



Bylaws2018-final - 14 October 2018

IGA
INTERNATIONAL GEOTHERMAL ASSOCIATION
BYLAWS

This revision of the Bylaws was adopted by the BoD on 14 October 2018

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Art. 1. - Definition

- i. The International Geothermal Association, hereinafter called "the Association", is a scientific, educational and cultural organization established to operate worldwide. It is a non-political, non-governmental, non-profit organization. It has no political affiliation. It has special consultative status with the Economic and Social Council of the United Nations.
- ii. Its aim, as defined in the Charter of the Association, is to encourage, facilitate and, when appropriate, promote coordination of activities related to worldwide research, development and application of geothermal resources.

Art. 2. - Registered Office

The Association is a tax-exempt, non-profit organization, presently chartered as International Geothermal Association, Inc., under the laws of New Zealand. Its registered office is at present the registered office of New Zealand Geothermal Association.

Art. 3. - Structure

The Association consists of its Membership, its Board of Directors, its Officers, its Permanent Committees, its Secretariat and such Committees, Regional Branches and Affiliated Organizations as from time to time may exist.

Art. 4. - Membership

- a. The membership shall be divided into seven classes consisting of:
 - Individual Members
 - Corporate Members
 - Student Members
 - Institutional Members
 - Affiliated Members
 - Sustaining Members
 - Honorary Members
- b. Any of these classes may be eliminated and other classes added by the Board of Directors.
- c. Applications to join the Association shall be addressed in writing to the Secretariat and approved by the Board of Directors; this task may be delegated to the Executive Director and the Chair of the Membership Committee.
- d. **Individual Members** are scientists, technologists and other persons engaged in the research, development or utilization of geothermal energy, and such other persons as may be considered qualified by the Board of Directors.
- e. **Student Members** are students with an interest in geothermal energy who are regularly enrolled in a college or university. Student members have all the rights, the privileges and the duties of membership but do not have the right to vote or hold office.
- f. **Affiliated Members** are persons belonging to the Association through a group scheme by virtue of their membership in an Affiliated Organization. They have the same voting rights as Individual Members. Their obligations and benefits may differ from those of Individual Members according to the terms of the group scheme agreed between the Affiliated Organization and the Board of Directors.
- g. **Corporate Members** are industrial, scientific or cultural organizations which are established on a commercial or profit-making basis, are interested in geothermal energy and support the objectives of the Association. Each Corporate Member is entitled to three voting representatives. Each voting representative will receive all the documentation provided by the Association to Individual Members.
- h. **Institutional Members** are international, national, regional or local, non-profit

organizations entrusted with promotion, planning, supervision, co-ordination or performance of geothermal activities and which support the objectives of the Association. Each Institutional Member is entitled to three voting representatives. Each voting representative will receive all the documentation provided by the Association to Individual Members.

- i. **Sustaining Members** are organizations or persons who wish to demonstrate their interest in geothermal energy by making a voluntary contribution to the Association above a minimum level to be fixed by the Board of Directors. Their rights are the same as those in the category of membership to which they would otherwise belong.
- j. **Honorary Members** are senior Individual Members who have given many years of service to the Association and/or have made significant contribution in the field of geothermal energy. A maximum of three persons may be elevated to the Honorary Member grade by each Board of Directors of the Association. However, the total number of Honorary Members at any one time is limited to ten. They have the same rights as Individual Members but are relieved of the obligation to pay annual dues.

Art. 5. - Affiliated Organizations

- a. Where educational and/or scientific organizations devoted to geothermal research, development and utilization already exist, these may become Affiliated Organizations of the Association by approval of the Board of Directors of the Association.
- b. Each prospective Affiliated Organization shall agree with the Board of Directors of the Association on a scheme defining the duties and obligations of the two bodies towards one another. This scheme (“the Affiliation Agreement”) shall specify (*inter alia*) the annual dues, the date on which such dues must be paid and any modification of the benefits which members of the Affiliated Organization will receive.
- c. The Affiliated Organization shall promote the aims and objectives of the Association and shall cooperate with the Association in activities of mutual interest.
- d. The Affiliated Organization shall operate under its own charter and bylaws and shall have no authority to represent the Association, or to commit it to any course of action, or to incur expenses on its behalf, or to use the IGA logo in any publication, except as may be authorized in writing by the Board of Directors of the Association.
- e. Liaison officers between Affiliated Organizations and the Association may be appointed by mutual agreement of the parties.

Art. 6. - Loss of Membership Status

- a. Any Member of the Association may resign by giving notice in writing to the Secretariat of the Association.
- b. Membership status shall be lost:
 - if a Member fails to pay the annual membership dues by 30 September each year.
 - if in the opinion of the two-thirds majority of the full Board of Directors of the Association any Member has committed a breach of the rules or acted in an unethical or unprofessional manner.
- c. In the case of expulsion or suspension, a Member shall have the right of appeal before the Board of Directors in his/her defence, either in person or by counsel.
- d. The affiliation of an Affiliated Organization shall lapse automatically if the Affiliated Organization fails to pay its annual dues within 6 calendar months following the date specified in its Affiliation Agreement. The Affiliated Membership of individuals or organizations within the Affiliated Organization

shall lapse at the same time; such Affiliated Members shall have no right of appeal.

Art. 7. - Dues and Association Year

- a. The financial year of the Association shall be the calendar year, from the 1st of January to the 31st of December.
- b. Membership dues shall be paid before the 31st of March of each year or, in the case of Affiliated Organizations, by the date specified in the Affiliation Agreement.
- c. The annual dues of the members and the terms of group schemes of Affiliated Members shall be fixed by the Board of Directors from time to time.
- d. With the approval of the Board of Directors, in exceptional cases, lesser dues shall be permissible for those persons who meet the qualifications for Individual Members.

Art. 8. - Government

- a. The affairs of the Association shall be governed by a body, chosen from its membership, which is called the **Board of Directors**.
- b. The Board of Directors shall govern the affairs of the Association subject to the limitations prescribed in the Charter of the Association, the Rules of Incorporation and these Bylaws.
- c. The Board of Directors shall consist of :
 - a minimum of 20 and a maximum of 30 elected members,
 - the Past-President of the Association;
 - any members co-opted by the Board in accordance with Art. 8(k) below.
- d. The Board of Directors shall hold office for a term of three years.
- e. The Board of Directors shall be elected by postal ballot (see Art. 16(b)) amongst the Membership. The election should be carried out by the Secretariat under the supervision of the Secretary, at least three months before the Annual General Meeting in the year in which the term of the previous Board expires.
- f. A new Board of Directors shall enter into office at the end of the Annual General Meeting following its election by the membership. The members and officers of the past Board shall continue to hold office until that time, except in cases of resignation, expulsion or death. The first meeting of the new Board shall be held as soon as possible after the AGM.
- g. No elected member of the Board of Directors shall serve more than two consecutive three-year terms.

ADDENDUM

Notwithstanding Article 8.g, the Board may, by written resolution passed by a majority of the total number of Directors at that time, extend the term of the current Directors (for the avoidance of doubt, that is from 31 October 2016 to 31 October 2019) by a period of six months to April 2020 so as to coincide with the World Geothermal Congress 2020, where the new Board will begin their term at the AGM held at that time.

- h. The Board of Directors shall select from its members :
 - the President
 - the Vice-President
 - the Secretary
 - the Treasurer
 - the Chairmen of the Permanent Committees.
- i. The Board of Directors shall also have the power to create all other offices and positions that it may deem necessary to carry on properly the business of the Association, and it shall have the right to appoint qualified persons to fill all such

offices and positions.

- j. Except in the case of staff appointed under a written agreement, all persons appointed to positions by the Board of Directors shall serve only until the end of the Board term. They can be reappointed at the pleasure of the new Board of Directors.
- k. The Board of Directors may, at any time, fill any vacancy in the Board, in the offices of President or Vice-President, or other offices that may occur. Additional members may also be co-opted by a simple majority of those voting at a properly constituted meeting of the Board. The person or persons so named shall hold offices until the expiration of the term for each office or until their successors shall be duly elected or appointed.
- l. The Board of Directors shall meet at regular intervals, but at least once per year. The quorum for any meeting of the Board of Directors shall be ten members of the Board. During each meeting the Board of Directors shall if possible specify a date and venue for the next meeting. Based on that decision, or any subsequent amendment agreed by the Executive Committee (Art. 8(m)), the Secretariat shall give Board members at least two months notice of the next meeting. This notice shall be accompanied by a draft agenda drawn up by the Executive Committee.
- m. An **Executive Committee**, consisting of the Officers of the Association and the Chairmen of the Program and Planning, Finance, Information, Membership, Bylaws and Education Committees shall have full powers to conduct the affairs of the Association between Board meetings in accordance with policy set and decisions made by the Board of the Association.
- n. The President shall call a special meeting of the Board of Directors at the request of ten members of the Board. At least two months notice of special meetings shall be given.
- o. Voting at all meetings of the Board of Directors shall be by show of hands or by a ballot, as decided by the President. Proxies are not allowed. Resolutions are passed by simple majority of those present unless differently stated in these Bylaws. In the event of an equality of votes the President shall have an additional deciding vote.
- p. A question may be referred, by the President, to all members of the Board of Directors for decision by postal ballot (see Art. 16(b)). A resolution passed by simple majority of the votes received as a result of such ballot shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- q. Board members are expected to contribute actively to the Board and to its Committees. The Board may, by a two-thirds majority vote of all Board Members, expel any Board Member from Board membership if in the opinion of the Board that Board Member has failed to contribute in an adequate manner. Criteria of inadequate contribution may include, but are not limited to or restricted by, the following:
 - failure to attend at least one Board meeting per year;
 - failure to respond to letters, faxes, or phone calls for a period of six months;
 - failure to participate actively on at least one Committee of the Board.
- r. The Board will be entitled to vary these criteria according to the circumstances of the member concerned.

Art. 9. - Liability of Officers and Board Members

All Officers and all Board members shall serve the Association in their personal capacity, with no involvement of responsibility whatsoever of the organization, entity or body to which they may belong. Officers and Board members shall be liable at a personal level only when they fail to follow a decision of the Board, and when they undertake or carry out relevant actions, in the judgment of the Board, not previously submitted to the consideration and approval of the Board of Directors itself.

Art. 10. - Officers of the Association

- a. The Officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer.
- b. The Officers shall be elected triennially by the new Board of Directors from its own members. To obtain nominations and select candidates the retiring President shall set up an ad hoc committee comprising him/herself and three other Board members, who shall not themselves be candidates for office. The committee shall verify that all nominees are willing to stand. The election should be carried out by the Secretariat, under the supervision of the retiring Secretary, by postal ballot (see Art. 16(b)) soon after the election of the Board of Directors and prior to its taking office at the AGM (Art. 8(f)). The results of the election for the Officers shall be declared at the AGM, and the Officers shall start their terms of office at the conclusion of the meeting. They shall hold office until the election of successors except in the cases of resignation, expulsion or death. They shall serve no more than two consecutive three-year terms.
- c. The **President** will normally act as the Chairman of the Board of Directors and shall preside at all meetings of the Association. The President shall be an ex-officio member of all Permanent Committees, except the Nominating Committee and the Audit Committee, and it shall be his/her duty to represent the Association in dealing with outside agencies or individuals and to transact business on behalf of the Association as the Board of Directors may direct. The President may delegate, in writing, his/her functions with the approval by a simple majority of the Board. The consensus will not be required if the person delegated is the Vice-President.
- d. The **Vice-President** shall perform such functions as may be delegated by the President and act in the place of the latter in the event of his/her inability to act.
- e. The **Secretary** shall be responsible for the administration of elections, the certification of all elections and votes, and for advising, or obtaining advice, on any legal matters arising in the course of the Association's activities. The Secretary shall also be responsible for supervision of the Secretariat except where alternative provision has been made under the terms of Art. 11(a)(ii).
- f. The **Treasurer** shall have the custody of the Association's funds and shall be responsible for managing these funds in a judicious manner. With the assistance of the Executive Director (Art. 11(a)) he/she shall keep full and accurate accounts of receipts and disbursements, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be approved by the Board of Directors.
- g. The Treasurer, or the Executive Director acting on the approval of the Treasurer, shall disburse the funds of the Association as may be ordered by the President or the Secretary or by both if the disbursement exceeds a limit determined by the Board of Directors. The Treasurer shall demand proper receipts for such disbursements, and render to the President at the regular meetings of the Board, or whenever the President may require, an account of all his/her transactions and of the financial conditions of the Association. All cheques or withdrawal slips drawn by the Treasurer above a limit

determined by the Board of Directors shall be authorized in advance in writing by the President of the Association. The Treasurer shall receive and record all payments of dues, assessments, contributions, payments for literature, and any other income. The Treasurer shall report to the Finance Committee of the Association of which he/she is a member without the right to vote.

Art. 11. - Executive Director and Secretariat

a. Executive Director

- i. An Executive Director shall be engaged by the Association under employment, contract, or other arrangement, to be responsible for administering the procedures, finances, personnel and other routine business of the Association, subject to the Board of Directors, and for carrying out all such functions as the Board of Directors shall require. These functions shall include :
 - coordination of all the Association's activities, correspondence and meetings, including editing of minutes;
 - collection of membership dues and all other dues;
 - maintenance of master mailing lists of members and potential members;
 - development of and assistance with campaigns to develop membership interest;
 - development of and assistance with fund raising campaigns;
 - assistance with planning and budgeting;
 - maintenance of all financial accounts of the Association's Secretariat.
- ii. The Executive Director shall be under the direction and supervision of the Secretary or such other member of the Board of Directors as may be appointed by the President. Such an alternative appointment takes effect only upon receipt by the Executive Director of its notification in writing. The Executive Director shall attend all meetings of the Board, and General Meetings of the Membership, but shall not have a vote at such meetings.

b. Secretariat

- iii. A Secretariat shall be established by the Board of Directors to perform with such staff as necessary the day-to-day course of Association business. The Secretariat shall be headed by the Executive Director.
- iv. The Secretariat shall maintain offices and office hours suitable for the reception of visiting members, for the maintenance of the Association's files and records, and for the conduct of daily business.
- v. The Secretariat does not have a permanent location, but can rotate in location amongst countries having significant activities in geothermal research, development and utilization, if a majority of the full Board of Directors of the Association so decides.
- vi. The Secretariat shall assist as required with the organization of meetings and courses. It shall also publish newsletters, circulars or other material as the Board of Directors shall direct and authorize.

Art. 12. - General Meetings

- a. An Annual General Meeting (AGM) shall be held during each calendar year, at which the following matters shall be considered:
 1. Minutes of the preceding AGM.
 2. Annual report of the Board of Directors.
 3. Audited financial statement.
 4. General business.

- b. The reports relevant to items 1, 2 and 3, together with the text of any motions to be voted on, shall be circulated with the notice of the Meeting delivered by post or electronic means at least one calendar month prior to the date of the AGM.
- c. A General Meeting of the Membership shall be held at such time as the Board of Directors may from time to time determine.
- d. The Board of Directors shall call a General Meeting forthwith upon the request of 50 or more Members or 5% of the Membership, whichever is greater.
- e. Notice of meetings and issues to be voted on will be given by a circular delivered by post or electronic means to the Membership at least two weeks prior to the date of the meeting.
- f. A quorum at a General Meeting shall be 10 members.
- g. At all such meetings the President or Vice-President or in their absence a member of the Board of Directors shall take the chair.
- h. Voting at a General Meeting shall be by a show of hands or by ballot as decided by the Chairman of the Meeting. Where a postal ballot (see Art. 16) has been called, voting by those present at the Meeting shall be carried out in writing.
- i. Postal votes will be valid only if received by the start of the Meeting or such other deadline as may be specified in the notice of the Meeting.
- j. Except where an alteration to the Rules of Incorporation (see Rule 15) is involved, resolutions at a General Meeting shall be passed by a simple majority of the votes received.

Art. 13. - Nomination and Election of Board Members

- a. All individuals who are Members of the Association under any category defined in Art. 4, other than Student Members, are eligible for election to the Board of Directors.
- b. A Permanent Nominating Committee of not less than five members shall be appointed by the Board of Directors to obtain nominations and select candidates for Board representation. The basis on which the Nominating Committee will select candidates shall be determined from time to time by a resolution of the BoD. Such a resolution may specify *inter alia* eligibility criteria to be used by the Nominating Committee that are more restrictive than those defined in Art. 13(a). Committee nominations shall be determined by a majority vote of the entire Nominating Committee, and the Committee shall acquaint the Secretary with its selections not later than six months before the date of the election.
- c. Additional nominations, signed by at least 30 members of the Association, must reach the Executive Director four months before the date of the election.
- d. The Executive Director shall mail ballots bearing the nominations to each eligible member three months before the date of the election and ballots shall be returned and reach the Executive Director for counting before the date of the election.
- e. The elections must be completed three months before the term of the retiring Board of Directors expires.
- f. The Secretary shall certify the results of the election, acquaint the retiring Board of Directors with the results of the election and, after approval by the President, shall notify the successful candidates. In the case of a tie of any nature, the retiring Board of Directors shall resolve such tie.

Art. 14. - Permanent Committees

a. The following Permanent Committees shall be established: -

- Finance Committee
- Audit Committee
- Membership Committee
- Programme and Planning Committee
- Information Committee
- Education Committee
- Nominating Committee (Art. 13(b))
- Bylaws Committee

As far as is practicable, the composition of the Committees should reflect the geographical spread of the Association.

b. Other functional and technical Committees may be appointed by the Board of Directors.

c. The members of the Permanent Committees shall be appointed by the Board of Directors during the first meeting of the new Board (Art. 8(f)) or as soon as possible thereafter. The Chairmen of the Permanent Committees shall be appointed by the Board of Directors from the members of the Board at the same meeting. The ad hoc committee established under Art. 10(b) may obtain advance nominations for the chairmanships, but elections for the latter shall take place during the first meeting of the new Board. In accordance with Art. 8(j), the Chairmen and members of the Permanent Committees serve only during the term of the Board which appoints them.

d. Finance Committee

- i. The Finance Committee shall consist of at least five Board members.
- ii. The Finance Committee shall advise the Board of Directors on, and subsequently manage, policies relating to financing, budgeting and membership contribution. It shall deal with all matters concerning funding and income sources, expenditures and disbursements of any kind, preparation of the annual budget and any other issue related to the administration and finance of the Association.
- iii. The Treasurer of the Association is an ex-officio member of the Committee but is not entitled to vote.

e. Audit Committee

- i. The Audit Committee shall consist of at least five members, at least one of whom shall not be a member of the Board.
- ii. The Audit Committee shall be responsible for reviewing and controlling all financial and administration matters and inspecting the relative documents and the account books of the Association.
- iii. The members of the Audit Committee cannot be members of the Finance Committee of the Association.

f. Membership Committee

- i. The Membership Committee shall consist of at least three Board members and at least two non-Board members.
- ii. The Committee shall advise the Board of Directors on the categories of Members, annual dues, benefits to the various categories and on suitable ways and means of procuring new Association Members.
- iii. The Committee is responsible for negotiation of the Affiliation Agreements with Affiliated Organisations; the signed contracts will be subject to approval by the BoD.

g. Programme and Planning Committee

- i. The Programme and Planning Committee shall consist of at least three Board members and at least two non-Board members.

- ii. The Programme and Planning Committee shall make proposals and shall advise the Board of Directors on all aspects of the Association activity, including strategic and tactical planning.
- h. **Information Committee**
 - i. The Information Committee shall consist of at least three Board members and at least two non-Board members.
 - ii. The Information Committee shall advise the Board on policies concerned with the collection, compilation, publication, exchange and dissemination of geothermal information, including information on utilization, development, technical findings, scientific research, meetings, publications and Association activities. The Committee shall also be responsible for directing the implementation of information policies determined by the Board.
- i. **Education Committee**
 - i. The Education Committee shall consist of at least three Board members and at least two non-Board members.
 - ii. The Education Committee shall be responsible for the educational functions of the Association and shall serve as a coordinating body planning, organizing and supporting the realization of geothermal educational activities.
 - iii. The Committee shall also be responsible for collecting and editing information on a regular basis, to be published either in publications of the Association or in already established and qualified geothermal journals.
- j. **Bylaws Committee**
 - i. The Bylaws Committee shall consist of at least three Board members and at least two non-Board members.
 - ii. The Bylaws Committee shall be responsible for advising the Board of Directors about necessary changes to the Association's Bylaws, drafting amendments to meet the requirements of the BoD and ensuring that any recommended changes respond to the needs of the Association and its membership while conforming to the requirements of the Charter and Rules of the Association.

Art. 15. - Regional Branches

- a. At the request of at least 50 individuals who are IGA Members of any category defined in Art 4, or of at least 2 Affiliated Organizations, from a group of countries located in the same region of the world on a continental or sub-continental scale, accompanied by a formal proposal presented by at least 2 members of the Board of Directors, the Board of Directors may approve the formation of a Regional Branch for that area.
- b. The function of a Regional Branch is to further the goals of IGA in the region concerned.
- c. A Regional Branch must consist of at least 50 IGA Members (of any category defined in Art. 4) based or working in a country located within a Region. The geographic boundaries of Regions will be defined by the IGA Secretariat, may not overlap geographically, and shall include at least two countries located in the same region of the world. Members of a Regional Branch must all be IGA Members.
- d. Membership of the Branch is voluntary; all IGA Members living or working within the area covered by the Regional Branch (including members of the founding Affiliated Organizations) are free to become members or otherwise. Only Members who have notified the Secretariat of their wish to join the Branch shall be considered members of the Regional Branch for the purposes of establishing this quorum or having voting rights, etc., within the Branch.
- e. The IGA Secretariat shall maintain a list of IGA members who have opted to become members of the Regional Branch. This list shall be the only official list of Regional Branch members. The IGA Secretariat shall inform all IGA members whenever a

- Regional Branch is formed, or dissolved.
- f. Members wishing to resign from a Regional Branch must notify the Secretariat in writing to this effect. The Branch Forum (see Art. 15(h) and (l) below) may establish a rule specifying a period of notice before resignations can take effect, such period of notice not to exceed 6 months.
 - g. Any IGA member, irrespective of country of residence or origin, may participate in the activities of a Regional Branch.
 - h. A Regional Branch shall be governed by a Forum consisting of 5 to 7 IGA members. The Chairman of the Forum shall be elected by the Board of Directors from among the Branch Members, immediately on establishment of the Branch and subsequently at the same time as the Officers of the IGA.
 - i. The Forum members will be elected by the Regional Branch members, as soon as practicable after establishment of the Branch and subsequently at such times as may be specified in a formal rule established by the Branch. The Forum shall also have a Vice-Chairman, Secretary and Treasurer, elected by the Forum from among the Forum members.
 - j. For Chairmanship elections subsequent to the initial establishment of the Branch, the BoD may consider - but shall not be limited to - nominations submitted by the Branch in accordance with any procedure that the Branch may establish.
 - k. If the elected Chairman of the Forum is not an elected member of the BoD, he/she may be co-opted as a member of the Board ex-officio. The Chairman of the Forum shall not be a member of the Executive Committee ex officio, but shall be on the mailing list of the Committee.
 - l. The Forum may establish formal rules of procedure, objectives and policy for the Branch. All such rules must comply with the Charter, Rules and Bylaws of the IGA. Any dispute about compliance shall be referred to the IGA Board of Directors, whose decision shall be final.
 - m. The Forum may register the Regional Branch as a legal entity in one or more countries of the Region, provided that any rules adopted for the purposes of such registration shall
 - (i) be subject to the provisions of Art. 15(l) above, and
 - (ii) indemnify IGA against any liabilities, financial or otherwise, incurred by the operations of the Regional Branch. All such rules must be approved by the IGA BoD.
 - n. The Forum may levy membership fees from among its members. The scale of such fees shall be subject to approval by the IGA BoD. The Forum may also, with the approval of the BoD, undertake such other fund-raising activities or enter into any contracts as may be considered appropriate for its work. The BoD may withhold approval if it considers that any activity may compete with the wider interests of the IGA. All costs incurred in setting up and administering the Regional Branch shall be borne by the members of the Regional Branch, not by the IGA.
 - o. The Branch shall be financially accountable to the Treasurer of IGA and shall coordinate its financial activities with the Chairman of the Finance Committee.
 - p. Should membership, defined as the number of IGA Members residing or working in the region and who are registered with the Secretariat as wishing to participate in the Branch activities, fall below the level defined in Art. 15(c), the Board of Directors may decide to abolish the Branch. The Regional Forum shall be given six months' written notice of such a decision, within which period the Executive Committee may reverse the decision should it consider that the circumstances leading to the decision have changed materially. On abolition, any financial assets of the Branch may be reassigned at the sole discretion of the Board of Directors.

Art. 16. - Voting procedures

- a. Except where otherwise specified in these Bylaws, the procedure to be adopted for any vote shall be determined by the President.
- b. Unless otherwise specified, the terms "postal vote" and "postal ballot" shall be taken to include fax, electronic mail or any other form of written or electronic communication.
- c. All postal ballots shall be accompanied by a notice specifying the deadline for receipt by the Secretariat of returned ballot papers. Unless otherwise decided by the President, the deadline should not normally be less than one month after the date of dispatch of the ballot papers. Votes received after the deadline shall be invalid.
- d. Unless otherwise specified in the notice accompanying the ballot paper, a postal ballot shall be deemed to be a secret ballot. The Secretary, or the Secretariat acting on behalf of the Secretary, shall take all reasonable steps to ensure confidentiality, and results will be made available only in a form that ensures the anonymity of the voters. When a choice of voting methods (mail, fax, etc.) is offered, voters choosing methods other than mail will nevertheless be deemed to accept that such methods are inherently less secure.
- e. Even though otherwise qualified under different categories of membership (e.g. by virtue of being both an Individual Member and an Affiliated Member), no person shall have more than one vote. An Individual Member may, however, cast an additional vote as one of the representatives of a Corporate or Institutional Member.

Art. 17. - Alterations to the Bylaws

- a. These Bylaws of the Association may be altered, added or rescinded by the Board of Directors by the affirmative postal vote (as defined in Art. 16(b)) of at least two-thirds of the members of the entire Board. Notice of any proposed amendment shall be given to each member of the Board of Directors by the Secretary of the Association at least two months before the deadline for the ballot. Those members who do not respond within the deadline shall be deemed to have voted affirmatively.
- b. The alteration shall become effective immediately following an affirmative vote.
- c. Subsequently, the alteration shall be ratified by a simple majority of the votes received from a postal ballot of all Members of the Association. If ratification is withheld by the membership, the alteration shall cease to have effect.

Art. 18. - World Congress

- a. Once every five years, or at different intervals if approved by a majority of the entire Board of Directors, the Association shall hold a World Congress.
- b. The World Congress shall be held at a location convenient to a large number of the members, in a country where there are significant geothermal research, development and utilization activities.
- c. The Board of Directors may arrange that the World Congress be held jointly or in cooperation with the annual or other meeting of an Affiliated Organization or of other groups active in geothermal research and development.
- d. The Association may establish an agreement with one or more appropriate other bodies for the purposes of organizing the World Congress. In such an agreement, unless otherwise decided by the Board of Directors, the Association would retain responsibility for the technical content of the programme and any associated short courses or field trips.
- e. The Board of Directors shall appoint one person from among its members to chair an internal Steering Committee to formulate and manage the Association's role in the World Congress. Where an agreement has been established, he/she shall be the official contact point to liaise with the Organizing Committee set up by the

organization as defined in the agreement. The Board of Directors shall pass a formal minuted resolution for each person so appointed that he/she and the persons he/she appoints to the internal Steering Committee are established as an *ad hoc* committee of the IGA.

- f. Notice of the World Congress shall be sent to all members by the Secretariat not less than 18 months in advance of the World Congress.
- g. A General Meeting of the Membership shall be held in conjunction with the World Congress.

Art. 19. - Language

The English language is the official language of the Association.

Reno, USA, 14 October 2018