG Foundation assigns one voting administrator who is responsible for technically performing the Electronic Voting Event. This includes sending out the ballots, receiving the votes, and calculating and publishing the results.
- 2.2 Unless instructed by the Board, the voting administrator must not disclose any information about the identity of the voters or any other information which is not contained in the published voting results.

3. General Procedure for an Electronic Voting Event

- 3.1 An Electronic Voting Event is initiated by a Voting Proposal followed by a discussion period. After the discussion period the voting period is started. The voting is finished by calculating and publishing the voting results.
- 3.2 Results of electronic votes are effective immediately following publication of the results, unless otherwise stated in the voting proposal.
- 3.3 A Board Director may require debate on the particular issue to be decided at a meeting, and request that the Chair stop the electronic vote.

4. Voting Proposal

- 4.1 An Electronic Voting Event is initiated by a proposal for voting (“Voting Proposal”), which states the Motion(s) for voting. The proposal is sent by email to the designated Voting Administrator, who then forwards the email to the Board emailing list. The Voting Proposal has to include exact and complete information what is to be voted upon. Only the information which is directly included in the email sent as a Voting Proposal is subject to voting.
- 4.2 The voting proposal email has to be marked explicitly as a voting proposal by starting the email subject line with the string "Electronic Voting Proposal: ".
- 4.3 Any active Board Director can initiate an Electronic Voting Event with the approval of the Chair or Secretary by sending a voting proposal to the Chair and Secretary, who then forward it to the Voting Administrator.
- 4.4 The Board Director who has initiated a vote can retract the entire Voting Proposal by instructing the Voting Administrator to send an email to the Board emailing list stating the intention to retract the proposal.
- 4.5 A Voting Proposal can only be retracted within the Discussion Period.

5. Discussion Period

- 5.1 The discussion period begins on the date the Board email distribution list receives the Voting Proposal.
- 5.2 Unless specified otherwise (in special circumstances when time is of the essence), the discussion period lasts for one week. The discussion period should be used to discuss the voting and form opinions about the options which are available for voting. Any email discussion or communication should be sent to all Board Directors using Reply All to the electronic motion and to any subsequent emails.
- 5.3 If, during the Discussion Period, the Motion(s) up for vote requires amending, the originator of the Voting Proposal may instruct the Voting Administrator to retract the Voting Proposal and issue a revised Voting Proposal clearly identified as an amendment.

6. Start of Voting

- 6.1 When the discussion period has finished, the voting is started by emailing electronic ballots to all active Board Directors.
- 6.2 The ballots must include the text of the proposal which is being voted upon and any notations of revisions.

7. Voting Period

- 7.1 The voting period is started by sending out the ballots. Unless specified otherwise (in special circumstances when time is of the essence), the voting period lasts for one week.
- 7.2 During the voting period the active Board Directors cast their votes.
- 7.3 Only votes cast within the voting period are considered for the results of the voting.
- 7.4 The Voting Administrator may at any time, and at their discretion, issue reminders to the Board Directors about the vote underway.
- 7.5 The end of the Voting Period constitutes the closure of the Electronic Voting Event.

8. Voting Report

- 8.1 After the voting period or when all Board Directors have cast their votes, whichever is earliest, all cast votes are counted by the Voting Administrator and the results of the voting are reviewed with the Foundation Chair.
- 8.2 Unless there are any observed irregularities, the results of the vote are published to the CSEG Foundation Board in a Voting Report created by the Voting Administrator and approved by the Chair by sending them to the Board email distribution list.
- 8.3 A Motion under vote is considered passed if there are more "Yes" than "No" votes and the vote is valid according to the review by the Chair.
- 8.4 If the voting results indicate an equal number of "Yes" and "No" votes (a tie), and there is sufficient Quorum, the Chair will cast the deciding vote.
- 8.5 The Voting Report includes the number of persons eligible to vote, the total number of votes received, the number of votes for each available voting option, and whether or not the Motion was passed. The report will also include a statement by the Chair that the voting process was correctly adhered to and that in his/her opinion the vote is valid.
- 8.6 The Voting Report will be entered into the Minutes of the Board meeting following the completion of the Electronic Voting Event.

9. Quorum

- 9.1 The result of an Electronic Voting Event only becomes effective when the number of votes which have chosen an option of "Yes", "No", or "Abstain" is greater than 50 percent of the number of active Board Directors eligible to vote.
- 9.2 If this quorum is not reached, the vote is considered invalid. An invalid vote can be repeated, but not before a period of two weeks has passed between publishing the results of the invalid vote and the proposal for the repeated vote.

10. Anonymity

- 10.1 Electronic votes are anonymous.
- 10.2 Information about which Directors participated in the vote and for which option they voted is not disclosed. The Voting Administrator is allowed to track this information for technically executing the vote.
- 10.3 The information must not be used for other purposes and must not be made available to anyone else.

CSEG Foundation Policies and Procedures

Alcohol Policy

approved by the CSEG Foundation Board of Directors April 12, 2016 and the CSEG Executive April 26, 2016.

Definitions:

Commercial Host: One who sells alcohol either on their own or another's behalf. They are legally required to have a licence.

Social Host: One who provides alcohol in a private location such as their home or business. They are not legally required to have a licence.

All committees are instructed to make all attendees, by announcement at each event where alcohol will be served, very aware to "not drink and drive" and "to consume alcohol in a responsible way". Should a committee member observe that an attendee appears impaired, the member should conduct due diligence in notifying the attendee that he/she should not drive if impaired and make reasonable attempt to stop the attendee from driving if impaired.

If alcohol will be a part of an event where there is a commercial host (a business profiting from the sale of alcohol), the representatives shall not provide more than 2 drink tickets to each attendee if the event is longer than 2 hours. If an event is less than 2 hours, the representatives shall not provide more than 1 drink ticket to each attendee. Organizers (CSEGF committee members) should remind commercial host servers (prior to or at the commencement of the function) to not continue to serve attendees who appear impaired and to notify organizers of the apparently impaired attendees.

If alcohol will be a part of an event where committee members are social hosts (hosting a private event usually in their home or another private venue), those members are instructed to make all attendees very aware, by announcement at each event, to "not drink and drive" and "to consume alcohol in a responsible way". Should a committee member observe that an attendee appears impaired, the member should conduct due diligence in notifying the attendee that he/she should not drive if impaired and make reasonable attempt to stop the attendee from driving if impaired.

References:

Bennett Jones LLP, Host Liability Booklet, Ninth Edition, June 2013

[http://www.bennettjones.com/uploadedFiles/Publications/Guides/HostLiability%20-%20December%202013%20\(9th%20Ed\).pdf](http://www.bennettjones.com/uploadedFiles/Publications/Guides/HostLiability%20-%20December%202013%20(9th%20Ed).pdf)

Field Law, Michael Doerksen, Party On? Supreme Court of Canada Rules on Liability of Social Hosts for Guests' Drunk Driving, May 2006

http://www.fielddlaw.com/articles/MGD_Party%20On%20Supreme%20Court%20of%20Canada%20Rules%20on%20Liability%20of%20Social%20Hosts%20for%20Guests'%20Drunk%20Driving.pdf

CSEG Foundation Investment Policy

Version 1.0 Approved on: April 8, 2014; Version 2.0 Approved on: September 9, 2014.

The Investment Policy is available from the CSEG Foundation Treasurer.

Directors' Roles and Responsibilities

General Board Requirements

CSEG Foundation Director – General Description

This job description applies to all Directors.

Position:	Director (Volunteer)
Time commitment:	Five to ten hours per month (meetings, preparation, consultation)
Term:	Three years, appointed or elected annually at the Annual General Meeting

Accountability

The Board of Directors is collectively accountable to the community, funders and other stakeholders, including the CSEG. It is accountable for the Foundation's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources. Each Director serves and is directly accountable to the Board.

Authority

Individual Board Directors have no authority to approve actions by the Foundation, to direct staff, or to speak on behalf for the Foundation, unless given such authority by the Board.

Responsibility

Board Directors are responsible for acting in the best long term interests of the organization and the community and will bring to the task of informed decision-making a broad knowledge and an inclusive perspective. Directors are responsible for the funds received and spent by the Foundation.

Principle Duties

Every member of the Board of Directors, including the Board's officers, is expected to:

- Prepare for and participate in Board meetings;
- Participate as a team player and respect Board culture in helping the Board direct the Foundation;
- Articulate alternative points of view and support Board decisions once made;
- Participate in the review of the Foundation's mission and objectives and in the development of a strategic plan;
- Help the Board to monitor the performance of the Foundation in relation to its mission, objectives and core values;
- Participate in the approval of the annual budget and investment plan, and monitor the financial performance of the Foundation in relation to the budget;
- Participate in and support the fundraising activities of the Foundation;
- Abide by the by-laws, code of conduct and other policies that apply to the Board;

- Help establish, review and monitor policies that direct operational practices (e.g. financial management, human resource management);
- Recruit new Board Directors;
- Participate in the evaluation of the Board itself (Board self-evaluation);
- Contribute to the work of Board as a member of a Board committee;
- Attend and participate in the Annual General Meeting;
- Stay informed about community issues relevant to the mission of the Foundation and the interests of key stakeholders.

Removal of a Board Director

A Director may be removed from the Board by the Foundation Chair and CSEG Representative for not performing his/her duties (REF: Articles of Association Section 31), taking the recommendation of the majority of the Board of Directors under advisement. Being absent from three consecutive Board meetings without reasonable cause or without sending an appropriate delegate may result in dismissal.

Individual Board Director Job Descriptions

CSEG Foundation Chair

Position:	Chair (Volunteer)
Time commitment:	Additional fifteen hours per month (meetings, communication, consultation, special events)

The Chair is responsible for the effective operation of the Board of Directors and its Committees, ensuring that the Directors are aware of their governance responsibilities, comply with applicable laws and bylaws, conduct Board business effectively, and are accountable for their performance.

The Chair is the holder of 1 share (out of 100 shares) of the CSEG Foundation and is one of the "Members" as identified in the Memorandum of Association and the Articles of Association. (REF: Articles of Association Section 49a). The other 99 shares are held by the CSEG, whose interests are represented by the CSEG Representative.

The Chair presides over meetings, may propose policies and practices, is an ex-officio member of committees, submits various reports to the Board and to other stakeholders, and represents the Board as necessary. The Chair may appoint members to various committees.

The Chair's Responsibilities

The Chair is responsible for the overall effective functioning of the Board in its role of governing the Foundation.

- Prepare the Board's meeting agendas with input from Board Directors and Committee Chairs;
- Chair all meetings of the Board of Directors:
 - Efficiently manage the meetings while encouraging Directors to participate in discussion;
 - Review meeting minutes prior to distribution by the Secretary;
- Ensure the effectiveness of the Board:
 - Ensure full and timely communication with Directors of the Board;
 - Keep the Board's activities focused on the Foundation's mandate and mission ;
 - Lead the evaluation of the effectiveness and decision-making of the Board and its Directors;
 - Discipline Directors of the Board;
 - Orient new Board Directors and committee chairs to the Board;
 - Orient the new Chair;
 - Orient the Vice-Chair, as applicable;
- Ensure the effectiveness of Board committees:
 - Ensure that Committee Chairs are appointed;
 - Serve as ex officio member of committees and attend their meetings as appropriate;
 - Ensure programs and initiatives are implemented;

- Prepare for and chair the Annual General Meeting (AGM):
 - Prepare an annual statement from the Board (Board or governance report) for presentation at the AGM and inclusion in the annual report;
- Sign contracts and co-sign cheques as required on behalf of the Foundation. The Chair may explicitly designate an alternate for signing agreements or contracts;
- Ensure the Board adheres to its bylaws and constitution;
- Carry out the responsibilities of a member of the Board of Directors;
- Serve as spokesperson for the Foundation, particularly as liaison to the CSEG Executive and via the CSEG Representative on the Board as well as fostering any other appropriate relationships;
- Ensure the CSEGF and the CSEG Executive share common goals and objectives; maintain excellent communication with the CSEG Executive;
- Work with and direct the Managing Director and CSEG staff who have responsibility for certain Foundation administrative duties;
- Promote the Foundation’s purpose in the CSEG, the community and to the media.

Recognizing that the Chair’s role is a voluntary one, the Board may authorize the Chair to take on additional duties only if those duties do not interfere with any of the above.

The Chair’s Duties

- Prepare recommendations for Board consideration;
- Prepare recommendations to the Board for changes to the bylaws;
- Represent the Foundation at meetings and events.

Qualifications

The following are key qualifications:

- A commitment to, and a clear understanding of, the mission of the Foundation;
- Knowledge of meeting procedures, governance policies and the bylaws of the Foundation;
- Sufficient time to devote to his/her duties;
- Excellent communication skills.

CSEG Executive Representative

Position:	CSEG Executive Representative
Time commitment:	4-10 hours per month

The Strategic alignment between the CSEG Executive and the CSEG Foundation Boards exists through the role of the CSEG Executive Representative as appointed by the CSEG Executive.

The CSEG Executive Representative is an Officer or Director representing the CSEG Executive in all Foundation matters and is appointed by the CSEG Executive. The CSEG Executive Representative represents the CSEG Executive's ownership of 99 shares of the Foundation. The CSEG Executive Representative is one of the "Members" as identified in the Memorandum of Association and the Articles of Association.

The CSEG Executive Representative's Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Review and ensure strategic alignment with the CSEG Mission as it pertains to the Foundation Mission;
- Ensure that the CSEGF programs offered are consistent with the CSEG direction and objectives and have the appropriate mix of effort and costs;
- Ensure continuity across the year-to-year term of the CSEG Executive/CSEGF Board.

The CSEG Executive Representative's Duties

- Attend monthly meetings and distribute CSEG monthly summary report to Foundation;
- Report on CSEG Executive initiatives to the Foundation and vice-versa to ensure strategic continuity;
- Review CSEG staff activity directed towards CSEG Foundation with the CSEG Executive to ensure that the full scope of tasks required by the CSEG and the CSEG Foundation is being adequately addressed;
- Participate on the Nominating Committee with the CSEG Foundation Chair and Secretary to identify candidates to fill Board positions.

CSEG Foundation Secretary

Position:	Secretary (Volunteer)
Time commitment:	Additional eight hours per month (meetings, minutes)

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted.

Secretary's Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Ensure that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted;
- Record minutes of meetings, review them with the Chair, ensure their accuracy and availability, propose policies and practices, and submit various reports to the Board;
- Ensure that accurate minutes of meetings are taken and approved. Requirements (should include at a minimum):
 - date, time, location of meeting;
 - list of those present and absent, which committee they represent, their position;
 - list of items discussed;
 - list of reports presented;
 - text of motions presented and description of their disposition;

Minutes should have enough information to help absent Directors understand what issues were discussed and what decisions were made;

- Make digital copies of the meeting minutes and send them out to Board Directors and committee chairs in a timely manner;
- Manage digital copies of reports and documents that are critical to the Board. Administrative staff will maintain an archive of Minutes and important documents, supplied by the Secretary;
- Ensure that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, lists of Directors, Board and committee meeting minutes, financial reports, and other official records. The Secretary will ensure final documents are archived by Administrative staff;
- Remind Board Directors and committee chairs of their action items each month;
- Collect any documents that are critical to archive. These include such documents as monthly financial reports and statements, and Travel Grant and Learning Subsidy tracking spreadsheets. Manage the collection of these documents;
- Ensure that the records of the organization are maintained, safely stored, backed up, and readily accessible, and that restore from back up is tested every six months;
- Ensure that proper notification is given of Directors' meetings as specified in the bylaws. Manage the general correspondence of the Board of Directors except for such correspondence assigned to others;

- Act as one of the signing officers for cheques and other documents, such as contracts and grant applications.

Qualifications

The following are key qualifications:

- Typing skills and proficiency in Microsoft Word;
- Good communication skills;
- Being organized and detail oriented;
- Willingness to speak up and ask questions and ask for explanations/details during meetings.

Computer skills are an asset.

CSEG Foundation Treasurer

Position:	Treasurer (Volunteer)
Time commitment:	Additional ten to fifteen hours month (meetings, review, reporting & tracking)

The Treasurer oversees the management and reporting of the CSEG Foundation's finances, helps to ensure that the Foundation stays financially sound and that assets are used appropriately.

Accountability

The Treasurer reports directly to the Board of Directors. Regular financial activities such as managing and reconciling all accounts, supervising all financial transactions, issuing charitable tax receipts and preparing required financial reporting forms are the responsibility of the Managing Director, who works with the Treasurer and the Foundation's accountant and auditor. The Managing Director reports directly to the Board of Directors.

Treasurer's Primary Responsibilities:

- Carry out the responsibilities of a member of the Board of Directors;
- Financial policies:
Oversee financial and investment policies and procedures. Ensure adequate internal controls are in place;
- Funds and investments:
Ensure funds are invested according to the CSEG Foundation's Investment Policy. Prepare an annual Investment Plan;
- Financial transactions:
Ensure that donations are being accounted for correctly. Approve expenses for payment;
- Budgeting:
Prepare an annual budget for approval at the beginning of the fiscal year;
- Reporting:
Report on the Foundation's finances at each Board meeting.

Treasurer's Duties

- Ensure approved expenses are coded correctly and that committees have approved the expenditure as part of their budget;
- Monitor the budget and monthly financial statements:
 - Track year-to-date and monthly income & revenues and expenses, report variances and alert the Board of potential problems;
- Sign all cheques of the organization with the second signature from the Assistant Treasurer, or in their absence, any of the Board's other Directors with signing authority. In the absence of the Treasurer, cheques may be signed by two other approved Directors;

- Chair the Finance Committee or designate a Chair;
- Act as one of the signing officers for cheques and other documents, such as contracts and grant applications;
- Liaise with the Foundation's accountant and auditor for financial and investment policy and reporting.

Qualifications

The following are key qualifications:

- Knowledge of financial management and standard accounting practices;
- Proficiency in Excel and Word;
- Good communication skills;
- Being organized and detail oriented;
- Willingness to ask questions.

Non-profit experience is helpful.

CSEG Foundation Assistant Treasurer

Position:	Assistant Treasurer (Volunteer)
Time commitment:	Additional five to ten hours per month (meetings, review, reporting & tracking)

The Assistant Treasurer supports the Treasurer with the direction and management of the CSEG Foundation's finances.

Assistant Treasurer's Primary Responsibilities:

- Carry out the responsibilities of a member of the Board of Directors;
- Financial policies:
Support the Treasurer with all financial and investment policies and procedures;
- Budgeting:
Take an active role in the preparation of the annual budget;
- Financial Transactions:
Review and approve expenses for payment when required.

Assistant Treasurer's Duties

- Ensure approved expenses are coded correctly and that committees have approved the expenditure as part of their budget;
- Monitor the budget and monthly financial statements:
 - Track year-to-date and monthly income & revenues and expenses, report variances and alert the Board of potential problems;
- Sign cheques of the organization as the second signer with the Treasurer. In the absence of the Treasurer, sign cheques of the organization with a second signature from any of the Board's other Directors with signing authority;
- Liaise with the Foundation's accountant and auditor for financial and investment policy and reporting.

Qualifications

The following are key qualifications:

- Knowledge of financial management and standard accounting practices;
- Proficiency in Excel and Word;
- Good communication skills;
- Being organized and detail oriented;
- Willingness to ask questions;

Non-profit experience is helpful.

CSEG Foundation Communications Committee Chair

Position:	Communications Committee Chair
Time commitment:	Additional four hours per month (reading and editing, updating website content)

The Communications Committee Chair ensures that all Foundation communications are clear and consistent. The committee reviews material that goes out from the Foundation and its committees and updates the content of the Foundation webpages.

Communications Committee Chair's Primary Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Manage a communications committee which reviews, edits and coordinates material going out of the Foundation;
- Manage the content of the Foundation webpages;
- Prepare budget and approve any expenses related to the communications activities of the Foundation.

Communications Committee Chair's Duties

- Lead a committee which will work closely together to manage Foundation communications;
- On request, review and edit material that goes out from the Foundation and its committees for consistency and content, e.g., brochures, posters, presentations, letters, etc;
- Act as an advisor to all Foundation committees on outgoing communications;
- Manage Foundation material that goes into publications and oversee scheduling of material, e.g. articles, reports, events, announcements, e-Newsletters, etc;
Ensure that the Foundation's activities are well advertised to CSEG members;
- Keep website content up to date and make suggestions to committees on website improvements;
- Keep close communication with Board Directors and committees to ensure a consistent and compelling message;
- Identify communication gaps and develop a communications strategy where needed.

Qualifications

The following are key qualifications:

- Very strong writing and editing skills;
- Proficiency in Microsoft Word;
- Good communication skills;
- Being organized and detail oriented;
- Working well with committees and giving feedback.

CSEG Foundation Fund Development Committee Chair

Position:	Fund Development Committee Chair
Time commitment:	Additional ten hours per month (reading and editing, communication)

The Fund Development Committee Chair directs the Foundation’s fundraising activities.

Fund Development Committee Chair’s Primary Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Manage the Fund Development committee which defines and directs the Foundation’s fundraising activities as agreed to by the Board;
- Prepare budget and approve any expenses related to the fundraising activities of the Foundation;
- Ensure donation protocols and procedures are implemented and updated as needed.

Fund Development Committee Chair’s Duties

- Lead a committee which will work closely together to manage Foundation fundraising activities;
- Manage Foundation fundraising material, including reports for publication, and oversee scheduling of events and marketing initiatives;
- Manage and recognize donors and potential donors;
- Direct CSEG Staff in securing and managing ongoing donations and campaigns;
- Select and manage external consultants and contracts, as agreed to by the Board;
- Keep close communication with Board Directors and committees;
- Work with the Chair to liaise with the SEG Foundation.

Qualifications

The following are key qualifications:

- Very strong communication skills;
- Proficiency in Microsoft Word;
- Being organized and detail oriented;
- Working well with committees and giving feedback.

CSEG Foundation Outreach Committee Chair

Position:	Outreach Chair
Time commitment:	15 hours per month (management of Public, Schools, and University Outreach)

The Outreach Chair ensures that all Foundation Outreach activities are successful and within budget. The chair is responsible for all Outreach activities.

Outreach Chair Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Coordinate monthly Outreach meetings;
- Be familiar with related organizations like the CSPG, APEGA, CFES/CGEN, CWLS, AAPG, etc.;
- Gather, educate, and provide volunteers with the tools for success in their activities;
- Manage the Outreach budget, distribution and approvals;
- Represent the CSEG Foundation and associated initiatives in all outreach activities with a consistent message when communicating with students and the public.

Outreach Chair Duties

Coordinate the Public, School and University Outreach committees (and subcommittees) so that they work closely together to educate and add value for all students, CSEG members and the public.

- Keep volunteers on task, engaged and happy;
- Keep close communication with Board Directors and committees;
- Identify potential shortcomings and develop a communications strategy where needed;
- Review and edit material that goes out from the committee for consistency and content, e.g., brochures, posters, presentations, letters, newsletters, etc;
- Coordinate fundraising with the support of the CSEG Foundation, the CSEG office, and the Fund Development Chair(s);
- Select a Vice Chair and submit nomination to the Board for review and approval.

Qualifications

The following are key qualifications:

- Very strong interpersonal skills and the ability to lead;
- Proficiency in Microsoft Word;
- Good communication skills;
- Working well with committees and giving feedback.

CSEG Foundation Scholarship Committee Chair

Position:	Scholarship Committee Chair
Time commitment:	1-2 hours per month (February-August) 5-6 hours per month (September-January)

The Scholarship Committee Chair is responsible for the funding and administration of the CSEG Foundation Scholarship Program. The committee's tasks include fundraising, advertising, applicant solicitation and recipient selection.

Scholarship Committee Chair Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Manage the scholarship committee, which handles all aspects of the Foundation scholarship program.

Scholarship Committee Chair Duties

- Lead a committee, consisting of the chair, senior trustee and junior trustee, who will work closely together to manage the Foundation scholarship program;
- Develop and maintain a list of industry contacts to aid in the annual fundraising effort for the scholarship budget;
- Coordinate an annual fundraising effort with the support of the CSEG Foundation, the CSEG Office, and the Fund Development Chair(s);
- Develop a high profile for the scholarship program through advertising and maintaining relationships with relevant Canadian post-secondary academic institutions, with the assistance of the Outreach Committee;
- Ensure that a high-quality pool of applicants is available for the scholarship selection process;
- Ensure that the scholarship selection process is done in a fair, equitable and timely manner;
- Monitor the budget, revenues received and disbursed amounts in order to approve the monthly financial statements relevant to the Scholarship program provided by the CSEGF Treasurer;
- Select a Vice Chair and submit nomination to the Board for review and approval.

Qualifications

The following are key qualifications:

- Excellent communication skills;
- Being organized and detail-oriented ;
- Having a good working knowledge of the oil and gas industry.

CSEGF Foundation Travel Grant and Learning Subsidy Committee Chair

Position:	Travel Grant and Learning Subsidy (TGLS) Chair
Time commitment:	4-10 hours per month

The Travel Grant and Learning Subsidy Chair reports funding decisions at monthly Foundation meetings. Additionally the Chair reviews and verifies the TGLS relevant parts of the monthly financial statements provided by the Treasurer.

Travel Grant and Learning Subsidy Chair Responsibilities

- Carry out the responsibilities of a member of the Board of Directors;
- Review and report TGLS committee funding decisions, key performance indicators and guideline revisions to the CSEGF Board;
- Chair TGLS committee meetings in which all TGLS final decisions will be made;
- Promote TGLS to CSEG committees, members, and potential applicants;
- Own and champion “evergreen” funding guidelines (and documents).

Travel Grant and Learning Subsidy Chair Duties

- Organize and chair the TGLS committee meetings;
- Review all application summaries, funding amounts allocated and reimbursed, and key performance indicators provided by the TGLS Senior Trustee and compiled by the TGLS committee members;
- Participate in the discussion of and advising on all final funding amounts;
- Report new applications, funding amounts allocated and reimbursed, and key performance indicators to the CSEGF Board and provide Travel Grant and Learning Subsidy tracking spreadsheets to the Secretary for archival;
- Coordinate Annual review with the TGLS committee for the purpose of CSEGF Annual Report;
- Write the TGLS portion of the CSEGF Annual Report in collaboration with the Senior Trustee;
- Monitor the budget and reimbursed amounts in order to approve the monthly financial statements relevant to the TGLS program provided by the CSEGF Treasurer;
- Prepare and present the annual budget in collaboration with the TGLS Senior Trustee;
- Create (or delegate) TGLS promotional material including articles, advertisements, slide packs, etc.;
- Attend (or delegate) CSEG, academic or industry events to promote the TGLS program as needed;
- Select a Vice Chair and submit nomination to the Board for review and approval.

Qualifications

The following are key qualifications:

- Previous TGLS committee experience is highly recommended, ideally as the TGLS Senior Trustee;
- Proficiency in Microsoft Word, Excel, and Powerpoint;
- Effective communication and presentation skills to get funding nuances across quickly;
- Being organized and detail oriented;
- Willingness to speak up and ask questions and ask for explanations/details during meetings.

Computer skills are an asset.

Director Recruitment Policy

New Board Members – Terms and Nomination Process

approved January 4, 2011; revised June 2014; revised May 10, 2016.

1. Term of service:

Standard term is 3 years, renewable for a second 3 year term. Positions need not “rotate”, except “Committee Director” positions, in which the person representing the specific committee is deemed to be the Director for a term of one year (generally) or as determined by that committee.

- 1.1. Chair must be an existing CSEGF Board Director; term is three years.
- 1.2. A Vice-chair should be considered; the Vice-chair could also hold another position. Vice-chair would move to Chair.
- 1.3. Retiring committee members could be asked to move to a general Director’s role.
- 1.4. Positions run from the AGM for one year and while a non-committee Director’s overall term is three years, that Director may change positions annually.

2. Nominating Committee (NC):

- 2.1. Members: CSEG Representative (or designate), CSEGF Chair and one other CSEGF member.
- 2.2. Nominations: from the NC and from the CSEG membership at large (same process as for CSEG Executive (CSEGX) nominees if from membership).
- 2.3. Nominees’ credentials: CSEG member, very active in the CSEG, such as Past Presidents, committee members, past Executives. Consider a list similar to the CSEGX nomination list.
- 2.4. Number of nominees: multiple *potential* nominees must be identified, to allow for nominees to decline without delaying the process. Candidates will be canvassed for expressions of interest in serving on the Board.
- 2.5. Nomination approval process:
 - Nominees on a recommended list compiled by the Nominating Committee are brought before the Board in confidence for the purpose of approval and ranking (done in March).
Note any/all voting (or ranking) may be by secret ballot as requested; multiple ballots may be used if necessary, after questions are answered, etc. Approval must be by 80% majority.
- 2.6. Nominating Committee will approach only one approved nominee at a time (for any/each vacant position), in order of ranking by the Board.

3. Nomination Procedure:

- 3.1. Request for Nominations: Request for Nomination will be advertised in the RECORDER, by newsletter and at Executive meeting to solicit self-nominations or suggestions from the membership. Any nominees who come forward from this process are provided with a copy of the Governance handbook and asked to fill in the *New CSEG Foundation Board Member Information Form* for review by the Board.
 - 3.1.1. NC identifies potential nominees from the membership who, in the opinion of the NC, would provide the appropriate experience and skills to the identified vacant Director position. CSEG President may review list with CSEGX. CSEG and CSEGF Directors may suggest nominees to the NC during this period.
- 3.2. Nominee Prequalifying: NC approaches potential new Directors to outline the responsibilities and experience requirements. If the potential Directors are interested in the position, they will be provided with a copy of the Governance handbook so they may understand the commitment, and asked to fill in the *New CSEG Foundation Board Member Information Form* for review by the Board.
- 3.3. Presentation to Board: NC proposes a short list of nominees to the Board in confidence. The Board ranks nominees at the regular monthly meeting after discussion of nominees' suitability and qualifications. *Note that this effectively appoints nominees, as they will be contacted and asked to serve based on their ranking.*
- 3.4. Voting: the Board will vote confidentially for the potential new Director. Note that this vote is not binding, as Directors are appointed by the Foundation Chair and CSEG Representative (REF: Articles of Association Section 29). Committee positions will be filled by representatives of the Program Initiative Committees.
- 3.5. Nominee Notification: immediately after voting, the Nominating Committee will notify successful candidates in order of ranking and those still in agreement to serve will stand to be appointed until all positions are filled. NC will then immediately contact the remaining nominees who have provided their names to stand as a new Director and inform them of the Board's decision.
- 3.6. Appointment: new Board members are formally appointed by the Chair and the CSEG Representative at a duly-called Member's Meeting.

4. Nomination Procedure Schedule:

- 4.1. The Nomination Procedure may take place at any given time based on the existing requirements for filling vacant Board positions.
- 4.2. Annual Nomination procedure in advance of the AGM will take place as follows:
 - 4.2.1. Request for Nominations: January/February.
 - 4.2.2. Nominee Prequalifying: January/February.
 - 4.2.3. Presentation to the Board and Ranking: two months prior to AGM.
 - 4.2.4. Nominee Notification: immediately after Ranking by the Board.
 - 4.2.5. Appointment: at a Member's Meeting coinciding with the AGM.

Board Info Sheet – to inform nominees of requirements

What you need to know about the Board of Directors of the CSEG Foundation

Purpose of this form:	This form provides you with basic information about what the CSEG Foundation requires from its Board Directors. If you are unable to commit the required time, attend scheduled meetings, or fulfil these requirements, please advise the Nominating Committee before your name is submitted for final consideration.
Term of office:	3 years, renewable for a second 3 year term. Elected at Annual General Meeting. Directors may be appointed by the Board to fill interim vacancies until the next Annual General Meeting.
Fundraising:	All Board Directors are encouraged to make an annual donation to the Foundation that is personally meaningful to the Director. In addition, Directors are expected to attend fundraising events and participate in annual and special campaigns. A major campaign started in Fall 2013 in which all Board Directors are expected to play a role.
Time Requirements:	A time commitment of about 88 hours per year, or an average of 7 hours per month, is required for Board meetings, committee meetings, orientation sessions, and special events, including preparation time. The Board cannot do a good job or meet deadlines without full participation from its Directors.
Board Meetings:	The full Board meets at least 10 times per year; monthly except for July and August. Meetings are scheduled based on availability of the majority of Board Directors. Although less than ideal, remote participation by phone or electronic means is available. If this commitment poses problems for you, please advise the Nominating Committee.
Committee Meetings:	Committees meet at the pleasure of committee members in order to accomplish certain tasks by established deadlines. Attendance is essential for the committees to do their work. New Board Directors are expected to serve on a committee after a three to six month familiarization period.
Orientation Sessions:	There will be at least one half-day orientation session in the summer or fall following the Annual General Meeting. Attendance is requested of ALL Directors. Orientation sessions will be arranged as needed.
Other Time Requirements:	<u>AGM:</u> Attendance at Annual General Meeting is required. <u>Social Events:</u> Receptions may be held for special occasions and all Board Directors are requested to attend. One or two social events per year are also held where staff, friends of the organization and Board Directors can interact. <u>Strategic Planning:</u> Future strategic planning may include a one-day session as required to review and update the strategic plan.
Selection Process:	Board Directors identify prospective Directors. These are individuals who have demonstrated leadership and commitment to values shared by the CSEG Foundation. Nominees are also solicited via the RECORDER. Prospective nominees receive this information package. On the recommendation of the Nominating Committee, the nominee's name is placed on the slate for election by the Board by secret ballot.

Approach to Governance:	Briefly stated, the Board believes its role is to ensure that the Foundation establishes and maintains the trust of its supporters and the CSEG by being clear in its mission, prudent and ethical in its activities, and accountable for its actions. Board meetings focus on planning, policy-making, assessing progress, and executing programs.
Our Mission and Goals:	<p>Mission: The CSEG Foundation’s mission is to encourage and support scientific, educational and charitable activities that benefit geophysicists through the solicitation of contributions aimed at promoting the development of geophysical knowledge, education and public awareness across Canada.</p> <p>Goals: * Note this is abbreviated from the Memorandum of Association</p> <ol style="list-style-type: none"> 1. To establish programs supporting education in geophysics and the earth sciences; 2. To support continuing education of geophysicists through courses, publications and educational programs; 3. To support scientific activities by providing funding of academic research programs; 4. To develop and support non-profit programs designed to further the development of geophysical techniques aimed at improvements in geophysical applications in earth sciences; 5. To support the preservation of the history of geophysical exploration; 6. To solicit, hold, invest, administer and distribute funds, bequests, legacies, gifts and property for the purposes of supporting and administering the Foundation’s activities and endowment.
Values and Beliefs:	The Board of Directors of the CSEG Foundation subscribes to, and acts in accordance with, the following values and beliefs (<i>currently under development</i>).
Directors' Code of Conduct:	<p>All Board Directors are required to adhere to a Code of Conduct.</p> <p>As a Director of the CSEG Foundation (CSEGF), I will</p> <ul style="list-style-type: none"> • Be committed to the mission and goals of the CSEGF; • Focus my efforts on the mission of the CSEGF and not on my personal goals; • Accept responsibility and share power in order to work as a productive, cooperative member of the Board of Directors; • Act in a professional and collegial manner, consistent with Board culture; • Support in a positive manner all actions taken by the Board of Directors even when my personal position on such actions may differ from the ratified course of action; • Declare conflicts of interest; • Never exercise authority as a Board Director except when acting in a meeting with the full Board or as I am delegated by the Board; • Keep confidential matters confidential; • Be accountable to the membership and the community for competent, conscientious and effective accomplishment of the obligations of the Board; • Attend meetings consistently, prepare for meetings, participate fully, and otherwise fulfill my fiduciary obligations to the CSEGF.

<p>Meetings & Events:</p>	<p><u>Regular Board Meetings:</u> Monthly except July and August</p> <p><u>Annual General Meeting:</u> No later than June 30</p> <p><u>Orientation:</u> August or September</p> <p><u>Strategic Planning:</u> TBA</p> <p><u>Board Operations Committee Meetings:</u> Communications (as needed) Finance (monthly) Fund Development (monthly) Governance (as needed) Board Development</p> <p><u>Program Initiative Committee Meetings:</u> Canadian Distinguished Lecturer (as needed) Scholarship (as needed) Outreach (monthly) Travel Grant and Learning Subsidy (bi-monthly, or as needed) Earth Science for Society (ESfS) (monthly)</p>	<p><u>Board Evaluation:</u> Annually</p> <p><u>Fundraising Events:</u> Donor Recognition (as needed)</p> <p><u>Social Events:</u> Summer/Fall Potluck TBA Other TBA</p> <p>TBA = To Be Arranged</p>
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New CSEG Foundation Board Director Information Form

Name		
Home Address		
Tel	Mobile	E-mail
Work (if applicable) Company & Address		
Tel	Mobile	E-mail

What skills and knowledge are you willing to bring to our Board? Please indicate your experience in the following areas.	experienced	some experience	little or no experience
strategic planning			
fundraising			
board development (recruitment, training, evaluation)			
program planning and evaluation			
recruiting, hiring and evaluating personnel			
financial management and control (budgeting, accounting)			
communication, public and media relations			
participation in interagency / intersociety committees			
public speaking			
organizational development			
information technology			
writing, journalism			
special events (planning and implementing)			
non-profit governance			
non-profit board structure and operations			
Word			
Excel			
PowerPoint			
other (describe)			

For the items you checked as “experienced” or “some experience”, please provide details.

Summarize your experience with and /or interest in the CSEG Foundation, particularly on which Board Operations Committees you would be most interested in being active.

If not described above, please outline your experience as a volunteer board or committee member.

Who may we contact for information about your contributions in these positions?

If you have a résumé, please attach it or provide a link to your LinkedIn profile.

E-mail completed information form to _____

Succession Planning

Succession planning is the process for identifying and developing internal volunteers with the potential to fill key leadership positions in the Foundation. Succession planning increases the availability of experienced and capable volunteers who are prepared to assume these roles as they become available.

- A Director is expected to stay on as a Director for three years in varying capacities. Each Director does not have to stay in the same role for three years; in fact it is advantageous to the Foundation if the roles change from time to time.
- There is a well-developed New Director procedure in place to vet potential new Directors as required. It is likely and desirable that there are several openings for new Directors at each AGM.
- The “At-large” Director positions are meant to be training grounds for new Directors or a “special” place for ad hoc requirements that the Board may see fit from time to time.
- All named Board position holders are expected to mentor a successor-in-training who can act as an alternate when needed. Committee Chairs who are Directors are always grooming an assistant to take over when the Director leaves.
- A Director may take on more than one role during his/her term. For example, the Finance Director may become the Chair and then past Chair. A Director may have more than one responsibility during his/her term and is likely to serve on a multitude of sub-committees.
- There is no formal “Vice Chair position”, but the Chair must have served on the Board in some capacity.
- The Chair is expected to stay on for an additional year past his/her Chair term as Past Chair to assist the incoming Chair.

CSEG Foundation Code of Conduct

Director, volunteers, staff and consultants will adhere to the following Code of Conduct:

1. The Foundation, its Directors and all its volunteers promote the mandate, mission and objectives of the CSEG and the CSEG Foundation in all dealings with the public, grantees, grantors, CSEG members and within the Foundation;
2. The Foundation and its Directors and volunteers act with respect, fairness, honesty, integrity, accountability and openness in a trustworthy manner in all Foundation activities and relationships. The Foundation Directors respect others' opinions and treat all with equality and dignity without regard to any differentiating factors;
3. The Foundation provides a valued and positive experience for those volunteering, receiving services and those donating funds;
4. The Foundation Board will fulfill its fiduciary obligations and duty of care in support of the Foundation including confidentiality, impartiality of interests and Board requirements;
5. Foundation committees, staff, and volunteers follow policies and procedures set by the Foundation Chair and Directors;
6. Foundation committees, staff and volunteers shall report all integrity concerns to two of three individuals as follows: the Chair, Secretary and CSEG Executive Representative.

Implementation

Strict observance of the Code is fundamental to the activity and reputation of the CSEG and the CSEG Foundation. It is essential that all volunteers including those in face to face contact with the public, grantors and grantees, Board Directors and all CSEG employees (permanent full-time, hourly, fixed term contract, permanent part-time), and any other third party service provider adhere to this Code. They will certify this by signing a Declaration that they have read and will abide by this Code.

Code of Conduct Declaration

I, _____ (*Director/Employee/Volunteer – please print*), have read, understand and agree to abide by the Code of Conduct of the CSEG Foundation and I understand that such adherence is a condition of my employment or volunteer work. I understand that a violation of the Code of Conduct may be grounds for termination as a volunteer or in the case of an employee immediate dismissal for just cause without notice or pay in lieu of notice.

Signed this _____ day of _____, 20_____.

(Director/Employee/Volunteer - Signature)

Foundation role

Conflict of Interest Policy

The CSEG Foundation's reputation as a charity is the basis for inspiring trust among its volunteers, donors, grantors, grantees and the general public in pursuit of its mandate/mission. There must be trust that Board Directors, volunteers and CSEG employees will act consistently in the Foundation's best interest for the Foundation to be successful.

Conflict of interest arises when a person participates in a decision or activity concerning a matter which may benefit or *be seen to* benefit that person because of his/her direct or indirect monetary or financial interests affected by or involved in that matter.

It is the duty of any person taking part in the operations of the CSEG Foundation to adhere to the Conflict of Interest Policy at all times. In the event that such a matter arises, the person shall formally disclose the interest, refrain from attempting to persuade or influence other persons participating in the decision, and shall not cast any vote on the matter.

Policy

All actions or decisions by the CSEG Foundation Board Directors and volunteers must be based on an impartial and objective assessment of the Foundation's interests in the situation, without regard to any gifts or favours from outside interests that could adversely affect, or be seen by others as possibly affecting, their judgement.

- Volunteers and members of the Board of Directors shall disclose to the Board prior to engaging in any activities that may be seen as conflict of interest, such as, but not limited to:
 - Having a vested interest in an external business that may provide materials or service to the Foundation;
 - Being offered services or materials as a result of position with the Foundation;
 - Making use of a position with the Board to solicit services or materials for personal gain;
 - Utilizing Foundation services or materials for an external business;
 - Pursuing personal gain over the well-being or needs of the Foundation.
- Foundation volunteers and CSEG staff must avoid the appearance of favouritism in all of their dealings on behalf of the Foundation and not accept personal gifts from those doing business or seeking to do business with the Foundation.
- Foundation volunteers and staff must not commit the Foundation to any unauthorized expenditure or other liability and must ensure that all commitments are approved in accordance with the appropriate bylaws, regulations and policies including all appropriate consultations and approvals.
- Sole-sourcing of goods and services should not occur. All procurements of goods and services over \$10,000 should be subjected to at least three (3) bids if possible. Sole-sourcing is to be allowed if a known vendor with a past relationship to the Foundation is to be used.
- It is the responsibility of the Board Directors, volunteers or CSEG Employee (which ever applicable) to ensure that the costs of goods and services from a known vendor are fair and reasonable.
- If any decisions are to be made at a Board level where there is a known conflict of interest present, the person(s) in question are to be removed from all discussions and decisions pertaining to the matter.

The Foundation Chair is responsible for final decisions on any potential or actual conflicts of interest. A Special Committee of Foundation Board Directors will be set up to investigate any allegations or appeals and it is empowered to present any recommendation(s) on any potential or actual conflicts to the Chair.

Guidelines

- If a potential conflict exists because of Foundation volunteer's personal related interest in a matter, the volunteer shall advise his/her responsible Foundation Director, the Foundation Chair, CSEG Executive Representative or staff immediately.
- Any Foundation volunteer shall be considered to have potential conflict of interest where he/she has a direct or indirect financial interest in a matter involving the CSEG Foundation and where he/she could influence or appear to be able to influence any decision on that matter by the CSEG Foundation.

Board Performance and Evaluation

In order to be as effective a Board of Directors as possible, it is strongly recommended that Directors review and evaluate their performance on an annual basis. It is appropriate for a Board of the size of the Foundation's to conduct a Self-Evaluation and Feedback Questionnaire, which provides Board Directors the ability to evaluate their own performance as well as the overall Board performance.

Self-evaluation by Directors

Six months into the new term (early December), Directors are asked to evaluate:

- Their perception of the Board's efficiency;
- Their own effectiveness by participating in a written Self-Evaluation and Feedback Questionnaire. This will provide each Board Director with the opportunity to provide feedback on such items as:
 - Process – are the meetings efficient, meeting goals, getting things done, friendly?
 - People – are you engaged and interact with others? Are you spending enough or too much time on your Board job?
 - What could you do better? What would help you do a better job? What could be done better by the Board and/or individuals?
 - What do you really like about the Board and your role?
 - What would you like to see happen?

Reviews are confidential to the Board Development Committee. The Board Development Committee reports its findings to the Chair of the Board for review and then to the Board.

Evaluation by a Facilitator

From time to time, or due to dynamics or issues, an outside facilitator might be useful or necessary. Past and present Directors can provide the Board Development Committee with potential resources should this be a necessary course of action.



Board Self-Evaluation Questionnaire

A Tool for Improving the Governance Practices
of the CSEG Foundation

Name _____ For period from _____ to _____

(optional)

Board Self Evaluation Questionnaire

Questions should be answered by all Board Directors. When completed individually, the results of Sections A, B and C should be compiled, shared and discussed by the whole board to determine an average group answer to each question and an overall section rating. Section D should be answered by Board Director alone but not shared with the group. Sections A, B and C should also be completed by the **Executive Director or CEO**. This questionnaire also includes Section E, which provides feedback to the Chair of the Board.

Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

A. How Well Has the Board Done Its Job?

1. Our organization operates with a strategic plan or a set of measurable goals and priorities.	1	2	3	4	5
2. The Board’s regular meeting agenda items reflects our strategic plan or priorities.	1	2	3	4	5
3. The Board has created or reviewed, in this period, some key governance job descriptions (e.g. Board Chair, Directors and committees).	1	2	3	4	5
4. The Board gives direction to staff on how to achieve the goals by setting, referring to, or revising policies.	1	2	3	4	5
5. The Board has identified and reviewed the organization’s relationship with each of its key stakeholders.	1	2	3	4	5
6. The Board has ensured that the organization’s accomplishments and challenges have been communicated to key stakeholders.	1	2	3	4	5
7. The Board has ensured that stakeholders have received reports on how our organization has used its financial and human resources.	1	2	3	4	5

My overall rating (add together the total of the numbers circled):

Excellent (>26) Satisfactory (18-25) Poor (<18)

B. How Well Has the Board Conducted Itself?

Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

- | | | | | | |
|--|---|---|---|---|---|
| 1. As Board Directors we are aware of what is expected of us. | 1 | 2 | 3 | 4 | 5 |
| 2. The agenda of Board meetings are well planned so that we are able to get through all necessary Board business. | 1 | 2 | 3 | 4 | 5 |
| 3. It seems like most Board Directors come to meetings prepared. | 1 | 2 | 3 | 4 | 5 |
| 4. We receive written reports to the Board in advance of our meetings. | 1 | 2 | 3 | 4 | 5 |
| 5. All Board Directors participate in important Board discussions. | 1 | 2 | 3 | 4 | 5 |
| 6. We do a good job encouraging and dealing with different points of view. | 1 | 2 | 3 | 4 | 5 |
| 7. We all support the decisions we make. | 1 | 2 | 3 | 4 | 5 |
| 8. The Board assesses its composition and strengths in advance of recruiting new Board Directors. | 1 | 2 | 3 | 4 | 5 |
| 9. The Board assumes much of the responsibility for director recruitment and orientation. | 1 | 2 | 3 | 4 | 5 |
| 10. Board Directors have some interaction with external stakeholders at Board meetings (e.g. as guests) or between meetings. | 1 | 2 | 3 | 4 | 5 |
| 11. Our Board meetings are always interesting. | 1 | 2 | 3 | 4 | 5 |
| 12. Our Board meetings are frequently fun. | 1 | 2 | 3 | 4 | 5 |

My overall rating (add together the total of the numbers circled):

Excellent (>45) Satisfactory (30-44) Poor (<30)

C. My Performance as an Individual Board Director (Not to be shared)

Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. I am aware of what is expected of me as a Board Director.	1	2	3	4	5
2. I have a good record of meeting attendance.	1	2	3	4	5
3. I read the minutes, reports and other materials in advance of our Board meetings.	1	2	3	4	5
4. I am familiar with what is in the organization's bylaws and governing policies.	1	2	3	4	5
5. I frequently encourage other Board Directors to express their opinions at Board meetings.	1	2	3	4	5
6. I am encouraged by other Board Directors to express my opinions at Board meetings.	1	2	3	4	5
7. I am a good listener at Board meetings.	1	2	3	4	5
8. I follow through on things I have said I would do.	1	2	3	4	5
9. I maintain the confidentiality of all Board decisions.	1	2	3	4	5
10. When I have a different opinion than the majority, I state it.	1	2	3	4	5
11. I support Board decisions once they are made even if I do not agree with them.	1	2	3	4	5
12. I promote the work of our organization in the community whenever I have a chance to do so.	1	2	3	4	5
13. I stay informed about issues relevant to our mission and bring information to the attention of the Board.	1	2	3	4	5

My overall rating (add together the total of the numbers circled):

Excellent (>49) Satisfactory (33-48) Poor (<33)

D. Feedback to the Chair of the Board *(Optional)*

Circle the response that **best** reflects your opinion. The rating scale for each statement is: Strongly Disagree (1); Disagree (2); Maybe or Not Sure (3); Agree (4); Strongly Agree (5).

1. The Chair is well prepared for Board meetings.	1	2	3	4	5
2. The Chair helps the Board stick to the agenda.	1	2	3	4	5
3. The Chair tries hard to ensure that every Board Director has an opportunity to be heard.	1	2	3	4	5
4. The Chair is skilled at managing different points of view	1	2	3	4	5
5. The Chair has demonstrates versatility in facilitating Board discussions.	1	2	3	4	5
6. The Chair knows how to be direct with an individual Board Director when their behavior needs to change.	1	2	3	4	5
7. The Chair helps the Board work well together.	1	2	3	4	5
8. The Chair demonstrates good listening skills.	1	2	3	4	5
9. The Board supports the Chair.	1	2	3	4	5
10. The Chair is effective in delegating responsibility amongst Board Directors.	1	2	3	4	5
11. The Chair ensures the Board is aware of his/her organizational activities outside of our Board meetings	1	2	3	4	5

My overall rating (add together the total of the numbers circled):

Excellent (>41) Satisfactory (28-40) Poor (<28)

E. Comments to the Chair of the Board *(Optional and Confidential)*

Provide any further comments or suggestions that you wish to share confidentially with the Chair of the Board.

Risk Management

The following section is for reference. One way to categorize different risks is to look at the four assets that all non-profit organizations have:

- People (directors, volunteers, employees, clients, donors);
- Real property (includes buildings, facilities);
- Income (donations, membership fees, grants and contributions, investment earnings);
- Goodwill (reputation, stature in the community, ability to raise funds; appeal to prospective volunteers, Board Directors, and staff).

Risks differ depending on the Foundation organization's unique activities and holdings. For this reason we are dealing with specific risk management principles in the other subject specific areas, such as Board Governance and Volunteer Management. A risk for a Board Director could be a lawsuit flowing from a Board decision. A risk for a volunteer could be an accident while conducting a Foundation event. A risk for a building could be fire or water damage. A risk to office supplies could be theft. A risk to grants and contributions could be a change in government. A risk to goodwill could result from a scandal.

Risk management is not the same as insurance.

Proper insurance pays for legal fees, settlements or judgements in the event that your organization is sued. But too often insurance represents a large portion of a charity's total risk management effort. Insurance provides help after the problem or allegation has already occurred. It is necessary, but it is not enough; appropriate risk management can often stop problems from occurring in the first place.

The risk management process provides a framework for identifying risks and deciding what to do about them. It is easy to become overwhelmed by the huge list of risks facing an organization, but not all risks are created equally. Risk management is about assessing risks and deciding which require immediate attention.

Common insurance coverage, however, should include:

Commercial General Liability (CGL)

Covers: Bodily Injury and Property Damage, Personal Injury, Medical Payments (NO lawsuit), Tenants' Legal Liability, Endorsements like Non-Owned Automobile Liability

Directors' and Officers' Liability

Directors and officers of non-profit organizations are at risk as they can be held:

- Personally liable for their decisions;
- Liable for acts committed by other directors simply because they sit on the same Board.

<http://sectorsource.ca/managing-organization/risk-management>

Risk Tolerance Policy

The Board sets or approves the risk tolerance policy for the organization. The risk tolerance policy sets out the amount of risk that the organization is willing to assume. It has two key components: appetite for risk and capacity for risk.

Risk appetite reflects the organization's willingness to take on risk – some are very risk averse, whereas others are more daring.

Capacity for risk reflects the ability to withstand risk and is based on the strength of the organization's finances, donor support, reputation and credibility, as well as the experience and competence of volunteers and staff.

Risk Identification

Risk is the chance of something happening that will have an impact on objectives. It is measured in terms of consequences and likelihood.

Risk management includes the culture, processes, and structures that are directed towards the effective management of potential opportunities and adverse effects.

Not-for-profit organizations are very diverse, which means that risks can vary depending on mandate, stakeholders, funding etc. In order to ensure that all applicable risks are “on the radar”, it can be helpful to consider categories of risk, such as:

Compliance risk: the risk of fines and other regulatory penalties for offences such as failure to remit payroll deductions, violation of privacy laws, etc.

External risk: the risk of becoming irrelevant, losing the support of funders or the public, or failing to respond to economic, demographic and other trends.

Financial risk: loss of funding, the risk of fraud, or inability to meet financial obligations.

Governance risk: the risk of ineffective oversight, poor decision-making or lack of direction.

Operational or Program risk: the risk of poor service delivery, day-to-day crises, and misuse or neglect of resources, including human capital.

Reputation risk: the risk of losing goodwill, status in the community, and the ability to raise funds and appeal to prospective volunteers.

Strategic risk: the risk of inappropriate or unrealistic programs and initiatives, or failure to keep the organization strong and relevant.

Risk Assessment

The next step is to identify the highest priority risks so that steps can be taken to address them. This can be done by using processes like risk mapping or scoring, which involve assigning values to risks based on the likelihood of occurrence and potential impact. The goal is to classify risks in terms of priority, which will help determine how to manage them and also pinpoint major risks of which the Board should remain aware.

Boards should not forget that risks are interconnected. Impact from one risk can affect the probability of other risks. Problems in one area can cause problems in another. Boards should also consider the effect of more than one risk coming to pass at the same time: while the organization might be prepared for the occurrence of one adverse event, the impact of two or more occurring simultaneously may be more than it is equipped to handle. Tools such as scenario planning can help in imagining these possibilities.

Risk Management

There are, essentially, four ways to manage risk:

Avoiding risk: This can be a legitimate strategy but can also result in missed opportunities. Before abandoning a promising idea, it makes sense to consider other ways to manage the risk.

Transferring risk: Share the risk with someone else, for example, by buying an insurance policy.

Mitigating risk: Develop procedures with checks and balances to detect and reduce the likelihood and/or severity of risks.

Accepting risk: Provided that the risk is unlikely or would not cause serious harm to the organization, it may make more sense to accept and monitor it.

In selecting risk management strategies, cost is an important consideration. The cost of managing a risk should generally be compatible with its potential consequences. The choice of risk management strategies should also be compatible with the culture of the organization and the risk tolerance policy as approved by the Board.

Ensuring that risk is on the Board's agenda

Risk is not something that should only be discussed once a year or only in response to a report from management. Directors should ensure that discussion of risk occurs regularly, for example, during strategic planning sessions and before motions to approve major programs or projects. Regular review of risk identification, assessment, and management should be part of the Board's work plan, and frequent reports should be requested on areas of key risk.

Oversight of risk is an integral part of good governance. It should not imply risk aversion. Rather, boards of directors can help guide their organizations by balancing opportunities and threats to achieve objectives in a way that is compatible with their values and tolerance for risk.

http://sectorsource.ca/sites/default/files/resources/files/beth_deazeley_dec_2009.pdf

CSEG Foundation Risk Management Policy

[to be developed in the next version]

Privacy Policy

The CSEG Foundation is committed to protecting the privacy of the personal information of staff, its volunteers, Directors, donors and other stakeholders. We value the trust of those we deal with, and of the public, and recognize that maintaining this trust requires that we be transparent and accountable in how we treat the information that people choose to share with us.

During the course of our various projects and activities, the CSEG Foundation often gathers and uses personal information. Anyone from whom we collect such information should expect that it will be carefully protected and that any use of, or other dealing with, this information is subject to consent. CSEG Foundation privacy practices are designed to achieve this.

Defining personal information

Personal information is any information that can be used to distinguish, identify or contact a specific individual. This information can include an individual's opinions or beliefs, as well as facts about, or related to, the individual. Exceptions: business contact information and certain publicly available information, such as names, addresses and telephone numbers as published in telephone directories, are not considered personal information.

Information in the public domain is not subject to privacy legislation and as such is not included in this policy.

Where CSEG Foundation donors and affiliates use their home contact information as business contact information, CSEG Foundation considers that the contact information provided is business contact information, and is not therefore subject to protection as personal information.

We consider donor and volunteer information always to be personal information, and do not disclose information about donors or volunteers without consent.

CSEG Foundation observes the following practices when collecting, maintaining and using personal information:

Consent

An individual's consent is required regarding the collection and proposed use of personal information when information is collected. Consent can be either express or implied and can be provided directly by the individual or by an authorized representative. Express consent can be given orally, electronically or in writing. Implied consent is consent that can reasonably be inferred from an individual's action or inaction. An individual's consent is required before confidential information is released to outside parties.

Limited Collection

The collection of personal information is limited to that which is relevant and necessary to our programs and fundraising efforts. CSEG Foundation shall not make unwarranted or intrusive inquiries into a donor or prospect's gift history or personal life. CSEG Foundation attributes all data that it collects.

Limited Use, Disclosure and Retention

Personal information shall not be used or disclosed for purposes other than those for which it was collected, except with the consent of the individual or as required by law. Personal information shall be retained only as long as necessary for the fulfillment of those purposes.

Accuracy

Personal information shall be as complete, accurate and up-to-date as possible. Donors are encouraged to review, correct and update personal information.

Security Safeguards

Personal information gathered by CSEG Foundation shall be kept in confidence. CSEG Foundation personnel shall be authorized to access personal information based only on their need to deal with the information for the reason(s) for which it was obtained.

Appropriate physical and electronic measures shall be used to ensure personal information is secure. Access to donor and volunteer records shall be limited to those who require such information to fulfill their job responsibilities. Special protection shall be given to all records pertaining to anonymous donors. The confidentiality of donor and volunteer records shall continue after the relationship with the individual has ended.

Confidentiality

Donors who request that their name and/or the amount of the gift not be publicly released shall remain anonymous. Only the Directors who are required to know the details will be privy to this information.

Openness

Upon request, individuals shall be given access to the information in their donor record.

Complaints and Whistleblower Policies

[to be developed in the next version]

Appendices

Appendix 1 - CSEGF Memorandum of Association

Appendix 2 - CSEGF Articles of Association

Note: Appendix 3 and 4, included in Version 1, were determined to be not pertinent to governance and have been removed in Version 2.

MEMORANDUM OF ASSOCIATION OF
CSEG FOUNDATION



1. The name of the Company is CSEG FOUNDATION.
2. The objects for which the Company is established are the objects set out hereinafter but the Company is not being formed for the purpose of gain and the purpose of gain is to be excluded from all matters herein referred to and no profits earned by the Company are to be paid out to the members but are to be applied in the furtherance of the Company's objects, these being:
 - (a) to establish programs supporting education in geophysics and the earth sciences;
 - (b) to support post secondary education in geophysics and the earth sciences, including the establishment and continuation of the Canadian Society of Exploration Geophysicists scholarship programs;
 - (c) to support continuing education of geophysicists through the development of courses relating to developing technology, publications relating to the geosciences and by establishing education programs;
 - (d) to support scientific activities by providing funding of academic research programs;
 - (e) to develop and support non-profit programs designed to further the development of geophysical techniques aimed at improvements in geophysical applications in the earth sciences;
 - (f) to support the preservation of the history of geophysical exploration;
 - (g) to support the business application of geophysics as defined in the mandate of the Canadian Society of Exploration Geophysicists;
 - (h) to hold, invest, administer, and distribute funds and property for the purposes of the Company as presently set out and for such other organizations as are "qualified donees" under the provisions of the *Income Tax Act* (Canada) and for such other purposes and activities which are authorized for registered charities under the provisions of the *Income Tax Act* (Canada);
 - (i) to do all such other things as are incidental and ancillary to the attainment of the purposes and the exercise of the powers of the Company;
 - (j) and for the better attainment of the above objects and as incidental and ancillary thereto, to exercise any of the powers as prescribed by Section 20 of the *Companies Act* or any other statutes or laws from time to time applicable except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing;

- (k) to invest and re-invest the funds of the Company in such manner as determined by the directors, and in making such investments, the directors shall not be limited to investments authorized by law for trustees, nor be obligated to apply any statutory prudent investor criteria, including but not limited to the criteria set out in Section 3 to 9 of the *Trustees Act* (Alberta), provided such investments are reasonable, and prudent under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
- (l) to solicit and receive donations, bequests, legacies and grants, awards and to enter into agreements, contracts and undertakings incidental thereto;
- (m) to acquire by purchase, contract, donation, legacy, gift, grant, award, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same or any part thereof, as may be considered advisable; and
- (n) to acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Company or for carrying on its charitable undertaking.

And in the interpretation of these objects, each object in each clause of this paragraph shall be construed separately and shall not be limited or restricted by reference to or inference from the terms of any other clause or the name of the Company.

3. The liability of the members is limited.
4. The Company is authorized to issue ~~one hundred~~ (100) Class "A" Shares without nominal or par value, the maximum for which shall not exceed the total consideration of \$100.00.
5. The Company is constituted exclusively for charitable purposes and shall be operated exclusively for charitable purposes. All property, income and other resources of the Company shall be applied, used and devoted exclusively to charitable purposes and charitable activities promoting the objectives of the Company, whether carried on directly by the Company or otherwise. No part of the property, income or other resources of the Company shall be paid or transferred to, or otherwise be made available for, the personal benefit of any shareholder, director or officer of the Company. Notwithstanding the foregoing, the Company may make reasonable payments to any person for services rendered to the Company or expenditures made on behalf of the Company.
6. The Company shall be a private Company within the meaning of the *Companies Act*, which is defined therein as a company that by its memorandum or articles, in the case of the company having a share capital:
 - (a) restricts or prohibits the right to transfer any of its shares,
 - (b) limits the number of its members to 50 or less, exclusive of persons who are in the employment of the company, and persons who, having been formerly in the employment of the company, were while in that employment and have continued after the determination of that employment to be members of the company, but

where 2 or more persons hold one or more shares in the company jointly they shall, for the purposes of this definition, be treated as a single member, and

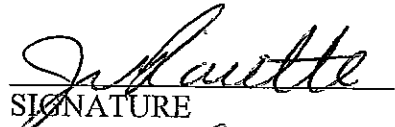
(c) prohibits any invitation to the public to subscribe for any shares or debentures of the company.

7. The private company restrictions referred to in paragraph 6 herein shall be those set forth in the Articles of Association.

SUBSCRIBER	NUMBER OF SHARES	WITNESS
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Canadian Society of
Exploration Geophysicists
905, 510 - 5th Avenue S.W.
Calgary, Alberta - T2J 6R5

99 Class "A" Shares


SIGNATURE

J W RACETTE
PRINTED NAME

905 - 510 5TH ST SW

T2J 6R5
ADDRESS

Per: 
SIGNATURE

J.W. STENHOUSE
PRINTED NAME

Brian Russell
Suite 510, 715 5th Ave SW
Calgary, Alberta T2P 2X6

1 Class "A" Share


SIGNATURE

J W RACETTE
PRINTED NAME

905 - 510 5TH ST SW

T2P 2X6
ADDRESS

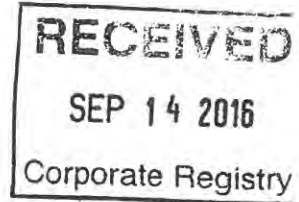

SIGNATURE

Brian Russell
PRINTED NAME

DATED at the City of Calgary, in the Province of Alberta, this 7th day of July, 2005.



ARTICLES OF ASSOCIATION OF
CSEG FOUNDATION
TABLE "A"



1. The Regulations contained in the table marked "A" in the First Schedule of the Companies Act shall not apply to the Company.

INTERPRETATION

2. In these Articles, including this clause, unless the context or subject matter requires a different meaning:
 - (a) "Act" means the *Companies Act*, R.S.A. 2000, chapter C-2 I as amended from time to time.
 - (b) "Annual General Meeting" means the regular Members' Meeting required by the Act to be held annually.
 - (c) "Articles" means these Articles of Association and any amendments thereto.
 - (d) "Board" means the Board of Directors of the Company.
 - (e) "Board Meeting" means any meeting of the Board.
 - (f) "Chair" means the Chair of the Board, whether such office is held by the President or apart therefrom.
 - (g) "Company" means CSEG Foundation
 - (h) "Director(s)" means the individuals who are from time to time duly elected or appointed directors of the Company.
 - (i) "Member" includes "Members" and means a subscriber of the memorandum of the Company.
 - (j) "Members' Meeting" means any meeting of the Members, whether by way of an Annual General Meeting or a Special General Meeting
 - (k) "Month" means calendar month.
 - (l) "Office" and "Head Office" and "Registered Office" each mean the registered office for the time being of the Company as prescribed by and fixed in accordance with the requirements of the Act.
 - (m) "Person" is deemed to include an individual, a company, a corporation, a partnership or any other form of legal entity.
 - (n) "Register" means the register of its Members to be kept by the Company as required by the Act.

- (o) "Seal" means the corporate seal of the Company or any official facsimile of the same.
 - (p) "Secretary" and "Treasurer" includes any individual appointed temporarily or permanently to perform the respective duties of Secretary and Treasurer, or holding such offices jointly.
 - (q) "Special General Meeting" means any Members' Meeting other than an Annual General Meeting.
3. Words which have a special meaning assigned to them in the Act have the same meaning in these Articles.
 4. Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include a company, a corporation, a partnership or any other form of legal entity
 5. The headings used throughout these Articles are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such provisions or terms.

HEAD OFFICE

6. The Registered Office shall be situated at such place in the Province of Alberta as may be fixed by the Board from time to time.

MEMBERS' MEETINGS

7. Annual General Meetings shall be held annually at such time as may be determined In accordance with the provisions of the Act, or as determined by the Board.
8. The Board may, whenever it thinks fit, and it shall upon the written requisition of the Members proceed forthwith to convene a Special General Meeting of the Company and any Special General Meeting called in pursuance of a requisition shall be convened and held in accordance with the provisions of the Act.
9. Where a Special General Meeting is requisitioned by the Members, there shall be transacted at that Special General Meeting only such business as is stated in the Members' written requisition.
10. For any Members' Meeting, at least seven (7) days' notice specifying the place, the day and hour of the Members' Meeting, and, in the case of special business, the general nature of such business, shall be given to the Members entitled to vote at such Members' Meeting, in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in the Members' Meeting.
11. The accidental omission to give notice to any Member, or the non-receipt by any Member, of such notice shall not invalidate the proceedings at any Members' Meeting.

PROCEEDINGS AT MEMBERS' MEETINGS

12. At any Members' Meeting, if all the Members entitled to vote thereat are present, either in person or by proxy, they may waive the necessity of the giving of any previous notice of such

Members' Meeting and an entry in the minutes of such Members' Meeting of such waiver shall be sufficient evidence of the due convening of the Members' Meeting.

13. A quorum at any Members' Meeting (unless a greater number of Members is required by the Act or by any amended Articles of Association) shall be at least one Member present in person, being a Member in good standing entitled to vote thereat, or a duly appointed proxy or representative for a Member so entitled. If a quorum is present at the opening of any Members' Meetings, the Members present or represented by proxy may proceed with the business of the Members' Meeting notwithstanding that a quorum is not present throughout the Members' Meeting.
14. If a quorum is not present within fifteen (15) minutes after the opening of the Members' Meeting, the Members' Meeting, if convened upon a requisition of the Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned Members' Meeting a quorum be not present, those Members who are present shall be deemed to be a quorum, and may transact all business which a full quorum might have done.
15. The business of an Annual General Meeting shall be to receive and consider the financial statements of the Company, the reports of the Board and of the auditors, the election of the Board and of an auditor or auditors, and to transact any other business which under these Articles and the Act ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting, and all business transacted at a Special General Meeting, shall be deemed special.
16. The President of the Company shall preside as Chair at every Members' Meeting of the Company, and in their absence the Vice-President, and if neither of these be present. or if at any Members' Meeting they be not present within fifteen (15) minutes after the time appointed for holding the Members' Meeting, the Members present shall choose a representative of the Board present to be Chair, or if no representative of the Board shall be present and willing to take the Chair, the Members present shall choose one of their number to be Chair.
17. The Chair may adjourn the Members' Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Members' Meeting other than the business left unfinished at the Members' Meeting from which the adjournment took place.
18. Votes at Members' Meetings may be given personally or by proxy.
19. The instrument appointing a proxy shall be in writing under the hand of the appointer. Save as provided in the Act, no Person shall be appointed a proxy who is not a Member of the Company and qualified to vote; provided always that a corporation being a Member of the Company may appoint anyone of its officers or any other individual to be its proxy and the Person so appointed may attend and vote at any Members' Meeting at which the appointer is entitled to vote.
20. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the Registered Office not less than twenty-four (24) hours before the time fixed for the Members' Meeting at which the Person so named in such instrument is authorized to vote.

21. Every instrument appointing a proxy, whether for a specified Members' Meeting or otherwise, shall as nearly as circumstances will permit be in the form or to the effect following:

"I, _____ of _____, being a Member in _____ hereby appoint _____ of _____, or failing them _____ of _____ as my proxy to vote for me and on my behalf at the Annual (or Special as the case may be) Members' Meeting of the Company to be held on the _____ day of _____, and at every adjournment thereof and at every poll, which may take place in consequence thereof.

As witness my hand this _____ day of _____.

The decision of the Chair of any Members' Meeting as to the validity of any instrument of proxy shall be final and conclusive.

22. At every Members' Meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll be demanded by at least one (1) Member personally present or by proxy and entitled to vote, or as may in special instances be required by the Act. A declaration by the Chair that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive and an entry to that effect in the book or proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution
23. If a poll be demanded in the manner above mentioned, it shall be taken at such time and place and in such manner as the Chair may direct, and the result of such poll shall be deemed to be the resolution of the Members' Meeting at which the poll was demanded. In the case of an equality of votes at any Members' Meeting, whether upon a show of hands or at a poll, the Chair shall not be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chair shall determine the same, and such determination made in good faith shall be final and conclusive. A demand for a poll may be withdrawn.
24. A poll may be demanded upon the election of a Chair, or upon a question of adjournment, but such poll shall be taken forthwith without adjournment. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
25. At every Members' Meeting:
- (a) upon a show of hands every Member present in person and entitled to vote shall have one (1) vote only;
 - (b) upon a poll every Member present in person or by proxy shall have one (1) vote only;
 - (c) where a Member corporation is present by proxy, or by a Person duly appointed who is not a Member, such proxy or Person shall, in addition to voting on a poll be entitled to vote for such corporation upon a show of hands.
26. If any Member is of unsound mind, they may vote by their guardian and such Person may give their vote either personally or by proxy.

27. Notwithstanding anything to the contrary in these Articles, a resolution assented to and adopted in writing under the hands of all the Members entitled to vote thereon, though not passed at a Members' Meeting, shall be of the same force and effect as if it had been duly passed at a Members' Meeting duly convened, and no previous notice or convening of any Members' Meeting for the purpose of passing such resolution shall in such case be deemed to have been necessary whether the business transacted thereat is special or not, and a Member may signify their assent to such resolution in writing under their hand or by mail, fax or email.

DIRECTORS

28. The affairs of the Company shall be managed by a Board of not less than seven (7) Directors nor more than thirteen (13) and in the event of the number of Directors being less than the minimum aforesaid they shall do no act other than to appoint a Director or Directors, or to call a Members' Meeting of the Company, until the number of Directors has been made up to the said minimum, and in the further event that the number of Directors is increased or decreased beyond or below the said maximum, such increase or decrease shall be effected in compliance with the provisions of the Act.
29. The Members shall, at every Annual General Meeting, elect Directors to the Board in such manner as to ensure continuous Directorship terms of no less than 3 years and no more than 6 years, to provide for overlapping terms for continuity.
30. The Members may, from time to time at a Members' Meeting, increase or reduce the number of Directors, provided that the number of Directors shall not be reduced to less than seven(7).
31. Notwithstanding paragraph 29, at a Members' Meeting, the Members may, by special resolution in a Members' Meeting, remove any Director before the expiration of their period of office and may, by ordinary resolution, appoint another individual in their stead. The individual so appointed shall hold office for the remaining period of time the Director in whose place they are appointed would have held office if they had not been removed.
32. In the event of the resignation of a Director at a Members' Meeting the Members may, by special resolution in a Members' Meeting, appoint another individual in their stead.
33. At the Annual General Meeting in every year, all the Directors of the Company shall retire from office.
34. A retiring Director shall be eligible for re-election.
35. If at any Members' Meeting at which any election of Directors ought to take place such election does not take place, the retiring Directors shall continue in office until Directors have been elected at a subsequent Members' Meeting or until the Annual General Meeting in the next year, and so on from time to time until such election takes place or the successors of the retiring Directors are elected or appointed.

36. The Directors of the Company shall serve without any remuneration for the services they provide and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be paid for expenses they incur in carrying out their duties on behalf of the Company. The Board may appoint officers, committee members, employees, solicitors, consultants and other individuals at such salaries or for such remuneration and expenditures that the Board may deem proper or necessary to carry out the objects of the Company and the Board shall approve the payment of all such salaries, remuneration and expenditures.

POWERS OF DIRECTORS

37. Subject to the limitations contained in the Act or these Articles, in addition to the powers and authorities conferred on it by the Act, the business of the Company shall be managed by the Board, which may:
- (a) pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company or of any Person formed by or at the instance of the Company; and
 - (b) do on behalf of the Company all such acts as may be exercised and done by the Company and which are not otherwise required to be exercised or done by the Company in a Members' Meeting.
38. Without limiting the generality of the preceding clause and the other powers conferred to the Directors by these Articles, it is hereby expressly declared that the Directors shall have the following powers:
- (a) to enter into contracts or agreements;
 - (b) to make banking and financial arrangements;
 - (c) to execute documents;
 - (d) to direct the manner in which any other Person or Persons may enter into contracts or agreements on behalf of the Company;
 - (e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interest for such consideration and upon such terms and conditions as the Board may consider advisable;
 - (f) to borrow on the credit of the Company for the purposes of operating expenses, or on the security of the Company's real or personal property; and
 - (g) to purchase insurance to protect the property, rights and interests of the Company and to indemnify the Company, its Members, Directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Company.

DISQUALIFICATION OF DIRECTORS

39. The office of a Director shall be ipso facto vacated:
- (a) If they have the status of bankrupt;
 - (b) If they are less than eighteen (18) years of age;

- (c) If they become:
- i. a dependent adult as defined in the *Dependent Adults Act* or they are the subject of a certificate of incapacity under that Act;
 - ii. a formal patient as detained in the *Mental Health Act*;
 - iii. is the subject of an order under the *Mentally Incapacitated Persons Act* appointing a committee of their person or estate or both; or
 - iv. has been found of unsound mind by a court in Alberta;
- (d) if, by notice in writing they resign their office;
- (e) if, by notice in writing and approved by a majority of the Members pursuant to paragraph 31, they are requested to resign their office;

but any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Board, or an entry has been made in the Directors' Minute Book, stating that such Director has ceased to be a Director of the Company.

PROCEEDINGS OF DIRECTORS

40. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their Board Meetings as it shall think fit. For the transaction of business, a simple majority of the Directors shall constitute a quorum. Questions arising at any Board Meeting shall be decided by a majority of votes of Directors not including the Chair of the Meeting; in the case of an equality of votes, the Chair of the Board Meeting shall have a deciding vote.
41. In the event that a Director is unable to participate in a Board Meeting, a replacement person ("Director Designate") holding the role of either Vice-Chair, Assistant Chair or Co-Chair for the committee of which the absent Director is Chair may be appointed by the Chair to act in the absent Director's stead. In the event that the CSEG Representative is unable to participate in a Board Meeting, the CSEG Executive or the CSEG Representative may appoint a person from the CSEG Board of Directors to act as the Director Designate. The Director Designate so appointed will have the ability to exercise the full rights normally attributed to the absent Director, including voting and counting towards the quorum only for that particular Board Meeting. The temporary position will terminate immediately upon conclusion of the Board Meeting and the Secretary will record the specifics in the Minutes of the Meeting.
42. A Board Meeting for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board.
43. Meetings of the Board may be summoned by the President or Chair, and failing them, by the Vice-President or a Director. A Board Meeting may be held at any time the Board may deem necessary and expedient and may be summoned on twenty-four (24) hours' notice, verbally or in writing, and whether by means of telephone or e-mail, or any other means of communication.

44. A Director may participate in a Board Meeting or meeting of a Committee of the Board by means of telephone or other communication facilities that permit all Directors to hear each other and a Director participating by those means is deemed to be present at such meeting.
45. Meetings of the Board shall be held at the Head Office or, with the consent of a majority of the Board, at any other place.
46. A resolution signed by all representatives of the Board as such, shall be as valid and effectual as if it had been passed at a Board Meeting duly called and constituted and shall be entered in the Minute Book of the Company accordingly, and shall be held to relate back to any date therein stated to be the date thereof. The Foundation Board of Directors may utilize the alternative voting method known as "Electronic Voting" when conducting Board business.

THE PRESIDENT

47. The Board, from time to time, may elect from among its number, a President.
48. The President shall be the chief executive officer of the Company, and preside at all Members' Meetings and, in the absence or non-appointment of the Chair of the Board, shall also preside at Board Meetings. They shall have general and active management of the affairs of the Company, and shall at all times give to the Board all information they may require regarding the Company.

THE CHAIR OF THE BOARD

49. The Board may elect from among its number a Chair of the Board, who may preside at any or all Board Meetings and who may also hold the office of President or Vice-President. In order to qualify for this position, the proposed Chair of the Board shall first meet the following criteria:
 - (a) the proposed Chair of the Board shall agree to purchase, on the date of the resignation of the then current Chair of the Board, the 1 Class "A" share in the share capital of the Company held by the then current Chair of the Board at a cost of \$1.00; and
 - (b) the proposed Chair of the Board shall consent to transfer, on the date of their resignation, the 1 Class "A" share in the share capital of the Company to the successor Chair of the Board.

THE VICE-PRESIDENT OR VICE-PRESIDENTS

50. The Board, from time to time, may also elect from among its number a Vice-President or Vice-Presidents in whom shall be vested all the powers and who shall perform all the duties of the President in the absence of the latter from their office and who may also preside at Board Meetings in the absence of the President and the Chair of the Board. Nothing, however, contained in this Article shall prevent, if considered advisable or being necessary, and the Directors present being willing, any Director from presiding at Board Meetings.

THE SECRETARY OR ASSISTANT SECRETARIES

51. The Board may appoint a Secretary and may also appoint one or more Assistant Secretaries. The Secretary or an Assistant Secretary shall attend any Board Meeting and any Members' Meeting, and record the proceedings thereof and all matters transacted and dealt with thereat, and shall prepare and keep minutes of all such meetings and record all votes and the minutes of

all proceedings in a book or books to be kept for that purpose, and shall perform like duties for any standing or executive committee when required.

52. The Secretary or, in their absence, an Assistant Secretary, shall give, or cause to be given, notice of all Members' Meetings and of all Board Meetings and shall perform any other duties as may be prescribed by the Board.
53. The Board may appoint a Treasurer and may also appoint one or more Assistant Treasurers, who shall keep, or cause to be kept, in books belonging to the Company, full and accurate accounts or receipts and disbursements and shall deposit, or cause to be deposited, all monies of the Company with the Company's bankers, or otherwise deal with the same as the Board may determine.
54. The Treasurer or an Assistant Treasurer or Assistant Treasurers shall disburse, or cause to be disbursed, the funds of the Company as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the Board at the regular Board Meetings, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Company.

POWERS OF ATTORNEY

55. The Board may from time to time by power of attorney under Seal, appoint any Person or Persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may from time to time think fit, whether nominated directly or indirectly by the Board. Any such power of attorney may contain such powers for the protection or convenience of Persons dealing with such attorneys as the Board may think fit.
56. Any attorneys may be authorized by the Board to delegate all or any of the powers, authorities and discretions for the time being vested in them, subject to the Board's written authorization.

TRUSTEES

57. The Board may appoint a trust company or any two (2) or more responsible Persons to be a trustee or trustees for the Company for any purpose the Board may deem advisable and, in particular, the whole or part of the property of the Company may be vested in such trustee or trustees to secure to the creditors or obligees of the Company the payment of any money or for securing any bonds, debentures or debenture stock of the Company, or for the payment or performance of any obligations which the Company ought to pay or perform, and the Board may, at any time fill any vacancy in the office of trustee.
58. The remuneration of a trustee or trustees shall be such as the Board shall determine and shall be paid by the Company.
59. The Board may delegate to any creditors or other Persons, the power of appointing or removing a trustee or trustees and may, by contract in writing, limit or surrender its power of appointing or removing a trustee or trustees.

COMPANY SEAL

60. The Company may have a corporate Seal of such design as may be approved by the Board.
61. The Seal shall be affixed to all documents, requiring execution under the corporate Seal of the Company, by such party or parties as may be authorized, from time to time, by the Board. In the absence of authorization, the Seal shall be affixed in the presence of two (2) Directors of the Company, or the President alone, or the Secretary and an additional Director, and such individuals shall sign every document to which the Seal of the Company is so affixed in their presence.
62. The Seal shall be kept in charge of the Secretary or other individual appointed by the Board and shall be used as in the Articles provided.
63. Whenever determined by the Board that such is necessary, the Company may have and use an official facsimile of its Seal for use in any Province of Canada not being the province in which the Registered Office is situate or for use in any territory, district or place outside Canada, and in the preparation of and in adopting and authorizing the use of such Seal the Board shall at all times comply with the Act and the Articles.

BOOKS OF THE COMPANY

64. The Board shall cause minutes to be made in books provided for that purpose:
 - (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each Board Meeting; and
 - (c) of all resolutions and proceedings of all Members' Meetings and at all Board Meetings;and any such minutes as aforesaid if purporting to be signed by the Chair of the meeting at which such appointments were made, or such Directors were present, or such resolutions were passed or proceedings had (as the case may be) or by the Chair of the next succeeding Members' Meeting or Board Meeting (as the case may be) shall be sufficient evidence without any further proof of the facts therein stated.
65. The Secretary, or the Assistant Secretary, or Assistant Secretaries, shall keep, or cause to be kept, a book or books wherein shall be recorded:
 - (a) a copy of the Memorandum of Association of the Company and of these Articles and of any amendments thereto;
 - (b) the names, alphabetically arranged, of all Persons who are, or have been, Members;
 - (c) the address and calling of every such Member, as far as can be ascertained;
 - (d) the names, addresses and callings of all individuals who are, or have been, Directors of the Company, with the several dates at which each became or ceased to be such Director.

INSPECTION OF BOOKS AND ACCOUNTS

66. The books, accounts and records of the Company shall be open to inspection by any Director at all times. Except as otherwise provided by the Act, Members may not inspect the books of the Company except at such times and places as the Board may determine by resolution.

ACCOUNTS AND CHARITABLE CHARACTER

67. The Board shall cause true accounts to be kept:
- (a) of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures take place;
 - (b) of all sales and purchases of goods and services by the Company; and
 - (c) of the assets and liabilities of the Company.
68. The books of account shall be kept at the Registered Office or at any such other place as the Board may determine.
69. At the Annual General Meeting in every year, the Board shall lay before the Members a balance sheet and a profit and loss account and the Auditors' Report, if any, made up and submitted in accordance with the Act.
70. A copy of the balance sheet and report shall be delivered to all Persons entitled to receive notices of Members' Meetings, if such Persons request the same in writing.
71. Every such balance sheet and account shall be accompanied by a report of the Board as to the state and condition of the Company and shall be signed by two (2) Directors.
72. The Board shall at all times conduct the affairs of the Company in such a manner so as to maintain the charitable status of the Company in accordance with the provisions of the *Income Tax Act (Canada)*, as the Board shall determine from time to time.

AUDIT

73. The Members, at each Annual General Meeting, may appoint one or more auditors to hold office until the close of the next Annual General Meeting and, if any appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The appointment, remuneration, rights and duties of any auditor so appointed shall be regulated by the Act.
74. The accounts of the Company, if audited and when approved by a Members' Meeting, shall be conclusive except as regards any error discovered therein within three (3) months next after the approval thereof. Whenever such error is discovered within that period, the accounts shall be forthwith corrected and henceforth shall be conclusive.

SHARES

75. All shares of the Company shall be issued by the Company for a consideration of \$1.00, and any transfer of shares by a Member, including a repurchase by the Company of a Member's share, shall occur at a price of \$1.00. No transfer of shares may occur unless approved by

resolution of the Members. The Company shall only issue shares which have been fully paid and shall not allow liens on the shares.

76. The Company is authorized to issue one hundred (100) Class "A" Shares without nominal or par value, the maximum for which shall not exceed the total consideration of \$100.00.

NOTICES

77. A notice may be served by the Company on any Member entitled thereto either personally or by sending through the post in a prepaid envelope or wrapper to such Member at their registered place of address.
78. Each Member of the Company whose registered place of address is not in Canada may from time to time notify the Company in writing of an address in Canada which shall be deemed their registered place of address within the meaning of the last preceding Article.
79. As regards a Member who has no registered place of address, a notice posted up in the Registered Office shall be deemed to be well served upon them at the expiration of twenty-four (24) hours after it is so posted up.
80. Any notice sent by post shall be deemed to be served on the second day following that upon which the letter, envelope or wrapper containing the notice was properly addressed and put into the Post Office.
81. The signature to any notice to be given by the Company may be lithographed, written, printed or otherwise mechanically reproduced.
82. When a given number of days' notice, or notices extending over any other period, are required to be given, the day of service shall, and the day upon which such notice expires, shall not be included in such number of days or other period.

INDEMNITY

83. Except as otherwise provided in the Act, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee of the Company, or for any loss, damage or expense occurring to the Company through the insufficiency or deficiency of title to any property acquired for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any Person with whom any of the monies, securities or effects of the Company shall be deposited, or for any loss occasioned by an error of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default.
84. Subject to the limitations contained in the Act, the Company may indemnify a Director or an officer of the Company, a former Director or officer of the Company or a Person who acts or acted at the Company's request and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they have made a party by reason of being or having been a Director or officer of the Company if:
- (a) they acted honestly and in good faith with a view to the best interests of the Company;

- (b) they were not wilfully negligent in carrying out their duties; and
- (c) in the case of any criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful;

and shall so indemnify such a Person as aforesaid who has been subject to an action or proceeding to which they are made a party by reason of being or having been a Director or officer of the Company against all costs, charges and expenses reasonably incurred by them in respect of such actions or proceedings.

DISSOLUTION AND WINDUP

- 85. In the event of dissolution or winding up of the Company as resolved by special resolution of the Members, all the Company's remaining assets after payment of its liabilities shall be distributed to one or more charitable organizations in Canada that are registered under the Income Tax Act (Canada).

PRIVATE COMPANY PROVISIONS


- 86. The shares of the Company shall not be transferred without the consent of the Board. The consent of the Board shall be withheld if the shares are transferred, either directly or indirectly, for profit.
- 87. The number of Members of the Company is limited to fifty (50) or less (exclusive of Persons who are in the employment of the Company, and of Persons who were formerly in the employment of the Company, and were Members of the Company while in that employment, and have continued after the cessation of that employment to be Members of the Company).
- 88. The Company is prohibited from making any invitation to the public to subscribe for shares, to become Members, or to subscribe for debentures of the Company.

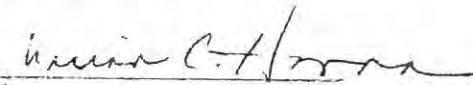
If and to the extent that the foregoing provisions of this Article are inconsistent or in conflict with any of the other provisions of these Articles, the provisions of this Article shall prevail.

Full name and address of subscriber

Witness to signatures of subscribers


Canadian Society of Exploration
Geophysicists
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Jim Racette
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Per: 

Marian Hanna
CSEG President and CSEG
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Per: 

Larry Herd
CSEG Foundation Chair