



Australian Geothermal Energy Group

AUSTRALIAN GEOTHERMAL ENERGY GROUP INCORPORATED (AGEG)

CONSTITUTION

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AUSTRALIAN GEOTHERMAL ENERGY GROUP INCORPORATED (AGEG) CONSTITUTION

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AUSTRALIAN GEOTHERMAL ENERGY GROUP INCORPORATED – (AGEG) CONSTITUTION

1. INTRODUCTION

The Australian Geothermal Energy Group (AGEG) is Australia's whole-of-sector representative body for the organisations with an interest in the advancement of the development and use of geothermal energy in Australia. AGEG Members are organisations (such as a company, or a government agency, or a research organisation or an education institution, or another organisation established on a commercial basis, or non-profit-making basis) with an interest in the advancement of the development and use of geothermal energy. Individuals are eligible to be Associate Members. Individuals and organisations are eligible to be invited to become 'friends of the AGEG' but are not registered as members of the AGEG.

The Australian Geothermal Energy Association Inc (AGEA) is noted as the peak representative organisation for Australian geothermal industry companies with complementary objectives to AGEG. Companies which are Members of AGEA are encouraged to also be Members of AGEG

2. NAME

The name of the incorporated association is the "Australian Geothermal Energy Group Incorporated" (AGEG).

3. DEFINITIONS

In this constitution,

"Member" means an organisation which is admitted as a member of AGEG under this Constitution.

"Representative" means an individual appointed to attend meetings, participate in all discussions, and vote on behalf of a Member.

"Alternate Representative" means an individual appointed as an alternate for Members to attend meetings, participate in all discussions, and vote on behalf of a Member" whenever a Representative does not vote.

"Associate Member" means an organisation or individual able to attend meetings, participate in all discussions, including discussions leading to a vote but who does not have voting rights.

"Friends of the AGEG" means an organisation or an individual invited to: attend meetings; able to participate in all discussions, including discussions leading to a vote; but who does not have voting rights, and is not counted as a Member of the AGEG.

"Business Days" means any day except— (a) Saturday, Sunday or a public holiday; or (b) any other day which falls between 25 December in any year and 1 January in the following year.

"Geothermal Sector" means the companies, government agencies, research institutions (including Universities) and organisations providing education that have an interest in the characteristics and use of geothermal energy.

The “**Executive Committee**” means the management committee of AGEG.

The “**Chairperson**” means the chair of the Executive Committee.

The “**Vice Chairperson**” means the alternate and vice chair of the Executive Committee.

“**General Meeting**” means a general meeting of Members of the AGEG convened in accordance with the terms of this Constitution.

“**the Act**” means the *Associations Incorporation Act (SA) 1985*.

“**Special Resolution**” means a special resolution defined in **the Act**.

“**month**” shall mean a calendar month.

The “**Secretariat**” is the service provider(s) for administrative functions of the Executive Committee.

4. PURPOSES OF THE AUSTRALIAN GEOTHERMAL ENERGY GROUP

4.1 The purposes (objectives) of AGEG are fully consistent with section 18(1) of the Act, for the purpose (objective) of promoting the common interests of persons who are engaged in, or interested in, a particular business, trade or industry.

4.2 The terms of reference of the AGEG follow:

Provide support for Australia’s membership in the International Energy Agency’s Geothermal Implementing Agreement (GIA), the International Partnership for Geothermal Technology (IPGT), the International Geothermal Association (IGA), and generally facilitate engagement with the international geothermal community.

Foster the advancement of geothermal energy use by, for example:

- cooperating in studies to advance geothermal exploration, proof-of-concept, demonstration, development and deployment methods and technologies;
- cooperating to develop, collect, improve and disseminate geothermal-related information;
- identifying opportunities to facilitate the efficient advancement of geothermal energy projects;
- disseminating information on geothermal energy to decision makers, financiers, researchers and the general public e.g. outreach; and
- in a cooperative manner with the AGEA and Government, be the point of contact for Australia’s membership in international fora (such as the GIA and IPGT), and facilitate engagement with the international geothermal community.

5. POWERS OF AUSTRALIAN GEOTHERMAL ENERGY GROUP

5.1 AGEG shall have all the powers conferred by section 25 of the *Act*

5.2 In addition the powers referred to in clause 5.1 of the constitution, AGEG has the power establish Committees and Sub-committees and to give such Committees and Sub-committees the powers to carry out functions that are consistent with the purposes of AGEG.

5.3 The rights and liabilities of members of the AGEG are as follows:

- 5.3.1 Membership of AGEG does not confer on a member, except as may be provided by the rules of AGEG, any right, title or interest in any real or personal property of AGEG.
- 5.3.2 Except as may be provided by the rules of AGEG, a Member of the AGEG is not liable to contribute towards the payment of the debts and liabilities of the AGEG or the costs, charges and expenses of a winding up of the AGEG.
- 5.3.3 Section 21(2) of the Act does not apply in respect of debts or liabilities incurred by or on behalf of AGEG prior to incorporation.

6. AUSTRALIAN GEOTHERMAL ENERGY GROUP MEMBERSHIP

6.1 Membership Criteria.

Members of AGEG must be organisations which satisfy the following criteria:

- 6.1.2 be supportive of the purposes (objectives) of AGEG
 - 6.1.3 agree to abide by the Constitution of AGEG
 - 6.1.4 agree to abide by the Code of Ethics of AGEG
 - 6.1.5 agree to abide by decisions of the Executive Committee as allowed by this constitution, and is lawful.
- 6.2. A Code of Ethics of AGEG is to be agreed by vote of Members.
- 6.3 Application for membership shall be made in writing, signed by the applicant and signed by one AGEG Member.
- 6.4 The Secretariat will acknowledge the receipt of applications for Membership and notify the AGEG's Executive Committee of all applications for membership that conform to requirements specified in 6.1 and 6.2 (above) within 30 days of receipt of the application.
- 6.4.1 If no objections are raised by any AGEG's Executive Committee within 10 business days of being notified of an application for Membership, AGEG Membership will be approved.
 - 6.4.2 Any objections to a Membership application from a member of the Executive Committee (or a Membership Sub-committee that may be formed to provide advice to the Executive Committee) needs be provided to the AGEG Secretariat within 9 business days of being notified of an application for Membership. Objections must be in writing and include the reasons for the objection.
 - 6.4.3. Any application for Membership that is subject to an objection must be put to the Executive Committee for consideration and a vote. A simple majority vote will determine such membership applications.
 - 6.4.4 Applicants will be notified of the outcome of their application within 60 days of it being received.
- 6.5 An example of an AGEG's Membership application form is provided as Enclosure 1.
- 6.6 Australian Geothermal Energy Group Membership Categories are listed below.
- 6.6.1 **Members**

A Member of AGEG is a company, or a government agency, or a research organisation or another organisation established on a commercial basis, or non-profit-making basis which satisfies the Membership criteria set out in clause 6.1

Each Member shall:

- (i) have a single vote in all voting procedures;
- (ii) be able to nominate a **Representative** and an **Alternate Representative**;
- (iii) be able to nominate an individual or individuals to participate in various Sub-committees; and
- (iv) pay membership dues as specified in clause 6.6.

6.6.2 **Associate Members**

An Associate Member of AGE G is an organisation or an individual considered suitably qualified and proposed by a Member or a member of the Executive Committee and seconded by another Member or another member of the Executive Committee. Each Associate Member shall:

- (i) be able to comment on all matters, including proposals that are the subject of voting procedures, but Associate Members are not entitled to vote on matters that are the subject of voting procedures;
- (ii) be eligible to participate in Sub-committees,
- (iii) be eligible to participate in one or more Sub-committees with voting rights in the Sub Committee(s); and
- (iv) not be required to pay membership dues (subscription fees), but may of their own volition contribute the equivalent of dues (subscription fees) as described in clause 6.7.

Associate Members may be overseas organisations or individuals with a general interest in geothermal energy.

6.6.3 **Student Members**

A student member of AGE G is a student with an interest in geothermal energy who is regularly enrolled in a college or university. Student members have all the same rights, privileges and duties of membership as Associate Members.

6.6.4 **Distinguished Members**

Distinguished Members of AGE G are individuals who have made significant contributions in the field of geothermal energy in Australia or elsewhere. Distinguished Members are nominated by the Executive Committee and confirmed by a simple majority vote of the Members in General Meeting. No more than two nominations for Distinguished Membership can be approved by the Committee in any financial year. Distinguished Members have all the same rights, privileges and duties of membership as Associate Members.

6.6.5 **Friends of the AGE G**

The Executive Committee may invite organisations or individuals with an interest in geothermal energy to be recognised as Friends of the AGE G

Friends of the AGE G are

- (i) not Members, are not Associate Members, are not Student Members and are not Distinguished Members of the AGE G;
- (ii) recipients of all correspondence to the AGE G;
- (iii) able to attend all general meetings of the AGE G;

- (iv) during general meetings, able to comment on all matters, including proposals that are the subject of voting procedures, but Friends of the AGEG are not entitled to vote on matters that are the subject of voting procedures;
- (v) eligible to participate in one or more Sub-committees
- (vi) able to attend Executive Committee meetings by invitation; and
- (vii) not be required to pay membership dues (subscription fees), but may of their own volition contribute the equivalent of dues (subscription fees) as described in clause 6.7.

6.7 Membership Dues

- 6.7.1 Upon incorporation there are no membership dues for the members of AGEG.
- 6.7.2 Should membership dues be instituted, then membership will be confirmed upon payment of the membership dues.
- 6.7.3. If instituted, membership dues may be tiered to reflect the relative financial capacity of Members, Associate and Student Members, and consideration may be given to offer life-time dispensation for dues for Distinguished Members.
- 6.7.4 The Executive Committee must submit written recommendations to Members in General Meeting to institute, sustain, increase or decrease fees for membership. Any such recommendation will be made at least 30 days ahead of a General Meeting at which a budget and membership dues (subscription fees) are to be determined by the Members in General Meeting.
- 6.7.5 Any membership fees shall be payable annually on 1 July or at such other time as the Members shall determine in General Meeting.
- 6.7.6 Any member whose membership fee is outstanding for more than nine months after the due date for payment (including the initial membership fee) shall cease to be a Member.

6.8 Resignations

- 6.8.1 A Member may resign from AGEG by giving written notice thereof to the Executive Committee or a Public Officer of AGEG
- 6.8.2 Any Member so resigning shall be liable for any outstanding fees which may be recovered as a debt due to the AGEG.
- 6.8.3 Individuals who are representatives of Members that resign from the AGEG are eligible to become Associate Members
- 6.8.4 Individuals who are representatives of Members that resign from the AGEG who are also members of the AGEG's Executive Committee will be deemed to have resigned their membership in the AGEG's Executive Committee on the same date the resignation of a Member is effective.

6.9 Expulsion of a Member

- 6.9.1 Where the Executive Committee unanimously concludes that either a particular Member or their Representative, an Associate Member, Student Member or a Distinguished Member (in this clause referred to as the Notice Recipient), have acted in a way that is significantly detrimental to the

interests of the AGEG, the Executive Committee may write to that particular Notice Recipient to specify its concerns, with a request for a reply within one month, in order to give the particular Notice Recipient an opportunity to be heard or to make a written submission to allay the concerns of the Executive Committee in relation to the alleged action(s). Resignation of the Notice Recipient will close the matter.

- 6.9.2 Where the Executive Committee thereafter unanimously concludes that an insufficient response (which may be no response) has been received from the particular Notice Recipient, then the Notice Recipient is to be notified in writing that an additional one month from the date of the correspondence is a second opportunity for the Notice Recipient to be heard or to make a written submission to allay the concerns of the Executive Committee in relation to the alleged action(s). Where a Notice Recipient, or possible Notice Recipient is a Representative member of the Executive Committee, or has any business relationship with a Member of the Executive Committee, that Representative shall excuse themselves from all discussion and consideration of the matter before the Executive Committee and may not have a vote on the matter nor receive notes or reports of Executive Committee deliberations in respect of the matter
- 6.9.3 Where the Executive Committee thereafter unanimously concludes, after a further month has elapsed, after the dispatch of its second notice of concern, that an insufficient response (which may be no response) is still to be received from the Notice Recipient, then the Executive Committee may inform the Notice Recipient of the Executive Committee's decision to expel the Notice Recipient after a further month has elapsed from the dispatch of its third notice. This further (third) notice will provide the Notice Recipient an opportunity to appeal against expulsion at a General Meeting of Members. Resignation of the Notice Recipient will close the matter.
- 6.9.4 In the event of an appeal against expulsion and in the absence of a satisfactory response to address the concerns of the Executive Committee at the end of that further one month, a recommendation from the Executive Committee to the Members in General Meeting must be made at least than one month in advance of the General Meeting of the Members at which the matter will be determined. The Notice Recipient remains a Member at this time, and this provides a fourth and final opportunity for the Notice Recipient to make a written submission to allay the concerns of the Executive Committee in relation to the perceived misconduct. The appellant will be invited to be heard by the Members at the General Meeting of the Members at which the matter will be determined. Resignation of the Notice Recipient will close the matter.
- 6.9.5 The determination of the Members in General Meeting shall be communicated to the particular Notice Recipient, and in the event of an adverse determination the Notice Recipient shall, (subject to 5.4.5 below), cease to be a member 30 days after the Members in General Meeting has (through its Executive Committee) communicated its determination to the Notice Recipient. Resignation of the Notice Recipient will close the matter.
- 6.9.5 It shall be open to the Notice Recipient to appeal against the expulsion at a General Meeting of the Members. The intention (of the Notice Recipient) to appeal shall be communicated to the Executive Committee within 14 days after the Executive Committee's recommendation (to expel the Notice

Recipient) has been communicated to the Members of the AGEG. The appellant will be invited to be heard by the Members at the General Meeting of the Members at which the appeal matter will be determined.

6.9.6 The Notice Recipient's membership shall not be terminated until after recommendations to expel the member is upheld through relevant Clauses 6.8.1 through 6.8.5. If the recommendation to expel a Notice Recipient is upheld through the above described due process, the Notice Recipient's membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld. Resignation of the Notice Recipient will also close the matter.

6.10 Register of Members

A Register of Members and their Representatives must be kept and contain:

- i) the name, the ABN (where applicable) and postal and email address of each member;
- ii) the date on which each member was admitted to the AGEG; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

The AGEG may also maintain a register of members of joint committees it may form with other associations, such as the Code Committee that has been formed jointly by the AGEG and the Australian Geothermal Energy Association.

6.11 Nomination of Representatives, Alternates and Proxies

6.11.1 A person authorized to make such appointments for a Member must nominate its Representative and, if the Member elects, an Alternate Representative, each being a natural person for all voting matters relating to the operation of the AGEG and these people will be recorded in the Register of Members. A Member can, in writing to the Executive Committee, nominate to replace its Representative and Alternate Representative, and may also name a Proxy in the absence of the Representative for all voting matters at a particular meeting. Notification of an Alternate or Proxy must be received by the Executive Committee 1 working day prior to the commencement of the meeting. Appointments shall be deemed to be a Representative or an Alternate Representative of the Member for all purposes, until the Member revokes such authority.

6.11.2 An Associate Member that is an organisation must nominate its representative who is a natural person and that person will be recorded in the Register of Members. An organisation can in writing to the Executive Committee, nominate to replace its representative, being a natural person, and may also name a proxy in the absence of the nominated representative for attending a particular meeting. Notification of an alternate or proxy must be received by the Executive Committee 1 working day prior to the commencement of the meeting.

7. THE AUSTRALIAN GEOTHERMAL ENERGY GROUP, ITS EXECUTIVE COMMITTEE AND SUB-COMMITTEES

7.1 The Members in General Meeting

7.1.1 The subscribing Members shall fulfill the functions of the Executive Committee and hold office until the first annual general meeting after incorporation.

- 7.1.2 The Members in General Meeting will be asked to appoint (by simple majority) the representative of Australia's Contracting Party to the Executive Committee for the International Energy Agency's Geothermal Implementing Agreement as Chair of AGEG for a 3 year term. This links the requirement of Australia's Contracting Party to provide twice yearly country updates of Australia's geothermal to the AGEG, which was the initial driver to form the AGEG
- 7.1.3 No later than 6 months before the end of a 3 year term for the Chair of AGEG, the Members will be asked to appoint (by simple majority) the representative of Australia's Contracting Party to the Executive Committee for the International Energy Agency's Geothermal Implementing Agreement as Chair of AGEG for a 3 year term.
- 7.1.4 Failing the approval of the Members in General Meeting (by simple majority) to appoint the representative of Australia's Contracting Party to the Executive Committee for the International Energy Agency's Geothermal Implementing Agreement as Chair of the AGEG, the Executive Committee will appoint another representative of a Member to the position of Chair of AGEG for a 3 year term.
- 7.1.5 The Chair of AGEG will become the Chair of the Executive Committee for a 3 year term for the AGEG

7.2 Powers and duties of Members

- 7.2.1 The Constitution and any amendment to the Constitution of AGEG needs be approved by a two-thirds majority vote by the Members at an Annual General Meeting.
- 7.2.2 The Members in General Meeting shall appoint an Executive Committee to manage the affairs of AGEG on behalf of the Members. The Members in General Meeting shall have the power to remove any or all members of the Executive Committee at any time through an ordinary resolution passed at an Annual General Meeting of the Members.
- 7.2.3 The Members in General Meeting may appoint Sub-committees of the Executive Committee (such as Technical Interest Groups) to fulfill functions and carry out tasks defined by the Members and according to terms determined by the Members. The leader(s) or chairperson(s) on Sub-committees shall, at inauguration, be deemed to be elected by the Members in General Meeting. Thereafter, the leader(s) or chairperson(s) will be elected by a simple majority of the Sub-committee. Membership in Sub-committees is open to all categories of members of the AGEG. Each Sub-committee shall develop its own Terms of Reference in alignment with the Terms of Reference of the AGEG.
- 7.2.4 The Members in General Meeting may delegate to the Executive Committee the power to engage and pay other parties to carry out work defined by the Members in General Meeting and the Executive Committee may engage and pay other parties to carry out work defined by the Executive Committee provided that it has been authorized to do so by the Members in General Meeting.
- 7.2.5 Members in General Meeting may appoint Committees to operate jointly with other bodies such as the Australian Geothermal Code Committee that is a joint committee of the AGEG and the Australian Geothermal Energy

Association (AGEA) to develop codes for the reporting of geothermal exploration results, geothermal resource estimates and geothermal reserve estimates.

7.2.6 The Executive Committee may appoint working groups of the Executive Committee to fulfill functions and carry out tasks defined by the Executive Committee and according to terms determined by the Executive Committee. The Executive Committee may appoint members to working groups.

7.2.7. Members in Annual General Meetings, General Meetings, Committee Meetings, Sub-committee Meetings and other meetings of the AGEG may abstain from voting or reclude themselves from discussions if Members deem themselves to have a material conflict of interest in the matter that is the subject of voting.

7.3 The Executive Committee

7.3.1 Composition of Executive Committee is as follows:

- i) The Executive Committee Members hold honorary positions for a term of 3 years with a preference for no more than one-third (3) of the Executive Committee members vacating their positions in any 12 month term.
- ii) All Executive Committee Members are people who are Representatives of Members of AGEG
- iii) The Executive Committee Members will comprise the Chair of the Executive Committee, the Chief Executive of AGEA plus at least three individuals such that the Executive Committee has a minimum of five and a maximum of nine people appointed by the Members in General Meeting as described below.

Two of the Executive Committee Member positions, (a) and (b) described below, are mandatory to assure alignment with Australia's geothermal industry and requirements for bi-annual reporting to the International Energy Agency. Other descriptions are indicative to foster efficiency and effectiveness of the Executive Committee.

- (a) The representative of Australia's Contracting Party to the Executive Committee for the International Energy Agency's Geothermal Implementing Agreement (mandatory to be offered role of Chair, AGEG's Executive Committee as per 7.1.2);
- (b) The Chief Executive of the Australian Geothermal Energy Association (AGEA) (mandatory to be offered role of member in the AGEG Executive Committee)
- (c) Australia's representatives on other international fora (for example Australia's representatives to the International Partnership for Geothermal Technologies and the International Geothermal Association)
- (d) Chairs of Sub-committees
- (e) Such other people who the Members in a General Meeting decide.
- v) Each of the maximum nine Executive Committee Members are entitled to vote on matters put to the Executive Committee.

- vi) The Executive Committee may include ex-officio members in addition to up to nine Executive Committee Members, but such members will not be entitled to vote. Examples could be Members of the AGEG's Secretariat, and representatives of major initiatives that are aligned with the objectives of the AGEG.

7.3.2 Appointment of the Executive Committee

- i) Taking account of the criteria for the Executive Committee in clause 7.3.1 a, Representative is eligible to stand for election if two Members nominate that individual at least 21 days before the meeting by delivering the nomination of that person to the Executive Committee of the AGEG. The nomination shall be signed by the proposers and by the nominee.
- ii) Notice of all persons seeking election as an Executive Committee Member shall be given to all Members of AGEG with the notice calling the meeting at which the election is to take place.
- iii) The Executive Committee may appoint a person to fill a casual vacancy, and such a Member shall hold office until the next annual general meeting of the AGEG.

7.4 Powers and duties of the Executive Committee

- 7.4.1 The Executive Committee will act on behalf of the Members
- 7.4.2 The Executive Committee will be responsible for managing the affairs of the AGEG, including:
 - a) providing executive leadership that pursues the purposes of the AGEG
 - b) implementing the decisions of the Members in General Meeting
 - c) the management and control of the funds and other property of the AGEG
 - d) advising the Members in General Meeting with respect to its compliance with the law
- 7.4.3 The Executive Committee may appoint Sub-committees of the AGEG to carry out tasks defined by the Executive Committee.
- 7.4.4 The Executive Committee shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of the AGEG on which these rules are silent.
- 7.4.5 The Executive Committee shall appoint a public officer as required by the Act.
- 7.4.6 The Executive Committee cannot have proxy members.

7.5 Proceedings of Members, Executive Committee, Other Committees and Sub-committees

- 7.5.1 A quorum for a meeting of the Members shall be a minimum of twenty percent of Members' Representatives or Alternates or by proxy. Physical meetings, teleconferences and video conferences attended by a quorum are valid meetings of the AGEG.
- 7.5.2 The Executive Committee shall meet together for the dispatch of business at least once every four months

- 7.5.3 The Members shall meet in person for the dispatch of business at least two times per year.
- 7.5.4 The AGEG may settle on alternative meeting arrangements during an Annual General Meeting.
- 7.5.5 Questions arising at any meeting of the Executive Committee or the Members in General Meeting shall be decided by a majority of votes, and in the event of equality of votes the Chair shall have a casting vote in addition to a deliberative vote.
- 7.5.6 A quorum for a meeting of the Executive Committee shall be 5 members of the Executive Committee. Physical meetings, teleconferences and video conferences attended by a quorum are valid meetings of the Executive Committee.
- 7.5.7 A quorum for a meeting of AGEG Committees and Sub-committees shall be 5 members. Physical meetings, teleconferences and video conferences attended by a quorum are valid meetings of the Committees and Sub-committees.
- 7.5.8 AGEG Committees and Sub-committees (such as Technical Interest Groups) will appoint a Chair (Leader) and Vice Chair or Co-Chairs (Co-leaders) on the basis of a majority of votes, and in the event of equality of votes the Chair of the AGEG shall have a casting vote in addition to a deliberative vote.
- 7.5.9 A member of the Executive Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the AGEG must disclose the nature and extent of that interest to the Executive Committee and the Members in General Meetings as required by the Act, and shall not vote with respect to that contract or proposed contract.
- 7.5.10 A member of the AGEG (able to dial into a meeting by phone) is deemed to be notified of the meeting if notification of, and arrangements for, have been made to dial in by phone prior to the commencement of the meeting.
- 7.5.11 The Chair and Vice-Chair of the AGEG on the behalf of the Executive Committee may put notices and matters for voting to Members, Committees and Sub-committees in writing, by the means of communication recorded in the Register, and at their discretion by post, facsimile, electronic mail (E-mail) or through a website process.
- 7.5.12 The Chairs and Vice Chairs of Committees on the behalf of their Committees may put notices and matters for voting to members of their Committees in writing, by the means of communication recorded in the Register, and at their discretion by post, facsimile, electronic mail (E-mail) or through a website process.

7.6 **Secretariat**

- 7.6.1 The AGEG, through its Executive Committee, may appoint an entity to provide secretariat services to the AGEG. Initially PIRSA will provide these services, including:
 - hosting the AGEG website;
 - maintenance of the Register of Members; and

- support to the Executive Committee and its functions, including facilities for meetings, accounting and reporting

- 7.6.2 The position of Secretariat, its role and function and the terms and conditions of any contract for services (including remuneration, if any) shall be determined by written agreement between the Executive Committee, in accord with powers of the Executive Committee defined in this constitution.
- 7.6.3 Agreement to remunerate the AGEg's Secretariat for services rendered must be in accord with Clause 6.7.4. This requires the Executive Committee to submit a written recommendation to Members in a General Meeting to institute or vary fees for membership to cover the costs to sustain the AGEg's Secretariat. Any such recommendation will be made at least 30 days ahead of a General Meeting at which a budget and membership dues (subscription fees) are to be determined by the Members in General Meeting.

7.7 **Disqualification of Executive Committee Members**

The office of an Executive Committee Member shall become vacant if an Executive Committee Member is:

- 7.7.1 disqualified from being a committee member by the Act;
- 7.7.2 expelled as a member under these rules;
- 7.7.3 permanently incapacitated by ill health;
- 7.7.4 absent without apology from more than three meetings in a financial year;
- 7.7.5 no longer a duly appointed Representative of a Member.

7.8 **Disqualification of Committee and Sub-committee Members**

The office of a Committee or Sub-committee Member shall become vacant if a Committee or Sub-committee Member is:

- 7.8.1 disqualified from being a committee member by the Act;
- 7.8.2 expelled as a member under these rules;
- 7.8.3 permanently incapacitated by ill health;
- 7.8.4 absent without apology from more than three meetings in a financial year;
- 7.8.5 no longer a duly appointed Representative of an Associate Member or an individual who is an Associate Member

8. **GENERAL MEETINGS**

8.1 **Annual General Meetings**

- 8.1.1 The Executive Committee shall call an annual general meeting in accordance with the Act and these rules.
- 8.1.2 The first annual general meeting shall be held within 3 months after the incorporation of the AGEg, and thereafter within five months after the end of its financial year.
- 8.1.3 The order of the business at the meeting shall, at minimum be:

- 8.1.3.1 the finalisation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- 8.1.3.2 the consideration of the accounts and reports of the Committee and the auditor's report (if auditor's report is required)
- 8.1.3.3 the election of office bearers
- 8.1.3.4 the appointment of auditors as required under Clause 11.5.
- 8.1.3.5 any other business requiring consideration by the AGEG in the general meeting.

8.2 Special General Meetings

- 8.2.1 The Executive Committee may call a special general meeting of the AGEG at any time of its choosing or as required according to Clause 8.2.2.
- 8.2.2 Upon a requisition in writing of not less than 20% of the Members of the AGEG, the Executive Committee shall within two months of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 8.2.3 Every requisition for a special general meeting shall be signed by the relevant Representatives calling for the meeting and shall collectively state the purpose of the meeting.
- 8.2.4 If a special general meeting is not convened within two months, as required by 8.2.2, the Members calling for the meeting, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Executive Committee, and for this purpose the Executive Committee shall ensure that the Members calling for the meeting are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

8.3 Notice of General Meetings

- 8.3.1 Subject to 8.3.2, at least 14 business days notice of any general meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 business days prior to the date of the meeting.
- 8.3.3 A notice may be given by the AGEG through its Executive Committee to any Member or Sub-Committee by serving the Member or Sub-Committee with the notice personally, or by sending it by post or by electronic mail to the address appearing in the register of members. (See rule 5.5.)
- 8.3.4 A notice may be given by the AGEG to its Executive Committee by serving the Executive Committee with the notice personally, or by sending it by post or by electronic mail to the address appearing in the register of members. (See rule 5.5.)
- 8.3.5 Where a notice is sent by post:
 - 8.3.4.1 the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

8.3.4.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.3.6 Where the notice is sent by electronic mail, unless the contrary is proved, service will be taken to have been effected at the time at which the notice is sent by the serving Member. Members have a responsibility to ensure the AGEg's Secretariat has up-to-date contact details.

8.4 Proceedings at General Meetings

8.4.1 20% of Members represented by Representative Members or Alternate Representative Members or by proxy shall constitute a quorum for the transaction of business at any general meeting. Quorums are as described in 7.5.7.

8.4.2 If within 60 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members (by Members calling for the meeting) shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 60 minutes of the time appointed for the meeting the Members present shall form a quorum.

8.4.3 Subject to 8.4.4, the Chair shall preside as Chair at a General Meeting of the AGEg.

8.4.4 If the Chair is not present within thirty minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chair, the Members may choose (by a vote requiring a simple majority) an Executive Committee member or one of their own number to be the Chair of that meeting.

8.5 Voting at General Meetings

8.5.1 Subject to these rules, every Member of the AGEg can vote at a meeting of the AGEg.

8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution or a resolution to amend this Constitution, must be determined by a simple majority of votes from Members or Members' Alternate Representative attending in person or, where proxies are allowed, by proxy, at that meeting.

8.5.3 Unless a poll is demanded by at least five Representatives or Alternate Representatives, a question for decision at a general meeting must be determined by a show of hands.

8.5.4 A Member being a body corporate shall be entitled to appoint a Representative and an Alternate Representative, one of which will represent it at a particular general meeting or at all general meetings of the AGEg.

8.6 Polling (Voting) at General Meetings

8.6.1. If a poll (vote) is demanded by at least five Members (through their Representative or Alternate Representative or proxies), it must be

conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

- 8.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 **Special and Ordinary Resolutions**

8.7.1 A special resolution is a special resolution as defined in the Act.

8.7.2 An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.8 **Proxies**

A Member shall be entitled to appoint in writing a natural person to be their proxy, and attend and vote at any General Meeting of the AGEg.

9. **MINUTES**

- 9.1 Proper minutes of all proceedings of all meetings of the Members and Executive Committee shall be entered within three months after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the Members or Executive Committee (as relevant) at a subsequent meeting.
- 9.3 The minutes kept pursuant to this rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed.
- 9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. **DISPUTE RESOLUTION**

10. 1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between any class of member and the AGEg.
10. 2 The parties to the dispute must meet and discuss the matter in dispute, and, attempt to resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
10. 3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
10. 4 Within 14 days following the discussion of the dispute before an independent third party agreed by the parties, the parties must meet and discuss the matter in dispute.
10. 5 If the dispute is not resolved in meetings described under Clause 10.4 or Clause 10.5, then the parties may resolve to put a written description of the dispute to the Members of the AGEg such that a resolution, or series of resolutions may be passed by vote, in order to resolve the dispute to the satisfaction of the AGEg.

11 INDEMNITY

The Executive Committee will recommend to the AGEg the taking up of an appropriate insurance instrument suited to its not-for-profit status

12. FINANCIAL REPORTING

12.1 Financial Year

The first financial year of the AGEg shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

12.2 Accounts to be Kept

The AGEg through its Secretariat shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the AGEg in accordance with the Act.

12.3 Accounts and Reports to be Laid Before Members

The accounts, together with the auditor's report on the accounts, the Executive Committee's statement and the Executive Committee's report, shall be laid before Members at the annual general meeting.

12.4 Annual Return

12.4.1 The annual return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year if annual income exceeds the limit identified in the Act.

12.4.2 Should a return be required, it must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the Committee's report.

12.4.3 The annual return will be lodged by the Secretariat after being authorized to do so by the Executive Committee.

12.5 Appointment of Auditor

11.5.1 At each annual general meeting, the Members shall appoint a person to be auditor of the AGEg.

11.5.2 The Executive Committee will make recommendations to the Members concerning the selection and terms of engagement of an auditor.

11.5.3 The Auditor will be engaged by the Secretariat following instruction by the Executive Committee.

11.5.4 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the AGEg shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the AGEg.

14. WINDING UP

The AGEG may be wound up in the manner provided for in the Act.

15. APPLICATION OF SURPLUS ASSETS

- 15.1 If after the winding up of the AGEG there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar purposes and has rules which prohibit the distribution of its assets and income to its members. The AGEG may also determine to distribute surplus assets to nominated charities.
- 15.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Enclosure 1 – To be modified as the focus of Technical Interest Groups may



**Australian Geothermal Energy Group
Membership Nominating Application**

The vision, terms of reference & technical interest groups of the AGEG are attached

Members should name individuals to join at least one AGEG's Technical Interest Groups.

Return this form by:

- facsimile to 61 8 8463 3229 or
- post to The AGEG c/o P&G Group, PIRSA, GPO
Box 1671 Adelaide, South Australia 5001 or
- email to the AGEG Secretariat:
alexandra.long@sa.gov.au

Tick one box

- Member (Representative)
- Member (Alternate Representative)
- Associate Member (Representative or Individual)
- Student Member (Individual)

Contact Details Return via this form

Name of Organisation Represented (if applicable)	ABN Number

First Name	Middle Name(s)	Surname

Primary Email:	Secondary Email

Phone (specify country and area prefixes)

Work desk:	Mobile:	After Hours (specify)

Postal Address (incl. country and postal code)

--

Street Address if different from postal address (incl. country and postal code)

--

Signature	Date

Nominations: Applications should be nominated by at least one individual who is a representative for a Member of the Australian Geothermal Energy Group, and/or individuals who are members of an Australian Geothermal Energy Group Technical Interest Group, and/or the members of the Australian Geothermal Energy Association. Applicants who do not know any Members or cannot easily obtain at least one signature may attach information for the Australian Geothermal Energy Group's Executive Committee to consider nomination.

Name of Nominator (1)	Signature	Date

Name of Nominator (2)	Signature	Date

Indicate with a tick (☑) which of the following Technical Interest Groups in which you will participate

<input type="checkbox"/> 1	Land access protocols (stakeholder engagement, environment & heritage protection, etc)	<input type="checkbox"/> 7	Direct use for drying, heating & cooling (incl heat pumps) NOTE: Equiv. industry-only forum is an AGEA Committee
<input type="checkbox"/> 2	Reserve and resource definitions. In addition to and supportive of the AGEG-AGEA Australian Reporting Code Committee	<input type="checkbox"/> 8	Data and information management
<input type="checkbox"/> 3	Whole-of-sector forum to advance policies Equiv. industry-only forum is an AGEA Committee	<input type="checkbox"/> 9	Reservoir development and engineering (includes reservoir characterization and modeling)
<input type="checkbox"/> 4	Outreach (incl. conferences, education & website) Provides support for the annual AGEG-AGEA Australian Geothermal Energy Conference	<input type="checkbox"/> 10	Exploration and Well Log Technologies
<input type="checkbox"/> 5	Getting to markets. Includes economic modeling methods, cost benchmarks and novel uses of geothermal energy. AGEA provides industry positions on market rules	<input type="checkbox"/> 11	Drilling and Well Construction
<input type="checkbox"/> 6	Geothermal power generation systems	<input type="checkbox"/> 12	Education



Australian Geothermal Energy Group - **ADDITIONAL CONTACT DETAILS** Membership Nominating Application

The vision, terms of reference & technical interest groups of the AGEG are attached

Additional contacts are encouraged to join at least one technical interest group

Either provide one form per additional contact or attach a list with relevant details.

Return this form by:

- facsimile to 61 8 8463 3229 or
- post to The AGEG c/o P&G Group, PIRSA, GPO Box 1671 Adelaide, South Australia 5001 or
- email to the AGEG Secretariat: alexandra.long@sa.gov.au

Additional Contact Details

Name of Organisation Affiliation	ABN Number

First Name	Middle Name(s)	Surname

Primary Email:	Secondary Email

Phone (specify country and area prefixes)

Work desk:	Mobile:	After Hours (specify)

Postal Address (incl. country and postal code)

--

Street Address if different from postal address (incl. country and postal code)

--

Signature	Date

Indicate with a tick (☑) at least one of the following Technical Interest Groups in which you will participate

<input type="checkbox"/> 1	Land access protocols (stakeholder engagement, environment & heritage protection, etc)	<input type="checkbox"/> 7	Direct use for drying, heating & cooling (incl heat pumps) Equiv. industry-only forum is an AGEA Committee
<input type="checkbox"/> 2	Reserve and resource definitions. In addition to and supportive of the AGEG-AGEA Australian Reporting Code Committee	<input type="checkbox"/> 8	Data and information management
<input type="checkbox"/> 3	Whole-of-sector forum to advance policies Equiv. industry-only forum is an AGEA Committee	<input type="checkbox"/> 9	Reservoir development and engineering (includes reservoir characterization and modeling)
<input type="checkbox"/> 4	Outreach (incl. conferences, education & website) Provides support for the annual AGEG-AGEA Australian Geothermal Energy Conference	<input type="checkbox"/> 10	Exploration and Well Log Technologies
<input type="checkbox"/> 5	Getting to markets. Includes economic modeling methods, cost benchmarks and novel uses of geothermal energy. AGEA provides industry positions on market rules	<input type="checkbox"/> 11	Drilling and Well Construction
<input type="checkbox"/> 6	Geothermal power generation systems	<input type="checkbox"/> 12	Education



Australian Geothermal Energy Group (AGEG)

<http://www.pir.sa.gov.au/geothermal/ageg>

AGEG'S VISION: Geothermal resources to provide the lowest cost emissions-free renewable base load and direct-use energy for centuries to come.

AGEG's MEMBERSHIP

Representatives of companies, government agencies and universities with a focus on exploring for and developing geothermal energy resources so that the AGEG is Australia's whole-of-sector peak professional body, in close cooperation with the Australian Geothermal Energy Association (AGEA). The AGEA is the industry directorate (lobby).

AGEG'S TERMS OF REFERENCE

- Provide support for Australia's membership in the IEA's Geothermal Implementing Agreement (GIA), the International Partnership for Geothermal Technology (IPGT), the International Geothermal Association (IGA), and generally facilitate engagement with the international geothermal community.
- The purpose of the AGEG is to foster the advancement of geothermal energy use by, for example:
 - Cooperating in studies to advance geothermal exploration, proof-of-concept, demonstration, development and deployment methods and technologies;
 - Cooperating to develop, collect, improve and disseminate geothermal-related information;
 - Identifying opportunities to facilitate the efficient advancement of geothermal energy projects; and
 - Disseminating information on geothermal energy to decision makers, financiers, researchers and the general public e.g. outreach;
 - In a cooperative manner with the AGEA and Government, be the point of contact for Australia's membership in international fora (such as the GIA and IPGT), and facilitate engagement with the international geothermal community.

Enclosure 2 - Organisational structure and linkages for the Australian Geothermal Energy Group.
To be modified as the focus of AGEG Technical Interest Groups may change

