

ENCLOSED TO FOLDER no 15109

**ARTICLES OF ASSOCIATION**  
**OF ASSOCIATION**  
**“WATER FOR DEVELOPMENT MANAGEMENT INSTITUTE**  
**” - “HYDROAID”**

**ARTICLE 1 - DENOMINATION**

An association denominated “*Scuola Internazionale dell’Acqua per lo Sviluppo*”, abbreviated as “HYDROAID” is established.

The English denomination “Water for Development Management Institute” can be used indifferently.

**ARTICLE 2 - PURPOSE**

The Association is no-profit; it can operate in Italy and abroad and pursues sole social aims of solidarity and assistance in the field of training and research for the development of knowledge and competences (*capacity building*) in the field of management and preservation of the water resources and topics related to it. It operates in favor of disadvantaged areas, countries and regions, and of populations who need support for development.

The Association organizes theoretical and practical training courses on the management of the water resources and on their related aspects, such as: management of the water resources, safeguard of the environment and of the territory with reference to water and sanitation, with the relevant training.

Said courses address engineers/managers of emerging or developing countries, or in any case from disadvantaged areas, and are free of charge for them.

A contribution to the expenses - if considered as appropriate by the Association organs and whose amount needs to be defined - may be asked to the users of the service or to the countries or regions of origin.

The Board of Directors may decide admittance to the courses to paying participants, upon request of countries or third parties who are willing to bear such costs, establishing the contribution to be requested and compatibly with the regular development of said courses.

The Association develops research activities aimed at the study and improvement of the environment resources management.

Furthermore, the Association promotes and participates to *capacity building* programs relevant to the themes of water resources, water management services and safeguard of both the environment and the territory as referred to water and sanitation, aimed at the solidarity and assistance in favor of emerging or developing countries and disadvantaged areas or regions.

Furthermore, the Association can:

- a) organize conferences, shows and events related to its purposes;
- b) establish relationships with other public or private subjects whenever such relationships are considered as useful for a better development of the statutory purposes;
- c) develop publications functional to the Association's purposes;
- d) organize collateral associative initiatives, with no profit purposes;
- e) undertake any initiative the Board of Directors may deem as appropriate and useful for the best attainment of the statutory purposes.

### ARTICLE 3 - DURATION

The Association is established for an open-ended time, unless otherwise deliberated by the Assembly.

### ARTICLE 4 - REGISTERED OFFICE

The Registered Office of the Association is in Turin (Italy), via Pomba n. 29.

The address of the registered office may vary within the municipality of Turin by deliberation of the Board of Directors.

### ARTICLE 5 - ASSOCIATES

Members of the Association are those subjects which adhere to the Association by deliberation of their competent bodies and offer permanent significant support to the Association activities.

The Associates are admitted by unquestionable decision of the Board of Directors and as a result of their deliberation of admittance.

The qualification of Associate is lost if the reasons which justify the admittance - with particular reference to the support to the Association activities - fail.

Also in this case, the judgment is expressed unquestionably by the Board of Directors, who may deliberate the loss of the qualification as Associate by motivated decision.

The Associates are delivered all the documents and information relevant to any initiative and/or procedure undertaken by Hydroaid upon written request submitted to the Chairman of the Association

### ARTICLE 6 - SUPPORTING MEMBERS

The qualification of Supporting Members can be given - upon deliberation by the Assembly of the Associates - to individuals, associations, universities, centers, research institutes, enterprises and institutions of any type which - sharing the purposes of the Association - contribute without profit-bearing objectives to the life of the Association and to the achievement of its purposes

through financial contributions - on a yearly or multi-year basis - in modalities and amounts no lower than those which are established - on a yearly basis as well - by the Assembly itself, or through vocational activities of particular significance or - also - through the allocation of tangible and/or intangible assets.

The Supporting members may allocate their contribution to specific projects within the range of activities of the Association.

The qualification of Supporting Member lasts for the whole period of time the contribution has been regularly paid for.

#### ARTICLE 7 - ASSETS

The assets of the Association consist of an impress fund generated by the money contribution allocated to this title by the Associates, as well as of the assets which may become - either directly or indirectly - ownership of the Association as a result of disbursements, donations and legacies received under this title.

In order to achieve its purposes, the Association resorts also to amounts coming from the annual partnership fees (Unitary Contributions in Support) from the Associates, from public and private contributions, as well as from revenues - if any - deriving from the initiatives of the Association.

The Association pursues its purposes using the finances available to the extent and through the modalities which are established every time by the Board of Directors, on the basis of the addresses established by the Assembly.

#### ARTICLE 8 - FISCAL YEAR

The fiscal year starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of every year.

The Balance Sheet needs to be approved by April 30<sup>th</sup> of the following fiscal year.

The budget needs to be approved by November 30<sup>th</sup> of the previous fiscal year and define the maximum expenditure amount of the Association, together with a document which must contain the guidelines of its activities for the forthcoming year.

#### ARTICLE 9 - ORGANS OF THE ASSOCIATION

The organs of the Association are:

- a) The Assembly of the Associates
- b) the Steering Committee
- c) the Board of Directors
- d) the Chairman
- e) the Deputy Chairman

f) the Board of Auditors.

#### ARTICLE 10 - THE ASSEMBLY

The Assembly is constituted by the Associates. It is called by registered letter with form for acknowledgement of receipt, registered post, fax or E-mail at least five days in advance on the expected date with enclosed the documents which will be in the agenda. The Assembly is chaired by the Chairman or - in case - by the Deputy Chairman. In case of impediment of both of them, the chair shall be taken by the eldest Director.

The Assembly gathers at least twice a year: by the month of November to approve the budget of the forthcoming year and the guidelines of the activity; by the month of April to approve the balance sheet of the previous fiscal year, assess the results of the activities developed and set the objectives for the future. Every Associate has the right to one vote at the Assembly.

During the Ordinary Assembly, the deliberations are adopted - upon first calling - by majority of votes and with the presence of at least half of the Associates. Upon second calling, the deliberations are valid no matter what the number of attendees is.

The Extraordinary Assembly, on the other hand, will require the presence of 2 thirds of the Associates and the deliberations shall be adopted by majority.

The Assembly can deliberate the winding up of the Association with the favorable vote by three quarters of the Associates, appointing a liquidator and establishing his/her powers, with the obligation of devolving the residual assets -if any - to institutions of similar purposes.

#### ARTICLE 11 - STEERING COMMITTEE

Every Associate is represented by a Member, appointed by the legal representative of the Associate, in the Steering Committee.

Because of the international spectrum of the activities developed by the Association, as well as of the specific supporting role played by the Italian Ministry of Foreign Affairs, said Ministry has the right to appoint a representative in the Steering Committee.

The members of the Steering Committee (except in case of resignation) remain in office for the same period of time of the Board of Directors.

The Steering Committee develops consulting activities and recommends addresses and guidelines to the Board of Directors.

The Steering Committee is called and chaired - and it deliberates - in compliance with the same modalities established for the Assembly of the Associates.

The meetings of the Steering Committee are allowed to be held by

videoconference or audio/teleconference, provided that all the participants can be identified and are allowed participating to the discussion and intervening in real time on the topics which are being dealt with.

If such conditions are ascertained, the Steering Committee is considered to be held in the place where both the Chairman of and the Secretary are attending.

#### ARTICLE 12 – THE BOARD OF DIRECTORS

The Board of Directors consists of five members, including the Chairman, who are appointed by the Assembly of the Associates.

The Directors remain in office for three years - more precisely, until the approval of the balance sheet relevant to their last year of mandate -and can be reconfirmed.

If one or more Directors are dismissed during such period of time, the remaining Directors shall replace them by a deliberation approved by the Board of Auditors, provided that the majority still consists of Directors appointed by the Assembly.

The Directors who are appointed in this way shall remain in office until the following Assembly. If the majority of the Directors appointed by the Assembly are dismissed, the Directors still in office shall call the Assembly so that such organ replaces the dismissed Directors. The new Directors appointed by the Assembly shall remain in office for the whole duration of the Board.

The Board of Directors is called with the same modalities which are established for the Assembly of the Associates.

The meetings of the Board of Directors are allowed to be held by videoconference or audio/teleconference, provided that all the participants can be identified and are allowed participating to the discussion and intervening in real time on the topics which are being dealt with.

If such conditions are ascertained, the Board is considered to be held in the place where the Chairman and the Secretary of the meeting are attending.

For the validity of the deliberations taken by the Board, the presence of majority of its members and the favorable vote of the majority of the attending members are required.

In case of equal number of votes, the vote of the Chairman or of he/she who is chairing the meeting shall prevail.

The Board of Directors is invested with the widest powers for the ordinary and extraordinary management of the Association, and can accomplish all the deeds they will consider as valid for the implementation and achievement of the statutory purposes, with the exception of those deeds the Articles of Association expressly reserve to the Assembly.

The Board of Directors must resort of a Scientific Committee able to provide its

advice and recommendations.

The Board of Directors is entitled to accept public and private contributions in support to the activities of the Association and stipulate agreements with those subjects which are interested in offering contributions to the training of engineers from specific countries. Furthermore, the Board of Directors can sign agreements of cooperation with subjects whose activity is related to the purposes of the Association and deliberate the adhesion of the Association to similar institutions or associative structures, should the Board believe it useful for the aforementioned purposes.

#### ARTICLE 13 - THE CHAIRMAN

The Chairman is the legal representative of the Association, calls and chairs the Assembly, the Board of Directors and the Steering Committee.

The Chairman is appointed by the Assembly with secret vote at 2/3 majority and will remain in office for the same period of time as the Board of Directors. The Chairman can be reconfirmed in compliance with the appointment procedures.

In case of absence or impediment, his/her functions are temporarily performed by the Deputy Chairman or - should the deputy Chairman be in impediment as well - by the eldest member of the Board of Directors.

#### ARTICLE 14 - THE DEPUTY CHAIRMAN

The Deputy Chairman is appointed by the Assembly amongst the members of the Board of Directors by secret vote at 2/3 majority, remains in office for the same period of time as the Board of Directors, and he/she can be reconfirmed in compliance with the appointment procedures.

The Deputy Chairman replaces the Chairman in all the cases of his/her impediment, taking the same functions and powers on a temporary basis.

#### ARTICLE 15 - THE SCIENTIFIC COMMITTEE

The Board of Directors appoints a Scientific Committee, composed by eminent scholars and engineers of proven experience at national and international level, appointing also the Committee Chairman and determining its regulations as related to functions, composition, purposes, tasks and operational modalities.

#### ARTICLE 16 - THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is appointed by the Board of Directors by secret vote at simple majority. The same Board of Directors establishes his/her remuneration, the duration of the appointment and the nature of his/her professional relationship with the Association. He/she participates to the

meetings of the Assembly and of the Board of Directors with no right to vote. The Chief Executive Officer is the operational manager of the Association, manages its activities and the staff, supervises the administration and bookkeeping, prepares the proposal of balance sheet and budget to be submitted to the assembly for approval and exerts all the powers which the Board of Directors and/or the Chairman have allocated to him/her.

#### ARTIICLE 17 - THE BOARD OF AUDITORS

The Board of Auditors consists of three members, which remain in office for the same period of time as the Board of Directors.

The Auditors are appointed by the Assembly amongst the members of the professional register of the Graduated in Commercial Studies or of the Auditors. The Assembly appoints also the Chairman of the relevant Board.

The Assembly can also appoint two Deputy Auditors who may take over until the following Assembly in case of dismissal of one or more members of the Board of Auditors.

The Board of Auditors exerts the powers and functions stated in articles 2403 and following of the Italian Civil Code, including the functions of legal audit stated in article 2409-bis and can proceed with inspection and verification activities at any time.

The Board of Auditors attends the meetings of the Assembly and of the Board of Directors, with no right to vote, but with the power of having any statements reported in the Minutes.

The Board of Auditors can also attend the meetings of the Steering Committee.

#### ARTICLE 18 - WINDING UP OF THE ASSOCIATION

If the association stops its activities for any reasons and decides to wind up by deliberation of the Extraordinary Assembly, any residual assets shall be devolved - at liquidation stage - to subjects which develop similar activities with purposes of public utility, requesting the Assembly to identify them.

#### ARTICLE 19 - FINAL REGULATIONS

As far as whatever not included in these Articles of Association s concerned, reference is made to the general principles of jurisprudence, to the norms of the Italian Civil Code on this subject and to the Regulations for ordinary management, wherever appropriate.

Seal of approval for registration and deposit.

Turin, September 23rd 2011

Signed: GIACOMELLI Giorgio

ANDREA GANELLI