



**Bylaws of the
International Association of Natural Resources
(iAONR)**

Approved by the Board of Directors on 10 February 2025



Bylaws of the International Association of Natural Resources

CONTENTS

1. General
2. Membership
3. Association Activities
4. Committees and Councils
5. Board of Directors
6. Honours and Awards
7. Administration

1. GENERAL

1.1 Power to make Bylaws

These Bylaws of the Association are made by the Board of Directors pursuant to Article III of the Constitution of Association.

1.2 Role of Bylaws

These Bylaws are not intended to repeat matters that are prescribed in the Articles of Association and the Bylaws should be read in conjunction with the Articles of Association. In the case of any conflict or inconsistency between these Bylaws and the Articles of Association, the latter shall prevail. In addition, the Bylaws shall be read subject to any requirements outlined in the Canada Business Corporations Act or the Charities Act.

1.3 Compliance with Bylaws

The Executive Director shall be responsible for ensuring compliance with these Bylaws and is hereby empowered to take whatever action is deemed appropriate for that purpose. Where considered necessary, due consultation with the Board of Directors will be undertaken.

1.4 Amendments, Additions or Repeal

1.4.1 Any Governing Member may propose amendments, additions or repeal of these Bylaws. Amendments, additions or repeal will be decided by Special Resolution (that is, passed by at least 75 per cent of votes cast by Members entitled to vote in person or by proxy) at a general meeting of the Association, or by postal ballot or electronic voting.

1.4.2 Any proposals by a Governing Member for amendment, addition or repeal of the Bylaws must be submitted to the Executive Director no less than 4 months prior to the date set for the Governing Assembly to allow consideration by the Board of Directors and requisite notice to be given to other Governing Members prior to the next general meeting.



- 1.4.3 Between general meetings of the Association, proposals by a Governing Member for amendments, additions or repeal of these Bylaws may, at the discretion of the Board of Directors, be considered by postal ballot or electronic voting.
- 1.4.4 Any amendments, additions or repeal of these Bylaws shall take effect from the end of the relevant general meeting or at such other time as is specified in the special resolution proposing the amendment, addition or repeal.
- 1.4.5 This Bylaw 1.4 does not affect the power of the Board of Directors to make Bylaws as provided by the Articles of Association.

1.5 Interpretation

In these Bylaws, unless the context otherwise requires, words and expressions shall have the same meaning as ascribed in the Articles of Association. Without limiting the generality of the foregoing:

- (a) "Association" means the International Association for Natural Resources, a company registered in Canada;
- (b) "Director" means a member of the Board of Directors of the Association;
- (c) "The Officers" means the President and all Vice Presidents of the Association; and
- (d) references to one gender shall include the other gender.

1.6 Policies and Procedures

- 1.6.1 The Board of Directors may establish Policies and Procedures which will provide guidance on the interpretation of these Bylaws and on the detailed conduct of the activities of the Association. Policies and Procedures of the Association are listed at the end of the Bylaws but do not form part of the Bylaws.
- 1.6.2 The Executive Director will be responsible for ensuring compliance with the Policies and Procedures and is empowered to take whatever action she or he deems appropriate for that purpose.

2. MEMBERSHIP

2.1 General

Membership of the Association consists of Governing Members and Ordinary Members. This Bylaw 2 outlines the criteria for admission as a Member and the rights and obligations of membership.

2.2 Governing Members

2.2.1 Requirements for Governing Membership

- 2.2.1.1 The Articles of Association (Article 9.2.1) define the general requirements for membership. It will be a matter for the Board of Directors in its absolute discretion to determine whether an applicant for Governing Membership is eligible or approved for admission.
- 2.2.1.2 For the purposes of Article 9.2.1, the following definitions apply:
- (a) "particular Geographic Area" includes a nation, recognised administrative region or, in the case of a group of nearby small nations, a group of nations, provided none of them is already a Governing Member; and



- (b) “not for profit organisation” includes a National Committee, or in the case of a group of nearby small nations, a fully representative Regional Committee, formed specifically for the purpose of Governing Membership of the Association, and which otherwise meets the requirements of the Articles.

2.2.1.3 To be eligible for Governing Membership, the Board of Directors must be satisfied that:

- (a) the applicant for Governing Membership is or will, within a reasonable time, be representative of the natural resources sector in that particular Geographic Area;
- (b) the applicant complies fully with the requirements of the Articles and these Bylaws; and
- (c) an appropriate process of consultation within the particular Geographic Area has been undertaken to verify that the applicant is an appropriate representative of that particular Geographic Area.

2.2.1.4 A Governing Member must appoint one or more representatives through whom it can communicate with the Association. It may appoint up to three individuals to represent it in the Governing Assembly.

2.2.1.5 A Governing Member may adopt its own constitution which must be fully compatible with the Articles of Association and these Bylaws. The constitution or other governing document must be provided to the Association on request.

2.2.2 Duties of Governing Members

In addition to the membership provisions set out in the Articles of Association, Governing Members will support the objectives of the Association, including:

- (a) promote Corporate, Individual and Student membership in their Geographic Area;
- (b) promote the Association's publications, to solicit papers and referees for international books and journals;
- (c) promote and seek support for the Association's World Natural resources Congress & Exhibition and Natural resources and Development Congress & Exhibition including to solicit participants, presenters, sponsors and exhibitors;
- (d) initiate and/or approve and support as appropriate specialised conferences and workshops held in their Geographic Area; and
- (e) support all other relevant activities of the Association.

Furthermore, a Governing Member must:

- (f) report as requested to each meeting of the Governing Assembly on their activities since the previous such meeting;
- (g) notify the Executive Director immediately of any change in their constitution;
- (h) pay the agreed annual Governing Membership fee by the date specified; and
- (i) notify the Executive Director immediately in writing of any change in their official representative(s).

2.2.3 Rights and Benefits of Governing Membership

The rights and benefits of Governing Members are defined in the Articles and otherwise as periodically notified by the Board of Directors. Governing Members have the opportunity to participate in the governance and strategic directions of the Association, including through:

- (a) representation and promotion of the interests of Members within their Geographic Area;
- (b) election of Officers and appointment of Other Officeholders to the Board;



- (c) reviewing and approving any changes to the Articles of Association and review of the Bylaws as set out in Bylaw 1.4;
- (d) nomination and/or election of individuals for positions or awards as provided in the relevant Policies and Procedures; and
- (e) providing guidance and input into various Association activities, including strategic initiatives and programmes, the determination of Congress venues and other conferences and events, particularly those that are proposed for within their Geographic Area.

2.2.4 Official Representatives

2.2.4.1 Each official representative will be entitled to attend the Governing Assembly to represent their respective Governing Member.

2.2.4.2 In the event that an official representative of any Governing Member is elected an Officer of the Association, that Governing Member must appoint another official representative in their place.

2.2.5 Procedure for Applying for Governing Membership

Application for Governing Membership must be made in writing to the Executive Director. The applicant will be admitted as a Governing Member subject to the Board of Directors being satisfied, in its absolute discretion, that the applicant is eligible for such membership in accordance with the Articles of Association and these Bylaws.

2.2.6 Fees and Subscriptions

2.2.6.1 There will be no joining fee for Governing Members. There may be an annual subscription as determined by the Board of Directors.

2.2.6.2 Each Governing Member must pay the annual Governing Membership subscription by the date specified by the Board of Directors.

2.2.6.3 The Governing Membership subscription will be payable annually in the year it falls due. The Executive Director shall report the status of payment of such fees and subscriptions annually to the Board of Directors and shall report as soon as practicable to the Board all subscriptions in arrears for greater than three months. Any Governing Member whose membership subscriptions are in arrears for a period of more than six months will cease to be a Governing Member unless the Board of Directors, in its absolute discretion, accepts that there is a good cause why this should not occur.

2.2.7 Finance

Governing Members must ensure their complete financial independence and must not commit the Association to any financial expenditure or otherwise create any liability in the Association except for such activities contemplated in these Bylaws for which express written approval from the Executive Director has been first obtained.

2.2.8 Termination

The general provisions regarding termination of membership, including the membership of a Governing Member, are set out in the Articles of Association. In addition to those provisions, the Board of Directors may terminate the membership of a Governing Member:

- (a) if it no longer satisfies the eligibility criteria for a Governing Member; or



- (b) if there is a material change in its Geographic Area of coverage, structure or membership; or
- (c) if there is a material change in its representation of, or its ability to effectively represent, the natural resources sector in that Geographic Area; or
- (d) If there is a material breach of these Bylaws.

2.2.9 Grievances

Any grievance of a Governing Member (including those which relate to compliance with the Articles or these Bylaws or their interpretation) should be submitted in writing to the Executive Director who will attempt to resolve the matter. If the Executive Director is not able to resolve the grievance, the matter will be referred to the Board of Directors for its consideration.

2.3 Ordinary Members

2.3.1 Types of Ordinary Members

The Ordinary Members of the Association comprise:

- (a) Corporate Members;
- (b) University Members;
- (c) Individual Members;
- (d) Retired Members;
- (e) Student Members; and
- (f) Honorary Members.

2.3.2 Membership Year

The membership period shall generally be for 12 months. At the discretion of the Board of Directors, this may be the calendar year (i.e. from 1 January to 31 December) or for any 12 month period. The Association may offer Members the option to pay for multiple years of membership.

2.3.3 Subscriptions

There shall be no joining fee. The annual subscriptions and fee structure will be determined by the Board of Directors and will be reviewed at least every two years. Subscriptions are payable annually in advance. No Member will be entitled to any of the privileges of membership if their annual subscription is more than three months in arrears. If subscriptions are not paid within six months of the due date, the membership will be terminated.

2.3.4 Applications for Membership

Applications for membership shall be made on the appropriate application forms available, either in written (paper) form or through an online portal.

2.3.5 Enrolment

Provided that the application meets the criteria set out in the Articles and these Bylaws, the applicant may be enrolled in the appropriate category of membership. The Member will be entitled to the benefits associated with the particular class of membership as may be approved by the Board of Directors.

2.3.6 Termination of Membership

Members may withdraw from membership of the Association on submission of written notice. Any Member whose membership is terminated for non-payment of the annual subscription may be re-admitted by following the procedure prescribed for new Members. Such Members will not be re-admitted until they have satisfied the Executive Director that



they have met their financial obligations to the Association.

2.3.7 Subscriptions collected by Governing Members

In those cases where a Member's subscription is collected through a Governing Member, that Governing Member will be responsible for ensuring that the subscription is paid to the Association promptly in order to satisfy the general requirements of these Bylaws. A Governing Member may charge its own membership fees or similar provided that:

- (a) Membership of the Governing Member is not a prerequisite for Ordinary Membership of iAONR;
- (b) Members must not be compelled to join or pay a fee to the Governing Member; and
- (c) the Governing Member must inform its members that they only become a Member of iAONR upon applying and paying the requisite iAONR subscription fees.

2.3.8 Student Members

No Student Member will be allowed to remain as such beyond the membership year in which he or she ceases to qualify for student membership. At each annual renewal of student membership the Executive Director may ask for evidence of continuing eligibility for student membership. Failure to supply this within a period of 2 months will render the Student Member liable to the full individual membership subscription. Upon ceasing to qualify for student membership the Student Member must upgrade to Individual or Corporate membership or terminate membership of the Association.

2.3.9 Honorary Membership

The Board of Directors may admit to Honorary Membership for life or any lesser period any individual (whether an Individual Member, employee of a Corporate Member or otherwise) who has made an outstanding contribution to the Association and the furtherance of its objects. The benefits of Honorary Membership will include:

- (a) The basic benefits of individual membership;
- (b) A free subscription to a journal of their choice;
- (c) Free registration at the biennial World Natural resources Congress and Exhibition; and
- (d) Inclusion in the Roll of Honorary Members.

2.3.10 Past Presidents

All Past Presidents of the Association will receive the same benefits as Honorary Membership and will be included in the Past Presidents' Roll of Honour.

2.3.11 Fellows and Distinguished Fellows

The Association may recognise a select number of Members as Fellows or Distinguished Fellows. Fellows:

- (a) support iAONR's mission and offer leadership in the implementation of the organisation's strategic plan and its activities;
- (b) represent iAONR at relevant opportunities and present themselves as an iAONR Fellow (or Distinguished Fellow); and
- (c) are role models for the iAONR membership and the natural resources community.

Fellows will be appointed by the Board on the recommendation of a Fellows and Distinguished Fellows Steering Committee. Fellows must be current Members of the Association and must continue their membership for the period of their appointments.

2.3.12 Code of Conduct

When acting in any capacity as an iAONR Member, Members will follow the provisions of the iAONR Members' Code of Conduct.



2.3.13 Grievances

Any grievance by an Ordinary Member must be submitted in writing to the Executive Director who will attempt to resolve the matter. If the Executive Director is not able to resolve the grievance, the matter will be referred to the Board of Directors for its consideration.

2.4 Regions of IAONR

2.4.1 Recognition

The Association may recognise official regions which comprise a group of countries that are Governing Members of the Association and are geographically linked. A region must adopt its own constitution which must be fully compatible and in accordance with the Articles of Association and these Bylaws and approved by the Board of Directors.

2.4.2 Roles and Responsibilities

A region must as a minimum appoint or elect a Chair and a Secretary who will be responsible for the co-ordination with the Executive Director of the activities of the Association within that region, assist with recruitment of Members within the region, and advise the Board of Directors concerning collaboration with regional organisations. Regions of iAONR will not pay subscription fees. The appointed representatives of the region may attend meetings of the Governing Assembly as observers but will have no right to vote at such meetings.

2.4.3 Activities

Regions of iAONR will undertake activities that support the objectives and activities of iAONR. Regions should endeavour to ensure the activities involve the maximum participation of Members. iAONR Regions should submit regular reports to the Board on their activities and support all iAONR activities in the region concerned.

3. ASSOCIATION ACTIVITIES

3.1 General

3.1.1 Each Member of the Association has equal access to and, subject to capacity at any event, may take part in the activities organised or undertaken by the Association that are relevant to their class of membership.

3.1.2 The principal activities of the Association will consist of the following, for which more detailed provision may be made in the Policies and Procedures:

- (a) International Natural Resources Conference;
- (b) Natural Resources and Development Conference & Exhibition;
- (c) Regional, specialised and other conferences/workshops/symposia/seminars, etc.;
- (d) Publications, position papers, discussion papers and other communications;
- (e) Specialist Groups, clusters, task groups and working groups;
- (f) Young Natural Resources Professionals, Emerging Natural Resources Leader or similar activities that may involve the establishment of chapters or committees at national or regional level;
- (g) Co-operation with other international organisations with an interest in the objectives of the Association;



- (h) Programmes and projects to establish change agendas on key themes for a Natural Resources -wise world that contribute to sustainable development; and
- (i) Any other activity in accordance with the objectives of the Association.

3.2 International Natural Resources Conference

3.2.1 An International Natural Resources Conference of the Association (known as the INRC) will normally be held every two years.

3.2.2 Governing Members wishing to host the INRC shall be responsible for:

- (a) submitting a written proposal to the Board of Directors; and
- (b) accepting the responsibilities, liabilities and financial criteria laid down in the Policies and Procedures.

3.2.3 Sponsorship of the INRC or any component part shall normally only be accepted from organisations in the public sector or from individual or groupings of industrial or commercial companies, consistent with the objects of the Association. The final decision on acceptance of any sponsorship will be taken by the Executive Director, subject to any limits established by the Board of Directors.

3.2.4 The method of organisation and the responsibilities of all aspects of the INRC are defined in the Policies and Procedures.

3.2.5 The selection of host country and venue will be based upon the criteria laid down in the Procedures for INRC.

3.2.6 The INRC selection process will be as follows:

- (a) The Governing Assembly selects the Region of the iAONR.
- (b) The Secretariat issues a call for expressions of interest to the Governing Members in that Region.
- (c) The Governing Members submit proposals.
- (d) The Secretariat undertakes screening and evaluation to ensure that proposals meet the minimum requirements for hosting the congress and consults with the Board to develop a shortlist.
- (e) Best proposals invited from shortlisted Governing Members
- (f) The Secretariat undertakes an evaluation and comparison and reports its findings to the Board. The Secretariat also consults the Governing Members and solicits their feedback by an online survey based on the executive summaries of the proposals.
- (g) A decision will be made by the Board based on a presentation by and question and answer session with candidates; views of the Governing Members as expressed by online survey, and evaluation report from the Secretariat. The Governing Assembly is invited to endorse the decision of the Board of Directors

3.3 Natural Resources and Development Conference & Exhibition



- 3.3.1 A Development Conference of the Association (known as the Natural Resources and Development Congress & Exhibition) will normally be held every two years in a developing country.
- 3.3.2 Governing Members or other Strategic Partners wishing to host a Development Conference shall be responsible for:
- (a) submitting a written proposal to the Executive Director; and
 - (b) accepting the responsibilities, liabilities and financial criteria laid down in the Procedures.
- 3.3.3 Sponsorship of the Development Conference or any component part shall normally only be accepted from organisations in the public sector or from groupings of industrial or commercial companies, consistent with the objects of the Association, the final decision on any funding being taken by the President and the Executive Director.
- 3.3.4 The method of organisation and the responsibilities of all aspects of the Development Conference are defined in the Procedures.
- 3.3.5 The selection of host country and venue will be based upon the criteria laid down in the Policies and Procedures for the organization of a Development Conference.

3.4 iAONR Events: Regional, specialised and other conferences, etc.

- 3.4.1 The Association has a role in a variety of events (Regional, specialised and other conferences/workshops/symposia/seminars), with different formats, scales, scopes and target audiences. This variety increases the ability of the iAONR network to be flexible when it comes to event organisation but it also increases the complexity of the service provided and the quality control required to maintain the Association's credibility.
- 3.4.2 All conferences and other events utilizing the Association's name or logo must meet the criteria and conditions laid out in the Procedures for iAONR Events; will be organised in accordance with the Policies and Procedures; and must be formally approved by the Secretariat as described in the Policies and Procedures before any claim to iAONR endorsement or affiliation can be made.

3.5 Relationship with other International Bodies

- 3.5.1 The Association may enter into agreements with other international and/or regional organisations and national organisations with an international mandate having similar objectives to those of the Association for the purpose of:
- (a) Exchange of information, publications, publicity and furthering the objectives and activities of each organisation;
 - (b) Joint sponsorship and/or organisation of activities relevant to the objectives of each organisation; or



(c) Participation in the meetings, conferences and activities of other organisations relevant to the activities and objectives of the Association.

3.5.2 Upon approval by the Board of Directors, observers from organisations with which the Association has agreements may attend meetings of the Association's councils or committees for the purposes of better co-operation and co-ordination of activities.

3.5.3 All Agreements with other International Bodies will be subject to such approval and periodic review process as may be established by the Board of Directors which may include consultation with the Strategic Council.

3.6 Groups

3.6.1 The principal types of Member groups within iAONRA are:

- (a) Specialist Groups: the work programme will be on-going and not limited to a particular time scale. The work programme may be confined to one specific topic and may cover a diverse range of activities.
- (b) Working Groups: a sub-set of a Specialist Group with a defined restricted scope that can generate a wide range of activities around those sub-topics.
- (c) Clusters: formed to facilitate systematic “conversations” across Specialist Groups, addressing crosscutting issues that are of relevance to individual Specialist Groups, but which extend across one or more Specialist Groups;
- (d) Interest Groups: groups of iAONR Members with common interests in a wide range of topics; and
- (e) Task Groups or Task Forces: the objective of which will be to investigate or work on a specific task within a finite time scale. On completion of the task, the group will be dissolved.

3.6.2 All Groups established under this Bylaw are ultimately accountable to the Board of Directors, however their reporting lines and day to day accountability may be specified in their Terms of Reference or similar. The Board of Directors may disband any Group.

3.7 Young Natural Resources Professionals and Country Chapters

3.7.1 All iAONR members aged 35 and below are classified as young natural resources professionals (YNRP). The aim for the iAONR Young Natural Resources Professionals Network is to develop a strong brand (iAONR) and network for young natural resources professionals that is highly valued and rated by the wider natural resources sector.

3.7.2 iAONR YNRP chapters are country networks of iAONR Member YNRP s actively contributing to the iAONR Young Natural Resources Professionals’ aim to empower YNRPs in the natural resources sector and iAONR. The roles of the chapters are to:

- (a) Provide an affordable and accessible platform to engage locally, as a step up to connect and engage globally;
- (b) Respond to country specific YWP needs, whilst contributing to the global vision of YWP empowerment; and
- (c) Build a local network of young researchers and practitioners working on sustainable



natural resources management, from technical, social, environmental, economic and policy points of views, to discuss current and future natural resources management concerns of their country and providing a link to the international network.

3.8 Programmes and Projects

The Association may develop programmes and undertake projects for the purpose of:

- (a) Establishing change agendas on key themes for a natural resources-wise world that contribute to sustainable development; and
- (b) Engaging with a variety of individuals and organisations through projects, events and publications.

4. COMMITTEES AND COUNCILS

4.1 Board and Standing Committees/Councils

4.1.1 The Board of Directors may establish such Councils or Committees (however described) as it sees fit and will prepare a Terms of Reference, Charter or similar for each Council and Committee which will specify:

- (a) Roles and responsibilities;
- (b) Composition and appointments;
- (c) Terms of office;
- (d) Reporting procedures;
- (e) Provision for financial support for selected Member attendance where required;
- (f) General rules of procedure including voting, delegation of powers, termination and dissolution; and
- (g) Secretarial support.

4.1.2 These Bylaws do not comprehensively describe all Councils or Committees. Policies and Procedures will be utilised where these Bylaws are silent on any Council or Committee or to complement the provisions of these Bylaws.

4.1.3 All Councils and Committees and other entities established under this Bylaw are ultimately accountable to the Board of Directors, however their reporting lines and day to day accountability may be specified in their Terms of Reference or similar.

4.1.4 The Board of Directors may disband any Council, Committee or other entity.

4.1.5 The following Councils and Committees currently exist:

- (a) Board Committees:
 - i. Finance and Investment Committee;
 - ii. Governance and Nominations Committee; and
 - iii. Membership and Engagement Committee;
- (b) Strategic Council;
- (c) Fellows and Distinguished Fellows Steering Committee;
- (d) Programme Committee; and
- (e) Emerging Natural Resources Leaders Steering Committee.



4.2 Board Committees

- 4.2.1 The Board of Directors will establish Terms of Reference for each of the Board Committees, namely the Finance and Investment Committee, Governance and Nominations Committee and Membership and Engagement Committee.
- 4.2.2 The Board of Directors will endeavour to appoint to each Board Committee at least one member that is nominated by or a representative of the Governing Assembly. The Governance and Nominations Committee will make recommendations to the Board of Directors on such appointments. It may seek nominations by an open call to the Governing Members, by initiating its own search, or such other process as may be approved by the Board of Directors or specified in the relevant Committee's Terms of Reference.

4.3 Strategic Council

- 4.3.1 The Board of Directors will establish Terms of Reference for the Strategic Council.
- 4.3.2 The Council will provide advice to the Board of Directors and the Governing Assembly regarding long-range issues, strategies, plans, activities, and programmes that will further the Association's goals and objectives. In addition the Council will assist in coordination of the work of various Specialist Groups, clusters, interest groups, task forces and other working groups of the Association. The Council will consist of a Chair and approximately forty further Members. Its membership will be composed of a balanced representation from Specialist Groups, interest groups, clusters, developing countries and other in internal and external committees and agencies. Membership shall be rotated to assure continued representation by individuals and groups that are active in international natural resources matters of all kinds. The Council will meet at least annually and be supported by the Association Secretariat staff. The Council may form task groups as are necessary to carry out the strategic objectives of the Association.

4.4 iAONR Fellows and Distinguished Fellows Steering Committee

- 4.4.1 The Board of Directors will establish Terms of Reference for the iAONR Fellows and Distinguished Fellows Steering Committee.
- 4.4.2 It is composed of six Fellows and two Distinguished Fellows. The iAONR Fellows and Distinguished Fellows Committee is responsible for providing guidance and coordination of the activities of Fellows and Distinguished Fellows. The Committee's duties include but are not limited to:
- (a) Guidance and coordination of the range of activities of the iAONR Fellows to ensure it achieves its intended objectives and full potential;
 - (b) Responsibility for the nomination and selection process of iAONR Fellows including making recommendations for new designations to the Board;
 - (c) Nomination of candidates for iAONR Distinguished Fellows including making recommendations for new designations to the Board; and
 - (d) Provide guidance and review of Fellows activities that will contribute to the individuals,



iAONR and natural resources profession.

4.5 Programme Committee

- 4.5.1 The Board of Directors will establish Terms of Reference for the Programme Committee.
- 4.5.2 The Programme Committee is responsible for the organisation of the scientific, technical and managerial programme for the World Congress. The Programme Committee will consist of approximately 16 Members reflecting the full range of expertise and experience needed to create programmes of the highest quality. The committee's functions may include development of Congress and meeting format, providing recommendations on conference topics of emerging interest, and oversight of programme quality including the expert referee process.

4.6 Emerging Natural Resources Leaders Steering Committee

- 4.6.1 The Board of Directors will establish Terms of Reference for the Emerging Natural Resources Leaders Steering Committee.
- 4.6.2 The Emerging Natural Resources Leaders Steering Committee will consist of up to ten Members who will report directly to the Board of Directors. It will be responsible for recommendations increasing the involvement of young professionals in iAONR's activities, specifically:
- (a) Provide advice to the Association regarding appropriate ways to:
 - i. serve young professionals' needs and interests; and
 - ii. engage and contribute to iAONR's current activities at national and international level;
 - (b) Lead an active YNRP Member community that lowers thresholds for Members to get engaged in and feel a sense of belonging to iAONR; and
 - (c) Support development and implementation of iAONR's activities that empower YNRP Members through offering networking, learning, and recognition at International and national level.

4.7 Ad Hoc Committees

- 4.7.1 The Board of Directors may establish ad hoc committees as it sees fit and will define:
- (a) Terms of reference;
 - (b) Composition;
 - (c) Reporting procedure;
 - (d) Financial assistance; and
 - (e) Secretarial support.
- 4.7.2 Each ad hoc committee will be dissolved on completion of the task assigned to it.

5. BOARD OF DIRECTORS

5.1 Interpretation



This Bylaw should be read in conjunction with the Articles of Association.

5.2 Composition of Board

- (a) The Board of Directors is comprised of
- (b) the Officers;
- (c) the Other Officeholders; and
- (d) the Executive Director.

5.3 Officers

5.3.1 The Officers are the President and two Vice Presidents.

5.3.2 Qualification for Nomination as Officers

The qualifications for nomination as an Officer are

- (a) President: Candidates will be drawn from Members with the minimum experience and qualifications specified in the Articles of Association.
- (b) Vice Presidents: Candidates will be drawn from Members with the minimum experience and qualifications specified in the Articles of Association.
- (c) Candidates for the positions of President or Vice President should preferably be:
 - i. Members of iAONR in good standing and have been so for a period of not less than five years; demonstrated contributors to iAONR's mission; and
 - ii. who have been active participants in iAONR affairs.

5.3.3 Nomination

The following nomination process will apply:

- (a) Subject to Article 22 of the Articles of Association, the Executive Director will, at least six months before the appropriate Governing Assembly meeting, seek nominations from the Governing Members.
- (b) All nominations must be seconded by an Officer or an official representative of a Governing Member.
- (c) No person may be nominated unless she or he has indicated to the proposer and seconder their willingness to serve if elected.
- (d) All nominations must be returned to the Executive Director or Company Secretary two months before the Governing Assembly meeting to be eligible for inclusion in the subsequent election.
- (e) A list of persons nominated for the presidency and vice presidencies will be circulated to voting members of the Governing Assembly one month before the date of the meeting. Records of the nominations and seconders will not be distributed but will be retained by the Executive Director and produced on request of an official representative of a Governing Member or Officer.

5.3.4 Election

The election process for the Officers is:

- (a) Election of the President and the two Vice Presidents will be by secret ballot during a



- meeting of the Governing Assembly in accordance with the Policies and Procedures.
- (b) The election for the presidency will take place in the Governing Assembly meeting that takes place in between World Congresses.
 - (c) In the case of the election for President, the successful candidate will be the person who receives a clear majority of votes (50% or more). If required, the election is conducted using several successive rounds of voting. In the event that, in any round of voting, no candidate achieves a majority, the lowest ranking candidate will be excluded and event of a tie, an opportunity will be given for any candidate to withdraw. If there is no withdrawal an election round of voting will be held again. If upon another vote, there is a further tie, the incumbent President shall have a second or casting vote. Should the incumbent President be one of the candidates, the senior Vice President will hold the casting vote. Should he or she be a candidate then the succession in Article 25.4 of the Articles of Association should be followed.
 - (d) In the case of the election for the two Vice Presidents a similar procedure will be followed (several successive rounds of voting and a casting vote in the case of a tie between candidates.)
 - (e) For the purposes of Article 26.3 of the Articles of Association, the Minutes of the meeting at which the election for the Vice Presidents took place will record which Vice President received the higher number of votes.

5.4 Appointment of Other Officeholders

5.4.1 The Other Officeholders are:

- (a) the Treasurer;
- (b) the Immediate Past President;
- (c) the President-elect; and
- (d) up to nine Members appointed by the Governing Assembly on the recommendation of the President-elect in accordance with Article 24.2 (the 'General Appointees').



- 5.4.2 The Articles of Association prescribe that the Other Officeholders shall be appointed by the Governing Assembly on the recommendation of the President-elect.
- 5.4.3 In exercising his or her discretion and making any recommendation pursuant to 5.4.2, the President-elect shall consult with the President and the two Vice Presidents and, if a Board Nominations Committee or similar has been established, shall consider any advice or recommendations that have been tendered by that Committee
- 5.4.4 The President-elect will take his or her position on the Board automatically by virtue of their earlier election.
- 5.4.5 The consultation process will not apply to the Immediate Past President, who will be recommended to the Governing Assembly for appointment by virtue of their previous position as President.
- 5.4.6 The nomination process for the Treasurer and the General Appointees is as follows:
- (a) Approximately six months prior to the relevant Governing Assembly meeting, suggestions for appointment to the Board will be invited from Governing Members and the Board of Directors.
 - (b) The Governance and Nominations Committee may also initiate additional enquiries to identify potential candidates for the Board.
 - (c) IWA Members with appropriate experience and qualifications will be invited to submit an expression of interest to serve as directors. Expressions of interest will include a signed form of consent to act as director, a CV and an outline of their involvement with IWA and their reasons for seeking appointment to the Board together with such other information and supporting material as the Committee may require. Candidates must be current Members of the Association and must continue their membership for the period of their appointments. Failure to maintain membership will result in termination of their role as a director. Directors must meet the fit and proper person test and otherwise be capable of undertaking the position as a director in accordance with Companies Law.
 - (d) The Expressions of interest will be collated by the Secretariat for consideration by the Governance and Nominations Committee.
 - (e) The Committee will assess the candidates and seek to construct a Board that includes:
 - i. A broad range of appropriate skills, expertise and professional backgrounds. These may include: academic; technical/engineering; legal; accounting; managerial; and strategic;
 - ii. Cultural, Age and Gender diversity;
 - iii. Geographic and regional diversity; and
 - iv. Sectoral or segment backgrounds: Utilities; Technology Providers; Industry; Research/Academia; Young Professionals; Consultants; Regulators.
 - (f) The Committee will provide its recommendations to the President-elect who will consult with the President and the two Vice Presidents as required by the Articles of



Association.

- (g) The Governing Members will be given biographical details of proposed Board appointees ahead of the Governing Assembly meeting to allow them to be informed about the candidates.
- (h) The Governing Members will appoint individuals to the Board of Directors in the manner described in the Articles of Association.

5.5 General Provisions regarding the Board

5.5.1 Summary of Board Composition and Terms

OFFICERS – ELECTED POSITIONS		
Contested Election from nominees who meet qualifying criteria		
Position	Election Timing	Term
President	Elected in “Off Conference” Year	Commences at end of International Conference and expires at end of next Congress. Up to two x 2 year terms; further terms if exceptional circumstances exist.
2 x Vice Presidents	Elected in Conference Year	
OTHER OFFICEHOLDERS – APPOINTED POSITIONS		
Appointment must be confirmed by Governing Members		
Position	Appointment	Term
Immediate Past President	Formally appointed in International Conference Year	Commences at end of International Conference and expires at end of next Congress. One x 2 year term.
President-elect	Joins Board following election in “Off Conference” Year	One x 1 year term.
Treasurer	May be appointed in either a Conference or Off Conference Year	Up to two x 2 year terms; further terms if exceptional circumstances exist.
(Up to) 9 General Appointees	May be appointed in either a Conference or Off Conference Year	Up to two x 2 year terms; further terms if exceptional circumstances exist.
EXECUTIVE DIRECTOR		
Appointed by the Board of Directors. Executive Director is a member of the Board of Directors. Term of appointment as per Contract of Employment.		

5.5.2 Alternate Directors

The appointment of Alternate Directors is not permitted.

5.5.3 Board Proceedings

The Board will meet at appropriate intervals when, and as often as, required to enable it to fulfil its responsibilities. Typically the Board meets four times per year – three times



“face to face” and once “virtually”, with the opportunity for additional meetings (face to face or virtually) if required.

6. HONOURS AND AWARDS

6.1 Honours and Awards Programme

The Association will maintain a programme of honours and awards and the Governance and Nominations Committee will review this periodically and provide recommendations to the Board of Directors.

6.2 Process

Procedures will be drawn up and published which will specify:

- (a) Description of the award – including rationale, scope, frequency of award and other information that indicates the purpose and role of the award.
- (b) Eligibility and criteria – including limitations and / or conditions for nominations, costs of nomination and any other requirements to be nominated.
- (c) Nomination and selection – outline of the process for nominations and selection, required documentation and if appropriate, criteria for selections.
- (d) Benefits of the award – including any prizes, publicity or other privileges received.

7. ADMINISTRATION

7.1 Financial Management

- 7.1.1 The Executive Director shall be responsible for the day-to-day financial management of the Association in accordance with the Policies and Procedures.
- 7.1.2 The books of account of the Association shall always be open to the inspection of the Board of Directors and Finance and Investment Committee upon reasonable notice.
- 7.1.3 The accounts of the Association incorporating any other incorporated companies shall be subject to annual audit. Copies of all of the audited accounts shall be sent to each member of the Board of Directors. Copies of the accounts of the Association shall be sent to the Governing Assembly.
- 7.1.4 Estimates of income and expenditure for the forthcoming year shall be submitted to the Board of Directors for prior approval.
- 7.1.5 Guidelines for the financial management of the Association shall be approved by the Board of Directors, which shall review and update the guidelines as appropriate. In particular, the Board will establish and maintain a scheme of delegation Policy outlining the delegated decision-making authority of the Executive Director and the Secretariat staff.

7.2 Executive Director and Secretariat

7.2.1 7.2.1 General

The Executive Director shall be appointed by and be answerable to the Board of Directors, on terms and conditions of service determined by them. The detailed composition of the Secretariat staff shall be determined by the Executive Director in



consultation with the Board of Directors.

7.2.2 Duties of the Executive Director

The duties of the Executive Director include:

- (a) To make necessary appointments and termination of appointments of staff in order to ensure the efficient conduct of the activities of the Association.
- (b) To report to each meeting of the Board of Directors on the status of the Association's activities.
- (c) Such other duties as are usual and proper or otherwise delegated by the Board of Directors.

7.2.3 Details of the operation of the Secretariat staff, including the various duties, responsibilities and authorities of the Executive Director and the staff of the Association are set out in the Policies and Procedures.

7.3 Management and Control of Entities and Intellectual Property

7.3.1 Subsidiaries

- (a) The Board of Directors may approve the establishment of subsidiary entities for the furtherance of the Association's objectives.
- (b) The Board of Directors should specify the requisite controls to manage and protect the name, reputation, finances, strategies of – and any risks to – the Association.
- (c) Shares in any subsidiary should be owned directly by the Association. Where this is not possible, the Board of Directors may appoint the Executive Director or another suitable nominee to hold the shares in the subsidiary on trust for the Association. The nominee shareholder will, to the extent permitted by law, be subject to the direction of the Board of Directors regarding management and affairs of the subsidiary.
- (d) The directors and officers of any subsidiary must be approved by the Board of Directors or its authorised delegate.

7.3.2 Other Association Entities

From time to time it will be necessary or appropriate for other legal entities to be established that may be associated with, but are not wholly owned or directly managed by, the Association. Such entities must have objects consistent with the Association and may:

- (a) utilise the name or other intellectual property of the Association
- (b) represent the Association or its interests
- (c) otherwise have an affiliation with the Association

7.3.3 IAONR Intellectual Property

Any use by Governing Members, other Members or any other party of the Association's name(s), logo(s) or other Intellectual Property is subject to the approval or consent of the Association which, to the extent permitted by law or any relevant contract, may be withheld, withdrawn or revoked at any time and for any reason. Where the



approval or consent of the Association is withheld, withdrawn or revoked, the affected party will immediately cease to:

- (a) use the intellectual property of the Association
- (b) claim any sponsorship affiliation or endorsement of the Association.

Policies and Procedures

The Policies and Procedures of the Association are listed here when required but do not form part of the Bylaws.

1. Procedures for Governing Members
2. Procedures for Fellows and Distinguished Fellows
3. Procedures for International Conference
4. Procedures for Natural Resources and Development Conference & Exhibition
5. Procedures for iAONR Events
6. Procedures for Specialist Groups
7. Procedures Young Natural Resources Professionals and YNRP Country Chapters
8. Terms of reference for Board Committees
9. Terms of Reference for the Strategic Council
10. Terms of Reference for the iAONR Fellows and Distinguished Fellows Steering Committee
11. Terms of Reference for the Programme Committee
12. Terms of Reference for the Emerging Natural Resources Leaders Steering Committee
13. Policy for Nomination and Election for iAONR Communities and Activities
14. Voting Procedures for iAONR Officers
15. Procedures for Honours and Awards
16. Scheme of Delegation Policy
17. Procedures for Secretariat and Executive Director
18. iAONR Members' Code of Conduct