

Section 1 - Organization

1.01 Directors and Officers

A. ~~Seven~~ Five elected directors, one of whom acts as Chairman until changed in accordance with the Act.

~~B.~~ The Past President will serve as an ex-officio Board member ~~who shall be deemed to be the non-elected Board Member~~ for the duration of ~~his/her~~ their tenure.

C. The Officers of the CGDMS shall consist of a President, a Vice-President, a ~~Chairman~~ Past-President, a Secretary, a Treasurer, and an APEGA Representative.

1.03 Tenure

1. ~~President and Vice-President are one-year terms and the Vice President shall succeed the President after one year, then becoming Past President for a total commitment of 3 years on the Executive.~~ Other Directors shall hold office for a period of (2) years, with Board members being elected at the Annual General Meeting. The election of ~~Officers~~ Directors shall be by a simple show of hands. If requested by no fewer than 25% of the membership in attendance, a secret ballot shall be held.

2. The membership will be notified of the number of ~~Officers and Directors~~ to be elected ~~at a minimum of 7 days prior~~ to the Annual General Meeting.

3. ~~Officers and Directors~~ are eligible for re-election.

4. ~~Officers and Directors~~ will assume office at the close of the Annual General Meeting at which they are elected.

5. In the event of a vacancy, among the officers, the Board of Directors shall fill the vacancy until the next Annual General meeting, by appointing any member of the CGDMS to the vacant ~~office officer's position.~~

II. Section 2 Duties and Powers of Directors and Officers

1.07

1. The Board of Directors has full control and management of the affairs of the CGDMS.

2. In exercising their powers and discharging their duties, every Director ~~and Officer~~ shall;

A. Act ~~ethically~~, honestly and in good faith with a view to the best interest of the CGDMS; and

B. Exercise the care, diligence and skill that a responsible prudent person would exercise in comparable circumstances.

3. The Responsibilities of the Board of Directors shall include:
 - A. Establish policies for the administration of programs and services that are in harmony with the CGDMS's statement of purpose,
 - B. Establish short and long range plans,
 - C. Secure the funds required for current and future expenses,
 - D. Ensure that the financial affairs of the CGDMS are conducted on a responsible basis in accordance with the established policies.Ensure that the property of the CGDMS and that which it holds in trust is in a reasonable state of repair.

1.08 Officer and Director Duties

1. The Chairman (if one is appointed) shall be the Chairman of the Board of Directors for the CGDMS and shall be responsible for chairing the regular meetings, AGM, and other meetings as required. The Chairman shall act in an advisory capacity, to the President and/or the Board as required. The Chairman is appointed by the Officers of the Board of Directors on an as needed basis.

~~6. The Director at Large shall assist the Treasurer and/or Board of Directors with assignments as required.~~

7. The APEGA Representative is an APEGA member in good standing. They ensure that the CGDMS is aware of and operates to the best of their abilities to APEGA Professional Standards.

1.08 Directors of Committees

1.10 Removal of Directors or Officers

- 1.10.1 The ~~Officer or~~ Director lost the right to membership pursuant to these Bylaws;
- 1.10.2 If the Board of Directors determines that ~~Officer or a~~ Director has breached Article 1.07 (3) or the policy guidelines as maybe established by the Board of Directors; or
- 1.10.3 The ~~Officer or~~ Director is no longer a member in good standing.

1. The Board of Directors, until the next Annual General Meeting, may ~~fill~~ appoint any vacancy occurring on the Board of Directors between Annual General Meetings.

A. Section 3 - Publications

2. Website <http://www.cgdms.ca/> is open to all interested parties – membership may be required to access some pages.

B. Section 1 - Policy

2.01 Classes and Rights of Members

1. Membership in the Society is open to anyone who qualifies in one of the following categories, and the term "member" includes all of the categories of membership.

A. Any person who is working or has worked in the ~~Oil and Gas Energy~~ industry and/or related services and is willing to participate in the organization and operation of the Society to further the **Objectives of the Society** as outlined in Article 11.

B. Any ~~teacher instructor~~ or faculty member who is teaching in disciplines relating to the ~~Oil and Gas Energy~~ industry and/or related services and is willing to participate in the organization and operation of the Society to further the **Objectives of the Society** as outlined in Article 11.

C. Any student who is studying in disciplines relating to the ~~Oil and Gas Energy~~ industry and/or related services and is willing to participate in the organization and operation of the Society to further the **Objectives of the Society** as outlined in Article 11.

2.04 Loss of Membership

1. Annual membership is subject to termination under the following conditions:

A. Where the Membership Committee, in its absolute discretion, determines that the continued affiliation with the CGDMS is detrimental to the reputation of the Society or the achievement of its objectives, the ~~Executive Committee Board of Directors~~ may immediately and with or without notice, terminate membership;

B. Where a membership has been terminated by the ~~Executive Committee Board of Directors~~, the ~~Executive Committee Secretary~~ shall advise the member in writing of the termination; and

C. At the discretion of the ~~Executive Committee Board of Directors~~ and/or Membership Committee, reasons for termination may be given in the written notice of termination.

2.05 Resignation of Membership

1. A member may resign from the CGDMS by sending a notice in writing to the Secretary. The termination shall be effective upon receipt.

2.06 Remuneration

1. Unless authorized at any meeting, and after notice for same shall have been given, no ~~Officer, Director~~ or member of the association shall receive any remuneration for his/her their services. No dividends or income shall be paid to members, and all profits or income, if any, shall be used to promote the objectives of the society.

BYLAW 3 - MEETINGS

Section 1 - Policy

3.01 General

3.03 Annual Meeting

1. Appropriate notice of the Annual General Meeting will be provided to each member by a newsletter or email whose name appears on the register. At least 7 days notice must be provided.

3.04 Quorum

1. A quorum at an Annual General Meeting or a General Meeting is a simple majority of Voting Members present at the meeting. In no event should fewer than 3 voting members constitute a quorum. If a quorum is not present, the Chair will adjourn the meeting and the Board will set a new date for the meeting.

BYLAW 5 - CHANGES TO BYLAWS Section 1 - Policy

5.01 General

1. The Bylaws of the CGDMS may be repealed or amended by a special resolution passed by a majority of Directors at a meeting of the Board, and sanctioned by an affirmative vote of not less than two-thirds 75% 67% of the voting Members present at a meeting duly called for the repeal or amendment of such Bylaws. The proposer and seconder, who shall be voting members, must sign a notice to propose a special resolution and deliver it to the Secretary who shall notify the members by appropriate means twenty-one (21) clear days before the Annual General Meeting or meeting of the members.

Appendix A

Appendix A to CGDMS Bylaws

THE OBLIGATIONS OF DIRECTORS AND OFFICERS

1. As a Nominee

An individual must:

- A. Be a member in good standing.
- B. Be aware of the aims and objective of the CGDMS;
- C. Make every effort to attend all General Meetings and especially the Annual General Meeting at which the election of Directors and Officers is to occur.

3. Directors and Officers Obligations

B. Skills and Diligence

A Director and Officer must exercise that degree of skill and diligence which can reasonably be expected from someone of his or her with their knowledge and experience.

D. Personal Interest

A Director and Officer must not let personal interests or the interests of some a third party

conflict with those of the CGDMS. If a conflict arises, A Director and Officer is forbidden from exploiting, breaking or compromising the fiduciary duties and trusteeship obligations and must account to the CGDMS for all profits realized as a result of such conflict.

F. Liability

A Director and Officer is liable for any monetary loss sustained by the CGDMS directly arising from a breach of fiduciary duty or negligence in the performance of **their** specific duties.

However, A Director and Officer is liable only for ~~his or her~~ **their** own acts and omissions and is not liable for a breach committed by another Director and Officer unless ~~he or she~~ **they** concur or acquiesce in a breach committed by the other Director(s) and Officer(s).