



International
Association of Water
Service Companies
in the Danube Region

IAWD STATUTES

The IAWD Statutes are available 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.

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PREAMBLE

The Danube region is rich in nations, languages, culture and history. Separated for decades in the western and eastern block it has been reunited in 1989 due to the fall of the iron curtain. Despite the political separation the eponymous river Danube has always created a transboundary bond between the countries.

Established in 1993, IAWD has built a strong network of cooperation in the region's water sector, which goes beyond national, cultural and linguistic borders. IAWD supports the utilities directly and through its partners, the national water utility associations, to secure the water quality of the Danube and its tributaries, to make the utility services sustainable, to represent the utilities' interests and be an established and attractive platform for donors covering the entire region.

I. GENERAL PROVISIONS

Art. 1 Name, headquarters

- (1) The International Association of Water Service Companies in the Danube Region (herein after called "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 Purpose

- (1) IAWD aims to support the availability of safe, reliable and affordable access to water and wastewater services for all in the Danube region as well as safeguarding the urban water cycle.
- (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 purpose of the Association

- (1) IAWD acts as a membership-based association in the Danube region, strengthening its members in delivering sustainable water and wastewater services through cooperation, capacity development and knowledge exchange.
- (2) Non-material means of IAWD to achieve the objective of the Association are:
 - a. Communicating with its members, supporters and the interested public on a comprehensive range of channels, with a strong focus on digital services.
 - b. Connecting the Danube region's water sector by a program of conferences, meetings and webinars to enable peer-to-peer networking.
 - c. Capacitating water sector professionals by supporting knowledge exchange, mutual support networks, access to resources and the capacity building activities of the Danube Learning Partnership.
 - d. Fostering the exchange of information on water and wastewater management and treatment, capacity building, research, and other matters of common interest.
 - e. Delivering education, training and leadership programs to water and wastewater utilities.
 - f. Strengthening, supporting and enabling strong national water utility associations by facilitating exchange and developing resources for them to deliver to their members.
 - g. Improving water sector performance by implementing a variety of benchmarking activities to support the collection of performance indicator data on Danube regional, national and utility level.
 - h. Building partnerships with other organizations to strengthen its reach and impact.
 - i. Influencing EU or other applicable international policies on the provision of urban water services and sustainable water resource management.
 - j. Promoting constructive discussion on environmentally sustainable development and management of water resources to safeguard the public water supply.
 - k. Guiding and participating in collaborative research projects dealing with the urban water cycle.

- l. Promoting the achievement of United Nations Strategic Development Goal that relates to Water SDG6.
- (3) Material means of IAWD to achieve these goals:
 - a. membership fees;
 - b. donations;
 - c. income from projects within the scope of the association's purpose;
 - d. income from conferences, conventions and training events;
 - e. national and international subsidies;
 - f. interest income.
- (4) IAWD members do not receive any profit shares or other benefits in their capacity as members from the Association's funds. Furthermore, members shall not receive more than the fair market value of their paid-in contribution upon leaving the Association or upon dissolution of the Association. The repayment of contributions made is limited to the value of the contribution made at the time of the contribution; increases in value may not be taken into account. For clarification, it is noted that membership fees do not constitute a paid-in contribution within the meaning of this provision. The association may not favor any persons through administrative charges that are alien to the purpose of the association or through disproportionately high remuneration.

Art. 4 Eligibility for preferential treatment within the meaning of §§ 34 ff BAO and deductibility of donations within the meaning of § 4a EStG 1988

- (1) The activities of IAWD are not aimed at making a financial profit and are carried out exclusively and directly for the promotion of non-profit purposes within the meaning of the Federal Fiscal Code (BAO).
- (2) Any purposes that are not favored within the meaning of §§ 34 ff BAO are subordinate to the favored purposes and are pursued to a maximum of 10% of the total resources.
- (3) Incidental profits may only be used to fulfil the beneficiary purposes defined in the Association's statutes.
- (4) The Association's commercial business operations shall not compete with taxable businesses of the same or a similar nature to a greater extent than is unavoidable in the fulfilment of the Association's purposes.
- (5) The association's funds may only be used for the favored purposes.
- (6) IAWD must fulfil its tasks in accordance with the criteria of charitable status, economic efficiency and expediency.
- (7) IAWD may use vicarious agents within the meaning of § 40 para. 1 BAO to pursue its purpose. Their activities shall be regarded as the Association's own activities.
- (8) IAWD may act in part or in full as a vicarious agent for other corporate bodies in accordance with § 40 para. 1 BAO.

- (9) IAWD may pass on funds as donations to other organisations to the extent of less than 10% of the total expenditure or, applying § 40a Z. 1 BAO, to beneficiary organisations within the meaning of § 4a para. 3 and 6, § 4b or § 4c EStG 1988 with a corresponding dedication, provided that there is at least a corresponding organisational purpose.
- (10) The association may provide goods and services to other favored entities pursuant to §§ 34 ff BAO by applying § 40a Z. 2 BAO.
- (11) IAWD can be active within the framework of cooperations. If not all cooperation partners are tax-privileged within the meaning of §§ 34 ff BAO, both the purpose of the cooperation and IAWD's contribution to the cooperation must represent a direct promotion of its privileged purpose in accordance with § 40 para. 3 BAO and there must be no outflow of funds to a cooperation partner that is not a beneficiary within the meaning of §§ 34 ff BAO.
- (12) IAWD is authorised to establish or participate in charitable or non-charitable corporations.
- (13) The association's administrative costs in connection with the use of donations amount to a maximum of 10% of the donation income, not taking into account the costs incurred for the fulfilment of the transmission obligation pursuant to Section 18 (8) EStG 1988.

Art. 5 Area of activity

- (1) The activity of IAWD shall apply to the entire Danube region and beyond as well as countries participating in projects that IAWD carries out in order to fulfill its purpose

II. MEMBERSHIP

Art. 6 Types of membership

- (1) IAWD shall be composed of six types of membership: utility, association, corporate, research & academia, YWP chapters and honorary membership.
- (2) Utility membership is restricted to legal entities providing public water supply and/or wastewater management services in IAWD's operating area.
- (3) Association membership (without voting rights at the General Assembly) is offered to any active professional non-profit making, non-governmental organisation /institution/ association representing a field of the water sector in their country (or part of the country) and promote the objectives of IAWD through their work.
- (4) Corporate membership (without voting rights at the General Assembly) is open to appropriate commercial, profit-making and other organisations active in a field of the water sector and supporting the objectives of IAWD through their activities.
- (5) Research & academia membership (without voting rights at the General Assembly) is available for any research unit, such as university, research institution, department, laboratory, or any another appropriate unit, in a field of the water sector.
- (6) Young Water Professionals (YWP) chapters membership (without voting rights at the General Assembly) is available for YWP Chapters that have a legal status or are associated with a respective institution (e.g. their national association) that is a member of IAWD.
- (7) Honorary membership (without voting rights at the General Assembly) is the only personal membership and may be conferred on all persons who have distinguished themselves by outstanding services undertaken for the benefit of IAWD.

Art. 7 Acquisition of IAWD membership

- (1) Applications for membership as utility, association, corporate, research & academia, YWP chapter shall be made to the Secretariat by submitting the application form.
- (2) The Board of the Association shall decide on the admission of utility, association, corporate, research & academia members. Admission may be declined without statement of reasons.
- (3) YWP chapter membership shall be conferred by the Board of the Association upon request of the YWP chapter and its related institution (if applicable).
- (4) Honorary membership shall be conferred by the General Assembly of Members upon request of the Board.

Art. 8 Rights of members

- (1) Every utility member shall have one vote in the General Assembly of Members.
- (2) Utility members shall be entitled to submit proposals¹ to the General Assembly of Members.
- (3) Association, Corporate, Research & Academia and YWP chapter members shall be entitled to participate in the General Assembly of IAWD; they may address suggestions² and inquiries to the Association without, however, disposing of voting rights.
- (4) Honorary members shall enjoy the same rights as Association, Corporate, Research & Academia and YWP chapter members.

Art. 9 Duties of Members

- (1) All 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 membership fee in due time.
- (2) Furthermore, members are welcome to participate in committees of the Association.

Art. 10 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 membership fees 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.

¹ A proposal is a formal and detailed request and often aims to elicit a decision or suggest changes.

² A suggestion is a general and informal input and typically serves as a starting point for a discussion or consideration



- (5) Termination of membership shall not relieve a member of the duties incumbent upon it at this moment. The membership fees shall be paid for the entire current financial year. Retired or excluded members shall be entitled neither to the reimbursement of membership fees nor to any assets of the Association.

III. MEMBERSHIP FEES

Art. 11 Membership fees

- (1) All members (excluding the YWP chapters and honorary members) shall pay membership fees, whose amount is determined by the General Assembly of Members upon request of the Board. The General Assembly of Members may also determine a calculation key according to which the membership fee is calculated annually.
- (2) In cases worthy of consideration, the Board may agree to a different membership fee to be paid by the affected member.
- (3) Membership fees shall be paid within one month after the request for payment has been issued.

IV. ORGANISATION OF IAWD

Art. 12 Organs

- (1) The organs of IAWD are:
 - a. the General Assembly of Members;
 - b. the Board;
 - c. the Auditors.

Art. 13 Announcements

- (1) Announcements to the members as well as invitations to assemblies and meetings shall be made in writing via e-Mail.

Art. 14 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 fourth of the utility 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 one of the two the Vice-Presidents 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 fourteen days before the meeting. All members must be informed of requests received in good time no later than 7 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 a utility 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 the General Assembly unanimously agrees to discuss these items; binding decisions on these topics cannot be made.

- (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.
- (11) The General Assembly of Members can also be held in form of a hybrid General Assembly within the meaning of section 4 of the VirtGesG ('hybrid general Assembly'). In this case, the provisions for holding General Assembly with the physical presence of all participants shall apply mutatis mutandis, whereby a technical solution shall be chosen to ensure that all members entitled to participate have barrier-free access to the meeting. The decision to hold a hybrid General Meeting and the choice of communication technology shall be made by the Board.
- (12) Only in exceptional circumstances may the Board convene a purely virtual meeting without all participants being physically present.
- (13) The General Assembly may also pass resolutions in writing by circulation. Excluded from this are resolutions concerning amendments to the statutes or the dissolution of the association. Details regarding the written resolution process shall be regulated in the rules of procedure for the General Assembly, which are issued by the General Assembly. At least 1/10 of the voting members may object to the written resolution process.

Art. 15 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 membership fees;
 - g. election of the Board;
 - h. election of the President and a up to two Vice-Presidents. The President may be re-elected only three times;
 - 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. the approval of rules of procedure for the General Assembly;
 - o. dissolution of IAWD and disposal of IAWD's assets in case of dissolution.

Art. 16 Board

- (1) The Board shall consist of no more than twenty members including:
 - a. the President,
 - b. up to two Vice-Presidents,

- c. the Treasurer
 - d. nominated representatives of utility members
 - e. the Chair of the D-LeaP committee
 - f. the Chair of the YWP committee.
- (2) Apart from the Chair of the D-LeaP Committee and the YWP committee, only nominated representatives of utility 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 IAWD's membership base.
- (5) The Board shall be elected for a period of two 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. However, this does not exclude the payment of a specific or flat-rate reimbursement of expenses
- (7) If an elected member retires from the Board during his/her term of office, the Board shall be entitled to co-opt another representative of a utility member with a deciding vote into the Board; the respective approval shall be procured subsequently at the next General Assembly of Members.

Art. 17 Organisation and duties of the Board

- (1) 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.
- (2) The President shall represent IAWD to outside parties.
- (3) If the President is unable to fulfil his duties, this task shall be discharged by the Vice-President (or one of the two Vice Presidents).
- (4) The Board shall meet upon invitation of the President as often as business matters require. The Board shall be convened via email not later than four weeks before the set date, specifying the place, date, time and agenda of the meeting.
- (5) 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) Board meetings may also be held without the physical presence of the participants ('virtual board meeting'). In this case, the provisions for holding board meetings with the physical presence of participants shall apply accordingly. The board may also pass written resolutions

by circulation. Details regarding the holding of virtual board meetings and the adoption of circular resolutions can be regulated by the board in rules of procedure issued by the board.

- (7) Special duties of the Board shall include:
- a. the development of the work plan and the preliminary budget;
 - b. the preparation of the annual report and statement of accounts;
 - c. the passing of resolutions on expenses within the scope of the approved budget;
 - d. the admission of new members;
 - e. the preparation of the agenda for the General Assembly of Members;
 - f. the discharge of all business not assigned by the Statutes to another organ of the Association;
 - g. the approval of regulations (rules of procedure);
 - h. the formation of committees, the appointment of members to such committees and the nomination of chairpersons
 - i. the promotion of IAWD membership to potential new 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.
- (9) Notwithstanding Article 15 of these Articles of Association, the Board is authorised to decide on amendments to the Articles of Association itself if an amendment to the Articles of Association is necessary in order to obtain and/or maintain the non-profit status and the status as a charitable organisation within the meaning of Section 4a EStG 1988 of the Association. The scope of this authorisation is limited to the necessary changes required by the competent authorities or resulting from the applicable laws. Such a resolution of the Board shall require a two-thirds majority of the voting members of the Board participating in the resolution. Members must be informed of such an amendment to the Articles of Association at the next General Meeting at the latest.

Art. 18 Management and Secretary General

- (1) The Board may appoint a management under the lead of a Secretary General.
- (2) The term of the Secretary General is indefinite. If a Secretary General has been appointed, the association shall be represented by the Secretary General - in addition to the persons named in Article 17 section 3 - alone.
- (3) Internal restrictions on the power of representation are imposed by the board through a set of business regulations (rules of procedure).

Art. 19 Honors

- (1) The Board may duly honor persons who have distinguished themselves by outstanding services undertaken for the benefit of IAWD.



Art. 20 Auditing of accounts

- (1) 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. 21 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. 22 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. 23 Amendment of Statutes

- (1) Apart from the exception provided in Article 17 section 9, the Statutes may only be amended by a General Assembly of Members duly convened in accordance with Article 13 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. 24 Dissolution of IAWD

- (1) The dissolution of the Association may only be decided by a General Assembly of Members duly convened in accordance with Article 13 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. The remaining assets must be used for the purposes listed in Article 2 of these statutes, which are eligible under § 4a paragraph 2 of the Income Tax Act (EStG) 1988.