

Articles of Associations of the Swiss Water Partnership (SWP)

1. Name and Headquarters

The Swiss Water Partnership (SWP) is an association governed by the present articles and, secondarily, by the provisions of articles 60 and seq. of the Swiss Civil Code.

The Association's headquarter is located at the residence of the Secretariat.

2. Purpose

SWP is contributing to solve global water challenges by developing and implementing innovative solutions for water challenges in developing and transition countries.

The purpose of SWP is to promote:

- sustainable and equitable use of water resources;
- sustainable provision of universal access to drinking water and sanitation;
- sustainable and equitable management of ecosystems, including water, food and energy production aspects;
- sustainable and efficient use of water for the production of food and industrial uses; considering mitigation and adaptation of climate change and disaster risk reduction;
- improved water quality;
- sustainable finance and entrepreneurship in the water sector;
- collaboration to reduce conflicts over water resources; and
- flood and disaster prevention.

The SWP is confessionally and politically neutral. It does not pursue any commercial purposes and does not seek to make a profit.

3. Activities

The SWP shall achieve its goals in particular by the following means and activities:

- serving as a platform for Swiss stakeholders active in the global water sector;
- provide a space to collaborate and co-create water related innovations and solutions;
- promoting networking and a dialogue on policy and practical issues in the water sector;
- promoting the exchange of knowledge between Swiss and foreign stakeholders active in the water sector;
- creating visibility for Swiss stakeholders active in the global water sector on national and international level;
- promoting Swiss know-how, solutions, technology innovations and research in the field of sustainable water management and the sanitation sector worldwide;
- contributing to a more consistent representation of Switzerland in international discussions and platforms;
- strengthening Switzerland's profile and position in the international water sector.

4. Principles

In its action plans and programmes, the SWP does not cover all aspects of the water issue at all

times. Instead, it focuses on the specific strengths and needs of Switzerland and of Swiss stakeholders, including their partners abroad, by adhering to the following guiding principles:

1. The SWP will complement and build on rather than compete with activities of its members where it is feasible and meaningful.
2. The SWP functions in a participatory, flexible and collaborative manner, with no group of stakeholders being given pre-eminence.

5. Membership

The association can accept as members:

- Swiss government agencies with legal personality (national, cantonal, communal);
- public law institutions in the field of research and applied sciences;
- private enterprises (companies and cooperatives); and/or
- foundations and associations (e.g. NGO's, networks and professional associations)

who have a specific interest and know-how in the water sector at the international level and have registered offices in Switzerland.

Membership of the association is granted upon written application. The General Assembly decides on admission. It may refuse admission without giving reasons.

Each member has the right to resign by giving written notice of termination to the Steering Board with effect as of the end of the current financial year. Furthermore, the membership ends automatically if a member does not pay the annual fee within six months after it is due.

Members may be excluded from the SWP by the General Assembly if they violate the association's articles of association or the interests of the association. Among others, any corrupt or illegal behaviour justifies the exclusion of a member.

In all cases the membership fee for the current year remains due.

6. Financial Resources

Every member of the association is obliged to pay a yearly membership fee. The amount may differ between the members as the fee might depend on the members' economic capacity. The General Assembly approves the membership fee on a yearly basis.

Further funds may be contributed by Swiss government agencies, foundations and any other sources. Further means of the association might be raised through services or from events held. The SWP may also operate on a fee for services basis for and/or with members as long as no SWP member objects.

Any personal claim by members of the association to the assets of the association is excluded.

7. Liability

Only the association's assets are liable for the association's commitments.

Any personal liability of members for the commitments of the association is excluded; in case of persons acting on behalf of the association, art. 55 para. 3 of the Swiss Civil Code is reserved.

8. Bodies

The bodies of the association are:

- the General Assembly (*Mitgliederversammlung / Assemblée Générale*);
- the Steering Board (*Vorstand / Conseil d'Administration*);

- the Secretariat (*Geschäftsstelle / Secrétariat*); and
- the Auditor (*Revisionsstelle / Organe de révision*).

9. General Assembly

The General Assembly is the supreme body of the SWP. The ordinary General Assembly shall be held once a year, usually within the first six months of the financial year.

Extraordinary General Meetings are convened upon request of the Steering Board or if at least one fifth of all votes of the members demand this. In such a case, the meeting shall take place at the latest three months after the submission of the request.

The invitation to any General Assembly must be made in writing at least 20 days before the date of the meeting and must announce the items of the agenda. Resolutions may only be passed on the items listed in the agenda.

The General Assembly is presided by (one of) the chairperson(s), in their absence by another member of the Steering Board.

In the General Assembly, each member shall have one vote.

Decisions of the General Assembly shall be generally taken by the majority of the members present. A majority of two thirds of the votes of the members present is required to dissolve the association. The chairperson(s) of the Steering Board shall (jointly) have the casting vote. Elections and votes are open, unless it is decided to proceed by secret ballot. Members do not have the right to vote on resolutions, which directly affect them.

The General Assembly has the following non-transferable powers:

- approve the admission and exclusion of members;
- decide upon the yearly membership fee;
- elect the members of the Steering Board;
- appoint the Secretariat;
- adopt the annual financial and operational report;
- adopt the annual action plan;
- adopt the annual budget;
- decide on any modification of the articles of association;
- appoint the auditor;
- decides on the dissolution of the association and the liquidation of the assets;
- passing resolutions on all items listed on the agenda of the respective General Assembly; and
- passing resolutions on other matters, which are reserved for the General Assembly by law or the articles of association.

The resolutions and elections passed by the General Assembly must be recorded in minutes.

10. Steering Board

The Steering Board shall consist of up to twelve members (including the chairperson[s]). It is envisaged that the composition of the Steering Board ensures adequate representation of the public, private, civil society and academic sectors.

The Steering Board will constitute itself. It may appoint one chairperson with or without a deputy chairperson, or two co-chairpersons. The chairperson and the deputy chairperson or the two co-chairs represent the association by joint signature

The Steering Board may delegate the preparation and the execution of its resolutions to one or several of its members or to the Secretariat or third parties.

Members of the Steering Board are elected for a term of three years and are eligible for re-election indefinitely.

The Steering Board manages the association, subject to the competencies of the General Assembly and the competencies of the Secretariat. The Steering Board decides on all matters not delegated to another body and represents the association vis-à-vis third parties.

The Steering Board instructs and supervises the Secretariat. The Steering Board meets (physically or by other means) at the invitation of the chairperson(s) as often as business requires. One member of the Steering Board may request that a Steering Board meeting be convened. The meeting must then take place within the three weeks following the request. The convocation of Steering Board meetings must be in writing, in principle 10 days in advance, and must provide information about the agenda items.

Resolutions on items not included on the agenda can only be passed if all members of the Steering Board agree.

Minutes must be taken of the resolutions.

The Steering Board has a quorum when half of its members are present.

Decisions are made whenever possible in a consensual manner. If necessary, decisions are taken by majority vote of the voting Steering Board members. The chairperson has (respectively the chairpersons have jointly) the casting vote.

Resolutions on a motion submitted may also be passed in writing by correspondence (decision by circulation). A resolution by circulation is adopted if a majority of all Steering Board members agree to it. These resolutions must also be recorded in the minutes.

The members of the Steering Board do not receive any compensation for their activities paid by the association.

11. Secretariat

The General Assembly shall appoint one or several persons (legal entities or natural persons) as Secretariat. The term of office shall be four years and re-election shall be possible indefinitely.

The Secretariat might constitute itself and might independently select any subordinates for the office.

The Secretariat, under the supervision of the Steering Board, shall be entrusted with the day-to-day business of the association and shall represent and act in the name of the association under the guidance of the Steering Board.

The Secretariat shall:

- organise and implement regular meetings to ensure networking and exchange on current water issues;
- organise and coordinate the presence of the SWP in relevant international water events;
- maintain and regularly update the SWP website, and provide access to all relevant information that is deemed necessary and useful for achieving of the aims of the SWP;
- inform the members immediately of any exceptional situations which may endanger the realisation and/or require substantial modification of the aims of the association;
- develop a yearly action plan under the guidance of the Steering Board and publish the programme of activities on the SWP website;
- manage the SWP budget: keep accurate and up-to-date records and documents in respect of all expenditures incurred with the funds ;
- prepare and publish an annual progress report and an annual financial report with evidence of all expenditures financed with the project budget; and
- execute specific tasks commissioned by the Steering Board.

12. Auditor

The auditor appointed by the General Assembly (natural person or legal entity) shall audit the Association's accounts every year and submit an annual written report to the General Meeting.

The term of office shall be one year and re-election shall be possible indefinitely.

13. Various provisions

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

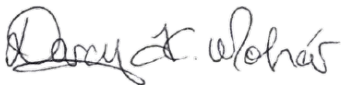
In the event of the dissolution of the association, the Steering Board shall transfer the remaining assets (after the settlement of contractual arrangements and all debts) to charitable or public organizations or foundations that are tax-exempt, have their registered office in Switzerland and serve a similar purpose. A merger with a non-profit, tax-exempt association or foundation domiciled in Switzerland is also permissible. A reversion of the associations' assets to the founders or members is excluded.

The present articles of association were approved by the General Assembly on 23 June 2022 in Wädenswil and shall enter into force immediately. They replace those of 19 May 2015.

Place: Zürich

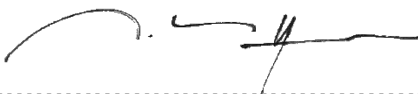
Date: 23 June 2022

Signature:



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Darcy Molnar
Co-Chairperson

Signature:



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Johannes Heeb
Co-Chairperson