

# **NEW ZEALAND GEOTHERMAL ASSOCIATION INCORPORATED**

## **BYLAWS**

Art. 1	-	Membership
Art. 2	-	Affiliation of NZGA
Art. 3	-	Discretionary Adjustments to Subscriptions and Fees
Art. 4	-	Accountant, Chief Executive and Board Coordinator
Art. 5	-	Sub-Committees

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## BYLAWS

### DEFINITIONS

In this document, unless the context requires otherwise, the following words and phrases have the following meaning:

<b>Act:</b>	the Incorporated Societies Act 2022 from the date the Society reregisters under that Act, or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
<b>Society:</b>	The New Zealand Geothermal Association Incorporated.
<b>Bylaws:</b>	The Bylaws adopted and amended by the Board from time to time.
<b>Board:</b>	The Society's governing body.
<b>Board Member:</b>	A member of the Board, whether elected by the membership or co-opted by the Board in accordance with the Constitution.
<b>Constitution:</b>	The constitution or Rules of the Society as amended or supplemented from time to time.
<b>Member:</b>	A person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.
<b>Officers:</b>	A natural person who is: <ul style="list-style-type: none"><li>• a member of the Board, or</li><li>• occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive.</li></ul>

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# NEW ZEALAND GEOTHERMAL ASSOCIATION INCORPORATED

## BYLAWS

### ART. 1 MEMBERSHIP

The membership shall be divided into classes consisting of:

- Individual members
- Student members
- Affiliated members
- Corporate members
- Institutional members
- Lifetime members

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

**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.

**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 become a board member.

**Affiliated Members** are individual members belonging to the Society 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.

**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 Society. This membership class is seen as an opportunity for such members to demonstrate their public support for the Society and its activities in return for benefits that may include: networking opportunities with other businesses and industry leaders; the Society's efforts to influence policy and regulations on behalf of members and brand visibility to enhance the company's reputation through association with a recognised industry body. The Board may establish a tiered level of Corporate Membership and in setting dues define a number of Individual Memberships that may be allocated at the corporate member's discretion to employees. These individual memberships would be considered by the Board and carry the obligations and undertakings as with any such Individual Membership.

**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 Society. Each Institutional Member is entitled to three voting representatives. Each representative will receive all the documentation provided by the Society to Individual Members.

**Lifetime Members** are senior Individual Members who have given many years of service to the Society and have made significant contribution in the field of geothermal resources and energy. A maximum of one person per financial year may be elevated to the Lifetime Member grade by the Board. There is no limit to the total number of Lifetime Members. Lifetime Members shall have the same rights and obligations as Individual Members under these Bylaws and the Rules in the Constitution.

## **ART. 2      AFFILIATION OF NZGA**

The NZGA may be affiliated to other organisations from time to time as may be approved by the Board.

## **ART. 3      DISCRETIONARY ADJUSTMENTS TO SUBSCRIPTIONS AND FEES**

The Board shall have the discretion to make exceptions to the standard subscription or fee structure as outlined in these Bylaws, in accordance with the Rules in the Constitution.

New membership subscriptions later than 1<sup>st</sup> of April will be discounted at a pro-rata rate based on remaining quarters.

The annual dues of the members and the terms of group schemes of Affiliated Members shall be fixed by the Board from time to time.

With the approval of the Board, in exceptional cases, lesser dues shall be permissible for those persons who meet the qualifications for Individual Members. Each exception shall be considered on a case-by-case basis and shall not constitute a precedent or entitlement for any future exceptions.

## **ART. 4      ACCOUNTANT, CHIEF EXECUTIVE AND BOARD COORDINATOR**

An **Accountant** shall be engaged by the Society under contract to be responsible for administering the End of Year Accounts of the Society under direction of the Treasurer and/or Board Coordinator. These functions can include but not be limited to:

- Assistance with budgeting;
- Assistance with accounting queries

Some of the accounting functions of the Board Coordinator role may be delegated to the Accountant at the discretion of the Treasurer.

The **Chief Executive** shall be engaged by the Society under contract to be responsible for the day-to-day operation of the Society in alignment with the vision

and strategy of the Society. The Chief Executive works with the President, the other Board Members and the Board Coordinator. The **Chief Executive** is an Officer of the Society and a member of the Board but has no voting right on Board matters.

The functions of the Chief Executive shall include but not be limited to:

- Identify and implement increased revenue streams through new memberships and other funding;
- Active engagement with government, stakeholders and the geothermal community including current and potential members of the Society;
- Raise New Zealand's geothermal profile through engagement, networking, and promotion;
- Lead submissions to relevant government consultations;
- Organise and coordinate events of the Society such as the Annual General Meeting and the NZGA Seminar;
- Attend all meetings of the Board, and General Meetings of the membership;
- Provide activity reports for all in-person Board meeting.

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

These functions shall include but not be limited to:

- coordination of all the Society's activities and events, correspondence and meetings, including editing of minutes;
- assistance with circulating newsletters and other information, including through social media;
- assistance with the website;
- maintenance of the membership register;
- administering the Accounts of the Society 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;
  - assistance with budgeting;
  - supporting the Chief Executive in arranging for annual accounts review by an independent Accountant if deemed necessary by the Board.

The **Board Coordinator** is an Officer of the Society and a member of the Board and shall be under the direction and supervision of the Chief Executive, President or such other member of the Board as may be appointed by the President. Such an alternative appointment takes effect only upon receipt by the Board Coordinator of its notification in writing.

The Board Coordinator should attend all meetings of the Board, and General Meetings of the membership. The Board Coordinator shall have membership rights according to their membership status, however, they shall have no voting rights on Board matters.

## ART. 5 SUB-COMMITTEES

The Board may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit.

Sub-committees may invite additional participants or advisors to contribute to their work, provided that any formal additions to the sub-committee's membership are approved by the Board.

Unless otherwise resolved by the Board:

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2;
- a sub-committee must not commit the Society to any financial expenditure without express authority from the Board.

The following Sub-Committees may be established, and the Chair of such Sub-Committees shall be appointed by the Board from the members of the Board during the first meeting of the Board:

- Election and Appointment Sub-Committee
- Finance Sub-Committee
- Membership Sub-Committee
- Program and Planning Sub-Committee
- Information and Education Sub-Committee
- Communication Sub-Committee
- International Sub-Committee

Other functional and technical Sub-Committees may be appointed by the Board.

The **Election and Appointment Committee** shall be appointed by the Board to obtain nominations and select candidates for Board representation. The Board Members standing for re-election are not eligible to be part of this Sub-Committee. The Secretary is the de facto chair of the Election and Appointment Sub-Committee and shall oversee the election process. If the Secretary is standing for re-election, another Board Member shall be nominated as Chair of the Sub-Committee.

The **Finance Sub-Committee** shall advise the Board 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 Society.

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

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

The **Program and Planning Sub-Committee** shall make proposals and shall advise the Board on all aspects of the Society activity including strategic and tactical planning.

The **Information and Education Sub-Committee** is to support the information and education needs of the Society.

The **Communication Sub-Committee** is to support and inform the content created by NZGA's Communications lead. This can include material for the monthly newsletter, social media channels, and direct emails to members. This group meets on a monthly basis, prior to the compilation of each newsletter.

The **International Sub-Committee** aims to foster international collaboration with those who can assist the Society draw on international experience to reinforce its position in New Zealand. It will look to ensure members can benefit from international contacts and in-market activities in expanding their knowledge and commercial opportunities overseas.