

Draft By-laws

ARTICLE I - Name - Term - Incorporation –

1. Under the name "World Plumbing Council" (WPC) is constituted an association, incorporated in accordance with Art. 60 et seq. of the Swiss Civil Code.
2. Its Term is unlimited. The WPC is incorporated in Geneva.

ARTICLE II - Objective -

1. The objective of the WPC is to unite the world plumbing industry to safeguard and protect the environment and the health of nations, for the benefit of all.
2. To reach this objective, the Association shall undertake, among others, the following activities:
 - Develop and promote the image and standards of the plumbing industry world-wide.
 - Encourage and facilitate the exchange of information, ideas and technology between plumbing industry organisations and their members' world-wide.
 - Promote and provide assistance on matters concerning education and training in the plumbing industry, recognising the need for appropriate standards and their international recognition.
 - Create an awareness of the plumbing industry's role in protecting the environment by the provision of water and sanitation through proper management, care, reuse, and conservation of natural resources.
 - Provide and share information regarding research projects and technology applicable to the plumbing industry and the people it serves.
 - Organise a WPC Conference at least every three years; to assure continued growth and membership development.
3. The modification of the Association's objective cannot be imposed on any member of the Association.

ARTICLE III - Membership -

1. Any organisation belonging to the Plumbing Industry can become a member of the WPC.
2. The membership is split into two categories of members:

The active members are full members who are bona-fida representative organizations in the plumbing industry (including trade associations, professional bodies, trade unions, registration/licensing bodies and manufacturers/wholesaler organizations) and who have a right to vote at WPC General Meetings except with respect to the issues specified in Article XIII of the Bylaws.

The passive members are affiliate members who are other organizations involved in the plumbing industry (including individual manufacturers and distributors) who wish to be associated with the WPC who have no vote at WPC General Meetings

ARTICLE IV - Resources of the Association -

The financial resources of the Association consist of:

1. The assets of the Association and interest derived therefrom.
2. The income from annual dues, which are collected, based on the category of membership. The Executive Board will fix the amount each year. Membership fees are due by May 1st of each year and payable within thirty days of that date.
3. The income derived from the activities organised by the Association (WPC Conference, publications, etc.).
4. Gifts or legacies from members or third persons.

ARTICLE V - Organisation -

1. The General Meeting consists of the Representatives of each organisation that is a member of the Association.
2. The WPC has an Executive Board composed of not more than seven Directors.

ARTICLE VI - General Meeting -

1. The General Meeting is the supreme organ of the Association. A regular General Meeting shall be held at least once every year.
2. In addition to the regular General Meeting, a General Meeting shall take place when necessary and, in addition, when at least one fifth of the members of the WPC so request.
3. The General Meeting is composed of the Representatives of each member organisation of the Association as well as the members of the Executive Board.

4. The member organisations appoint a Representative for each General Meeting. New member organisations appoint their Representatives upon acceptance by the WPC of their application for membership.
5. In the event that a member organisation's official Representative is unable to attend a General Meeting, that member may be represented by an alternate Representative designated prior to the Meeting in writing (via fax or mail) to a member of the Executive Board.
6. Any resolution agreed in writing by the majority of the members of the WPC has the same force and effect as if duly passed by a majority vote at a General Meeting.
7. A quorum of thirty percent of all members is necessary to ratify a resolution at a General Meeting.
8. A General Meeting shall be called at least 90 days in advance. The notification, sent to all members, shall indicate the agenda, the place and the date of the General Meeting.
9. The general meeting can decide on subjects, which have not been put on the agenda.

ARTICLE VII - Competence of the General Meeting'

1. The General Meeting:

- elects the Executive Board (each three years).
- exercises control over the Organs of the Association.
- discharges the Executive Board.
- takes decisions upon affairs which have been submitted for approval by the Executive Board.
- approves the admission of new members.
- rules on the exclusion of members
- dismisses a Board Member, Officer or the Auditors
- modifies the By-laws.
- dissolves the Association or approves its merger.

2. Every third year, the General Meeting takes place together with the triennial World Plumbing Conference. This General Meeting has the exclusive power to

- elect the members of the Executive Board

- decide on the venue of the triennial meeting

ARTICLE VIII - Executive Board -

1. The Executive Board is the executive Organ of the WPC. It has the general authority to control, manage and administer the affairs of the WPC.

2. The Executive Board :

- takes decisions on all Association matters not within the competence of another Organ of the Association.
- executes the decisions of the General Meeting.
- represents the Association vis-vis third parties.
- convenes the General Meeting.
- prepares the agenda of the General Meeting.
- can submit matters for the approval of the General Meeting.
- appoints a professionally qualified auditor to undertake an annual audit of the financial records of the association

3. The Executive Board is composed of a Chairman, two Vice-Chairmen, a Secretary, a Treasurer and up to two (2) other Directors.

4. The Executive Board meets on the initiative of the Chairman or that of two other Directors, as often as the business of the Association requires such a meeting, but at least once per year. Executive Board meetings must be notified at least 60 days in advance. Notification shall indicate the agenda, the place and the date of the meeting.

5. At the beginning of each meeting, the Executive Board shall approve the minutes of the previous meeting and sign them.

ARTICLE IX - Election of the Executive Board -

1. Each member of the Executive Board shall be elected for a three year term and is eligible for re-election.

2. The members of the Executive Board are elected by a majority vote of all national Representatives of the member organisations admitted to vote in accordance with Article XIII of the By-laws at the triennial General Meeting, which shall coincide with the international conference of the WPC.

3. Nominations shall be submitted in writing to the Chairman:

1. At least 60 days in advance of the triennial General Meeting of the WPC.
2. Nominations shall be submitted by active/full member organisations of each country and the nominee should be either a member or bona fide representative of the nominating WPC member.
3. Not more than two nominees are permitted from anyone country, and not more than one from any active/full member organisation of that country.
4. In the event of a vacancy on the Executive Board between the triennial meetings, the remaining Directors shall notify the WPC members in writing, at the earliest possible date, of the vacancy. Nominations for the position shall be transmitted to the Executive Board within thirty days of notification. The Executive Board will then establish a list of candidates and send a ballot to each Representative as defined in Article XIII of these by-laws. This ballot shall be returned within ten days to the Executive Board.

The new Director is determined by the majority vote of ballots received by the Executive Board. His term shall begin immediately, and last for the remainder of the original term until the next triennial General Meeting.

ARTICLE X - Chairman -

1. The Chairman presides at all Executive Board and General Meetings. In the Chairman's absence, one of the Vice-Chairman will be designated by the Executive Board to preside over meetings.
2. The nominee for the Office of Chairman must have served at least one prior term on the Executive Board. If no person who has served a prior term as a Director is available for the Office of Chairman, anyone who has served as a member organisation's representative to the WPC, may be nominated.

ARTICLE XI - Secretary -

1. The Secretary records the minutes of the General Meetings, the meetings of the Executive Board and of all other meetings of the WPC, and distributes the minutes within 60 days to the members of the WPC and to the Executive Officers.
2. The Secretary is in charge of all records of the WPC with the exception of financial records and accounts.
3. The Secretary keeps a registry of members and records including their personal data (address, date of admission).

4. The Secretary notifies the members of the meetings within the time limits indicated in the By-laws.

ARTICLE XII - Treasurer -

The Treasurer is in charge of maintaining the accounts. The Treasurer shall provide regular financial reports to the Executive Board and submit audited annual financial statements arranged by the Executive Board to the General Meeting for approval. All disbursements shall be approved in advance by two members of the Executive Board.

ARTICLE XIII - Vote -

1. Each member of the WPC whose current subscriptions are paid prior to the ordinary General Meeting is entitled to one vote except with respect to the following decisions:

- modification of the WPC's By-laws
- election of the Executive Board
- venue for the triennial Conference of the WPC.

For these three cases, voting shall be confined to one vote per country. It shall be the responsibility of the member organisations within each country to make appropriate arrangements to exercise the vote of that country.

2. No member, by law, is allowed to vote with respect to motions or decisions concerning a matter, transaction or a legal proceeding involving the World Plumbing Council, when he is a party to the proceeding.

3. Proxy votes are not authorised except in the case of Article VI paragraph 5 of the By-laws.

ARTICLE XIV - Termination of Membership -

1. Each member may leave the Association, provided that he has announced his departure six months prior to the end of the year.

2. Membership cannot be transferred.

3. Each member can be excluded even without indication of the reasons for exclusion.

4. Departing or excluded members lose their right to the assets of the Association.

ARTICLE XV - Dissolution -

1. The Association is dissolved in the event of insolvency or when the Executive Board cannot be constituted according to the By-laws.

2. The General Meeting can decide at any moment to dissolve the Association.