
NEW ZEALAND GEOTHERMAL ASSOCIATION INC.

BY LAWS

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NEW ZEALAND GEOTHERMAL ASSOCIATION INC.

BY LAWS

ART. 1 DEFINITION

The New Zealand Geothermal Association, hereinafter called "the Association", is a scientific, educational and cultural organisation established to operate in New Zealand. It is a non-governmental organisation with no political affiliation.

Its aim is to encourage, facilitate and, when appropriate, promote co-ordination of activities related to worldwide and national research, development and application of geothermal resources.

ART. 2 REGISTERED OFFICE

The Association is a tax-exempt, non-profit organisation, presently chartered as the New Zealand Geothermal Association, Inc., under the laws of New Zealand. The Board of Directors may by a simple majority vote determine the location of the Registered Office and Board Administrator.

ART. 3 STRUCTURE

The Association consists of its Membership, its Board of Directors, its Officers, its Permanent Committees, its Accountant and Board Administrator and such Committees and Affiliated Organisations as from time to time may exist.

ART. 4 MEMBERSHIP

The membership shall be divided into seven classes consisting of:

- Individual members
- Student members
- Affiliated members
- Corporate members
- Institutional members
- Sustaining members
- Honorary or Lifetime members

Any of these classes may be eliminated and other classes added by the Board of Directors.

Applications to join the Association shall be sent to the Board Administrator.

Individual Members are persons who may be engaged or interested in research, development, utilisation or promotion of geothermal resources or geothermal energy, and such other persons as may be considered eligible by the Board of Directors.

Student Members are students with an interest in geothermal resources and 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.

Affiliated Members are individual members belonging to the Association through a group scheme by virtue of their membership in an Affiliated Organisation. 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 Organisation and the Board of Directors.

Corporate Members are industrial, scientific or cultural organisations which are established on a commercial or profit-making basis, are interested in geothermal resources and energy and support the objectives of the Association. Each Corporate Member is entitled to three voting representatives. Each representative will receive all the documentation provided by the Association to Individual Members.

Institutional Members are international, national, regional or local, non-profit organisations 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 representative will receive all the documentation provided by the Association to Individual Members.

Sustaining Members are organisations or individuals who wish to demonstrate their interest in geothermal resources and energy by making a voluntary contribution to the Association above a minimum level to be fixed by the Board of Directors.

Honorary or Lifetime 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. There is no limit to the total number of Honorary or Lifetime Members.

ART. 5 AFFILIATION OF NZGA TO THE INTERNATIONAL GEOTHERMAL ASSOCIATION, (IGA)

The NZGA is an affiliated member of the IGA. The agreement of affiliation is included as annex A in the Bylaws of the NZGA.

ART. 6 LOSS OF MEMBERSHIP STATUS

Any Member of the Association may resign by giving notice in writing to either the Secretary or the Board Administrator of the Association.

Membership status shall be lost:

If a Member fails to pay the annual membership fee by 31 July 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.

In the case of expulsion or suspension of membership, a Member shall have the right of appeal before the Board of Directors in his/her defence, either in person or by counsel.

ART. 7 DUES AND ASSOCIATION YEAR

The financial year of the Association shall be the calendar year, from the 1st November to the 31st of October.

Membership subscriptions shall be due before the 31st of March of each year.

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.

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 these Bylaws.

c The Board of Directors shall consist of:

A minimum of 5 members and a maximum of 15 members, which includes the Offices of President, Vice-President, Secretary and Treasurer;

The immediate Past-President of the Association.

Any member elected to the IGA board who was nominated by the Association shall be an ex-officio member of the Board of Directors.

d Every year, elections will be held to elect up to 5 Directors.

e Each Director shall hold office for a term of three years.

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- f No elected member of the Board of Directors shall serve more than two consecutive three-year terms. If they wish to serve a second consecutive term they must stand for re-election.
 - g New members of the Board of Directors may be elected by ballot amongst the Membership. The election should be carried out by the Secretary of the Association, at least three months before the Annual General Meeting.
 - h New members of the Board of Directors shall enter into office at the Annual General Meeting following their election by the membership. The past members and officers of the Board shall continue to hold office until that time, except in cases of resignation or expulsion.
 - i The Officers of the Association shall be elected by the Board of Directors from its own members. Where possible, Officers will be elected (or re-elected) on a staggered 3 yearly basis.
 - j 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.
 - 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 which 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 their successors are duly elected or appointed.
 - l The Board of Directors may also second a person onto the Board to assist with some specific activity or to finish a task that was initiated while that person was a member of the Board. Such a seconded person shall have no Board member voting rights.
 - m Observers may be invited to attend Board meetings, to provide liaison with a relevant geothermal sector at the discretion of the Board for a duration agreed to by the Board but shall have no Board member voting rights.
 - n The Board of Directors shall meet at regular intervals, but at least two times per year. The quorum for any meeting of the Board of Directors shall be 7 members or 60%, whichever is fewer, of the present members of the Board.

During a 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(n)), the Secretary or the Board Administrator shall give Board members at least one month notice of the next meeting.
 - o An Executive Committee, consisting of the Officers of the Association and the Chairmen of the Permanent 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.

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- p The President shall call a special meeting of the Board of Directors at the request of three members of the Board. At least one month notice of special meetings shall be given.
 - q Voting at all meetings of the Board of Directors shall be by show of hands or by a ballot, as determined 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.
 - r A question may be referred, by the President, to all members of the Board of Directors for decision by ballot. 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.
 - s 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 Members 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 any reasonable form of communication for a period of six months;

Failure to participate actively on the Board.

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 or responsibility whatsoever of the organisation, 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 judgement 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 by the Board of Directors from its own members. Where possible, officers will be elected (or re-elected) on a staggered 3 yearly basis.

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- c Election may be by ballot or by a simple show of hands at a meeting soon after the election of the new members of the Board of Directors and prior to their taking office at the AGM (Art. 8(h)). To obtain nominations and select candidates the President shall set up a small committee comprising him/herself and two other Board members, who shall not themselves be candidates for office.
 - d The President and the Vice-President shall start their terms of office at the conclusion of the meeting at which they have been declared elected. This shall be the first meeting of the new Board and shall be chaired by the Past-President. They shall hold office until the election of successors except in the cases of resignation or expulsion.
 - e Officers of the Association shall serve no more than two consecutive three-year terms.
 - f 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.

- g 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.
- h 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.
- i 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 Accountant, the Treasurer 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.

Disbursement of funds shall be governed by the Delegated Financial Authorities, which shall be amended by the Treasurer and President from time to time and ratified by a full meeting of the Board.

The Treasurer, or the Accountant 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 have been in advance authorised 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 ACCOUNTANT AND BOARD ADMINISTRATOR

An **Accountant** shall be engaged by the Association under contract to be responsible for administering the Accounts of the Association under direction of the Treasurer.

These functions shall include but not be limited to:

- Payment of accounts
- collection of membership dues and all other dues;
- maintenance of a register of members;
- assistance with budgeting
- arranging for an annual accounts review by an independent Accountant.

A **Board Administrator** shall be engaged by the Association under contract to perform the day-to-day course of Association business. The Board Administrator shall be responsible for administering the procedures, personnel and other routine business of the Association, as directed by the Board of Directors, and for carrying out all such functions as the Board of Directors shall reasonably require.

These functions shall include but not be limited to:

- coordination of all the Association's activities, correspondence and meetings, including editing of minutes;
- assistance with circulating newsletters and other information
- assistance with the website

The **Board Administrator** shall be under the direction and supervision of the President 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 Board Administrator of its notification in writing.

The Board Administrator should attend all meetings of the Board, and General Meetings of the membership. The Board Administrator shall have membership rights according to their membership status. For the avoidance of doubt, unless the Board Administrator has been voted on to the Board, they shall have no voting rights on Board matters.

ART. 12 GENERAL MEETINGS

- (a) A General or Extraordinary General Meeting of the Membership shall be held at such time as the Board of Directors may from time to time determine.
- (b) The Board of Directors shall call a General Meeting forthwith upon the request of 10 or more Members or 5% of the Membership, whichever is greater.
- (c) Notice of meetings and issues to be voted on will be given by a circular delivered by electronic mail to the Membership. At least two clear months of notice shall be given.
- (d) A quorum at a General or Extraordinary General Meeting shall be 10 members.
- (e) At all such meetings the President or Vice-President or in their absence a member of the Board of Directors shall take the chair.
- (f) Voting at a General or Extraordinary General Meeting shall be by a show of hands or by ballot as decided by the President, or delegate, of the Meeting. Where a ballot has been called, voting by those present at the Meeting shall be carried out in writing.
- (g) 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.
- (h) Except where an alteration to the Rules of Incorporation (see Art. 16) is involved, resolutions at a General Meeting shall be passed by a simple majority of the votes received.
- (i) An Annual General Meeting (AGM) shall be held during the second half of each calendar year. The meeting must be held within three months of the end of the financial year at a date and time to be determined by the Board of Directors. The following matters shall be considered:
 - 1 - Minutes of the preceding AGM.
 - 2 - Annual report to the Board of Directors.
 - 3 - Financial statement.
 - 4 - General business.

The reports relevant to items 1, 2 and 3 shall be circulated prior to the Meeting.

ART. 13 NOMINATION AND ELECTION OF BOARD MEMBERS

- (a) All individuals who are currently individual members of the Association under any category defined in Art 4 are eligible for election to the Board of Directors.

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- (b) A Nominating Committee of not less than three 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 Board of Directors. 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).
 - (c) Committee nominations shall be determined by a majority vote of the entire Nominating Committee.
 - (d) The Committee shall acquaint the Secretary with its selections not later than one month before the date of the election.

Additional nominations, signed by at least ten members of the Association, must reach the Secretary no later than one month before the date of the election.

The Secretary shall email ballots bearing the nominations to each eligible member one month before the date of the election and ballots shall be returned and reach the Secretary for counting before the date of the election.

The President and Vice-President shall certify the results of the election and acquaint the Board of Directors with the results of the election and, after approval of the President, shall notify the successful candidates.

The President shall convene the new Board.

In the case of a tie of any nature, the non-retiring Directors shall resolve such.

- (d) The elections must be completed two months before the terms of the Directors expires.
- (e) If the number of nominations to the Board of Directors (including those members who are not retiring) is less than 16 then the Board of Directors may on the advice of the Nominating Committee vote to accept the nominations as received as the new Board of Directors.

ART. 14 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 "vote" and " ballot" shall be taken to include fax, electronic mail or any other form of written or electronic communication.

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- (c) All ballots shall be accompanied by a notice specifying the deadline for receipt by the Secretary of returned ballot papers. Unless otherwise decided by the President, the deadline should not normally be less than two weeks 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 form, a ballot shall be deemed to be a secret ballot. The Secretary, or the Board Administrator 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.
 - (e) No individual member shall have more than one vote

ART. 15 PERMANENT COMMITTEES

The following Permanent Committees may be established, and the Chairmen of such Committees shall be appointed by the Board of Directors from the members of the Board during the first meeting of the Board of Directors:

Nominating Committee (Art. 13)

Finance Committee

Audit Committee

Membership Committee

Program and Planning Committee

Information and Education Committee

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

- (a) Finance Committee

The Finance Committee shall consist of at least three Board members.

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.

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

- (b) Audit Committee

The Audit Committee shall consist of at least two members, at least one of whom shall not be a member of the Board.

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.

The members of the Audit Committee cannot be members of the Finance Committee of the Association.

(c) Membership Committee

The Membership Committee shall consist of at least one Board member and at least one non-Board member.

The Membership Committee shall seek to encourage new membership and shall advise the Board of Directors on all aspects of the activity.

(d) Program and Planning Committee

The Program and Planning Committee shall consist of at least one Board member and at least one non-Board member.

The Program 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.

(e) Information and Education Committee

The Information and Education Committee shall consist of at least one Board member and at least one non-Board member.

The Information and Education 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. The Committee shall also be responsible for directing the implementation of information policies determined by the Board.

Furthermore, the Committee shall be responsible for the educational functions of the Association and shall serve as a co-ordinating body planning, organising, supporting and the realisation of geothermal educational activities. 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.

ART. 16 ALTERATIONS TO THE BYLAWS

The Bylaws of the Association may be altered, added or rescinded at any meeting of the Board of Directors by the affirmative vote of at least two-thirds of the members of the entire Board.

Those members who cannot attend the meeting shall be allowed to express their vote electronically.

Subsequently, the alteration shall be ratified by a simple majority of the votes received from a ballot of all Members of the Association.

Notice of any proposed amendment shall be given to each member of the Board of Directors at least one month before the meeting at which its is to be considered.

No addition to or alteration or recession of the Bylaws shall be approved if it affects the non-profit aims of Art. 2, personal benefit of Art. 18 or the winding up of Art. 19. The provisions and effect of this Art. 16 shall not be removed from this document and shall be included and implied in any replacement document.

ART. 17 LANGUAGE

The English language is the official language of the Association.

ART. 18 PERSONAL BENEFIT

No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

ART. 19 WINDING UP

If on winding up or dissolution of the Association there remains after payment of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other organisation or body having similar objects or to some charitable organisation or purpose within New Zealand.

ART 20 COMMON SEAL

The common seal of the Association shall be in the custody of the President who shall in pursuance of a resolution of the Board of Directors to that effect, affix the same to all legal documents and contracts that the Association enters into.

ANNEX A IGA AFFILIATION AGREEMENT

(Refer attachment)