

International Water Services Flushability Group

Articles of ISWFG/Operating Principles

Article I. Name and Purpose

- Section 1:** The name of the group is the International Water Services Flushability Group and shall be referred to in this document as the IWSFG.
- Section 2:** The IWSFG is convened solely for the purposes outlined in the Memorandum of Understanding that created it, the IWSFG MOU.

Article II. Membership

- Section 1:** Membership is only available to signatories to the IWSFG MOU.
- Section 2:** Voting and Steering Group Members shall be national or regional Associations or organizations from each member country. Each member shall be entitled to one vote. Where there are two or more Associations from a country eligible to be voting members that country will nominate their voting member. Where an Association or organization represents a region, then that Association or organization will be the representative for the countries within that region, but shall not represent a national Association or organization from within the region, which separately and directly, is a member of IWSFG.
- Section 3:** There are two categories of non-voting associate members:
1. Non-voting water service associates, and
 2. Non-voting other associates.
- Non-voting water service associates are individual water service providers or utilities or groups. Non-voting other associates are other stakeholders in flushability. By signing the IWSFG MOU, non-voting associates are declaring they support the objectives of the IWSFG. Non-voting water service associates are entitled to attend meetings and participate in any activity of the IWSFG.
- Section 4:** Acceptance of new members is by a majority decision of the IWSFG Steering Group.

Article III. Steering Group

- Section 1: Steering Group Role.** The Steering Group is responsible for overseeing and approving the direction of work undertaken by the IWSFG.
- Section 2: Size, Number and Terms.** The Steering Group shall comprise up to ten but not less than four members being representatives designated by voting members and approved by the voting membership as a whole. Membership of the Steering Group will be for a renewable term of three years. Terms shall be staggered so that between two and four steering group members shall be elected each year.

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- Section 3. Incomplete terms.** In the event of death, resignation or removal of any steering group member, a replacement shall be elected by a majority vote of all eligible voting members. The replacement shall serve for period of up to three years from the time of commencement, being up for re-election at the Annual General Meeting (AGM) in their third year.
- Section 4. Nominations and Election.** Elections for Steering Group positions should occur at the Annual General Meeting each year. Nominations shall be requested by the Steering Group not less than two months prior to the meeting. Voting will occur via email prior to the meeting with ratification at the AGM. All Steering Group positions shall be filled by those eligible persons receiving the most number of votes.
- Section 5. Meetings.** The Steering Group shall hold a minimum of two meetings a year, typically on-line at a mutually agreed time. The Steering Group shall meet to transact business of the IWSFG and to hear reports from and to consider ratification of actions. For meetings of the IWSFG to be official, there must be a quorum comprising a minimum of 51% of Steering Group members or their designated proxies. Out-of-session approval of items can occur via a 2/3 majority vote of the Steering Group.
- Section 6. Compensation.** The Steering Group members shall receive no compensation from the IWSFG.
- Section 7. Absence from Meetings and Proxies.** Any Steering Group member not able to attend a Steering Group meeting may designate a proxy to attend in his or her stead. Any MOU signatory who is not a member of the Steering Group may be eligible to be a proxy. Any member absent from three regular meetings of the Steering Group unless represented by proxy, may be deemed by the Steering Group to have tendered their resignation as a Steering Group member.
- Section 8. Removal of members.** Any Steering Group member in violation of the policies of the IWSFG MOU or these Articles can be removed from their position by a two-thirds majority vote of the Steering Group.

Article IV. Officers and Duties

- Section 1. Enumeration of Officers.** The officers of the IWSFG shall be a Chair, Deputy Chair and Secretary to be elected by the Steering Group from its own members.
- Section 2. Term of Office.** Officers may serve on the Steering Group until their resignation or removal, or until a replacement has been elected. Terms for officers, to be 3 years, with succession from Deputy Chair to Chair.
- Section 3. Duties.**
- A. Chair.** The Chair shall oversee and chair meetings. The Chair will also set the agenda for meetings in consultation with the other Steering Group members.
- B. Deputy Chair.** The Deputy Chair shall act for the Chair when the Chair is unable to attend meetings or unable to fulfill the Chair's duties for any particular meeting.

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C. Secretary. The Secretary shall keep the minutes of the meetings of the IWSFG Steering Group and be responsible for sending/receiving correspondence. The Secretary on behalf of the Steering Group shall provide direction for the management of the IWSFG web site.

The Chair, Deputy Chair and Secretary may name a proxy if they cannot attend, but the Deputy Chair will act for the Chair in the event the Chair is absent from the meeting.

Section 4. Removal. The Steering Group, at any regular or special meeting, may remove any officer from office with or without cause by a two-thirds vote of the Steering Group members.

Section 5. Vacancies. If a vacancy occurs among the officers of the ISWFG before the end of the regular term of office, the Steering Group shall fill the vacancy from among its members. To be confirmed by the members at the next AGM

Article V. Amendments

Section 1. Amendments. Amendments to these Articles of IWSFG may be proposed to the Annual General Meeting. All amendments to these Articles require a 51% majority vote of the IWSFG members.

Article V1. Annual Meetings of IWSFG

Section 1. Annual General Meetings. One Annual General Meeting (AGM) shall be held each year in either May or June. This meeting will decide the election of officers and Steering Group members. Any review of these Articles of Association will also occur at the AGM. At least four weeks' notice will be given for the calling of the AGM. The Quorum for AGM meetings shall be 51% of members present.

Section 2. Special General Meetings. Special General Meetings can be called by a majority vote of the Steering Group. A Special General Meeting can agree any item relating to the IWSFG. At least four weeks' notice will be given of the calling of the Special General Meeting (SGM). The Quorum for all votes at SGM meetings shall be 51% of members present.

Article VII. Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year shall be from January 1 to December 31.

Section 2. Financials. The IWSFG will not hold any assets or involve any financial transactions.

Section 3. Prohibited Activities. Activities of IWSFG shall be consistent with MOU purposes.

Section 4. Operating language. The operating language for the IWSFG is English; however, other languages may be used for publications and communications as requested and provided by member Associations or organizations. IWSFG assumes no responsibility for the accuracy of translated publications and communications. In the event of a discrepancy in meaning

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or interpretation between the English text and the text of another language, the English text shall be taken as the true text.

Section 5. Consultation. The IWSFG will provide opportunities for public review and comment on new or modified PAS in a manner aligned with ISO processes.

Article VIII. Adoption and Effect

These Articles and Operating Principles apply to all participants on signing of the IWSFG Memorandum of Understanding.

Effective: 2017-06-01