

## CONSTITUTION OF THE INTERNATIONAL GEOTHERMAL ASSOCIATION

Article	
	For the purposes of this Constitution, the Incorporated Societies Act means the Incorporated Societies Act 1908 of New Zealand, as amended, repealed or replaced from time to time.
<b>1</b>	<b>Name and registered office</b>
1.1	The name of the association is the International Geothermal Association (hereinafter referred to as "the Association" or "IGA").
1.2	The registered office of the Association is the registered office of New Zealand Geothermal Association or any other place determined by the board of directors (the "Board") from time to time within New Zealand.
1.3	Use of the name, goodwill and emblem of the Association shall be according to the guidelines established in the bylaws of the Association (the "Bylaws").
<b>2</b>	<b>Objectives of the Association</b>
2.1	The Association is not-for-profit and aims at being the leading world authority in matters concerning the research and development of geothermal energy.
2.2	The objectives of the Association are to encourage, facilitate and promote the development of geothermal resources, as well as innovative research in geothermal technologies, through visible and integrated position and representation of geothermal power, heating/cooling and other use of geothermal resources.
2.3	The Association serves as facilitator in research activities by setting educational standards and offering world-wide energy solutions and in-house technical support, with special support for countries in early stages of geothermal development.
2.4	The Association must not be carried on for the financial gain of any of its members
<b>3</b>	<b>Powers of the Association</b>
3.1	The Association has, both within and outside New Zealand, full capacity to carry on or undertake any activity, do any act or enter into any transaction and full rights, powers and privileges to the maximum extent permitted by law.
<b>4</b>	<b>Membership</b>
4.1	The independence and financial sustainability of the Association is secured through the support of IGA's members ("Members"). Membership of the Association shall always be open to the following classes of Members: 4.1.1 individual Members; 4.1.2 student Members; 4.1.3 institutional Members; 4.1.4 affiliated Members; 4.1.5 corporate Members; and 4.1.6 honorary Members

	(as those classes of members are defined in the Bylaws) and any other additional classes of members that the Board deems fit and may add from time to time.
4.2	All applications for membership of the Association shall: 4.2.1 be made by a person who meets one of the membership class criteria described in Article 4.1; 4.2.2 be made by a person who consents to being a Member; 4.2.3 be made to the Board in writing, addressed to the Secretariat; 4.2.4 be approved by the Board; and 4.2.5 be in the form prescribed by the Board from time to time, as described in the Bylaws.
4.3	Upon receiving an application in the form prescribed by the Board from a person or body corporate who meets the criteria for membership specified in Article 4.2 above, the Board will, within twenty working days, decide whether to accept the person or body corporate as a Member. The decision to approve a membership application may be delegated by the Board to the Executive Director and/or the Chair of Membership Committee.
4.4	All Members, as a continuing condition of membership of the Association, agree to support the Association in achieving the Objectives of the Association in Article 2 and shall do nothing to bring the Association into disrepute. The Bylaws of the Association provide a further description of each membership class, including applications for membership and membership fees.
4.5	Organizations devoted to geothermal research, development and utilization, may become Affiliated Organizations of the Association by approval of the Board of the Association, in accordance with the Bylaws.
4.6	In addition to membership fees, the Board can accept Corporate Sponsorship from the Members of the Association and/or third parties, as further laid out in the Bylaws.
<b>5</b>	<b>Resignation and Cancellation of Membership</b>
5.1	Any Member of the Association may resign its membership by giving written notice to the Secretariat of the Association. Such resignation shall be effective on the first day of the next calendar month after the date of the written notice.
5.2	Membership of the Association shall be cancelled: <ul style="list-style-type: none"> <li>• without any action of the Board, if a Member fails to pay the annual membership dues of any calendar year, as stipulated in the Bylaws;</li> <li>• or suspended if, in the opinion of the simple majority of the entire Board, any Member has committed a material breach of any of the provisions of the Constitution, Bylaws or Code of Ethical Conduct, or otherwise acted in an unethical or unprofessional manner.</li> </ul>
5.3	In the case of cancellation or suspension, a Member shall have the right to appeal such cancellation or suspension and present its defence, either in person or by counsel, to a meeting of the Board. In such case, cancellation or suspension of a Member shall require the consent of two-thirds of the entire Board of Directors
5.4	Each Member whose membership is resigned or cancelled ceases to be a Member but is to remain liable to the Association for all monies due to the Association together with any interest payable in respect of overdue amounts.
<b>6</b>	<b>Register of Members</b>

6.1	The Contact Officer (as defined in Article 17) will ensure the Association maintains an up-to-date register of its Members including each Member's name and contact details and date on which each person became a Member, and all other prescribed information as detailed in the Bylaws and required by any applicable legislation.
6.2	The Board will ensure the register of Members will remain confidential between the Members and the Association, and may only be used and disclosed in accordance with applicable legislation, including for avoidance of doubt, the Privacy Act 1993 of the New Zealand and the GDPR of European Union (to the extent applicable).
<b>7</b>	<b>The Board of Directors</b>
7.1	The affairs, funds and assets of the Association shall be managed by or under the direction or supervision of, the Board, which may exercise all powers of the Association and do on its behalf all such acts as the Board deemed necessary or expedient but subject to the limitations prescribed in this Constitution. The Board may exercise such authority, powers and discretions as may, by this Constitution, be vested in the Board, but subject always to any limits that may from time to time be imposed by the Association in a General Meeting on the exercise by the Board of any such powers. The Board may invest any money of the Association in such manner as the Board may from time to time determine, provided that any such investment is in accordance with the Objectives in Article 2.
7.2	The Board has the power to create all other offices and positions which it may deem necessary to carry on properly the business of the Association, and it has the right to appoint qualified persons to fill all such offices and positions. Except in the case of staff appointed under a written agreement, all persons appointed to positions by the Board shall serve only until the end of the term of the Board. Such persons can be reappointed at the pleasure of a new Board.
7.3	The Board shall consist of no less than three (3) and no more than twenty-five (25) directors ("Directors") elected by the Members of the Association, in accordance with the procedure set out in Article 9. The Board may co-opt additional Directors as set out in Article 10.3.
7.4	Eligibility and nomination to the Board shall be accordance with procedures set out in Articles 9.1 - 9.6.
<b>8</b>	<b>Board of Directors Meetings</b>
8.1	The Board shall meet at regular intervals, and must meet at least twice per calendar year. At each Board meeting, the date, time and venue of the following meeting shall be decided.
8.2	At all Board meetings, the President or in his/her absence the Vice-President or in their absence another Officer, or in the absence of Officers, a member of the Board, shall take the chair (the "Chairperson").
8.3	The Chairperson shall call a special meeting of the Board at the request of no fewer than 10 members of the Board. The Chairperson must give the Directors at least two months' notice of a special meeting.
8.4	Voting at all meetings of the Board shall be by a show of hands or by ballot as decided by the Chairperson.
8.5	A quorum for any meeting of the Board shall be ten members present or, in extenuating circumstances agreed by majority of Directors, by proxy. No business may be transacted at a Meeting of Directors unless a quorum is present. Every Director has one vote. A resolution of the Board is passed if a majority of the votes cast on it are in favour of it.

8.6	The Board must ensure that minutes are taken and kept of all Board meetings. Minutes that have been signed as correct by the Chairperson (or by the person acting as Chairperson for that meeting) are conclusive evidence of the proceedings at that meeting.
<b>9</b>	<b>Election of the Board of Directors</b>
	<b>Eligibility and Nominations to the Board</b>
9.1	All individuals who are Members under any category defined in Article 4 of this Constitution and further detailed in the Bylaws, other than Student and Honorary Members, are eligible for election to the Board.
9.2	The Association is committed to diversity and inclusion, and has a target of 50% female representation on the board by 2020.
9.3	A Permanent Committee (the "Nominating Committee") shall be appointed by the Board to obtain nominations and select candidates for the 25 Board members to be elected by the Members of IGA. The basis on which the Nominating Committee will select candidates shall be determined from time to time by a resolution of the Board. Such a resolution may specify inter alia eligibility criteria to be used by the Nominating Committee.
9.4	The Nominating Committee shall ensure, to the extent possible, that the candidates meets any specific director disclosures provided for in the Incorporated Societies Act, including at least one who is ordinarily resident in New Zealand.
9.5	The nominations of the Nominating Committee shall be determined by a majority vote of the entire Nominating Committee, and the Nominating Committee shall inform the Secretary of its selections no later than six (6) months prior to the date of the election.
9.6	Additional nominations, signed by at least 30 Members, may nominate additional candidates for the election to the Board. Such nominations must reach the Executive Director four (4) months before the date of the election.
	<b>Election procedures</b>
9.7	The Board shall be elected through electronic (online) voting amongst the Members of the Association. The election shall be carried out by the Secretariat under the supervision of the Secretary.
9.8	The Executive Director shall provide electronic ballots bearing the names of all candidates to each eligible Member, no later than three (3) months prior to the date of the election. All ballots shall be accompanied by a notice specifying the deadline for receipt by the Secretariat of returned votes. Votes received after the deadline shall be invalid.
9.9	The Secretary shall certify the results of the election, acquaint the retiring Board with the results of the election and, after approval by the President, shall notify to the Members the names of such number of individuals as set forth in Article 7.3 above.
9.10	In case any dispute arises relating to the election, the retiring Board shall resolve such dispute in accordance with Article 25.
9.11	The elections shall be completed no later than three months prior to the expiry of the term of the retiring Board.
	<b>Voting procedures</b>
9.12	Except where otherwise specified in this Constitution, the procedure to be adopted for any vote on the election of Directors shall be determined by the President.
9.13	Unless otherwise specified, the terms "electronic ballot" shall be taken to include electronic mail or any other form of written or electronic communication.

9.14	Unless otherwise specified in the notice accompanying the electronic ballots, an electronic 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.
9.15	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.
<b>10</b>	<b>Composition of the Board of Directors</b>
10.1	Elected Directors hold office for a term of three years. No elected member of the Board shall serve more than two consecutive three-year terms.
10.2	A new Board shall enter into office at the end of the Annual General Meeting following its election by the Members. The members of the retiring Board shall continue to hold office until that time, except in cases of resignation, cancellation of membership under Article 5.1, 5.2 or 10.5, expulsion under Article 10.4, disqualification or death. The first meeting of the new Board shall be held as soon as possible after the Annual General Meeting. See Article 20 for General Meetings.
10.3	The elected Board may, after the election, co-opt up to 5 additional members to the Board bringing the total number of directors to thirty 30. When electing the co-opted members, the Board shall aim to elect members representing different regions as well as having a broad experience and speciality, as well as considering diversity.
10.4	The Board may, by resolution passed by a majority of the total number of Directors at the time, remove a Director who has failed to attend 2 consecutive Board meetings without leave of absence from the Board (e.g. illness), or if in the reasonable opinion of the Board, has failed to carry out their responsibilities as a Director.
10.5	A Director may resign by signing a written notice of resignation and delivering it to the Association's registered office or to the Executive Director. The notice of resignation is effective when it is received at that office, or at a later time specified in the notice.
10.6	The Board shall select from its Directors, by way of a majority vote of the total number of Directors present at the meeting <ul style="list-style-type: none"> <li>• The President</li> <li>• The Vice-President</li> <li>• The Secretary</li> <li>• The Treasurer</li> <li>• The Chairperson of the Permanent Committees</li> </ul>
10.7	An Executive Committee, consisting of the Officers of the Association, the past-President and the Chairpersons of the Permanent Committees as further defined in the Bylaws 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.
10.8	The past-President of the Association is an ex officio Member of the Board, who can participate in all meetings with no right to cast a vote. His/her presence shall not taking into account in determining the quorum of the meetings.
10.9	The Bylaws shall further regulate the meetings of the Board and the conduct and liability of the Board members.
<b>11</b>	<b>Conflicts of Interest</b>

11.1	No Director may vote on a resolution of the Board relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that Director has an interest, including (without limitation) if the Director or committee member: 10.1.1 is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction; or 10.1.2 is a director, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction; or 10.1.3 is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or 10.1.4 is otherwise directly or indirectly materially interested in the transaction.
11.2	A person who is prevented from voting on a matter as a result of being interested under Art. 11.1 above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the Board are prevented from voting on a matter, an Extraordinary General Meeting must be called to consider and determine the matter.
11.3	Any “interest” must be disclosed as soon as practicable after the Director becomes aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the Director may not participate in any decision on that matter, and may be excluded by the rest of the Board from any discussion on it.
11.4	The Board must maintain an interests register recording the particulars of the Director’s interest. This interests register shall be open for inspection by Members upon reasonable notice to the Contact Officer. A summary of the interests register must be presented to each Annual General Meeting.
<b>12</b>	<b>Directors Duties</b>
12.1	A Director, when exercising powers or performing duties, is to act in good faith in what the Director believes to be the best interests of the Association and in the manner which he or she believes will best attain the objects of the Association.
12.2	A Director is to exercise a power for a proper purpose.
12.3	A Director may not act, or agree to the Association acting, in a manner that contravenes the Incorporated Societies Act, this Constitution or the Bylaws.
12.4	A Director may not: 12.4.1 agree to the affairs of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association’s creditors; or 12.4.2 cause or allow the affairs of the Association to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Association’s creditors.
12.5	A Director may not agree to the Association incurring an obligation unless the Director believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.
12.6	A Director, when exercising powers or performing duties as a Director, is to exercise the care, diligence and skill that a reasonable Director would exercise in the same circumstances taking into account:

	<p>12.6.1 the nature of the Association;</p> <p>12.6.2 the nature of the decision;</p> <p>12.6.3 the circumstances applying at the time; and</p> <p>12.6.4 the position of the Director and the nature of the responsibilities undertaken by him or her.</p>
<b>13</b>	<b>Indemnity and Insurance</b>
13.1	<p>Each Director from time to time, is to be indemnified by the Association for any costs incurred by him or her in any proceeding:</p> <p>13.1.1 that relate to liability for any act or omission in his or her capacity as a Director; and</p> <p>13.1.2 in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.</p>
13.2	<p>Each Director, from time to time, is to be indemnified by the Association for any liability or costs in respect of:</p> <p>13.2.1 liability to any person other than the Association for any act or omission in his or her capacity as a Director; or</p> <p>13.2.2 costs incurred by him or her in defending or settling any claim or proceeding relating to any such liability.</p>
13.3	However, a Director's right to be indemnified does not extend to any liability or costs incurred that are the result of a criminal act or a breach of any fiduciary duty owed to the Association or in relation to any wilful default or fraudulent acts or omissions on the part of the Director.
13.4	The Board must ensure that, to the extent permitted by law, the Association procures and maintains appropriate insurance in respect of its indemnity obligations in Article 13.1 (Indemnity for Directors) and liabilities that a Director may incur in their capacity as a Director, including the defence costs associated with defending allegations of such liability.
13.5	The Directors who vote in favour of authorising the effecting of insurance under Article 13.4 (Insurance) are to sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Association to incur in the circumstances.
<b>14</b>	<b>Bylaws</b>
14.1	The Board may make, amend and revoke Bylaws, provided that any such Bylaws are consistent with this Constitution and the Incorporated Societies Act. Any modification of Bylaws must be ratified by the Membership before it comes into effect.
<b>15</b>	<b>Officers of the Association</b>
15.1	The Officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer.
15.2	The Officers of the Association shall be elected by the newly-elected members of the Board for a term of three years.
15.3	The function and powers of the Officers of the Association shall be regulated by the Bylaws.
<b>16</b>	<b>Executive Director and Secretariat</b>
16.1	The Board must appoint (and may remove) an Executive Director of the Association.
16.2	The Executive Director is responsible to the Board for the management of the Association, as further described in the Bylaws.
16.3	The Executive Director must attend all meetings of the Board, unless excused or requested not to by the Board.
16.4	The Secretariat of the Association shall be established by the Board to perform with such staff as necessary the day-to-day course of Association business. The Secretariat shall be headed by the Executive Director.

16.5	The Bylaws may further regulate the appointment and removal of the Executive Director and Secretariat of the Association, terms of appointment, role and responsibilities, and the conduct and liability of the Executive Director and the Secretariat.
<b>17</b>	<b>Contact Officer</b>
17.1	The Board will appoint a Contact Officer upon and subject to the terms and conditions set out in this Article 17.
17.2	The Contact Officer must be at least 18 years of age and ordinarily resident in New Zealand. The Contact Officer must be a member of the Board, and may hold any other office as a member of the Board or a Member of the Association.
17.3	The Contact Officer will be the principal administrative officer of the Association and will perform all such duties as required of the Contact Officer as that role may be defined in the Incorporated Societies Act (if at all) from time to time.
<b>18</b>	<b>Finances</b>
18.1	All monies received by or on behalf of the Association shall forthwith be paid to the credit of the Association in an account at such a trading bank as the Board may from time to time determine.
18.2	The Treasurer shall from time to time prepare, or cause to be prepared, and shall lay before the Board, and/or Association in a General Meeting, such financial accounts, other than the financial statements, as are from time to time required by the Board, and/or the Association in a General Meeting.
18.3	The Treasurer shall prepare and lay before the Association at each Annual General Meeting, the financial statements for the previous financial year.
18.4	Copies of all financial statements and other financial accounts that are to be laid before the Association at an Annual General Meeting, together with a copy of the Auditor's report, shall be made available to every Member not less than one calendar month before the date of the relevant Annual General Meeting.
18.5	The Board must ensure that the annual financial report of the Association is audited by a registered company auditor before being presented to the Annual General Meeting.
<b>19</b>	<b>Method of Contracting</b>
19.1	A contract or other enforceable obligation which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Association, must be signed by the President. However, with the approval of the Board, it may be signed on behalf of the Association by one director and one officer.
<b>20</b>	<b>General Meetings</b>
20.1	The Association shall organize one Annual General Meeting (" <b>AGM</b> ") of the Members and such number of Extraordinary General Meetings (" <b>EGM</b> ") of the Members as considered necessary or required, each year. The AGM and EGM shall hereinafter jointly be referred to as " <b>General Meetings</b> ".
20.2	At all General Meetings, a Chairperson, as determined in accordance with Article 8.2, shall take the chair.
20.3	Each year's AGM shall be held at such time and place as the Board shall determine, provided it is to be held not later than 6 months after the balance date of the Association and not more than 15 months shall elapse between the date of one AGM and that of the next.
20.4	At every AGM the following matters shall be considered: 1. Minutes of the preceding AGM and any recent EGM;

	<ol style="list-style-type: none"> <li>2. Announcement of a new Board and/or officers, where applicable;</li> <li>3. Annual report of the Board;</li> <li>4. Audited financial statements of the Association for that period;</li> <li>5. Amendments of the Constitution or the Bylaws, where applicable;</li> <li>6. An annual report on the affairs of the Association during the most recently completed accounting period;</li> <li>7. Notice of the disclosures or types of disclosures required to be disclosed in accordance with the conflict of interest disclosure rules contained in the Incorporated Societies Act during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate);</li> <li>8. Other general business that the Board or the General Meeting determines is required to be considered.</li> </ol>
20.5	Any applicable information set forth in Article. 20.4, together with the text of any resolutions to be voted on, shall be circulated with the notice of the AGM to the Members delivered or made available at least one calendar month prior to the date of the AGM.
20.6	Any proposed amendments to the Constitution set forth in item 5 of Article 20.4, together with the text of any related resolutions to be voted on, shall be circulated with the notice of the AGM to the Members delivered or made available at least two calendar months prior to the date of the AGM.
20.7	An EGM shall be held at such time and place as the Board may from time to time determine.
20.8	A General Meeting of the Association may be held by a quorum of members being assembled together at the time and place appointed for the General Meeting, or by a quorum of Members participating in the General Meeting by which all the Members participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting (so long as all Members participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort).
20.9	The Board shall call an EGM forthwith, upon the request of 200 or more Members or at the request of 5% of the total number of Members, whichever is greater.
20.10	A notice of meeting and resolutions to be voted on, at an EGM, will be provided to Members by a notice delivered or made available to the Members, at least two weeks prior to the date of the EGM. An EGM may only consider the matters set out in the notice of meeting.
20.11	A quorum at a General Meeting shall be 10 Members in person. No business may be carried out at a General Meeting unless a quorum is present.
20.12	If a quorum is not present at an AGM, the meeting shall stand adjourned at such time determined by the Chairperson of the General Meeting and notified to the Members not less than five business days before the proposed adjourned meeting. If a quorum is not present at an EGM, the EGM shall lapse.
20.13	Voting at General Meetings shall be by a show of hands or by ballot as decided by the Chairperson of the General Meeting.
20.14	<p>Each Member will have the following votes at General Meetings, which they may exercise in person:</p> <ul style="list-style-type: none"> <li>• Individual Members: one vote;</li> <li>• Student Members: no right to vote;</li> <li>• Institutional Members: are entitled to three votes to be exercised by a representative. Each voting representative or representatives will receive the documentation provided by the Association to the Individual Members.</li> </ul>

	<ul style="list-style-type: none"> <li>• Affiliated Members: one vote</li> <li>• Corporate Members: are entitled to three votes to be exercised by a representative. Each voting representative or representatives will receive the documentation provided by the Association to the Individual Members;</li> <li>• Honorary Members: no right to vote.</li> </ul>
20.15	Except where an alteration to this Constitution is involved as per the Article 23 of this Constitution, resolutions at a General Meeting shall be passed by a simple majority of the votes of those Members participating and voting.
20.16	The Board must ensure that minutes are taken and kept of all General Meetings. Minutes which have been signed as correct by the Chairperson (or by the person acting as Chairperson for that Meeting) are conclusive evidence of the proceedings at that meeting.
<b>21</b>	<b>Liability of Members</b>
21.1	A Member of the Association is not liable for an obligation of the Association by reason only of being a Member. The liability of any Member is limited to any amount unpaid on the membership of the Member. All Officers and all Board members shall serve the Association in their personal capacity, with no responsibility to or direction from the organization, entity or body to which they may belong.
21.2	Nothing in this Article affects the liability of a Member to the Association under a contract, or for any tort, or breach of fiduciary duty, or other actionable wrong committed by the Member.
21.3	Officers and Board members may be liable at a personal level in accordance with applicable law
<b>22</b>	<b>World Geothermal Congress</b>
22.1	Once every three years, or at different interval if approved by a majority of the entire Board, the Association shall organize and hold a World Geothermal Congress (“WGC”). For the avoidance of doubt, the three-year occurrence of the WGC will be from 2020.
22.2	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.
22.3	Notice of the WGC shall be sent to all Members by the Secretariat not less than 18 months in advance of the WGC
22.4	The WGC shall be organised in accordance with the Bylaws.
<b>23</b>	<b>Alteration to the Constitution</b>
23.1	The Members may amend the Constitution, provided that any such amendment is consistent with the Association’s Objectives (Article 2) and in accordance with Article 23.
23.2	Every amendment of the Association’s Constitution must be in writing and approved at a General Meeting of the Association by a majority of the vote of Members participating and voting, either directly and/or through electronic means and signed by at least 3 Members of the Association
23.3	The Association’s Constitution, as amended, must comply with the requirements of the Incorporated Societies Act.
23.4	The Association will ensure that a copy of the amendment to the Constitution is given to the Registrar of Incorporated Societies within 20 working days after the amendment is approved at the General Meeting. Any amendment takes effect from the date of registration.
<b>24</b>	<b>Winding Up</b>

24.1	The Association may be wound-up or put into liquidation by a special resolution of its Members in accordance with the procedures (including any notice requirements) specified in the Incorporated Societies Act.
24.2	In the event of the winding up of the Association, any surplus assets or funds shall be handed to the appropriate not-for-profit United Nations group associated with the promotion of geothermal energy. Should no such group exist at that time, then the surplus assets and funds shall be handed to the Geothermal Institute of the University of Auckland, or its successor, for the general purposes of the Geothermal Institute provided such Institute or its successor is a not-for-profit organisation.
24.3	For the purposes of this clause 24, not-for-profit means: 24.3.1 a society incorporated under the Incorporated Societies Act; 24.3.2 a charitable entity within the meaning of the New Zealand Charities Act 2005; or 24.3.3 a society, institution, association, organisation or trust that is not carried on for the private benefit of an individual and whose funds are entirely or mainly for benevolent, philanthropic, cultural or public purposes in New Zealand.
<b>25</b>	<b>Dispute Resolution</b>
25.1	A Member may complain to the Board in writing if: 25.1.1 there has been an unjustified interference with any rights or privileges granted to that Member under this Constitution or the Bylaws; and/or 25.1.2 the Member has concerns regarding the misconduct or discipline of other Members, (in either case, a grievance).
25.2	For the avoidance of doubt, a grievance of the kind described in Article 25.1.2 above, may relate to the conduct of a Member, a Director or the Association.
25.3	The process followed by the Board must at all times adhere to the principles of natural justice and the Incorporated Societies Act. As necessary, the Board must provide the persons concerned with an adequate opportunity to be heard, either in writing or at an oral hearing, and must consider the information provided by such persons before deciding what actions (if any) the Board will take to remedy the grievance.
25.4	The Board must, as soon as is reasonably practical after receiving a complaint or grievance, investigate or determine the complaint or grievance, which must be dealt with by the Board in a fair and efficient manner otherwise in accordance with Incorporated Societies Act.
25.5	If, in accordance with the investigations conducted by the Board under 25.4 above, it becomes apparent that any Director should be removed from his or her position in accordance with Article 10.4, or a Member's membership should be cancelled, the Board may remove that Director or Member accordingly.
25.6	The Board may, in its sole discretion, decide not to consider or continue consideration of any grievance if it is satisfied that: 25.6.1 the matter is trivial or does not appear to disclose material misconduct or material damage to the interests of any Member; 25.6.2 the grievance appears to be without foundation or there is no apparent evidence to support it; 25.6.3 the complainant or Member alleging the grievance has an insignificant interest in the matter; or 25.6.4 the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Association.