

ARTICLES OF ASSOCIATION

The **Association of Petroleum Surveying & Geomatics** is an unincorporated association of individuals who desire to exchange geodetic and cartographic information relating to worldwide petroleum development. The following Articles of Association shall govern the relationship of the individual members of the association.

ARTICLE 1 - Name

The name of the association shall be the **Association of Petroleum Surveying & Geomatics**, hereinafter called APSG.

ARTICLE 2 - Purposes

The purposes of APSG are to advance survey technology relative to the worldwide petroleum industry and to disseminate information to APSG members in respect of world wide petroleum geodesy, surveying, cartography, and spatial data management. This purpose shall be carried out in the following areas of emphasis.

Section 1. Involvement and Education

APSG shall provide the opportunity for:

- A. The development of standards and guidelines for surveying and cartography to an appropriate accuracy for petroleum exploration, development and production operations.
- B. The exchange and management of spatially related data.
- C. Liaison with national and international authorities on matters relating to geodesy, surveying, and cartography in respect of the oil and gas industry.
- D. Liaison with the Surveying and Positioning (S&P) Committee of the International Oil and Gas Producers Association (OGP) through support and augmentation of the EPSG geodetic database previously developed by the EPSG and now maintained by the OGP S&P Committee.
- E. Liaison in respect of navigation systems used for surveying and geodesy.
- F. Promotion of geodesy, surveying, cartography, and spatial data management through educational seminars and meetings.

Section 2. Public Understanding.

APSG shall seek to promote appreciation for and public understanding of worldwide petroleum geodesy, surveying, cartography, and spatial data management.

Section 3. Meetings.

APSG will hold at least one meeting per year for the purpose of exchanging and disseminating information to APSG members relative to geodesy, surveying, cartography and spatial data management.

ARTICLE 3 - Code of Ethics

Section 1. Relation of Members to One Another.

It is the policy of APSG that all members shall comply with the antitrust and competition laws of all countries in interacting with each other. It is recognized that, on occasion, there may be legitimate doubt as to the proper interpretation of the law. In such circumstances, law advice will be obtained by APSG.

Section 2. Relation of Members to Employees and Clients.

Members shall not use or divulge any employer's or clients confidential information without their permission and shall avoid conflicts of interest that may arise from information gained during any activities under taken by APSG.

Section 3. Duty to the Association.

Members shall not use APSG membership to imply endorsements or recommendation or approval by APSG of specific projects or proposals.

ARTICLE 4 - Membership

Section 1. Membership Classification.

A. **Annual** Membership.

- (1) **Annual** membership in APSG shall be available to individuals regularly engaged in geodesy, surveying, cartography, and spatial data management in petroleum exploration, development, and production oriented work or whose primary function is to assist, support, or enhance such work.
- (2) Eligibility for **Annual** Membership shall not be affected by a change in location, classification of employment, departmental or managerial assignment.

- (3) Nothing in this subsection is intended to deny **Annual** Membership to those having supervision responsibilities over others engaged in such work.
- (4) Each **annual** member shall be entitled to one vote on each matter submitted to a vote of the members.
- (5) **Annual** membership requires payment of annual dues for the current year.
- (6) **Multiple terms of Annual Membership are allowed based on an assessed financial commitment by the Executive Committee.**

B. Lifetime Membership

- (1) **Same as Annual Membership above but financial commitment has been fulfilled per the amount established by the Executive Committee.**

C. Student Membership

- (1) **Student Membership in APSG shall be available to individuals attending University or College level courses that involve learning in one or more of the following Sciences: Geomatics, Surveying, Positioning, Geospatial Data, Mapping.**
- (2) **Proof of current registration in University or College required.**
- (3) **Student Membership can be renewed annually for as long as the person remains registered in University or College.**
- (4) **Student members will have no voting rights.**
- (5) **Upon completion of education, student members that are eligible are encouraged to join APSG as annual members.**

Section 2. Membership Committee.

- A. There shall be a Membership Committee appointed by the Chair which shall be composed of at least two **annual** members of APSG. The Chair shall not be a member of the Membership Committee.
- B. The Membership Committee shall determine the eligibility of applicants and recommend acceptance or rejection to the Executive Committee in such form and in such manner as prescribed by the Executive Committee. A majority vote of the Executive Committee shall be required to confer membership in any class.
- C. Applications for membership must be made in writing on forms prescribed by the Membership Committee.

Section 3. Resignation.

A member of any classification may resign from APSG by addressing such resignation in writing to the Membership Committee.

Section 4. Cessation of Membership Rights.

An individual who resigns ceases to have any rights or obligations in APSG.

Section 5. Membership Fee

Members will be assessed a yearly fee to cover costs associated with (but not limited to) upkeep of a website and other necessary expenses associated with promotion of the organization. The yearly fee for the calendar year (January to December) will be determined by the Executive Committee.

ARTICLE 5 - Governing

The government of APSG shall be vested in an Executive Committee and the elected officers. The composition of the Executive Committee, the manner of selection, the terms of office, the specific duties, responsibilities, and other matters shall be as provided herein. Any responsibility and authority of government of APSG not otherwise specified in these Articles shall be reserved to the Executive Committee.

Section 1. Executive Committee.

- A. The executive authority of APSG shall be vested in an Executive Committee which shall be composed of the following persons:
 - (i) Chair
 - (ii) Vice Chair
 - (iii) Secretary/Treasurer
- B. The Executive Committee shall have general executive control and management of the affairs and funds of APSG. These shall include but not be limited to supervision of election of officers and filling vacancies; determination of applicant qualifications and classifications; accepting, creating, and administering funds for purposes provided under these Articles; and performing such other administrative duties as required to accomplish the objectives and purposes of APSG.
- C. The Executive Committee shall have sole responsibility and authority for all matters involving the external affairs of APSG.

Section 2. Officers.

- A. The officers of APSG shall be the following :
- (i) Chair
 - (ii) Vice Chair
 - (iii) Secretary/Treasurer (Amendment 3 - February 26, 2004)
- B. The Chair shall be the chief executive officer of APSG and shall serve for one year as such. The Chair shall be the spokesman for APSG on all matters pertaining to the public; shall appoint the members of all committees within the limits prescribed in these Articles; and shall serve as chairman of the Executive Committee.
- C. The Vice Chair shall serve for one year. The Vice Chair shall perform the duties of the Chair in the absence or inability of the Chair to serve. The Vice Chair shall assume the Office of Chair for the remainder of the Chair's term in case of a vacancy for any cause in that office and then assume that office for a full term of one year. The Vice Chair shall perform such further duties as may be assigned by the Chair. The Vice Chair of the Executive Committee will automatically succeed the Chair. Voting for Executive Committee members will therefore be limited to the positions of Vice Chair and Secretary/Treasurer.
- D. The Secretary/Treasurer shall be responsible for recording the actions of the Executive Committee and perform other duties as may be directed by the Executive Committee. The Secretary will also be the Treasurer of the organization. (Amendment 3 - February 26, 2004)
- E. The Chair and Vice Chair, each as such, shall serve a one year term except as provided in sub articles (c) above. The Chair and Vice Chair may not succeed themselves in office for more than one additional term. The Secretary/Treasurer shall serve a two-year term and may succeed him/herself in office for one additional term. The terms of office shall commence following the final meeting of the year, at which meeting the officers' elections shall be held.
- F. The officers shall be elected from among the **annual** members of APSG in the following manner:
- (i) The Chair shall appoint a four person nominating committee, one of who shall be a Past Chair, preferably the Immediate Past Char.
 - (ii) The Nominating Committee shall not later than one month prior to the final meeting of each year recommend one or more candidates each for the office of Vice Chair and biennially recommend one or more candidates for the office of Secretary. The Nominating Committee's recommendations shall be considered by the Executive Committee which shall annually approve not more than two candidates for the office of Vice Chair and biennially approve not more than two candidates for the office of Secretary/Treasurer. At the final meeting of the year, the **annual** members of APSG will vote on the candidates. A plurality of all votes cast for an office is necessary for

election. In case of a tie vote the Executive Committee shall cast one additional deciding vote.

G. Nominating committee shall consider and recommend candidates for other non-elected leadership positions such as Committee Chairs.

H. A vacancy occurring in the office of Vice Chair or Secretary/Treasurer shall be filled by the Executive Committee.

ARTICLE 6 - Meetings

APSG shall hold at least one stated meeting of its members each year at a time and place designated by the Chair with the advice and consent of the Executive Committee. Additional meetings shall be held at such times and places as the Chair designates.

ARTICLE 7 - Amendments

Section 1. Proposal of Amendments.

Amendments to these Articles of Association may be proposed by one of the following means:

- (i) Resolution of the Executive Committee
- (ii) Written proposal signed by twenty percent of the **annual** members of APSG.

Section 2. Amending Procedure

Upon receipt of a proposal to amend these Articles the Executive Committee shall determine to its knowledge and belief that the proposal is consistent with applicable state and federal laws.

Section 3. Publication of Amendments

Upon affirmation of legality of a proposal the Executive Committee shall cause the proposal to be distributed to the members at least thirty days prior to the full meeting of the membership at which said amendments shall be considered.

Section 4. Consideration of Amendments

Proposed amendments shall be considered at a general meeting of **annual** members and shall be enacted upon receipt of a two thirds affirmative vote of the **annual** members present and voting. In the event any revisions of the published amendments are approved, the revised amendment shall become effective only when and if the legality of the revised amendment has been affirmatively determined by the Executive Committee.

ARTICLE 8 - Establishment

The foregoing Articles of Association are subscribed to and The **Association of Petroleum Surveying & Geomatics** is established by the founding members whose names are subscribed on the attached Annex. The founding members subscribe to and elect the following officers:

Chair Mike Chamberlain
Vice Chair Dean Mikkelsen
Secretary Patrick Wheeler-Holohan

Done this 10th day of November, 1998 in Houston, Texas, United States of America.

ARTICLE 9 - Amendment History

(Specific amended sections within the Articles of Association show and reference the Amendments given below)

The following information is the sequential Amendment History of the APSG Articles of Association:

Amendment 1 - The Vice Chair of the Executive Committee will automatically succeed the Chair. Voting for Executive Committee members will therefore be limited to the positions of Vice Chair and Secretary/Treasurer. (February 26, 2004) [Amendment 1 appends two sentences to Paragraph C, Section 2 (Officers), ARTICLE 5 (Governing).]

Amendment 2 - Members will be assessed a yearly fee to cover costs associated with (but not limited to) upkeep of a website and other necessary expenses associated with promotion of the organization. The yearly fee for the calendar year (January to December) will be determined by the Executive Committee. (February 26, 2004) [Amendment 2 creates a new Section 5 (Membership Fee) under ARTICLE 4 (Membership).]

Amendment 3 - The Secretary will also be the Treasurer of the organization. (February 26, 2004). References to “Secretary” shall be changed to “Secretary/Treasurer”. [Amendment 3 appends a sentence to Paragraph D, Section 2(Officers), ARTICLE 5 (Governing) and modifies references to “Secretary” throughout (ARTICLES 5.1.A.iii, 5.2.A.iii, 5.2.C, 5.2.D, 5.2.E, 5.2.F.ii, and 5.2.H.)]

Amendments Adopted at March 8th, 2006 Meeting of APSG:

Amendment 4 – Change paragraph D under ARTICLE 2 (Purposes), Section 1 (Involvement and Education), to read “Liaison with the Surveying and Positioning (S&P) Committee of the International Oil and Gas Producers Association (OGP) through support and augmentation of the EPSG geodetic database previously developed by the EPSG and now maintained by the OGP S&P Committee.”

Amendment 5 – Change last sentence in paragraph E under ARTICLE 5 (Governing), Section 2 (Officers), to read “The terms of office shall commence following the final meeting of the year, at which meeting the officers’ elections shall be held.” Following amendment also tied to this. This amendment is to be effective retroAnnually to November 1998, as the newly proposed wording has been the “de facto” officer hand-over date since that time.

Amendment 6 – Two changes within paragraph F.ii under ARTICLE 5 (Governing), Section 2 (Officers) to force consistency with Amendment 1 and proposed Amendment 5:

1) change first three sentences to read “The Nominating Committee shall not later than one month prior to the final meeting of each year recommend one or more candidates for the office of Vice Chair and biennially recommend one or more candidates for the office of Secretary/Treasurer. The Nominating Committee's recommendations shall be considered by the Executive Committee which shall annually approve not more than two candidates for the office of Vice Chair and biennially approve not more than two candidates for the office of Secretary/Treasurer. At the final meeting of the year, the members of APSG will vote on the candidates.”

Amendments Adopted at October 22, 2009 Meeting of APSG:

Amendment 7 - change paragraph F. (i) under Article 5 (Governing) as follows: The Chair shall appoint a four person nominating committee, one of who shall be a Past Chair, preferably the Immediate Past Chair.

Amendment 8 - change third sentence in paragraph F. (ii) under Article 5 (Governing) as follows: At the final meeting of the year, the Annual members of APSG will vote on the candidates.

Amendment 9 - add paragraph G under Article 5 (Governing) as follows: Nominating committee shall consider and recommend candidates for other non-elected leadership positions such as Committee Chairs.

Amendment 10 - add item (5) under Article 4 (Membership), Section 1. Membership Classification, A. Annual Membership as follows: Annual membership requires payment of annual dues for the current year.

Amendment 11 - add item (3) under Article 4 (Membership), Section 1. Membership Classification, B. Associate Membership as follows: Associate membership requires payment of annual dues for the current year.

Amendments Proposed at May 3, 2012 Meeting of APSG:

Amendment 12 – change the name of the association from Americas Petroleum Survey Group to Association of Petroleum Surveying & Geomatics. This change will require the following changes:

First sentence of the first paragraph of the Articles of Association as follows: The Association of Petroleum Surveying & Geomatics is an unincorporated association of individuals who desire to exchange geodetic and cartographic information relating to worldwide petroleum development.

First sentence under Article 1 (Name) as follows: The name of the association shall be the Association of Petroleum Surveying & Geomatics, hereinafter called APSG.

First sentence under Article 8 (Establishment) as follows: The foregoing Articles of Association are subscribed to and The Association of Petroleum Surveying & Geomatics is established by the founding members whose names are subscribed on the attached Annex.

Amendment 13 – Change all references from Active to Annual in the following:

Article 4 – Membership, Section 1. Membership Classification, A. Active Membership.

Article 4 – Membership, Section 2. Membership Committee., A.

Article 5 – Governing, Section 2. Officers, F. & F (ii)

Article 7 – Amendments, Section 1. Proposal of Amendments., (ii)

Article 7 – Amendments, Section 4. Consideration of Amendments.

Amendment 14 – make the following changes to Article 4 – Membership:

Add new item (6) under Section 1. Membership Classification, A. Annual Membership as follows: (6) Multiple terms of annual membership are allowed based on an assessed financial commitment by the Executive Committee.

Drop in its entirety subsection B. Associate Membership under Section 1. Membership Classification.

Add new subsection B. Lifetime Membership under Section 1. Membership Classification with the following new item (1) as follows: (1) Same as Annual Membership above but financial commitment has been fulfilled per the amount established by the Executive Committee.

Add new subsection C. Student Membership under Section 1. Membership Classification with the following new items as follows:

- (1) Student Membership in APSG shall be available to individuals attending University or College level courses that involve learning in one or more of the following Sciences: Geomatics, Surveying, Positioning, Geospatial Data, and Mapping.
- (2) Proof of current registration in University or College required.

- (3) Student Membership can be renewed annually for as long as the person remains registered in University or College.
- (4) Student members will have no voting rights.
- (5) Upon completion of education, student members that are eligible are encouraged to join APSG as annual members.

ANNEX

FOUNDING MEMBERS

<u>NAME</u>	<u>COMPANY</u>
<u>John Adams</u>	<u>Conoco Inc.</u>
<u>Craig Aldrich</u>	<u>Marathon Oil Company</u>
<u>Jeff Allen</u>	<u>Geoquest</u>
<u>Barry Barrs</u>	<u>Exxon Exploration Company</u>
<u>Norm Berls</u>	<u>Geoquest</u>
<u>Ronald Blair</u>	<u>Mobil</u>
<u>Peter Boorman</u>	<u>Canadian Petroleum International</u>
<u>Peter Brennan</u>	<u>Texaco</u>
<u>George Buhler</u>	<u>Amoco</u>
<u>Bob Bush</u>	<u>PennzEnergy</u>
<u>Jim Cain</u>	<u>Western Geophysical Company</u>
<u>Bruce Carter</u>	<u>Amoco</u>
<u>Mike Chamberlin</u>	<u>Arco International</u>
<u>Kevin Crozier</u>	<u>Mobil</u>
<u>Stewart Evans</u>	<u>Western Geophysical Company</u>
<u>Paul Forbess</u>	<u>PI/Dwights</u>
<u>Jean-Patrick Girbig</u>	<u>Petroconsultants</u>
<u>Jim Goodin</u>	<u>Phillips Petroleum Company</u>

NAME

COMPANY

Elizabeth Groth

Rod Harwood

Andy Hill

Danny Kinsler

Roger Lott

Dub Martindale

Dean Mikkelsen

Tim Mills

Thomas Misek

Bill Quinlivan

Ken Russell

Derek Salvage

Brian Schostak

John Stigant

Phil Summerfield

Cassandra Sutherland

Michael Terpening

Scott Van Metre

Patrick Wheeler-Holohan

Phil Winters

Conoco

Phillips Petroleum Company

BP Amoco

BP Amoco

BP Amoco

Houston Geoscan

Geoquest

Chevron Petroleum

Amoco

Schlumberger

Houston Community College

Exxon Exploration Company

Shell Deepwater Development Sys.

Chevron E&P Services

Mobil E&P Tech. Center

Geoquest

Western Geophysical Company

Phillips Petroleum Company

Exploration Geodesy, Inc.

Exploration Geodesy, Inc.

