

Den Haag / 31 March 2025

## **BYLAWS**

*International Geothermal Association (IGA)*

*Version: March 2025*

### **Article 1: Name and Seat**

1.1 The name of the association is the *International Geothermal Association (IGA)*.

1.2 It is a non-profit association (*vereniging*) established under Dutch law.

1.3 The association has its statutory seat in the Netherlands.

### **Article 2: Purpose and Objectives**

2.1 The purpose of the association is to advance geothermal energy worldwide.

2.2 The association pursues this purpose by:

- a. Promoting the sustainable use and development of geothermal energy;
- b. Facilitating international collaboration, knowledge exchange, and education;
- c. Serving as a convening body for geothermal stakeholders;
- d. Representing members in international forums and policy processes.

### **Article 3: Membership**

3.1 The association has the following membership categories:

- a. Individual Members;
- b. Institutional/Affiliated Members;
- c. Corporate Members;
- d. Honorary Members.

3.2 Membership is open to all persons and organizations that support the association's purpose.

3.3 Admission and termination of membership shall be governed by the Internal Regulations (*Huishoudelijk reglement*) and are subject to approval by the Board.

#### **Article 4: General Assembly**

4.1 The General Assembly is the highest governing body of the association.

4.2 The General Assembly consists of all members of the association who are not suspended, in accordance with Dutch law. Each member category may exercise its rights as defined in these bylaws and the Internal Regulations.

4.3 The General Assembly shall:

- a. Approve and amend these bylaws;
- b. Approve the annual financial report and budget;
- c. Elect the members of the Board;
- d. Decide on dissolution of the association.

4.4 The General Assembly shall convene at least once every year. Meetings may be held physically, virtually, or in hybrid form.

#### **Article 5: Board of Directors**

5.1 The association is governed by a Board of Directors ("the Board").

5.2 The Board shall consist of no fewer than five (5) and no more than nine (9) members.

5.3 Board members shall be elected by the General Assembly in accordance with procedures defined in the Internal Regulations. Board members serve for a term of three (3) years and may serve a maximum of two consecutive terms

5.4 The Board shall appoint from among its members the following officers:

- a. Chair;
- b. Vice-Chair;
- c. Treasurer;
- d. Secretary.

5.5 The Board is responsible for:

- a. Defining and overseeing the strategic direction of the association;
- b. Approving the budget and financial oversight;

- c. Appointing and supervising the CEO or Executive Director;
- d. Establishing committees and advisory bodies as necessary.

#### **Article 6: Executive Leadership**

- 6.1 The Board will appoint a Chief Executive Officer (CEO) or Executive Director.
- 6.2 The CEO or Executive Director is responsible for the day-to-day management and implementation of the association's strategy.
- 6.3 The CEO or Executive Director reports to the Board and leads the Secretariat and operational staff.

#### **Article 7: Finances**

- 7.1 The association is a non-profit entity.
- 7.2 Its revenue sources include, but are not limited to:
  - a. Membership dues;
  - b. Donations, grants, and sponsorships;
  - c. Revenue from services, publications, and events.
- 7.3 Any surplus shall be used solely to further the association's purpose.

#### **Article 8: Amendments and Dissolution**

- 8.1 Amendments to the bylaws require a two-thirds (2/3) majority of votes cast at the General Assembly.
- 8.2 In the event of dissolution, the assets of the association shall be transferred to a non-profit organization with similar aims, in accordance with Dutch law.

#### **Article 9: Additional Provisions**

- 9.1 The Board may adopt Internal Regulations to elaborate on the provisions of these bylaws.
- 9.2 Where these bylaws are silent, Dutch association law shall apply.