

# WATER EUROPE BYLAWS

Version 24 June 2020

## ARTICLE 1 – GENERAL

These provisions can be referred to as Water Europe Bylaws. Water Europe AoA refers to the WE Articles of Association. The use of the personal pronoun 'he' always refers to the function and not the gender of the person executing the function. Water Europe will be referred to as WE

## ARTICLE 2 – WE

- 2.1 Water Europe is the recognized voice and promotor of water-related RTD and innovation in Europe. It strives to increase coordination and collaboration, to enhance the performance of the water service providers, water users, and technology providers, in a sustainable and inclusive way.
- 2.2 WE was initiated by the European Commission as the industry-lead European Technology Platform (ETP) for water.
- 2.3 In its activities WE is guided by the WE Strategic / Business Plan, the WE Water Vision, and the WE Strategic Innovation and Research Agenda (SIRA).
- 2.4 The business language used is English.

## ARTICLE 3 – MEMBERSHIP

- 3.1 A legal entity wishing to become a member (corporate or associate) must submit a WE membership application form to the Executive Director. The Executive Director shall submit the received membership application forms to the Board of Directors for decision at their next meeting.
- 3.2 Members and aspirant members in Colleges A, B, and D need to have a legal base in Europe or EU Associate countries while members and aspirant members in Colleges C, E, F and G may join independent of their Geographical location. College A membership includes the member's daughter companies.
- 3.3 Associate membership is open only to legal entities active in the water sector that are involved in some of the activities of the WE, but do not meet the criteria to qualify as a Corporate Member (e.g. regulators, regional authorities, municipalities, organisation that lack European dimension as mentioned in art 5.2.1 of the WE AoA, etc.). In accordance with art 5.3 of the WE AoA, the Board of Directors will work out a policy for Associate Membership in an annex to these Bylaws.
- 3.4 In accordance with art 5.4 of the WE AoA, The Board of Directors will work out a policy for Honorary Membership in an annex to these Bylaws.
- 3.5 The Board of Directors shall decide on the application for a Corporate and/ or Associate Membership by simple majority. If more than one college seems possible for an applicant for corporate membership, the board of directors will decide to what college an aspirant member shall belong.

- 3.6 Each new member shall be deemed to have accepted and agreed the WE AoA, the WE Bylaws, and any other decisions, rules, and regulations adopted from time to time by the General Meeting and the Board of Directors.
- 3.7 In accordance with art 6 of the WE AoA the maximum annual membership fee for each college shall be determined by the General Meeting. The Board of Directors may apply reduced membership fees for specific groups of members where appropriate. New members who apply for membership between January and August shall pay the full membership fee. Membership application received in the period August – December shall be invoiced in proportion to the full remaining months in the year.
- 3.8 At its Meeting of 23 June November 2016, the Annual General Meeting has established the maximum Corporate membership fees for each of the membership colleges as follows: college A: €15.000, Colleges B, C, D, and E: €3.000. In addition, the General Meeting mandated the Board of Directors to deviate from these membership fees where appropriate in agreement with the (aspirant) member concerned.
- 3.9 In accordance with article 5.7 of the WE AoA membership is not limited in time and automatically renewed on a full calendar year basis. Only membership cancellations that have been submitted to the Executive Director before the 1<sup>st</sup> of October of the running year will become effective from the start of the next calendar year. Membership cancellations received after the 1<sup>st</sup> of October of the running year will become effective from the start of the year following the next calendar year.

#### **ARTICLE 4 - WE GENERAL MEETINGS AND BOARD ELECTIONS**

- 4.1 In accordance with article 9.1.1 of the WE AoA the Directors of the Board shall be elected at the General Meeting by each College. For each available Board seat in each college, a separate election round shall be held.
- 4.2 Without prejudice to the provisions of the WE AoA, the WE Board of Directors shall strive for an electoral practice in which only half of the available board seats in each college are up or election for each election of the Board of Directors. The motivation behind this practice is to ensure continuity and stability in the governance of WE.
- 4.3 In accordance with article 9.1.2 of the WE AoA, College A will need to come up with a unanimous consensus for the nomination for the candidate for the WE Presidency and the 1<sup>st</sup> Vice-President. The election of the President will than take place by simple majority of the Board of Directors. If no consensus can be reached for the nomination of the candidate or the election of the President, the outgoing President will serve as Interim-President until the new President is elected.
- 4.4 In accordance with articles 8.6 and 8.7 of the AoA, the Board of Directors shall define in an annex to the Bylaws the modalities digital General Meetings, including the means to verify and guarantee membership and identity of attendees to the General Meeting.

#### **ARTICLE 5 – THE PRESIDENT AND VICE-PRESIDENTS**

##### **5.1 The President**

The President's functions shall include:

- i. To preside the Association,
- ii. To work in close cooperation with the Executive Director
- iii. To look after the association's development and ensure its representation

- iv. To defend the interests of the Association towards all relevant stakeholders
- v. To hold ownership of the strategy development and implementation, and financial planning process within WE.
- vi. To convene and to chair the meetings of the Board of Directors and the Executive Committee and to establish their agenda and minutes, in cooperation with the Director.
- vii. To take actions at law for the Association, whether as defendant or plaintiff, to sign acts binding the Association and letters on behalf of the Association, in coordination with the Executive Director.
- viii. To report on his activities at each meeting of the Board of Directors and to the Annual General Meeting of Members, according to the Articles of Association.

The President may delegate members of the Board of Directors, in particular a Vice-President, to assume representation missions and/ or parts of his function as he or she may deem appropriate.

The President has a casting vote in the event of a tied vote in the Board of Directors.

In case the position of the President becomes vacant during his term of office, he will be replaced by the First Vice-President for the remainder of the term of the out-going President.

## **5.2 The Vice-President(s)**

In accordance with art 9.1.2 of the AoA, each Vice-President shall hold a portfolio, attributed by the Board of Directors. The portfolios shall be in line with the WE strategy and main programmes of WE and include at least the portfolio of First Vice-President and of the Treasurer. A Vice-President can carry multiple portfolios.

The First Vice-President shall be nominated by College A. He shall be in office for two years and assist the President in all his prerogatives. If for any reason the President is unable to execute his functions, the First Vice-President shall replace the President.

The treasurer shall follow-up the work of the Executive Director related to the associations finances and shall hold ownership of the financial monitoring and control processes within the Association. He will have final responsibility over the annual audit and financial control procedures within WE. He shall in cooperation with the Director ensure the preparation of an annual budget and the annual financial report.

## **5.3 The Past-President**

To ensure the continuity and in accordance with article 7 of the WE AoA, the Board of Directors decides to appoint the Past-President as a special body to assist the Board of Directors in performing its missions for a duration of 2 years after having served as President of WE. The Past-President shall be invited to attend the meetings of the Board of Directors and consult with the Executive Director.

## **ARTICLE 6 - THE EXECUTIVE DIRECTOR**

In accordance with Article 10 of the AoA, the Executive Director is entirely trusted with the daily management of the Association. His functions include in particular:

- i. To work in close collaboration with the President and Vice-President(s)
- ii. To look after the development of the Association, to coordinate its activities and to ensure its representation and its communication, notably towards high ranking stakeholders,

- iii. To attend the meetings of the General Meeting, the Board of Directors and of the Executive Committee, to establish their respective agenda's and minutes in cooperation with the President and to keep them recorded,
- iv. To hire, manage, evaluate, and dismiss the staff of the Secretariat and to be responsible for the daily management of the Association,
- v. To execute the decisions taken by the Board of Directors,
- vi. To execute the financial operations, eventually together with the President
- vii. To report on his activities to the Board and Executive Committee.
- viii. To manage the communication with the members and third parties.
- ix. To take actions at law for the Association, whether as defendant or plaintiff, to sign acts binding the Association and letters on behalf of the Association, in coordination with the President.

The Executive Director may delegate special and specific powers deriving from the powers listed above to one or more members of the staff of the Association and to one or more third parties upon approval of the President.

#### **ARTICLE 7 - FINANCIAL DELEGATION**

The Board of Directors shall establish rules for financial delegation and financial compensation/ indemnification.

#### **ARTICLE 8 - THE WE EXECUTIVE COMMITTEE (EXCOM)**

In accordance with article 7 of the WE AoA the Board of Directors shall establish an Executive Committee (ExCom) to support and guide the President and the Executive Director in the execution of their tasks.

The ExCom shall be composed of at least the President, the Vice-President(s), and the Executive Director.

The ExCom shall report on its activities and decisions at the next meeting of the Board of Directors

#### **ARTICLE 9 – WE VISION LEADERSHIP TEAMS**

In accordance with article 7 of the WE AoA the Board of Directors decides to set-up WE Vision Leadership Teams (WE VLTs) in line with the main research and innovation areas of the WE Water Vision. WE VLTs are expected to function as think tanks for the research and innovation area they are responsible for in order to drive the implementation of the WE Water Vision. A list of the WE VLTs will be kept as an Annex to these Bylaws. The Board of Directors shall establish governance rules for the functioning of the WE VLTs.

#### **ARTICLE 10 – WE WORKING GROUPS**

In accordance with article 7 of the WE AoA the Board of Directors may set up WE Working Groups. A list of the WE Working Groups will be kept as an Annex to these Bylaws. The Board of Directors shall establish governance rules for the functioning of the WE Working Groups.

#### **ARTICLE 11 - WE POLICY ACTIVITIES**

WE engages in policy-making, legislation and its implementation in a systematic way, as part of its Advocacy Programme, in order further the implementation of the WE Water Vision and achieving a Water-Smart Society.

WE will apply the following systematic criteria to establish and evaluate its positions, WE positions must be:

- in line with its societal responsibility
- evidence-based and take account of the latest state of science and technology
- economically and financially sustainable

WE will always be fully transparent about its positions and shall always strive to maintain a level playing field and a neutral stance with regards to the precise nature and precise type of available technologies and solutions.

## **ARTICLE 12 - WE POLICY ADVISORY COMMITTEE (WE PAC)**

In accordance with article 7 of the WE AoA the Board of Directors decides to set up the WE Policy Advisory Committee (WE PAC) to support and guide the Board of Directors, the ExCom, and the Executive Director with regard to WE policy activities and positions.

## **ARTICLE 13 – WE AMBASSADORS**

WE Ambassadors are member representative with a designated role within Water Europe and includes WE Board members, WE staff members, WE Working Group leaders and their co-leaders, and Members of the WE Vision Leadership Teams. A WE Ambassador is considered a WE representative in the sense of Article 15 of these Bylaws.

## **ARTICLE 14 - PARTNERSHIPS**

The WE Board of Directors may engage partnerships with other entities that do not logically qualify for Corporate and/ or Associate Membership. For the purpose of such a partnership a partnership agreement shall be drawn up in the form of a Memorandum of Understanding between WE and the Partner organisation.

## **ARTICLE 15 - PROJECTS**

### **15.1 WE involvement in projects**

WE may participate as a partner in project consortia as a service to members. It will only participate to proposals for public funding if the following conditions are met:

- The project proposal is in line with the WE Vision and Strategic Innovation and Research Agenda (SIRA).
- WE contributes exclusively to communication, dissemination, exploitation, and/or networking activities (and never in technological/research activities).

### **15.2 WE letters of support (LoS) for project proposals**

WE will only write letters of support to project proposals if the proposal is in line with the WE Vision and SIRA and the consortium contains at least one member.

### **15.3 WE associated projects**

A project is considered associated to WE if the following criteria are met:

- The project is line with the WE Vision and SIRA,
- The coordinator of the project is a WE member, and/or
- At least 20% of the project budget is allocated to WE members and/or
- At least 20% of the consortium members are WE members

## **16 CODE OF CONDUCT**

### **16.1 Persons entitled to represent Water Europe**

The articles 5.1 and 6 of these Bylaws establish the persons entitled to represent WE:

- Under article 5.1 the President may delegate members of the Board of Directors to carry out representation missions. This is particularly relevant to the President's role of defending the interests of the Association and ensuring contacts with high ranking EU officials.
- The Executive Director has a broad power under Article 6 to ensure the representation of WE, in particular towards high ranking stakeholders. The Executive Director can also delegate representation missions to staff members and WE ambassadors.
- The Board of Directors may designate persons to represent WE before any entity or organization.

Any person appointed to represent WE under one of the above powers is referred to as a "WE representative".

No person shall represent WE or claim to represent WE unless authorized under this article.

### **16.2 WE Representatives**

WE representatives shall

- Always be fully transparent of about their affiliations.
- Give to the WE Secretariat as much notice as possible of meetings scheduled by the body for which they are designated to represent WE.
- Ensure that WE's position is adequately represented in the relevant meeting. If necessary, a briefing note can be established in cooperation with the WE Secretariat. Where it is necessary to express a position on a topic on which no pre-defined position has been established, the WE representative shall indicate in the meeting that its position is not at that point official WE policy.
- Report in writing to the WE secretariat about the outcome of the meeting within one week of the date of meeting.
- Check the official minutes of the meeting as to whether the WE contribution is correctly registered and if not inform the chair of the relevant meeting.
- Ensure that the Executive Director of WE is copied in on all correspondence that the representative is involved with in the exercise of his functions.
- Shall not send any letter or communication expressing a formal position on behalf of WE unless this is signed by the President or the Executive Director.

- viii. Shall in advance of a meeting with EU officials discuss the matter with the WE Secretariat and act on the basis of the instructions from the Secretariat which are intended to ensure compliance with this Code of Conduct

WE representatives dealing with EU institutions shall always familiarize themselves with and at all times act in accordance with the Code of Conduct established by the European Institutions. A link to the current version can be found here: [http://ec.europa.eu/transparencyregister/public/openFile.do?fileName=anx\\_III\\_Code.pdf](http://ec.europa.eu/transparencyregister/public/openFile.do?fileName=anx_III_Code.pdf)

### **16.3 List of persons designated to represent WE in a specific body**

The WE secretariat shall keep a register of WE representatives in other bodies.

WE Bylaws version of 24 June 2020

Tomas MICHEL MAYER

WE President

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WE Executive Director

## **ANNEXES: DECISIONS WE BOARD OF DIRECTORS**

### **ASSOCIATE MEMBERSHIP (ART 3.3 WE BYLAWS)**

Undertakings which do not fulfil the conditions for Corporate Members, but which identify themselves with the objectives of WE and are prepared to contribute to its work, may be admitted as Associate Members.

WE Associate Membership begins on the 1st of January of the calendar year in which the application is approved.

Rights and Obligations of Associate Members:

- Associate Members must endorse the WE Water Vision and the WE objectives, and support and promote their implementation.
- Associate Members may take part in all WE's activities under the same conditions as Corporate Members and contribute to consensus building where applicable, however Associate Members never have voting right.

To maintain its membership status, an Associate Member must:

- Not engage in conduct prejudicial to WE, the WE Water Vision, or inconsistent with the WE objectives
- Fulfil all required terms, qualifications, and conditions for Associate Membership.

In addition to the Corporate Membership Colleges A-E, the Board of Directors decides to set up the following Associate Membership Colleges:

- College E: "Public Authorities" - Public authorities refers to any authority which has a legal mandate to govern, administrate a part or aspect of public life including municipalities, regional authorities, water basin authorities, regulators, and their associations.
- College F: "Civil Society Organisations" - CSOs refer to organisations legally registered with appropriated statuses, working for the benefit of society or in-service delivery, sometimes in collaboration with grass-roots organisations. CSO can include geographic or thematic networks and platforms or common dialogue fora for umbrella organisations and networks

### **HONORARY MEMBERSHIP (ART 3.4 WE BYLAWS)**

Honorary membership can be awarded to a person who has made a special contribution to WE or the collaborative objectives that WE serves.

WE Honorary members:

- are invited to meet once a year.
- are a source of knowledge, expertise, and experience for the WE that can be consulted in certain cases.
- may take part in all WE activities under the same conditions as Corporate Members and contribute to consensus building where applicable, however Honorary Members never have voting right.

Nomination:

- New Honorary members are appointed by the WE Board of Directors on the recommendation of the WE ExCom and Executive Director
- A nomination takes places at most once per year with a maximum of one nomination per year.

- Former members of the WE Board of Directors can only be elected 3 years after the termination of their WE activities.

WE Honorary members have the following tasks:

- An Honorary Member has no formal obligations towards WE
- With their knowledge, expertise and experience they form the professional reference for which WE is in the water world.
- They meet in principle once a year, facilitated by WE, where, among other things, a new Honorary member can be introduced.
- They can be consulted where necessary.

A list of current Honorary Members will be kept by the WE Secretariat

### REDUCED MEMBERSHIP FEES (ART 3.8 WE BYLAWS)

Reduced membership fees<sup>1</sup> are available on request for:

- a) Micro and small enterprises joining WE in membership college D. A further 'group' reduction will be offered for SMEs brought forward through an existing corporate or associate member if that member brings forward at least 10 SMEs. The reduced membership offered is reflected in the table below<sup>2</sup>:

Turnover	Regular SME fee	Reduced SME fee for SMEs that are already part of a WE member
		10+ SMEs
≤ €2	€500	€250
€2M - €5M	€1.500	€750
€5M - €50M	€3.000	€1.500

- b) Members from countries with a nominal GDP (PPP) per capita of less than 75% of the European average GDP. The membership fee for these members is established at €1.050.

### FINANCIAL DELEGATION (ART 7 WE BYLAWS)

- The President can engage up to €30K for expenses that have not been foreseen in the budget
- The Executive Director can engage up to €15K for expenses that have not been foreseen in the budget.
- Expenses beyond €30K expenses that are not foreseen in the budget shall require approval of the Board of Directors.
- All payments are executed under the authority of the Executive Director or the President.

### WE VISION LEADERSHIP TEAMS (ART 9 WE BYLAWS)

<sup>1</sup> See decision II taken by the Extraordinary General Meeting of 22 November 2013 under agenda point 4

<sup>2</sup> See Board decision of 17/06/2014 confirming the proposal of the ExCom of 19/06/2014.

Each VLT consists in at least a VLT Leader, a Co-Leaders, and a Board member. Membership of a WE VLT is subject to approval by the WE Board of Directors.

## **WE WORKING GROUPS (ART 10 WE BYLAWS)**

WE Working Groups are the operational level for members' collaboration and coordination in WE. They are fully member-driven and organised. Their formal recognition depends on a founding document, (bi-)annual Work Plans and an Annual Report to be delivered at Water Innovation Europe (June). WE Working Groups are in principle expected to be self-supporting, but WE facilitates their functioning by several support functions including online collaboration tools and the hosting of physical meetings 3 times per year back to back with our main events. Membership of WE Working Groups is in principle only open for representatives from WE members and WE partners; however, the leader of a WG may exceptionally decide to invite relevant non-members to join the WG in consultation with the WE Secretariat. Change in the leadership of a Working Group is subject to approval by the Executive Director.

## **WE INTERNATIONAL WATER DIALOGUES (WE IWD)**

WE IWD are the international extension of the existing WE programme's. They aim to be the reliable partner and enabler for both its members and the EC in international business and research cooperation in line with the WE Vision and values.

- **Dedicated instruments:**
  - Country-specific IWD
  - WE WG Water Beyond Europe
  - International organisation-lead such as OECD, World Bank, WEF
- **Approach:** Pragmatic, responding to opportunities as they arise
- **Criteria** for selection and prioritization:
  - WE Strategic interest in selected geographies (board decision)
  - Requests:
    - By the EU is asking for WE's engagement (ExCom decision)
    - Request from an EU Member State for a water-related EU embedded initiative
    - any requests that are not in scope need to be reviewed by the board in order to re-prioritize the WE-IWD country focus.
  - Availability of:
    - reliable counterpart(s) in selected geographies
    - WE ambassador to take the lead
- **Requirements:**
  - Strategic note
  - Programme proposal
  - Governance and budget
- **Governance:**
  - WE IWD committee
    - Composition: IWD chairperson, WG WBE leader, country leaders
    - Main role: oversight and coordination activities Country-specific IWDs and WG Water Beyond Europe
    - Reports to: Executive Director and Board of Directors