

ARTICLE 1 – GENERAL

- 1.1 WssTP is the industry-led European Technology Platform (ETP) for the water sector.
- 1.2 The business language used is English.
- 1.3 The vision of WssTP (2010) “By 2030 the European water sector is the leading centre of expertise for providing safe, clean and affordable water services while protecting nature.”

ARTICLE 2 – MEMBERSHIP

- 2.1 A legal entity wishing to become a member (corporate or associate) must submit a WssTP membership application form to the Executive Director. The Executive Director shall submit the received membership application forms to the Board of Directors for decision at their next meeting.
- 2.2 In accordance with art 5.3 of the WssTP AoA, an associate membership will be created for legal entities active in the water sector that are involved in some of the activities of the WssTP, but do not meet the criteria to qualify as a Corporate Member (e.g. regulators, regional authorities, municipalities, organisation that lack European dimension as mentioned in art 5.2.1, etc...). The Board shall decide whether an applicant qualifies for an associate membership. An associate membership shall be based on a Memorandum of Understand as referred to in article 10 of this IRoP, and be free of charge¹.
- 2.3 The Board of Directors shall decide on the application for a corporate and/ or associate membership by simple majority. If more than one college seems possible for an applicant for corporate membership, the board of directors will decide to what college an aspirant member shall belong.
- 2.4 Each new member shall be deemed to have accepted and agreed to abide by the association’s Articles of Association, the Association’s Internal Rules of Procedure and any other decisions, rules, and regulations adopted from time to time by the General Meeting and the Board of Directors.
- 2.5 In accordance with art 6 of the Articles of Association the basic annual membership fee for each college shall be determined by the General Meeting². New members who apply for membership between January and August shall pay the full membership fee. Membership application received in the period August – December shall be invoiced in proportion to the full remaining months in the year.

¹ Cfr Board meeting 23 September 2014, agenda item 6.3

² At its Meeting of 22 November 2013, the General Meeting established the Corporate membership fees as follows: college A: €30.000, Colleges B, C, D, and E: €3.000. In addition, the General Meeting mandated the Board of Directors to deviate from these membership fees where appropriate in agreement with the (aspirant) member concerned.

2.6 A reduced membership fees³ are available on request for

- a) Micro and small enterprises joining WssTP in college D. A further 'group' reduction will be offered for SMEs brought forward through an existing corporate or associate member if that member brings forward at least 10 SMEs. The reduced membership offered is reflected in in the table below⁴:

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

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

ARTICLE 3 – DIRECTORS WITH AN EXECUTIVE ROLE

3.1 The President

The President functions shall include:

- i. To preside the Association, to look after its development and, to ensure its representation
- ii. To defend the interests of the Association towards all relevant stakeholders
- iii. To hold ownership of the strategy development and implementation, and financial planning process within WssTP.
- iv. To convene and to chair the meetings of the Board of Directors and the Executive Committee and to establish their agenda and minutes, in cooperation with the Director.
- v. To take any actions at law for the Association, whether as defendant or plaintiff, to sign all acts binding the Association and all letters on behalf of the Association, together with another member of the Board of Directors.
- vi. To report on his activities at each meeting of the Board of Directors and to the Annual General Meeting of Members, according to the Articles of Association.

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

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

In case the position of the President becomes vacant during his term of office the Board of Directors will appoint a replacement President from among the elected Board members, in line with article 9.1.2, who shall be appointed for the rest of the term of the President whom he replaces.

3.2 The Vice-President(s)

A Vice-President is in office for 2 years. He shall assist the President in all his/her prerogatives. He shall be a member of the Executive Committee.

³ See decision II taken by the Extraordinary General Meeting of 22 November 2013 under agenda point 4

⁴ See Board decision of 17/06/2014 confirming the proposal of the ExCom of 19/06/2014.

In case the position of a Vice-President becomes vacant during the term of office the Board of Directors can appoint a replacement Vice-President from among the elected Board members, in line with article 9.1.2, who shall be appointed for the rest of the term of the Vice-President whom he replaces.

3.3 The Treasurer

The Treasurer is in office for 2 years. He shall be a member of the Executive Committee.

He shall follow-up the work of the Executive Director related to the associations finances and shall hold ownership of the financial monitoring and control processes within the Association. He will have final responsibility over the annual audit and financial control procedures within WssTP.

The Treasurer shall in cooperation with the Director ensure the preparation of an annual budget and he annual financial report.

The Treasurer must be consulted in all important investments decisions of WssTP and any other financial decisions in accordance with the decisions or delegations of the Board of Directors.

In case the position of the Treasurer becomes vacant during the term of office the Board of Directors will appoint a replacement Treasurer from among the elected Board members, in line with article 9.1.2, who shall be appointed for the rest of the term of the Treasurer whom he/she replaces.

3.5 The Past-President

In order to ensure the continuity and in accordance with article 7 jo art 9.2 of the WssTP AoA, the Board of Directors decides to appoint the Past-President as a special body to assist the Board of Directors in performing its missions for a duration of 2 years after having served as President of WssTP. The Past-President shall be invited to attend the meetings of the Board of Directors and shall work in cooperation with the Executive Director of WssTP.

ARTICLE 4 - THE EXECUTIVE DIRECTOR

The Executive Director is entirely trusted with the daily management of the Association and cares for maintaining highest efficiency of the available resources (staff and budget) while pursuing highest reputation of the Association and highest quality of the services to members and the public deliverables (events, reports, position papers etc.) . His functions include in particular:

- i. To assist the President and work with him in close cooperation,
- ii. To look after the development of the Association, to coordinate its activities and to ensure its representation and its communication, notably towards high ranking stakeholders,
- iii. To attend the meetings of the General Assembly, the Board of Directors and of the Executive Committee, to establish their respective agenda's & minutes in cooperation with the President and to keep them recorded,
- iv. To hire, manage, evaluate and dismiss the staff of the Secretariat and to be responsible for the daily management of the Association,
- v. To execute the decisions taken by the Board of Directors,
- vi. To execute the financial operations, eventually together with the President in line with article 5 of the Internal Rules of Procedure.
- vii. To report on his activities to the Board and Executive Committee.
- viii. To manage the communication with the members and third parties.

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

ARTICLE 5 - FINANCIAL DELEGATION

- 5.1 The President can engage for expenses up to €30K
- 5.2 The Executive Director can engage for expenses up to €15K.
- 5.3 Expenses beyond €30K shall require approval of the Board of Directors.
- 5.4 All payments are executed under the authority of the President or the Executive Director.

ARTICLE 6 - THE WsSTP EXECUTIVE COMMITTEE (EXCOM)

In accordance with article 7 jo art 9.2 of the WsSTP AoA the Board of Directors decides to set up the Executive Committee.

The Executive Committee shall be in charge of the supervision on the implementation of the business plan, including the approval of urgent policy positions, and shall ensure the follow-up on the implementation of the strategy and the budget.

The Executive Committee is composed of at least the President, the Vice-President(s), the Treasurer and the Executive Director and can be supported by internal and external advisors as the case may be. The President shall be the chairman of the Executive Committee.

The Executive Committee shall report on its activities and decisions at the next meeting of the Board of Directors.

ARTICLE 7 - THE WsSTP INNOVATION & TECHNOLOGY ADVISORY BOARD (WsSTP iTAB)

In accordance with article 7 jo art 9.2 of the WsSTP AoA, the Board of Directors decides to set up the WsSTP Technology Advisory Board (iTAB) .

The WsSTP iTAB shall:

- Advise the WsSTP Board on the consistency and relevance of the WsSTP WG structure.
- Evaluate and advise the board on the relevance of bottom-up proposals for new WG
- Monitor, guide, and supervise the quality and added value of the work done in the individual WGs and the WG structure as a whole.
- Guide the WsSTP Director and the in the management of the WGs

The WsSTP iTAB will consist in at least 5 members to be appointed by the Board for a period of 2 years from a pool of candidates that have been nominated by the members. When deciding on the composition of the iTAB the Board will amongst others take into consideration the objective of the WsSTP iTAB and the diversity of the WsSTP membership in terms of the membership profiles and their geographical location. Only a member can nominate a candidate iTAB member but nominee does not have to be employed by that member. The Board will ask one of the appointed candidates of the WsSTP to serve as its chair; the chair will receive a standing invitation to WsSTP board meetings and ensure together with the WsSTP Director the reporting to the WsSTP Board.

The WsSTP office will take charge as secretariat of the WsSTP iTAB.

ARTICLE 8 - WsSTP MEMBER STATES MIRROR GROUP (WsSTP MSMG)

In accordance with article 7 jo art 9.2 of the WsSTP AoA the Board of Directors decides to set up a Member States Mirror Group (WsSTP MSMG).

The MSMG aims to contribute to the objectives of the WsSTP, in particular by ensuring co-ordination and an effective interface between WsSTP's activities and complementary actions at a national level and regional level.

Interested Member States, Associated Candidate Member States and Horizon2020 associated States can participate with one delegation each in the MSMG. Each interested State nominates its delegation that may be composed of more than one person representing various national interests and perspectives; each delegation will however express only one consolidated national view at the meetings of the MSMG.

The Chair of the MSMG is elected by its members. He works in cooperation with the Executive Director.

The MSMG meets at least 2 times per year and informs the Board of Directors on its work. The Executive Director is invited as an observer member to participate to the meetings.

The WsSTP Board of Directors shall endeavour to appoint a reference contact point from among its members for each National State that is represented in the MSMG.

ARTICLE 9 – WORKING GROUPS

In accordance with article 7 jo art 9.2 of the WsSTP AoA the Board of Directors may set up Working Groups. A list of the WsSTP Working Groups will be kept as an Annex to the IRoP and shall be included in the annual WsSTP work plan.

WsSTP Working Groups are strategic tools that facilitate amongst other, (i) the collaboration and coordination on water-related challenges dealing with RTD&I, (ii) the improvement of global market opportunities for the European water-related technology, service, and knowledge providers, and (iii) promote consortium opportunities.

Working Groups' mission shall be determined by the Board of Directors.

Based on advice of WsSTP Executive Director and the iTAB, working groups shall be created and approved by the Board of Directors upon submission of a completed WG Proposal template by a WsSTP member for a period of 2 years renewable. Every 2 years the Board can decide to renew the WG mandate or to terminate a WG if no activity is developed.

The Chairman of a Working Group shall be formally appointed by the Board of Directors based on advice of the WsSTP Executive Director and the iTAB for a period of 2 year renewable.

Working Groups are in principle expected to be self-supporting but may count on support from WsSTP staff on case-by-case basis.

Participation to WsSTP Working Groups is in principle only open for representatives from members and WsSTP partners; however the leader of a WG may exceptionally decide to invite relevant non-members to join the WG in consultation with the WsSTP director. WG leaders shall endeavour to convince invited non-member participants to WsSTP WGs to become a member if appropriate.

ARTICLE 10 - PARTNERSHIPS

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

ARTICLE 11 - PROJECTS

11.1 WssTP involvement in projects

WssTP will only participate to proposals for public funding if the following conditions are met:

- The project proposal is in line with the WssTP Vision and Strategic Research Agenda (SRA).
- WssTP contributes exclusively to communication, dissemination, or networking activities (and never in technological/research activities).
- In case of co-funding or “in-kind”, WssTP director must confirm with the ExCom that the budget of the following years enables this expense.
- WssTP will sign an Non-Disclosure Agreement with Consortia / coordinator as soon as participation is confirmed. The NDA should specify non-exclusive participation and full confidentiality.

11.2 WssTP letters of support (LoS) for project proposals

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

11.3 WssTP associated projects

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

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

12 CODE OF CONDUCT

12.1 Persons entitled to represent WssTP

The articles 3.1 and 4 of these Internal Rules of Procedure establish the persons entitled to represent WssTP:

- i. Under article 3.1 the President may delegate members of the Board of Directors to carry out representation missions. This is particularly relevant to the President’s role of defending the interests of the Association and ensuring contacts with high ranking EU officials.
- ii. The Executive Director has a broad power under Article 4 to ensure the representation of WssTP, in particular towards high ranking stakeholders. The General Director can also delegate representation missions to staff members.
- iii. The Board of Directors may designate persons to represent WssTP before any entity or organization.

Any person appointed to represent WssTP under one of the above powers is referred to as a “WssTP representative”.

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

12.2 WssTP Representatives

WssTP representatives shall

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

WssTP representatives dealing with EU institutions shall always familiarize themselves with an at all times act in accordance with the Code of Conduct established by the European Institutions. A link to the current version can be found here: http://ec.europa.eu/transparency/docs/323_en.pdf

12.3 List of persons designated to represent WssTP in a specific body:

- EIP Water Steering Group: Bernard GUIRKINGER (Suez Environnement)
- EIP Water Task Force: Tomas MICHEL (Suez Environnement)
- H2020 Advisory Group: Marie-Renée DE ROUBIN (Veolia)
- SPIRE
 - SPIRE Board and General Meeting: Paul-Joël DERIAN (Suez Environnement)
 - SPIRE Partnership Board: Ignacio CALLEJA (Tecnalia) and Durk KROL (WssTP)
 - SPIRE WG Feed: Willy VAN TONGEREN (TNO)
 - SPIRE WG Waste2Resource: Alfieri POLLICI (IRSA)
- FACCE JPI StAB: Antonio LOPORTO

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Tomàs MICHEL MAYER

WssTP President

Theo VAN DEN HOVEN

WssTP Vice-President