

# Water Europe Articles of Association

13 JUNE 2019

## ARTICLE 1 - NAME

By virtue of this deed an international non-profit association is hereby established, incorporated and formed pursuant to the Act dated 27 June 1921, as amended by the Act of 2 May 2002, the Act of 16 January 2003, the Act of 22 December 2003, the Act of 9 July 2004 and the Act dated 27 December 2004 (“the Belgian Act of 1921”), the **Water Europe** in abbreviated form “[WE]”, hereinafter referred to as the “Association”.

All deeds, invoices, notices, articles and other documents from the Association shall, before or after the name of the Association, mention the words International Non-Profit Association or the acronym INPA together with the address of the registered office of the association.

## ARTICLE 2 REGISTERED OFFICE

The registered office of the Association shall be located at 1030 Brussels (Belgium), Boulevard A. Reyers 80, in the legal area of Brussels. The registered office may be transferred to any other address within the Brussels Region by a decision of the Board of Directors following article 12 of the articles of Association.

The Board of Directors may establish other offices in Belgium or abroad if deemed necessary or useful by the Board of Directors for the Association’s operations.

## ARTICLE 3 ASSOCIATION’S PURPOSE AND AIM,

### 3.1. The Association’s Purpose

The Association pursues an international non-profit purpose that consists in promoting across borders a sequenced materialisation of the European vision for water supply and sanitation by 2030 and making innovative contributions to solve major European water problems aimed at boosting general European competitiveness through innovations and new technologies.

### 3.2 Aim of the Association

The Association’s aim is:

- To develop and continuously update a Strategic Deployment Plan for the accomplishment of the WE Strategic Research Agenda;
- To encourage and facilitate an comprehensive, stakeholder-driven approach aimed at detailing specific needs for generic research and the development of enabling technologies and at carrying out subsequent implementation activities to solve major European problems (“Pilots”) in accordance with the Strategic Research Agenda, the Strategic Deployment Plan and within the concept of IWRM;
- To facilitate the associated financing of these operations by advising on various financing mechanisms and opportunities related to generic research, the development of enabling technologies and real-life demonstrations;
- To publicise the Association's opinions and its members' interests, both nationally and internationally;
- To disseminate research open information and results

In order to achieve these purposes, the Association may carry out all actions that are directly or indirectly related to its aim, even legal action and may develop or facilitate the implementation of these actions. In particular, the Association may organise all types of meetings, visits, training programmes or seminars; it may publish documents, studies or periodicals; it may participate in any task-force groups.

### **3.3. Not-for-Profit**

The Association has no profit-making aim. Any income resulting from its activities or other sources shall exclusively be used to pursue its aim.

## **ARTICLE 4 DURATION**

The Association is formed for an unlimited period. However, it can be dissolved intentionally by the General Meeting by special majority as per Article 8.5 (c).

## **ARTICLE 5 MEMBERSHIP**

### **5.1. Type of Members**

The Association is open to legal entities of Belgian and foreign nationality and shall be composed of Corporate Members and Associate Members; it shall also be open to natural persons of Belgian or foreign nationality, who can however be admitted only as Honorary Members.

### **5.2. Corporate Members**

#### **5.2.1. Qualification**

Corporate Members shall be legal entities set up in accordance with the applicable laws of their place of establishment meeting the detailed admission criteria for Corporate Members. Therefore, Corporate Members shall not be individual entities.

Corporate Members may be industries, consultants, universities or research organisations, public utilities, national or European trade organisations, whose activities are related to the water sector and that are recognised as having a significant interest in water related research and development. The importance of their water related activity will be evaluated namely on the basis of their European dimension following the commitment signed by WE and the European Commission on openness and transparency.

The Corporate Members are organised in five Colleges:

- College A: "Multinational corporations" "Multinational corporations" refers to large corporations active in the water sector that are registered in more than one country or that have operations in more than one country.
- College B: "Research and technological developments" (Universities, research and technologies organisations or companies and their associations); "Research and technological developments" refers to organisations whose main activity is dedicated to research or all sorts of higher education organisations, following the domestic law, or which grant qualifications or diploma of higher education, whatever the name of these organisations in each member state may be.
- College C: "Utilities". "Utilities" refers to public and private water utilities representing individual consumers and their trade associations.
- College D: "Suppliers & SME's" (manufacturers, consultants, and SME and their associations)". "Suppliers & SME's" refers to private companies which develop and sell their products or services into the water sector.
- College E: "End-users" "End-users" refers to companies that use water at large industrial scale in their processes, including organisations that represent the use of water for irrigation.

The Board of Directors shall decide to which college an aspirant member shall belong.

### **5.3. Associate Members**

#### **5.3.1. Qualification.**

The Board of Directors shall decide on the qualification of Associate Members.

### **5.4. Honorary Members**

The Board of Directors shall decide on the qualification of Associate Members.

Honorary members have the same status as the one defined in article 2ter of the Act dated 27 June 1921 for corporate members.

### **5.5 Applications for membership**

Application for membership shall be made in such form as the Board of Directors may prescribe.

### **5.6 COMPLIANCE**

Each approved Member shall be deemed to have accepted and agreed to abide by the Association's Articles of Associations, the Association's Internal Rules of Procedure, and any other rules and regulations adopted from time to time by the Board of Directors. Each associate member shall pay the annual Associate Membership Fee, as set forth in Article 6.

### **5.7 Membership term**

Membership is not limited in time and automatically renewed on a full calendar year basis.

### **5.8 Resignations, exclusions and ban**

All Members shall be free to resign from the Association at any time by sending a written resignation letter to the Board of Directors. Resignations and exclusions of Members shall be handled under the conditions established by Article 12 of the Belgian Law dated 27 June 1921 (2/3 votes).

The membership of any Member who is in default in the payment of dues for a period of ninety (90) days after such dues become payable will be suspended. The Treasurer will send a default in payment to the Member within 30 days after such dues became payable.

Any Member so suspended shall forfeit all rights and privileges of membership in the Association and its membership can be terminated by the Board of Directors.

Members (or the heirs or beneficiaries of such Members) who resign or have been terminated shall not have a claim on the Association's assets and may not request a refund, in whole or in part, of any membership fees or other amounts paid. They shall remain liable to pay any outstanding Membership Fees.

Before the decision made by the General Meeting, the Board of Directors may ban members who would be guilty for infringement and/or violation of the articles of association and the Internal Rules of Procedure.

## **ARTICLE 6 MEMBERSHIP FEES**

Membership fees for Corporate Members are set by the General Meeting upon a recommendation submitted by the Board of Directors. Membership fees, if applicable, for an associate member shall be set by the Board of Directors.

## **ARTICLE 7        STRUCTURE OF THE ASSOCIATION**

For purposes of performing the duties set forth in these Articles of Association, the Association shall have a General Meeting ("*Organe Général de Direction*"), a Board of Directors ("*Organe de Gestion*"), a President of the Board, and an Executive Management represented by an Executive Director.

In addition, the Board of Directors may in accordance with Article 9.3 hereafter, set up one or more special bodies or committees to which it may delegate clearly defined powers.

## **ARTICLE 8        GENERAL MEETING ("*Assemblée Générale*")**

### **8.1.        Composition**

The General Meeting shall consist of all Corporate Members.

Associate Members and Honorary Members may attend the General Meetings but may not vote.

### **8.2.        General Meetings**

A General Meeting of the Association known as the "Annual General Meeting" ("*Organe Général de Direction*") shall be held each year at a place, date and a time determined by the Board of Directors.

All General Meetings of the Association other than the Annual General Meeting shall be Extraordinary General Meetings, and shall be held at such place, date and time determined by the Board of Directors.

The General Meeting is chaired by a Corporate Member elected at the beginning of the meeting.

### **8.3.        Powers**

The General Meeting shall have the broadest powers within the limits defined by law. Its decisions shall be binding on all Members of the Association (Corporate, Associate and Honorary Members), whether in attendance or not.

### **8.4.        Convening of General Meetings and Agenda**

The Annual General Meeting shall be convened by the Board of Directors. All Extraordinary General Meetings shall be convened either by the Board of Directors or at the request of at least one-third (1/3) of the Corporate Members quorum.

The notices to attend ("*Notices to Attend*") shall include the agenda, the place, date and time of the General Meeting and all supporting documents for the items on the agenda and shall be sent out one week in advance of the Meeting. The Meeting's agenda shall be drawn up by the Board of Directors and any proposal signed by one-third (1/3) of the Directors of Board or by one-tenth (1/10) of the Corporate Members shall also be included on the Meeting's Agenda.

Unless otherwise agreed by unanimous consent of the Corporate Members present or represented, only those items listed on the agenda for the meeting of the General Meeting concerned shall be discussed.

Notices to Attend must be sent to all Members by ordinary letter, fax, or e-mail, or by publication in one of the Association's periodicals at least four weeks prior to the date scheduled for the meeting.

## CONSOLIDATED TRANSLATION

A corporate member who cannot attend the Annual General Meeting can be represented by another corporate member by a proxy. A corporate member cannot receive more than two proxies.

### 8.5. Decision making

#### (a) Votes per College and per Corporate Member within a College

At the General Meetings, the Corporate Members shall have the following voting rights:

|           |     |
|-----------|-----|
| COLLEGE A | 800 |
| COLLEGE B | 300 |
| COLLEGE C | 300 |
| COLLEGE D | 300 |
| COLLEGE E | 300 |

Within each College, the votes are distributed equally over all Corporate Members.

Voting by secret ballot shall be required for the election of the Directors of the Board of Directors, the exclusion of Members, or if ten per cent (10%) of Corporate Members demand a vote by secret ballot.

#### (b) Presence Quorum

A General Meeting shall be deemed validly organised if at least 1/3 of the Corporate Members “voting rights” are present or represented.

#### (c) Voting Quorum

Unless otherwise provided for in these Articles of Association, resolutions of the General Meeting of Members shall be adopted by a simple majority of the voting rights cast by the Corporate Members present or represented.

Notwithstanding the provisions of Article 11 of the Articles of Association, the decision to amend the Articles of Association, the exclusion of a Member or intentional dissolution shall be taken by a majority of 2/3 of the voting rights cast of the Corporate Members present or represented.

Any decision to amend the purposes of the Association shall be agreed upon by the king under article 50§3 of the Act dated 27 June 1921.

In such an event, the required majority is 4/5 of votes.

### 8.6. Notification of decisions to the Members

The Minutes of the General Meetings shall be signed by the President, the director and the Treasurer, as well as any Member who so requests. The Minutes shall be kept in a register at the registered office of the Association. Members and any third parties shall be provided with the Minutes by post or by publication in one of the Association’s periodicals.

### 8.7. General Meeting

A General Meeting shall be held each year.

The Annual General Meeting shall discuss and resolve on, and its agenda shall include the following items:

- Election of the chairperson of the Meeting
- Approval of the Board of Director's Report on the preceding financial year; Approval of the financial statements;
- Setting up the list of the Association members
- Approval of annual work plan and budget for the following financial year.
- Approval of the membership fees.
- Election of new Directors of the Board of Directors or the replacement of Directors whose term of office has expired;
- Appointment of a statutory auditor with an assignment to examine the Association's financial statements.

**ARTICLE 9      BOARD OF DIRECTORS ("Organe d'Administration")**

**9.1.              Composition**

**9.1.1            Number and qualification**

The number of elected Directors constituting the Board of Directors shall be set by the General Meeting.

The Board of Directors shall consist of no less than eight (8) Directors, of which a maximum of 5 Directors appointed by College A (one director per member of College A, but within a maximum of five Directors), 2 Directors appointed by College B, 2 Directors appointed by College C, 2 Directors appointed by College D, and 2 Directors appointed by College E.

The Directors of the Board shall be elected at the General Meeting by each College from a list of candidates in a proportional way in each college of Corporate Members.

If appropriate a Director can be co-opted.

**9.1.2      President, Vice-Presidents and Treasurer**

The President of the Board, one or two Vice-Presidents, and a Treasurer will be elected among the Directors of the Board. The President will have to be a Director proposed by College A. Even if the proposed President is a co-opted Director he/she will still have to be proposed by College A. The election of the President will take place by a majority of the Board of Directors.

They shall serve a term of two year.

**9.1.3      Term of Office of the Directors**

The term of office shall be two (2) years. Directors may be re-elected to a new term of office of two years.

In case of vacancy of a Director's position during the term of office, the Board of Directors shall appoint a replacing Director from the same college, who shall be appointed for the rest of the term of the Director whom he/she replaces.

**9.1.4      Filings and publication**

All minutes regarding the appointment, removal and resignation of the functions of Directors, must be filed with the Registrar of the Commercial Court of the Association's registered office and shall be published in the Annexes of the Belgian Official Gazette (le Moniteur Belge) at the Association's expense.

## **9.2. Powers**

The Board of Directors represents the Association and shall have full executive power within the limits set forth by the Articles of Association, or by the assignments given to it by the General Meeting.

The Board of Directors' powers and responsibilities include in particular the following:

- Taking any action consistent with the Association's goals and in compliance with decisions taken by General Meetings;
- Monitoring compliance with the Association's Articles of Association;
- Ensuring the day-to-day management of the Association through its Executive management (Article 10);
- Appointing, removing or suspending employees, agents, contractors, setting their duties and compensation;
- Managing the Association's resources;
- Develop criteria for Corporate and Associate membership and recommend annual membership fees to the General Meeting;
- Representing the Association or having it represented before any European entity or organisation, notably those involving research;
- Liaison to and co-ordination with the Member States Mirror Group
- Creating and appointing members of permanent committees and ad-hoc task forces as required to promote the goals and activities of the Association and monitoring actions and performance of these bodies;
- Preparing and organising the elections of Directors to the Board of Directors;
- Preparing the annual budget and work plan for the Annual General Meeting;
- Convening General Meetings and reporting on its activities at General Meetings;
- Proposing at a General Meeting that a member be revoked;

The Board of Directors' meeting is valid if a majority of the members is physically present. .

The Board of Directors shall be empowered to set up one or more committees or special bodies in order to assist the Board of Directors in performing its mission. The Board of Directors may delegate clearly defined powers to such a committee. The Board of Directors may appoint Directors or any other person Board of Directors chooses to serve on such committee or committees. The Board may also co-opt one or more expert directors or additional directors. The term of a co-opted director can vary between 1 and 2 years. The mandate of a co-opted director can be renewed.

## **9.3. Meetings and notices to attend**

The Board of Directors shall meet at least 2 times per year in accordance with a predefined schedule sent to all Directors. Each Director may submit topics to be discussed by the Board to the President and the Director.

The Board of Directors may set its rules of operation in the Association's Internal Rules of Procedure and shall, in particular, specify the rules governing the manner in which the meeting is called, the content of minutes, the presence of the Directors at the Board's meeting, the manner the agenda of the meeting is established and how items can be added to the agenda.

## CONSOLIDATED TRANSLATION

The Board of Directors may only validly deliberate if a majority of the Directors is physically present at the Board meeting.

Each Director shall have one vote. Resolutions shall be adopted by a simple majority of the votes cast by the present or represented Directors. In the event of a tied vote, the President of the Board of Directors shall have an additional vote.

Any Director who is unable to be present in person at the meeting may exercise the right to vote by filling out (including signing and dating) and returning a proxy or to by being represented. The person named in the proxy shall be another Director. A Director shall only represent one other Director. The representation prevails over the proxy.

Minutes shall be drawn up at the end of each meeting of the Board of Directors and shall be kept in a minute book. A copy shall be provided to each Director by post or by publication in an Association periodical.

### **ARTICLE 10      SECRETARIAT**

**10.1.** The daily operations of the Association shall be performed by its Secretariat, whose resources shall be determined by its Executive Management, whose resources shall be determined by the Board. The Executive Management shall be led by the executive director.

**10.2.** The Executive Management's operations are financed by membership fees and other contributions to the Association according to an annual budget.

**10.3.** The Board of Directors will decide the competences of the Executive Management. The executive Director will perform as the main executive management body of the Association according to the Internal Rules of Procedure mentioned at art 14 of the Articles of Association and following the terms set by the Board of Directors.

The Executive Director will take care of the daily management of the Association; will keep the books and settle the necessary contracts to wisely manage his duty of Executive Management. He is also entitled to receive the membership fees and allocate the funds in line with the decisions of the Board of Directors.

If the place of the Executive Director becomes vacant, the President will temporarily appoint a new person, able of wisely managing the role and the tasks of the Executive Management, until the Board of Directors reunite and appoint a new Executive Director.

### **ARTICLE 11      REPRESENTATION OF THE ASSOCIATION IN RELATION TO THIRD PARTIES AND IN COURT PROCEEDINGS**

The Association shall be validly represented in all documents containing a commitment on the Association's part by the signature of two Directors of the Board acting jointly, unless special delegation of powers has been otherwise granted by the Board of Directors.

The Association shall be validly represented in court proceedings both as plaintiff and as defendant by the Board of Directors, represented by two Directors, or by a Director designated specifically by decision of the Board of Directors.

### **ARTICLE 12      AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**12.1** The General Meeting shall be entitled to amend the Articles of Association subject to a majority of 2/3 of the votes cast of the Corporate Members present or represented.

**12.2.** Additional Requirements:

## CONSOLIDATED TRANSLATION

- (a) (i) Pursuant to Article 50 §3 of the Act, any amendment to the Association's purpose as stated in the Articles and to the activities it conducts to achieve the Association's purpose as listed in the Articles must be approved by Royal Decree; and
- (ii) Any modification of the elements pertaining to the General Meeting listed in Article 48, 5° of the Act (the powers of the General Meeting, the manner it is convened and how it passes resolutions, how resolutions are reported to the Members) and Article 48, 7° of the Act (the conditions for amending the Articles of Association, for winding up and liquidation, and the allocation of the net assets of the Association), must be in a deed certified by a notary public.
- (b) Every amendment to the Articles of Association shall be filed with the Registrar of the Commercial Court of the Association's registered office and shall be published in the Annexes of the Belgian Official Gazette (le Moniteur Belge) at the Association's expense.

### **ARTICLE 13 INCOME, FINANCIAL PROVISIONS, and AUDITORS**

#### **13.1. Resources**

The Association's income shall consist of Membership fees, subsidies, donations, and any other resources permitted by law.

#### **13.2. Financial year**

The financial year shall start on January 1 and close on December 31.

#### **13.3. Annual Accounts**

The Board of Directors must submit for approval to the General Meeting the annual accounts of the past financial year and a provisional budget for the next financial year.

Together with the annual accounts, the Board of Directors submits a Directors' report that comments on (i) the annual accounts and (ii) the Association's activities during that financial year.

The financial statements will be drawn up in accordance with Article 53 of the Act.

After approval by the General Meeting, the Association's annual accounts shall be filed with the Registrar of the Commercial Court of the Association's registered office.

#### **13.4. Auditor**

For purposes of examining the financial statements as referred to in Article 53 §5 of the Belgian Act of 1921, the General Meeting shall appoint one auditor. The assignment of the auditor shall be for a term of three (3) years.

### **ARTICLE 14 INTERNAL RULES OF PROCEDURE**

The Board of Directors shall present the Association's Internal Rules of Procedure to the General Meeting. The General Meeting shall resolve on the Internal Rules of Procedure and on any amendments thereto by simple majority vote of the Corporate Members present or represented at the General Meeting.

### **ARTICLE 15 COMPENSATION / INDEMNIFICATION**

In the Association's Internal Rules of Procedure the Board of Directors shall determine which persons (if any) shall be entitled to compensation/indemnifications by the Association and under which circumstances. The Association's Internal Rules of Procedure shall also specify the scope and amount of such compensation/indemnifications.

#### **ARTICLE 16 WINDING UP - LIQUIDATION**

In the event the Association is dissolved by the vote of the General Meeting in compliance with Article 8.5 (c), the General meeting shall appoint liquidators and specify their powers, how they are dismissed and how their functions cease to exist. The General Meeting shall, in the same decision, decide on the allocation of the Association's net assets, which shall be allocated to one or more non-profit organisations with similar objectives. Such organisations shall not by law or by constitution distribute the assets thus allocated among their members.

These decisions, as well as the name, address and occupation of the liquidator (s) shall be filed with the Registrar of the Commercial Court and be made public in the Official Gazette (le Moniteur Belge).

#### **ARTICLE 17 MISCELLANEOUS**

##### **17.1. Controlling version**

These Articles of Association have been drawn up in the French and English language. In the event of a dispute, the French version shall prevail.

##### **17.2. Governing law**

In addition, anything that has not been provided for in these Articles of Associations shall be governed by Belgian law in general and Chapter III of the Belgian Act dated 27 June 1921 governing non-profit associations, international non-profit associations and foundations, unless otherwise provided for by the Association's Internal Rules of Procedure.

##### **17.3. Disputes**

In case of a dispute between the Association and one of its Members or a Director of the Board of Directors, or in case of a dispute between one or more Members of the Association and one or more Directors of the Board of Directors, such dispute shall definitively be settled by arbitration by a single arbitrator. The arbitral proceedings will be held in Brussels, in the English language, in accordance with the rules of CEPANI. Before undertaking any dispute arbitration procedure the parties shall commit to at least one mediation meeting by delegating one individual with decision-making authority. The mediator shall be selected by the parties.

#### **Transitional provision**

For the purpose of introducing from 2019 onwards a system of Board elections where each year half of the available Board seats in each Membership College will be up for election, the mandate of the Board members that were elected in 2017 in the first round in each college is extended with one year until 2020.