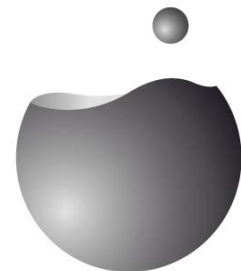

World Water Council

BY-LAWS

As adopted during the 21st Board meeting



World Water Council
4th World Water Forum

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Lexicon of terminology

Unless stated otherwise elsewhere in these By-Laws, the following terminology refers to the standard voting procedures to be adopted by the various working bodies of the World Water Council, at all levels.

Type of Decisions

Approval: Validation of a document, a procedure, etc. The association is not bound by an approval, as long as any proposed comments are not officially adopted.

Adoption: Official approval of a document, a procedure, etc., following a vote. The document, procedure, etc. is approved with any comments, and then is officially adopted.

Ratification – Adoption of a measure subsequent to its application.

Modes of Decisions

Simple majority: At least half of the votes cast.

Qualified majority: At least three-quarters of the votes cast.

No-objection basis: Not having raised any objection, with an objection clearly being an opinion contrary to the proposal (and not a comment).

Definition

Organisation: Legal entity – any group or association that is not a physical being.

By-Law 1: THE WORLD WATER COUNCIL

1.1 The World Water Council (hereafter referred to as the "Council") is registered in France as an Association under the French law of July 1, 1901 as amended.

1.2 The Constitution of the Council, registered with the French Government, takes precedent over these By-Laws, which in turn take precedent over any other internal working documents, as listed in article 17. These By-Laws serve to provide more detail on the implementation of the Constitution.

1.3 The General Assembly of Members is the highest decision making body of the Council. The strategy, policies and activities of the Council are overseen by a Board of Governors (hereafter referred to as the "Board"). The Bureau ensures that the decisions of the General Assembly and of the Board are carried out by the Headquarters, which is managed by the Executive Director.

By-Law 2: MEMBERSHIP

2.1 Categories of members

2.1.1 Membership of the Council shall be open to any organisation committed to furthering the objectives of the Council and with an interest in water issues. However, individuals may be admitted to the Council as Patrons or Honorary Members.

2.1.2 Membership of the Council shall include the following categories as stipulated in Article 6 of the Constitution: Founding Members, Constituent Members, Active Members, Honorary Members, Honorary Presidents, Patrons and the Host City.

2.1.3 The following organisations are the Constituent Members of the Council:

- CIHEAM - Bari (Istituto Agronomico Mediterraneo)
- International Commission on Irrigation and Drainage (ICID)
- International Water Association (IWA)
- International Water Resources Association (IWRA)
- United Nations Development Program (UNDP)
- United Nations Educational Scientific and Cultural Organisation (UNESCO)
- Water Supply and Sanitation Collaborative Council (WSSCC)
- World Bank (WB)
- World Conservation Union (IUCN)

2.2 Colleges of members

2.2.1 Member organisations are grouped into five colleges, according to their scope of activity and mission. The names of these colleges are as follows:

- College 1: Intergovernmental institutions
- College 2: Governments and government authorities
- College 3: Enterprises and facilities
- College 4: Civil society organisations and water user associations
- College 5: Professional associations and academic institutions

A more precise definition of these colleges is provided in the *Membership Policy Guidelines*.

2.2.2 New members are asked to identify the college to which they feel they belong when filling in their application form for membership. The Bureau, when reviewing their membership application according to By-Law 2.3.1, also validates their placement within the appropriate college. Any disagreements will be referred to the Board of Governors for arbitration.

2.2.3 All active Members have the same rights and obligations. These rights and

obligations are described in the *Membership Policy Guidelines*.

2.3 Admission

2.3.1 Applications for admission or re-admission to membership of the Council shall be submitted to the Headquarters following the procedure detailed in the *Membership Policy Guidelines*. Applications for membership shall be reviewed by the Bureau and subsequently adopted or rejected by the Board.

2.3.2 A Member shall promptly inform the Headquarters of any important change in the particulars supplied in support of its application for membership, including its contact details and address.

2.4 Termination of membership

In accordance with article 11 of the Constitution, membership is considered as terminated in the following circumstances:

- Dissolution or termination of activity;
- Resignation;
- Exclusion decided by the Board of Governors for non-payment of annual membership fees or for serious grounds. Considered as cause for exclusion is any action that directly or indirectly undermines the achievement of the objectives of the Council.

2.5 Membership fees

2.5.1 Timely payment of membership fees and other obligations as laid down in the Constitution are preconditions for active membership in the Council and regular participation in its deliberations.

2.5.2 Membership fees are due at the beginning of every year. Members shall pay their membership fees during the current year in order to be considered active. To be eligible to vote during a General Assembly, members must pay their membership fees by the day of the General Assembly at the latest.

2.5.3 Rights and benefits of members depend on payment of their annual membership fees. These rights and benefits are described in the *Membership Policy Guidelines*.

2.5.4 The Bureau may exceptionally decide to exempt a member from payment of membership fees or to reduce the fee amount. This decision must be ratified by the Board before the member is notified.

2.5.5 The Board shall set the modalities for payment of the membership fees for the coming year at its final meeting of the previous year. The Executive Director shall inform the members.

2.5.6 Membership fees of new members joining in the second half of the year are equivalent to half of the regular membership fees for that year only. This also applies to recipients of the Membership Solidarity Fund described in article 2.5.7.

2.5.7 A Membership Solidarity Fund (hereafter referred to as 'the Fund') may provide subsidies for members requesting financial assistance to pay their membership fees. The Fund will be administered by the Commission on Legal and Financial Affairs according to the dispositions as stipulated in the *Procedure for the Membership Solidarity Fund*.

By-Law 3: GENERAL ASSEMBLY

3.1 General Assemblies of Members may be Ordinary or Extraordinary as defined by the Constitution (Articles 17, 18 and 19). The President may invite observers other than from the membership to attend a General Assembly; such observers may speak at the invitation of the President but may not vote.

3.2 *Ordinary General Assemblies*

3.2.1 The functions of the Ordinary General Assembly of Members shall include:

- a) To elect the Members of the Board of Governors, at least every three years;
- b) To adopt the work programme of the Council for the coming period as well as the general policies and strategies for this period,

- c) To approve the auditor's report, the annual financial statements, the accounts of the Council and the estimates of income and expenditures for the coming period;
- d) To adopt the appointment of Auditors as proposed by the Board;
- e) To adopt any amendments to the By-Laws of the Council.

3.2.2. For Ordinary General Assemblies, provided the quorum is met as described in article 18 of the Constitution, decisions shall be taken by a simple majority of all voting members. The quorum shall be considered at the beginning of the meeting.

3.3 Extraordinary General Assemblies

3.3.1 Extraordinary General Assemblies of Members shall be called, according to the dispositions in article 17 of the Constitution, in order to adopt any modifications to the Constitution of the Council.

3.3.2 For Extraordinary General Assemblies, provided the quorum is met as described in article 19 of the Constitution, resolutions shall be adopted by a qualified majority of all voting members, including proxies.

3.4 Venue of meetings

The Bureau, after considering suggestions from Members of the Board, shall determine the time and location of each meeting of the General Assembly.

3.5 Voting at meetings

3.5.1 Each Member eligible to vote on the day of the General Assembly shall have one vote and may vote no more than two proxies. Abstentions shall not be counted as votes cast.

3.5.2 Except as provided otherwise in the By-Laws, decisions shall be adopted by simple majority of votes castⁱⁱ.

3.5.3 In accordance with article 16 of the Constitution, the President of the Board shall take the Chair at the General Assembly. When the President is not

available, one of the Vice Presidents shall perform this functionⁱⁱⁱ.

3.5.4 The President shall appoint an ad-hoc Election Committee composed of three (3) Members from the Council not standing for election, to count and record the votes cast on all matters at the General Assembly.

By-Law 4: BOARD OF GOVERNORS

4.1 Composition

4.1.1 The Board of Governors is composed of 36 member organisations of the Council: 35 elected members plus the Host City, which is a statutory member of the Board. The Board shall serve for a period of three years. Election of Governors shall be carried out by an Ordinary General Assembly.

4.1.2 Each Governor organisation shall have one individual Governor representative, who shall remain their representative until such time as the Governor organisation chooses to replace him or her^{iv}.

4.1.3 Each Governor organisation shall designate an Alternate representative, who may represent the member when the Governor representative is unable to attend a meeting of the Board. He or she shall be delegated the same power, rights and obligations as the absent Governor representative.

4.1.4 Governors not represented at meetings of the Board of Governors may grant their voting rights to another Governor by means of a proxy. No Governor may hold more than two proxies for any meeting of the Board^v.

4.1.5 Individual Governor representatives of member organisations may not represent the same organisation on the Board for more than two (2) full terms of office. An Alternate representative who has held his/her position for two terms of office may after that be elected as a Governor representative.

4.1.6 An exception to 4.1.5 may be made in the case of the outgoing President by a majority decision of the General Assembly. Such extension shall be for one more term of office only^{vi}.

4.1.7 Observers shall be allowed to sit on the Board of Governors, but will not be entitled to vote. These Observers will include a representative of the Secretariat of the next World Water Forum and any others as decided by the Board of Governors^{vii}.

4.2 Responsibilities of the Board

The responsibilities of the Board shall be:

- a) To ensure the appropriate implementation of the decisions of the General Assembly;
- b) To appoint the officers of the Bureau as listed in articles 15 and 16 of the Constitution;
- c) To adopt any modifications to the By-Laws for immediate implementation, subject to final ratification by the General Assembly;
- d) To adopt or reject membership application.
- e) To adopt such working documents on strategy and policy as would improve the management, efficiency, reputation or position of the Council, within the general guidelines laid down by the General Assembly, and as proposed by the Commission on Legal and Financial Affairs (described in paragraph 7.2.1 of the present By Laws);
- f) To adopt the annual work programme of the Council based on the triennial work programme adopted by the General Assembly;
- g) To approve the report of the Executive Director on the activities of the Council during the previous period;
- h) To approve the accounts of income and expenditures and balance sheets at the end of each financial year;
- i) To adopt the budget for the coming financial year, as proposed by the Treasurer.
- j) To adopt the membership fees for the coming year, based on a

proposal from the Commission on Legal and Financial Affairs.

- k) To perform such other functions as may be conferred on it by the General Assembly.

4.3 Meetings of the Board

4.3.1 In accordance with Article 13 of the Constitution, the Board must meet at least once a year. It shall normally meet twice a year. The President and the Bureau, through the Executive Director, shall convene the meetings of the Board whenever they deem necessary and shall do so if requested by a majority of the Members of the Board. Notice of meetings of the Board and draft agenda shall be sent at least thirty (30) days in advance of the meeting.

4.3.2 Agendas for meetings of the Board are to be set by the President, and communicated to Governors by the Executive Director. The President shall consider any suggestions for amendment to the agenda, and may choose to incorporate them accordingly. Should any disagreements arise over the agenda, this should be put to a vote at the beginning of the meeting of the Board of Governors.

4.3.3 Draft minutes of the meetings of the Board shall be prepared by the Executive Director or his or her representative and submitted to the Members of the Board as soon as possible after the meeting. Any objection to the minutes shall be referred to the Board for confirmation. Minutes shall be formally adopted at the following meeting of the Board of Governors.

4.4 Voting at meetings of the Board

4.4.1 The quorum for the meeting of the Board shall consist of a majority of its Governors up-to-date with the payment of their membership fees for the previous years, or as represented by their Alternates or proxies.

4.4.2 The President shall preside over the meetings, in accordance with article 16 of the Constitution.

4.4.3 Except as otherwise required by law or the By-Laws, decisions of the Board shall be made on a non-objection basis, unless one or more Governors request a vote.

4.4.4 Voting shall be by simple majority of a show of hands, unless it is proposed by a member of the Board of Governors and adopted by simple majority of the Board that a secret vote should be held. Each Governor shall be entitled to one (1) vote (in addition to any proxies he may be carrying, up to a maximum of two). In the case of an equal number of votes, the President shall cast a deciding vote in addition to his/her own vote. Abstentions shall not count as voting.

4.4.5 For any secret vote, the President shall appoint an ad-hoc Election Committee composed of three (3) Members from the Council not personally involved in the matter under discussion, to count and record the votes cast.

4.4.6 Decisions may be made between meetings of the Board of Governors by means of an electronic vote. In this case, decisions shall be considered as confirmed subject to the explicit approval of at least half of all Governors organisations.

By-Law 5: ELECTIONS TO THE BOARD OF GOVERNORS

5.1 Voting rights and entitlement to be candidates

5.1.1 In order to be entitled to run for election and to have the right to vote at the General Assembly, member organizations must, if the Assembly is held during the first six months of a year, be up-to-date with their membership fees for the previous year and all past years, or if the Assembly is held during the second six months of a year, they must be up-to-date with the payment of their fees for the current year and all past years. In order to be entitled to run for election, member organisations must also propose both an individual representative, together with the name of an Alternate, who could assume a

position on the Board of Governors if elected.

5.1.2 The deadline for payment to entitle members to run for election shall be the deadline for submission of candidatures, namely two months before the General Assembly. The deadline of payment to entitle members to vote shall be the day of the General Assembly.

5.1.3 New members of the Council shall be entitled to run for election provided their application for membership has been adopted by the Board at least three months prior to the General Assembly, and their membership fees paid in the period between their acceptance and the deadline for candidatures, namely two months prior to the elections. They will be entitled to vote provided their application is adopted by the Board at least three months prior to the General Assembly and their membership fees are paid up to the day of the General Assembly. Organisations whose applications are adopted and ratified but whose membership fees have not been received by the day of the General Assembly, shall be invited to participate in the Assembly, but without the right to vote or be candidates.

5.2 Allocation of seats on the Board

Each college is entitled to a set number of seats on the Board, the minimum being four and the maximum being nine. The number between four and nine shall be calculated in proportion to the number of active WWC members within that college three months before the General Assembly, once the Board adopts the last membership application of organisations entitled to vote and run for the forthcoming elections. Should this procedure not produce an unambiguous result, the Board of Governors will resolve the matter^{viii}. No college may be allocated more than five additional seats. If the proportional number of additional seats is above five for any college, that college shall be allocated only five additional seats and the remaining seats shall be allocated proportionately among the other colleges^{ix}.

5.3 Identification of candidates

5.3.1 Six months before the Ordinary General Assembly, the WWC Headquarters shall invite all members to run for election. Candidates must fill in and duly sign the appropriate candidature form provided by the Headquarters.

5.3.2 Candidatures must be received by the WWC Headquarters at least two months prior to the General Assembly.

5.3.3 The Headquarters shall constantly monitor the progress of candidatures and provide members with regular updates on the situation. Four months before the General Assembly, the Headquarters shall inform the members of each college of the current candidates within their college, if necessary highlighting possible areas (gender, geography) in which the slate might be imbalanced, so as to encourage more candidates within those areas.

5.3.4 Two months before the General Assembly, at the closing of the candidature submission, the Bureau will review and approve this list of candidates to ensure that all are entitled to stand and that the nomination procedure has proceeded as foreseen. The Headquarters will circulate the approved list to all members of the Council^x.

5.3.5 Each college shall have a slate of candidates equivalent to at least the number of seats allocated to that college on the Board, but not more than twice that number, with the exception of 'wild cards' as mentioned in article 5.3.9^{xi}.

5.3.6 No more than two members from the same country should be included in any one slate within any one college, with the provision that representatives of international organisations included in Colleges 1, 4 or 5 are not considered as belonging to any particular country^{xii}.

5.3.7 Within any given college, should the number of candidates be above the upper limit for that college, or the number of candidates of any one nationality be above two, the members will be invited to meet as caucuses of colleges on the first day of the General Assembly, in order to seek agreement on a final slate of eligible

candidates that are felt to provide an adequate and appropriate representation of that college and a good balance between men and women and between members from the five continents and developed and developing countries^{xiii}.

5.3.8 Members of the Bureau will take responsibility for chairing the opening of these caucuses and overseeing the election by each caucus of its chair. Each caucus should decide the manner in which it conducts its business. Following agreement within the college on its slate of candidates, the final list of candidates will be handed to the Headquarters in order to be posted on a billboard for review by all members of the Council^{xiv}.

5.3.9 If the caucus of any college votes to withdraw any candidates from the slate against their will, these candidates are given the opportunity to stand for election as wild cards, by making such a request to the Council Headquarters. These candidates are added to the list of candidates within their college, if necessary taking the number of candidates from that college above the upper limit, but with the indication that they are not part of the candidates as proposed by the caucus of that college^{xv}.

5.4 Election procedure

5.4.1 Each voting member of the General Assembly has a maximum of 35 votes to cast by secret ballot, within the upper limit of the number of seats on the Board available to each college, as defined under article 5.2.1 of the By-Laws. Voting members are free to choose whether or not to cast all of their votes^{xvi}.

5.4.2 No more than one representative per country may be elected within a college, with the provision that representatives of international organisations included in Colleges 1, 4 or 5 are not considered as belonging to any particular country^{xvii}.

5.4.3 The candidates from a college who receive the greatest number of votes are elected to the Board up to the limit of the number of seats allocated to that college.

5.4.4 To be elected, candidates must receive a minimum number of votes equivalent to ten percent of the number of voting members at the General Assembly. Any colleges in which an insufficient number of candidates obtain this percentage would leave the corresponding number of seats open to co-option by the new Board^{xviii}.

5.4.5 Should there be an insufficient number of eligible candidates in any given college, the non-elected seats in that college are also left open for co-option by the new Board such co-option to be made as soon as it is feasible. In this case, the criteria for co-option are to provide better balance amongst the Governors within that college, from a geographical, sectoral and gender point of view^{xix}.

By-Law 6: MEMBERS OF THE BUREAU

6.1 As listed in article 15 of the Constitution, the members of the Bureau are: the President, two Vice Presidents, the Treasurer, the Chairperson of the Commission on Legal and Financial Affairs, the Chairperson of the Committee on Institutions and Governance, and the Chairperson of the Committee on Science and Technology. The Executive Director, supported by the Headquarters, shall perform the functions of the Secretariat of the Bureau.

6.2 Collectively, the responsibilities of the members of the Bureau shall be:

- a) To oversee the implementation by the Headquarters of the strategies and policies adopted by the Board of Governors;
- b) To review membership application and to make recommendation to the Board on questions related to membership;
- c) To appoint the Executive Director decide on his/her remuneration, and supervise his/her work;
- d) Review reports from the members of the Bureau and from the Headquarters on the work of the Council, giving guidance on the former;
- e) To review and monitor with the Forum Secretariat the progress in

the organisation of the World Water Forum;

- f) To monitor the financial situation of the Council and to advise accordingly the Board, and, through the President, the Executive Director.

6.3 The roles and responsibilities of the President shall be:

- a) To oversee the implementation of the policies and programmes of the Council, upholding its Constitution and By-Laws, and achieving its targets and objectives;
- b) To call for meetings of the Bureau, the Board and the General Assembly at the appropriate date, time and location to meet the needs of the Council, to chair and to propose agendas for these meetings;
- c) To enter into agreements on behalf of the Council for the purpose of achieving the missions of the Council;
- d) To represent the World Water Council.

6.4 The role and responsibility of the Vice Presidents shall be to assist the President in his/her tasks and represent the President whenever the latter is unavailable, in the capacity authorized by the President in each case. The President may delegate any particular tasks to the Vice Presidents, for an agreed period of time. The Board shall be informed of any specific delegation from the President to the Vice Presidents, including its duration.

6.5 The Treasurer shall be an elected member of the Board of Governors. The roles and responsibilities of the Treasurer shall be:

- a) To oversee the financial state of the Council and the financial aspects of the Council's activities, taking into account the *Financial and Administrative Regulations* and any recommendations of the Auditors;
- b) To advise the President, the Bureau and the Commission on Legal and Financial Affairs on any matters related to the financial situation of the Council;
- c) Act as a member of the Commission on Legal and Financial Affairs;
- d) Review and comment on the audit report, the financial statement of income and expenditure and triennial budget forecast;

e) Report to the meetings of the Board of Governors with a summary of the financial state of the Council.

6.6 The Chairpersons of the Commission on Legal and Financial Affairs, the Committee on Institutions and Governance and the Committee on Science and Technology shall report to the Bureau regarding the progress in their working groups. Their roles and responsibilities are dictated by the effective functioning of their working groups as explained in By-Law 7.

By-Law 7: COMMITTEES AND WORKING BODIES

7.1 Establishment

The Board or the General Assembly may establish committees, task forces, or any other working bodies to carry out the tasks of planning, implementing and evaluation of the work of the Council. The Chairperson and Members shall be adopted by the Board. The Board shall establish the mandate, duration and Terms of Reference of each proposed working body prior to its establishment, reviewing and amending them from time to time. Each working body will be required to report regularly to the Board and where appropriate to the General Assembly.

7.2 Permanent working bodies

The following working bodies are established with their respective mandates as shown subject to the provisions of Article 7.1 of these By-Laws.

7.2.1 Commission on Legal and Financial Affairs

7.2.1.1 The tasks of the Commission on Legal and Financial Affairs, hereafter referred to as "the Commission", are as follows:

- a) To oversee and provide guidance on all administrative activities of the Council;
- b) To advise on any affairs entrusted to it by the Board;

- c) To advise the Bureau in the fields of its competence;
- d) To supervise the elaboration of the legal documents issued by the Council;
- e) To propose to the Board any working documents that would improve the management, efficiency, reputation or position of the Headquarters, the Council and its bodies;
- f) To recommend to the Bureau and the Board action to implement sound financial systems for the Council including fundraising and membership drives,
- g) To review the report of the Treasurer on the financial situation and to propose to the Bureau and the Board any modifications that would improve the financial management of the Council;
- h) To propose to the final meeting of the Board each year the membership fees to be charged for the coming year.

7.2.1.2 The detailed tasks, responsibilities, composition and frequency of meetings of the Commission are defined in its *Terms of Reference*.

7.2.1.3 The Commission meetings are open to the members of the Board. The Commission can seek advice from any members of the Council or from any other qualified person.

7.2.1.4 The Members and Chair of the Commission is adopted by the Board of Governors after each General Assembly, following a process of open consultation among the Board members.

7.2.1.5 Whenever a Governor is replaced in the course of his or her mandate, his or her successor is entitled to take his or her position in the Commission. If his or her successor does not wish to assume this position, the Board may nominate a new member.

7.2.2 Committees

7.2.2.1 The mission of the Committees is to identify important issues relevant to water policy, to develop positions for the Council, raise awareness on these issues

and influence decision makers. Committees prepare synthesis documents, communicate and advertise the outcomes of their work and propose to the Board specific projects or programmes in the form of awareness-raising, advocacy or research initiatives, reporting on these projects to the Board of Governors.

7.2.2.2 The detailed tasks, responsibilities, composition and frequency of meetings of the Committees are defined by their *Terms of Reference*.

7.2.2.3 Two Permanent Committees are established: the Committee on Institutions and Governance and the Committee on Science and Technology.

7.2.3 Committee on Institutions and Governance

The Committee on Institutions and Governance is responsible for the identification of policy issues related to institutions and governance in the water sector and for proposing strategies to the Board for related development and implementation of initiatives and programmes.

7.2.4 Committee on Science and Technology

The Committee on Science and technology is responsible for the identification of strategic fields for research and technology development and for proposing strategies to the Board for promoting support and implementation of these fields.

7.2.5. Advisory Committee of the Water Policy Journal

The Advisory Committee is composed of up to six members including the Editor-in-Chief of the Journal and the Executive Director of the Council, ex-officio. The Chairperson of this team is appointed by the Board for the duration of that Board's term of office. To ensure the continuity of its work, the Advisory Committee should as much as possible be renewed only partly at each term of office. The detailed mandate of the Advisory Committee is managed by its *Terms of Reference*.

7.2.6 Management Team of the Water Policy Journal

The Management Team is the executive body in charge of the Journal. It is composed of the Chairperson of the Advisory Committee, the Editor-in-Chief, a representative of the Publisher and the Executive Director of the Council. The detailed mandate of the Management Team is managed by its *Terms of Reference*.

7.3 Temporary Working Bodies

7.3.1. Ad-hoc temporary Working Bodies can be established by the Board (Task Forces) or by the Committees (Working Groups).

7.3.2 Temporary Working Bodies are given a clear mandate described by Terms of Reference. Their composition and duration are flexible and shall be decided by their parent bodies. Temporary Working Bodies may include experts outside of the Council.

By-Law 8: HEADQUARTERS OF THE COUNCIL

8.1 The Headquarters of the Council shall be in the City of Marseilles, France. In accordance with article 4 of the Constitution, the Headquarters may only be transferred outside of Marseilles with the approval of the Board and outside of France by decision of the General Assembly, upon recommendation of the Board.

8.2 The Headquarters shall be responsible for providing appropriate administrative support to the various working bodies of the Council, and shall be managed by the Executive Director.

8.3 The conditions of employment, of remuneration, and the social advantages of staff at the Headquarters are managed by a *Social Charter*, adopted by the Board of Governors.

By-Law 9: EXECUTIVE DIRECTOR

9.1 – Duties and Responsibilities

9.1.1 The Executive Director shall be the Chief Executive Officer of the Council. He or she shall be appointed by the Bureau, and his or her nomination shall be ratified by the Board. The Bureau shall re-evaluate his or her mission every three years.

9.1.2 The Executive Director shall report directly to the President, working under his or her authority and receiving instructions only from or through him or her^{xx}.

9.1.3 The Executive Director will be responsible to the Board for the effective implementation of the strategies and policies of the Council and for co-ordinating programme formulation and execution.

9.1.4 The Executive Director shall, jointly with the Treasurer, be responsible for the administration, financial management and accounting of the Council and shall establish detailed financial management policies and procedures in conformity with the laws and requirements of the host country or funding agencies.

9.1.5 The Executive Director is responsible for the hiring and management of the staff of the Headquarters, in accordance with the *Social Charter for staff* with the laws of the host country, and according to the available budget. The staff shall be selected on as wide a geographical basis as possible, and there shall be no discrimination because of race, creed, gender or political affiliation.

9.2 – Presence at Meetings

The Executive Director shall attend the meetings of the General Assembly, the Board, the Bureau, and any commission, task force, working group or committee. The Executive Director shall be entitled to speak at any such meeting but has no vote. He or she, or his or her representative, shall also perform the functions of the Secretariat of these working bodies.

9.3 – Reports

9.3.1 The Executive Director shall submit to each meeting of the Board a report of the activities of the Council since the previous meeting.

9.3.2 The Executive Director shall submit to each ordinary session of the General Assembly for adoption a draft triennial program together with estimates of income and expenditures for the next triennium.

9.3.3 The Executive Director shall have the power to accept grants, donations and other payments on behalf of the Council subject to the Constitution, these By-Laws and any instruction given by the Board.

9.3.4 The Executive Director shall submit to each General Assembly a consolidated report on the accounts of the Council for the triennium together with the auditor's reports for the relevant years.

9.4 – Vacancy of Executive Director

In case of temporary vacancy of the Executive Director, the President is entitled, with the ratification of the Bureau, to designate an interim replacement with specific powers and duties, to manage the World Water Council affairs until a new Executive Director is appointed.

By-Law 10: WORLD WATER FORUM

10.1 In collaboration with the host country, the Council shall organize a World Water Forum every three (3) years, around World Water Day (March 22nd). The Forum shall be a multistakeholder event to present the mission, views and achievements of the water community. The main objectives of the Forum are:

- a) To raise the importance of water on the political agenda;
- b) To raise awareness among decision-makers, water and other professionals, the media and the public at large on world water issues of critical concern;
- c) To support the deepening of discussions towards the resolution of international water issues;

- d) To provide a platform to exchange views, information and knowledge on current issues and information related to global water;
- e) To present state of the art knowledge on global water assessment, challenges and potential solutions;
- f) To generate political commitment for the improvement of water management.

10.2 The Forum shall aim as much as possible to bring all stakeholders from various geographical and sectoral backgrounds together for open debate^{xxi}.

10.3 The host country for each World Water Forum is selected by a vote of the Board of Governors, held according to the dispositions indicated in the *Selection Guidelines for Future World Water Fora*.

By-Law 11: WATER PRIZES

Any proposal for the creation of water prizes to be (co-)sponsored or (co-)organized by the Council shall be adopted by the Board of Governors. The rules will be established together with the Council Headquarters and the co-organizer, then submitted to the Commission on Legal and Financial Affairs, who will present it for adoption to the Board.

By-Law 12: ASSOCIATE CENTRES

12.1 The Board may authorise the establishment of Associate Centres to perform certain operations of the Council for mutual benefit, as prescribed by the *Agreement for Associate Centres*, to be signed by both the Associate Centre and the Headquarters^{xxii}.

12.2 Associate Centres shall serve the interests of the Council in a given country or region as well as sharing the responsibility with the Headquarters for the implementation of the triennial work plan adopted by the General Assembly.

12.3 The Associate Centres shall be legally, financially and administratively independent from the Council

Headquarters, but their activities in the name of the Council will be guided by and coordinated with the mandate of the Council^{xxiii}.

12.4 Associate Centres shall be incorporated into the Council according to the dispositions as laid out in the *“Procedure for incorporation of Associate Centres”*.

By-Law 13: FINANCES

13.1 Management of the finances

The finances of the Council are managed by the Executive Director, according to the *Financial and Administrative Regulations*, under the supervision of the President, the Bureau and the Treasurer, and assisted by the Commission on Legal and Financial Affairs^{xxiv}.

13.2 Auditors

13.2.1 The accounts of the Council shall be examined each year by the Auditors appointed by the General Assembly, on the recommendation of the Board. The Auditors will submit a written report to the Board once per year. The Board shall duly examine the Auditors’ report and, as appropriate, make recommendations to the Members of the Council^{xxv}.

13.2.2 The Auditors shall hold office for a period of six years. Should a vacancy in this position be declared during a term of office, the Board of Governors will appoint replacement Auditors who shall commence their functions with immediate effect, subject to ratification at the following meeting of the General Assembly. The Auditor shall not be a Governor or member of staff of the Council.

13.3 – Fiscal Year and Accounts

The Headquarters and the Executive Director shall keep proper accounting records with respect to all financial and other transactions, and records of all sums of money received and disbursed by it and the matters in respect of which receipt and disbursement take place, all sales and

purchases by it, all assets and liabilities and all other transactions affecting its financial position. The accounting records shall be kept at the Headquarters of the Council.

13.4 – *Contracts, Cheques, etc.*

13.4.1 All contracts, agreements, deed documents, engagements and other instruments, delivered or issued by the Council shall be signed by the President, or by the Executive Director or the Treasurer, if delegated by the President. This delegation may be general or confined to specific purposes. Barring any exceptions as indicated in these By-Laws or in the Financial and Administrative Regulations, no other Governor or member of staff of the Council shall have any power or authority to bind the Council by any contract or engagement or to pledge its credit.

13.4.2 The funds of the Council may be deposited from time to time to the credit of the Council with such banks or other financial institutions as the Board may approve from time to time on the advice of the Executive Director.

By-Law 14: LEGAL AND WORKING LANGUAGES

The language of the Council's legal documents is French, with documents translated into English in order to facilitate their distribution and comprehension. The language of the Council's working documents is English, documents being translated into French when possible and when deemed appropriate to facilitate the work of the Council^{xxvi}. In the event of litigation, the French version takes precedence.

By-Law 15: COMMUNICATION

15.1 The Council shall have a unique logo and visual identity, the use of which is managed by the *Logo Usage Policy*.

15.2 The Council Headquarters shall take sole responsibility for implementing the communication strategy of the Council

as well as the various communication tools employed in order to achieve the objectives and further the cause of the Council. It shall maintain a website that shall provide information to serve the needs of Council members, the water community as a whole and the public-at-large^{xxvii}.

15.3 The Council Headquarters will produce from time to time one-off publications, proceedings, reports and journals in order to focus attention on key water issues. It may sell these publications in order to cover publication costs^{xxviii}.

15.4 The Council shall be responsible for producing with an external publisher the Water Policy Journal, the official journal of the Council. This Journal shall be the property of the Council, and shall be supervised by the Advisory Committee and Management Team of the Water Policy Journal, as described in article 7.2.5 of the By-Laws.

15.5 Any member representing the Council at any event should respect the *Strategy for WWC Representation*, and should consult the Council Headquarters for guidance prior to the meeting.

By-Law 16: AMENDMENTS

16.1 In accordance with article 23 of the Constitution, the Board may approve any amendments to these By-Laws, which may be implemented immediately, subject to ratification by the next General Assembly.

16.2 In such cases, if the functions of various existing Working Bodies of the Council are affected, or new Working Bodies created, the new Working Bodies shall carry out their duties under the amended provisions during the transition period until final ratification by the next General Assembly.

By-Law 17: WORKING DOCUMENTS

As mentioned in article 1.2, the Commission on Legal and Financial Affairs may draft such working documents providing rules and regulations, policies

and/or strategies, as deemed necessary to improve the management, efficiency, or activities of the Council. These working documents, once adopted by the Board, may be implemented with immediate effect. The following working documents are referred to in these By-Laws.

- Membership Policy Guidelines
- Procedure for the Membership Solidarity Fund
- Financial and Administrative Regulations
- Terms of Reference of the Commission on Legal and Financial Affairs
- Terms of Reference of the Committee on Science and Technology
- Terms of Reference of the Committee on Institutions and Governance
- Terms of Reference of the Advisory Committee of the Water Policy Journal
- Terms of Reference of the Management Team of the Water Policy Journal
- Social Charter for staff at the WWC Headquarters
- Selection Guidelines for future World Water Fora
- Agreement for Associate Centres
- Procedure for incorporation of Associate Centres
- Logo Usage Policy
- Strategy for WWC representation

Endnotes

- ⁱ These organisations were recognised at the outset of the Council for their key role in its establishment and were originally entitled to a permanent seat on the Board of Governors
- ⁱⁱ In accordance with article 16 of the Constitution
- ⁱⁱⁱ This is included here with the addition of the adjective 'ad-hoc' to show that it is not a permanent committee, and as such this committee is not described elsewhere in the By-Laws
- ^{iv} This is to clarify the question of whether members of the Board are individuals or organisations, which may not be entirely clear in the Constitution. It proposes that each Governor organisation should name its Governor and Alternate representatives for the duration of its term of office, or until it decides to name a replacement
- ^v The reference to proxies is made in article 13 of the Constitution, and this article clarifies the situation regarding proxies, and in particular the fact that, as members are the organisations, the proxy is given from one organisation to an individual who represents another member
- ^{vi} The first sentence of this article provides some clarity on the third paragraph of article 12 of the Constitution. The second sentence clarifies the situation regarding Alternates
- ^{vii} Article 12 of the Constitution only mentions that "All Governors may only be re-elected once as a representative of any single organisation", and makes no reference to an exception for the President. As the President is selected by the Board, after having been elected by the General Assembly, this article can only refer to the "outgoing" President, because it can never be decided in advance that the outgoing President will be re-elected
- ^{viii} This is intended to resolve any unambiguous results
- ^{ix} The minimum number of seats was accepted by the 3rd General Assembly. The maximum number of seats, and the proportionality principle, were approved at the 18th BoG meeting
- ^x It is important to have a level of verification of the candidature process from somewhere other than the Headquarters
- ^{xi} These offer guidelines for the colleges to follow in order to allow them some freedom within an agreed structure
- ^{xii} This facilitates the fact mentioned in 5.4.2 that no more than one representative of any country within any college may be elected to the Board, which was in turn approved at the 18th BoG meeting, and aims to ensure a balanced slate of candidates for members to consider
- ^{xiii} The system of caucuses provides colleges with a chance to have a say as to which members are candidates within their college. This is especially important as each member will be voting for candidates from all colleges
- ^{xiv} The colleges are expected to be fairly autonomous, but will need such assistance to elect their chairs
- ^{xv} This provides a safety mechanism, to avoid any claims by a member that its college has discriminated against it and blocked its candidature
- ^{xvi} After considering various options, this has been selected as the procedure that corresponds best to the freedom of voting expected by the General Assembly
- ^{xvii} This provision was made in order to prevent a concentration of Council members from one or a small number of countries dominating the Board. The maximum number of representatives of any one nationality on the Board (international representatives aside) is therefore four
- ^{xviii} This addresses the potential problem by which Governors could in theory be elected with just one vote, if they were on a slate of candidates with exactly the same number of members as the number of seats available
- ^{xix} This offers a solution to various hypothetical questions regarding shortcomings in the number of candidates within any college
- ^{xx} The President here is seen as transmitting only the decisions of the Board to the Executive Director, rather than his own opinion. Should the opinion of the majority of the Board be different from his or her own, the President is expected to transmit the views of that majority
- ^{xxi} This is one of the basic principles of the Forum, which is essential to its success
- ^{xxii} This explains who may authorise the creation of a new Associate Centre, and according to what document this creation is governed (the *Agreement for Associate Centres*)
- ^{xxiii} This article aims to avoid any ambiguity over expectations either from the Centre to the Headquarters or vice versa
- ^{xxiv} This article introduces the *Financial and Administrative Regulations* and lists the various parties involved in the financial management of the Council, more details being provided in the *Financial and Administrative Regulations*
- ^{xxv} The use of auditors is a legal requirement, and this article explains the contribution of the auditors
- ^{xxvi} This records in the By-laws what is actually carried out in practice

^{xxvii} This is essential to prevent other organisations, including WWC members, presenting information as 'official' WWC news. It is also the only place in the Council's legal documents where the Council's website is mentioned

^{xxviii} This is to introduce the possibility that the Council may sell its publications to cover its costs, which is not specified elsewhere