

By-Laws of

The World Plumbing Council (WPC)

**approved on 19 and 20 November 2007 at the Annual Meeting held
in Tokyo, Japan**

ARTICLE 1 – *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; and

- 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 involved in the Plumbing Industry can become a member of the WPC.

² The membership is split into two categories:

Full members are members which are bona-fide representative organisations in the plumbing industry (including trade associations, professional bodies, trade unions, registration/licensing bodies and manufacturers/wholesaler organisations) and which have a right to vote at WPC General Meetings except with respect to the issues specified in Article XIII of the By-laws.

Affiliate members are members which are other organisations (including companies) in the plumbing industry, which wish to be associated with the WPC but which 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 membership fees, which are collected, based on the category of membership. The Executive Board will fix the amount each year. Membership fees are due on January 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.

The resources, property and income of the Association shall be applied solely towards furthering the objects of the Association and no part of those resources or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects.

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. An ordinary General Meeting shall be held at least once every year.

² In addition to the ordinary General Meeting, a General Meeting shall take place 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 a substitute Representative designated as official representative 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 take 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;
- gives a discharge to the Executive Board;
- takes decisions upon affairs which have been submitted for approval by the Executive Board;

- rules on the exclusion of members;
- dismisses a Board Member, Officer or the Auditors;
- modifies the By-laws; and
- 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;
- approves the admission of new members, consistent with the requirements of Article III;
- executes the decisions of the General Meeting;
- represents the Association vis-à-vis third parties;
- convenes the General Meeting;
- prepares the agenda of the General Meeting;
- can submit matters for the approval of the General Meeting; and
- 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, a Deputy Chairman, a Secretary, a Treasurer and three (3) 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 The linking together by telephone or other electric means of the Executive Board constitutes a meeting of the Board, provided 72 hours notice is given for such a meeting. All other provisions in these By-laws relating to meetings of the Board will apply.

⁶ At the beginning of each meeting, the Executive Board shall approve the minutes of the previous meeting and sign them.

⁷ A *quorum* for Executive Board Meetings will consist of at least 4 of the 7 Executive Board members.

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 subject to nomination under (3) below.

² The members of the Executive Board are elected by a majority vote of all country 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 an international conference of the WPC.

³ Nominations shall be submitted and dealt with in accordance with the WPC Policy Statement on Election of Board Members.

⁴ In the event of a vacancy on the Executive Board between triennial meetings, the remaining members of the Executive Board shall notify all full WPC members in writing, at the earliest possible date, of the vacancy. Nominations for the position shall be submitted to the Executive Board within thirty days of notifications. The Executive Board will then establish a list of candidates and send a ballot to each country Representative as defined in Article XIII of these By-laws. This ballot shall be returned within twenty days to the Executive Board. The new member of the Executive Board is determined by the majority of ballots received. 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 the Deputy Chairman or failing the Deputy Chairman one of the other members of the Executive Board will be designated by the Executive Board to preside over meetings.

² Nominees for the Office of Chairman must have served a minimum period of 3 years as a member organisation representative. If no person who has served a minimum period of 3 years as a member organisation representative is available for the Office of Chairman, anyone who has served as a member organisation representative to the WPC may be nominated.

³ An individual may serve as Chairman for a maximum of two three-year terms.

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 Offices.

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 full 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; and
- 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.

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.
- 3 In the event that the Association is dissolved, all assets available will be donated to a public interest organisation pursuing a purpose analogous to the Association's goal and which itself has the benefit of the tax exemption. In no circumstances will the Association's assets be returned to the founders or members of the Association, nor will they be utilised for their profit in whole or part, in any way whatsoever.

ARTICLE XVI – By-laws –

- 1 These By-laws may be amended by a decision taken by two-thirds of those voting under Article XIII, save in relation to the modification of the Association's objective (Article II paragraph 3) which requires a unanimous decision of said members.
- 2 The proposed amendments must be notified to all members of the WPC at least 60 days prior to the meeting at which the amendments are to be considered.
- 3 The By-laws are available upon request to all members. In each case where a By-law is amended, the amended provision shall indicate the date of the amendment.

ARTICLE XVII – Litigation –

Each member is authorised to commence court proceedings, within a month following the day when he learnt about a decision that he did not accept and which is in breach of the Law or the By-laws.

ARTICLE XVIII – Interpretation –

Within these By-laws, words importing singular shall include plural and vice-versa. Also words importing the masculine gender shall include the feminine gender.

ARTICLE XIX – Official Language –

These By-laws are adopted in the English language only and shall be registered as such with the Registry of Commerce of Geneva. A French translation thereof may be filed with the Registry of Commerce for information purposes only and without any official or binding character .

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Duly approved by the Annual General Meeting held in the Sheraton Hotel, Rotorua, New Zealand on Wednesday 1 November, 2000. The Council was incorporated in Geneva as a non-profit organisation under Article 60 of the Swiss Civil Code on 18 January 2001, Federal Number CH-660-2641000-8. Amended at the Fourth Triennial Meeting held in Berlin on 22 May, 2002, on 1 and 2 September at the 2004 Annual Meeting, held in Perth, Western Australia, on 8 November 2005 at the Annual Meeting in St Louis, Missouri, United States and on 19 and 20 November 2007 at the 2007 Annual Meeting in Tokyo, Japan.