

REGULATIONS RELATED TO THE INTERNATIONAL SOCIETY FOR SOIL MECHANICS AND GEOTECHNICAL ENGINEERING LIMITED

Company Number: 15851131

Last amended:

1. **Preliminary**

1.1 These regulations are made by the Directors pursuant to Article 10 (Regulations) of the Articles of Association of the International Society for Soil Mechanics and Geotechnical Engineering Limited (the “**Company**”) and in the event of any inconsistency between the Articles of Association of the Company (the “**Articles**”) and the provisions of these regulations, the provisions of the Articles shall prevail.

1.2 In accordance with Article 10.1 of the Articles:

1.2.1 the Directors may from time to time repeal or alter these regulations, or make such further regulations (in accordance with the decision making procedures in Article 11 of the Articles) as they think fit as to the management of the Company and its affairs, including (without limitation) the conduct of meetings (including any arrangements for Remote Attendance), codes of conduct for members or Directors; the payment of subscriptions and the duties of officers and employees of the Company; and

1.2.2 the members in general meeting or at a Council meeting have the power to alter, add to or repeal these regulations (and any further regulations made pursuant to Article 10.1 of the Articles). The regulations may state that certain provisions can only be amended by the Directors with the approval of the members.

1.3 In these regulations, words and expressions which are defined by the Articles shall have the meaning so defined unless the context otherwise requires and words importing the singular only shall include the plural and vice versa and words importing people shall include corporations.

2. **Approval thresholds for repeal, alteration or addition to Regulations**

Regulation 4 may be amended by the Directors. Any repeal of, or alteration or addition to all other regulations (except for regulation 4 below) must be approved by 75% of members voting in general meeting or at a Council meeting.

3. **Languages**

3.1 The official languages of the Company are English and French.

3.2 The name of the Society in French is Société Internationale de Mécanique des Sols et de la Géotechnique.

3.3 The Articles, these regulations and official minutes of Council meetings shall be published in English and French.

- 3.4 Should a difference in meaning arise between the English and French versions of the regulations and official minutes of Council meetings referred to in regulation 3.3, the valid version shall be that in which the written motion was moved.
- 3.5 The official languages in regulation 3.1 shall be used in the proceedings and plenary technical sessions of the International Conference.
- 3.6 At Regional Conferences and International Symposia held under the aegis of the Company, at least one of the official languages in regulation 3.1 shall be used. Also, one or more additional languages chosen by the host country may be used at Regional Conferences or International Symposia. Abstracts in at least one of the official languages must be provided.

4. **Board meetings**

A Board Meeting shall precede the Council Meeting normally at the same venue.

5. **Committees of the Board**

- 5.1 In order to further the purpose of the Company, the Board of Directors may permit the President to set up Committees to deliberate on administrative and policy matters which are of interest and relevance to the Company pursuant to Article 8 of the Articles. Such appointments shall be reported at the next Council meeting.

Technical Committees

- 5.2 Technical Committees shall have an international membership and shall deliberate on technical or professional matters which are of international interest and relevance. The responsibility for each Technical Committee shall be assumed by a specific Member Society which shall provide the chairman, secretary and the necessary administration.
- 5.3 Technical Committees may be instituted at the request of a group of members interested in a specific topic and with the knowledge and agreement of the President and Secretary General. Guidelines for the operation of Technical Committees are approved by the Board and published.
- 5.4 A short administrative Report summarising the work of each Technical Committee shall be submitted by the Committee Chairman to the Secretary General six months before the next International Conference for presentation at the Council meeting. The incoming President has the authority to decide if the work of any Technical Committee should continue and which Member Society shall have responsibility for it.
- 5.5 Technical Committees may be called upon to organise specialty sessions at an International Conference.
- 5.6 If appropriate, technical reports of a Technical Committee will be the subject of open discussion at an International Conference or other venue approved by the President before final publication.

Administrative Committees

- 5.7 Administrative Committees shall report to the President who may submit the report, with amendments, to the Council. Normally such reports will be subjected to open discussion at a Council meeting before acceptance and, if appropriate, publication.
- 5.8 Members of Administrative Committees shall normally be appointed by the President after consultation with the Secretary General and the Board to ensure input from several countries and an appropriate representation of Member Societies.

Regional Committees

- 5.9 Regional Committees may be set up by a Vice-President in consultation with the President and Secretary General to deliberate on technical or professional matters which are of interest and relevance to that Region.
- 5.10 The responsibility for each Regional Committee will be assumed by a specific Member Society which will provide the chairman, secretary and the necessary administration.

6. Forming a Member Society and other rules relating to membership

Forming a Member Society and becoming a Member

- 6.1 Pursuant to Articles 24.3 and 24.4 of the Articles, to create a Member Society in a country or group of countries, individuals interested in furthering the fields of geotechnics and its engineering applications must first create a Society with this aim. The Society must have:
 - 6.1.1 a Constitution or Statutes;
 - 6.1.2 a President or Chairman;
 - 6.1.3 a Secretary and Treasurer; and
 - 6.1.4 an address for its Secretariat.
- 6.2 Once the Society has been brought into existence, a letter should be sent (in English or French) signed by the President or Chairman and the Secretary of that Society to the Secretary General of the Company formally applying for membership on behalf of the Society.
- 6.3 The letter should contain a declaration that if accepted, the Member Society will further the purposes of the Company and abide by the Articles of Association of the Company (to the extent applicable to the Member Society) and should enclose (in English or in French):
 - 6.3.1 the Constitution or Statutes of the applicant Society;
 - 6.3.2 the name of its President or Chairman and Secretary;
 - 6.3.3 the address of its Secretariat; and
 - 6.3.4 the names, occupations and addresses of its members designate of the Company.
- 6.4 the Secretary General shall check that the application is in order, and after consultation with the appropriate Regional Vice-President, shall include it in the agenda of the next Board

meeting for approval. The Secretary General shall report Societies accepted into membership by the Board to the next Council Meeting.

- 6.5 Subject to regulation 6.15, no entrance fee is payable.

Rights and obligations of a Member

- 6.6 A Member Society may be affiliated to other engineering and scientific societies.

- 6.7 A Member Society shall fulfil its obligations to the Company which include:

- 6.7.1 active engagement in initiatives aimed at the advancement of knowledge in the field of geotechnics and its engineering applications, at the local or international level. Engagement could include organisation of technical meetings, lectures, workshops, seminars, conferences, submission of papers to geotechnical conferences, participation in Technical Committees, and other international liaisons. A Member Society must keep the Regional Vice-President informed by means of an activity statement due six months before each Council Meeting;

- 6.7.2 payment of the annual subscription, calculated in accordance with regulation 6.8;

- 6.7.3 keeping the Secretary General regularly informed about changes to its Statutes, the address of its Secretariat, the names of its officers, and the names and addresses of designated Individual Members of the Company.

Subscriptions

- 6.8 Pursuant to Article 24.9 of the Articles, at any time the subscription shall be computed on the basis of the number of designated Individual Members of each Member Society and on the basis of a Basic Fee per Capita adjusted by discounts most recently agreed at a meeting of the Council. The Basic Fee per Capita is set to meet the budgetary needs of the Member Society. Discounts agreed by the Council are applied to allow for low Purchasing Power Parity (PPP) and for large Member Societies. The minimum subscription fee payable by a Member Society shall be based on 30 members.

- 6.9 The Secretary General shall send to each Member Society in advance an annual account of its subscription and other revenues owing.

- 6.10 A Society coming to membership part way through a year (1st January-31st December) shall pay a pro rata subscription for that year.

- 6.11 Subscriptions are due annually in advance on 1st January each year.

- 6.12 A Member Society should inform the Secretary General in advance if it expects to be unable to pay its subscription by the due date and explain the reason.

- 6.13 Pursuant to Article 25.2.4, a Member Society will be removed from membership if their subscription remains unpaid 28 days after that notice is served, save for in exceptional circumstances as may be agreed by the Directors from time to time.

Removal of a Member and re-joining as a Member

- 6.14 The Council may remove a Member Society from membership of the Company pursuant to Article 25.2.5 of the Articles on the ground that it is in the best interest of the Company to do so, including but without limitation if the Member Society has failed to abide by regulation 6.7 and the Articles of Association of the Company (to the extent applicable to the Member Society).
- 6.15 A Member Society which has resigned its membership or had its membership terminated may apply to re-join the Company by means of the procedure set out in regulations 6.1, 6.2 and 6.3, with any conditions agreed by the Regional Vice-President and the Secretary General. If accepted, the Council shall decide what entrance fee, if any, shall be payable, which shall be no less than three years of subscription fees.

Supporting Membership

- 6.16 Supporting Membership of the Company is open to individuals, private firms and other organisations. These Supporting Members shall not have specific representation on the governing bodies of the Company. Applications for Supporting Membership should be made to the Secretary General who will consult with the President or Regional Vice-President as appropriate. Supporting Members are associate members of the Company for the purposes of the Articles and not company law members.

Register of Individual Members

- 6.17 Each Member Society shall be responsible for maintaining an up-to-date register of their Individual Members.
- 6.18 Each year, each Member Society shall send to the Secretary General and the Vice-President an up to date list of its designated Individual Members. The list shall be in a form as requested by the Secretary General and shall:
- 6.18.1 include the name and permanent address of the secretary of the Member Society and of its officers where appropriate;
- 6.18.2 be in electronic format and subject to the approval of the Member Society shall be posted in an appropriate section of the Society's web site.
- 6.19 Information about Individual Members should only be made available to a second party if it is in agreement with national legislation applicable to the Member Society.
- 6.20 The Secretary General shall compile a list of Individual Members grouped according to Member Society and shall make this list available to Members of the Society in a form directed by Council.
- 6.21 The Secretary General shall also maintain a list of Member Societies grouped according to Region.

7. President

- 7.1 The prime duty of the President shall be to foster the purposes of the Company and the President shall be responsible, in collaboration with the Vice-Presidents and the Secretary General, for the conduct of the affairs of the Company.
- 7.2 The President shall preside at the International Conference and at meetings of the Council and Board.
- 7.3 Pursuant to Article 17.3 of the Articles, about one year before the expiry of the term of office of the President, the Secretary General shall invite each Member Society to submit its nomination of an Individual Member for the next President, the nominating Member Society having first ascertained that its nominee is willing to serve if elected. Nominations must be received by the Secretary General at least three months before the Council meeting at which the vote will be taken.
- 7.4 After confirming each nominee's willingness to stand for election, the Secretary General shall then send to each Member Society a list of all the candidates and the Council shall be asked to vote by secret ballot and a simply majority on these names at its next meeting which will normally be just prior to the next International Conference.
- 7.5 A person who has served as Secretary General cannot be a candidate for President before three years have elapsed from the end of their service as Secretary General.
- 7.6 As soon as the President-elect has been chosen by the Council, the decision will be announced publicly at the earliest suitable occasion. During the International Conference at the end of which the President-elect takes office, the President-elect will participate in this capacity in all administrative, technical and social functions.
- 7.7 In the event of the absence of the President, the President may be substituted by the First Vice-President in any and all of the President's duties.
- 7.8 The President can appoint a Vice-President or other member of the Company to act as a representative for the President in the Regions.
- 7.9 When appropriate the President should seek the views of the Board either collectively or as individuals for the purposes of formulating or interpreting policy. Such actions shall be reported and minuted at the next meeting of the Council.

8. Vice-Presidents

- 8.1 The prime duty of the Vice-Presidents shall be to foster the purpose of the Company amongst the Member Societies within their Regions. The Vice-President's authority and duties shall be to act as the President's representative in their respective Regions. In particular they shall preside at the Regional Conferences.
- 8.2 A Vice-President shall encourage the holding of symposia and conferences within the Region and endeavour to coordinate the themes and dates of such National and Regional conferences.
- 8.3 Pursuant to Article 17.10 of the Articles, in Regions with five or more Member Societies:

- 8.3.1 about one year before the expiry of the term of office of a Vice-President, the Secretary General shall invite each Member Society within the Region to submit its nomination of an Individual Member from within the Region for the next Vice-President, having first ascertained that the nominee is willing to serve if elected. After confirming each nominee's willingness to stand for election, the Secretary General shall prepare a ballot paper for each Region and shall invite each Member Society in that Region to return the ballot paper duly completed by a specified date.
- 8.3.2 each Member Society shall be required to return the ballot paper for a Vice-President at least 16 weeks before the next meeting of the Council.
- 8.3.3 if just one valid nomination has been received, the candidate will be declared elected unopposed.
- 8.3.4 if two nominations have been received, Member Societies will indicate the candidate of their choice. The candidate with the highest number of votes will become Vice-President of the Region.
- 8.3.5 if three or more nominations have been received, Member Societies will mark on the ballot paper the candidates 1, 2, 3, etc. in order of preference. The primary votes (marked with 1) shall be counted first and if one candidate receives the absolute majority of all primary votes that candidate shall be declared elected. If there is no absolute majority, the candidate with fewest primary votes shall be excluded from the election. In the case that two or more candidates are found in this situation, the one with less secondary votes (marked with 2) shall be excluded from the election. The voting papers for that candidate will be recounted and those particular secondary votes shall be given primary status and distributed to the remaining candidates. This procedure is to be repeated until one candidate has more than one half of the total number of votes.
- 8.3.6 should two or more candidates tie in the election, the President, after consultation, shall have a casting vote.
- 8.3.7 the names of the successful candidates shall be reported to the next meeting of the Council.
- 8.4 A person who has served as Secretary General cannot be a candidate for President before three years have elapsed from the end of their service as Secretary General.
- 8.5 At meetings of the Council, the Vice-President shall report on activities within the Region.

9. The Secretary General and the Secretariat

Duties and responsibilities of the Secretary General

- 9.1 The Secretary General shall be directly responsible to the President.
- 9.2 The duties of the Secretary General shall include the conduct of all correspondence and current business of the Company, the preparation and distribution of the agenda for Board and Council meetings together with other required documentation and the preparation and maintenance of minutes of such meetings and reports thereon.
- 9.3 The Secretary General shall ensure that a draft record of decisions taken at Council meetings is available for distribution within two days after the meeting. Full draft minutes of Council,

Board and other special meetings should be circulated within two months after the meeting. The minutes will be presumed to be confirmed if there are no written objections within six months.

- 9.4 The Secretariat will maintain filed records of all correspondence officially transacted for an appropriate period of time.
- 9.5 The Secretariat will endeavour to maintain a complete library of all the Proceedings of International, Regional and Specialty Conferences and Symposia held under the auspices of the Company.
- 9.6 The Secretary General is responsible for the reproduction and distribution of the list of Members, and similar documents, in accordance with the Articles and these regulations, or as decided by the Council from time to time.
- 9.7 The Secretary General is responsible for the conduct of the finances of the Company and for all fiscal and legal requirements imposed by the country wherein is established the headquarters of the Company (being England).
- 9.8 The Secretary General shall prepare financial statements of receipts and expenditures and shall justify expenses incurred when requested. The Secretary General is responsible for keeping the accounts of the Company and for payments for the Company up to the limit of the approved budget. All money received shall be acknowledged.
- 9.9 Pursuant to regulation 6.9, the Secretary General shall send to each Member Society an annual account of the dues owing and shall ensure that all contributions and dues paid to the Company are placed in a separate account and that a record is kept.

The Secretariat

- 9.10 The host Member Society should undertake to act on behalf of the President as the Custodian of the Secretariat with responsibility for supporting the Secretariat and ensuring its efficient operation.
- 9.11 To assist in carrying out its responsibilities the host Member Society after consultation with the President, shall appoint a Liaison Officer, who will be familiar with the 'modus operandi' of the Secretariat.

Appointment of the Secretary General

- 9.12 The terms of appointment of the Secretary General shall be decided by the President in consultation with the Finance and Budget Committee of the Board.
- 9.13 In the event of impediment, sudden resignation or death of the Secretary General, their duties shall be undertaken by the Liaison Officer appointed by the host Member Society pending the appointment of a new Secretary General by the President.

10. **Council meetings**

Host for the next Council meeting

- 10.1 Any invitation to act as host for Council meetings held between International Conferences pursuant to Article 21.1.2 of the Articles should be sent to the Secretary General six months before the preceding Council meeting so that it can be placed on the agenda of that meeting. Provision should be made for a Board Meeting preceding the Council meeting.
- 10.2 With a view to distributing meetings evenly among the Regions, Member Societies from a Region that has recently hosted a mid-term Council Meeting (i.e. a meeting held between International Conferences) shall refrain from offering to host the next two mid-term Council meetings unless no acceptable invitation is received from the remaining Regions.
- 10.3 If an invitation is received from more than one Member Society, the final selection will be made by secret ballot of the Council.
- 10.4 In voting on the venue for a future Council meeting a simple majority of delegates of Member Societies present or represented shall suffice.

Agenda for Council meetings

- 10.5 Member Societies must submit to the Secretary General not less than six months before a Council meeting any item which they wish to have placed on the agenda. Three months before the meeting, the Secretary General shall send the agenda to all Member Societies, the President, the Vice-Presidents, the Secretary General, the Past President and the Appointed Directors of the Board.
- 10.6 The Agenda will normally cover the following items:
- 10.6.1 minutes of the previous meeting;
 - 10.6.2 matters arising, including from Board meetings;
 - 10.6.3 noting the approval of new Member Societies by the Board pursuant to regulation 6.4;
 - 10.6.4 financial statements for the preceding period and a draft budget for ensuing period;
 - 10.6.5 reports of the President and Vice-Presidents;
 - 10.6.6 business raised by the President, Member Societies, or from other sources;
 - 10.6.7 selection of venue for future International Conferences (if applicable);
 - 10.6.8 report(s) from Organising Committee(s) for forthcoming International Conference(s);
 - 10.6.9 election of next President (if applicable);
 - 10.6.10 names of new Vice-Presidents (if applicable);
 - 10.6.11 invitations for holding the next Council/Board Meetings (if applicable);
 - 10.6.12 reports of technical and administrative Committees;
 - 10.6.13 items submitted after preparation of the agenda, subject to agreement of Chairman; and
 - 10.6.14 any other business.

Chairing of meetings

- 10.7 A Council meeting shall be chaired by the President, or, in their absence, the First Vice-President or one of the Vice-Presidents nominated by the President.
- 10.8 Delegates shall address the chair at all times and the entire meeting shall be conducted in accordance with the Articles and these regulations and according to accepted efficient practices.

Quorum

- 10.9 For the valid constitution of a Council meeting the quorum shall be:
 - 10.9.1 at least two-thirds when voting to terminate membership pursuant to Article 25.2.5 of the Articles of Association of the Company; and
 - 10.9.2 at least one-third of the Member Societies entitled to the benefits of membership when voting on all other resolutions.
- 10.10 Proxy votes (appointed pursuant to regulation 10.13) shall be counted in determining the quorum.

Proxies and voting and non-voting delegates

- 10.11 Each Member Society entitled to the benefits of membership having a delegate present at the meeting shall have one vote. Other members of the Council and other persons present (who may be invited by the President to attend all or part of a Council meeting) are not entitled to vote.
- 10.12 Member Societies must inform the Secretary General in writing the names of their voting delegate and non-voting delegate. In most cases, the voting delegate should also be a Member Society's nominated representative (pursuant to Article 24.7) or authorised representative (pursuant to Article 24.8).
- 10.13 A Member Society which is not able to have a delegate present may transfer its voting rights either to its own Vice-President or to the delegate of another Member Society having notified this in writing to the Secretary General before the Council Meeting. No delegate may carry more than two such proxy votes, with the exception of the Vice-Presidents who may carry three such proxy votes.

Voting

- 10.14 Motions at meetings of the Council shall be carried by a simple majority of those voting, except where otherwise provided in the Articles or these regulations.
- 10.15 When more than two choices are available and none of the choices receives a majority of votes on the first ballot count, that choice or choices receiving the fewest votes shall be deleted, and a second ballot conducted. The procedure shall be repeated successively until one of the choices receives a majority of votes. Should a tied situation occur the Chairman shall exercise a casting vote. If there are two options, Member Societies will indicate their choice on the ballot paper.

- 10.16 If there are three or more options, Member Societies will mark on the ballot paper their choices 1, 2, 3, etc. in order of preference. The primary votes (marked with 1) shall be counted first and if one option receives the absolute majority of all primary votes, i.e. half the votes cast plus 1, it shall be declared successful. If there is no absolute majority, the option with fewest primary votes shall be excluded from the ballot. In the case that two or more options are found in this situation, the one with less secondary votes (marked with 2) shall be excluded from the ballot. The voting papers for that option will be recounted and those particular secondary votes shall be given primary status and distributed to the remaining options. This procedure is to be repeated until one option has more than one half of the total number of votes.
- 10.17 Voting shall normally be by a show of hands. However, for the selection of the President, for the selection of the venue of the next International Conference or Council Meeting and for other matters specified at the time by the chair, voting shall be by secret ballot.
- 10.18 The chair shall not have a vote except in the event of an equality of votes when the chair shall have a casting vote.

Special meetings

- 10.19 Having consulted with the Board and reasonable notice having been given, the President shall be authorised to call a special meeting of the Council to discuss urgent matters. Reasonable notice of a special Council Meeting is deemed to be not less than forty days

Procedure for Council meetings – motions, resolutions and amendments to the same

- 10.20 In order to facilitate the conduct of business, the following procedures should be observed:
- 10.20.1 motions will be printed on the agenda and no other motions will be discussed except by agreement with the Chairman. Minor matters may be raised under 'Any Other Business'.
- 10.20.2 a motion for which no seconder can be found cannot be discussed or put to the vote. It falls to the ground, and cannot be reconsidered during the meeting. Motions by the Chairman require no seconder.
- 10.20.3 in discussing a motion, no member may speak more than once, except at the invitation of the Chairman. The mover, however, will be given the right of reply at the end of the discussion.
- 10.20.4 after the discussion the Chairman will read the motion to ensure that the meeting knows exactly what it is voting on, and a vote will be taken.
- 10.20.5 if the motion is passed, it becomes a Resolution. Neither a Resolution nor a failed motion may be re-opened during the current session of the Council.
- 10.20.6 an amendment is an alteration made by adding, changing, substituting or omitting a word, phrase or sentence of a motion. It may partially change the meaning of the motion, but must never contradict it. Amendments should be passed to the Chairman in writing.
- 10.20.7 a member who has spoken on a motion cannot move an amendment, but he may speak on an amendment moved by another.
- 10.20.8 if there are several amendments to a motion, they will be considered successively, so that an amendment to alter the first part of the motion comes first, etc.

- 10.20.9 each amendment must be moved, seconded, discussed and voted on separately. Only one amendment may be discussed at the time.
- 10.20.10 when the amendments have been separately disposed of, the Chairman will put the motion as amended clearly to the meeting. Further discussion may arise before the vote is taken.
- 10.20.11 there is no right of reply for the mover of an amendment. If, however, his amendment has been carried and materially alters the sense of the motion, the amended motion will become the substantive motion, and the right of reply will devolve from the mover of the original motion to the mover of the amendment.

11. International Conferences

Host and country of the International Conference

- 11.1 The Council shall decide the country of each International Conference held pursuant to Article 28 of the Articles.
- 11.2 An invitation from a Member Society to act as host for an International Conference and the associated Council and Board Meetings shall be sent to the Secretary General sufficiently far in advance for it to be placed on the agenda of the Council meeting four years in advance of the International Conference. Invitations may be considered at earlier Council Meetings. If no invitation has been received four years before an International Conference is due to take place, the President in consultation with the Board is authorised to make arrangements for one to be held.
- 11.3 The Secretary General shall be satisfied that the inviting country has:
- 11.3.1 a meeting place with appropriate facilities;
- 11.3.2 suitable hotel accommodation for members and accompanying persons;
- 11.3.3 sufficient interest in the country for technical and other visits;
- 11.3.4 agreed to follow the Conference rules laid down by the Council.
- 11.4 An invitation from a Member Society must be accompanied by a solemn undertaking by the officers of that Member Society guaranteeing the organisation and financing of the International Conference and agreeing to abide by the principles, rules and procedures for the International Conference as set out in the Articles and regulations (or other rules) in existence at the time that the invitation is accepted.
- 11.5 With a view to distributing International Conferences evenly among the Regions, Member Societies from a Region that has recently hosted an International Conference shall refrain from offering to host the next two International Conferences unless no acceptable invitation is received from the remaining Regions.
- 11.6 An invitation from a Member Society must be accompanied by a statement signed by the officers of that Member Society setting out what current restrictions (if any) are imposed against the entry of foreign nationals by the Government of the inviting country.

- 11.7 If, after an invitation has been accepted, the said Government adversely alters its restrictions, the President shall seek the opinions of all the Member Societies as to whether the International Conference should be hosted by another country, or whether the official status of the International Conference should be withdrawn. After consultation with the Board, the President shall act in the best interests of the Company.

Attendees and participants

- 11.8 All Individual and Supporting Members of the Company are entitled to attend an International Conference.
- 11.9 Participation in the International Conference is intended for bonafide members of the Company and their accompanying persons only. Other persons approved by the Conference Organising Committee may also attend, with the payment of a 10% surcharge, which will be remitted to the Company.
- 11.10 A surcharge of 5% is added to the registration fee of the International Conference and the revenue accruing from this surcharge remitted to the Company.

Conference Advisory Committee

- 11.11 A Conference Advisory Committee shall be set up by the President. Normally the Committee shall comprise the President, the Vice-President of the Region in which the Conference is to be held, the Secretary or Chairman of the Organising Committee for the previous International Conference, two members of the Organising Committee of the Host Country and the Secretary General.
- 11.12 It shall be responsible for advising on the conference programme but is not concerned with the detailed organisation of the Conference which is the responsibility of the Member Society hosting the International Conference (pursuant to regulations 11.14 to 11.19 relating to the Conference Organising Committee).

Honours, awards and recognitions

- 11.13 The presentation of honours, awards or other recognitions for services to the Company or to geotechnical engineering shall normally be made at the International Conference:
- 11.13.1 the Terzaghi Oration - is to be delivered at each International Conference as a tribute to Professor Karl Terzaghi, first President of the Company. This Oration shall be given at each International Conference and shall be accorded a position of importance in the programme of events. The Terzaghi Oration should preferably cover case histories, derived from professional activities and explore the dynamic interaction between consulting work, teaching, research and publication. It should exemplify Professor Terzaghi's intellectual approach to engineering and geology and to the observational method both for improving design and for the advancement of knowledge. The Orator shall have made distinctive and outstanding contributions to geotechnical engineering. The President shall be responsible for selecting the Terzaghi Orator after consulting with Member Societies and Board Members.
- 11.13.2 the Kevin Nash Gold Medal - awarded in memory of Professor Kevin Nash, Secretary General of the Company (1965-1981). The medal should be awarded to a person who, through distinction as an engineer, through international contributions to engineering practice and education, through contributions to international good will, and through service to the

Company has made a major contribution to fostering the ideals and goals of the Company throughout the world. The recipient is to be selected by a committee composed of the Past Presidents of the Company, chaired by the immediate Past President, and the announcement will be made at the opening of each International Conference. Presidents and Past Presidents are not eligible to receive the Award. The committee of Past Presidents should ask the Secretary General to invite nominations from Member Societies. The choice need not be restricted to those nominated in this way.

Conference Organising Committee

- 11.14 The Conference Organising Committee set up by the host country will take responsibility for the administration, detailed organisation and financing for the International Conference in consultation with the President and the Secretary General. Important decisions on these matters must, however, be approved by the Conference Advisory Committee. In particular, these include conference format, timetable and bulletins, proposed facilities for the conference and associated meetings, publishing arrangements for the Proceedings and the registration fee. Organisation of the Conference shall be in accordance with the Manual for Company Conferences available from the Secretary General.
- 11.15 The technical programme and session arrangements will be agreed by the Conference Organising Committee and the Conference Advisory Committee. The Conference Advisory Committee will be responsible for the selection of session leaders (i.e. Chairmen, General Reporters, Discussion Leaders, etc.). These will be chosen after receiving nominations from Member Societies.
- 11.16 The Conference Advisory Committee shall decide the allocation of pages in the Conference Proceedings to Member Societies in accordance with the Resolutions of the Company.
- 11.17 The Technical programme of the International Conference will have a number of plenary sessions at which there will be simultaneous translation in English and French, plus concurrent discussion or specialty sessions, some of which will have simultaneous translation. A number of specialty sessions maybe run by Technical Committees of the Company. Poster sessions may be arranged to give authors an opportunity to present their papers.
- 11.18 The Conference Organising Committee should also advise the Conference Advisory Committee of its proposals regarding technical visits and the social programme for the Conference.
- 11.19 Two copies of the Proceedings of each International Conference and other publications arising from the Conference are to be donated to the Secretariat and one copy of the Proceedings to each of the Secretariats of the International Society for Rock Mechanics, the International Association of Engineering Geology and the Permanent Coordinating Secretariat.
- 12. **Regional Conferences, meetings and symposia**
- 12.1 Regional Conferences shall normally be held about mid-term between International Conferences, but, in addition, Member Societies are encouraged to organise International and Regional Symposia. At such Regional Conferences, delegates from Member Societies

of the Region may hold a meeting, chaired by the Vice-President, to discuss matters of mutual interest.

- 12.2 An invitation from a Member Society to act as host for a Regional Conference shall be submitted to the Vice-President of the Region and the Secretary General about six months prior to the previous Regional Conference. The invitation shall, after consultation with the Secretary General, specify the time, place and subject of the Regional Conference.
- 12.2.1 if by the time of the previous Regional Conference no invitation has been received, the Vice-President (or Vice-President elect) after consultations with Member Societies within the Region and the Secretary General is authorised to make arrangements for one to be held.
- 12.2.2 if only one invitation is received, the Vice-President may, after appropriate consultation (normally with the Member Societies within the Region and the Secretary General), approve its designation as a Regional Conference of the Company.
- 12.2.3 if two or more invitations are received, the Vice-President shall convene a Regional Meeting at the time of the previous Regional Conference to discuss the invitations. The choice shall be determined by a simple majority in a secret ballot. The Vice-President shall not have a vote except in the event of an equality of votes when he shall have a casting vote.
- 12.3 The endorsement of the Company will only be granted to International and Regional Symposia if the time, place and subject have been approved by the President (in the case of International Symposia) or appropriate Vice-President (in the case of Regional Symposia), both in consultation with the Secretary General. Organisation of the Conference shall be in accordance with the Manual for Company Conferences available from the Secretary General.
- 12.4 A Conference Advisory Committee shall be set up by the Vice-President at the time of acceptance of the host Member Society invitation. This Vice-President shall chair the Conference Advisory Committee until the name of the new Vice-President is known, when that person shall take the chair, but the retiring Vice-President will remain on the Conference Advisory Committee. Other members of the Conference Advisory Committee will be the Secretary or Chairman of the Organising Committee for the previous Regional Conference, two members of the Organising Committee of the Host Country and the Secretary General. Normally, one or two other senior people should be invited to join the Conference Advisory Committee. The Regional Conference Advisory Committee shall be responsible for advising on the conference programme but is not concerned with the detailed organisation of the conference, which is the responsibility of the Member Society hosting the Regional Conference.
- 12.5 The Vice-President shall ensure that a record of the meeting is written and a copy sent to the Secretariat and to Member Societies within the Region.

13. **Finances**

- 13.1 The Company is a non-profit organisation supported by the subscriptions of its Members, royalty revenues from publications, in accordance with policies laid down by the Council, unrestrictive grants and other sources accepted by the Council.
- 13.2 Subject to Article 3 of the Articles, no Officer or Member, other than the staff of the Secretary General shall receive any remuneration from the Company's funds.

- 13.3 The financial year covers the calendar year.
- 13.4 The President, in consultation with the Board, shall appoint a 'Finance and Budget Committee' to assist the President in the management of the finances of the Company. The Committee should meet at least once a year.
- 13.5 Independently reviewed financial statements of receipts and expenditure shall be presented (a) to each meeting of the Council for the period since the previous Council Meeting and (b) to each Board Meeting.
- 13.6 The proposed budget, including a four year forecast, prepared by the Finance and Budget Committee and approved by the President shall be circulated to the Board to be discussed at the Board Meetings when appropriate.
- 13.7 The Board shall adopt a budget for the period to the next Council Meeting to be approved by the Council.
- 13.8 Pursuant to Article 3.6 of the Articles, an allowance shall be made in the budget specifically to assist the President, Vice-Presidents and other members of the Board in their travel expenses on Company meetings, workings of Technical Committees and other such activities.
- 13.9 Only the President or the Secretary General may authorise expenditure pursuant to Article 8.4 of the Articles. The Secretary General has the prime responsibility for authorising payments within the budget approved by Council. In exceptional circumstances the President may authorise expenditures beyond the budget. Such expenditures shall be reported by the President to the next Council Meeting.