



STATUTES

The IAWD Statutes are in two languages, English and German. In the event of any inconsistency, the German version is the official language. In the case of conflict between the two language versions, the German version will prevail and will therefore be the binding version for all legal purposes.

I. GENERAL PROVISIONS

Art. 1 Name, headquarters

- (1) The International Association of Water Supply Companies in the Danube River Catchment Area (IAWD) is an association under the Austrian Association Law.
- (2) IAWD is headquartered in Vienna, Austria. The official languages shall be German and English.

Art. 2 Objective

- (1) IAWD is tasked with the national and international protection of water bodies in order to safeguard water supply.
- (2) Within the framework of its objective, IAWD shall exclusively pursue public-benefit and scientific goals without limiting itself to national considerations. The activities of IAWD are not profit-oriented.

Art. 3 Means employed to achieve the objective of the Association

- (1) Non-material means of IAWD to achieve these goals:
 - a) promotion of joint efforts, at both the national and international levels, aimed at avoiding and eliminating dangers to water supply, such as arise from pollution and other types of impairment of the condition of the Danube, its tributaries (Danube River Catchment Area) and the related groundwater resources, as well as at conserving the purity of surface water and groundwater resources;
 - b) assistance to its members with regard to all questions touching on the safeguarding of water supply;
 - c) implementation of a scientific measurement and analysis programme jointly agreed by the members and aimed at gathering and evaluating data required for the assessment of water quality, for an analysis of the quantitative and qualitative alterations of water quality that occur over the course of time, and for the development of a base to determine optimal measures to be taken;
 - d) promotion and maintenance of an ongoing exchange of experience between members;

- e) co-operation with other organisations, at both the national and international levels, through the exchange of measurement data and by divulging research findings and analysis outcomes;
- f) provision of the results of IAWD's work to national and international institutions and authorities of all interested states as well as participation in their study programmes, if so requested;
- g) support of research projects inasmuch as these concern special problems affecting the water supply companies associated within the scope of IAWD;
- h) public relations work.

(2) Material means of IAWD to achieve these goals:

- a) study contributions;
- b) donations;
- c) income from projects;
- d) income from conferences, conventions and training events;
- e) national and international subsidies;
- f) interest income.

Art. 4 Area of activity

The activity of IAWD shall apply to the following geographical regions:

- a) the entire catchment area of the Danube River and its tributaries;
- b) all regions from where water for public water supply purposes is delivered to the regions enumerated in lit. a).

II. MEMBERSHIP

Art. 5 Types of membership

(1) IAWD shall be composed of "ordinary", "extraordinary" and "supporting" members as well as "honorary" members.

- (2) Only legal entities active in the field of public water supply in the regions defined in Art. 3 may become ordinary members of IAWD.
- (3) Legal entities and physical persons whose contributions are deemed appropriate to promote the goals of IAWD may become extraordinary members of IAWD.
- (4) Physical persons and legal entities who support the activities of the Association may become supporting members.
- (5) Honorary membership may be conferred on all persons who have distinguished themselves by outstanding services undertaken for the benefit of IAWD.

Art. 6 Acquisition of IAWD membership

- (1) Applications for membership as an ordinary, extraordinary or supporting member shall be submitted in writing.
- (2) The Board of the Association shall decide on the admission of ordinary, extraordinary and supporting members. Admission may be declined without statement of reasons.
- (3) Honorary membership shall be conferred by the General Assembly of Members upon request of the Board.

Art. 7 Rights of members

- (1) Every ordinary member shall have one vote in the General Assembly of Members.
- (2) Ordinary members shall be entitled to submit proposals to the General Assembly of Members.
- (3) Extraordinary and supporting members shall be entitled to participate in the General Assemblies of IAWD; they may address suggestions and inquiries to the Association without, however, disposing of voting rights.
- (4) Honorary members shall enjoy the same rights as extraordinary members.

Art. 8 Duties of Members

Members shall be obligated to

- a) offer the information required to promote common interests and support IAWD by communicating their technical experience;
- b) constantly pursue the objective of IAWD in their regions independently, but in awareness of their responsibility to the Association;
- c) pay the study contributions in due time.

Art. 9 Termination of membership

- (1) Membership in IAWD shall be terminated
 - a) upon voluntary retirement of a member;
 - b) upon exclusion of a member;
 - c) upon loss of legal personality of a member.
- (2) Subject to a six-month notice period, members may withdraw from IAWD as per the end of the calendar year by submitting a written communication to the Board.
- (3) Members may be excluded from IAWD for good cause, in particular if such members:
 - a) have gravely violated the Statutes;
 - b) have caused damage to the reputation of IAWD; and
 - c) have refrained from paying the study contribution despite having received two notes of reminder.
- (4) Exclusions shall be effected by the General Assembly of Members after the Board has conducted a hearing of the member concerned and shall be made by registered letter stating the reasons. The re-admission of an excluded member shall be decided by the General Assembly of Members.
- (5) Termination of membership shall not relieve a member of the duties incumbent upon it at this moment. The study contribution shall be paid for the entire current financial year. Retired or excluded members shall be entitled neither to the reimbursement of study contributions nor to any assets of the Association.

III. STUDY CONTRIBUTIONS

Art. 10 Study contributions

- (1) Ordinary members shall pay study contributions, whose amount is determined by the General Assembly of Members upon request of the Board.
In special cases subject to the approval of the General Assembly of Members, the Board may agree to a different study contribution to be paid by a member.
- (2) Supporting members shall pay a study contribution determined by the Board in agreement with each respective member.
- (3) Extraordinary and honorary members shall be exempt from payment of study contributions.
- (4) Study contributions shall be paid within one month after the request for payment has been issued.

IV. ORGANISATION OF IAWD

Art. 11 Organs

The organs of IAWD are:

- a) the General Assembly of Members;
- b) the Board;
- c) the Auditors.

Art. 12 Announcements

Announcements to the members as well as invitations to assemblies and meetings shall be made in writing.

Art. 13 General Assembly of Members

- (1) The General Assembly of Members shall be the highest organ of IAWD.
- (2) The ordinary General Assembly of Members shall be held once each year.
- (3) Extraordinary General Assemblies of Members must be convened within six weeks if the Board decides accordingly, or if one fifth of the ordinary members, specifying the requested subjects for discussion, demands in writing that such an extraordinary meeting be convened, or if the Auditors demand that such an extraordinary meeting be convened.
- (4) The General Assembly of Members shall be convened in writing by the President or, in the case of his inability to do so, by the Vice-President not later than six weeks before the agreed date, specifying the place, date, time and agenda of the meeting.
- (5) Requests to the General Assembly of Members shall be submitted to the Board in writing not later than eight days before the meeting.
- (6) The General Assembly of Members shall be conducted by the President, or – in the case of his inability to do so – by one of the two Vice-Presidents, or – in their absence – by a member to be selected by the Board.
- (7) Inasmuch as these Statutes do not provide otherwise, every General Assembly of Members convened in accordance with the Statutes shall be considered a quorate meeting. A simple majority shall be deemed sufficient for resolutions and votes. In case of a tie, the respective proposal shall be deemed rejected.
- (8) As a rule, votes and elections shall be open. Upon request of an ordinary member, the General Assembly of Members may decide on a secret vote or election. At least one fourth of the ordinary members present at the General Assembly must agree to a secret vote.
- (9) Issues that are not part of the agenda may be discussed if no protest is raised at the General Assembly of Members. This shall not apply to amendments of the Statutes and to the dissolution of IAWD.
- (10) Each General Assembly of Members shall be documented by minutes, which must be signed by the person conducting the Assembly and by the keeper of the minutes. The minutes shall be forwarded to each member.

Art. 14 Powers of the General Assembly of Members

- (1) The General Assembly of Members shall dispose of the following nontransferable powers:
 - a) approval of the minutes of the previous General Assembly of Members;
 - b) acknowledgement of the annual report and statement of accounts for the previous financial year;
 - c) acknowledgement of the report and proposal submitted by the Auditors;
 - d) formal approval of the actions of the Board;
 - e) approval of the programme of activities and the preliminary budget;
 - f) determination of the study contributions and approval of reduced payments agreed by the Board with individual members, if applicable;
 - g) election of the Board;
 - h) election of the President and the two Vice-Presidents. The President may be re-elected only once;
 - i) election of two Auditors, who must not be members of the Board;
 - j) conferment of honorary membership;
 - k) delegation of IAWD representatives to other organisations;
 - l) designation of the place of the next ordinary General Assembly of Members;
 - m) amendment of the Statutes;
 - n) dissolution of IAWD and disposal of IAWD's assets in case of dissolution.

Art. 15 Board

- (1) The Board shall consist of no more than twenty members including the President, the two Vice-Presidents, the Treasurer as well as other persons.
- (2) Only authorised representatives of the ordinary members may be elected members of the Board.

- (3) The Board may co-opt persons with an advisory vote into the Board.
- (4) The composition of the Board shall reflect an appropriate representation of the individual ordinary members.
- (5) The Board shall be elected for a period of four years, with its term of office commencing on 1 January of the year following the election.
- (6) The members of the Board shall be acting on an honorary basis.
- (7) If an elected member retires from the Board during his/her term of office, the Board shall be entitled to co-opt another eligible member with a deciding vote into the Board; the respective approval shall be procured subsequently at the next General Assembly of Members.

Art. 16 Organisation and duties of the Board

- (1) The Board shall elect the Treasurer from amongst its members.
- (2) The Board is charged with conducting the business of IAWD. Within the framework of the Statutes, it shall manage the affairs of the Association. For this purpose, it may appoint a Secretary General.
- (3) The President shall represent IAWD to outside parties.
- (4) If the President is unable to fulfil his duties, this task shall be discharged by one of the two Vice-Presidents.
- (5) The Board shall meet upon invitation of the President as often as business matters require. The Board shall be convened in writing not later than four weeks before the set date, specifying the place, date, time and agenda of the meeting.

The meetings of the Board shall be conducted by the President. Every duly convened meeting of the Board shall be considered a quorate meeting. If a member of the Board is unable to attend, he/she may designate another member of the Board to vote for him/her as proxy. A simple majority shall be deemed sufficient for the passing of votes. In case of a tie, the President shall have the casting vote. The Board shall be entitled to call in scientific experts and consultants to participate in meetings of the Board in an advisory capacity. Minutes shall be kept of every meeting of the Board.

- (6) Special duties of the Board shall include:
 - a) the development of the programme of activities and the preliminary budget;
 - b) the preparation of the annual report and statement of accounts;

- c) the passing of resolutions with respect to agreements;
 - d) the passing of resolutions on expenses within the scope of the approved budget;
 - e) the admission of new members;
 - f) the preparation of the agenda for the General Assembly of Members;
 - g) the discharge of all business not assigned by the Statutes to another organ of the Association;
 - h) the approval of regulations (rules of procedure);
 - i) the formation of committees, especially of a Technical-Scientific Advisory Board (TWB), the appointment of members to such committees and the nomination of chairpersons.
- (7) In the course of one business year, the Board shall be entitled to approve unbudgeted and off-schedule expenses not exceeding a total amount to be decided by the General Assembly of Members.
- (8) The tasks of the Board and of the Management shall be governed in detail by rules of procedure that specify in particular the issues delegated to the President and to the Secretary General.

Art. 17 Honours

The Board may duly honour persons who have distinguished themselves by outstanding services undertaken for the benefit of IAWD.

Art. 18 Auditing of accounts

The Auditors shall audit the accounts of the Association and in particular its annual financial statement. They shall submit a corresponding report to the Board and to the General Assembly of Members.

Art. 19 Committees

- (1) The Board may appoint committees to deal with special issues or to fulfil special tasks. These committees shall be disbanded after fulfilment of their tasks.
- (2) It shall be furthermore possible to form joint committees with other national or international legal entities or to delegate representatives to such committees and institutions.

V. SETTLEMENT OF DISPUTES

Art. 20 Arbitration

- (1) All disputes arising within the Association shall be submitted to the internal arbitration tribunal of the Association. This is a “mediation board” within the scope of the Austrian Law on Associations of 2002 and not an arbitration board under Article 577 ff. of the Code of Civil Procedure (ZPO).
- (2) The arbitration tribunal shall be composed of three ordinary members of the Association. It shall be convened by having one party in the dispute designate in writing one member to the Board to serve as arbitrator. Upon request by the Board submitted within a period of seven days, the other party in the dispute shall in its turn designate one member of the arbitration board within a period of fourteen days. After being notified by the Board within a period of seven days, the designated arbitrators shall, within another fourteen-day period, elect a third ordinary member to serve as chairperson of the arbitration board. In case of a tie, a draw among the persons suggested shall be decisive. The members of the arbitration board must not be part of any organ – with the exception of the General Assembly of Members – whose activity is the subject of the dispute.
- (3) The arbitration board shall arrive at its decision by simple majority of votes after hearing both parties in the presence of all its members. It shall make its decisions to the best of its knowledge and belief. Within the context of the Association, its decisions shall be deemed final.

VI. AMENDMENT OF STATUTES AND DISSOLUTION OF IAWD

Art. 21 Amendment of Statutes

The Statutes may only be amended by a General Assembly of Members duly convened in accordance with Art. 12 with communication of the proposed amendment, at which meeting at least half of the ordinary members must be present. The quorum for resolutions shall be two thirds of the members present.

Art. 22 Dissolution of IAWD

- (1) The dissolution of the Association may only be decided by a General Assembly of Members duly convened in accordance with Art. 12 with communication of the proposal to dissolve the Association, at which meeting at least half of the ordinary members must be present. The quorum for resolutions shall be two thirds of the members present.
- (2) In case of dissolution or in case of cessation of the privileged purpose of the Association, the General Assembly of Members shall decide on the disposal of those assets of the Association remaining after discharge of all liabilities. Such assets shall be conveyed to an organisation with the same or a similar objective as IAWD or to a charitable organisation. In any case, the assets shall be used for public-benefit and/or charitable purposes within the scope of Article 34 ff. of the Federal Fiscal Code (BAO).