

FRENCH REPUBLIC

Ministry of the Interior

Order of 16 SEP. 2020

approving amendments made to the statutes
of the non-profit association known as the
“International Office for Water”

NOR:INTD2014347A

The Minister of the Interior,

Based on the report by the director of civil liberties and legal affairs,

In view of the amended law of 1 July 1901 on the contract of association and the amended decree of 16 August 1901 for the execution of this law, in particular article 13-1 thereof;

In view of the decree of 21 August 1981 which approved the non-profit association known as the “International Office for Water” whose headquarters are in Paris, and the order of 30 August 2001 which last approved the amendment of these statutes;

In view of the deliberations of the general assembly of the association on 30 April and 13 June 2019;

In view, dated 2 February 2020, of the request for opinion addressed to the minister for the ecological and inclusive transition;

In view of the new statutes proposed;

In view of the items establishing the financial situation of the association;

In view of the other items in the dossier;

In accordance with the opinion of the Council of State (section of the interior),

Order:

Article 1

The association known as the “International Office for Water”, whose headquarters are in Paris and which was approved to be a non-profit organisation by the decree of 21 August 1981, is henceforth governed by the statutes annexed to the present order.

Article 2

The director of civil liberties and legal affairs is responsible for executing the present order, which shall be published in the government gazette, the *Journal officiel de la République française*.

Signed on

For the minister and by delegation,

STATUTES OF THE INTERNATIONAL OFFICE FOR WATER

Non-profit association in the public interest

Governed by the law of 1901

Created on 13 September 1991

Version dated 13 June 2019

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AIM AND COMPOSITION OF THE ASSOCIATION

ARTICLE 1: DENOMINATION - OBJECT - HEADQUARTERS – DURATION

The association known as the INTERNATIONAL OFFICE FOR WATER (IOWater), approved as a non-profit association on 13 September 1991, published in the official gazette on 19 September 1991, has the following **aims** in the domain of water, aquatic environments, biodiversity, the environment, the circular economy and related activities:

- To facilitate exchanges between different decision-makers, developers, managers, operators, industrialists, equipment suppliers, trainers, researchers, and concerned users, in order to better handle their problems, coordinate their actions, and disseminate their information;
- To draw together expertise and develop partnerships between **French or foreign** public and private organisations, and to carry out projects and programmes in the common and collective interest, in order to better respond to requirements and needs calling for diverse, increasingly complex knowhow.

Its headquarters are based in Paris.

Its duration is unlimited.

Any change to the headquarters in the city of Paris shall be the decision of the board of directors, ratified by the general assembly and declared to the Prefect and the Minister of the Interior. Any change to the headquarters outside Paris shall require the application of articles 19 and 22 of the present statutes.

ARTICLE 2: MEANS OF ACTION

Based on a principle of capitalising on and exchanging knowledge, the INTERNATIONAL OFFICE FOR WATER contributes to promoting French approaches and knowhow through six **key missions** devised to achieve its targets:

- 1) To disseminate information adapted to the requirements of its various partners.

- 2) To gather, analyse and make easily available scientific, technical, economic and institutional documentation, ensure a technology watch in order to constantly update knowledge in real time, and make regulatory and normative information more available, in particularly European information.
- 3) To contribute to training the various professions concerned and facilitate their constant adaptation, on the one hand to the new jobs, functions and qualifications generated by technical progress, and on the other hand to the range of local, regional and national situations, including informing and training elected representatives.
- 4) To allow the professional community and users to express their priorities regarding study and research topics, participate in running study programmes of a general scope launched by public authorities, promote knowledge and disseminate the results to interested users, in addition to carrying out complementary, coherent applied studies and experiments with specialised research and teaching establishments.
- 5) To collaborate in programmes to manage and synthesise data, including initiated by French and European public authorities. This contribution includes running the National Administration Service for Water Data and Repositories (SANDRE).
- 6) To develop capacities of expertise, evaluation and technical and institutional support in these areas to foster the creation of local or regional competencies in the interested countries.

ARTICLE 3: MEMBERS

The association is made up of founding members, ex-officio members, associate members, active members and honorary members.

Founding members are members that participated in raising the equity capital of the association.

Ex-officio members are key public organisations in the domain of water and biodiversity. They are special partners of the association at local, national and international levels. They have actively contributed to the development of the International Office for Water. They are the following:

- French Water Agencies, Water Offices, Basin Committees and French Water and Biodiversity Committees.
- The Nouvelle Aquitaine region, the Urban Community of Limoges Metropolis, and the cities of Limoges and La Souterraine,

- The Provence-Alpes-Côte d'Azur region, the Agglomeration Community of Sophia- Antipolis, Nice Côte d'Azur Metropolis and the city of Nice.

Associate members are those that participate in joint action with the association by making available staff, data, or expertise, or by participating in a specific, significant way to prefinancing the development of this action.

Active members are members interested in the association's purpose that have joined the association.

The title of **honorary member** can be awarded by the board of directors to those who render or have rendered services announced to the association. This title confers its holders with the right to take part in the general assembly without paying membership dues.

With the exception of honorary members, members must pay annual membership dues according to the terms determined by the general assembly and featuring in the internal regulations.

Becoming an associate member, active member or honorary member is subject to approval by the board of directors.

ARTICLE 4: EXCLUSION AND SUSPENSION

Membership of the association is lost:

- **for physical entities:**

1°) By written resignation;

2°) By revocation, pronounced for a valid motive by the board of directors, except for suspensory appeal by the interested party before the general assembly.

The interested party has the opportunity to submit his or her defence prior to any decisions, following terms defined by the internal regulations.

3°) Following non-payment of membership dues for the current year, observed by the board of directors.

The interested party can contest this measure before the board of directors, in which case he or she is invited to submit his or her explanations, according to the terms provided above.

4°) In case of death.

- **for legal entities:**

1°) By withdrawal decided in accordance with the statutes.

2°) Following its dissolution.

3°) By revocation pronounced for a valid motive by the board of directors, except for suspensory appeal by the interested party before the general assembly.

The representative of the interested legal entity has the opportunity to submit its defence prior to any decisions, following terms determined by the internal regulations.

4°) Following non-payment of membership dues for the current year, observed by the board of directors.

The representative of the legal entity concerned can contest this measure before the board of directors, in which case it is invited to submit its explanations, according to the terms provided above.

ADMINISTRATION AND OPERATION

ARTICLE 5: OPERATION OF THE GENERAL ASSEMBLY

The general assembly of the association comprises members up to date with their dues and honorary members.

Employees who are not members of the association do not have access to the general assembly, except if they have been invited by the chairperson, in which case they attend with no vote.

The general assembly meets physically at least once a year and whenever convoked by the board of directors or following a request by at least one quarter of the association members.

At the initiative of the chairperson, and in the absence of opposition by one quarter of the members of the acting board of directors or a tenth of the members of the association, the assembly can meet by electronic means under conditions, defined by the interior regulations, by which the members can be identified and can effectively participate with the continuous, simultaneous transmission of the deliberations.

The assembly deliberates on questions placed on the agenda by the board of directors and on questions whose inclusion is requested, according to the means defined by the interior regulations, by at least one tenth of the members of the association.

The agenda and the documents required for the deliberations, including if relevant the auditor's report, are made available to the members by the board according to the timeframe and conditions defined by the internal regulations.

The general assembly chooses its management committee, which may be the same as for the board of directors.

Remote voting may be permitted under conditions, defined by the internal regulations, able to guarantee the honesty of the balloting and, if applicable, the secrecy of the voting.

Voting by proxy is authorised except for deliberations subject to remote voting. Each member present can vote on behalf of 5 additional members only.

Provided that the present statutes do not expressly state otherwise, the deliberations of the general assembly are subject to a majority vote. Abstentions are not counted as votes cast, nor are blank or spoiled votes in the case of a secret ballot.

In the case of a tied vote, the chairperson shall cast the deciding vote.

The minutes of the sessions are recorded.

The minutes are signed by the chairperson and the secretary of the board, appointed by the general assembly. They are established, with no blank or deletions, on numbered sheets that are kept at the association's headquarters.

The annual report and approved accounts are made available to all members of the association each year. They are sent to any member of the association that requests them.

ARTICLE 6: COMPETENCIES OF THE GENERAL ASSEMBLY

The general assembly hears reports on the management of the board of directors, and the financial and legal situation of the association.

It approves the accounts of the closing financial year, votes the budget for the next financial year, and establishes the amount of membership fees.

It elects the members of the board of directors.

It defines the strategic guidelines of the association.

It designates if necessary one or more auditors and their alternate(s) chosen from the list mentioned in article L. 822-1 of the French Commercial Code.

It approves the deliberations of the board of directors relating to acquisitions, exchanges and transfers of property, raising of mortgages on such property, leases longer than nine years, loans longer than one year, and loan guarantees.

It also approves the deliberations of the board of directors relating to other acts of disposal having a significant impact on the operations of the association. The internal regulations establish the thresholds above which these acts require its approval.

The deliberations of the general assembly relating to the raising of mortgages, loans longer than one year and their guarantees shall only be valid following approval by the state representative in the administrative district (*département*) of the association's headquarters.

ARTICLE 7: COMPOSITION OF THE BOARD OF DIRECTORS

The association is administrated by a council of 24 members. It comprises 5 members elected by and from the ex-officio members and 19 members elected by and from the founder, associate, active and honorary members.

The ex-officio members defined in article 2 designate from among themselves, every three years, at the general assembly, 5 council members as follows:

- 3 representatives of the following members: French Water Agencies, Water Offices, Basin Committees and French Water and Biodiversity Committees.
- 1 representative of the following members: Nouvelle Aquitaine region, the Urban Community of Limoges Metropolis and the cities of Limoges and La Souterraine
- 1 representative of the following members: Provence-Alpes-Côte d'Azur region, Agglomeration Community of Sophia- Antipolis, Nice Côte d'Azur Metropolis and the city of Nice.

The other 19 members of the board are split into 4 collegial bodies elected by secret ballot for three years by general Assembly:

Collegial body 1: Economic stakeholders (physical or legal entities) involved in the management or use of water resources and aquatic environments. The general assembly elects 8 representatives from this body.

Collegial body 2: International organisations, i.e. any public or private organisation whose headquarters are located outside France or that has an official status of international organisation. The general assembly elects 3 representatives from this body.

Collegial body 3: Associations of local authorities or elected representatives, technical or professional associations, national or regional associations active in the domains of water, aquatic environments, biodiversity, the environment and the circular economy, located in France. The general assembly elects 6 representatives.

Collegial body 4: French public operators competent in biodiversity and water management or marine environments, active in research, teaching, international cooperation or development. The general assembly designates 2 representatives.

In the case of a vacant seat, the general assembly shall proceed to elect replacements as soon as possible. In the run-up to this election, the board of directors shall anticipate the temporary replacement of its members. The powers of members thus elected shall come to an end at the point at which the mandate of the replaced members would have expired.

Outgoing members may be re-elected.

Members of the board of directors may be revoked by the board of directors for just cause or for repeated absence, with a two-thirds majority of the practising members, except for suspensory appeal by the interested parties to the general assembly. They shall be called on to make their defence prior to any decision.

The following may also attend the meetings of the board of directors in an advisory capacity:

- Representatives from the French Ministries of Foreign Affairs, Agriculture, External Trade, Environment, Public Works, Industry, and Health, and the financial controller of the International Office for Water.
- Representatives from the French Agency for Biodiversity and representatives from the French Development Agency.
- A second representative for each of the following local authorities: Nouvelle Aquitaine region and Provence-Alpes-Côte d'Azur region.
- The chairpersons of the International Network of Basin Organisations, the Euro-Mediterranean Water Information System and the International Network of Water Training Centres.

In addition, the director general of the International Office for Water assists the board of directors in an advisory capacity.

For the first application of the statutes relating to the composition and election of the board of directors, the unanimous collective resignation of the current members or the individual resignation of all of the current board members shall lead to the convocation of a general assembly that shall elect, in accordance with article 5 and as an exception to paragraph 11 of article 7, all of its board members for a mandate of 3 years, within three months following the publication of the decision approving the present statutes.

ARTICLE 8: OPERATION OF THE BOARD OF DIRECTORS

The board of directors meets at least once every six months. It meets at the request of the chairperson or one quarter of its members or one quarter of the members of the association.

The participation of at least one-third of the members of the board of directors is necessary to validate the deliberations. To calculate this quorum, powers do not count.

Are considered as present in the sense of the preceding paragraph board members participating by videoconference or telecommunication by which they can be identified and can effectively participate in a collegial deliberation, according to the conditions defined by the internal regulations.

Voting by proxy is authorised. Each board member has only one power of proxy.

Unless the present statutes expressly stipulate otherwise, the deliberations of the board of directors are acquired by the majority of the votes cast. Abstentions are not counted as votes cast, nor are blank or spoiled votes in the case of a secret ballot.

In the case of a tied vote, the chairperson shall cast the deciding vote.

The minutes of the sessions are recorded.

The minutes are signed by the chair and secretary of the session or, in case of absence, by another member of the board. They are established with no blank or deletion on numbered sheets that are kept at the association's headquarters.

Any person whose opinion is deemed useful may be called upon by the chairperson to attend, in a consulting capacity, the sessions of the board of directors. However, following a request by a member of the board, the council shall deliberate behind closed doors.

ARTICLE 9 : COMPETENCIES OF THE BOARD OF DIRECTORS

The board of directors implements the strategic guidelines decided by the general assembly. It directs the association in accordance with these guidelines and the budgetary decisions voted.

In addition to the competencies that it holds according to article 3 of the present statutes, it decides on the draft proposals submitted to the general assembly.

It accepts donations and bequests subject to the conditions set out in article 910 of the civil code.

It prepares the draft budget of the association subject to approval by the general assembly. It approves the accounts, submits them to the general assembly for approval, and proposes the allocation of the results.

It proposes to the general assembly the designation of one or more auditors chosen from the list mentioned in article L. 822-1 of the French Commercial Code and that carry out the tasks set out in articles L. 823-9, L. 612-3 and L. 612-5 of the same code.

It establishes the conditions for recruiting and remunerating the employees of the association.

ARTICLE 10: OTHER PROVISIONS RELATING TO THE BOARD OF DIRECTORS

Members of the board of directors cannot receive any compensation for the tasks that they are entrusted with.

Expenses shall only be reimbursed upon presentation of supporting documents according to the conditions established by the board of directors and following the terms of the internal regulations.

Employees who are not members of the association may be called upon by the chairperson to attend, in an advisory capacity, the sessions of the general assembly and the board of directors.

The members of the board, and any person called upon to attend these meetings, shall refrain from disclosing any information of a confidential nature or presented as confidential by the chair of the board.

The association shall take care to avoid and manage any situation of real, potential or apparent conflict of interest with the personal or professional interests of one of its board members, collaborators or any person acting in the name of the association.

In the case where a member of the board learns about a situation of real, potential or apparent conflict of interest in which he or she may be involved, he or she shall immediately inform the board of directors and abstain from participating in debates and voting on the matter concerned. The same shall apply to any applicant for its designation on the board of directors, who shall inform the general assembly.

ARTICLE 11: MANAGEMENT COMMITTEE

Up to a limit of a third of its numbers, the board of directors elects from its members, by secret ballot, a management committee comprising a chairperson, a first chairperson, a second chairperson, a secretary and a treasurer.

The management committee is elected at each renewal of the board of directors, every three years.

In the event of death, resignation, permanent impediment or removal of a member of the management committee, a replacement shall be designated at the next meeting of the board of directors. The functions of this new member shall cease at the date on which the mandate of the member that he or she replaces would have come to an end.

The management committee examines all matters submitted to the board and follows the execution of proceedings.

The members of the management committee may be removed, collectively or individually, for a valid reason, by the board of directors, with respect for the right to defence. On these grounds alone they shall not lose their quality of board member.

The management committee may meet by means of videoconference or telecommunications by which they can be identified and can effectively participate in a collegial deliberation, according to the conditions defined by the internal regulations.

ARTICLE 12 : ROLE OF THE CHAIRPERSON AND VICE-CHAIRPERSONS

The chairperson represents the association in all aspects of civil life.

He or she decides on expenditure in accordance with the guidelines deliberated by the general assembly and within the limits of the budget voted. He or she may be delegated by the treasurer to carry out expenditure below a threshold determined by the board of directors.

He or she can delegate his or her authority according to the conditions defined by the internal regulations.

The chairperson may only be represented in legal proceedings in either the claim or in the defence by an authorised representative acting by virtue of special proxy.

The representatives of the association shall fully enjoy their civil rights.

The chairperson appoints the director of the association, establishes his or her remuneration, and terminates his or her functions, following the recommendation of the board of directors.

The director is assigned with the necessary powers to carry out his or her mission by delegation of the chairperson. As such, he or she directs the services of the association and ensures their operation, in particular the recruitment, dismissal and discipline of employees. He or she attends as of right, in an advisory capacity, the meetings of the board of directors and management committee, except for proceedings relating to his or her personal situation.

The chairperson may delegate authority to the director to represent the association in disputes that affect everyday management according to the conditions defined by the internal regulations.

The former chairpersons of the INTERNATIONAL OFFICE FOR WATER are honorary chairpersons of the association. As such, they may be invited by the chairperson to participate in an advisory capacity in all of the association's proceedings.

The vice-chairpersons assist the chairperson. The first vice-chairperson shall replace the chairperson in the event that he or she is unable to fulfil his or her duties.

ARTICLE 13: ROLE OF THE TREASURER

The treasurer collects the receipts and pays any expenses. The treasurer may delegate this authority under the conditions defined by the internal regulations.

ARTICLE 14: ROLE OF THE SECRETARY

The secretary is responsible for sending out the convocations and agendas of meetings of the general assembly, management committee and board of directors, and for writing up and sending out the minutes or statements of decisions of these meetings within the established deadlines. The secretary carries out or ensures the carrying-out of all declarations established by the law of 1 July 1901 on the contract of association and the decree of 16 August 1901 for the execution of this law. The secretary may delegate this authority under the conditions defined by the internal regulations.

ARTICLE 15: SECONDARY ESTABLISHMENTS

Secondary establishments, not endowed with legal personality, are created by deliberation of the board of directors, approved by the general assembly. Their creation or dissolution is declared to the state representative in the local administration (*département*) in which the headquarters are located within three months.

ALLOCATIONS, ANNUAL RESOURCES

ARTICLE 16: INVESTMENTS

The assets eligible for investment of the association's funds are listed in article R.332-2 of the French Insurance Code.

ARTICLE 17: INCOME

The association's annual income comprises:

- 1) Income from its assets.
- 2) Fees and subscriptions paid by its members.
- 3) Subsidies granted by the state, local authorities and public organisations.
- 4) Gifts, donations and bequests the use of which is decided on during the financial year.
- 5) Revenue from sales and payment received for services rendered.
- 6) Income generated exceptionally and, if so, with the approval of the competent authority.

ARTICLE 18: ACCOUNTING

Accounts are kept showing an annual balance sheet and an annex.

Each secondary establishment must keep separate accounting that forms a specific section of the association's general accounting records.

AMENDMENTS TO THE STATUTES AND DISSOLUTION

ARTICLE 19: AMENDMENTS TO THE STATUTES

The statutes may only be amended by the general assembly following the proposal of the board of directors or a tenth of the members of the association.

In either case, the proposed amendments shall be included in the agenda of the next general assembly and sent to all members at least 15 days in advance.

At this assembly, at least one quarter of the current members must be physically present.

If this proportion is not met, the assembly shall once again meet physically at least fifteen days later. It may then validly deliberate, however many members are present.

In all cases, the statutes can only be amended with a majority of two thirds of ballots cast.

The renunciation of the recognition of the public interest of the association can only be decided under the conditions defined by the present article.

ARTICLE 20: PRONOUNCEMENT OF THE DISSOLUTION

The association can only be dissolved by the general assembly. The terms of the proposal of dissolution and convocation of the assembly are the same as those set out in the previous article.

At this assembly, more than half of the current members must be physically present.

If this proportion is not met, the assembly shall meet again at least fifteen days later. It may then validly deliberate, however many members are present.

In all cases, the statutes can only be amended with a majority of two thirds of ballots cast.

ARTICLE 21: EFFECT OF THE DISSOLUTION

In case of dissolution, the general assembly shall designate, according to the voting system set out in article 5, one or more auditors, which shall be responsible for carrying out the liquidation of the association's assets and shall be endowed with all of the necessary powers to see through this mission.

Following the same system, the assembly shall attribute the net assets to one or more organisations pursuing a similar purpose, either public, recognised as in the public interest, or with the capacity to receive

donations in accordance with article 6 of the amended law of 1 July 1901, or to a local authority whose jurisdictions include the purpose of the association.

ARTICLE 22: SPECIAL FORMALITIES RELATING TO AMENDMENTS TO THE STATUTES AND DISSOLUTION

Deliberations of the general assembly relating to amendments of the statutes, the dissolution of the association, and the devolution of assets are immediately sent to the Minister of the Interior.

Deliberations of the general assembly relating to amendments of the statutes are only valid after approval by decree of the Council of State or by order of the Minister of the Interior made following assent of the Council of State.

Deliberations of the general assembly relating to the dissolution of the association and the devolution of assets are only valid following approval by order of the Council of State.

SUPERVISION AND INTERNAL REGULATIONS

ARTICLE 23: SPECIAL FORMALITIES RELATING TO CHANGES TO THE ASSOCIATION'S BOARD OR MANAGEMENT

The chairperson or his or her representative must inform the state representative in the administrative area (*département*) where the association has its headquarters within three months of any changes made to the board of the association, in accordance with article 5 of the amended law of 1 July 1909.

The association shall grant any request by the Minister of the Interior or the Minister of the Environment to visit its various services and access documents providing information on its operations.

The annual report, list of board members, and accounts, including those of secondary establishments or local committees, shall be sent annually to the Prefect of the administrative area (*département*) where the association has its headquarters, to the Minister of the Interior and, upon request, to the Minister of the Environment.

ARTICLE 24: INTERNAL REGULATIONS RELATING TO THE ASSOCIATION'S DECISION-MAKING BODIES

The association shall establish internal regulations prepared by the board of directors and adopted by the general assembly that stipulate the terms for applying the present statutes. The internal regulations shall be produced within six months from the approval of the statutes. They shall only come into force or be amended following approval by the Minister of the Interior.

They shall be amended in the same conditions.

