

# ***IRHA – International Rainwater Management Alliance***

## **Articles of Association**

### **Article 1. Name**

The **International Rainwater Management Alliance (IRHA)**, is an international non-profit association governed by the present Articles of Association and for all matters not covered by the Articles, by Articles 60 et seq. of the Swiss Civil Code.

### **Article 2. Character of engagement**

The Alliance is independent of any political party and is neutral from a religious point of view. The political views of a member of the Alliance are not to be considered as the ones of the Alliance or of its members.

### **Article 3. Headquarters and duration**

#### **Art.3.1.**

The Alliance's registered office is in Geneva, Switzerland.

#### **Art. 3.2.**

The Alliance's life shall be of unlimited duration.

### **Article 4. Purposes**

The Alliance shall pursue the following aims:

- a) To promote rainwater management within the context of Integrated Water Resources Management (IWRM), linking local social and economic development with the protection of vital ecosystems;
- b) To support the development of rainwater management initiatives and projects around the world and facilitate the financing through donations and grants from other bodies;
- c) To enhance a strong international rainwater management network:
  - a. united by the consensus on the necessity of introduction of management of rainwater as a precious water resource, developing its retention, infiltration in the ground, collection for direct use or reuse;
  - b. yet diverse by the technologies applied in the pursuit of this goal;
- d) To elevate rainwater management as a water resource at the top of development agendas, especially in countries and regions subjects of droughts and floods;
- e) To raise awareness about the usefulness of the correct management of rainwater resources;

C.A

Spa

Gyapfa

- f) To share and reinforce the existing knowledge on rainwater management - training the professionals and community leaders on rainwater harvesting technologies, strengthening their resilience and capacity to cope with climate change;
- g) To accompany adequate rainwater/stormwater management among beneficiaries, NGO, and local authorities for climate change adaptation, water scarcity, groundwater recharge, flood control while bringing the debate at policy level through the development of strategy and tools in order to take appropriate measures and generate sustainable change;
- h) To assist all IRHA members in their commitment to enhance rainwater management programmes and projects worldwide building bridges between professionals, enhancing links, exchanging, learning and managing knowledge on previous experiences.

## **Article 5. Resources**

The resources of the Alliance are:

- a) the contributions made by its members;
- b) subsidies, donations and contributions to IRHA projects:  
income generated from publications, conferences, educational seminars and project management activities;
- c) income generated from consultancy services;
- d) other legal sources of income.

The funds shall be used in conformity with the Alliance's goals.

## **Article 6. Financial liability**

### **Art. 6.1**

The Alliance will not be liable for any debts beyond the amount of its resources.

### **Art. 6.2**

The Alliance's Members have no financial obligation other than their statutory membership contributions.

## **Article 7. Members**

### **Art. 7.1**

The Alliance consists of a network of intergovernmental, governmental, regional, national and local non-governmental organizations (NGOs), as well as of groups or individuals, called Members.



### **Art.7.2**

Membership of the Alliance is constituted by Active members and associate members.

### **Art. 7.3**

The active members are persons who participate actively in the pursuit of the Alliance's goals, pay regularly their membership fee and comply with the present articles of association. They are actively involved in the management of the association. Active members have the right to be heard and to vote at the Annual General Meeting.

C.A

#### **Art. 7.4**

As Active members are considered: Board of Directors members, the staff members of the Secretariat and the Advisory Board members.

#### **Art. 7.5**

The Associate members shall be considered all persons and organisations wishing to be associated with the Alliance, pay regularly their membership fee and comply with the present Articles of Association, but are not involved in the management of the Alliance. They have the right to be heard but do not have the right to vote at the Annual General Meeting. The Executive Director will introduce their opinions during the Annual General Meeting.

#### **Art.7.6**

Organizations and individuals can become Associate members after being accepted by the Secretariat.

#### **Art. 7.7**

An Associate member can be appointed by the Secretariat and thus become an Active member only as a member of the Advisory board.

#### **Art. 7.8**

The Secretariat, after consultation with the Board of Directors, can refuse the admittance of an Associate Member.

#### **Art. 7.9**

Membership shall terminate:

- a) On death of a member;
- b) On receipt of written resignation from the Alliance. Before leaving, the member should have paid his/her membership fee for the current year;
- c) On expulsion, by a decision taken by the Secretariat and approved at the time of the General Annual Meeting;

### **Article 8. The Alliance Constituent Bodies**

The Alliance's bodies are:

- a) The Annual General Meeting
- b) The Board of Directors
- c) The Secretariat
- d) The Advisory Board

### **Article 9. The Annual General Meeting and the Extraordinary Meeting**

#### **Art. 9.1**

The Annual General Meeting (AGM) is the Alliance's supreme authority and shall take place regardless of the number of Active members present once per year.

#### **Art. 9.2**

The Secretariat shall send a notice of the Annual General Meeting including the proposed agenda, to each Active member at least 30 days before the date of the Meeting. Members must send notification of receipt to the Secretariat within 15 days. Notice shall be sent by suitable means, such as electronic mail.

CIA *SP* *Guapol*

**Art. 9.3**

An Extraordinary Meeting shall be held, whenever necessary, at the request of at least one-fifth of Active members or at the request of the Secretariat.

**Art. 9.4**

In the case of an Extraordinary General Meeting (EGM), the notice periods can be reduced.

**Art. 9.5**

The Annual General Meeting is the only body authorised to amend the Statutes.

**Art. 9.6**

The Annual General Meeting:

- a) approves or rejects amendments in the Article of the Association;
- b) approves or rejects the expulsion of members;
- c) elects the Board of Directors;

**Art. 9.7**

The decisions of the Annual General Meeting shall be made by a simple majority vote of the Members present or by e-mail. In case of deadlock, the President of the Board of Directors (the President of the IRHA) and the Secretary of the Board of Directors (the Secretary of the IRHA) shall have the casting vote.

**Art. 9.8**

Decisions concerning amendments to the Articles of Association and the dissolution of the Alliance must be approved at least by a two-thirds majority of the Active members present.

**Art. 9.9**

Voting by mail / e-mail will also be allowed. It is applied only to items on the General Meeting's agenda and votes must be sent at least 8 days before the date of the General Meeting.

**Article 10. Board of Directors**

**Art. 10.1**

The Board of Directors consists of three (3) to seven (7) Active members, elected and accountable to the AGM. Eminent professionals in the field of the water and land management sector (water resources, WASH, IWRM, DRR, etc.), and/or representatives of humanitarian and development sector, political and private sector, that will steer the further development of the Alliance either financially, technically or politically.

**Art. 10.2**

The Board of Directors' main task is to draw the policy of the IRHA concerning its general strategy and to assist the Secretariat in its implementation

**Art. 10.3**

The Board of Directors appoints three people amongst them as a President, the Treasurer and the Secretary IRHA.

*Handwritten signatures and initials:*  
C.A. (bottom left)  
SP (bottom center)  
Guarob (bottom right)  
4 (bottom right)

**Art. 10.4**

The Board of Directors appoints the Secretariat's Executive Director, who will represent the Alliance.

**Art. 10.5**

The Secretariat's Director has a consultative voice in the Board of Directors meetings.

**Art. 10.6**

The Board of Directors appoints three people from the Secretariat and the Board members, each one of whom will be given a power of signature to be shared with one of the others, concerning all banking operations. For all other fields of competence, the Executive Director has an individual authority to sign.

**Art. 10.7**

The members of the Board of Directors are engaged in the management of IRHA entirely on a volunteer basis. Nevertheless, if some of them are occasionally involved in a capacity different from the IRHA management tasks, he/she can be remunerated on the same basis as other external collaborating partners.

**Article 11. The Secretariat of the Alliance****Art. 11.1**

The Secretariat is the Alliance's representative and executive body.

**Art. 11.2**

The Secretariat is accountable to the Board of Directors. The Secretariat submits to the Board of Directors the Activity and the Financial Reports for the past period.

**Art. 11.3**

During the Annual General Meeting, the Secretariat draws to the Board of Directors the activity report, constraints and potentials, drafting the strategies and actions to be taken.

**Art. 11.4**

The Secretariat is authorised to carry out acts in order to achieve the goals of the Alliance. It manages its policy and is responsible for:

- a) coordinating the work carried out by the Members; ensuring the logistics of the Alliance's and Secretariat's activities;
- b) Ensuring the representation of the Alliance at high level (NGO, United Nations, etc.) in Geneva and anywhere else;
- c) Ensuring the adequate monitoring and management of financial resources from donors;
- d) Coordinating the management of the Alliance's web site and communication;
- e) Managing the administration of the Alliance's bank accounts and the preparation of all accounting elements for external auditors;
- f) Preparing the necessary arrangements, the recording of minutes at AGMs;

**Art. 11.5**

The Secretariat is managed by an Executive Director, appointed by the Board of Directors. During the period of the appointment, the Executive Director represents the Board of Directors and the IRHA.

**Art. 11.6**

The Secretariat is responsible for its own internal working rules, management and human resources.

**Art. 11.7**

The Secretariat may nominate an Advisory Board, whose role is to support it on technical or political issues.

**Article 12. The Advisory Board of the Alliance****Art. 12.1**

The Members of the Advisory board are considered as Active members.

**Art. 12.2**

The Advisory Board members are eminent professionals in the field of RWH, representatives of the political, business or financial world. They will assist the further development of the Alliance either financially, technically or politically.

**Art. 12.3**

The Advisory Board members are engaged in the management of IRHA entirely on a volunteer basis. Nevertheless, if some of them are occasionally involved in a capacity different from the IRHA management tasks, he/she can be remunerated on the same basis as other external collaborating partners.

**Article 13. Dissolution of the Association**

In the case of dissolution of the association, the available assets will be entirely attributed to an institution of public interest which is pursuing similar objectives as those of the association and which is also tax exonerated. It is not admitted that the available assets in funds or goods be given back to the members, neither be utilised for their profit entirely or partially.

**Article 14. Various provisions**

The financial year shall begin on 1 January and end on 31 December.




**These Articles were approved on the 15<sup>th</sup> November 2002**

**First amendment: the 22nd January 2004, after consultation with the Board of Directors**

**Second amendment: the 12 July 2007, during the Annual General Meeting**

**Third amendment: the 9 December 2009, during the Extraordinarily General Assembly**

**Fourth amendment: the 3 December 2016, during the Annual General Meeting**

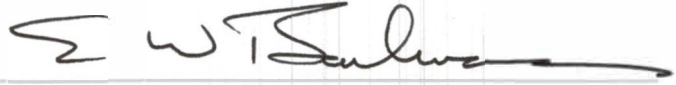
  
  
  
C.A.

Geneva, 7.12.2016

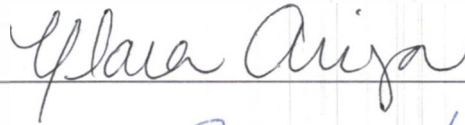
Han **HEIJNEN** - President



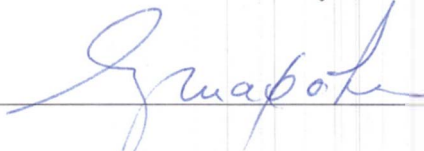
E.W. **BOULWARE** -Treasurer



Clara **ARIZA** – Secretary



Vessela **MONTA** - Member of the Board



Sálvano **BRICEÑO** - Member of the Board

