



# Bylaws

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## **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 consultations with the Board of Directors shall 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 shall be decided at a general meeting of the Association, 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 in sufficient time 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 Governing Members 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; and
- (b)** words importing the masculine include the feminine.

## 1.6 Operating Procedures

- 1.6.1** The Board of Directors may establish Operating Procedures which shall 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 shall be responsible for ensuring compliance with the Operating Procedures and is empowered to take whatever action he deems appropriate for that purpose.

## 2. MEMBERSHIP

### 2.1 Governing Members

#### 2.1.1 Requirements for Governing Membership

- (a)** The Articles of Association (Article 9.2.1) define the general requirements. It shall 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. For the purposes of Article 9.2.1 the following definitions apply:
- i)** 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.
  - ii)** a “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.
- (b)** To be eligible for Governing Membership, the Board of Directors will need to be satisfied that:
- i)** the applicant for Governing Membership is representative of the water sector in that particular Geographic Area;
  - ii)** the applicant complies fully with the requirements of the Articles and these Bylaws;
  - iii)** 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.
- (c)** A Governing Member shall appoint a representative(s) through whom it can communicate with the Association. It may appoint up to three individuals to represent it in the Governing Assembly.
- (d)** A Governing Member may adopt its own constitution which must be fully compatible with the Articles of Association and these Bylaws.

#### 2.1.2 Duties of Governing Members

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

- (a)** promote Corporate, Individual and Student membership in their Geographic Area
- (b)** promote the Association’s publications, to solicit papers and referees for international congresses
- (d)** promote and seek support for the Association’s World Congress
- (e)** initiate and/or approve and support as appropriate specialised conferences and workshops held in their Geographic Area
- (f)** support all other relevant activities of the Association

Furthermore, a Governing Member must:

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

### **2.1.3 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.

### **2.1.4 Official Representatives**

- (a) Each official representative shall be entitled to attend the Governing Assembly to represent their respective Governing Member.
- (b) In the event that an official representative of any Governing Member is elected an Officer of the Association, that Governing Member shall appoint another official representative in their place.

### **2.1.5 Procedure for Applying for Governing Membership**

Application for Governing Membership shall be made in writing to the Executive Director. The applicant shall 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.

### **2.1.6 Fees and Subscriptions**

- (a) There shall be no entrance fee for Governing Members. There may be an annual subscription as determined by the Board of Directors.
- (b) Each Governing Member must pay the annual Governing Membership subscription by the date specified by the Board of Directors
- (c) The Governing Membership subscription shall be payable annually in the year they fall due. The Executive Director shall report the status of payment of such fees to each meeting of the Board of Directors. Any Governing Member whose membership subscriptions are in arrears for a period of more than six months shall 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.

### **2.1.7 Finance**

Governing Members shall ensure their complete financial independence and shall not involve the Association in any financial expenditure except for such activities contemplated in these Bylaws for which proper authorisation has been first obtained.

### **2.1.8 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.

### **2.1.9 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. Should the Executive Director not be able to resolve the grievance, the matter will be referred to the Board of Directors for its consideration.

## **2.2 Corporate, Individual and Student Membership**

### **2.2.1 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.

### **2.2.2 Subscriptions**

There shall be no entrance fee. The annual subscriptions and fee structure shall be determined by the Board of Directors and shall be reviewed at least every two years. Subscriptions are payable annually in advance. No Member shall 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.

### **2.2.3 Applications for Membership**

Applications for membership shall be made on the appropriate application forms available from the Headquarters of the Association. Completed forms together with the annual subscription fee shall be sent to the Executive Director or such person as specified from time to time.

### **2.2.4 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 shall be entitled to the benefits associated with the particular class of membership as may be approved by the Board of Directors.

### **2.2.5 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 shall not be re admitted until they have satisfied the Executive Director that they have met their financial obligations to the Association.

### **2.2.6 Subscriptions Collected by Governing Members**

In those cases where a member's subscription is collected through a Governing Member, that Governing Member shall be responsible for ensuring that the subscription is paid to the Association promptly in order to satisfy the general requirements of these Bylaws.

### **2.2.7 Grievances**

Any grievance shall be submitted in writing to the Executive Director who will attempt to resolve the matter. Should the Executive Director not be able to resolve the grievance, the matter will be referred to the Board of Directors for its consideration.

### **2.2.8 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 student membership status. 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 Regions of IWA

### 2.3.1 Regions of IWA

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 shall be fully compatible and in accordance with the Articles of Association and these Bylaws.

### 2.3.2 Roles and Responsibilities

A region shall as a minimum appoint or elect a Chairman and a Secretary who shall 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 shall not pay membership fees. They shall have no right to attend and vote at the Governing Assembly

### 2.3.2 Activities

Regions of IWA shall undertake activities that support the objectives and activities of IWA. Regions shall 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. ACTIVITIES

### 3.1 General

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.

The principal activities of the Association shall consist of the following, for which more detailed provision may be made in the Operating Procedures:

- World Congresses (which may be accompanied by exhibitions)
- Development Congresses
- Regional and specialised conferences/workshops/symposia/seminars etc.
- Publications and other communications
- Specialist technical groups, committees and task groups
- Co operation with other international organisations with an interest in the objectives of the Association
- Any other activity in accordance with the objectives of the Association.

### 3.2 World Congress

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

**(a)** Governing Members wishing to host a World Congress shall be responsible for:

- i)** submitting a written invitation to the Board of Directors;
- ii)** accepting the responsibilities, liabilities and financial criteria laid down in the Operating Procedures;

**(b)** Sponsorship of the World Congress or any component part shall normally only be accepted from organisations in the public sector or from individual or groupings of industrial or commercial companies, consistent with the objects of the Association, the final decision on any funding being taken by the President and the Executive Director.

**(c)** The method of organisation and the responsibilities of all aspects of the World Congress are defined in the Operating Procedures.

**(d)** The selection of host country and venue will be based upon the criteria laid down in the Operating Procedures for the organisation of a World Congress.

### 3.3 Development Congresses

A Development Congress of the Association will normally be held every two years.

- (a)** Governing Members wishing to host a Development Congress shall be responsible for:
  - i) submitting a written invitation to the Executive Director;
  - ii) accepting the responsibilities, liabilities and financial criteria laid down in the Operating Procedures;
- (b)** Sponsorship of the Development Congress or any component part shall normally only be accepted from organisations in the public sector or from groupings of industrial or commercial companies, consistent with the objects of the Association, the final decision on any funding being taken by the President and the Executive Director.
- (c)** The method of organisation and the responsibilities of all aspects of the Development Congress are defined in the Operating Procedures.
- (d)** The selection of host country and venue will be based upon the criteria laid down in the Operating Procedures for the organisation of a Development Congress.

### 3.4 Regional Conferences

These will focus on a single topic or range of topics which are of specific interest and benefit to a particular geographic region, in accordance with the Operating Procedures.

### 3.5 Specialised Conferences

These will focus on a single special subject in the field of water, wastewater and water quality and will be organised in accordance with the Operating Procedures.

### 3.6 Workshops/Seminars

These will be organised in accordance with the Operating Procedures.

### 3.7 Relationship with other International Bodies

The Association may enter into agreements with other international and/or regional organisations 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.
- (c)** Participation in the meetings, conferences and activities of other organisations relevant to the activities and objectives of the Association.
- (d)** 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.
- (e)** All Agreements with other International Bodies will be approved by the Board of Directors and these Agreements will be reviewed annually by the Board for their success against the Objectives as agreed.

### 4.3 Councils/Committees and other Entities

**4.3.1** The Board of Directors may establish such Councils and Committees as it sees fit and shall cause to have drawn up Operating Procedures (howsoever called) for each Council and Committee which shall specify:

- (a) Terms of reference
- (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
- (g) Secretarial support.

These By Laws do not comprehensively describe all Councils or Committees. Operating Procedures will be utilised where these By Laws are silent on any Council or Committee or to complement the provisions of these By Laws.

**4.3.2** The following Councils and Committees currently exist:

- (a) Strategic Council
- (b) Council of Distinguished Water Professionals
- (c) Publications Committee
- (d) Programme Committee
- (e) Finance and Investment Committee
- (f) Remuneration Committee
- (g) Nominations Committee
- (h) Young Professionals Committee
- (i) IWA Fellows
- (j) Governance Committee
- (k) Honours and Awards Committee

#### 4.3.3 Strategic Council

The Council shall consist of a Chairman, vice-Chairman and approximately thirty further members.

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, interest groups, task forces and other working groups of the Association

Its membership will be composed of a balanced representation from specialist groups, interest groups, 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.



#### **4.3.4 Council of Distinguished Water Professionals**

The Council will be composed of distinguished members of the Association who will be appointed by the Board to harness and synergise the vision and experience of eminent members of the Association that during their professional life have demonstrated unique vision and knowledge.

It will provide advice to the Board on matters key issues referred to it as well as initiating its own matters that it considers of significance in the management of water and relevant to the objectives of the Association. This will include advice to the younger generation of water professionals and to decision makers in political, industrial and academic organisations. The Council will meet from time to time but generally twice each year.

#### **4.3.4 Publications Committee**

The IWA Publications Committee and its Chairman shall be appointed by the Board of Directors. It has an advisory role to the Board of Directors with respect to IWA Publishing (IWAP). It shall consist of no more than seven members, who should represent IWA's geographic and topic interests, with an interest and expertise in publishing. It has the following terms of reference:

- To give recommendations for the publishing strategy in relation to IWA's policies and scope of subjects.
- To monitor the quality of IWAP publications
- To provide recommendations for subject areas for priority development and to identify key centres of expertise and individuals as potential authors.
- To provide recommendations to the executive committee on the selection of editors for various publications.
- To monitor the overall activities of IWAP.

#### **4.3.5 Finance and Investment Committee**

The Finance and Investment Committee shall consist of the Treasurer, a member appointed by the Governing Assembly as its representative and an independent qualified accountant (who shall be an IWA member or an employee of an IWA corporate member) and such other members as the Board may determine. It shall conduct an independent review function the results of which will be regularly reported to the Board of Directors and at Governing Assembly meetings. The main duties of the Committee shall include:-

- (a) reviewing the content of compliance with the Association's financial procedures, and other performance measures including
  - the quarterly financial accounts including draft statutory accounts
  - programme expenditure performance
  - financial performance measures
  - assets and reserves management
  - performance against budget and predicted outturns for the financial year
  - preparation of budgets and budgets for programme expenditure.
- (b) reviewing the Executive Director's responses to the External Auditor's management reports;
- (c) ensuring the accounting and financial management function is suitably resourced, and
- (d) identifying specific areas for review, as requested by the Board of Directors.

The Board of Directors may, in its discretion, allocate additional powers and duties or appoint additional members of the Committee.

#### **4.3.7 Programme Committee**

The Programme Committee is responsible for the organisation of the scientific, technical and managerial programme for the World Congress and such specialized or regional conferences as the Board of Directors may decide. The Programme Committee shall consist of approximately 10 members reflecting the full range of expertise and experience needed to create programs of the highest quality. The committee's functions may include development of Congress and meeting format, providing recommendations on conference topics of emerging interest, and oversight of programme quality including the expert referee process.

#### **4.3.8 Young Professionals Committee**

The Board of Directors has established a Young Professionals Committee consisting of five members that shall report directly to the Board of Directors. It will be responsible for recommendations increasing the involvement of young professionals in IWA's activities.

#### **4.3.9 IWA Fellows**

IWA Fellows are appointed by the Board on the recommendation of a council of Fellows. The processes and procedures for recruitment and appointment shall be approved by the Board. These shall be reviewed from time to time and a frequency of not less than every three years.

#### **4.3.10 Groups**

There will be three types of groups:

- (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) Interest groups: groups of IWA members with common interests in a wide range of topics
- (c) 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.

**4.3.11** All Councils and Committees and other entities established under this Bylaw shall report to the Board of Directors.

**4.3.12** The Board of Directors may disband any Council, Committee or Group.

#### **4.4 Ad Hoc Committees**

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
- (e) Secretarial support.

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

### **5. OFFICERS AND OTHER OFFICE HOLDERS**

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

#### **5.1 Officers**

**5.1.1**The Officers are the President and two Vice Presidents.

**5.1.2** Qualification for Nomination as Officers

- (a) President - candidates shall be drawn from members with the minimum experience and qualifications specified in the Articles of Association.
- (b) Vice Presidents - candidates shall 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: 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 who have been active participants in IWA affairs.

## 5.2 Nomination and Election of Officers

### 5.2.1 Nomination

- (a) Subject to Article 22 of the Articles of Association, the Executive Director shall, 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 he has indicated to the proposer and seconder his 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 shall 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 shall be retained by the Executive Director and produced on request of an official representative of a Governing Member or Officer.

### 5.2.2 Election

- (a) Election of president and the two vice presidents shall be by secret ballot during a meeting of the Governing Assembly in accordance with the Operating Procedures.
- (b) The election for the presidency shall 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 (50% or more). If required, the election is 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 shall 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 shall 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 shall record which vice President received the higher number of votes.

## 6. HONOURS AND AWARDS

The association will maintain a programme of honours and awards and the Honours and Awards Committee will review this periodically and provide recommendations to the Board of Directors. For each honour or award an Operating Procedure shall be drawn up which shall specify:

- (a) Description of the award
- (b) Eligibility and criteria
- (c) Nomination and selection
- (d) Benefits of the award

## 6.1 Honorary Membership

The benefits of Honorary Membership 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
- (d) Inclusion in the Roll of Honorary Members

## 6.2 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

## 7. ADMINISTRATION

### 7.1 Financial Management

#### 7.1.1 General

- (a) The Executive Director shall be responsible for the day to day financial management of the Association in accordance with the Operating Procedures.
- (b) The books of account of the Association shall be kept at the principal office of the Association and shall always be open to the inspection of the Board of Directors, Finance and Investment Committee and Governing Members.
- (c) 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.
- (d) Estimates of income and expenditure for the forthcoming year shall be submitted to the Board of Directors for prior approval.
- (e) 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.

### 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

- (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.

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 Operating Procedures.

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inspiring change  
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