



STATUTES

(Courtesy translation, only the original signed version is authentic)

Art. 1 - Name

The association "AQUA!" (Patrimoines de l'eau or Water Heritage in free subtitles) is hereby created, governed by the provisions of the French law of July 1, 1901 and the decree of August 16, 1901. The simple expression "AQUA!" may be used in communication documents.

Art. 2 - Purpose

The aim of AQUA! is to promote a societal and environmental approach to water as a "common good" via all its assets, in France and Europe, and thus to act to :

- protect the natural and man-made spaces, resources, environments and habitats of aquatic ecosystems, in their complementarities and interactions
- understand the hydrogeology of surface and underground waters in their entirety, the hydro-ecology of habitats and species, and the hydro-morphology of aquatic environments
- make scientific and territorial knowledge and data on water accessible to encourage the exchange of best practices
- prevent water-related natural and technological risks (flooding, drought, diffuse pollution, waste management, fire protection, etc.)
- propose water-related solutions for mitigating and adapting to climate change
- enhance the value of built and landscape heritage, both tangible and intangible, linked to water and its uses
- preserve existing hydraulic structures, encourage their sustainable use (renewable energies, fish farming, irrigation, tourism...) and their water regulation capacities
- integrate water as a cross-cutting issue in political and programmatic territorial planning documents
- support new forms of solidarity and collective intelligence in watershed territories, notably by strengthening the participatory democracy of local residents
- understand the history of water use by human societies in order to propose solutions adapted to current and future challenges

AQUA! tools will be built up, from local to European level, via services, salaried staff and volunteers: communication and advocacy campaigns, awareness-raising and training programs, collaborative projects, expertise work, partner networking, support for project leaders, research programs, conferences, technical and scientific publications...

In addition, **the association's purpose is to inform, raise awareness and defend the interests of citizens, users, communities and environments**, in relation to the above-mentioned sectors. To this end, the association takes initiatives, supports actions, or directly carries out actions, in the above-mentioned fields, by securing the necessary scientific, technical and socio-economic support.

Art. 3 - Registered office

The association's registered office is located within the European Metropolis of Lille.
It may be transferred, by decision of the Board of Directors, to another location in France.

Art. 4 - Duration

The duration of the association is unlimited.

Art. 5 - Members

AQUA! is made up of individuals and legal entities.

Legal entities are represented by their current legal representative, or by any other person mentioned to be authorized to do so to the association.

Members are divided into the following colleges (on an exclusive basis):

- College I. citizens (individuals)
- College II. legal entities (associations and institutions)
- College III. professional legal entities
- College IV. experts

Members of the corporate bodies (II and III) may not be members of the Board of Directors.

All colleges take part in the deliberations and decisions of ordinary and extraordinary general meetings.

Art. 6 - Admission

To join the association, you must :

- be approved by the Board of Directors, which makes a discretionary decision on applications for admission, and pay an annual membership fee ;
or :
- be invited by the Board of Directors as an honorary member.

Art. 7 - Membership fees

The amount and terms of membership fees are set by the Board of Directors.

Art. 8 - Loss of membership

Membership is lost by :

- resignation notified by ordinary mail to the President
- dissolution of legal entities
- striking off by the Board of Directors for non-payment of dues after reminder
- exclusion by the Board of Directors for serious or gross misconduct, decided by a two-thirds majority; the member concerned will be notified of this item on the agenda 15 days in advance.

Loss of membership is notified within one month by ordinary mail to the legal entities or individuals concerned.

Art. 9 - The Board of Directors

The association is administered by a Board of Directors (BOD) comprising a maximum of 12 members, including at least one representative from each of colleges I and IV. Half of the Board is renewable every two years.

In the event of vacancy (death, resignation, exclusion), the position is filled at the next General Meeting. The powers of the newly elected member end on the expiry date of the term of office of the member being replaced.

The Board of Directors meets at least twice a year, convened by its Chairman or at the request of at least one-third of its members. The Board may invite any qualified person, in an advisory capacity, to attend its meetings.

The presence or representation of at least one-third of its members is required for the Board of Directors to deliberate validly. Decisions are taken by majority vote; in the event of a tie, the Chairman has the casting vote. Directors may not hold more than one proxy.

The Board of Directors is empowered to administer the association, within the limits of the Articles of the Association.

Its role is to check that AQUA! is acting in accordance with the guidelines laid down at the Annual General Meeting. It approves the association's financial statements for the year ended, which are submitted to the General Meeting for approval, and proposes the appropriation of financial results.

It is empowered to admit, expel or exclude members, and to appoint and dismiss members of the Executive Committee. It defines and oversees the application of internal regulations.

Board meetings are convened electronically, and may be held by videoconference, conference call or hybrid (face-to-face/distance) format.

Minutes are kept of Board meetings. Minutes are signed by the Chairman after approval by the next Board meeting, and may be distributed or published online.

Employees of the association, their spouses, ascendants and descendants are not eligible for election to the Board of Directors.

Art. 10 - The Executive Committee

After each Board election, its members elect an Executive Committee, comprising at least :

- a Chairman ;
- a Secretary ;
- a Treasurer.

The Board is renewable every two years; outgoing Board members are eligible for re-election.

The Board is convened by the Chairman, who sets the agenda. The presence or representation of at least two-thirds of its members is required for the Board to deliberate validly. Decisions are taken by majority vote. In the event of a tie, the Chairman has the casting vote.

The Executive Committee is responsible for managing the day-to-day business of the association.

Like the Board of Directors, it may invite any qualified person to attend its meetings in an advisory capacity.

Minutes of meetings are kept and sent electronically to Board members.

The Board is convened electronically, and can meet by videoconference, conference call or hybrid (face-to-face / remote) mode.

Art. 11 - The editorial committee

The association has an editorial committee made up of active members of the College IV of experts, who validate the content of AQUA! technical and/or scientific publications.

The Editorial Committee is made up of a minimum of 4 members appointed for one year, renewable by tacit agreement, by the Board of Directors, and chosen for the interest or competence they have shown.

It may be chaired by an AQUA! member or employee.

Art. 12 - Ordinary General Meeting

The General Meeting (GM) comprises all members; only paid-up members have the right to vote.

It meets at least once a year, or more frequently on the decision of the Board of Directors or at the request of at least a quarter of its members. Individual invitations to the GM are sent by the Chairman by electronic means, at least 15 days in advance. The agenda is set by the Board of Directors. It may be held in person, in a hybrid format (face-to-face / remote), or exceptionally by videoconference, with an electronic vote. Members taking part in the GM by videoconference are deemed to be present.

At least a quarter of members entitled to vote must be present or represented for the General Meeting to deliberate validly. In the absence of this quorum on the first call, the General Meeting is reconvened, within a minimum period of fifteen days, and with the same agenda. It may then validly deliberate regardless of the number of members present or represented.

Any member unable to attend the GM may give a proxy to a member present.

A member present may hold a maximum of two proxies.

Resolutions are passed by a majority of members present and represented.

In the event of a tie, the Chairman has the casting vote.

The General Meeting defines general policy in accordance with the association's statutes.

It deliberates only on matters on the agenda.

It approves a moral report, an activity report, a financial report, allocates financial results, and deliberates on a policy report and a provisional budget. It appoints, if necessary, the statutory auditor.

It elects the new members of the two colleges I and IV of the Board of Directors. They are chosen from among the candidates present or represented. They are elected by a show of hands or by secret ballot, at the request of at least one member.

Any qualified person may be invited by the Board to attend the GM in an advisory capacity.

Art. 13 - Extraordinary General Meetings

The Chairman may convene an Extraordinary General Meeting under the same conditions as for an Ordinary General Meeting.

At the request of at least two-thirds of the members of the association or at least two-thirds of the members of the Board of Directors, the Chairman may convene an Extraordinary General Meeting under the same conditions as for an Ordinary General Meeting.

The Extraordinary General Meeting has sole authority to :

- decide on modifications to the Articles of the Association's statutes;
- proceed of the election of members of the Board of Directors in the event of a vacancy;
- dissolve the AQUA! association.

Resolutions are passed by a majority of members present and represented.

Any member unable to attend the GM may give a proxy to a member present. A member present may hold a maximum of two proxies. In the event of a tie, the Chairman has the casting vote.

It deliberates only on items on the agenda.

Art. 14 - Resources

The Association's resources consist of :

- Membership fees;
- public or private subsidies;
- income from the sale of products or the provision of services;
- donations and any other resources authorised by laws and regulations;
- financial or skills sponsorship.

Article 15 - Intellectual property

The association may reserve ownership of the results of its work. Membership of the association confers the right to use the results of the association's work, provided that the origin of the work is cited and that the terms and conditions defined in the internal regulations are respected.

Art. 16 - Internal regulations

The Board of Directors may draw up internal regulations setting out the association's operating procedures.

Art. 17 - Amendment of the statutes

The Articles of the Association's statutes may be amended by the Extraordinary General Meeting at the proposal of the Board of Directors.

Proposed amendments are placed on the agenda of the next General Meeting, which must be sent to all members at least fifteen days in advance.

The Articles of the Association's statutes may only be amended by a majority of members present or represented.

Art. 18 - Dissolution

The association may only be dissolved by an Extraordinary General Meeting convened specifically for this purpose. The composition and deliberations of this meeting must comply with the conditions set out in Article 13.

If dissolution is decided, the General Meeting will decide on the devolution of the association's assets and appoint one or more commissioners responsible for liquidating the association's assets.

Drawn up in Orléans in two copies
December the 15th of 2023

For the Chairman
Christian Jacquemin

For the meeting Secretary
Elodie Denizart