

SCHEDULE 2

Regulation 3

A PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
WATER REUSE EUROPE

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise:

- (a) “articles” means the Articles of Association;
- (b) “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland, which have an effect similar to that of bankruptcy;
- (c) “board of directors” is a group of individuals employed by member organisations and having constitutional rights which powers and responsibilities are provided in Article 14;
- (d) “chief executive officer (CEO)” means an individual leading the Association who reports to the board of directors;
- (e) “chairperson” has the meaning given in Article 13.(4);
- (f) “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
- (g) “director” means a director of the Association, and includes any person occupying the position of director as defined in Article 13; a director is a subscriber of the Association’s memorandum and as such a member of the Association for the purpose of the Act.
- (h) “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- (i) “member” means a company/organisation which does not have any constitutional right but has the contractual right to receive certain benefits from the association;
- (j) “ordinary resolution ” has the meaning given in section 282 of the Companies Act 2006;
- (k) “special resolution” has the meaning given in section 283 of the Companies Act 2006;
- (l) “WRE” means “Water Reuse Europe” which is the name of the association also referred to in the text as “the Association”;
- (m) “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of directors

2. The liability of each director is limited to £1, being the amount that each director undertakes to contribute to the assets of the Association in the event of it being wound up while he is a director or within one year after he ceases to be a director, for:
- (a) payment of the Association's debts and liabilities contracted before he ceases to be a director,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2

GENERAL ARRANGEMENTS

OBJECT, AUDIENCE AND RESOURCES

Objectives of Water Reuse Europe (WRE)

3. WRE is an industry-focused association that aims to create a collective identity for the water reuse sector across Europe. As such its mission is to share good practices, knowledge, techniques, research, and experiences on water reuse and to promote the safe and effective use of recycled water in Europe. For this purpose, the specific objectives of WRE are:
- (a) to facilitate knowledge exchange amongst public and private entities involved in water reuse;
 - (b) to promote European expertise and services in water reuse to a global audience;
 - (c) to support European companies (particularly SMEs) in their efforts to commercialise water reuse solutions;
 - (d) to raise public awareness and understanding of water reuse practices;
 - (e) to promote research and innovation on water reuse.

Resources

4. (1) The activities of WRE will be financed through subscription fees received annually from members to ensure the steady growth of the Association through cash flow.
- (2) Other sources of income such as grants or awards will also be pursued.
- (3) Borrowing, raising loans or money in the name of the Association shall not be authorised.

PART 3

MEMBERS

MEMBERS RIGHTS

Definition

5. (1) Members of WRE have no constitutional rights but have the contractual right to receive certain benefits from the Association.

(2) Members have the right to attend the annual general meeting (AGM) of WRE and may be invited by directors to vote special resolutions at annual meetings of WRE as detailed in the articles constituting Part 5.

(3) Every member of WRE shall agree to the Articles of the Association, and any amendment that may be made.

BECOMING AND CEASING TO BE A MEMBER

Becoming a member

6. (1) Membership of the Association is open to companies and institutions belonging to the membership categories defined in Article 7.

(2) Any organisation becoming a member of the Association shall register a representative who will attend AGMs on behalf of the organisation.

(3) No organisation shall become a member of WRE unless that organisation has completed a membership application form in writing addressed online or by post to the Association and has paid the fees corresponding to the membership category that person belongs to.

(4) Admission to membership shall be approved by the CEO.

(5) Membership becomes active upon payment of the full relevant membership fee.

(6) In cases where the CEO has any concerns or doubts about the legality or suitability of a potential member, he/she shall consult the board for a final decision on admission.

(7) A register of all current members of WRE shall be maintained by the Association's secretariat.

Membership categories

7. (1) Four categories of membership are defined:
- (a) Category 1 Commercial companies involved in the water reuse sector (e.g. water services companies, equipment providers, consultancies, etc.).
 - (b) Category 2 Public bodies involved in water reuse (e.g. regulators, publicly owned water supply bodies);
 - (c) Category 3 Universities / Research Centres;
 - (d) Category 4 Trade & professional associations (local, national, international);
- (2) All categories of members are required to pay annual fees. The board of directors shall fix the amount of these fees.

Termination of membership

8. Membership of WRE will be terminated by the board of directors if:
- (a) annual membership fees have not been fully paid in due time;
 - (b) as decided by the board of directors, any individual or institutional member is found to be acting contrary to the interest of WRE, and/or to be engaged in activities that could damage the reputation of WRE;
 - (c) a member has expressed an intention to withdraw their membership in writing to the WRE office.

PART 4 GOVERNANCE

Structure

9. The affairs of the Association will be directed and coordinated by a Chief Executive Officer (CEO) and a board of directors. The governance structure of the Association will also include a secretariat.

DEFINITION OF ROLES

Chief executive officer

10. The principal roles of the CEO will be to:
- (a) manage the day-to-day activities of the Association;
 - (b) line manage the Association's secretariat;

- (c) work with the board to prioritise and cost services offered by the Association;
- (d) coordinate delivery of services offered by the Association;
- (e) actively recruit new members;
- (f) approve membership applications;
- (g) actively promote the Associations' activities;
- (h) actively develop collaboration opportunities with associations, organisations or networks promoting water reuse through education, applied research or policy development.
- (i) be a leading voice promoting the water reuse sector in Europe and beyond;

Directors

11. In addition to their role on the board of directors (Article 14), the directors of WRE are responsible for the management of the Association's business which consists of:

- (a) ensuring that annual accounts and other legal documents are submitted in due time to Companies House;
- (b) defining the strategic plan and reviewing it every year;
- (c) setting the Association's budget annually.

Secretariat

12. The secretariat of the Association will assist the CEO and the board of directors with regards to administrative tasks associated with the operation of WRE. For instance, these tasks will include:

- (a) handling communications for the CEO;
- (b) managing memberships;
- (c) organising and running events;
- (d) keeping track of the Association's expenditure (payments and invoices);
- (e) keeping records of the Association's activities (membership records, minutes of meetings, decisions etc.);
- (f) processing invoices, salaries and payments.

BOARD OF DIRECTORS

Composition

13. (1) The board of directors shall comprise seven directors.

(2) All directors shall be employees of a WRE member organisation. If not, the company or institution they are employed by must become a member of WRE at the time of their nomination as directors.

(3) The directors shall also be members of the Association for the purposes of the Act and shall be entitled to attend and vote at general meetings of the Association.

(4) Directors serve on the board in a personal capacity and not as official representatives of the company/institution they are employed by.

(5) Five of the seven directors shall be individuals currently employed by a member institution from Category 1 or Category 2 (see Article 7). The remaining two directors can be drawn from any membership category. However the board shall act to encourage smaller companies to nominate candidates for vacant director positions.

(6) One director of the board shall be nominated as chairperson of the board for a period of two years. If more than one nomination is received a secret ballot will be held amongst the current directors to elect the chairperson. The chairperson of the boards shall be in charge of:

- (a) planning and conducting board meetings and the annual general meeting of the Association;
- (b) ensuring that the board is effective in its tasks of setting and implementing the association's direction and strategy;
- (c) ensuring that all directors are involved in the board's work;
- (d) ensuring the board focuses on its key tasks;
- (e) supporting the CEO in the execution of their duties.
- (f) organising the election of a new chairperson before their term lapses.

Powers and responsibilities

14. (1) The board of directors shall appoint the CEO and the secretariat of the Association. Further details on the appointment of the CEO are provided in Article 20.

(2) When necessary, the board shall review and amend the Articles of Association according to the provisions of Article 31.

(3) The board shall set and communicate the Association's values and standards.

(4) The board shall determine the strategic direction of the Association.

(5) The board shall act to ensure the financial sustainability and stability of the association. It should be noted that the directors are not personally responsible for ensuring the financial sustainability and stability of the Association. However, subject to Article 993 of the Company's Act 2006, directors may face personal prosecution if found guilty of an offence for fraudulent trading.

- (6) The board shall approve the Association's eligible expenditure, its annual accounts and its budget for the forthcoming year.
- (7) The board shall decide upon the exclusion of members.
- (8) The board shall have the power to dissolve the Association.
 - a) If upon dissolution of the Association there remains any surplus funds after all debts and liabilities have been satisfied, this surplus shall not be paid or distributed among the directors or members of the Association, but shall be given or transferred to a charitable body which shall prohibit the distribution of its or their income to its or their members.
 - b) This charitable body shall be chosen by the directors of the association at the time of dissolution.
- (9) The board shall have the power to dismiss the CEO, the secretariat or any of the directors and provide for a replacement of these individuals if they are neglecting their duties or found to act against the interests of the Association.

Operation

15. (1) The board of directors may meet together to discuss WRE's activities, plan future actions, discuss financial status, and more broadly manage the affairs of the Association.
- (2) The board of directors shall meet at least twice a year. At least one of these meetings shall be face to face. The quorum for a board meeting shall be five persons, one of whom must be the chairperson.
- (3) If for any reason, the chairperson is not able to participate in a meeting of the board, the participating directors must appoint a substitute chairperson before the start of the session. In case of non-attendance of the chairperson at two consecutive meetings of the board, he/she will be dismissed and a replacement will be nominated by the board.
- (4) An individual from the secretariat shall also attend the meetings of the board and record the minutes of the meeting in order to make them available to the board or members after the meeting.
- (5) Decisions taken during any meeting of the board of directors shall be done in agreement with rules detailed in Article 16.

(6) The board of directors can invite members to attend board meetings for the purpose of presenting information of use to the board in executing their remit.

Decision-making by directors

16. (1) Any decision must be taken following a vote by a show of hands of the directors present at the meeting.

(2) All directors of the board, except the CEO who acts as an ex-officio director of the board, are entitled to vote a decision. It should be noted that the CEO should withdraw from any board meeting where personal matters concerning him/her are to be discussed.

(3) A decision shall be taken only if a majority of the directors present at the meeting approve it. By definition, a decision of the directors is taken unanimously when all directors share a common view on a matter.

(4) If the numbers of votes for and against a proposal/decision are equal, the chairperson or other director chairing the meeting shall have a casting vote.

(5) At a board meeting, unless a quorum is participating, neither a proposal nor a decision is to be voted on except if the proposal relates to the calling of another meeting.

(6) A record of the decisions approved at a meeting shall be kept in writing at the Association's office, and indicate in writing the agreement of each eligible director.

Calling a meeting of the board

17. (1) Over the duration of his/her tenure, the chairperson of the board shall be responsible for calling meetings of the board by giving notice to each director.

(2) Notice of any meeting of the board must be sent via email by the secretariat on behalf of the chairperson to each director at least one month in advance of the proposed meeting date and must indicate its proposed date, time and location.

(3) Apart from the chairperson, no director shall be able to call an extraordinary meeting of the board, unless a director estimates that a meeting is required as a matter of urgency to discuss an issue that may affect the operation or financial stability of WRE. In that case, that director shall contact the chairperson and justify in writing the reasons for calling an extraordinary meeting of the board.

Conflicts of interest

18. (1) Board members are expected to declare any conflicts of interest around issues discussed or vote taken at a meeting of the board.

(2) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director has a financial or professional interest, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(3) Subject to paragraph (4), if a question arises at a meeting of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.

(4) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes. The board will appoint a temporary chairperson for that purpose only.

Records of decisions

19. (1) The directors must ensure that a record, in writing, of every unanimous or majority decision taken by the directors is kept at the WRE's office for at least 10 years from the date of the decision recorded.

APPOINTMENT OF THE CEO AND DIRECTORS

Methods of appointing the CEO of WRE

20. (1) The CEO of WRE shall be appointed by the board of directors following a full recruitment process including a call for applications, a screening of applications and short-listing of potential candidates, interviews of candidates and verification of references.

(2) Details regarding the CEO's contract of employment including period of service and salary shall be decided by the board of directors at the time of recruitment.

Methods of appointing directors

21. (1) Any individual employed by a member of the Association and who is willing to act

as a director, and is permitted by law to do so, shall be eligible for appointment as a director.

(2) When a director's position become vacant, the members of the Association will be invited by the CEO to nominate a potential replacement. Once the eligibility of the potential candidates to act as directors has been verified by the CEO and board of directors, all members will be invited to vote for their preferred candidate via an online voting system.

(3) A new director shall be elected at a simple majority.

(4) A director's normal term of office is three years. However, the first WRE board of directors shall be composed of four directors appointed for a three-year term, while the remaining three directors shall be appointed for a two-year term.

(5) After the initial WRE board of directors has been appointed, the renewal of the directors shall be based on a rolling programme agreed by the board.

(6) Other than in the case of the first WRE board, all directors will be appointed for a period of one three year term and may serve a maximum of two contiguous terms.

(7) In the case that no candidate applies for a vacant position of director but a member that has already served for two terms wishes to apply again, the board shall decide to exceptionally appoint him/her for a further term.

Termination of the CEO or any director's appointment

22. A person ceases to be a CEO or director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) the board reasonably believes that person has become physically or mentally incapable of acting as a director and they resolve that he/she be removed from office;
- (e) that person fails to attend three consecutive meetings of the board and the board of directors resolves that he/she be removed for this reason;
- (f) that person is found to be responsible for bringing WRE into disrepute;
- (g) for any reason, that person ceases to be employed by a member organisation;
- (h) that person is found to have failed to declare a conflict of interest as outlined

in Article 18.

- (i) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a CEO or director and may remain so for more than three months;
- (j) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (k) notification is received by the company from the CEO or director that he/she is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' expenses

23. (1) The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at,

- (a) meetings of directors or committees of directors;
- (b) general meetings;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

PART 5

MEETINGS OF THE ASSOCIATION

ORGANISATION OF GENERAL MEETINGS

General rules

24. (1) WRE shall hold an annual general meeting (AGM), not later than six month after the end of the financial year, the minutes of which shall be made available to all members of the Association no more than one month after the AGM.

(2) The purpose of the AGM shall be to:

- (a) present the annual achievements of the Association (i.e. annual report);
- (b) expose the financial situation of the Association for transparency purposes;
- (c) provide its members with an opportunity to express their views on the Association's management and strategic plan;
- (d) provide its members with an opportunity to vote a decision/resolution that the directors would like them to approve;

(3) The composition of the AGM of WRE shall comprise all members of the Association who attend.

(4) A quorum of five directors, the CEO and chair of the board must be present at any WRE AGM.

(5) The directors of WRE must call an extraordinary general of the Association meeting if at least ten members of WRE request to do so in a co-signed letter, which sets out the reason for calling such a meeting, addressed to the Chair of the board.

AGMs' notice

25. (1) The AGM of WRE must be called with at least three weeks notice.

(2) Every notice calling an AGM must specify the date, time and location of the AGM and the general nature of the affairs to be discussed.

(3) If the directors plan to put a resolution to the vote of the Association's members, the matter of that resolution should also be included in the notice. Further details on general voting rules at AGMs are provided in Article 30.

Attendance and speaking at AGMs

26. (1) All individual members are allowed to attend an AGM.

(2) For member organisation from Category 1 to 4 (see Article 7), one representative is allowed to attend an AGM.

(3) A person is able to exercise the right to speak at an AGM when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(4) A person is able to exercise the right to vote at an AGM when:

- (a) that person is a representative of a member organisation;
- (b) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (c) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(5) The directors may make whatever arrangements they consider appropriate to enable those attending an AGM to exercise their rights to speak or vote at it.

Chairing AGMs

27. (1) The chairperson of the Association, nominated by the directors in accordance with Article 13 (4), shall chair AGMs if present and willing to do so.

(2) If the chairperson is unwilling to chair the AGM or is not present within ten minutes of the time at which a meeting was due to start, the directors present at the meeting must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

(3) The person chairing an AGM in accordance with this article is referred to as “the chairperson of the meeting”.

Attendance and speaking by non-members

28. The chairperson of the AGM may permit other persons who are not members of WRE to attend and speak at a general meeting.

Adjournment

29. (1) If the persons attending an AGM within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.

(2) When adjourning a general meeting, the chairperson of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and;
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(3) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the Association’s general meetings is required to be given, and;
- (b) containing the same information which such notice is required to contain.

(4) No business may be transacted at an adjourned AGM, which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT ANNUAL GENERAL MEETINGS

Voting: general

30. (1) A resolution put to the vote by the board of directors at an AGM must be decided on a show of hands unless a poll is duly demanded by a member.

(2) Any organisation which is not a member of WRE shall not have any right to vote at general meetings.

(3) For a vote on a resolution at an AGM, every person, or organisation, present (whether a member or authorised representative of a member) and entitled to vote shall have a maximum of one vote.

(4) In the case of an equality of votes, the resolution put to the vote is considered as vetoed by the members and must either be discarded or amended so it can be reconsidered.

PART 6 ADMINISTRATIVE ARRANGEMENTS

Amendments to the Articles

31. If a decision of the directors affecting the Association's constitution is approved at a meeting of the board, the board shall amend the Articles of Association to reflect its developing status.

Financial policy of WRE

32. (1) The financial year of WRE shall start on the 1st of April and end on the 31st of April, although it may be amended by resolution of the board of directors.

(2) Membership fees are to be set by the board of directors, details of which shall be available on the Association's website.

(3) The directors reserve the right to modify the membership fees at anytime, but any change must be clearly announced on the Association's website.

(4) The Association shall accept funding from organisations, agencies and individuals only if approved by the board of directors.

(5) The Association funds shall be used to finance solely the Association's activities and deliver its aim and objectives (see Article 3).

(6) No fund shall be used for the Association's activities without authorisation from the board of directors.

(7) The accounts of the Association shall be audited annually by an independent auditor appointed by the board of directors.

Records and reports

33. (1) The directors of WRE shall ensure that a members' register, financial and accounts records are kept at its office and are available for review at any time.

(2) The directors shall ensure that minutes of all proceedings at the board meetings and AGMs are made and kept in writing at WRE's office. The minutes shall include the names of those present.

(3) The directors shall comply with the requirements of the Companies Acts with regards to the preparation and delivery to Companies House of:

- (a) Annual returns
- (b) Annual reports
- (c) Accounting records.

(4) Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

Insurance

34. (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article:

- (a) a "relevant director" means any director or former director of the Association or an associated company;
- (b) a "relevant loss" means any loss or liability which may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association.

Use of the Association's name, logo and visual identity

35. (1) Intellectual property rights related to the Association's trademark and visual identity are owned by WRE.

(2) No member shall use the name, logo or elements of the visual identity of WRE without the prior written approval of the CEO.

(3) Any members wishing to use the WRE trademark should apply in writing to the CEO of WRE.

(4) Any member authorised to use the WRE trademark should ensure that:

- (a) the logo is used in a manner that meets the terms of use provided by WRE;
- (b) the logo is not used in a way that is contrary to the interest of WRE or that could damage the reputation of WRE.

(5) The membership of any member found to be misusing or abusing of the association's name and visual identity will be terminated by the board of directors.