

International Association for Hydro-Environment Engineering and Research

ARTICLES OF ASSOCIATION

Adopted at the IAHR General Members Assembly on 21 June 2025 in Singapore
Notarial deed executed on 26 September 2025 in Amsterdam, the Netherlands

Article 1 - Name, shortened name, registered seat and duration

1. The name of the association is: **International Association for Hydro-Environment Engineering and Research**
2. The shortened name of the association is: **IAHR**
3. The association has its corporate seat in the municipality of Delft, the Netherlands.
4. The association has been incorporated on the third day of September nineteen hundred thirty-five for an indefinite period of time.

Article 2 - Objects

1. The association represents a world-wide independent organization of engineers and scientists interested in or working in fields related to hydraulics, hydro-environment science and engineering and its practical application.
2. The objectives of the association are:
 - a. to promote the research, education and practice hydraulics, hydro-environment science and engineering and the application in all relevant fields, including industrial, urban, agricultural and environmental aspects;
 - b. to effectively contribute to the solution of global problems in the field of hydraulics, hydro-environment science and engineering;
 - c. to provide a forum for the exchange of information among and between researchers and practitioners in the international community dealing with fluid mechanics;
 - d. to keep members of the association current in their fields and alerted to future changes and opportunities by examining, on a continuing basis, the present and likely future directions of the association's areas of endeavor.
3. The association tries to achieve its objects as described in paragraph 2 of this article by among other things:
 - a. strategic and organizational development of the association's areas of endeavor;
 - b. organization and conduct of congresses and conferences;
 - c. publication of journals, newsletters, monographs and proceedings of congresses and symposia;
 - d. organization and conduct of continuing education activities related to all fields of hydro-environmental science and engineering, including hydraulics and hydrodynamics;
 - e. provision of an international clearing-house for information related to all aspects of hydraulics and hydrodynamics and their practical application;
 - f. co-operation with other international organizations whose interests and activities are related to those of the association;
 - g. such other activities as may legitimately be adopted for the furtherance of the objectives of the association.
4. For the realization of its objectives the council may install (technical) committees and (regional) divisions, whose chair and leadership team are selected in accordance with the regulations of the relevant committee or regional division. The duties, powers and structure of the committees and divisions are described in their regulations.

Article 3 – Membership, admittance

Applications for membership of the Association shall be made to the secretariat in writing. Applicants shall be members of the Association, with due observance of article 5, after they have been notified, in writing, by the Executive Director (or her/his delegated staff member from the secretariat) of the acceptance of their application.

Article 4 – Contributions from the members

The members pay an annual contribution, the amount of which is determined by the general meeting. Members may be required to issue an order for automatic payment of the periodic contribution. The members can be divided into categories that pay a different contribution.

Article 5 – Membership categories

The association has the following categories of members:

- a. Individual members;
- b. Institutional members;
- c. Young professional network members (hereinafter individually referred to as: "YPN member" and jointly referred to as: "YPN members"); and
- d. Hosts.

In addition to the above types of members there may be such other kinds of memberships or subsets of memberships as are specified in the regulations (Bylaws).

Article 6 – Individual members

Individual membership shall be open to any person engaged in hydraulics, hydrodynamic and hydro-environment engineering (science as well as practice) and its application or interested in the objectives of the association and who is or is becoming a graduate in engineering or science, or possess or is acquiring equivalent qualifications at an institution approved by the council.

Article 7 – Institutional members

Institutional memberships shall be open to the following types of institutions:

- a. Hydraulics laboratories and other organizations involved in research and development of hydraulics, hydrodynamics and hydro-environment science and engineering in all its aspects, including policy analysis, water resources management, industrial applications and the environment;
- b. Educational institutions dealing with hydraulics, hydrodynamics, hydro-environment science and engineering and their practical applications;
- c. Organizations, institutions or companies which promote, design, execute or supervise hydro-environment science and engineering applications, hydraulic engineering works, perform management tasks, carry out surveys or industrial projects, develop, supply or apply relevant equipment, instrumentation, hardware or software.

Article 8 – Host members

Host memberships are reserved for the institutes who provide physical hosting of and/or human resources or other significant resources for the secretariat of the association at no cost to the association.

Article 9 – Honorary Fellows / Honorary members/ extraordinary distinguished members

Individual members and institutional members, as well as persons and institutions outside the association, may, upon unanimous nomination of the Executive Committee, be awarded honorary fellow or honorary membership by a resolution of the general meeting adopted with a majority of

two-thirds (2/3). No more than three (3) honorary members (either honorary fellows or honorary members), being members from the association and not more than one (1) honorary member outside the association, may be elected at that general meeting of members.

Article 10 - Termination of membership

1. The membership of a member terminates upon:
 - (a) notice of termination being given by the association;
 - (b) notice of termination being given by the member;
 - (c) removal of the member;
 - (d) a legal merger (*juridische fusie*) or legal division (*juridische splitsing*) to which the association is a party and as a result of which the association ceases to exist;
 - (e) decease of a member; If a legal person is a member of the association, its membership shall end when it ceases to exist, other than as a result of a legal merger or legal division as referred to in paragraph 2 of this article; and
 - (f) the admission or retirement of a member does not terminate the membership of the partnership, but in case a partner retires from the partnership, this partner ceases to participate in the membership, whereas in case a partnership has admitted a partner, this partner will participate in the membership.
2. If a member enters into a legal merger or a legal division as a result of which the member shall cease to exist, or is otherwise involved in a transaction with the purpose of transferring all or any part of its assets (including its membership) under universal succession of title (*algemene titel*), the membership shall transfer to the acquiring legal entity provided that the written consent of the Executive Committee for such transfer shall have been obtained in advance.
If such consent is not obtained, the membership shall terminate as and when the member ceases to exist or the above transaction takes effect, as the case may be.

Article 11 - Termination of membership on behalf of the association

1. The Executive Committee is entitled to give notice of termination of the membership of a member on behalf of the association if:
 - (a) a member becomes bankrupt, is dissolved or has been granted a suspension of payments, or similar measures whether or not under foreign law, are taken;
 - (b) a member does not comply with any of its obligations towards the association;
 - (c) a member no longer meets the requirements for membership laid down in these articles of association; or
 - (d) the association cannot be reasonably required to allow the membership of a member to continue.

If the events referred to in paragraph 1 (a) of this article occur, the member concerned shall forthwith inform the Executive Committee accordingly.
2. The Executive Committee shall, within one week of the decision to terminate a membership as a result of any of the events in paragraph 1 of this article, notify the member concerned by registered letter of the decision regarding the termination of the membership (with a copy to the other members), stating the reasons for the termination and the effective date of the termination, if applicable.
3. The Executive Committee can suspend a member, to whom notice of termination of membership is given in accordance with paragraph 2 of this article, with immediate effect.

Article 12 - Termination of membership by the member

1. Termination of membership by the member may only take place towards the end of a financial year, provided this is done in writing and with at least two month's notice.

2. Notice of termination may be given with immediate effect if the member cannot reasonably be required to continue the membership. The membership fee for the current year remains payable by the member. Late termination shall result in the membership - including the obligations attached to it - only ending at the end of the next financial year, unless the Executive Committee decides otherwise based on special circumstances. Notice of termination of membership with immediate effect may also be given to the Executive Committee by a member within one month after having been informed of a resolution to convert the association into another legal form or to merge or to divide the same.
3. If a member has given notice of termination of membership as described in the previous paragraphs of this article, the Executive Committee shall send the relevant member written notice of receipt within fourteen (14) days, with a copy to all the other members. A failure by the Executive Committee to send a written notice of receipt shall not affect the effective date of the termination.

Article 13 - Removal of a member

1. The general meeting of members may remove a member if a member acts in breach of these articles of association, a valid resolution of the association or prejudices the association in an unreasonable manner. In any case, the general meeting of members may remove a member when the member involved has not paid the relevant dues within 6 months of a written reminder by the Secretariat.
2. The Executive Committee shall notify the member concerned as soon as possible of the decision of the general meeting of members to remove the member and of the reasons on which such decision is based (with a copy to the other members).

Article 14 – Executive Committee (board)

1. The Executive Committee (*bestuur*) of the association shall consist of at least seven (7) members, including a President, three (3) Vice-Presidents, two (2) Secretary-Generals and one (1) Executive Director. The members of the Executive Committee shall be either members or non-members of the association, provided that the President and Vice-Presidents must be members of the association.
2. The members of the Executive Committee are appointed as follows:
 - the President, the Vice-Presidents and the Executive Director shall be appointed by the general meeting of members;
 - the Secretary-Generals shall be appointed by the Council; and
 - up to three (3) ordinary members shall be appointed by the Executive Committee.
3. Only members of the association may be appointed as President or Vice-President. The President serves a two (2) year term. The general meeting of members, may upon recommendation of the nominating committee (as described in the regulations (By-laws) of the association, resolve to extend the term by an additional two (2) years. After lapse of the two (2) years term or four (4) years term (as applicable), this term cannot be renewed and the President will automatically receive the title Past-President for a period of two (2) years.
4. Vacancies shall be filled as soon as possible, however in any case within three (3) months after they have arisen. If there are vacancies on the Executive Committee, the members of the Executive Committee shall continue to be fully empowered to manage and represent the association.
5. If one or more of the members of the Executive Committee are not in office or prevented from acting, the remaining members or member of the Executive Committee shall assume his/their duties.

6. In the event that one (1) or more members of the Executive Committee are absent or unable to act, the other members are or the member of the Executive Committee shall be temporarily in charge of the management
In the event that all members of the Executive Committee are absent or unable to act, a person to be appointed by the general meeting of members for that purpose for an indefinite period of time shall temporarily be in charge of the management.
'Absent' is understood to mean suspension and in case for whatever reason during a consecutive period of at least seventy-two (72) hours the association cannot contact a member of the Executive Committee, with the provision that the general meeting of members can decide another period is applicable.
7. The members of the Executive Committee may at all times, even when appointed for a fixed period, be dismissed or suspended by the general meeting of members.
8. The Executive Committee is authorized to enter into agreements to purchase, dispose of and encumber registered property. The Executive Committee is not authorized to enter into agreements by which the association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party.
9. The President may grant or remove the title Designated Vice-President to a Vice President.

Article 15 - Meetings of the Executive Committee

1. The Executive Committee shall meet as often as any member of the Executive Committee shall deem necessary, however, in any case at least once per year. Each member of the Executive Committee may cast one (1) vote at meetings of the Executive Committee. All resolutions shall be passed by a majority of the votes cast. A member of the Executive Committee may grant power of attorney to a fellow member to represent him at a meeting of the Executive Committee.
2. The meetings of the Executive Committee may be held anywhere in the world.
3. The Executive Committee may also pass resolutions outside a meeting provided that all of its members have approved the resolution in writing.
4. Meetings of the Executive Committee may also be held by conference call, video conference or by any other means of communication, provided that all members of the Executive Committee participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.
5. The President shall chair the meeting of the Executive Committee. In case of his absence the meeting shall appoint its chairperson.
6. A member of the Executive Committee may not take part in the discussions and the adoption of resolutions (*beraadslaging en besluitvorming*) if he has a direct or indirect personal interest conflicting with the interests of the association and its affiliated business or organization. If as a consequence no decision of the Executive Committee can be taken, the decision shall be taken by the general meeting of members.

Article 16 - Representation of the association

1. The Executive Committee shall represent the association.
2. The authorization to represent the association shall also accrue to:
 - (i) the President acting jointly with the Executive Director; and
 - (ii) the President acting jointly with one of the other members of the Executive Committee;
 - (iii) the Executive Director together with another member of the Executive Committee with the title Designated Vice-President.

3. Subject to the limits specified in these articles of association, the Executive Committee may resolve to grant one or more powers of attorney to one or more persons, who do not need to be members of the Executive Committee, to represent the association within the limits of these articles of association and of the power of attorney.

Article 17 - Council

1. The council comprises the Executive Committee, the chair of each Technical Committee of the association (hereinafter referred to as the “**TC**”), the chair of each Regional Division (hereinafter referred to as the “**RD**”) of the association and the editors of IAHR Journals (as defined in the By-Laws). In recognition of the critical importance of early-career engineers and scientists to the future of IAHR, one YPN member from each RD will be invited to participate in Council. The selection procedure of YPN participants is defined in the IAHR by-laws. They are full voting members of council.
2. The chairs of TC’s and RD’s will be elected according to the by-laws and will automatically become a member of the IAHR Council. The members of the council shall generally be elected on individual merit, but to the extent possible the council should represent the gender and geographic distribution of the membership of the association.
3. The Executive Committee requires the prior approval of the council for financial reports.
4. The Executive Committee provides the council with updates on the policy and status of the association.
5. The council shall meet as often as the Executive Committee deems necessary, however, in any case at least at every IAHR leadership meeting at the IAHR World Congress. The Executive Committee is authorized to convene a meeting of the council.
6. Notice of meeting of the council shall, by the person(s) mentioned in the previous paragraph, be given by notices, sent to the addresses of members of the council. With consent of the member of the council, notice may be given by a readable and reproducible electronic communication to the address given by him for the purpose of such communication.
The notice shall mention the matters to be discussed and the place and time of the meeting of the council. Matters which have not been mentioned in the notice may be announced in a supplementary notice. No valid resolutions may be adopted on matters which have not been mentioned in the notice of meeting or announced in a supplementary notice with due observance of the notice period, unless the resolution is adopted by unanimous vote at a meeting at which all members of the council are present or represented.
Notice shall be given no later than on the seventh (7th) calendar day prior to the date of the meeting. If the notice period was shorter or if no notice was sent, no valid resolutions may be adopted unless the resolution is adopted by unanimous vote at a meeting at which all members of the council are present or represented.
The notices convening the meeting will include the subjects to be dealt with.
7. The meeting of the council shall be held in the place indicated in the notices.
8. If all members of the council are present or represented at the meeting, the meeting of the council may, provided it is done unanimously, adopt resolutions on all subjects that come up for discussion in the event that the provisions set out in the previous paragraphs of this article are not observed.
9. Each member of the council is entitled either in person or by one (1) written proxy to attend the meeting of the council and to speak there.
The following persons may also attend the meeting:
 - each member of the Executive Committee, and
 - persons invited to this end by the council through the President.
10. The meeting of the council will provide for its chairperson itself.

11. Unless a notarial deed is to be drawn up, the minutes of the meeting of the council will be taken by the person to be appointed to this end by the chairperson of that meeting. The minutes will be adopted in the same or the next meeting and thereafter be signed by the chairperson of that meeting and the person who drew up the minutes of that meeting.
12. In a meeting of the council each of the members of the council shall have the right to cast one (1) vote.
Voting on issues will take place orally unless the chairperson of the meeting has decided on another manner of voting and none of the persons present at the meeting has raised any objections to this.
All resolutions shall be adopted by a majority of the votes cast, in a meeting of the council whereby half of the members of the council are present.
13. The meeting of the council may also adopt resolutions in a manner other than in a meeting, provided these are in writing (which shall include an electronic message, a facsimile and a message transmitted by any accepted means of communication and received or capable of being produced in writing) provided that all members of the council have consented to this manner of adopting resolutions in advance and in writing. Such a resolution shall be notified in the next meeting which notification shall be included in the minutes.

Article 18 - General meeting of members

1. All members, which are not suspended, have the right to attend the general meeting of members and, the obligation to attend the general meeting of members. Each member with the right to vote may give a power of attorney to attend a general meeting of members and to vote on his behalf to another member entitled to vote.
2. The following number of votes may cast by each of the following members:
 - Individual members: one (1) vote;
 - Institutional members: six (6) votes;
 - YPN members: one (1) vote; and
 - Hosts: one (1) vote.

Furthermore, the members of the Executive Committee and those who have been invited by the Executive Committee and/or the general meeting of members have the right to attend the general meeting of members. A suspended member and member of the Executive Committee shall be entitled to attend the meeting at which the resolution to suspend is on the agenda and may address the meeting in respect thereof.
3. Each year at least one meeting of the general meeting of members shall be held.
Furthermore, the Executive Committee shall convene the general meeting of members as often as the Executive Committee shall deem necessary, or, within a period of not less than four weeks after the application was lodged, on the written application of a member that is not excluded from voting in the general meeting of members. If the application has not been complied with within fourteen days, the relevant member may then proceed to convene the meeting himself in the manner in which the general meeting of members is convened by the Executive Committee or by making an announcement in at least one daily newspaper, widely read in the place in which the association has its seat. This member may then charge persons other than members of the Executive Committee with the conduct of the meeting and the preparation of the minutes.
4. General meetings may be held anywhere in the world.
5. Except insofar as provided otherwise in these articles of association, all meetings of the general meeting of members shall be convened by the Executive Committee at least seven (7) days prior to the date of the meeting by means of notice convening a meeting, stating the agenda items. If

notice is not given in accordance with this paragraph the general meeting of members may adopt resolutions, provided that all members are represented at the meeting.

6. Items not stated in the notice convening the meeting of the general meeting of members may not be considered if the Executive Committee or any of the members raises objections.
7. If the Executive Committee or a member is of the opinion that there is a matter of immediate urgency, the general meeting of members may be convened within a shorter period of time but not less than three (3) days unless approved by all members.
8. The general meeting of members shall be chaired by the President of the Executive Committee. If he is absent, the meeting shall appoint its own chairperson.
9. The chairperson of the meeting shall determine the manner in which votes shall be held at a general meeting of members and shall designate a secretary who shall keep the minutes of the meeting.
10. All resolutions on which no larger majority is prescribed by law and these articles of association, shall be passed by a majority of the votes cast.
11. A unanimous decision taken by all members, even if not gathered in a meeting, will have the same legal validity as a resolution of the general meeting of members, provided that such decision is taken with the preliminary knowledge of the Executive Committee.
12. The invitation to a general meeting of members may stipulate that members entitled to vote at the general meeting of members may exercise their voting rights via an electronic means of communication prior to this general meeting, but no earlier than the thirtieth day before the meeting. The votes cast in accordance with the preceding sentence shall be deemed equivalent to votes cast during the meeting. The invitation to the general meeting may stipulate rules for the use of electronic means of communication.

Article 19 - Financial year. Annual accounts

1. The financial year of the association is equal to the calendar year.
2. Each year, within six (6) months after the end of the financial year, unless this period has been extended by a maximum of four months by the general meeting of members on account of special circumstances, annual accounts shall be prepared by the Executive Committee and shall be made available for inspection by the members at the office of the association.
3. The annual accounts shall be adopted by the general meeting of members, which the Executive Committee shall cause to be held within one month from the end of the period as referred to in paragraph 2 of this article.
4. The annual accounts, as prepared, shall be signed by the members of the Executive Committee and if the signature of one or more of them is missing this shall be stated, giving the reason therefor.
5. The Executive Committee shall ensure that the annual accounts which have been drawn up, the directors' report and the other additional information required pursuant to Section 2:392 subsection 1 of the Dutch Civil Code shall be available for inspection by the members at the offices of the association as from the date of the notice convening the meeting intended to consider the aforementioned documents. The members may inspect the documents there and obtain a copy thereof free of charge.
6. A resolution of the general meeting of members to discharge the members of the Executive Committee from liability for their management, shall relate exclusively to the management in as far as such is apparent from the annual accounts, unless expressly otherwise stated in the relevant resolution.

Article 20 - Amendment to the articles of association

1. An amendment to the articles of association may only be effected pursuant to a resolution of the general meeting of members with a majority of two-thirds (2/3) of the votes cast. The meeting shall be convened at least fourteen (14) days prior to the date of the meeting. The notice convening the meeting must state that a resolution to amend the articles of association shall be proposed at the meeting. The literal text of the proposal must be enclosed with the notice convening the meeting.
2. The notarial deed to amend the articles of association of the association may be executed by each member of the Executive Committee or by an authorised representative appointed by the Executive Committee or the general meeting of members.
3. An officially certified copy of the notarial deed of amendment to the articles of association and a continuous text of the articles of association amended should be filed with the trade register of the chamber of commerce.

Article 21 – Merger, demerger, conversion

On a resolution of the general meeting to merge or demerge within the meaning of Title 7 of Book 2 of the Dutch Civil Code and on a resolution of the general meeting of members to convert the association into another legal form in accordance with Article 2:18 of the Civil Code, the provisions in the previous article shall apply mutatis mutandis as much as possible, without prejudice to the requirements of the law.

Article 22 - Dissolution

1. The association can be dissolved by a decision of the general meeting of members. The provisions of these articles of association regarding a resolution to amend the articles of association apply mutatis mutandis to a resolution to dissolve.
2. In the decision to dissolve, the destination of any liquidation balance, if any, is determined.
3. If the association no longer has any income at the time of its dissolution, it will cease to exist. In that case, the Executive Committee will report this to the trade register. The books and documents of the dissolved association will remain for seven years after the association has ceased to exist under the custody of the person designated by the Executive Committee in the decision to dissolve. The designated custodian must submit his name and address to the trade register within eight days of the commencement of his retention obligation.
4. The association is also dissolved by:
 - Insolvency after the association has been declared bankrupt or due to the cancellation of the bankruptcy due to the condition of the estate;
 - a court ruling to that effect in the cases specified by law.

Article 23 – Liquidation

1. The Executive Committee is charged with the liquidation of the association's assets, insofar as no other liquidator(s) has (have) been designated in the dissolution decision.
2. After the decision to dissolve the association is in liquidation.
The association will continue to exist after its dissolution if and insofar as this is necessary for the liquidation of its assets.
During the liquidation, the provisions of the articles of association shall remain in force as far as possible and necessary.
In documents and announcements issued by the association, 'in liquidation' must be added to the name of the association.
3. A positive balance after liquidation will be allocated as closely as possible to the purpose of the association.

This destination is determined in the dissolution decision, or in the absence thereof, by the liquidator(s). The liquidation ends at the time when there are no more assets known to the liquidators. In the event of liquidation, the association ceases to exist at the time when the liquidation ends. The liquidators shall report this to the commercial register.

Article 24 – Regulations (By-laws)

1. The council may adopt one or more regulations (*By-laws*).
2. Regulations may contain further rules regarding, among other things, the Executive Committee, the council, membership, the introduction of new members, the contribution, the activities of the Executive Committee, working groups or committees, and meetings.
Regulations may not conflict with the law or the articles of association and may not contain provisions that should be regulated by the articles of association.

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