



CONSTITUTION AND BYE-LAWS

OF THE

INTERNATIONAL HYDROPOWER ASSOCIATION

**CONSTITUTION ESTABLISHED ON 16 NOVEMBER 1995,
MODIFIED IN NOVEMBER 2003, AUGUST 2005,
MARCH 2010 AND APRIL 2015**

**BYE-LAWS ADOPTED IN AUGUST 2005,
MODIFIED IN JULY 2007, MARCH 2010, MARCH 2013, AND APRIL 2015**

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CONSTITUTION OF THE INTERNATIONAL HYDROPOWER ASSOCIATION

1. NAME AND STATUS

- 1.1 The name of the Association is the International Hydropower Association, which may be abbreviated as IHA.
- 1.2 The Association is a mutual, unincorporated, association of its Members, and is non-profit-making.
- 1.3 The Constitution shall be governed by, and construed in accordance with, English law.
- 1.4 The official address of the Association is that of its Central Office, which is based in the United Kingdom.

2. OBJECTIVES

- 2.1 The Association is established as a global organisation advancing sustainable hydropower's role in meeting the world's water and energy needs by:
- championing continuous improvement and sustainable practices
 - building consensus through strong partnerships with other stakeholders
 - driving initiatives to increase the contribution of renewables and hydropower in particular
 - generally increasing awareness of the role hydropower can play in sustainable development as an important source of renewable energy.
- 2.2 The Association may do all such lawful things as are necessary or appropriate in the furtherance of such objectives, including the establishment of one or more subsidiary legal entities to carry on such activities as the members, through their delegation to the Board, consider appropriate.

3. MEMBERSHIP

- 3.1 Membership of the Association shall be open to:
- Individuals working, studying, teaching or having an interest in the field of hydropower or related disciplines, known as Individual Members.
 - Organisations, whether corporate or unincorporated, involved in hydropower or fields related to hydropower, including without limitation, public corporations, utilities, national or international institutions, commercial companies, educational and research establishments, governmental organisations and associations, known as Corporate Members.
- 3.2 Every applicant for admission to membership of the Association shall send to the Board a written application, signed by the applicant and confirming their agreement with the objectives of the Association. An applicant for such admission shall be deemed to be admitted to membership of the Association only if and when the Board shall so determine.
- 3.3 Honorary Membership may be awarded by the Board in accordance with the Bye-laws.

- 3.4 A Corporate Member will be represented by a Corporate Representative nominated in accordance with the Bye-Laws
- 3.5 The Association has a number of Founding Members, both Individual and Corporate Members, who contributed actively to the foundation of the Association or who donated additional financial aid for the set-up of the Association during its first years. The identity of the Founding Members is recorded in the Association's register of members.
- 3.6 Each Individual Member shall have one vote for all purposes and each Corporate Member shall have voting rights according to criteria established by the Board. References in the Constitution or the Bye-laws to "the total voting rights of the Members" shall be construed as comprising the aggregate of one vote per Individual Member and the voting rights of the Corporate Members.
- 3.7 The fees payable for membership shall be the amounts specified annually by the Board and shall be due and payable on an annual basis.
- 3.8 A Member of the Association shall cease to be a Member:
- 3.8.1 by giving written notice to the Board
 - 3.8.2 on the death of an Individual Member or, in the case of a Corporate Member, on its dissolution
 - 3.8.3 if any subscription payable shall have remained unpaid for twelve months unless the Board shall otherwise direct
 - 3.8.4 if, in the opinion of the Board, the behaviour of the Member is incompatible with the interests of the Association and the Board gives notice to the Member to this effect.
- 3.9 The Association may from time to time and on such terms as the Board sees fit, enter into reciprocal arrangements with organisations with similar objectives to those of the Association.

4. **ORGANS OF THE ASSOCIATION**

- 4.1 The organs of the Association comprise:
- the general body of the Members
 - the Board, being the governing body of the Association representing, and accountable to, the Members
 - the Council, being a consultative body to the Board
 - the Central Office, being the co-ordinating and administrative unit of the Association, reporting to the Board
 - thematic Committees and Working Groups, being committees and working groups formed by and reporting to the Board
 - selected Regional / National Offices identified by and reporting to the Board
 - such subsidiary legal entities established by the Association from time to time and reporting to the Board

5. **THE MEMBERS**

- 5.1 The Members shall be the supreme authority of the Association, acting through general meetings and by delegation to the Board or otherwise in accordance with this Constitution and the Bye-laws.
- 5.2 There shall be a biennial general meeting of the Members convened every two years. The business to be conducted at the biennial general meeting shall include, but not be limited to:
- a report to the Members on the previous two years' activities by the Board

- receipt and discussion by the Members of the financial statements of the Association for the preceding two financial periods
- ratification by the Members of the activities of the Board and Central Office in the preceding two-year period
- approval by the Members of the appointment or reappointment of the Auditor.

5.3 All general meetings of the Members other than the biennial general meeting shall be called extraordinary general meetings. An extraordinary general meeting of the Members may be convened by the Board from time to time and at such other time as may be requisitioned in accordance with the Bye-laws.

5.4 All general meetings will be chaired by the President (or in his/her absence, a Vice President nominated by the President or, failing such nomination, by the Board).

5.5 There shall be no quorum requirement for general meetings, unless a special resolution is proposed. No business shall be transacted at a general meeting at which a special resolution under Clause 13, 14 or 15, (as the case may be) is to be proposed unless a quorum of Individual Members and Corporate Members together representing a majority of the total voting rights of the Members, is present in person or by proxy.

5.6 All general meetings of the Members shall be called on at least eight weeks' notice.

5.7 Votes at any general meetings shall be cast by a show of hands, unless the majority (by number) of members present in person call for a poll. On a poll, votes may be given personally or by proxy. This voting procedure shall take cognisance of the impact of the Corporate Representative vote. The appointment of a proxy shall be signed by the Individual Member or the representative of a Corporate Member making the appointment and shall be in such form as the Board may approve. A proxy must be an Individual Member or the representative of a Corporate Member and may not be appointed to act as proxy on any one occasion for more than 40 voting rights in total. The signed form of proxy must be received by the Central Office not later than one week before the date on which the meeting is to be held.

5.8 On a poll, each Individual Member (present in person or by proxy) shall have one vote and each Corporate Member (represented by its Corporate Representative or by proxy) shall have the number of votes according to criteria established by the Board.

5.8.1 Any resolution put to a general meeting (other than a special resolution) shall be decided by a majority of votes cast. In the event of an equality of votes the Chair shall have a casting vote.

5.8.2 A special resolution proposed at a general meeting shall be decided by a majority of not less than 66 per cent of the votes cast for changes to the Bye-laws; and not less than 80 per cent of the votes cast for changes to the Constitution or consideration of dissolution of the Association.

5.9 In lieu of the proposal of a resolution at a general meeting, the Board may propose a resolution (including a special resolution) to the Members which will automatically take effect on a specified date, unless objected to by the requisite number of votes in accordance with Clause 5.10 of this Constitution.

5.10 The procedure referred to in Clause 5.9 of this Constitution will require the Central Office to circulate to every Individual Member and Corporate Member a notice of the proposed resolution which will take effect on a specified future date (being not less than eight weeks from the date on which the notice of the resolution is sent to such Members) unless:

- In the case of a special resolution concerning the Bye-laws, prior to such specified date, the Central Office receives from Members together representing not less than one third of the total voting rights, written notice(s) objecting to such resolution
- In the case of a special resolution concerning the Constitution or the dissolution of the Association, prior to such specified date, the Central Office receives from Members together representing not less than one fifth of the total voting rights, written notice(s) objecting to such resolution
- In the case of any other resolution, prior to such specified date, the Central Office receives from Members together representing a majority of the total voting rights, written notice(s) objecting to such resolution

6. **SUBSIDIARY LEGAL ENTITIES**

6.1 Subsidiary legal entities may be established by the Board to carry on specific activities on behalf of the Association. All such activities will be managed by the directors (appointed by the Board), who shall have power to co-opt additional expertise where required, and will report to the Board. Ultimate ownership of any such entities will remain vested in the Association.

7. **THE BOARD**

7.1 The Association shall be directed by the Board. The members of the Board shall normally meet at least three times per year and more often if deemed necessary.

7.2 Unless otherwise defined in the Bye-laws, the quorum for a meeting of the Board shall be a majority of members present in person or participating by teleconference. Each member of the Board present or participating at the meeting will have one vote in the decision-making process. Questions arising at a meeting will be decided by a majority of votes. In the event of an equality of votes the Chair will have a casting vote.

7.3 The Board comprises:

- up to 18 members elected by the Members of the Association
- up to 6 co-opted members
- the Executive Director/Chief Executive (who shall be non-voting)

7.4 From within its membership, the Board will appoint the President and up to 6 Vice Presidents.

7.5 The Bye-laws shall regulate:

- eligibility for membership of the Board and the office of President, Vice Presidents and Executive Director/Chief Executive
- the election and cooption of the members of the Board and the appointment by the Board of the President, Vice Presidents and Executive Director/Chief Executive
- the roles of the President, Vice Presidents and Executive Director/Chief Executive
- the term of such appointments and election and the termination thereof
- the conduct of the Board members and its meetings.

8. **THE COUNCIL**

8.1 The Council shall act as a consultative body to the Board. Its members shall comprise key figures with views or concerns relating to hydropower from both within

and outside the Association's membership. Its members shall be appointed by the Board for a term defined in the Bye-laws.

9. **THE CENTRAL OFFICE**

9.1 The Central Office shall coordinate the activities of the Association, convening its meetings, communicating with the members, keeping financial accounts, and carrying out such tasks as are considered necessary by the Board.

10. **THEMATIC COMMITTEES AND WORKING GROUPS**

10.1 Thematic Committees will be created by the Board to address, on a standing basis, specific areas of activity of the Association. Working Groups may be established by the Board to fulfil special tasks. The terms of reference and the membership of such Committees and Working Groups shall be approved by the Board.

11. **AUDITOR**

11.1 The Board, through the Executive Director/Chief Executive, will prepare annual accounts, in accordance with UK generally accepted accounting principles, and will submit these, and a report, for approval to the Board, on an annual basis, and at the biennial general meeting. The accounts will be audited by a registered auditor.

12. **BYE-LAWS**

12.1 The Bye-laws of the Association, which shall operate in conjunction with this Constitution and shall be binding on the Members, may be adopted or amended by a special resolution of the Members (as defined in Clause 5.8.2) passed at a general meeting of the Association, or by a special resolution taking effect in accordance with the procedures specified in Clauses 5.9 and 5.10 of this Constitution.

12.2 In the event of a conflict between the Bye-laws and the Constitution, the latter will prevail.

13. **CONSTITUTIONAL AMENDMENTS**

13.1 The Constitution may be altered by a special resolution of the Members (as defined in Clause 5.8.2) passed at a general meeting of the Association, or by a special resolution taking effect in accordance with the procedures specified in Clauses 5.9 and 5.10 of this Constitution.

14. **DISSOLUTION**

14.1 If the Board by a majority decides at any time that it is necessary or desirable to dissolve the Association, it shall convene a general meeting of the Members to consider a special resolution for the dissolution of the Association, as defined in Clause 5.8.2, or circulate to the Members a special resolution for the dissolution of the Association, in accordance with the procedures specified in Clauses 5.9 and 5.10 of this Constitution.

14.2 If the special resolution for the dissolution of the Association shall be passed at the said general meeting or a special resolution for the dissolution of the Association takes effect in accordance with such procedure, a suitably qualified accountant or insolvency practitioner shall be appointed for the purpose of ascertaining the assets and liabilities of the Association. If, after the satisfaction of all its debts and liabilities, there remains any property whatsoever the same shall be paid to or distributed among the members of the Association as at the date on which the special resolution for the Association was passed or a special resolution for the dissolution of the Association takes effect (the "Dissolution Date"), proportionately to the amount of the subscription paid by each Member in the subscription year immediately preceding the

subscription year in which the said resolution was passed or took effect. If, in the event of the dissolution of the Association pursuant to the said special resolution or procedure, or if the Association is wound up pursuant to Part V of the Insolvency Act 1986 (or any re-enactment thereof) there should be insufficient assets to satisfy all its debt and liabilities, each member of the Association as at the Dissolution Date or at the date of commencement of such winding up (as the case may be) shall contribute such amount as may be required for payment of the debts and liabilities of the Association, proportionately to the amount of the subscription paid by each such member in the subscription year immediately preceding the subscription year in which the said resolution was passed or took effect or such winding up was commenced.

15. **NOTICES**

- 15.1 Any notice to the Association shall be in writing and addressed to the Central Office; notices sent by post, facsimile or electronic mail will not be considered to have been delivered unless a confirmation reply has been sent from the Central Office.
- 15.2 Notices given by the Association to the Members shall be in writing and distributed by electronic mail or by post to the address specified in the membership database. Members are required to give notice to the Central Office of changes of address.
- 15.3 The accidental omission to give notice of a meeting or a special resolution under Clauses 5.9 and 5.10 to, or the non-receipt of notice of a meeting or such a resolution by, any Member shall not invalidate the proceedings at the meeting or the effectiveness of any such resolution.

IHA BYE-LAWS

These Bye-laws shall operate in conjunction with the IHA Constitution and shall be binding on the Members.

1. CORPORATE MEMBERSHIP

- 1.i. Corporate membership levels, including rights and responsibilities, are defined by the Board and published by the Central Office.
- 1.ii. Members wishing to terminate their membership are required to inform the Central Office in writing, giving one year's notice.
- 1.iii. Each Corporate Member shall give notice to the Central Office of the name of its Corporate Representative and of any changes thereto. The Board may, by notice in writing, terminate the nomination of any Corporate Representative where, in the opinion of the Board, the behaviour of the Corporate Representative is incompatible with the interests of the Association. Such individual shall be ineligible thereafter for re-nomination, unless the Board agrees otherwise.
- 1.iv. The Corporate Member shall be represented in all IHA activities by its nominated Corporate Representative.
- 1.v. In IHA elections the Corporate Member will be fully represented by its nominated Corporate Representative, who also will be the only person that can be nominated as the Corporate Member candidate.

2. VOTES OF CORPORATE MEMBERS

- 2.i. The Board will define and periodically review the number of voting rights allocated to Corporate Members depending on their level of membership. The number of voting rights, and other membership rights and responsibilities, will be documented in the Board Guidance Document.
- 2.ii. Corporate Members will exercise their voting rights in collective voting, through their Corporate Representative.

3. HONORARY MEMBERSHIP AND THE MOSONYI AWARD

- 3.i. The Board may choose to acknowledge, by awarding Honorary Membership directly, a Member's outstanding contribution to the Association. Honorary Membership can only be awarded to a natural person. An award may be made provided the majority of Board members support the proposal. Honorary members will be acknowledged at each biennial General Meeting.
- 3.ii. Subject to Clause 3.7 of the Constitution, the award of Honorary Membership is for a life term and no membership fee is payable.
- 3.iii. The purpose of the Mosonyi Award is to acknowledge a Member's outstanding contribution to hydropower. The Award is named after IHA Founder Prof. Dr. Emil Mosonyi.
- 3.iv. Procedures of the Mosonyi Award
 - a. Any Member may nominate a candidate. The written notice of nomination must be supported by at least three additional members from different countries. A notice of nomination should be submitted to the Central Office by the end of the calendar year previous to the Association's next biennial general meeting.
 - b. A Committee, convened by the Board, will examine nominations and make a recommendation to the Board. An award may be made provided a majority of Board members support the proposal. Up to three individuals may receive the Mosonyi Award on each occasion.

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- c. The Mosonyi Award may be announced and presented by the President (or a Vice President) on the occasion of a biennial general meeting or thereafter if deemed appropriate by the Board.
- d. Following the announcement of the Mosonyi Award, the recipient will become an Honorary Member of the Association.

4. GENERAL MEETINGS

- 4.i. The notice convening the biennial general meeting and any extraordinary general meeting will include details of the time and venue, the agenda and the text of any proposed resolution. A Member may propose for consideration of the Board a resolution for a biennial general meeting provided it is submitted in writing to the Central Office before the end of the calendar year previous to the year in which the biennial meeting in question is to be held. The Board shall not be obliged to propose any such resolution.
- 4.ii. Extraordinary general meetings may be convened by the Board, or if requested through written notices from Members representing at least one fifth of the total voting rights of the Members. Any such notices from the Members must be addressed to the Central Office proposing a resolution to be put to an extraordinary general meeting.

5. USE OF THE IHA LOGO

- 5.i. Members may not use the trademark or logo of the Association for any purpose whatsoever without the prior written consent from the Central Office according to guidance from the Board.

6. THE BOARD

- 6.i. The Board will include up to 18 elected Board members from the following categories:
 - a. *Regional categories*
 - **Africa**, comprising all members of the African Union, and Morocco
 - **America, North and Central**, comprising Belize, Bermuda, Canada, the Caribbean nations, Costa Rica, Guatemala, Honduras, Mexico Nicaragua, Panama, El Salvador and the United States of America
 - **America, South**, comprising Argentina, Bolivia, Brazil, Chile, Colombia, Ecuador, Guyana, Paraguay, Peru, Suriname, Uruguay and Venezuela
 - **Asia One**, comprising Afghanistan, Bahrain, Bangladesh, Bhutan, India, Iran, Iraq, Israel, Jordan, Kazakhstan Kuwait, Kyrgyzstan, Lebanon, Nepal, Oman, Pakistan, Qatar, Russia, Saudi Arabia, Sri Lanka, Tajikistan, Turkey, Turkmenistan, United Arab Emirates, Uzbekistan and Yemen
 - **Asia Two**, comprising Australia, Cambodia, China, Indonesia, Japan, Laos, Malaysia, Mongolia, Myanmar, New Zealand, North Korea, Papua New Guinea, Philippines, Singapore, South Korea, Thailand, Vietnam and the Pacific Island Nations
 - **Europe**, comprising, the members of the European Economic Area and Albania, Andorra, Armenia, Azerbaijan, Belarus, Bosnia and Herzegovina, Georgia, FYI Macedonia, Moldova, Monaco, San Marino, Serbia and Montenegro, Switzerland and Ukraine.
- 6.ii. Candidates for Board election will be nominated according to the regional categories. Candidates in the regional categories will be Members based within these regions.
- 6.iii. The elected Board members may co-opt up to six additional Members to the Board.
- 6.iv. The term of office for all Board members is two years.
- 6.v. All Board members, despite being proposed as candidates within their respective category, will work in their individual capacity in the interest of the Association.
- 6.vi. Nomination of candidates for election to the Board.

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- a. At least four weeks notice will be given by the Central Office in the call for nominations.
 - b. A candidate may be proposed in writing to the Central Office by any two current Members based in different countries.
 - c. Candidates will be required to give a written description of what contribution to the Association they could make, if elected.
 - d. Candidates must confirm that sufficient time and resources are available to meet the shared responsibilities of the Board, including a commitment to attend the majority of its meetings.
- 6.vii. Election process of Board members.**
- a. All Members will vote for 18 candidates, with at least one vote being cast in each category (provided that there is at least one candidate in each category, and at least 18 candidates in total).
 - b. The election process may be conducted by postal, facsimile or electronic vote according to the guidance issued by the Central Office at the beginning of the process. The deadline for the return of votes will be six weeks after the sending date of the ballot form from the Central Office.
 - c. Counting of the votes will be witnessed by the Auditor.
 - d. A minimum of one candidate will be elected from each category, provided there is a candidacy for each and such candidate has received at least one vote (in addition to any vote the candidate may have cast in his/her own favour).
 - e. In electing the Board members, a maximum of six candidates may be elected in any one category.
 - f. No more than three candidates based in the same country will be elected.
- 6.viii. Co-option of Board members.**
- a. Candidates agree to assume the shared responsibilities of the Board, if their appointment is supported by the majority of elected Board members.
 - b. With the exception of the selection of other co-opted members, co-opted members have full voting rights within the Board.
 - c. The term of office for a co-opted member will begin at the time of the first meeting after the member has accepted the appointment to the Board. The term ends two years after the date of this meeting.
- 6.ix.** If a Board member retires within his/her term of office, the elected Board members may co-opt a replacement for the remaining period of the original member's term.
- 6.x.** Subject always to the Constitution, the Board may regulate its proceedings as it thinks fit.
- 6.xi. First meeting after the Board elections.**
- a. The term of office of the previously serving elected Board members ends immediately before this meeting, and newly elected Board members take office at this time. The previous President will continue to serve for the interim period until the new President is elected. The first Board Meeting will be convened not later than eight weeks after the date of announcement of the election results. The quorum for this meeting will require two-thirds of the elected Board members to be present. At this meeting the Board will appoint the President and the Vice Presidents.
 - b. The Board shall, in accordance with such procedures as it may decide, appoint one of their number as the President and up to six of their number as Vice Presidents. Only Board members who have already served one term shall be eligible for appointment as President or Vice President. Any potential appointee for such office shall be eligible to vote in relation to their own appointment.
 - c. Once appointed, the President and Vice Presidents take office immediately.
 - d. A President may serve a maximum of three complete terms of office, after which he will no longer be eligible to stand for election to the Board.

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- 6.xii.** The President will:
- a. work as the primary ambassador of the Association;
 - b. ensure the good governance of the Association through compliance with its Constitution;
 - c. ensure the sound functioning of the Board, including effective chairing of its meetings and maintaining open communication with all Board members;
 - d. ensure delivery of the work programme by: working closely with the Vice Presidents and Executive Director/Chief Executive, proposing relevant events, committees and working groups, and periodically checking the alignment of the work programme with the objectives of the Association.
- 6.xiii.** The Vice Presidents will:
- a. work on specific responsibilities as delegated by the Board, including governance aspects and the contractual arrangement with the Executive Director/Chief Executive.
- 6.xiv.** The Executive Director/Chief Executive will:
- a. manage the Association by delegation of the Board in accordance with objectives of the Association and carry out specific tasks assigned by the Board;
 - b. cooperate closely with the President through regular consultation in regard to the implementation of these tasks and objectives, including assisting in maintaining an effective flow of information to all Board members;
 - c. report to the Board on all matters within the area of responsibility;
 - d. sign documents in accordance with the rules of signature as defined by his/her contract of employment.
- 6.xv.** Roles of Board members on subsidiary legal entities.
- a. The Board members may during their term(s) of office act (on behalf of the Association) as members and/or directors of subsidiary legal entities established to carry on specific activities of the Association, and shall sign such documents as may be necessary to be registered as members and / or directors.
- 6.xvi.** A Board member's position will be vacated if:
- a. The member submits a written notice of resignation to the Central Office, at which time his responsibilities for the future activities of the Board will cease, or
 - b. The Central Office serves notice of a Board resolution that observes the lack of attendance at Board meetings over a period of 12 months, and/or that the behaviour of the member has been deemed incompatible with the interests of the Association, and/or that the behaviour of the member has been deemed incompatible with the sound functioning of the Board.
- 6.xvii.** Attendance of Board members.
- a. If Board members are unable to attend a meeting, they may nominate an alternate in writing to the Executive Director/Chief Executive.
 - b. The alternate may contribute to the Board meeting discussions, but will have no voting rights.
 - c. Representation by an alternate does not constitute attendance of the Board member.
- 6.xviii.** Achieving a quorum through teleconference.
- a. Save the first meeting after the elections, in the event of a meeting of the Board not achieving a quorum through attendance of members in person, teleconferencing may be used to achieve a quorum for decision-making purposes. Participation by teleconferencing for the purpose of decision-making does not constitute attendance of the Board member.

7. BOARD GUIDANCE DOCUMENT

- 7.i. A Board Guidance Document shall be provided by the Governance Committee to regulate:
 - a. Clarification of roles and responsibilities of officers and organs of the Association
 - b. Rights and responsibilities of the membership levels
 - c. Terms of Reference for Committees, boards of subsidiary legal entities, Regional / National offices and Working Groups, including procedures for reporting to the Board and interaction with Association staff
 - d. Procedures relating to: conduct of the Board and other Association meetings; and Board/management interfaces.

8. THE COUNCIL

- 8.i. The Council will comprise individuals invited by the Board for an appointment of 2 years, which is renewable.
- 8.ii. Council members will include key stakeholders involved in hydropower policy and may include previous IHA officers and Honorary Members.
- 8.iii. The Council will meet with the Board at least once every two years. Notice for such meetings will be issued by the Central Office at least eight weeks in advance of the meeting. The meeting will be chaired by the President or an individual nominated by the President. Acting on the proposal of the President, the Board may invite observers.
- 8.iv. Members of the Council may be consulted by the Board between meetings as and when mutually convenient.

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