

BYLAWS

OF THE INTERNATIONAL GEOTHERMAL ASSOCIATION

1 Name and emblem

- 1.1 The name, goodwill, emblem and other insignia of the Association may not be used for any purposes other than as provided for by the Constitution or these Bylaws or expressly authorized by the policies of the Board of Directors. No individual, authority or entity (legal or natural, in corporate or any other form) may use the name, goodwill, emblem or other insignia of the Association without written consent from the Board of Directors.

2 Structure of the Association

- 2.1 The Association is chartered as the International Geothermal Association, [Inc.], under the laws of New Zealand. The laws of New Zealand shall therefore apply to the Constitution and the Bylaws.
- 2.2 The Association is an independent and self-supporting organization. It is furthermore a not-for-profit, non-political, non-governmental organization.
- 2.3 The Association consists of its Members, its Board of Directors, its Officers, its Secretariat, its Permanent Committees and such other Committees, Regional Branches and Affiliated Organizations as from time to time may exist.
- 2.4 The financial year of the Association shall be the calendar year, from the 1st of January to the 31st of December each year.
- 2.5 The Constitution and Bylaws of the Association shall govern its structure and operations. The Bylaws of the Association shall be operated in conjunction with the Constitution and shall be binding on the Members.
- 2.6 In case of discrepancies between the provisions of the Constitution and the Bylaws, the provisions of the Constitution shall prevail.

3 Membership

- 3.1 Membership of the Association shall always be open to the following classes of members:
 - 3.1.1 **Individual Members** are scientists, technologists and other persons engaged in the research, development, utilization or promotion of geothermal resources and geothermal energy, and other persons as may be considered qualified by the Board of Directors.
 - 3.1.2 **Student Members** are students with an interest in geothermal resources and 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.
 - 3.1.3 **Institutional Members** are 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.

- 3.1.4 **Affiliated Members** are individual members 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.
 - 3.1.5 **Corporate Members** are international, national, regional or local organisations engaged in industrial, scientific or cultural activities which are established on a commercial or profit-making basis, and are interested in geothermal energy and support the objectives of the Association. Refer to Art. 7 for detailed corporate membership benefits
 - 3.1.6 **Honorary Members** are senior Individual Members who have given many years of service to the Association and have made significant contribution in the field of geothermal resources and energy. A maximum of one person per year may be elevated to the Honorary Member grade by the Board of Directors of the Association. Honorary members have all the rights, the privileges and the duties of membership but do not have the right to vote or hold office.
- 3.2 Membership of the Association shall be made publicly available. The Board of Directors may add classes of membership to the ones described in these Bylaws, as the Board of Directors deems fit from time to time.
 - 3.3 Applications to join the Association shall be addressed in writing to the Secretariat and approved by the Board of Directors. The application approval may be delegated by the Board of Directors to the Executive Director and/or the Chair of the Membership Committee.

4 Affiliated Organizations

- 4.1 The Board of Directors is authorized to negotiate an agreement (an “**Affiliation Agreement**”) with other organizations, referred to herein as “**Affiliated Organizations**”.
- 4.2 Such an Affiliation Agreement shall define the duties and obligations of the two bodies towards each other, the applicable annual fees and payment thereof, the remedies for non-payment of annual fees, as well as any privileges or benefits which members of the applicable Affiliated Organization will receive. The Affiliation Agreement is signed with a duration of a minimum of 3 years in keeping with the objectives of the Association.
- 4.3 The Affiliated Organization shall promote the aims and objectives of the Association and shall cooperate with the Association in activities of mutual interest.
- 4.4 Liaison officers between Affiliated Organizations and the Association may be appointed by mutual agreement of the parties.

5 Membership fees

- 5.1 The annual fees and privileges of all classes of Members applicable for the coming operational year, shall be fixed by the Board of Directors prior to the [1st of November] each year and communicated thereafter to the Members. Information regarding the annual fees of Members shall be made available to all Members.

- 5.2 The Board of Directors shall be authorized to apply different annual fees between classes of Members.
- 5.3 Annual fees of individual Members shall be fully paid before the 31st of March of each year. Affiliated, institutional and corporate memberships shall be fully paid before the 30th of June of each year.

6 Register of Members

- 6.1 The Board will ensure the Association maintains an up-to-date register of Members including name and contact details and date in which each person became a Member, and type of membership they hold (i.e. individual, student, institutional, affiliated, corporate, honorary)

7 Corporate Membership

- 7.1 The Board of Directors is authorized to accept special Corporate Membership in the form, classes and amounts as agreed by the Board of Directors.
- 7.2 Such acknowledgement and membership shall be conducted subject to the control of the Board, shall not in any way conflict with the objectives of the Association, or cause any loss or damage to the Association, any Member and Director, the Secretary, and Board or the President, and comply with all relevant laws, rules and regulations;
- 7.3 The Board shall take all reasonable steps to ensure the division of such entitlements on an equal basis amongst all Corporate Members to the extent possible.

8 Officers, Executive Director and Secretariat

8.1 Officers

- 8.1.1 The Officers of each Board of Directors shall be elected by the newly-elected members of the 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 members of the retiring Board of Directors, who shall not themselves be candidates for office. The committee shall verify that all nominees are willing to serve as Officers.
- 8.1.2 The election shall be carried out by the Secretariat, under the supervision of the retiring Secretary. The election shall take place after the election of a new Board of Directors has been finalized as per the provisions of Articles [9.7 -9.11] (Election of Board of Directors) of the Constitution, but prior to the upcoming AGM. The election takes place by way of a majority vote of the total number of Directors present. The results of the election of the Officers shall be declared at the AGM when a new Board of Directors takes office, and the Officers shall start their terms of office at the conclusion of such AGM. They shall hold office until the conclusion of the AGM held in the third year from the year in which they took office, except in the cases of resignation, expulsion or death.
- 8.1.3 **The President:** The President will normally act as the Chairperson 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 'Membership and

Nominating' Committee and the 'Audit and Risk' 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, some specific and temporary functions in any member of the Association. Such written delegation is not required if the recipient of such powers or functions is the Vice-President.

- 8.1.4 **The Vice-President:** 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.
- 8.1.5 **The Secretary:** 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.
- 8.1.6 **The Treasurer:** 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 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.

The Treasurer, or the Executive Director (Art. 8.2 of these Bylaws) 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, or the Executive Director (Art. 8.2 of these Bylaws) acting on the approval of the Treasurer, shall demand proper receipts for such disbursements and render to the President at the regular meetings of the Board of Directors, 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, or Executive Director, above a threshold determined by the Board of Directors need prior written authorization by the President.

The Treasurer, or the Executive Director (Art. 8.2 of these Bylaws) acting on the approval of 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 which he/she is a member without the right to vote.

The Treasurer, or the Executive Director (Art. 8.2 of these Bylaws) acting on the approval of the Treasurer, may appoint a designated auditor.

8.2 **Executive Director and Secretariat**

- 8.2.1 **The Executive Director:** The Board of Directors shall engage an Executive Director through 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 but not limited to:

- 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 register of Members;
- development of and assistance with campaigns to develop membership interest;
- development of and assistance with fund raising campaigns;
- assistance with planning and budgeting;
- operation and maintenance of the official website of the Association and other social-networks media;
- maintenance of all financial accounts of the Association's Secretariat and provide quarterly financial statements to the Treasurer;
- propose to the Treasurer and to the Board an external audit firm, and prepare all the proper documents for the firm to accomplish its functions, in accordance with the Treasurer.

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.

- 8.2.2 **The Secretariat:** 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.

The Secretariat does not have a permanent location, but can rotate in location amongst countries having significant activities in geothermal research, development and utilisation, if a majority of the Board of directors of the Association so decides.

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.

9 Committees appointed by the Board of Directors

- 9.1 The following Permanent Committees shall be operating within the Association:

- Bylaws Committee
- Education and Information Committee
- Finance Committee
- Risk and Audit Committee
- Membership and Nominating Committee

- 9.2 As far as is practicable, the composition of the Committees should reflect the geographical spread of the Association.
- 9.3 Other functional and technical ad hoc committees may be appointed by the Board of Directors from time to time.
- 9.4 The members of the Permanent Committees shall be appointed by the Board of Directors during the first meeting of a new Board or as soon as possible thereafter. The Chairperson of the Permanent Committees shall be appointed by the Board of Directors from the members of the Board of Directors at the same meeting. Members of the Association who are non-Board members can request to join the Permanent Committees
- 9.5 The Chairperson and members of Permanent Committees and ad hoc committees serve only until the end of the term of the Board of Directors which appoints them.
- 9.6 Each Permanent Committee shall create and submit to the Board of Directors for approval, the Terms of Reference describing the mandate of such Permanent Committee.
- 9.7 The Chairperson of each permanent and ad hoc committees must prepare and discuss with the committee members a written report to be presented at every meeting of the Board and at every AGM.
- 9.8 The Chair of each Permanent Committee shall be part of the Executive Committee, which also comprises the Officers of the Association. The executive Committee shall have full powers to conduct the affairs of the Association between meetings of the Board, in accordance with the policy and decisions made by the Board.
- 9.9 **Bylaws Committee**
- 9.9.1 The Bylaws Committee shall consist of no less than three members of the Board of Directors and no less than two non-Board members.
- 9.9.2 The Bylaws committee shall be responsible for advising the Board of Directors about necessary changes to the Association's Constitution and Bylaws, drafting amendments to meet the requirements of the Directors and ensuring that any recommended changes respond to the needs of the Association and its membership while conforming to the requirements of the Constitution.
- 9.10 **Education and Information Committee**
- 9.10.1 The Education and Information Committee shall consist of no less than three members of the Board of Directors and no less than two non-Board members.
- 9.10.2 The Education and Information Committee shall be responsible for the education functions of the Association and shall serve as a coordinating body for planning, organising and supporting the realisation of educational activities of the IGA. In particular, the committee will receive, process and assess on submissions for supporting educational activities from Affiliated Members, and present proposals to the Board.
- 9.10.3 The committee shall advise the Board on policies concerned with the collection, compilation, publication, exchange and dissemination of geothermal information, including information on utilisation, development, technical findings, scientific research, meetings, publications and Association activities.

9.10.4 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 and magazines.

9.10.5 The committee shall also be responsible for directing the implementation of information policies determined by the Board.

9.11 Finance Committee

9.11.1 The Finance Committee shall consist of no less than five members of the Board of Directors.

9.11.2 The Finance Committee shall advise the Directors on 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.

9.11.3 The Treasurer of the Association is an ex-officio member of the Finance Committee but is not entitled to vote.

9.12 Risk and Audit Committee

9.12.1 The Risk and Audit Committee shall consist of no less than three members of the board of Directors and no less than two non-board members.

9.12.2 The Committee will oversee and update 'The Code of Ethics' which will be communicated to every member of the Association, monitor adherence to the code, and will report to the Board on compliance.

9.12.3 The Committee shall recommend the appointment of an external independent auditor

9.12.4 The Committee will receive any complaints from the Members regarding ethics, advise the board of any serious breach of the code, and will deal with any issue regarding ethics.

9.12.5 The committee will be responsible for risk identification and register, and will be involved in risk management processes of the Association, particularly in relation to the Service Company and the World Geothermal Congress.

9.13 Membership and Nominating Committee

9.13.1 The Membership and Nominating Committee shall consist of no less than five members of the Board of Directors and no less than two non-board members

9.13.2 The Committee shall advise the directors on the categories of members, annual dues, benefits to the various categories and on the suitable ways and means of procuring new Association members.

9.13.3 The Committee will also oversee and prepare nominations to the Board of Directors, in accordance with the provisions of Article [9] of the Constitution.

9.13.4 The committee will be responsible for negotiation of affiliations agreements with Affiliated Organisation; the signed contracts will be subject to approval of the Board.

10 Contact Officer

10.1 The Board will appoint a Contact Officer upon and subject to the terms and conditions of Article 17 of the Constitution.

11 Regional Branches

11.1 The Board may approve the formation of a Regional Branch at the request of at least fifty (50) Members, and at least two (2) Affiliated Organizations originating from a group of countries located in the same region of the world.

11.2 At least fifty (50) IGA Members (of any category of Members) shall be based or working in at least one of the countries located within the applicable region, in order for Regional Branches to be able to be established. Members of a Regional Branch must all be Members of the Association.

11.3 Any Member of the Association, irrespective of country of residence or origin, may participate in the activities of a Regional Branch.

11.4 The Board shall decide on the structure and governance of the Regional Branches and can establish an ad hoc committee to oversee the operations of everyone. Each Regional Branch must approve its own rules, which must comply with the Constitution and these Bylaws of the Association. The Board shall at all times seek to ensure that the Association shall be indemnified against any liabilities, financial or otherwise, incurred by the operations of a Regional Branch. Any dispute about compliance shall be referred to the Board.

11.5 All costs incurred in setting up and administering a Regional Branch, shall be borne by the members of the Regional Branch, and not by the Association.

11.6 A Regional Branch shall be financially accountable to the Treasurer of the Association and shall coordinate its financial activities with the Chairperson of the Finance Committee.

11.7 The Board can at all times decide to dissolve a Regional Branch. The Regional Branch shall be given six months' notice of such decision. On dissolution, any financial assets of the Regional Branch may be reassigned at the sole discretion of the Board.

12 World Geothermal Congress

12.1 Once every three years, or at different interval approved by a majority of the entire Board, the Association shall organize and host a World Geothermal Congress (**WGC**).

12.2 The WGC 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. The Board of Directors may arrange that the WGC 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, but in any case the event will be called WGC.

12.3 The Association may establish an agreement with one or more appropriate other bodies for the purposes of organizing the WGC.

12.4 The Board shall appoint one person from among its members to chair an internal Steering Committee (SC) to formulate and manage the Association's role in the WGC, with the advice

and support of the Risk and Ethics Committee. Where an agreement has been established, the Chairperson of the SC shall be the official contact point to liaise with the Organizing Committee set up by the Affiliated Organization, if applicable. Such official contact shall closely cooperate with the Secretariat in preparing the WGC. The Chairperson of the SC will propose up to four individual members of the Association to be members of the SC, which must be assessed and voted by the Board. Once approved, the SC will become an ad hoc committee of the Association, and the Chairperson must report at every meeting of the Board.

12.5 Notice of the WGC shall be sent to all Members by the Secretariat not less than 18 months in advance of the WGC.

12.6 A General Meeting of the Membership shall be held in conjunction with the WGC.

13 Notices

13.1 Unless otherwise indicated herein, any notices provided for in these Bylaws shall be provided in writing and delivered by post, electronic means or by other provable methods.

14 Alteration of the Bylaws

14.1 The Association may in a General Meeting make any changes in the Bylaws that are consistent with the articles of the Constitution.

14.2 The Bylaws of the Association may be altered, added or rescinded also by the Board, providing the changes are consistent with the articles of the Constitution.

14.3 All of those changes referred in Article 14.2 shall be approved by the affirmative electronic vote (as defined in Article 9.13 of the Constitution) 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 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.

14.4 Subsequently, the alterations voted by a General Meeting or by the Board shall be ratified by a simple majority of the votes received from an electronic ballot of all Members of the Association. Those members who do not respond within the deadline shall be deemed to have voted affirmatively. After that the alterations shall become effective.

15 Other related entities

15.1 The Association may establish a subsidiary company, hereinafter known as the IGA-Service Company (IGA-SC), for the purpose of undertaking to further the aims of the Association. The IGA-SC shall be governed by the following rules:

15.1.1 It shall be registered as a limited-liability company in any country where the regulatory regime is compatible with the Constitution of the Association.

15.1.2 The Association shall be the sole shareholder in the SC and shall hold a shareholder's meeting once a year, in conjunction with the Association's AGM.

15.1.3 The IGA-SC may engage full-time or part-time employees from time to time with approval of the Executive Committee.

15.1.4 The IGA-SC may engage contractors from time to time to undertake work on behalf of the IGA-SC contracts with the approval of the Executive Committee.