

Statutes and Bylaws of AIPEA

Approved by the General Assembly of AIPEA on 12 September, 1981

Adopted by the General Assembly of AIPEA on 20 July, 1993.

Amendments approved by the General Assembly of AIPEA, June 16, 2009

I. Name and aim

1. The name of the organization is ASSOCIATION INTERNATIONALE POUR L'ETUDE DES ARGILES (AIPEA). AIPEA is affiliated with the International Union of Geological Sciences.
2. The aim of AIPEA is to promote international co-operation in clay research and technology. To this end, its activities include:
 - a. the organization of meetings, such as International Clay Conferences, of field excursions, and of visits to centers of clay research and technology;
 - b. the issue of publications on clay research and technology and of a periodical Newsletter to inform members of news from each affiliated society and of activities concerned with clay research;
 - c. co-operation with other organizations having an interest in clay research and technology.

II. MEMBERSHIP

3. a) AIPEA may accept as members individuals (individual members, who may also be life members), institutions and companies (corporate members), and national or regional societies (Affiliated Societies) with an interest in clay research or technology.
 - b) Application for individual or corporate membership is made in writing to the President, Secretary-General, or Treasurer and is accompanied by the appropriate membership fee. Applications from Societies wishing to become Affiliated are made to the Secretary-General and/or Treasurer in writing, giving relevant information on field of interest, number of members, etc. If approved by Council (which is not required to give any reason for non-approval), the Society will become Affiliated on payment of the appropriate membership fee based on the number of individual members.
 - c) Membership will be for the period for which the membership fee is paid (i.e., if one year's dues are paid, the member will be in good standing for one year). If the membership fee is not paid, the membership may be cancelled unless there are extenuating circumstances as determined by Council. Membership must be current for the year of the International Clay Conference to obtain member registration rates.
 - d) Council may call upon a member to resign from AIPEA by communicating to the member in writing, stating concisely the grounds on which it proposes to act. Council shall allow the affected member to state his/her case, either orally or in writing, as Council shall determine. If the member does not resign within two months of being called upon to do so, Council may, by resolution, terminate the

membership. Council may at any time, without stating a reason, refuse to renew a membership.

- e) A member shall be deemed to be bound by these Statutes and the Bylaws made hereunder.

III. ADMINISTRATION

- 4. A Council appointed by and answerable to the General Assembly shall be responsible for the activities and general administration of AIPEA in accordance with the Statutes and Bylaws of AIPEA and the decisions of the General Assembly.
- 5. The General Assembly consists of (a) individual members; (b) one representative of each corporate member; and (c) one representative of each Affiliated Society present at a Business Meeting. An individual member may appoint another member as his/her proxy. Each proxy and representative shall be appointed by the member in writing and his/her appointment shall be valid only if the document appointing him is lodged with the Secretary-General before the commencement of the Business Meeting.
- 6. An Ordinary Business Meeting shall be held at each International Clay Conference. A Special Business Meeting may also be called by the President, by Council, or by the Secretary-General within 90 days of receipt of a requisition in writing signed by or on behalf of not less than one quarter of the members, stating the purpose for which such a meeting is desired and setting out any proposed resolutions. Such a Special Business Meeting can be held only during a Congress or Session arranged under the auspices of AIPEA (e.g., the International Clay Conference or an AIPEA-organized session at the Euroclay Conference).
- 7. Notice of any Business Meeting must be provided to AIPEA members at least three months in advance, by electronic or conventional mail. The function of Ordinary Business Meetings shall be:
 - a. to receive reports from Officers and Council;
 - b. to receive reports from Chairs of Committees and others entrusted with special tasks;
 - c. to consider and vote on alterations and amendments, if any, to the Statutes and Bylaws;
 - d. to elect Officers and Council;
 - e. to receive and adopt an audited abstract of the accounts of AIPEA for the period 1st January prior to the previous Ordinary Business Meeting to the 31st December prior to the current meeting;
 - f. to agree on the location of the next International Clay Conference;
 - g. to deal with any special matter Council desires to bring before members and to receive and consider suggestions from members for consideration by Council.

- h. no business requiring a vote shall be transacted at a Special Business Meeting other than that specified in the notice, and no amendment to any resolution proposed at the meeting shall be allowed.
8. At a Business Meeting each member present in person, by proxy, or by representative shall have one vote, and decisions shall be by simple majority of votes cast, except for the items covered in Articles 34 and 36. Non-members of AIPEA may attend a Business Meeting of the General Assembly and contribute to discussion but they shall have no voting rights.
 9. At Business Meetings of the General Assembly the President, or in his/her absence the Vice-President, or in his/her absence the President's nominee, preferably a member of Council, shall act as Chair. The Secretary-General or acting Secretary-General shall be the Secretary.
 10. Council shall consist of the President, the Vice-President, the Secretary-General, the Treasurer (hereinafter termed the Officers), the immediate Past-President, six Ordinary Councillors, two representatives of the Organizing Committee, and, if not already on Council, the Chairs of the Standing Committees set up under Article 16. No two Ordinary Councillors may be from the same country and all Officers and Councillors must be members of AIPEA at their election and during their period of service.
 11. Should the office of President fall vacant between International Clay Conferences, the Vice-President shall become acting President; should the offices of Secretary-General or Treasurer fall vacant, an acting Secretary-General or Treasurer shall be appointed by Council. Should a vacancy occur among Ordinary Councillors, Council may co-opt an individual member of AIPEA from the country or region of the Councillor whose appointment, resignation, or death caused the vacancy for the remainder of his/her period of service. Any person filling a vacancy as aforesaid shall be eligible for subsequent election as if he/she had not filled the vacancy.
 12. The period of service of Council shall be from the end of the International Clay Conference at which it was elected to the end of the subsequent International Clay Conference. The President and Vice-President shall serve only one such term as President and Vice-President and Ordinary Councillors may be elected as Ordinary Councillors for only one additional term (for a total of two terms). The Secretary-General and Treasurer may be elected for further terms if willing to serve.
 13. At least one year ahead of an International Clay Conference, Council shall appoint a Nominating Committee consisting of the President, two Ordinary Councillors and two individual members of AIPEA not then on Council. This committee shall present to Council prior to the Ordinary Business Meeting of the General Assembly a nomination for each of the offices of President, Vice-President, Secretary-General, and Treasurer and for Ordinary Councillors corresponding to the number of vacancies occurring. These nominations, as approved or adjusted by Council, shall be presented to the Ordinary Business Meeting of the General Assembly. Additional nominations may be made from the

floor of the General Assembly, supported by a seconder, and by a statement from the nominee that he/she is willing to serve if elected.

14. Council, apart from representatives of the Organizing Committee for the next International Clay Conference and the Chairs of Standing Committees set up under Article 16, shall be elected by the General Assembly from the total list of nominations. Should the nominations made by Council not be added to, the succeeding Council may be elected *en bloc*, but should additional nominations be made, a secret ballot must be held for each position contested. Election shall be by simple majority of the votes cast. Two representatives of the Organizing Committee for the next International Clay Conference shall be nominated by Council, as will the Chairs of Standing Committees.
15. Each member of Council has a single vote and the President, or acting President, a casting vote: decisions are taken by simple majority. Council has the power to suspend Bylaws temporarily, subject to ratification by the General Assembly. Council also has the power to conduct its business by electronic or hard-copy correspondence.
16. Council may of its own volition or at the request of the General Assembly appoint committees to consider and report on any matter. Unless otherwise decided by Council or the Bylaws, each committee shall elect its own Chair and have power to co-opt members. Council may alter the membership of any committee at any time. Such committees may be Standing Committees or Ad Hoc committees, depending on the remit.
17. Council shall decide on the location of the legal domicile of AIPEA.
18. All service as Officers and as members of Council or of Committees shall be entirely honorary.

IV. Contracts and representation

19. All contracts and agreements made by AIPEA shall be signed by the President or acting President *and* the Treasurer. In place of either one of these, the Secretary-General or acting Secretary-General may sign.
20. The President or acting President shall be the official representative of AIPEA but is empowered to appoint a proxy should he/she be unable to act.

V. Finance

21. Membership fees shall be as prescribed in the Bylaws. These shall be reviewed periodically by Council, which may make recommendations for their alteration to the General Assembly.
22. The income of AIPEA, such as membership fees and contributions from other sources, shall be held in custody by the Treasurer, who shall operate bank accounts in the name of AIPEA held in a country or countries not subject to restrictions on international transfer of funds and who shall ensure that reserve funds are invested in the most advantageous manner in accordance with written professional advice. Withdrawals from such accounts shall be signed by the

- Treasurer *and* the President, often via a letter from the President instructing the bank on behalf of the Treasurer.
23. Should sums be set aside in a special account for a specific purpose by Council or the General Assembly, the signatures required for withdrawals shall be decided by Council.
 24. All funds must be held in such a way that they are always readily available for the activities of AIPEA.
 25. AIPEA is under no obligation to pay expenses that are incurred without the sanction of the Officers. Before incurring any expenditure other than normal running expenses, such as postage, meeting accommodation, etc., committees appointed under Article 16 must obtain the sanction of the Officers, who may require a current financial statement from the Treasurer before reaching a decision. The amount spent by each Committee shall be itemized in the accounts.
 26. The accounts shall be audited in the country of the Treasurer by auditors appointed by Council. Accounts shall be made up as of 31 December of each year and a properly audited statement presented to Council by 1 May of the succeeding year.

VI. International Clay Conferences

27. AIPEA shall promote International Clay Conferences at approximately four-year intervals. Ideally, each such Conference shall be in a country different from those in which the preceding two were held and, when possible, should be held in conjunction with a Congress or Session arranged under the auspices of the International Union of Geological Sciences.
28. Firm offers to host an International Clay Conference must be made to the Secretary-General in writing, with evidence of the resources available to the prospective hosts, at least four weeks before commencement of the preceding International Clay Conference. Council shall report on the offers received to the General Assembly at the preceding International Clay Conference and shall recommend the offer which it considers most suitable.
29. The selected hosts for the next International Clay Conference shall appoint an Organizing Committee to be responsible for all arrangements in connection with the Conference, including publication of the proceedings, e.g., in special editions of peer-reviewed journals or in a separate publication. The Officers of AIPEA shall be advisory members of the Organizing Committee but may not be full members of this Committee.
30. The Organizing Committee shall be assisted in all matters of publicity by Council.
31. If necessary, arrangements for timely publication of the proceedings in special editions of peer-reviewed journals or in a separate publication shall be made by the Organizing Committee in collaboration with any editorial board that Council may appoint.

32. For activities in the host country or region, the Organizing Committee shall have an account separate from those of AIPEA, into which shall be paid all moneys received for that International Clay Conference and from which shall be paid all debts incurred. The account shall be in the custody of the Organizing Committee, or of a Treasurer of the Conference appointed by the Organizing Committee, and after each Conference, a properly audited statement shall be submitted to Council.
33. The Organizing Committee will ensure that their income will cover all conference expenses and will set the registration and field trip fees accordingly. The registration fee structure shall be arranged to give a financial incentive to AIPEA members, i.e., the registration fee shall be larger for those who are not members of AIPEA. The Organizing Committee is encouraged to formulate a registration fee structure that encourages membership in AIPEA, making the differential between membership and non-membership equal to at least the amount of a four-year AIPEA membership. The registration fee for every registrant will include \$10 (US) which will be paid to AIPEA. This US \$10 (US) fee per registrant will go directly to the Student Travel Fund of AIPEA and can only be used to support *bona fide* students attending the International Clay Conference. AIPEA will not be responsible for any shortfall from the International Conference. Any surplus funds, after payment of all just and lawful expenses and repayment of any loans, will be divided equally between the host society and AIPEA. If a host society is not responsible for organizing an international conference, then the surplus will be paid in full to the Treasurer of AIPEA.

VII. Amendments to statutes and dissolution

34. Amendments to the Statutes shall be adopted if approved by a simple majority of the votes cast at a Business Meeting of the General Assembly unless a postal ballot is demanded by 20 members present in person, by proxy, or by representatives from at least five different countries.
35. Such amendments may be proposed:
 - a. by Council;
 - b. by at least six members of AIPEA in writing to the Secretary-General at least 3 calendar months before the date of the Business Meeting.
Amendments proposed under (b), together with any comments of Council, shall be available in writing to all members of AIPEA before the commencement of the Business Meeting.
36. Any proposal for dissolution of AIPEA must bear the signatures of at least 25% of members from at least five different countries, must be received by the Secretary-General at least 9 calendar months before an International Clay Conference, and must be communicated to all members of AIPEA, along with comments of Council and a ballot, at least 6 weeks prior to the commencement of an International Clay Conference.

37. Proposals subject to postal ballot under Articles 34 or 36 shall come into force if accepted by two-thirds of all members voting by ballot.
38. In the event of dissolution of ASSOCIATION INTERNATIONALE POUR L'ETUDE DES ARGILES, its property shall pass to the International Union of Geological Sciences.

Bylaws

1. Membership fees will be set by action of Council in US dollars for the following categories:
 - a. Individual member
 - b. Institutional or company member
 - c. Student memberIndividuals 65 years of age and older who have been individual members for 12 years or more shall automatically become Life Members on notification to the Treasurer. A Life Member must verify his/her membership every 4 years coinciding with the year of the International Clay Conference. Affiliated societies are members of AIPEA but an affiliated society does not pay dues for the society itself but remits dues only for its members.
2. The Council has made provision for a periodic membership of four years, coinciding with the International Clay Conferences, which are scheduled approximately every four years. The Council urges all members to pay their membership fees for a four-year period so that membership will be continuous from one International Clay Conference to the next. This will facilitate the administrative functions of the Treasurer and the Organizing Committee.
3. Communication with individual countries or regions shall be through Liaison Officers, through other appropriate societies or, where neither exists, through honorary Correspondents willing to accept responsibility for dissemination of information on the activities of AIPEA throughout their country or region. A list of such appropriate Societies and Correspondents shall be kept by the Secretary-General.
4. Each individual and corporate member of AIPEA as defined in Article 3 of the Statutes shall receive an electronic copy of each publication of AIPEA excepting any Conference Proceedings, i.e., Newsletters, as well as an electronic copy of each announcement and circular. Liaison Officers shall also receive electronic copies of each such publication, announcement, or circular.
5. Registers of members of each grade shall be kept by the Secretary-General and the Treasurer who shall jointly be responsible for ensuring that each member receives appropriate publications, announcements, and circulars. The Secretary-General shall arrange for distribution to Liaison Officers of regular reports on activities of Standing Committees and other relevant information.
6. An AIPEA Travel Fund, established by Council under Article 23 of the Statutes shall be funded by such sums from the general reserves of AIPEA, as Council shall decide from time to time. The following rules shall apply:
 - a. The Custodians of the AIPEA Travel Fund shall be the President, Vice-President, Secretary-General, Treasurer, and immediate Past-President of AIPEA.
 - b. The sum disbursed, which shall never exceed the accumulated interest on the original capital or the capital as subsequently modified by Council, may be used *only upon petition to Council in extraordinary circumstances* for the

- payment of reasonable travel and hotel accommodation expenses incurred by (i) the President or his/her designate in officially representing AIPEA or (ii) the President or acting President, the Secretary-General, and/or the Treasurer in attending Council meetings or Business Meetings of the General Assembly when Council deems it necessary they appear in person.
- c. If the petition is approved by Council, payment shall be made for travel expenses only to the extent that they are the most economical possible and for the minimum period necessary.
 - d. No payment shall be made in respect of any expenses unless all the custodians have approved the relevant travel and hotel accommodation arrangements in advance and have satisfied themselves that the expenses to be paid out of the Fund cannot be funded from any other official source.
 - e. The person for whom expenses are paid out of the Fund shall render an account thereof to Council within 30 days of the completion of his/her task.
 - f. The funds shall be deposited in a banking account in the name of the AIPEA Travel Fund and no sum shall be drawn from this account without the signatures of both the Treasurer and the President.
 - g. Council may at any time require all or part of the capital in the Fund to be repaid to the general funds of AIPEA.