

## **STATUTES OF ASSOCIATION**

# **INTERNATIONAL HUMANITARIAN INFRASTRUCTURE PLATFORM (IHIP)**

## **NAME AND HEADQUARTERS**

### **ARTICLE 1**

The INTERNATIONAL HUMANITARIAN INFRASTRUCTURE PLATFORM (IHIP) is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

### **ARTICLE 2**

The Organization's headquarters are located in the State of Geneva Switzerland. The Association shall be of unlimited duration.

## **AIMS**

### **ARTICLE 3**

The Association shall pursue the following aim(s):

1. Provide a platform that allows partner organizations of the humanitarian community and the private sector to share best practices related to infrastructure design, construction, operation and maintenance.
2. Improve the engagement of the humanitarian community with the private sector.
3. Develop a supporting framework of partners endorsing the platform content and mechanism.
4. Coordinate with any initiatives driven by other NGOs, federations, States or International Organizations that would aim to achieve similar goals and benefit to IHIP objectives.

## **RESOURCES**

### **ARTICLE 4**

The Association's resources are derived from:

- donations and legacies;
- sponsorship;
- public subsidies;

- membership fee;
- any other resources authorized by the law.

The funds shall be used in accordance with the Association's social aims.

## **MEMBERS**

### **ARTICLE 5**

1. Full voting membership of the association shall comprise the duly admitted Members. Non-voting membership classifications are listed in Article 5.3.

2. Any physical or moral person may become a member if they have demonstrated their dedication to the goals of the Association through their commitments or actions, even if they are employed by the Association. Requests to become a member must be addressed to the Committee. The Committee informs the General Assembly which approves the membership request.

Membership ceases:

- Upon death;
- By written resignation thereby notifying the Committee at least three months before the end of the financial year;
- By exclusion ordered by the Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified;

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

3. In addition to the full (voting) membership of the Association, there shall be other non-voting classifications of membership as follows:

(i) Affiliate Membership:

Any individual, association, organisation, firm or groups of firms which supports the objectives of the association.

(ii) Committee membership: any member of a IHIP committee

(iii) Fellow membership to allow researcher to join IHIP and run research programs in partnership

## **ORGANS**

### **ARTICLE 6**

The Association shall include the following organs:

1. General Assembly,
2. Executive Board,
3. Auditor.

# **GENERAL ASSEMBLY**

## **ARTICLE 7**

The General Assembly is the Association's supreme authority. It is composed of all the members.

It shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Executive Board or at least of one-fifth of its members. Members can participate remotely or physically to the General Assembly.

The General Assembly shall be considered valid regardless of the number of members present.

The Executive Board shall inform the members in writing of the date of the General Assembly at least one month in advance. The notification, including the proposed agenda, shall be sent to each member at least 2 weeks prior to the date of the meeting.

## **ARTICLE 8**

The General Assembly:

- Shall approve the admission and expulsion of members;
- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the annual budget;
- Supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- Appoints the members of the Executive Board and elects, at a minimum, the President, the Secretary and the Treasurer; the newly appointment members will get in function at the end of the nominating General Assembly;
- Appoints an auditor for the Organization's accounts;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association;

## **ARTICLE 9**

The General Assembly is presided by the President of the Association or the Treasurer.

## **ARTICLE 10**

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present. Written votes can be sent for members not able to attend the General Assembly.

## **ARTICLE 11**

Votes are by a show of hands or by digital means for members assisting remotely. Voting can also take place by secret ballot, if at least five members request it.

## **ARTICLE 12**

The agenda of the ordinary annual session of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly
- Approval of the annual Activity Report
- Approval of the report of the Treasurer and of the Auditor
- Approval of the budget
- Election of Executive Board members
- Miscellaneous business

## **EXECUTIVE BOARD**

### **ARTICLE 13**

The Executive Board is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.

### **ARTICLE 14**

The Executive Board is composed of at least 3 members elected by the General Assembly. Each member's term of office shall last for 1 year and renewable each year. The Executive Board meets as often as the Association's business requires.

### **ARTICLE 15**

The Executive Board members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. Potential attendance fees cannot exceed those paid for official commissions. For activities beyond the usual function, each Executive Board member is eligible for appropriate compensation.

The executive director is an *ex officio* member of the Executive Board.

### **ARTICLE 16**

The functions of the Executive Board are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Assemblies;
- to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

## **RESPONSIBILITY**

### **ARTICLE 17**

The responsibility of the association is limited to the association's assets and to the exclusion of any personal liability of members.

## AUDITOR

### ARTICLE 18

An auditor will be appointed by the General Assembly for a period of two years. It may also entrust this task to a fiduciary company.

The auditors shall check the operating and annual accounts prepared by the committee and present a written and detailed report to the annual ordinary general meeting according to swiss laws and regulations.

## SIGNATURE AND REPRESENTATION

### ARTICLE 19

The association has a dual signing authority with legally binding effect. The dual signing authority is composed of the signature of the president or the treasurer and the signature of the executive director.

## VARIOUS PROVISIONS

### ARTICLE 20

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

### ARTICLE 21

Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been approved by the General Assembly of 8th September 2020 at Chatelaine, canton de Genève, Switzerland.

For the Association

Thomas Nydegger  
President



Mark Finegan  
Treasurer