

## **WATER LABEL COMPANY – UNIFIED WATER LABEL = EUROPEAN BATHROOM ASSOCIATION**

### **INTRODUCTION**

The Water Label Company is a registered company in the UK, company No 07906301 with a registered office address; Innovation Centre 5, Innovation Way, Keele University Science and Innovation Park, Keele, Staffordshire England ST5 5NT. The purpose of The Water Label Company is to facilitate the administration function for the European Water Label and to aid progress under the 'Best of All' approach, consolidating existing water label schemes into one. 4 of the existing schemes have agreed to one scheme – Unified Water Label

As the Unified Water Label, owned by the European Bathroom Industry seeks a Voluntary Agreement between Industry and the European Commission it is necessary for the Unified Water Label scheme to become registered in its own entity under Belgium Law.

This paper proposes the following:

- The Articles of Association for the formalisation of the body to host the Unified Water Label
- Staff and the Administration required
- Funding

### Proposed Articles of Association

#### **1. Article 1 – Name Legal Status and HQ**

*Unified Water Label Association (UWLA) to be recognised as the body governing the UNIFIED WATER LABEL VOLUNTARY AGREEMENT and to be registered officially as an international non-profit association according to article III of the Belgian Law of 27 June 1921, governing non-profit associations, national non-profit associations and foundations. It will bear the name **Unified Water Label Association (UWLA) aisbl.***

The association will have its headquarters at Rue Belliard 12, 1040, Brussels Belgium. It can be relocated anywhere in Belgium upon the decision of the Steering Committee. Publication of this decision should be made within one month in the Annexes to the Belgian Official Journal.

#### **2. Article 2 – Duration and Business Year**

- 2.1 The duration of the association is unlimited
- 2.2 The business year is the calendar year

#### **3. Article 3 – Objectives**

The objectives of the UWLA are:

- 3.1 To facilitate and oversee good practice in the running of the Unified Water Label
- 3.2 To facilitate and ensure criteria of the Unified Water Label Voluntary Agreement are met
- 3.3 To promote the Unified Water Label
- 3.4 To engage and partner with other relevant labelling schemes
- 3.5 To take part in relevant research
- 3.6 To participate in relevant product standards improvement, review or development
- 3.7 To carry out any act or operation and take any steps or measures which helps the association meet its objectives
- 3.8 To have no commercial objectives
- 3.9 To have no party-political purpose

#### **4. Article 4 – Membership**

- 4.1 The Unified Water Label is open to any company selling bathroom product in Europe. The Unified Water Label Association membership is open to any company or individual having an interest in the European Bathroom Industry labelling scheme.
- 4.2 Membership is voluntary, registered brands of the Unified Water Label have automatic right to membership for no additional fee. None registered companies having an interest in the Unified Water Label Association pays a small fee.
- 4.3 Termination from the association is 6 months notice upon written receipt of resignation. The Unified Water Label has its own termination rules.
- 4.4 Resigning members lose all claims on the association's property.
- 4.5 Membership will be terminated if a member maliciously prejudices the interests of the association and the labelling scheme.

#### **5. Article 5 – Rights and obligations of members**

- 5.1 All members have the same rights and one vote and unless a registered company of the Unified Water Label, which provides automatic membership of the Unified Water Label Association the same fee which is determined by the Steering Committee.
- 5.2 Each member is authorised to participate in the association's services and activity.
- 5.3 Members are bound to comply with the decisions taken by the association based on the statutes.

#### **6. Article 6 – Finance**

The funding for the Unified Water Label Association will be taken from the registrations of the Unified Water Label, together with additional funding from Stakeholders wishing to support the cause but not having product that qualifies. The Steering Committee will agree at their annual meeting the fee structure together with adopting the annual budget.

#### **7. Article 7 – Organisation**

The association will have the following structure:

- Steering Committee
- Elected Board elected from the Steering Committee
- Technical Working Group
- Marketing Working Group
- Independent Data Auditor

In addition, there will be an elected President/Chairperson, a succession plan and an employed Managing Director

#### **8. Article 8 – Steering Committee**

The Steering Committee will be responsible for:

- Ratifying all affairs of the association
- The election of the Board and selection of a President/Chairperson
- Approval of the annual accounts, the annual budget and membership and registration costs
- Amendment of the statutes
- Dissolution of the association

- Operation of the Unified Water Label
- Appointment of the Independent Data Auditor
- The Steering Committee will meet a minimum of twice a year, with written or electronic notification provided with a minimum of 4 week notice.
- The elected President/Chairperson will preside over the meeting
- Decisions are taken with a simple majority rule
- All resolutions of the Steering Committee will be open, transparent and available to all via the association website.

## **9. Article 9 – Elected Board**

- 9.1 The Board is elected by the Steering Committee for a fixed 2 year term of office. There will be no more than 8 Board members, plus the Managing Director of the association. Board members will ensure they represent the technical and marketing aspects of the Unified Water Label.
- 9.2 Board members can be re-elected for an unlimited number of terms.
- 9.3 Representatives from the founding schemes; European Water Label, Swiss Energy, Swedish Energy and Anqip are automatically members of the Board.
- 9.4 The function of the Board is:
- Ensure good practice for the day to day running of the association
  - Call and develop meetings and supporting papers
  - Appoint Managing Director and agree level of administrative support
  - Define association objectives, direction for ratifying at the Steering Committee
  - Decisions are taken with simple majority
  - The Board shall meet a minimum of twice a year

## **10. Article 10 – President/Chairperson**

- 9.1 The Board will elect from the General Committee a President/Chairperson and agree a succession with a 1<sup>st</sup> VP.
- 9.2 The President/Chairperson will represent the Association in legal and non-legal matters.
- 9.3 The President/Chairperson will check and sign the annual accounts. The President/Chairperson will ensure income and expenditure is kept within the agreed budget.
- 9.4 In the event the elected President/Chairperson resigns for whatever reason before expiry of his term of office, the 1<sup>st</sup> VP replaces him until the end of the term. In the event the 1<sup>st</sup> VP also resigns then the Board agree to elect a replacement via selection from the Steering Committee and ratified at the next meeting of the Steering Committee.

## **11. Article 11 – Secretariat**

The Unified Water Label Association can enter into agreement with a third party to undertake the administration function for the association. The elected Board approve the agreement ratified by the Steering Committee. The Managing Director of the association manages the administration function and undertakes the day to day running of the association.

The Managing Director attends all meetings of the association and undertakes full responsibility for the issuing of meeting papers and minutes. The administration function of

the association can be undertaken in any European Country, a 12 month notice period must be provided to relocate the function and ratified by the Steering Committee.

**12. Article 12 – Dissolution of the Association**

Applications for dissolution of the association can be submitted by at least 2/3 of the members in written form giving the purpose and reasons for such dissolution. The Steering Committee will decide about a dissolution in accordance with Article 8 and voting rights.

In the event of dissolution, the Steering Committee has the power of disposition of all association property, nett assets to a non-profit activity.

**13. Article 13 – Amendments to Articles of Association**

13.1 Without prejudice to article III of the law of 27 June 1921, any proposal to modify the Articles of Association must come from at least 50% of the members of the association.

13.2 The Board must provide a minimum of 2 calendar month notice to the members prior to a Steering Committee meeting to agree the proposal to amend the articles. No changes can be agreed if there is not a quorum of 2/3rds of members present at such a meeting.

13.3 If no quorum is present a further meeting will be called under the same conditions where a final decision will be made regardless of the number of members present.

13.4 Further to article 50, paragraph 3, title III of the law of 27 June 1921 on non-profit associations all changes to statutes according to article 48, indent 1, point 2 are subject to approval by royal decree. Changes to statutes according to article 48, points 5 and 7 can be made by notarial act.

**14. Article 14 – General dispositions**

14.1 All matters not provided for in the present statutes and in the documentation to be published in the Annexes to the Belgian Official Journal shall be settled in accordance with dispositions of article III of the law of 27 June 1921.

14.2 All disputes concerning the interpretation or implementation of the present statutes shall be subject to Belgian law and settled by the court under whose powers the registered office of the association falls.