



W-SMART

*Water Security Management Assessment, Research & Technology*

### Article 1<sup>st</sup>

The present co-founding members have founded an association governed by the law of July 1<sup>st</sup>, 1901, named Water Security Management Assessment, Research & Technology. This denomination can be accompanied or not by the initials "W-SMART" which can be used alone.

### Article 2

The main purpose of W-SMART is to create the necessary international forum for promoting and catalyzing information sharing and collaboration in the field of water security among metropolitan public and private water agencies, national organizations representing these agencies, institutions and local, national and international authorities and applied R&D in the field of drinking water.

### Article 3

The Association is based in Paris, at the offices of the SocieteAnonyme de Gestion des Eaux de Paris named EAU DE PARIS, located at 9 street Victor Schoelcher, 75014 Paris.

### Article 4

Members

The membres of W-SMART are:

#### Organizations

1. private or public stakeholders of water supply:
2. national or local associations representing the water supply operating agencies
3. local authorities dealing with drinking water issues in their activities
4. R&D institutions

## Individual members

1. professionals (decision makers and/or experts) working for governmental administrations who can participate only on a purely individual basis in W-SMART,
2. identified experts approved unanimously by all the permanent members
3. the founding members of W-SMART at his creation, on September 30, 2001, including:
  - Joel MIELE, Former Commissioner of NYCDEP,
  - Bruno NGUYEN, Deputy Director of Operations of EAU DE PARIS,
  - Ilan JURAN, Executive Director of UUC.

Candidacy of a new member or organization has to be sponsored by an existing member and approved unanimously by all the permanent members reunited in general assembly.

## Article 5

### Institutional Structure

The institutional structure of W-SMART includes:

1. *a. a general assembly of the member (GA)*
2. *b. a executive council (EC)*
3. *c. a technical committee (TC)*
4. *d. Experts' Groups(SG)*

### Article 5.1: The General Assembly (GA)

The General Assembly consists of all the members of W-SMART, organizations and individuals. Each member has one vote and can be represented by delegation to another member. A member cannot represent more than 5 persons during a GA. Each organization nominates its representative to the GA, and can change this representative by informing in advance the President by certificated mail. The GA accepts the new members, elects the President, the Treasurer, the Secretary-General and the members of the Executive Council. It approves the financial statement and the action plan of the association.

The decisions in GA are taken:

- unanimously for the admission of new members and the adoption of new confidential rules;

- by a two-third majority for the modifications of the Status and the Charter;
- on a simple majority vote for other decisions.

In the case of equal vote, the President's vote will be determining. The GA meets every year at the initiative of the President, who convenes individually all the registered and up to date members of the GA and provides them the agenda of the annual assembly called "ordinary GA".

When at least half of the members are present or represented by delegation, the quorum is reached and the ordinary GA can take place.

"Extraordinary GA" can be convened to discuss particular items with a written proposal gathering the signature of at least a third of the members

#### Article 5.2: the Executive Council (EC)

The EC is chaired by the President of the association; it includes in addition to the President, the officers of the association, the vice-presidents (Strategic Development, Communication, Programs and Emerging Technologies), the treasurer, and the secretary general acting as the Executive Director of W-SMART, all elected by the simple majority in GA.

The President, the Treasurer and the Secretary General are elected upon the majority vote of the members of the association in GA for a term of three years renewable once upon a majority vote of the GA for a second term.

The EC assumes the responsibilities of management and monitoring for the day to day operations in accordance with the operating guiding principles established by the GA and within the limits of the action plan and the yearly budget approved by the GA. The EC members meet at least twice a year. The decisions are made on simple majority votes; each member of EC has one voice.

#### Article 5.3 : The Technical Committee (TC)

The TC is chaired by the Secretary General and also includes the Presidents of the Experts' Groups (SG). It assumes the responsibilities of oversight, monitoring, coordination, communication and support for the implementation of the yearly action plans defined and developed by the Specialists' Groups. The members of TC meet at least twice a year.

#### Article 5.4 : The Experts' Groups (SG)

Experts' Groups (SG) are created upon the initiative of the members of W-SMART in order to develop and implement thematic programs and/or action plans of mutual

interest. Their constitution is proposed by the initiators during a GA and approved by the GA upon a majority vote.

## Article 6

### Charter and Terms of Reference

A Charter of W-SMART, presents the terms of reference and the operating procedures of the association and specifies in more details the articles described here.

The Terms of Reference of W-SMART will include the policies and procedures adopted by the association. These Terms of Reference will be adopted by the General Assembly and consequently by all the members of the association.

The General Assembly can modify the Terms of Reference of the Association, upon request of the Executive Council or upon request of at least of a third of the members. In this case, the proposals of modification must be included in the agenda of the next General Assembly and must be sent to all the members at least fifteen days before the meeting.

In order to adopt the modifications of the articles of the Status or of the Charter, the General Assembly must be made up at least half of the members of the Executive Council. If that is not the case, the General Assembly is convened again, with at least fifteen days of interval. This time, the GA can discuss, whatever the number of members present.

## Article 7

### **Resources and financings**

The budget of W-SMART association includes revenues and expenditures resulting from the operations of the association particularly for its secretariat and from its identified projects; each project has an associated budget indicating external financings whenever necessary. The current operational budget and the project financing are well separately specified. The fiscal year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

Financing of the W-SMART association will include:

- Internal resources, related to the experience of the members of the association and their direct participation in terms of technical and human resources and the time dedicated to the operation of W-SMART.
- Funding allocation specified in the annual budget of W-SMART for implementation of the yearly work program approved by the GA.

These resources may include but are not limited to:

1. Subscriptions of members, with the membership fees established each year by the GA;
2. Subsidies and financial participation allocated by the national administrations, the European Union and other European and international organizations;
3. Payments for services provided to external organizations;
4. Royalty and license fees for technology solutions developed as results of W-SMART R&D initiatives, and intellectual property ownership interest;
5. Contracts of project management allowing EC to ensure the tasks of planning, implementation and monitoring of the projects initiated by the members or external sponsors.
6. incomes resulting from other co-financing strategies identified by the members of EC
7. Products of loans that the association may be authorized to contract after agreement from the General Assembly.
8. All resources that are authorized by the terms of reference of W-SMART and comply with national regulations of the members of the association.

## 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 administrative tasks or other tasks they have to assume for operation or implementation of W-SMART programs in agreement with the annual budget of the association voted by the GA. They can also be refunded, on presentation of vouchers, the expenditure (transport, housing, restoration) committed for specific missions under the conditions fixed by the Executive Council.

## Article 9

### **Confidentiality & Security Sensitive Information**

Each member of W-SMART will have to comply with the rules and principles of confidentiality established by the GA when it shares information within W-SMART. Each member of the association, individual member or a representative of an organization, is directly responsible for the complying with constraints, national safety regulations, internal policies of the organization, and rights of intellectual ownership. The principles of confidentiality are in the charter of W-SMART; other additional rules established in accordance with all the members of W-SMART and validated unanimously in GA, will be able to be included in the Terms of reference.

## Article 10

### Presence

The participation in the association, as a representative of organization or as individual person, requires a presence followed at the General Assembly

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 invitations by fax or electronic mail (E-mail), Committed to promote strategies of sustainable development, W-SMART will support the remote exchanges through the communication systems such as teleconference, videoconference etc...

### Article 11

Resignation and exclusion

The status of member of W-SMART can be suspended and eliminated:

- By resignation, through a mail to the president. Any member having delayed a subscription for a period exceeding 6 months would be considered as resigned; subscriptions related to the current fiscal year are due independently of the resignation or exclusion of the member.
- For no compliance with regulations of the W-SMART upon recommendations of the EC and approval of the GA by a majority vote.

### Article 12

Duration of the 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 the association. This decision has to be proposed and voted in a GA with a level of participation of at least half plus one of the EC members. If this level of participation is not reached, the GA is convened again, fifteen days interval, and this time it can validly debate whatever the number of members present. At any stage the dissolution can be decided upon the vote of the two-thirds majority of members present.

In the use of dissolution, the GA designates a auditor responsible for liquidation and supremely decides the destination of the final balance of the liquidation allowing to address the objectives of the association appearing in the Charter.

### Article 13

Communication

The working language of the association shall be English. However, any documentation could be translate into several languages, particularly French and Spanish.