

THE GEOTHERMAL ASSOCIATION OF IRELAND

SECRETARIAT: c/o Groundwater Programme Geological Survey of Ireland,
Haddington Road Dublin 4 Ireland

Tel: +353-1-678 2784 / 2780; Fax: +353-1-678 2569; email: info@geothermalassociation.ie

CONSTITUTION

GEOTHERMAL ASSOCIATION OF IRELAND

Adopted 12th February 2005

1 Name

The Name of the organisation is the Geothermal Association of Ireland (GAI)

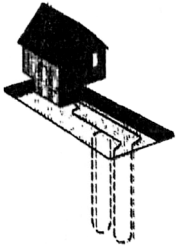
2 Nature

The organisation is a self-governing association of voluntary members formed for a common purpose.

3 Aims and Objective

The Aims and Objectives of the GAI are to:

- 3.1 Promote the use of geothermal energy in Ireland
- 3.2 Improve the understanding of the nature, production and uses of geothermal energy
- 3.3 To promote best practice in the geothermal industry, in order to maintain public perception of the positive benefits of geothermal energy
- 3.4 Promote the interests of its members
- 3.5 Liase with similar interest groups and maintain contact with the Department of Energy, ESB, etc.



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4 Membership

4.1 There are two types of membership. Ordinary Membership for individuals and Corporate Membership for organisations.

4.1.1 Members are admitted to the Association on receipt of written application and acceptance by the Committee.

4.1.2 Membership is subject to an annual subscription to be determined from time to time by general meeting of the Association, or by the Committee of members acting on their behalf.

4.2 Ordinary Membership

Membership of the GAI is open to anyone who is interested in supporting the aims and objectives of the Association.

4.2.1 Members will determine Association policy by the casting of a single vote per member in general meetings.

4.2.2 Members may resign from membership at any time by notifying the Secretary of the Committee in writing or their membership may be terminated by the decision of a quorum of a general Meeting at any time by notice in writing.

4.3 Corporate Membership

Corporate Membership of the GAI is open to any body that regards Geothermal Energy as an important part of their business or is interested in supporting the aims and objectives of the Association

4.3.1 Up to three members of a corporate body shall be entitled to vote at GAI meetings and to attend site visits and meetings as GAI members

4.3.2 Only two members of a corporate body shall be eligible to become officers of the Association.

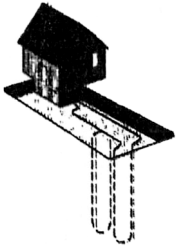
5. Committee and Officers

5.1 The Committee of the Association shall be composed of a minimum of five and a maximum of eight members elected by simple majority at the Annual General Meeting of the Association. They shall include the Executive Officers of Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer.

5.2 Non Executive Committee positions may include as required: Editor, European officer, Development officer and Events officer. Vacancies on the Committee shall be filled by co-option.

5.3 The Committee may from time to time establish sub-committees for the purpose of pursuing specific projects of the Association vested with agreed Terms of Reference. Membership of such sub-committees may be drawn from the members or by the co-option of suitable persons from outside the Association.

5.4 No member may serve more than three consecutive terms in any one position.



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6. General Meetings

- 6.1 The GAI shall hold an Annual General Meeting of the members once in a calendar year in February or March, for consideration of the financial report for the year ended the previous 31st December, election of officers and the transaction of general business. At least 21 days notice in writing shall be given to the members of the general meeting.
- 6.2 An Emergency General Meeting may at any time, be convened by the committee, OR by notice given to the honorary secretary in writing, signed by at least 20% of members of the group and stating the object of the meeting. At least 21 days notice in writing shall be given to the members of an Emergency General Meeting.
- 6.3 The quorum for any general meeting shall be 20% of members.
- 6.4 In the event of the Chair being unable to attend a Meeting, the Vice Chair shall preside. Otherwise, the committee members may appoint one of their numbers to act as Chair.
- 6.5 The Chair shall have the right to exercise a casting vote as well as an ordinary vote.
- 6.6 The Secretary shall cause proper minutes to be made and circulated to Members of all proceedings and decisions

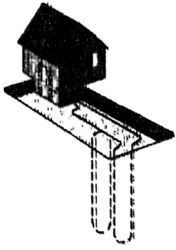
7. Committee Meetings

- 7.1 The Committee shall meet regularly.
- 7.2 In the event of the Chair being unable to attend a meeting, the Vice Chair shall preside. Otherwise the Committee members shall appoint one of their numbers to act as Chair.
- 7.3 The Chair shall have the right to exercise a casting vote as well as an ordinary vote.
- 7.4 No business shall take place unless a quorum of 3 is present.
- 7.5 The Secretary shall cause proper minutes to be made and circulated to Committee members of all proceedings and decisions.

8. Funds

The Funds of the GAI shall consist of:

- 8.1 Money received by the way of subscription
- 8.2 Money received by the ways of funds raised.
- 8.3 Money received by the way of sponsorship.



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9. Accounts

- 9.1 The books of account shall be kept by the Honorary Treasurer for the purpose of the preparation of the annual Income and Expenditure Account and Balance Sheet and for presentation to the approval of the AGM
- 9.2 The books of account shall be open to inspection by members of the committee by appointment.
- 9.3 The Honorary Treasurer shall arrange for the annual Income and Expenditure Account and balance sheet to be prepared.
- 9.4 A bank account shall be maintained in the name of the Geothermal Association of Ireland. The Honorary Treasurer and any one other of the Executive Officers shall sign all cheques on this account.

10. Power of Committee

The Committee shall have the power to:

- 10.1 Manage the business of the Association
- 10.2 Admit persons to membership of the GAI
- 10.3 Collect subscriptions from members
- 10.4 Collect money from fundraising
- 10.5 Hold Meetings and Site Visits
- 10.6 Set up working groups within the association who, with the approval of the committee, may call on the services of outside persons to assist in the work of any working group, as considered necessary.

11. Amendment of the Constitution

- 11.1 The Constitution shall only be amended at an Annual or an Extraordinary General Meeting.
- 11.2 Proposals for amendments must be circulated with the notice for the meeting at least 21 days before the meeting.
- 11.3 A 67% majority is required for the adoption of any amendments.