

**INTERNATIONAL GEOTHERMAL ASSOCIATION INC.
ASIA-WESTERN PACIFIC REGIONAL BRANCH**

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**INTERNATIONAL GEOTHERMAL ASSOCIATION INC.
ASIA-WESTERN PACIFIC REGIONAL BRANCH (AWPRB)**

BYLAWS

ART. 1 DEFINITION

The International Geothermal Association, hereinafter called "IGA", is a scientific, educational and cultural organisation established to operate worldwide. It is a non-political, non-governmental, **non-profit organization**.

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

The IGA is affiliated to a number of country-specific Geothermal Associations each with their own governance. There are also individual members of the IGA.

Under the IGA Bylaws (Article 15, which is attached as Annex A), members who live or work within a defined geographical area may form a Regional Branch to foster closer regional cooperation. Regional Branches may not geographically overlap. Within that area, membership is voluntary: members may elect to become members of the Regional Branch, but membership of the Regional Branch is not compulsory either for individual IGA members or members of affiliated local associations except where the affiliated local organisations so determine.

This document comprises the Bylaws for the **Asia** Western Pacific Regional Branch of the IGA. The Western Pacific Regional Branch, hereinafter called "**AWPRB**", was founded by a motion of the IGA Board of Directors on 3-4 April 2006 at the request of the Geothermal Associations of China, Indonesia, Japan, New Zealand and the Philippines.

Although activities of the **AWPRB** are subject to the governance and bylaws of the IGA, the **AWPRB** can enter into contracts and administer its own financial affairs. For this purpose, it is registered as a separate legal entity under the laws of New Zealand.

ART. 2 GEOGRAPHICAL COVERAGE

The **AWPRB** of IGA relates to a Region comprising the area outlined by joining the national boundaries of: Thailand, China, Mongolia, **India**, Japan, Samoa, New Zealand, Australia, Indonesia, **Philippines** and all other countries within that area.

ART. 3 ELIGIBILITY FOR MEMBERSHIP

Any financial member of the IGA (including members of Affiliated Organisations) who lives or works within the defined Region may apply to become a member of the **AWPRB** of IGA.

Other IGA members may participate in the work of the **AWPRB** but without voting rights. Such members will not be counted in determining any quorum specified elsewhere in these Bylaws.

ART. 4 REGISTERED OFFICE

The IGA is a tax-exempt, non-profit organisation registered in New Zealand. The **AWPRB** is a tax-exempt, non-profit organisation, presently chartered as the **Asia** Western Pacific Regional Branch of the International Geothermal Association Inc., under the laws of New Zealand. The Forum, which is defined in Article 11, may by a simple majority vote determine the location of the **AWPRB** Registered Office and Secretariat.

ART. 5 STRUCTURE

The **AWPRB** consists of its Membership, its Forum, its Officers, its Permanent Committees, its Secretariat and such other Committees as from time to time may exist.

ART. 6 MEMBERSHIP

The membership shall be divided into six classes consisting of:

- Individual members
- Student members
- Corporate members
- Institutional members
- Sustaining members
- Honorary members

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

Applications to join the Regional Branch shall be sent to either the Secretary or the Chairman.

Individual Members are scientists, technologists and other persons engaged in the research, development or utilisation of geothermal energy, and such other persons as may be considered to qualify by the Forum.

Student Members are students with an interest in geothermal 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.

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

Sustaining Members are organisations or individuals who wish to demonstrate their interest in geothermal energy by making a voluntary contribution to the Regional Branch above a minimum level to be fixed by the Forum. **Their rights are the same as those in the category of membership to which they would otherwise belong.**

Honorary Members are senior Individual Members who have given many years of service to the Regional Branch or IGA and/or have made significant contribution in the field of geothermal energy. A maximum of one person per year may be elevated to the Honorary Member grade by the Forum. However, the total number of Honorary Members at any one time is limited to ten.

ART. 7 RELATIONSHIP OF THE REGIONAL BRANCH TO THE INTERNATIONAL GEOTHERMAL ASSOCIATION

In terms of governance and membership, the Regional Branch is a sub-grouping of IGA. The relevant Bylaws of IGA are attached as Appendix A and the Regional Branch is subject to them.

ART. 8 RELATIONSHIP OF THE REGIONAL BRANCH TO AFFILIATED ORGANIZATIONS OF THE INTERNATIONAL GEOTHERMAL ASSOCIATION

The local individual Geothermal Associations affiliated to the IGA within the Region do not have any specific rights or obligations in terms of governance of the AWPRB of IGA, other than those defined in these Bylaws. However, they may be requested by the Forum to assist with maintaining membership information, collecting fees, organising elections, and generally assisting with communications between the Regional Branch and their membership.

ART. 9 LOSS OF MEMBERSHIP STATUS

Any Member of the Regional Branch may resign by giving notice in writing to the Secretary or the Chairman of the Regional Branch or directly to the Secretariat of IGA.

Membership status shall be lost:

- if the Member ceases to be a member of IGA;
- if the Member fails to pay the annual membership fee as set by the Forum of the Regional Branch by **30 September** each year;
- if in the opinion of the two-thirds majority of the full Forum of the Regional Branch the 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 Forum in his/her defence, either in person or by counsel.

ART. 10 DUES AND ASSOCIATION YEAR

The financial year of the Regional Branch shall be the calendar year, from the 1st January to the 31st of December.

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

The annual dues of the members shall be fixed by the Forum from time to time. Annual dues may be fixed on a country by country basis for countries which have Affiliated Organisations.

ART. 11 GOVERNMENT

- (a) The affairs of the Regional Branch shall be governed by a body, chosen from its membership, which is called the Forum, and a Chairman who is appointed by the Board of Directors of the International Geothermal Association.
- (b) The Forum shall govern the affairs of the Regional Branch subject to the limitations prescribed in these Bylaws, including the relevant Bylaws of the IGA attached as Annex A and such revisions of the IGA Bylaws as may occur from time to time.
- (c) The Forum shall consist of a minimum of 5 members and a maximum of 7 members, including the Chairman of the Regional Branch.
- (d) Every three years, within 3 months after the announcement of the results of the election of the IGA Board of Directors, elections will be held to elect the Forum members (apart from the Chairman, who is appointed by the Board of Directors of IGA).
- (e) Each Forum member shall hold office for a term of three years.
- (f) No elected member of the Forum shall serve more than two consecutive three-year terms.
- (g) New members of the Forum may be elected by postal or electronic ballot amongst the Membership. The election should be carried out by the Secretary of the Regional Branch.

- (h) New members of the Forum shall enter into office at the Annual General Meeting following their election by the membership. The past members and officers of the Forum shall continue to hold office until that time, except in cases of resignation or expulsion.
- (i) The Forum shall select the Officers of the Regional Branch from its members on a 3 yearly basis.
- (j) The Forum 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 Regional Branch, and it shall have the right to appoint qualified persons to fill all such offices and positions.
- (k) The Forum may, at any time, fill any vacancy in the Forum, apart from the Chairman, or other offices which may occur. The person or persons so named shall hold offices until their successors are duly elected or appointed.
- (l) The Forum may also second a person on to the Forum to assist with some specific activity or to finish a task that was initiated while that person was a member of the Forum.
- (m) The Forum shall meet at regular intervals, but at least two times per year. The quorum for any meeting of the Forum shall be 4 members or 60%, whichever is fewer, of the present members of the Forum. For this purpose attendance by phone or video conference shall be included in the quorum. Proxy members duly appointed shall be counted for the purpose of establishing a quorum, (in accordance with article "p").

During a meeting, the Forum 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 11(n)), the Secretary shall give Forum members at least one month notice of the next meeting.

- (n) An **Executive Committee**, consisting of the Chairman, the Secretary and the Treasurer, shall have full powers to conduct the affairs of the Regional Branch between Forum meetings in accordance with policy set and decisions made by the Forum.
- (o) The Chairman shall call a special meeting of the Forum at the request of three members of the Forum. At least one month notice of special meetings shall be given.
- (p) Voting at all meetings of the Forum shall be by show of hands or by a ballot, as determined by the Chairman. Resolutions are passed by simple majority of those present unless differently stated in these Bylaws. In the event of an equality of votes, the Chairman shall have an additional deciding vote.
- (q) A question may be referred, by the Chairman, to all members of the Forum for decision by postal ballot, by airmail or faster alternatives including Email.

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 Forum duly convened and held.

- (r) Forum members are expected to contribute actively to the Forum and to its Committees. The Forum may, by a two-thirds majority vote of all Forum Members, expel any Forum Members from Forum membership if in the opinion of the Forum that the Forum 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 Forum meeting per year (including attendance by phone or video link);
 - failure to respond to letters, faxes, Emails or phone calls for a period of six months;
 - failure to participate actively on the Forum.

The Forum will be entitled to vary these criteria according to the circumstances of the member concerned.

ART. 12 LIABILITY OF OFFICERS, FORUM MEMBERS, IGA AND AFFILIATED ORGANISATIONS

All Officers and all Forum members shall serve the Regional Branch in their personal capacity, with no involvement or responsibility whatsoever of the organisation, entity or body to which they may belong. Officers and Forum members shall be liable at a personal level only when they fail to follow a decision of the Forum, and when they undertake or carry out relevant actions, in the judgement of the Forum, not previously submitted to the consideration and approval of the Forum itself.

No action of the Regional Branch shall cause any liability, financial or otherwise, to the International Geothermal Association or Affiliated Organisations, except where a contract has been entered into by the said parties for a specific purpose and such liability and its duration has been defined (for example a specific jointly sponsored educational activity).

ART. 13 OFFICERS OF THE REGIONAL BRANCH

- (a) The Officers of the Regional Branch shall be the Chairman, the Vice-Chairman, the Secretary and the Treasurer.
- (b) Apart from the Chairman (who is appointed by the IGA) the Officers shall be elected by the Forum from its own members. Officers will be elected (or re-elected) on a 3 yearly basis.
- (c) The election should be carried out by the Secretary. Election may be by postal or Email ballot or by a simple show of hands at a meeting soon after the

election of the new members of the Forum and prior to their taking office at the AGM. To obtain nominations and select candidates the Chairman shall set up a small committee comprising him/herself, the Secretary and at the discretion of the Chairman other Forum members who shall not themselves be candidates for the Officers.

- (d) The Officers (apart from the Chairman) shall start their terms of office at the conclusion of the Forum meeting at which they have been declared elected. This shall be the first meeting of the new Forum. They shall hold office until the election of successors except in the cases of resignation or expulsion.
- (e) The Chairman will normally act as the Chairman of the Forum and shall preside at all meetings of the Regional Branch.

The Chairman shall be an ex-officio member of all Permanent Committees, except the Audit Committee, and it shall be his/her duty to represent the Regional Branch in dealing with outside agencies or individuals and to transact business on behalf of the Regional Branch as the Forum may direct.

The Chairman may delegate, in writing, his/her functions with the approval by a simple majority of the Forum. The consensus will not be required if the person delegated is the Vice-Chairman.

- (f) The Vice-Chairman 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.
- (g) 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 Regional Branch's activities.
- (h) The Treasurer shall have the custody of the Regional Branch's funds and shall be responsible for managing these funds in a judicious manner. With the assistance of the Secretary he/she 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 Regional Branch in such depositories as may be approved by the Forum.

The Treasurer shall disburse the funds of the Regional Branch as may be ordered by the Chairman or the Secretary or by both if the disbursement exceeds a limit determined by the Forum. The Treasurer shall demand proper receipts for such disbursements, and render to the Chairman at the regular meetings of the Forum, or whenever the Chairman may require, an account of all his/her transactions and of the financial conditions of the Regional Branch.

All cheques or withdrawal slips drawn by the Treasurer above a limit determined by the Forum shall have been in advance authorised in writing by the Chairman.

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, if it is established, of the Regional Branch of which he/she is a member without the right to vote, otherwise he shall report to the Chairman.

When the Chairman and Treasurer are not based in the same country, the Chairman may set up and operate a bank account on behalf of the Regional Branch to deal expediently with any payments that may arise, but any such activities shall be subject to the overall control of the Treasurer.

ART. 14 SECRETARIAT

If it is considered necessary by the Forum, a Secretariat shall be established by the Forum to perform, with such staff as necessary, the day-to-day course of Regional Branch business. The Secretariat shall be headed by the Secretary or a person nominated by the Forum.

The Secretariat shall maintain the Regional Branch's files and records, and conduct business as required.

The Secretariat shall assist as required with the organisation of meetings and courses. It shall also publish newsletters, circulars or other material as the Forum shall direct and authorise.

The Secretary or the person nominated by the Forum will communicate with the membership by meeting, fax, electronic mail or any other appropriate form of written or electronic communication.

ART. 15 GENERAL MEETINGS

- (a) A General or Extraordinary General Meeting of the Membership shall be held at such time as the Forum may from time to time determine.
- (b) The Forum shall call a General Meeting forthwith upon the request of 10 or more Members or 5% of the Membership, whichever is greater. In this context, Corporate or Institutional Members shall be counted as 3 votes.
- (c) Notice of meetings and issues to be voted on will be given by a circular delivered by post to the Membership. At least **two weeks** of notice shall be given.

- (d) A quorum at a General or Extraordinary General Meeting shall be 10 members. Corporate or Institutional Members shall each count as only 1 member in determining the quorum.
- (e) At all such meetings the Chairman or in his/her absence the Vice-Chairman or a member of the Forum 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 Chairman of the Meeting. Where a postal ballot has been called, voting by those present at the Meeting shall be carried out in writing or by Email.
- (g) Postal votes or Email 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 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 each calendar year. The meeting shall be held at a date and time to be determined by the Forum, but will usually be held in conjunction with the Regional Conference (which means that the timing of the AGM could be at any time during the year, depending on the location and timing of the Regional Conference). As a minimum the following matters shall be considered at the AGM:

1 - Minutes of the preceding AGM.

2 - Annual report to the Forum.

3 - Financial statement.

4 - General business.

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

Resolutions passed at an AGM shall be binding on the Regional Branch and Forum only if they were circulated with the agenda at least 1 calendar month prior to the Meeting.

ART. 16 NOMINATION AND ELECTION OF FORUM MEMBERS

- (a) A Nominating Committee of not less than three members shall be appointed by the Forum to obtain nominations and select candidates for Forum representation.
- (b) Committee nominations shall be determined by a majority vote of the entire Nominating Committee.

- (c) 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 Regional Branch, must reach the Secretary one month before the date of the election.

Except where article 16(e) applies, the Secretary shall mail or 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 Chairman shall certify the results of the election and acquaint the Forum with the results of the election and, after approval of the Forum, shall notify the successful candidates.

The Chairman shall convene the new Forum.

In the case of a tie of any nature, the Chairman shall resolve such.

- (d) The elections must be completed two months before the term of the Forum members expires.
- (e) If the number of nominations to the Forum is equal to or less than 6 (excluding the Chairman) then the Forum may on the advice of the Nominating Committee vote to accept the nominations as received as the new Forum without seeking a vote of the entire membership.

ART. 17 VOTING PROCEDURES

- (a) Except where otherwise specified in these Bylaws, the procedure to be adopted for any vote shall be determined by the Chairman.
- (b) Unless otherwise specified, the terms "postal vote" and "postal ballot" shall be taken to include fax, electronic mail or any other form of written or electronic communication.
- (c) All postal ballots shall be accompanied by a notice specifying the deadline for receipt by the Secretariat of returned ballot papers. Unless otherwise decided by the Chairman, the deadline should not normally be less than one month 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 paper, a postal ballot shall be deemed to be a secret ballot. The Secretary, or the Secretariat 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. When a choice of voting methods (mail, fax, etc.) is offered, voters choosing methods other than mail will nevertheless be deemed to accept that such methods are inherently less secure.

- (e) No person shall have more than one vote, except that an Individual Member may cast an additional vote as one of the representatives of a Corporate or Institutional Member.

ART. 18 PERMANENT COMMITTEES

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

- Nominating Committee
- Finance Committee
- Audit Committee
- Membership Committee
- Information and Education Committee
- Other functional and technical Committees may be appointed by the Forum.

(a) Finance Committee

The Finance Committee, if appointed, shall consist of at least three members of whom at least two shall be Forum members.

The Finance Committee shall advise the Forum 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 Regional Branch.

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 Forum.

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 Regional Branch.

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

(c) Membership Committee

The Membership Committee if appointed shall consist of at least one Forum member and at least one non-Forum member.

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

(d) Information and Education Committee

The Information and Education Committee if appointed shall consist of at least one Forum member and at least one non-Forum member.

The Information and Education Committee shall advise the Forum 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 Regional Branch activities. The Committee shall also be responsible for directing the implementation of information policies determined by the Forum.

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

ART. 19 ALTERATIONS TO THE BYLAWS

The Bylaws of the Regional Branch may be altered, added or rescinded at any meeting of the Forum by the affirmative vote of at least two-thirds of the members of the entire Forum. Proposals for such changes shall be notified to the IGA Secretariat prior to or as soon as possible after such a vote.

Those Forum members who cannot attend the meeting shall be allowed to express their vote by post or Email.

Subsequently, the alteration shall be ratified by a simple majority of the votes received at the next AGM.

Notice of any proposed amendment shall be given to each member of the Forum by the Secretary at least **two months** before the Forum meeting at which it is to be considered.

ART. 20 LANGUAGE

The English language is the official language of the Regional Branch.

ART. 21 REGIONAL CONFERENCE

The Forum will designate one scientific, technical or industry conference within the Region to be the Regional Conference for that year. Usually this will be an existing conference to be held under the aegis of one of the Affiliated Organisations within the Region. However, the Regional Conference may be held in one of the countries of the Region which does not have an Affiliated Organisation with the approval of the Forum.

As far as possible the Regional Conference should rotate around the Region. The Regional Conference shall not be held in the same location in two consecutive years.

The organisers of the Regional Conference shall be entitled to advertise the Conference as being the Regional Conference of the Western Pacific Regional Branch of IGA.

Usually the AGM of the Regional Branch, and a meeting of the Forum, will be held at the Regional Conference.

ART. 22 COMMON SEAL

The Forum shall provide a common seal for the Regional Branch and may from time to time replace it with a new one.

The Secretary shall have custody of the common seal, which shall only be used by the authority of the Forum. Every document to which the common seal is affixed shall be signed by the Chairman and countersigned by the Secretary or a member of the Forum.

ART. 23 WINDING UP

In the event of the winding up of the Regional Branch, any surplus assets or funds shall be handed to the International Geothermal Association, Inc. (IGA), a group associated with the promotion of geothermal energy.

ANNEX A

EXTRACT FROM IGA BYLAWS (AS AMENDED APRIL 2006)

Article 15. Regional Branches

- a. At the request of at least 50 individuals who are IGA Members of any category defined in Art 4, or of at least 2 Affiliated Organizations, from a group of countries located in the same region of the world on a continental or subcontinental scale, accompanied by a formal proposal presented by at least 2 members of the Board of Directors, the Board of Directors may approve the formation of a Regional Branch for that area.
- b. The function of a Regional Branch is to further the goals of IGA in the region concerned.
- c. A Regional Branch must consist of at least 50 IGA Members (of any category defined in Art. 4) based or working in a country located within a Region. The geographic boundaries of Regions will be defined by the IGA Secretariat, may not overlap geographically, and shall include at least two countries located in the same region of the world. Members of a Regional Branch must all be IGA Members,.
- d. Membership of the Branch is voluntary; all IGA Members living or working within the area covered by the Regional Branch (including members of the founding Affiliated Organizations) are free to become members or otherwise. Only Members who have notified the Secretariat of their wish to join the Branch shall be considered members of the Regional Branch for the purposes of establishing this quorum or having voting rights, etc., within the Branch.
- e. The IGA Secretariat shall maintain a list of IGA members who have opted to become members of the Regional Branch. This list shall be the only official list of Regional Branch members. The IGA Secretariat shall inform all IGA members whenever a Regional Branch is formed, or dissolved.
- f. Members wishing to resign from a Regional Branch must notify the Secretariat in writing to this effect. The Branch Forum (see Art. 15(h) and (l) below) may establish a rule specifying a period of notice before resignations can take effect, such period of notice not to exceed 6 months.
- g. Any IGA member, irrespective of country of residence or origin, may participate in the activities of a Regional shall be elected by the Board of Directors from among the Branch Members at the IGA Board of Directors

meeting which approves on establishment of the Branch and subsequently at the same time as the Officers of the IGA.

- i. The Forum members will be elected by the Regional Branch members, as soon as practicable after establishment of the Branch and subsequently at such times as may be specified in a formal rule established by the Branch. The Forum shall also have a Vice-Chairman, Secretary and Treasurer, elected by the Forum from among the Forum members.
- j. For Chairmanship elections subsequent to the initial establishment of the Branch, the BoD may consider – but shall not be limited to - nominations submitted by the Branch in accordance with any procedure that the Branch may establish.
- k. If the elected Chairman of the Forum is not an elected member of the BoD, he/she may be co-opted as a member of the Board ex-officio. The Chairman of the Forum shall not be a member of the Executive Committee ex officio, but shall be on the mailing list of the Committee.
- l. The Forum may establish formal rules of procedure, objectives and policy for the Branch. All such rules must comply with the Charter, Rules and Bylaws of the IGA. Any dispute about compliance shall be referred to the IGA Board of Directors, whose decision shall be final.
- m. The Forum may register the Regional Branch as a legal entity in one or more countries of the Region, provided that any rules adopted for the purposes of such registration shall

(i) be subject to the provisions of Art. 15(l) above, and

(ii) indemnify IGA against any liabilities, financial or otherwise, incurred by the operations of the Regional Branch.

All such rules must be approved by the IGA BoD.

- n. The Forum may levy membership fees from among its members. The scale of such fees shall be subject to approval by the IGA BoD. The Forum may also, with the approval of the BoD, undertake such other fund-raising activities or enter into any contracts as may be considered appropriate for its work. The BoD may withhold approval if it considers that any activity may compete with the wider interests of the IGA. All costs incurred in setting up and administering the Regional Branch shall be borne by the members of the Regional Branch, not by the IGA.

- o. The Branch shall be financially accountable to the Treasurer of IGA and shall coordinate its financial activities with the Chairman of the Finance Committee.

- p. Should membership, defined as the number of IGA Members residing or working in the region and who are registered with the Secretariat as wishing to participate in the Branch activities, fall below the level defined in Art. 15(c), the Board of Directors may decide to abolish the Branch. The Regional Forum shall be given six months' written notice of such a decision, within which period the Executive Committee may reverse the decision should it consider that the circumstances leading to the decision have changed materially. On abolition, any financial assets of the Branch may be reassigned at the sole discretion of the Board of Directors.