



International Water Association

Bylaws

Approved by the Board of Directors on 6 March 2018

Bylaws of the International Water Association

TABLE OF CONTENTS	
1.	General
2.	Membership
3.	Association Activities
4.	Committees and Councils
5.	Board of Directors
6.	Honours and Awards
7.	Administration

1 GENERAL

1.1 Power to make Bylaws

These Bylaws of the Association are made by the Board of Directors pursuant to Article 34.1 of the Articles of Association.

1.2 Role of Bylaws

These Bylaws are not intended to repeat matters that are prescribed in the Articles of Association and the Bylaws should be read in conjunction with the Articles of Association. In the case of any conflict or inconsistency between these Bylaws and the Articles of Association, the latter shall prevail. In addition, the Bylaws shall be read subject to any requirements outlined in the UK Companies Act or the Charities Act.

1.3 Compliance with Bylaws

The Executive Director shall be responsible for ensuring compliance with these Bylaws and is hereby empowered to take whatever action is deemed appropriate for that purpose. Where considered necessary, due consultation with the Board of Directors will be undertaken

1.4 Amendments, Additions or Repeal

1.4.1 Any Governing Member may propose amendments, additions or repeal of these Bylaws. Amendments, additions or repeal will be decided by Special Resolution (that is, passed by at least 75 per cent of votes cast by Members entitled to vote in person or by proxy) at a general meeting of the Association, or by postal ballot or electronic voting.

1.4.2 Any proposals by a Governing Member for amendment, addition or repeal of the Bylaws must be submitted to the Executive Director no less than 4 months prior to the date set for the Governing Assembly to allow consideration by the Board of Directors and requisite notice to be given to other Governing Members prior to the next general meeting.

1.4.3 Between general meetings of the Association, proposals by a Governing Member for amendments, additions or repeal of these Bylaws may, at the discretion of the Board of Directors, be considered by postal ballot or electronic voting.

1.4.4 Any amendments, additions or repeal of these Bylaws shall take effect from the end of the relevant general meeting or at such other time as is specified in the special resolution proposing the amendment, addition or repeal.

1.4.5 This Bylaw 1.4 does not affect the power of the Board of Directors to make Bylaws as provided by the Articles of Association.

1.5 Interpretation

In these Bylaws, unless the context otherwise requires, words and expressions shall have the same meaning as ascribed in the Articles of Association. Without limiting the generality of the foregoing:

- (a) "Association" means the International Water Association, a company registered in England and Wales;
- (b) "Director" means a member of the Board of Directors of the Association; and
- (c) references to one gender shall include the other gender.

1.6 Policies and Procedures

1.6.1 The Board of Directors may establish Policies and Procedures which will provide guidance on the interpretation of these Bylaws and on the detailed conduct of the activities of the Association.

1.6.2 The Executive Director will be responsible for ensuring compliance with the Policies and Procedures and is empowered to take whatever action she or he deems appropriate for that purpose.

2 MEMBERSHIP

2.1 General

Membership of the Association consists of Governing Members and Ordinary Members. This Bylaw 2 outlines the criteria for admission as a Member and the rights and obligations of membership.

2.2 Governing Members

2.2.1 Requirements for Governing Membership

2.2.1.1 The Articles of Association (Article 9.2.1) define the general requirements for membership. It will be a matter for the Board of Directors in its absolute discretion to determine whether an applicant for Governing Membership is eligible or approved for admission.

2.2.1.2 For the purposes of Article 9.2.1 the following definitions apply:

- (a) "particular Geographic Area" includes a nation, recognised administrative region or, in the case of a group of nearby small nations, a group of nations, provided none of them is already a Governing Member; and
- (b) "not for profit organisation" includes a National Committee, or in the case of a group of nearby small nations, a fully representative Regional Committee, formed specifically for the purpose of Governing Membership of the Association, and which otherwise meets the requirements the Articles.

2.2.1.3 To be eligible for Governing Membership, the Board of Directors must be satisfied that:

- (a) the applicant for Governing Membership is or will, within a reasonable time, be representative of the water sector in that particular Geographic Area;
- (b) the applicant complies fully with the requirements of the Articles and these Bylaws; and
- (c) an appropriate process of consultation within the particular Geographic Area has

been undertaken to verify that the applicant is the proper sole representative of that particular Geographic Area.

2.2.1.4 A Governing Member must appoint one or more representatives through whom it can communicate with the Association. It may appoint up to three individuals to represent it in the Governing Assembly.

2.2.1.5 A Governing Member may adopt its own constitution which must be fully compatible with the Articles of Association and these Bylaws. The constitution or other governing document must be provided to the Association on request.

2.2.2 Duties of Governing Members

In addition to the membership provisions set out in the Articles of Association, Governing Members will support the objectives of the Association, including:

- (a) promote Corporate, Individual and Student membership in their Geographic Area;
- (b) promote the Association's publications, to solicit papers and referees for international books and journals;
- (c) promote and seek support for the Association's World Water Congress & Exhibition and Water and Development Congress & Exhibition including to solicit participants, presenters, sponsors and exhibitors;
- (d) initiate and/or approve and support as appropriate specialised conferences and workshops held in their Geographic Area; and
- (e) support all other relevant activities of the Association.

Furthermore, a Governing Member must:

- (f) report as requested to each meeting of the Governing Assembly on their activities since the previous such meeting;
- (g) notify the Executive Director immediately of any change in their constitution;
- (h) pay the agreed annual Governing Membership fee by the date specified; and
- (i) notify the Executive Director immediately in writing of any change in their official representative(s).

2.2.3 Rights and Benefits of Governing Membership

The rights and benefits of Governing Members are defined in the Articles and otherwise as periodically notified by the Board of Directors. Governing Members have the opportunity to participate in the governance and strategic directions of the Association, including through:

- (a) representation and promotion of the interests of Members within their Geographic area;
- (b) election of Officers and appointment of Other Officeholders to the Board;
- (c) reviewing and approving any changes to the Articles of Association and review of the Bylaws as set out in Bylaw 1.4;
- (d) nomination and /or election of individuals for positions or awards as provided in the relevant Policies and Procedures; and
- (e) providing guidance and input into various Association activities, including strategic initiatives and programmes, the determination of Congress venues and other conferences and events, particularly those that are proposed for within their Geographic Area.

2.2.4 Official Representatives

2.2.4.1 Each official representative will be entitled to attend the Governing Assembly to represent their respective Governing Member.

2.2.4.2 In the event that an official representative of any Governing Member is elected an Officer of the Association, that Governing Member must appoint another official representative in their place.

2.2.5 Procedure for Applying for Governing Membership

Application for Governing Membership must be made in writing to the Executive Director. The applicant will be admitted as a Governing Member subject to the Board of Directors being satisfied, in its absolute discretion, that the applicant is eligible for such membership in accordance with the Articles of Association and these Bylaws.

2.2.6 Fees and Subscriptions

2.2.6.1 There will be no joining fee for Governing Members. There may be an annual subscription as determined by the Board of Directors.

2.2.6.2 Each Governing Member must pay the annual Governing Membership subscription by the date specified by the Board of Directors.

2.2.6.3 The Governing Membership subscription will be payable annually in the year it falls due. The Executive Director shall report the status of payment of such fees and subscriptions annually to the Board of Directors and shall report as soon as practicable to the Board all subscriptions in arrears for greater than three months. Any Governing Member whose membership subscriptions are in arrears for a period of more than six months will cease to be a Governing Member unless the Board of Directors, in its absolute discretion, accepts that there is a good cause why this should not occur.

2.2.7 Finance

Governing Members must ensure their complete financial independence and must not commit the Association to any financial expenditure or otherwise create any liability in the Association except for such activities contemplated in these Bylaws for which express written approval from the Executive Director has been first obtained.

2.2.8 Termination

The general provisions regarding termination of membership, including the membership of a Governing Member, are set out in the Articles of Association. In addition to those provisions, the Board of Directors may terminate the membership of a Governing Member:

- (a) if it no longer satisfies the eligibility criteria for a Governing Member; or
- (b) if there is a material change in its Geographic Area of coverage, structure or membership; or
- (c) if there is a material change in its representation of, or its ability to effectively represent, the water sector in that Geographic Area; or
- (d) If there is a material breach of these Bylaws.

2.2.9 Grievances

Any grievance of a Governing Member (including those which relate to compliance with the Articles or these Bylaws or their interpretation) should be submitted in writing to the Executive Director who will attempt to resolve the matter. If the Executive Director is not able to resolve the grievance, the matter will be referred to the Board of Directors for its consideration.

2.3 **Ordinary Members**

2.3.1 Types of Ordinary Members

The ordinary Members of the Association comprise:

- (a) Corporate Members;
- (b) Individual Members;
- (c) Student Members; and
- (d) Honorary Members.

2.3.2 Membership Year

The membership period shall generally be for 12 months. At the discretion of the Board of Directors, this may be the calendar year (i.e. from 1 January to 31 December) or for any 12 month period. The Association may offer Members the option to pay for multiple years of membership.

2.3.3 Subscriptions

There shall be no joining fee. The annual subscriptions and fee structure will be determined by the Board of Directors and will be reviewed at least every two years. Subscriptions are payable annually in advance. No Member will be entitled to any of the privileges of membership if their annual subscription is more than three months in arrears. If subscriptions are not paid within six months of the due date, the membership will be terminated.

2.3.4 Applications for Membership

Applications for membership shall be made on the appropriate application forms available, either in written (paper) form or through an online portal.

2.3.5 Enrolment

Provided that the application meets the criteria set out in the Articles and these Bylaws, the applicant may be enrolled in the appropriate category of membership. The Member will be entitled to the benefits associated with the particular class of membership as may be approved by the Board of Directors.

2.3.6 Termination of Membership

Members may withdraw from membership of the Association on submission of written notice. Any Member whose membership is terminated for non-payment of the annual subscription may be re-admitted by following the procedure prescribed for new Members. Such Members will not be re-admitted until they have satisfied the Executive Director that they have met their financial obligations to the Association.

2.3.7 Subscriptions collected by Governing Members

In those cases where a Member's subscription is collected through a Governing Member, that Governing Member will be responsible for ensuring that the subscription is paid to the Association promptly in order to satisfy the general requirements of these Bylaws. A Governing Member may charge its own membership fees or similar provided that:

- (a) membership of the Governing Member is not a prerequisite for Ordinary Membership of IWA;
- (b) Members must not be compelled to join or pay a fee to the Governing Member; and
- (c) the Governing Member must inform its members that they only become a Member of IWA upon applying and paying the requisite IWA membership fees.

Nothing in this Bylaw prevents the Association from remitting any part of a Membership subscription to a Governing Member.

2.3.8 Student Members

No Student Member will be allowed to remain as such beyond the membership year in which he or she ceases to qualify for student membership. At each annual renewal of student membership the Executive Director may ask for evidence of continuing eligibility for student membership. Failure to supply this within a period of 2 months will render the Student Member liable to the full individual membership subscription. Upon ceasing to qualify for student membership the Student Member must upgrade to individual or

corporate membership or terminate membership of the Association.

2.3.9 Honorary Membership

The Board of Directors may admit to Honorary Membership for life or any lesser period any individual (whether an Individual Member, employee of a Corporate Member or otherwise) who has made an outstanding contribution to the Association and the furtherance of its objects. The benefits of Honorary Membership will include:

- (a) The basic benefits of individual membership;
- (b) A free subscription to a journal of their choice;
- (c) Free registration at the biennial World Water Congress and Exhibition; and
- (d) Inclusion in the Roll of Honorary Members.

2.3.10 Past Presidents

All Past Presidents of the Association will receive the same benefits as Honorary Membership and will be included in the Past Presidents' Roll of Honour.

2.3.11 Fellows and Distinguished Fellows

The Association may recognise a select number of Members as Fellows or Distinguished Fellows. Fellows:

- (a) support IWA's mission and offer leadership in the implementation of the organization's strategic plan and its activities;
- (b) represent IWA at relevant opportunities and present themselves as an IWA Fellow (or Distinguished Fellow); and
- (c) are role models for the IWA membership and the water community.

Fellows will be appointed by the Board on the recommendation of a Fellows and Distinguished Fellows Steering Committee. Fellows must be current Members of the Association and must continue their membership for the period of their appointments.

2.3.12 Grievances

Any grievance by an Ordinary Member must be submitted in writing to the Executive Director who will attempt to resolve the matter. If the Executive Director is not able to resolve the grievance, the matter will be referred to the Board of Directors for its consideration.

2.4 Regions of IWA

2.4.1 Recognition

The Association may recognise official regions which comprise a group of countries that are Governing Members of the Association and are geographically linked. A region may adopt its own constitution which must be fully compatible and in accordance with the Articles of Association and these Bylaws.

2.4.2 Roles and Responsibilities

A region must as a minimum appoint or elect a Chairman and a Secretary who will be responsible for the co-ordination with the Executive Director of the activities of the Association within that region, assist with recruitment of Members within the region, and advise the Board of Directors concerning collaboration with regional organisations. Regions of IWA will not pay membership fees. The appointed representatives of the region may attend meetings of the Governing Assembly as observers but will have no right to vote at such meetings.

2.4.3 Activities

Regions of IWA will undertake activities that support the objectives and activities of IWA.

Regions should endeavour to ensure the activities involve the maximum participation of Members. IWA Regions should submit regular reports to the Board on their activities and support all IWA activities in the region concerned.

3 ASSOCIATION ACTIVITIES

3.1 General

3.1.1 Each Member of the Association has equal access to and, subject to capacity at any event, may take part in the activities organised or undertaken by the Association that are relevant to their class of membership.

3.1.2 The principal activities of the Association will consist of the following, for which more detailed provision may be made in the Policies and Procedures:

- (a) World Water Congress & Exhibition;
- (b) Water and Development Congress & Exhibition;
- (c) Regional, specialised and other conferences/workshops/symposia/seminars etc.;
- (d) Publications, position papers, discussion papers and other communications;
- (e) Specialist Groups, clusters, task groups and working groups;
- (a) Young Water Professional, Emerging Water Leader or similar activities that may involve the establishment of chapters or committees at national or regional level;
- (b) Task Forces;
- (c) Co-operation with other international organisations with an interest in the objectives of the Association;
- (d) Programmes and projects to establish change agendas on key themes for a water-wise world that contribute to sustainable development; and
- (f) Any other activity in accordance with the objectives of the Association.

3.2 World Water Congress & Exhibition

3.2.1 A World Congress of the Association (known as the World Water Congress & Exhibition) will normally be held every two years.

3.2.2 Governing Members wishing to host a World Congress shall be responsible for:

- (a) submitting a written invitation to the Board of Directors; and
- (b) accepting the responsibilities, liabilities and financial criteria laid down in the Policies and Procedures.

3.2.3 The method of organisation and the responsibilities of all aspects of the World Congress are defined in the Policies and Procedures.

3.2.4 The selection of host country and venue will be based upon the criteria laid down in the Policies and Procedures for the organisation of a World Congress.

3.2.5 The Congress selection process will be as follows:

- (a) The Governing Assembly chooses the Region of the Congress.
- (b) The Secretariat issues a call for expressions of interest to the Governing Members in that Region.
- (c) The Governing Members submit proposals.
- (d) The Secretariat undertakes screening and evaluation to ensure that proposals meet the minimum requirements for hosting the congress and consults with the Board to develop a shortlist.
- (e) Best proposals invited from shortlisted Governing Members.
- (f) The Secretariat undertakes an evaluation and comparison and reports its findings to the Board. The Secretariat also consults the Governing Members and solicits their

feedback by an online survey based on the executive summaries of the proposals.

- (g) A decision will be made by the Board based on a presentation by and question and answer session with candidates; views of the Governing Members as expressed by online survey, and evaluation report from the Secretariat. The Governing Assembly is invited to endorse the decision of the Board of Directors.

3.3 Water and Development Congress & Exhibition

3.3.1 A Development Congress of the Association (known as the Water and Development Congress & Exhibition) will normally be held every two years in a lower or middle income country.

3.3.2 Governing Members or other Strategic Partners wishing to host a Development Congress shall be responsible for:

- (a) submitting a written invitation to the Executive Director; and
- (b) accepting the responsibilities, liabilities and financial criteria laid down in the Policies and Procedures.

3.3.3 The method of organisation and the responsibilities of all aspects of the Development Congress are defined in the Policies and Procedures.

3.3.4 The selection of host country and venue will be based upon the criteria laid down in the Policies and Procedures for the organisation of a Development Congress.

3.3.5 The process for selection may follow the process outlined for the World Congress, but the Board may adopt such variations to the process as it considers appropriate.

3.4 IWA Events: Regional, specialised and other conferences etc.

3.4.1 The Association has a role in a variety of events (Regional, specialised and other conferences/workshops/symposia/seminars), with different formats, scales, scopes and target audiences.

3.4.2 All conferences and other events utilizing the Association's name or logo must meet the criteria and conditions laid out in the Policies and Procedures for IWA Events; will be organised in accordance with the Policies and Procedures; and must be formally approved by the Secretariat as described in the Policies and Procedures before any claim to IWA endorsement or affiliation can be made.

3.5 Relationship with other International Bodies

3.5.1 The Association may enter into agreements with other international and/or regional organisations and national organisations with an international mandate having similar objectives to those of the Association for the purpose of:

- (a) Exchange of information, publications, publicity and furthering the objectives and activities of each organisation;
- (b) Joint sponsorship and/or organisation of activities relevant to the objectives of each organisation; or
- (c) Participation in the meetings, conferences and activities of other organisations relevant to the activities and objectives of the Association.

3.5.2 Upon approval by the Board of Directors, observers from organisations with which the Association has agreements may attend meetings of the Association's councils or committees for the purposes of better co-operation and co-ordination of activities.

- 3.5.3 All Agreements with other International Bodies will be subject to such approval and periodic review process as may be established by the Board of Directors, which may include consultation with the Strategic Council.

3.6 Groups

3.6.1 The principal types of Member groups within IWA are:

- (a) Specialist Groups: the work programme will be on-going and not limited to a particular time scale. The work programme may be confined to one specific topic and may cover a diverse range of activities;
- (b) Clusters: formed to facilitate systematic “conversations” across Specialist Groups, addressing crosscutting issues that are of relevance to individual Specialist Groups, but which extend across one or more Specialist Groups;
- (c) Interest Groups: groups of IWA Members with common interests in a wide range of topics; and
- (d) Task Groups, Task Forces or Working Groups: the objective of which will be to investigate or work on a specific task within a finite time scale. On completion of the task, the group will be dissolved.

3.6.2 All Groups established under this Bylaw are ultimately accountable to the Board of Directors, however their reporting lines and day to day accountability may be specified in their Terms of Reference or similar. The Board of Directors may disband any Group.

3.7 Young Water Professional Country Chapters

IWA YWP chapters are country networks of IWA Member YWPs actively contributing to the IWA Young Water Professionals’ aim to empower YWPs in the water sector and IWA. The roles of the chapters are to:

- (a) Provide an affordable and accessible platform to engage locally, as a step up to connect and engage globally;
- (b) Respond to country specific YWP needs, whilst contributing to the global vision of YWP empowerment; and
- (c) Build a local network of young researchers and practitioners working on sustainable water management, from technical, social, environmental, economic and policy points of views, to discuss current and future water management concerns of their country.

3.8 Programmes and Projects

The Association may develop programmes and undertake projects for the purpose of:

- (a) Establishing change agendas on key themes for a water-wise world that contribute to sustainable development; and
- (b) Engaging with a variety of individuals and organisations through projects, events and publications for the benefit of the members or otherwise for the furtherance of the Association’s objects.

4 COUNCILS AND COMMITTEES

4.1 Board and Standing Committees/Councils

4.1.1 The Board of Directors may establish such Councils or Committees (however described) as it sees fit and will prepare a Terms of Reference, Charter or similar for each Council and Committee which will specify:

- (a) Roles and responsibilities;
- (b) Composition and appointments;
- (c) Terms of office;
- (d) Reporting procedures;
- (e) Provision for financial support for selected Member attendance where required;

- (f) General rules of procedure including voting, delegation of powers, termination and dissolution; and
- (g) Secretarial support.

4.1.2 These Bylaws do not comprehensively describe all Councils or Committees. Policies and Procedures will be utilised where these Bylaws are silent on any Council or Committee or to complement the provisions of these Bylaws.

4.1.3 All Councils and Committees and other entities established under this Bylaw are ultimately accountable to the Board of Directors, however their reporting lines and day to day accountability may be specified in their Terms of Reference or similar.

4.1.4 The Board of Directors may disband any Council, Committee or other entity.

4.1.5 The following Councils and Committees currently exist:

- (a) Board Committees:
 - i. Finance and Investment Committee;
 - ii. Governance and Nominations Committee; and
 - iii. Membership Engagement and Communications Committee;
- (b) Strategic Council;
- (c) Fellows and Distinguished Fellows Steering Committee;
- (d) Programme Committee; and
- (e) Emerging Water Leaders Steering Committee.

4.2 Board Committees

4.2.1 The Board of Directors will establish Terms of Reference for each of the Board Committees, namely the Finance and Investment Committee, Governance and Nominations Committee and Membership Engagement and Communications Committee. The Terms of reference are included as an Appendix to these Bylaws.

4.2.2 The Board of Directors will appoint to each Board Committee at least one member that is nominated by or a representative of the Governing Assembly. The Governance and Nominations Committee will make recommendations to the Board of Directors on such appointments. It will seek nominations by an open call to the Governing Members, by initiating its own search, or such other process as may be approved by the Board of Directors or specified in the relevant Committee's Terms of Reference.

4.3 Strategic Council

4.3.1 The Council will consist of a Chairman and approximately forty further Members.

4.3.2 The Council will provide advice to the Board of Directors and the Governing Assembly regarding long-range issues, strategies, plans, activities, and programs that will further the Association's goals and objectives. In addition the Council will assist in coordination of the work of various specialist groups, clusters, interest groups, task forces and other working groups of the Association.

4.3.3 Its membership will be composed of a balanced representation from specialist groups, interest groups, clusters, developing countries and other in internal and external committees and agencies. Membership shall be rotated to assure continued representation by individuals and groups that are active in international water matters of all kinds. The Council will meet at least annually and be supported by the Association Headquarters staff. The Council may form working groups as are necessary to carry out the strategic objectives

of the association.

4.4 IWA Fellows and Distinguished Fellows Steering Committee

The IWA Fellows and Distinguished Fellows Committee is responsible for providing guidance and coordination of the activities of Fellows and Distinguished Fellows. It is composed of six Fellows and two Distinguished Fellows. The Committee's duties include but are not limited to:

- (a) Guidance and coordination of the range of activities of the IWA Fellows to ensure it achieves its intended objectives and full potential;
- (b) Responsibility for the nomination and selection process of IWA Fellows including making recommendations for new designations to the Board;
- (c) Nomination of candidates for IWA Distinguished Fellows including making recommendations for new designations to the Board; and
- (d) Guidance and review of Fellows activities that will contribute to the individuals, IWA and water profession.

4.5 Programme Committee

The Programme Committee is responsible for the organisation of the scientific, technical and managerial programme for the World Congress. The Programme Committee will consist of approximately 16 Members reflecting the full range of expertise and experience needed to create programmes of the highest quality. The committee's functions may include providing recommendations on conference topics of emerging interest, and oversight of programme quality including the expert referee process.

4.6 Emerging Water Leaders Steering Committee

The Emerging Water Leaders Steering Committee will consist of up to ten Members who will report directly to the Board of Directors. It will be responsible for recommendations increasing the involvement of young professionals in IWA's activities, specifically:

- (a) Provide advice to the Association regarding appropriate ways to:
 - i. serve young professionals' needs and interests; and
 - ii. engage and contribute to IWA's current activities at national and international level;
- (b) Lead an active YWP Member community that lowers thresholds for Members to get engaged in and feel a sense of belonging to IWA; and
- (c) Support development and implementation of IWA's activities that empower YWP Members through offering networking, learning, and recognition at International and national level

4.7 Ad Hoc Committees

4.7.1 The Board of Directors may establish ad hoc committees as it sees fit and will define:

- (a) Terms of reference;
- (b) Composition;
- (c) Reporting procedure;
- (d) Financial assistance; and
- (e) Secretarial support.

4.7.2 Each ad hoc committee will be dissolved on completion of the task assigned to it.

5 BOARD OF DIRECTORS

5.1 Interpretation

This Bylaw should be read in conjunction with the Articles of Association.

5.2 Composition of Board

The Board of Directors is comprised of:

- (a) the Officers;
- (b) the Other Office Holders; and
- (c) the Executive Director.

5.3 Officers

5.3.1 The Officers are the President and two Vice Presidents.

5.3.2 Qualification for Nomination as Officers

The qualifications for nomination as an Officer are:

- (a) President: Candidates will be drawn from Members with the minimum experience and qualifications specified in the Articles of Association.
- (b) Vice Presidents: Candidates will be drawn from Members with the minimum experience and qualifications specified in the Articles of Association.
- (c) Candidates for the positions of President or Vice President should preferably be:
 - i. Members of IWA in good standing and have been so for a period of not less than five years; demonstrated contributors to IWA's mission; and
 - ii. Who have been active participants in IWA affairs.

5.3.3 Nomination

The following nomination process will apply:

- (a) Subject to Article 22 of the Articles of Association, the Executive Director will, at least six months before the appropriate Governing Assembly meeting, seek nominations from the Governing Members.
- (b) All nominations must be seconded by an Officer or an official representative of a Governing Member.
- (c) No person may be nominated unless she or he has indicated to the proposer and seconder their willingness to serve if elected.
- (d) All nominations must be returned to the Executive Director or Company Secretary two months before the Governing Assembly meeting to be eligible for inclusion in the subsequent election.
- (e) A list of persons nominated for the presidency and vice presidencies will be circulated to voting members of the Governing Assembly one month before the date of the meeting. Records of the nominations and seconds will not be distributed but will be retained by the Executive Director and produced on request of an official representative of a Governing Member or Officer.

5.3.4 Election

The election process for the Officers is:

- (a) Election of the President and the two Vice Presidents will be by secret ballot during a meeting of the Governing Assembly in accordance with the Policies and Procedures.
- (b) The election for the presidency will take place in the Governing Assembly meeting that takes place in between World Congresses.
- (c) In the case of the election for President, the successful candidate will be the person who receives a clear majority of votes (greater than 50%). If required, the election may be conducted using several successive rounds of voting. In the event that, in any round of voting, no candidate achieves a majority, the lowest ranking candidate will be excluded and further rounds of voting held until a candidate achieves the required majority. In the event of a tie, an opportunity will be given for any candidate to withdraw. If there is no withdrawal an election round of voting will be held again. If upon another vote, there is a further tie, the incumbent President shall have a second

or casting vote. Should the incumbent President be one of the candidates, the senior Vice President will hold the casting vote. Should he or she be a candidate then the succession in Article 25.4 of the Articles of Association should be followed.

- (d) In the case of the election for the two Vice Presidents a similar procedure will be followed (several successive rounds of voting and a casting vote in the case of a tie between candidates.)
- (e) For the purposes of Article 26.3 of the Articles of Association, the Minutes of the meeting at which the election for the Vice Presidents took place will record which Vice President received the higher number of votes.

5.4 Appointment of Other Office Holders

5.4.1 The Other Officeholders are:

- (a) the Treasurer;
- (a) the Immediate Past President;
- (b) the President-elect; and
- (c) up to nine Members appointed by the Governing Assembly on the recommendation of the President-elect in accordance with Article 24.2 (the 'General Appointees').

5.4.2 The Articles of Association prescribe that the Other Officeholders shall be appointed by the Governing Assembly on the recommendation of the President-elect.

5.4.3 In exercising his or her discretion and making any recommendation pursuant to Article 24, the President-elect shall consult with the President and the two Vice Presidents and, if a Board Nominations Committee or similar has been established, shall consider any advice or recommendations that have been tendered by that Committee.

5.4.4 The President-elect will take his or her position on the Board automatically by virtue of their earlier election.

5.4.5 The consultation process will not apply to the Immediate Past President who will be recommended to the Governing Assembly for appointment by virtue of their previous position as President.

5.4.6 The nomination process for the Treasurer and the General Appointees is as follows:

- (a) Approximately six months prior to the relevant Governing Assembly meeting, suggestions for appointment to the Board will be invited from Governing Members and the Board of Directors.
- (b) The Governance and Nominations Committee may also initiate additional enquiries to identify potential candidates for the Board.
- (c) IWA Members with appropriate experience and qualifications will be invited to submit an expression of interest to serve as directors. Expressions of interest will include a signed form of consent to act as director, a CV and an outline of their involvement with IWA and their reasons for seeking appointment to the Board together with such other information and supporting material as the Committee may require. Candidates must be current Members of the Association and must continue their membership for the period of their appointments. Failure to maintain membership will result in termination of their role as a director. Directors must meet the fit and proper person test and otherwise be capable of undertaking the position as a director in accordance with Companies Law.
- (d) The Expressions of Interest will be collated by the Secretariat for consideration by the Governance and Nominations Committee.
- (e) The Committee will assess the candidates and seek to construct a Board that includes:

- i. A broad range of appropriate skills, expertise and professional backgrounds. These may include: academic; technical/engineering; legal; accounting; managerial; and strategic;
 - ii. Cultural, Age and Gender diversity;
 - iii. Geographic and regional diversity; and
 - iv. Sectoral or segment backgrounds: Utilities; Technology Providers; Industry; Research/Academia; Young Professionals; Consultants; Regulators.
- (f) The Committee will provide its recommendations to the President-elect who will consult with the President and the two Vice Presidents as required by the Articles of Association.
- (g) The Governing Members will be given biographical details of proposed Board appointees ahead of the Governing Assembly meeting to allow them to be informed about the candidates.
- (h) The Governing Members will appoint individuals to the Board of Directors in the manner described in the Articles of Association.

5.5 General Provisions regarding the Board

5.5.1 Summary of Board Composition and Terms

OFFICERS – ELECTED POSITIONS		
Contested Election from nominees who meet qualifying criteria		
Position	Election Timing	Term
President	Elected in “Off Congress” Year	Commences at end of World Congress and expires at end of next Congress. Up to two x 2 year terms; further terms if exceptional circumstances exist.
2 x Vice Presidents	Elected in Congress Year	

OTHER OFFICEHOLDERS – APPOINTED POSITIONS		
Appointment must be confirmed by Governing Members		
Position	Appointment	Term
Immediate Past President	Formally appointed in Congress Year	Commences at end of World Congress and expires at end of next Congress. One x 2 year term.
President-elect	Joins Board following election in “Off Congress” Year	One x 1 year term.
Treasurer	May be appointed in either a Congress or Off Congress Year	Up to two x 2 year terms; further terms if exceptional circumstances exist.
(Up to) 9 General Appointees	May be appointed in either a Congress or Off Congress Year	Up to two x 2 year terms; further terms if exceptional circumstances exist.

EXECUTIVE DIRECTOR
Appointed by the Board of Directors. Executive Director is a member of the Board of Directors. Term of appointment as per Contract of Employment.

5.5.2 Alternate Directors

The appointment of Alternate Directors is not permitted.

6 HONOURS AND AWARDS

6.1 Honours and Awards Programme

The Association will maintain a programme of honours and awards and the Governance and Nominations Committee will review this periodically and provide recommendations to the Board of Directors.

6.2 Process

Policies and Procedures will be drawn up and published which will specify:

- (a) Description of the award – including rationale, scope, frequency of award and other information that indicates the purpose and role of the award.
- (b) Eligibility and criteria – including limitations and/or conditions for nominations, costs of nomination and any other requirements to be nominated.
- (c) Nomination and selection – outline of the process for nominations and selection, with detailed criteria, required documentation and if appropriate, criteria for selections.
- (d) Benefits of the award – including any prizes, publicity or other privileges received.

7 ADMINISTRATION

7.1 Financial Management

7.1.1 The Executive Director shall be responsible for the day to day financial management of the Association in accordance with the Policies and Procedures.

7.1.2 The books of account of the Association shall always be open to the inspection of the Board of Directors and Finance and Investment Committee upon reasonable notice.

7.1.3 The accounts of the Association incorporating any other incorporated companies shall be subject to annual audit. Copies of all of the audited accounts shall be sent to each member of the Board of Directors. Copies of the accounts of the Association shall be sent to the Governing Assembly.

7.1.4 Estimates of income and expenditure for the forthcoming year shall be submitted to the Board of Directors for prior approval.

7.1.5 Guidelines for the financial management of the Association shall be approved by the Board of Directors, which shall review and update the guidelines as appropriate. In particular, the Board will establish and maintain a scheme of delegation Policy outlining the delegated decision making authority of the Executive Director and the headquarters staff.

7.2 Executive Director and Secretariat

7.2.1 General

The Executive Director shall be appointed by and be answerable to the Board of Directors, on terms and conditions of service determined by them. The detailed composition of the headquarters staff shall be determined by the Executive Director in consultation with the Board of Directors.

7.2.2 Duties of the Executive Director

The duties of the executive Director include:

- (a) To make necessary appointments and termination of appointments of staff in order to ensure the efficient conduct of the activities of the Association.
- (b) To report to each meeting of the Board of Directors on the status of the Association's activities.
- (c) Such other duties as are usual and proper or otherwise delegated by the Board of Directors.

7.2.3 Details of the operation of the headquarters staff, including the various duties, responsibilities and authorities of the Executive Director and the staff of the Association are set out in the Policies and Procedures.

7.3 Management and Control of Entities and Intellectual Property

7.3.1 Subsidiaries

7.1.1.1 The Board of Directors may approve the establishment of subsidiary entities for the furtherance of the Association's objectives.

7.1.1.2 The Board of Directors should specify the requisite controls to manage and protect the name, reputation, finances, strategies of – and any risks to – the Association.

7.1.1.3 Shares in any subsidiary should be owned directly by the Association. Where this is not possible, the Board of Directors may appoint the Executive Director or another suitable nominee to hold the shares in the subsidiary on trust for the Association. The nominee shareholder will, to the extent permitted by law, be subject to the direction of the Board of Directors regarding management and affairs of the subsidiary.

7.1.1.4 The directors and officers of any subsidiary must be approved by the Board of Directors or its authorised delegate.

7.3.2 Other Association Entities

From time to time it will be necessary or appropriate for other legal entities to be established that may be associated with, but are not wholly owned or directly managed by the Association. Such entities must have objects consistent with the Association and may:

- (a) utilise the name or other intellectual property of the Association
- (b) represent the Association or its interests
- (c) otherwise have an affiliation with the Association.

7.3.3 IWA Intellectual Property

Any use by Governing Members, other Members or any other party of the Association's name(s), logo(s) or other Intellectual Property is subject to the approval or consent of the Association which, to the extent permitted by law or any relevant contract, may be withheld, withdrawn or revoked at any time and for any reason. Where the approval or consent of the Association is withheld, withdrawn or revoked, the affected party will immediately cease to:

- (a) use the intellectual property of the Association;
- (b) claim any sponsorship affiliation or endorsement of the Association.

APPENDICES

Appendix 1. Board Committee Terms of Reference

**IWA Governance and Nominations Committee
Terms of Reference (November 17 2016)**

1. Definitions and Interpretation

- a. Reference to “the Association” shall mean the International Water Association, IWA, including all subsidiaries and associated entities.
- b. Reference to “the Committee” shall mean the Governance and Nominations Committee.
- c. Reference to “the Board” shall mean the IWA Board of Directors.
- d. Reference to “the President” shall mean the President of IWA.
- e. Reference to “the Past President” shall mean the Past President of IWA.
- f. Reference to “the President-Elect” shall mean the individual who has been elected to serve as the President of IWA in the next officer cycle but who has not yet taken office.
- g. References to “the Chair” shall mean the Chair of the Governance and Nominations Committee.
- h. References to “the Executive Director” or “ED” shall mean the Executive Director of IWA.
- i. Reference to “Other Board Committees” shall mean committees of the IWA Board of Directors other than the Governance and Nominations Committee.
- j. Reference to “the Subsidiary Board” shall mean the Board of Directors of an IWA subsidiary company.
- k. Reference to “IWAP” shall mean IWA Publishing, which is a subsidiary company of IWA.
- l. Reference to “IWAC” shall mean IWA Conferences, which is a subsidiary company of IWA.
- m. Reference to “IWAD” shall mean IWA Development, which is a subsidiary company of IWA.
- n. Reference to “the Staff” shall mean the staff of IWA.
- o. Reference to “the Constitution” shall mean the Association’s Memorandum and Articles of Association.
- p. Capitalised terms shall have the same meaning as in the Constitution unless a contrary intention appears.

2. Purpose and Authorities

The purpose of the Committee is to

- a. Advise the Board on corporate governance matters for the Association, including its subsidiaries, committees, and other Association entities.
- b. Assist the President or the Board to ensure that appropriate individuals are selected for various Association entities.
- c. Define and revise the processes for choosing the nominees and winners of the different awards of the Association.

The Committee does not act for the President or for the Board and its powers are advisory only. The Committee reports to the Board and receives instructions from the President or by resolution of the Board. The Committee has all the rights and privileges conferred on individual Board members concerning access to Association information and staff. Requests for assistance in accomplishing Committee responsibilities, including staff assistance and access to professional services, shall be directed to the President or Executive Director, as appropriate.

3. Duties

- a. Periodically review the Constitution and Bylaws to ensure they are compliant with applicable laws, meet best practice governance standards, and meet the practical requirements of the Association.
- b. Maintain an overview of Legislative changes and developments in governance practices and their potential application to the Association.
- c. Provide advice on any action that may be necessary or desirable as a result of the above requirements or changes.
- d. Provide advice and assistance to the Board on the formal corporate structure of Association group companies and the maintenance of effective and efficient operational interactions between these corporate entities.
- e. In furtherance of the duties, above, oversee or undertake documentary drafting or reviews, the undertaking of any studies or inquires or the obtaining of expert advice.
- f. Propose to the Board or the President (as required) appropriate individuals for appointment to the various Association entities. These entities shall include, but not be limited to, the Board, Subsidiary Boards and other Board Committees.
- g. These individuals must provide the required competencies and perspectives for the position and to properly represent the interests of the Association. The Committee will also ensure that the process used for each selection is transparent and inclusive, given their respective objectives and constraints.
- h. Define and revise the processes for choosing the nominees and winners of the different awards of the Association and propose to the board those winners for formal endorsement.
- i. Undertake any tasks or matters that may be referred to the Committee by the Board.

In undertaking its duties, the Committee shall have regard to the unique characteristics of the Association as an international not-for-profit organization and, in particular, the need to implement governance approaches and frameworks that accommodate Directors, members, and other key stakeholders: (1) for whom English may not be their mother tongue, (2) whose cultural background and norms may require different forms of decision making or participation in Association governance, or (3) who may not have a detailed understanding of the legal and governance rules and structures of the United Kingdom or such other country of incorporation that may apply to Association subsidiaries.

4. Membership

Membership shall consist of a Vice President, Past President, President-Elect (when this position is filled), and at least two other members, who may be independent non-executive directors or who may be drawn from Association Membership. At least one member of the Committee should have legal or governance qualifications. Committee members will be nominated by the President and approved by the Board. The term of service shall be two years, corresponding to the period of service for the current Board. Members can serve multiple terms. A member of the staff shall serve as the Committee Secretary. The President and Executive Director are ex-officio members.

5. Committee Governance

An officer shall serve as Chair. Formal actions will generally occur during a duly constituted meeting, which requires that a quorum (a majority of Committee members) be present and that all Committee members have been notified that a meeting has been called and have been given due opportunity to participate. Only members of the Committee have the right to attend Committee meetings. However other individuals and external advisers may be invited to attend for all or part of any meeting as and when appropriate with a consultation voice in particular with the objective to

increase the competence or the diversity of the Committee. Any member of the Board of Directors or Governing Assembly may attend the meeting with the agreement of the Chair. Meetings can be in person or by telephone conferencing. Actions discussed in a previous meeting but requiring additional information may be subsequently confirmed by e-mail vote. Minutes of all Committee meetings will be recorded by the staff under the responsibility of the Chair. The Committee shall meet at least twice a year, but more frequent meetings are possible depending on Association needs. Committee performance relative to assigned duties should be assessed on an annual basis and a schedule of activities for the year established.

**IWA Finance and Investment Committee
Terms of Reference (November 6 2016)**

1. Definitions and Interpretation

- a. Reference to “the Association” shall mean the International Water Association, IWA, including all subsidiaries and associated entities.
- b. Reference to “the Committee” shall mean the Finance and Investment Committee.
- c. Reference to “the Board” shall mean the IWA Board of Directors.
- d. Reference to “the President” shall mean the President of IWA, Chair of the Board of Directors.
- e. Reference to “the Treasurer” shall mean the Treasurer of IWA.
- f. References to “the Chair” shall mean the Chair of the Finance and Investment Committee.
- g. References to “the Executive Director” shall mean the Executive Director of IWA.
- h. The abbreviations FIC, BoD, and ED mean respectively, “Finance, Investment & Remuneration Committee”, “Board of Directors”, and “Executive Director”

2. Purpose and Authorities

The purpose of the Committee is to hold management to account on behalf of the Board; review Association financial management, investment, and budgeting Policies and Procedures and advise the Board on these matters. As an example these matters concerns budgeting, accounting, financial reporting and internal controls, including the Risk Register. It also concerns the management accounts and the annual report and financial statements before they are submitted to the Board of Directors and the committee deals directly with the internal and external auditor regarding the conduct of independent audits. It also sets the Investment Manager's mandate and monitors performance on a quarterly basis. The Committee reports to the Board and receives instructions from the President. The

Committee does not act for the Board. The Committee has all the rights and privileges conferred on individual Board members concerning access to Association information and staff. Requests for assistance in accomplishing Committee responsibilities, including staff assistance and access to professional services, shall be directed to the President or Executive Director, as appropriate.

3. Duties

- a. Execute the following financial duties, as follows:
 - i. Ensuring compliance with the Association’s financial procedures and reviewing the content thereof periodically.
 - ii. Reviewing in line with the Association’s financial and budgeting reporting procedures:
 1. Draft statutory accounts;
 2. Annual budget;
 3. Quarterly performance against budget;
 4. Specific project performance;
 5. Risk management Policies and Procedures.
 - iii. Defining and reviewing an internal audit programme and reviewing the external auditor’s management letter following the annual audit and management’s response. Also ensuring that recommendations are promptly and effectively implemented by management.
 - iv. Ensuring the accounting and financial management function is suitably resourced and based on good analytical support, and good provisions.

- v. Identifying specific areas for review as approved by the Board, in particular the financial implications of new strategies and initiatives (business plans related to new initiatives).
- b. Execute the following investment duties, as follows:
 - i. Recommending investment policies for consideration and adoption by the Board, including proposed ethical positions with respect to appropriate investments.
 - ii. Oversight of the management of Association investments in accordance with these policies.
 - iii. Periodic reporting to the Board and the Governing Assembly on the condition of the Association's investments.
 - iv. Periodically recommending updates to the Association's Investment Policies for consideration and adoption by the Board.
- c. Revise annually the remuneration policy, the top management staff remuneration and the level of adequacy of financial staff for consideration and validation at board level.
- d. Other duties as assigned.

4. Membership

The Committee shall consist of at least four members and be made up of the Treasurer and up to two members drawn from the IWA membership (either an individual Member or an employee of a Corporate Member) and at least one of these shall be an independent professional qualified accountant from the UK. The remaining members of the Committee shall be drawn from current or former directors, provided that they are independent and are not executives of the Association. Committee members will be nominated by the President and approved by the Board. The term of service shall be two years, corresponding to the period of service for the current Board. Members can serve multiple terms.

5. Committee Governance

The Treasurer shall serve as Chair. The Committee Secretary will be the Company Secretary or other person suitable to act and the manager, legally responsible to Companies House for the financials and Governance for the IWA shall attend for reporting the information. Formal actions will generally occur during a duly constituted meeting, which requires that a quorum (a majority of Committee members) be present by phone or physically and that all Committee members have been notified that a meeting has been called and have been given due opportunity to participate. Only members of the Committee have the right to attend Committee meetings. However other individuals and external advisers may be invited to attend by the Chair for all or part of any meeting as and when appropriate. Any member of the Board of Directors or Governing Assembly may attend the meeting with the agreement of the Chair. Meetings can be in person or by telephone conferencing. Actions discussed in a previous meeting but requiring additional information may be subsequently confirmed by e-mail vote. Minutes of all Committee meetings will be recorded under the responsibility and approval of the Chair by the Committee Secretary. The secretary keeps a record of all approved minutes and related documents. Meetings shall generally be held each quarter but shall be held not less than once each year. Committee performance relative to assigned duties should be assessed on an annual basis by the FIC and reported to the BoD. Annually a schedule of activities for the year will be established. In the annual meeting cycle it is foreseen that the representative of the external auditor and the investment manager will be invited to a meeting at least twice a year. Additional meetings may be held as warranted.

**IWA Membership Engagement & Communications Committee
Terms of Reference (November 17 2016)**

1. Definitions and Interpretation

- a. Reference to “the Association” shall mean the International Water Association, IWA, including all subsidiaries and associated entities.
- b. Reference to “the Committee” shall mean the Membership Engagement & Communications Committee.
- c. Reference to “the Board” shall mean the IWA Board of Directors.
- d. Reference to “the President” shall mean the President of the Board of Directors of IWA.
- e. Reference to “Officer” shall mean one of the designated officers of IWA.
- f. Reference to “Vice President” shall mean one of the two elected Vice Presidents of IWA.
- g. Reference to “the Chair” shall mean the Chair of the Membership Engagement & Communications Committee.
- h. References to “the Executive Director” or “ED” shall mean the Executive Director of IWA.
- i. Reference to “Other Board Committees” shall mean committees of the IWA Board of Directors other than the Governance and Nominations Committee
- j. Reference to “the Staff” shall mean the staff of the IWA.
- k. Reference to “the Constitution” shall mean the Association’s Memorandum and Articles of Association.
- l. Capitalised terms shall have the same meaning as in the Constitution unless a contrary intention appears.

2. Purpose and Authorities

The purpose of the Committee is to provide necessary policy oversight concerning the Association members, their expectations and their participation, follow the effectiveness of the recruitment process, discuss new schemes of membership, discuss the communication policy (internal, external) towards different segment of members and their means, and the schemes of honours and awards. The Committee does not act for the President or for the Board and its powers are advisory only. The Committee reports to the Board and receives instructions from the President or by resolution of the Board. The Committee has all the rights and privileges conferred on individual Board members concerning access to Association information and staff. Requests for assistance in accomplishing Committee responsibilities, including staff assistance and access to professional services, shall be directed to the President or Executive Director, as appropriate.

3. Duties

- a. Working with the Executive Director or its representative, develop and recommend to the Board the framework or broad policy for serving and engaging the Association members and participants in the activities of the Association in line with the mission of the association
- b. In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to: (1) ensure that the policies of the Association foster the engagement of Association members and participants in a fashion that is consistent with the overall strategic objectives of the Association, (2) foster an environment that is attractive for enhanced engagement of Association members and participants in Association activities, and (3) encourage members and participants to contribute to the objectives of the Association.

- c. Periodically review the status of implementation of the member and participant framework and policy with the Executive Director to determine compliance and report the results to the Board.
- d. Analyse the formal feedback on the appreciation of the members on the service provide by IWA to its members.
- e. Be aware of and advise on any major changes in member and participant policies in particular with the different segments.
- f. Revise the schemes of honours and awards and their effectiveness and propose improvement measures where necessary.
- g. Review the ongoing appropriateness and relevance of the member and participant policies and make recommendations to the Board.
- h. Make recommendations to the Board, but the Committee is not mandated to make decisions on behalf of the Board.
- i. Other duties as assigned.

4. Membership

The Committee shall be made up of an officer (typically one of the Vice Presidents) and at least four additional members, at least half of whom are independent non-executive directors. The remaining members of the Committee may be drawn from former directors provided that they are independent and are not executives of the Association. Committee members will be nominated by the President and approved by the Board. The term of service shall be two years, corresponding to the period of service for the current Board. Members can serve multiple terms. A member of the staff shall serve as the Committee Secretary. President and Executive Director are ex officio members.

5. Committee Governance

An officer shall serve as Chair. Formal actions will generally occur during a duly constituted meeting, which requires that a quorum (a simple majority of Committee members) be present and that all Committee members have been notified that a meeting has been called and have been given due opportunity to participate. Only members of the Committee have the right to attend Committee meetings. However other individuals and external advisers may be invited to attend for all or part of any meeting as and when appropriate with a consultation voice. Any member of the Board of Directors or Governing Assembly may attend the meeting with the agreement of the Chair. Meetings can be in person or by telephone conferencing. Actions discussed in a previous meeting but requiring additional information may be subsequently confirmed by e-mail vote. Minutes of all Committee meetings will be recorded under the responsibility of the Chair. The Committee shall meet at least twice a year, but more frequent meetings are possible depending on Association needs. Committee performance relative to assigned duties should be assessed on an annual basis and a schedule of activities for the year established.