



The W-SMART Association

Water Security Management Assessment, Research & Technology

Non-Profit Association Registered in France "Loi 1901" - Revised Bylaws (January 20, 2026)

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Article 1: Statement of Purpose

Created in the aftermath of 9/11 at the joint initiative of the Commissioner of NYCDEP and the Executive Director of the Urban infrastructure Institute at the Polytechnic University, New York, the main purpose of the W-SMART association is to create the necessary international forum of Executives and Experts of metropolitan public and private water and wastewater management utilities, local government authorities, R&D institutions and other stakeholders for catalyzing their experience and information sharing and promoting their collaboration for upgrading the current capabilities of emergency response, crisis management and recovery practices with respect to terrorism, man-made and natural disasters, and resilience building to extreme climate event for water security and sustainable sanitation worldwide. Water accessibility being a core human right, water security is defined as the capacity to supply water in sufficient quantity and required quality to the users' tap at any time, during both normal operation and crisis situation, which can be the consequence of natural disasters or man-made activity.

Following the annual Conference of W-smart on Water Safety in Montreal on May 25, 2005, the founding member -organizations have mutually agreed to create the W-SMART as a nonprofit association registered in France (LOI de



1901) for catalyzing their cooperation, on a non-exclusive and voluntary basis, in jointly developing projects, and effectively leveraging the resources and expertise of their respective security initiatives in responding to mutually identified water security needs. Following the Executive Council resolutions of March 29, 2023, the revised bylaws summarize the terms of reference for the objectives, scope and governance proposed on January 20, 2026.

Article 2: Objectives & Scope of Activities

To accomplish its purpose the W-SMART Association will undertake the necessary technical activities, which may include but are not limited to the following target objectives:

1. **Promoting experience sharing and interactive assessment** of security measures, policy regulations and best practices of water security and crisis management through dedicated workshops and international experts' forums (policymakers, security specialists, operators, researchers, other experts).
2. **Developing and/or disseminating experience sharing based guiding principles and publications of best practices and innovative solutions** for water security and crisis management challenges for metropolitan water and wastewater management service operators, with experience-based recommendations.
3. **Facilitating experience sharing, technical support and cooperation** among the members and their respective organizations, efficiently leveraging their capacity building for vulnerability assessment, professional training, development and early deployment monitoring of innovative security measures and technology solutions, peer-to-peer testing and corporate training of emergency response, etc. (such collaboration could also include mutual aid agreements for disaster relief for members or third parties).
4. **Exploring collaboration with Water-ISAC for a secured Information Sharing Environment** for databases, disaster impacts records, and data sharing among the members, their organizations and strategic partners.
5. **Promoting the necessary inter-organizational forum and industry-academia partnerships for leveraging the expertise and resources** of the members, their organizations and strategic partners for:
 - a. Accelerating R&D projects, β testing and site demonstrations of innovative technology solutions.
 - b. Engaging operators in the development of security measures and their deployment monitoring.
 - c. Providing corporate water security and crisis management training.
 - d. Workshops and experts' forums for the assessment of current practice and lessons learned.
 - e. Offering experience sharing technical support for third parties in corporate capacity building for mutual aid in crisis management, service resilience building, restoration and recovery operations.
6. **Developing collaboration across the critical infrastructure sectors** with other stakeholders and urban systems industries (gas, electrical power, cyber, etc...) to explore interdependencies and common strategies for efficiently addressing multi-lateral infrastructure security needs.
7. **Representing the experience and interest of operators**, as appropriate, in international forums such as IWA, ISO, International aid organizations, local governments, financial institutions, etc. in order to:
 - a. Promote operators' interest and expertise for the development and/or assessment of water security challenges, policy measures, regulations and emerging standards.
 - b. Accelerate the assessment and integration of innovative solutions in current practice.
 - c. Promote strategic partnerships for co-funding opportunities for priority projects, collaborative research and development, identified by the members, their organizations or strategic partners.
8. **Creating, with the support and cooperation of IWA and other collaborating organizations a multi-national source of expertise** to provide, as appropriate, technical assistance to support metropolitan water agencies in disaster zones in upgrading their institutional capacity for disaster impacts mitigation, emergency management, service resilience building, restoration and recovery operations.



Article 3: Institutional Structure, Members, and Strategic Partners

Article 3.1: Legal Status

Nonprofit Association – Following the annual Conference of W-smart on Water Safety in Montreal on May 25, 2005, the founding member organizations have mutually agreed to create W-SMART as a nonprofit association registered in France (LOI de 1901) for catalyzing their cooperation, on a non-exclusive and voluntary basis, in jointly developing projects, and effectively leveraging the resources and expertise of their respective security initiatives in responding to mutually identified security needs. Following the Board of Directors resolutions of March 29, 2023, the revised bylaws summarize the changes in terms of reference for the objectives, scope and governance proposed on January 20, 2026.

Article 3.2: Members

The members of W-SMART may include:

Organizations

- a. private or public water and wastewater management utilities
- b. national and international organizations and NGOs representing water agencies and stakeholders
- c. local authorities dealing with drinking water issues and wastewater management
- d. R&D institutions

Individual members

- a. Executives and Experts of Water Utilities, local Government Agencies, other Stakeholders
- b. Executives and Experts of Urban Energy Systems Management and Local Governments
- c. R&D Experts

Candidacy of a new member or organization has to be sponsored by an existing member and approved unanimously by all the members reunited in a General Assembly

Article 3.3: Strategic Partners

To accomplish its mission, W-smart will establish strategic partnerships with national and international organizations, to be proposed by the Executive Director or by any member of the Executive Council and approved by a majority vote in a General Assembly.

Article 4: Institutional Structure

The institutional structure of W-SMART includes:

- a. ***A General Assembly of the members (GA - Board of Experts)***
- b. ***An Executive Council (EC)***

Article 4.1: The General Assembly (GA)

The GA shall consist of all the members, including individual persons and one delegate of each member-organization, who will nominate its delegate to the GA. Chaired by the President of W-SMART, the GA shall have the overall responsibility for establishing objectives, policies and operating guiding principles for the development, implementation and oversight monitoring of projects undertaken by the W-SMART Association.

Its responsibility includes review and approval of the annual reports and of the yearly activity plan proposed by the Executive Director, as approved by the Secretary and the Executive Council, as well as of the yearly budget proposed by the Executive Director and recommended by the Treasurer and the EC, including membership fees specific project financing and the yearly financial statement presented to the GA by the treasurer. Every member of the association, being an individual person or an organization represented by a delegate, has one vote, and decisions are taken by the majority of the votes of the GA; in the case of equality of votes the vote of the President makes the decision.



The GA approves the nomination of new members. It elects the President, the Treasurer, the Secretary-General and the members of the Executive Council. It reviews and approves the yearly activity plan proposed by the Executive Director, as recommended by the Secretary and the EC of the association, including partnerships, resources, guiding principles for program development, confidentiality measures for information sharing within and outside the association, and other EC recommendations.

The GA meets at least once a year at the initiative of the President, who convenes the registered members of GA with an agenda for the annual assembly called "ordinary GA". The GA is scheduled at least one month after the invitation with the provision of an online access for members. When at least half (50%) of the registered members are present or represented by delegation, the quorum is reached and the meeting of GA can take place. "Extraordinary GA" can also be convened to discuss particular items. The members of the association, who cannot be present for the GA, can be represented by delegation to other members who are present. There is no maximum number of proxies given to a member for a GA (normal or extraordinary). When a normal or extraordinary GA does not have the quorum, the President reconvenes the members with another invitation and this time there is no required quorum for this GA.

Article 4.2: The Executive Council (EC)

Chaired by the President, the EC includes the Officers of the W-SMART Association, including: Vice-Presidents, Honorary Presidents, Treasurer, Secretary, Invited Trustees and the Executive Director as a non-voting member. The EC Members are elected by the GA for a term of three years renewable upon a majority vote of the GA for a second term.

The EC shall assume the responsibilities of oversight planning and operations management monitoring of the day-to-day technical activities and financial operations in accordance with the guiding principles established by the GA and within the limits of the yearly activity plan and budget as approved by the GA. The EC members shall meet at least twice a year. Decisions are made on majority votes; each member of EC has one voice.

Article 4.3: President; Vice-Presidents, Treasurer; Secretary General and Executive Director (CEO)

The Officers of the Association, including the President, Vice-Presidents, Honorary Presidents, Treasurer and Secretary General, are elected (with the exception of the Honorary Presidents) at the majority-vote of the members of the association during the GA for 3 years, renewable upon majority vote of the GA.

1) President - The president is elected by the General Assembly by a majority vote **for a term of three years renewable upon a majority vote of the GA for a second term**. He/She represents the association in all civil matters in his/her capacity as the association's legal representative. He/She chairs the General Assembly and the Executive Council. The President convenes the General Assembly and chairs its meetings. He/She may delegate responsibilities, permanently or periodically, to a Vice president or members of the Executive Council.

2) Vice president(s) - The Vice-President(s) is(are) appointed by the President **for a term of three years renewable upon a majority vote of the GA for a second term or for periodic missions**. Their appointment has to be approved by a majority vote of the General Assembly. The Vice President is a member of the Executive Council. The President may delegate responsibilities to a Vice-President or to any EC member, as appropriate.

3) Honorary President(s) - Honorary President is a former President of the association. Honorary President Nomination is proposed for a former President upon the end of His/her tenure as President by the current President, subject to the approval by a majority vote of the General Assembly. During the first period of **three years**, the Honorary President is a voting member of the Executive Council.

4) Secretary General - The Secretary General is appointed by majority vote of the General Assembly. He/She assumes the responsibility for the day-to-day, technical, and financial oversight monitoring of the W-SMART association' operations and technical activities. He/She may delegate responsibilities to the Executive Director.



5) Treasurer - The treasurer is appointed by a majority vote of the General Assembly. He/She assumes the responsibility of an oversight monitoring and control of the financial management of the W-SMART association. The Treasurer reviews and approves the accounts, the annual financial statement prepared with the assistance of the CPA, as well as the proposed annual budget of the various programs, as prepared by the Executive Director, for the CE review and approval. He/She presents the financial statement and the proposed annual budget to the GA for approval by a majority vote. The Treasurer may also explore and engage the association in funding opportunities for implementation of action plans, approved by the General Assembly; such an engagement has to be recommended by the CE and a majority vote of the GA. If necessary, the Treasurer may delegate responsibilities to the Secretary General and/or the Executive Director, as appropriate.

6) Executive Director (CEO) - The Executive Director (CEO) is a non-voting member of the General Assembly and of the Executive Council. Accountable to the President and to the Secretary General, he/she assumes the responsibility for the day-to-day, technical and financial management of the W-SMART Association's operations and plan of activity. By delegation from the President, the Executive Director of the association is the delegated legal representative, authorized to act on behalf of the association, with the necessary power to bind the association, enter into contracts in its name, and ensure the technical and financial management of its projects.

Article 5: Operation Management

The GA establishes the operational procedures and any changes in the bylaws of the association; decisions of the GA may be taken either with a majority vote or unanimously. Unanimous votes are required for the acceptance of new members and for the constitution of new regulations, or policy measures of sensitive information and confidentiality, whenever the GA adopts, changes or supplements the by-laws of the association. The GA defines the policies and guiding principles for the development, implementation, oversight control, and monitoring of the projects undertaken by the Association in accordance with the annual activity plan and the yearly budget approved by the GA for the identified programs.

Article 6: Security for Sensitive Information

Each member of W-SMART will have to comply with the regulations and principles of confidentiality established by GA. When sharing information with W-SMART members, each member of the association (individual member or a representative of an organization) is directly responsible for complying with constraints, national safety regulations, internal policies of the organization, and rights of intellectual ownership. Regulations of confidentiality, validated by GA and included in the terms of reference, will be established upon an unanimously vote of all the members of W-SMART.

Article 6.1: Communication Policy

- a. The confidentiality policies of W-SMART will be proposed by the EC and approved unanimously by GA vote.
- b. W-SMART meetings will be closed to the public. Only W-SMART members and identified/invited external experts can participate in the meeting. The objective of these meetings is to provide a forum in which W-SMART members can discuss and share potentially sensitive information.
- c. Communication Policy for the Press - Unless otherwise approved unanimously by the GA vote, the GA materials developed by the members of W-SMART shall not be published or shared with the Press.
- d. Communication limited to certain members – Information can be communicated to either all the members or to selected members identified by the member source of information. A secured information sharing system will be used to allow for restricted sharing of information. However, and as long as that is possible, W-SMART has the role of sharing as widely as possible information among the members of the association.



Article 7: Budget, Resources and Project Financing

Article 7.1: The Budget Revenues

The budget of W-SMART association includes revenues and expenditures resulting from the operations of the association and from its identified projects; each project has an identified associated budget, indicating all external finanings. The current operational budget and the project financing are well separately specified. Each project undertaken by W-SMART will have identified financing resources with a budget approved by the GA. The annual budget of W-SMART, as approved by the GA upon recommendation of the EC, will include core technical activities and selected externally funded services and/or projects.

The revenues of the W-SMART association will include:

- Externally funded resources, related to funded services or projects, which will involve the expertise of the members and their direct participation in the funded services or projects conducted by W-SMART;
These resources may include but are not limited to:
 1. Externally funded projects (e.g., EU funded R&D projects)
 2. Services provided to members' organizations or external organizations (e.g., corporate training)
 3. Royalty and license fees for intellectual property ownership due to technology solutions developed as results of *W-SMART R&D* initiatives, and;
 4. All resources that are authorized by the terms of reference of W-SMART and comply with national regulations of the members of the association.
- Membership fees as approved by the GA

Article 7.2: Allocated Budget for Management Tasks & Operating Expenses

Allocation of the annual budget of W-SMART for implementation of the core technical activities, support services and externally funded projects of the yearly action plan shall include, as appropriate, resources for the core technical experts and administrative staff support, as well as financial resources for operational expenses, including logistics, travel, and organization of meetings, as approved by the GA. Financing intellectual property rights related to the selected projects shall be determined on a case-by-case basis by the parties involved.

The EC shall assume executive management oversight monitoring for the day-to-day operations including financial management of selected projects in accordance with the yearly work-plan and the allocated resources approved by the GA. Operating expenses will include Internal funding allocation for external services such as CPA, as well as expenses of logistics, travel, and other items as specified in the approved annual budget.

The yearly financial statement of the Association is prepared annually by the appointed CPA, under the responsibility of the Treasurer, and presented to the GA to show operating result and balance sheet of the association. It is validated by the GA, before officially submitting to the French Prefecture.

Article 8: Remunerations and Compensations

The members of the Executive Council cannot receive any compensation for the duties entrusted to them as a member of this council. However, they can be remunerated for tasks related to their participation as experts in externally funded services and projects for implementation of W-SMART programs in agreement with the annual budget of the association, as approved by the GA. They can also claim compensation for expenses resulting from specific missions/tasks in accordance with the conditions established by the Executive Council. According to the French Loi de 1901, the President, the Treasurer and the Secretary cannot receive remuneration except for travels, accommodation and expenses related to specific missions for the association.

Article 9: Communication

The working language of W-SMART association shall be English. However, the translation of any documentation into several languages, particularly French and Spanish, shall be encouraged.



Article 10: Presence

The participation in the association, as an individual expert or as a representative of organization, requires a presence followed at the General Assemblies. The word "presence", within the context of these articles, includes all meetings held for an interactive dialogue, including meetings held by means of telecommunication, following digital invitations or e-mails to the members. W-SMART will support the remote exchanges through the communication systems such as teleconference, videoconference etc...

Article 11: Resignation and exclusion

The status of a member of the W-SMART Association can be suspended or eliminated by:

- Exclusion of members are possible by recommendation of the EC and approval by the GA following a majority vote: exclusion can be proposed for non-payment of membership fees, for proven miss-behavior, or for no compliance with regulations of the W-SMART association
- Resignation, through a mail to the President.

Article 12: Guiding Principles and Regulations

The present articles can be completed by procedural regulations which would be adopted by the GA. These Procedural Regulations will be included in the terms of reference. These procedural regulations are applied by all Members of W-SMART.

The GA can modify the Articles of the Association, upon recommendations of the EC or on request from at least one third of the Members. In this case, the proposals for modification are included in the agenda of the next General Assembly, and need to be sent, by any method, to all members at least fifteen days in advance. In order to adopt the modifications.

Article 12: Communication

The working language of W-SMART association shall be English. However, the translation of any documentation into several languages, particularly French and Spanish, shall be encouraged.

Article 13: Duration of W-smart association and dissolution

The association of W-smart is created on a voluntary basis for an unlimited period.

The GA can be called to decide on the dissolution of W-SMART. This decision has to be proposed and voted in a GA. At any stage, the dissolution can be decided upon the vote of the two-thirds majority of members present. In the case of a dissolution, the GA designates an Auditor to be responsible for the liquidation and distribution of the possessions of the Association.

Article 14: Litigation

For any difference or dispute concerning the association it is the intent of all the members, including individual experts and organizations to resolve the difference by a mutually agreed settlement. If the differences subsist the issues will be settled under the rule of the competent jurisdiction in France.

Gerard LUYET
Acting President
February 15, 2025

Prof. (Ret.) Ilan JURAN
Executive Director, CEO
February 15, 2025

Bruno NGUYEN
Honorary President
February 15, 2025