

BYE-LAWS

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TITLE I - GENERAL PROVISIONS

ARTICLE 1: OBJECT

The object of these Bye-Laws is to state precisely, complete and lay down the provisions which the Statute of the “**ASSOCIATION AFRICAINE DE L’EAU**” in French and “**AFRICAN WATER ASSOCIATION**” in English explicitly refers to.

The Bye-laws state precisely the details not mentioned in the Statute and the rules of procedures of the ASSOCIATION's various organs.

TITLE II - MEMBERS

ARTICLE 2: MEMBERS

The Statute of the ASSOCIATION provides for four (4) categories of Members:

- Regular Members
- Affiliated Members
- Individual Members
- Honorary Members

2-1: Regular Members

May become Regular Members agencies, establishments, enterprises or utilities operating in the water, sanitation and environmental sector and involved in at least one of the following activities in Africa: production, supply and heritage management.

Nonetheless, in one country, Members may gather in a National Committee who shall appoint his representative in the ASSOCIATION.

In case these Members cannot gather in a National Committee, the oldest Regular Member in terms of length of membership in the AfWA shall be considered, de facto, as the representative of the country within the ASSOCIATION. That position of representative shall carry a voting right on behalf of the country.

Each country shall have one vote.

A Memorandum of Understanding shall define the relations between the AfWA and the National Committee to provide the latter with an official status and to enable the Members to know the name of that country's representative within the organs of the Association.

The form and content of that MoU shall be determined by the Executive Board.

2-2: Affiliated Members

May become Affiliated Members, national, African or international agencies undertaking an activity related to the water, sanitation and environmental sector. Activities carried out by Regular Members shall be excluded from this list.

2-3: Individual Members

May become Individual Members, individuals, professionals, members of the faculty and researchers whose works are related to the water, sanitation and environmental sector.

2-4: Honorary Members

The ASSOCIATION may grant the status of Honorary Member to individuals or corporate bodies who have rendered distinguished services to it and who, through their actions, have contributed to the efficient achievement of its objectives. Former Presidents of the ASSOCIATION shall by right be Honorary Members of the ASSOCIATION.

ARTICLE 3: MEMBERSHIP AND ADMISSION CONDITIONS

May become Members of the ASSOCIATION, depending on the category of Membership sought, any company, agency, individual or corporate body wishing to contribute to achieving the objectives stated in the Statute.

Any applicant wishing to join the ASSOCIATION shall send the following to the President of the ASSOCIATION:

- A duly signed application
- A copy of his statute
- Any information on his activity, address and the importance of his activities.

The Executive Board shall give its position regarding that Membership application and give a temporary admission agreement pending the holding of the following General Assembly, which will declare the final admission.

The ASSOCIATION shall not accept, as a Member, a company, an agency, an individual or a corporate body whose statutory provisions and activities are opposed to its ideals which are the sharing of information and experience in order to meet, as best as possible, the African populations' water, sanitary and sanitation demand.

The ASSOCIATION's former Presidents shall be Honorary Members when they complete their terms of office.

Nonetheless, only the Ordinary General Assembly shall grant them the title of Honorary Presidents, upon a proposal of the Executive Board.

The other Honorary Members shall be appointed by the General Assembly upon a proposal of the Executive Board.

ARTICLE 4: RIGHTS OF MEMBERS

All Members up to date in the payment of their contributions shall have access to all service benefits provided by the ASSOCIATION.

4-1: Regular Members

- Representation at the General Assembly with voting rights.
- Representation at the Scientific and Technical Council.
- Participation in the proceedings of the Congress and events organized by the ASSOCIATION, with preferential registration rights.
- Reception of any document and publication related to the activities of the ASSOCIATION and its Members.

4-2: Affiliated and Individual Members

- Participation in the General Assembly without voting rights or with a delegate's voting right.
- Participation in the works of the Scientific and Technical Council, congresses, and events mentioned above, with preferential registration rights.
- Reception of any document and publication related to the activities of the ASSOCIATION and its Members.

4-3. Honorary Members

- Invitation to meetings organized by the ASSOCIATION as resource persons.
- Possibility to carry out particular functions and assignments without pay, but the ASSOCIATION shall cover traveling and accommodation expenses.
- Reception of documents and publications related to the activities of the ASSOCIATION and its Members.
- Free participation in the events organized by the ASSOCIATION.

Rights and privileges granted by the ASSOCIATION's Statute shall be :

- Suspended for any Member who does not meet his commitment, through the payment of his contribution in the time allotted. The suspension decision shall be taken by the Executive Board.
- Lost with the resignation or expulsion declared by the General Assembly.

ARTICLE 5: RESPONSIBILITIES OF MEMBERS

The responsibilities that Members shall derive from their Membership status. Every Member shall make the commitment to:

- Comply with any General Assembly and Executive Board decision;
- Collaborate closely with the ASSOCIATION and contribute to its efforts towards improving local, regional and international coordination of the activities of the water, sanitation and environmental sector;
- Keep the General Secretariat informed of their activities and cooperate with it in its mission;
- Abide by the texts and actions of the ASSOCIATION;
- Promote and defend the ASSOCIATION's goals, ideals and achievements everywhere;
- Meet their commitments, namely their financial commitments in the time allotted, subject to a penalty.

Members shall:

- Contribute, through their activities, to the implementation of the programs of the ASSOCIATION's organs and lend a hand in the ASSOCIATION's inquiries, data collection, studies and publications and in the organizations of events and meetings;
- Forward their periodic activities reports to the General Secretariat.

Any change occurring in the management or Statute of a Member shall be made known to the General Secretariat in the following 3 months for the information on that Member to be updated;

By adhering to the objectives pursued by the ASSOCIATION, Members shall pledge to cooperate among themselves through regular information and experience exchange, mutual assistance in the respect of equality and interest of all.

ARTICLE 6: RESIGNATION

The status of Member shall be lost by resignation recorded by the Executive Board and made known to the General Assembly which confirms it.

A Member wishing to withdraw from the ASSOCIATION shall communicate his decision in writing to the President of the ASSOCIATION at least THREE MONTHS prior to the end of the budgetary year, stating the date of his effective resignation. He shall remain accountable for the commitments he has made to the ASSOCIATION, namely the payment in full of the contribution of the year in which he ceases to be a Member, whatever the date of his withdrawal.

ARTICLE 7: READMISSION

Any former Member of the ASSOCIATION may submit to the President a readmission application for the Executive Board to decide upon in the form provided by the Statute.

The General Assembly may declare his readmission by asking him to settle all or part of what he owes and to make the commitment to participate in the activities of the ASSOCIATION.

ARTICLE 8: PENALTIES

Any Member who fails to honor one or several of his obligations shall be dealt with the following penalties:

- Suspension
- Expulsion

Any Member who fails to honor his financial obligations towards the ASSOCIATION for two (2) years shall be suspended by the Executive Board, who shall have the decision ratified by the subsequent General Assembly to which the suspended Member shall be invited and given a hearing.

All other cases of suspension shall fall within the exclusive purview of the General Assembly.

A Member who ceases to belong to the ASSOCIATION shall not be entitled to claim any quota of the ASSOCIATION's registered assets.

Radiation shall occur only after the suspension period has been fruitless. It shall be declared by the General Assembly upon a proposal of the Executive Board.

The loss of the status of Member shall imperatively be recorded as radiation by all the ASSOCIATION's organs.

As a conservatory measure, the Executive Board may suspend or expulse any Member who has prejudicially affected the ASSOCIATION.

The decision of the Executive Board shall be submitted to the Ordinary General Assembly at its very next session.

TITLE III - FINANCIAL RESOURCES

ARTICLE 9: THE CONTRIBUTIONS

Regular Members shall pay contributions, the amount of which shall be worked out by the General Assembly upon a proposal of the Executive Board. Affiliated and Individual Member shall also pay contributions set in the same conditions.

Honorary Members shall be exempted from the payment of contributions

Each year, the Executive Board shall propose, if necessary, the contribution amount to be paid by each category of Members in accordance with the draft operating and capital budget.

The amount and scale of the contributions for each Regular, Affiliated or Individual Members shall be worked out by the Ordinary General Assembly upon proposal of the Executive Board.

The yearly contribution shall be payable when the invoice is received 15 days after the General Assembly has been held.

New Members shall pay their contributions in full whatever the date of the Membership before they may be considered as full Members.

Any Member who fails to pay his contribution shall be subject to the penalties as provided by the Statute and Bye-laws of the ASSOCIATION.

ARTICLE 10: EXCEPTIONAL CONTRIBUTIONS

The Executive Board may decide to levy exceptional contributions on a point-to-point basis for assistance and solidarity between Members outside the program of activities adopted by the General Assembly but this shall be done in perfect coherence with the ASSOCIATION's statutory objectives.

For exceptional reasons, the Executive Board may propose exceptional contributions or payment facilities for a Member.

Subsidies, gifts and devises, the allotment of which shall be in line with the objectives of the ASSOCIATION may be accepted by the Executive Board.

TITLE IV - THE ORGANS

ARTICLE 11: THE ORDINARY GENERAL ASSEMBLY

There shall be two types of General Assemblies:

- The Ordinary General Assembly
- The Extraordinary General Assembly

11-1: Composition

The Ordinary General Assembly shall bring together the Representatives of the Regular, Affiliated, Individual and Honorary Members. The other Members shall take part in the Assembly but without any voting right.

11-2: Notice of Meeting

The venue and date of the General Assembly shall be stated by the preceding one. Nonetheless, the Executive Board shall have the power, if special circumstances call for it, to modify the decision of the General Assembly in this regard, on condition that it inform the Members of the ASSOCIATION three (3) MONTHS before the new opening date, after written agreement from at least half ($\frac{1}{2}$) of the Regular Members of the ASSOCIATION.

The notices of meeting as well as documents pertaining to the issues on the agenda shall be addressed to the Members of the ASSOCIATION at least 15 days prior to the opening date of the Ordinary General Assembly.

11-3: Agenda

The agenda of the General Assembly shall be proposed by the Executive Board and dispatched together with the notices of meeting and the other documents.

Any issue not included in the agenda that a Member would like to raise at the General Assembly shall be submitted to the Secretariat of the ASSOCIATION, respecting the absolute deadline of 30 days, prior to the opening date of the General Assembly.

The issue raised shall be a discussion topic only, unless the General Assembly decides to put it to the vote.

The President of the ASSOCIATION shall be the one to announce, at the opening of the session, the item of the agenda under which the issue will be discussed.

The agenda adopted by the General Assembly shall be the prevailing one.

11-4: Presidency – Proceedings and Voting

Ordinary and Extraordinary General Assemblies shall be chaired by the President of the ASSOCIATION or, in his absence, by one of the Vice-Presidents in the order of precedence.

Only Regular Members up to date in the payment of the contribution shall have the right to vote at General Assemblies. The Representative of Affiliated Members on the Executive Board shall have a voting right.

To achieve valid proceedings, the Ordinary General Assembly must gather a third ($\frac{1}{3}$) of the Regular Members, and the Extraordinary General Assembly half ($\frac{1}{2}$) of the Regular Members.

Each country shall have one vote, and voting by proxy, when duly registered, shall be admitted. In that case, Regular Members shall notify the Secretariat General, in writing, of the name of the Representative authorized to vote on their behalf before the opening of the General Assembly.

ARTICLE 12: ROLE OF THE ORDINARY GENERAL ASSEMBLY

The role of the Ordinary General Assembly shall be:

- To define the general policy and main orientations of the ASSOCIATION's activities;
- To choose the Head Office of the ASSOCIATION ;
- To decide on the admission or expulsion of Members from the ASSOCIATION as provided in Articles 3 and 8;
- To elect Members of the Executive Board;
- To approve the accounts and give, if need be, the Executive Board its quietus;
- To examine and vote the receipt and expense budget;
- To set the venue and date of the next General Assembly.
- To solve any problems regarding:
 - The organization and management of the ASSOCIATION's activities,
 - The administration and management of all the funds,
 - The monitoring of the functioning of the General Secretariat and all the organs of the ASSOCIATION.
- To approve, upon a proposal of the Scientific and Technical Council and upon the agreement of the Executive Board, the Specialized Committee's program of activities;
- To provide advice and make recommendations, on behalf of the ASSOCIATION, on issues related to the water, sanitation and environmental sector in Africa, particularly to political decision-makers ;
- To draft and recommend international agreements on any issue falling within the purview of the ASSOCIATION;
- To make decisions as resolutions, in accordance with the objectives of the ASSOCIATION ;
- To delegate to the Executive Board the power to make decisions falling within its purview;
- To set, upon recommendation of the Executive Board, the scale, categories and levels of the contributions;
- To adopt the Bye-Laws of the ASSOCIATION and to ratify the amendments proposed by the Executive Board.
- To adopt, upon recommendation of the Executive Board, the organizational chart of the General Secretariat.

Upon a proposal of the Executive Board, the President of the ASSOCIATION may call an Extraordinary General Assembly.

ARTICLE 13: THE EXTRAORDINARY GENERAL ASSEMBLY

If special conditions call for this, the Executive Board of the ASSOCIATION may convene an Extraordinary General Assembly. It may also be convened automatically following a motion signed by half of the Regular Members up to date in the payment of their contributions.

The role of the Extraordinary General Assembly shall be:

- To modify the Statute of the ASSOCIATION ;
- To dissolve the ASSOCIATION ;
- To change the location of the ASSOCIATION's headquarters.

The notices and agenda shall be addressed to the Members one month at the latest prior to the opening of the Assembly and all the documents at least 15 days before the opening of the Assembly.

The Extraordinary General Assembly shall be chaired by the President of the ASSOCIATION or, in his absence, by one of the Vice-Presidents in the order of precedence.

To achieve valid proceedings, the Extraordinary General Assembly must gather half (1/2) of the Members with voting rights.

All the decisions shall be taken at the majority of two thirds (2/3) of the Members participating in the vote plus one vote.

ARTICLE 14: THE EXECUTIVE BOARD

The ASSOCIATION shall be managed by the Executive Board elected by the Ordinary General Assembly.

The Executive Board shall comprise a minimum of five (5) Members and a maximum of fourteen (14) Members under the President of the ASSOCIATION.

14-1: Composition

In addition to the President, the Executive Board shall be made up of :

- a suitable number of Vice-Presidents.
- the President of the Scientific and Technical Council,
- The General Comptroller.
- Members, including a Representative of Affiliated Members with a voting right.

14-2: Election and Term of Office

Members of the Executive Board shall be elected to their various offices according to the following order:

- By seniority
- By withdrawal
- By draw

The Executive Board in office shall submit to the General Assembly a proposal on Executive Board Members whose mandate is valid for the following two years. That proposal shall include as many Regular Members from the various sub-regions of the continent as possible and a Representative of Affiliated Members. It shall also include the appointments to the various positions on the Board as defined by the Statute.

Only Regular Members up to date in the payment of their contributions at the time of the election shall be eligible on the Executive Board. There shall be one candidate per country.

“A Regular Member, wishing to be a candidate for the Executive Board shall apply in writing to the President of the ASSOCIATION, three months before the General Assembly at which the elections take place. The Representative of Affiliated Members on the Executive Board shall be elected by his peers at a special meeting of Affiliated Members preceding the General Assembly. That Representative shall be voted at the relative majority of the Affiliated Members up to date in the payment of their contributions. No quorum shall be required for that election”.

14-3: Appointing Representatives of Elected Members and their Substitutes

Members elected shall freely appoint their Representatives and substitutes to the Executive Board.

Every Regular Member shall be entitled to only one vote at the Executive Board.

The names of the Representatives and substitutes shall be communicated to the General Secretariat as soon as possible for the information of the other Members.

If this lies within the bounds of possibility, elected Members of the Executive Board shall not be changed throughout the duration of their term.

In case a Regular Member has been elected President or Vice-President or General Comptroller and decides to change his Representative, the Executive Board shall replace him by the vice-President in priority order.

The positions of President and Vice-Presidents shall be filled by the top manager of the Corporate Member.

No country shall be represented by more than one person on the Executive Board. The utility that hosts the Head Office shall be a Member of the Executive Board. He shall be neither President of the Executive Board nor Comptroller General.

In case a Member and his substitute are both absent at an Executive Board meeting, a power of attorney may be provided for another Member of the Executive Board. That power of attorney shall clearly name the beneficiary as well as the meeting for which it has been given.

14-4: Role of the Executive Board

The Executive Board shall be responsible for:

- Electing its President who shall be the President of the ASSOCIATION;
- Electing the General Secretary
- Appointing the Vice-Presidents, the General Comptroller and the President of Scientific and Technical Council among its Members;
- Managing and supervising the business and interests of the ASSOCIATION ;
- Giving account of its activities and stewardship to the General Assembly;
- Proposing to the General Assembly the election on an Auditor;
- Proposing to the General Assembly the amendments of the statute and Bye-Laws
- Organizing the meetings of the Congress, the General Assembly and the Scientific and Technical Council and seeing to the thorough implementation of decision.

The Executive Board shall generally have far-reaching powers to act on behalf of the ASSOCIATION.

ARTICLE 15: SESSIONS OF THE EXECUTIVE BOARD

- 1 – The Executive Board of the ASSOCIATION shall meet as often as necessary and at least twice a year in ordinary sessions
- 2 – An extraordinary session of the Executive Board shall be called by the President any time special conditions call for it.
- 3 – Normally, the Executive Board shall meet at the Head Office of the ASSOCIATION. Nonetheless, The Executive Board may decide if a Member offers in writing to host its proceedings, to meet in that Member's country.

- 4 – The minimum notice period shall be forty-five (45) days for ordinary sessions and thirty (30) days for extraordinary sessions.
- 5 – All the issues susceptible to be of interest to all or the majority of the Members shall be debated by the Executive Board meeting in ordinary sessions.

To facilitate the debates and the settlement of issues to be discussed during the sitting, the agenda of the session shall be referred to the Representatives of the Executive Board within thirty (30) to forty-five (45) days prior to the date scheduled for the session. Each agenda item shall be commented and the main points of the topic explained. If necessary, the points to be discussed as well as the decisions the Board would have to take shall also be commented and explained.

- 6 – To institute valid proceeding, the Executive Board shall bring together at least half ($\frac{1}{2}$) of the Representatives of its elected Members.
- 7 – The proceedings of the Executive Board shall be recorded by the Secretariat of the ASSOCIATION and signed by the President, or by delegation, one of the Vice-Presidents.

Decisions of the Executive Board shall be taken by the absolute majority vote of the Representatives effectively present.
Decisions with budgetary repercussions shall only be reached by a majority of two-thirds ($\frac{2}{3}$) of the effective votes plus one vote.
In the event of a tie, the President's shall be a casting vote.
At each session, the General Secretariat shall provide the Executive Board with a list of Regular Members up to date in the payment of their contributions.

ARTICLE 16: COMPENSATING MEMBERS OF THE EXECUTIVE BOARD

The positions of Representatives on the Executive Board shall not be paying ones. However, a flat sum shall be paid to Representatives for their expenses on the occasion of General Assemblies, sessions of the Executive Board and missions decided upon by the Executive Board as provided by the Executive Board. These various expenses shall appear in the budget.

ARTICLE 17: RESIGNATION OF EXECUTIVE BOARD MEMBERS

Members may resign from their positions as Representatives on the Executive Board. In exceptional cases and subject to the last clause of Article 24 of the Statute, the resignations of Members elected on the Executive Board shall become effective only at the end of the period between two (2) General Assemblies.
When a Member represented on the Executive Board resigns, he shall be replaced only at the following Ordinary General Assembly.
Nonetheless, the Executive Board shall be empowered to call an Extraordinary General Assembly to organize new elections if the number of Members represented at the Executive Board becomes lower than the quorum.

ARTICLE 18: THE PRESIDENT OF THE ASSOCIATION

The General Assembly held at each Congress shall elect the President.

- The President shall administer the business of the ASSOCIATION in agreement with the decisions of the General Assembly and the Executive Board.
- He shall call and chair the General Assemblies and meetings of the Executive Board.
- He shall chair opening and closing ceremonies of the ASSOCIATION's important events (Congress, Conference).
- He shall constantly see to the cohesion, the solidarity and brotherhood spirit and cordial relationships among Members.
- He shall have the most far-reaching powers to act on behalf of the ASSOCIATION, and namely
- He shall, in particular, incarnate its legal personality, represent it in matters involving third parties and relating to private life provided he informs the Executive Board.
- He shall sanction the expenses and see to the smooth functioning of the Executive Board.
- He shall name the auditor and set his remuneration after the agreement of the Executive Board.
- He shall propose to the Executive Board any measures likely to bring about the speedy achievement of the objectives and orientations of the ASSOCIATION's general policy.
- He may, after consulting with the Executive Board, delegate part of his powers to one of the Vice-Presidents and/or to the General Secretary. The delegations of power during a term shall end at the end of that term.

The Vice-Presidents shall assist the President in the exercise of his functions and replace him when he is absent or unavailable in the order of precedence. In the event of a vacancy in the President's position, the first Vice-President shall perform the functions of President until the election of a new board by the next General Assembly.

ARTICLE 19: ELECTION OF THE PRESIDENT

The President of the ASSOCIATION shall be elected according to the following geographic rotation:

- West Africa
- North Africa
- Central Africa
- Southern Africa
- East Africa

The President shall be chosen among the top managers of the most active Corporate Members of the ASSOCIATION in the region. These Members must be up to date in the payment of their contributions and must have contributed efficiently to the development of the ASSOCIATION.

The President shall be elected for two (2) years terms renewable only once upon proposition of the Executive Board.

If the conditions for taking over that charge are not fulfilled by a region, the turn shall go to the following region.

ARTICLE 20: THE GENERAL COMPTROLLER

The Comptroller General shall be responsible for monitoring the expenses incurred by the ASSOCIATION's organs. He shall ensure the regularity of these expenses and that they are in coherence with the objectives set.

He shall submit yearly reports on his mission to the Executive Board based on the activities report, the performance of the budget and the balance of the accounts.

The General Comptroller shall examine the expense demands presented by the General Secretary in conformity with the proceeding in force.

The General Comptroller shall examine the budget project proposed by the General Secretary.

He shall propose remedial measures where appropriate. For the efficient performance of these tasks, he may engage the services of any specialist.

ARTICLE 21: THE AUDITOR

Upon proposal of the Executive Board, the General Assembly shall appoint, for a time in coherence with the prevailing rule, an auditor whose role shall be:

- To audit the ASSOCIATION's accounts,
- To investigate the regularity and genuineness of the accounting operations,
- To make a report to the Ordinary General Assembly.

The financial year of the ASSOCIATION shall begin on January 1st and end on December 31st of the same year.

15 days before the Ordinary General Assembly, the Comptroller General shall send to the Executive Board the accounts of the preceding fiscal year, after a formal audit by the Auditor. These accounts shall be presented for the approval of Members at the Ordinary General Assembly.

ARTICLE 22: THE SCIENTIFIC AND TECHNICAL COUNCIL

22-1: Composition

The composition and mission of the Scientific and Technical Council shall be determined by the Executive Board based on the recommendations of the Ordinary General Assembly.

The Scientific and Technical Council shall make reports of its activities to the Executive Board.

Under the authority of its President, the Scientific and Technical Council shall examine subjects entrusted to it by the General Assembly, and whose objectives have been determined beforehand.

The Members of the ASSOCIATION shall freely appoint the delegate(s) called upon to participate in the Scientific and Technical Council. If this lies within the bounds of possibility at all, they shall not change their Representatives throughout the duration of missions entrusted to the Specialized Commissions.

The meetings of the Scientific and Technical Council may be held at any venue and time on which its Members, in conjunction with their President, have agreed beforehand.

To carry out its mission, the Scientific and Technical Council shall have a budget voted yearly by the General Assembly.

22-2: Role

The missions of the Scientific and Technical Council shall focus on the following:

- Producing and disseminating the works and achievements of the ASSOCIATION
- Defining and coordinating the work of the Specialized Committees
- Drawing up and implementing the scientific and technical program of the Congress.

22-3: Organization

The Scientific and Technical Council (STC) shall comprise:

- The STC Board
- The Specialized Committees
- The Programs

The STC Board shall be the central organ that runs, coordinates, monitors and assesses the Scientific and Technical Council. It shall comprise:

- The STC President
- The General Secretary
- The Chairmen of the Specialized Committees
- The Rapporteurs of the Specialized Committees
- The Chairmen of the Programs

Specialized Committees shall be permanent bodies. Their purpose and missions shall remain unchanged at least in the course of a two (2) year mandate. They shall gather Specialists and Professionals of the concerned sector of activity. Specialized Committees shall enjoy relative autonomy in their operation and they shall implement their program of activities under the leadership of a small Board and under the coordination of the Scientific and Technical Council.

The Programs shall complement the activities of the Scientific and Technical Council. They shall be organized with Partners using funds provided by financing backers. Scientific and Technical Council Members may be appointed Project Managers for these Programs.

The Board of the Specialized Committee shall be a body that supervises and runs the Committee. It shall be made of:

- A Chairman
- A Vice-Chairman
- 2 Rapporteurs
- A Program Chairman

The number of Specialized Committees shall be determined by the Executive Board upon a proposal of the President of the Scientific and Technical Council based on the recommendations of the Ordinary General Assembly. It may vary from one term to another depending on the amount of the Committees' activities.

ARTICLE 23: THE GENERAL SECRETARIAT

23-1: prerogatives

The Executive Board and the President of the ASSOCIATION may delegate part of their powers to the Secretariat of the ASSOCIATION, whose mission shall also be to:

- Defend the interests of the ASSOCIATION;
- Organize the activities of the organs and Specialized Committees in the limit of their responsibilities;

- Submit to the Executive Board :
 - The drafts of agendas and texts ;
 - The drafts of modified Statute and Bye-laws ;
 - The programs of activities, reports and draft budgets ;
 - The balance of accounts.
- To propose to the Executive Board, the selection of the Auditor upon a consultation basics;
- to See the implementation of decisions and resolutions of the Organs of the ASSOCIATION (General Assembly, Executive Board, Scientific Council) ;
- Propose any other action that can enable the ASSOCIATION to achieve its objectives;
- Represent the ASSOCIATION, under the authority of the President, at the diplomatic level, with public authorities of the host country, accredited international agencies and institutions;
- Manage and administer the material and financial resources.
- Perform, at their request, any task which falls to the Executive Board and President of the ASSOCIATION
- Develop relationships with all national or international agencies devoted to economic, technical and scientific activities and any other kind of activity which can be of interest to the Members of the ASSOCIATION;
- Collect, classify and disseminate information in the various branches of activity of the sector.

23-2: Organization Chart

The organization chart of the General Secretariat, the creation and cancellation of any top executive position shall fall to the exclusive purview of the Executive Board.

The organization of the General Secretariat shall be flexible, functional, light and in coherence with the level of activities and the means of the ASSOCIATION.

23-3: Operation

The General Secretariat shall be managed by a General Secretary with the support of collaborations.

The General Secretary is elected by the Executive Board further to a call for candidates. The applications are examined by an Ad'hoc Committee set up the Executive Board among its members.

The personnel of the General Secretariat shall be hired under the conditions defined in the Bye-laws of the Personnel Management.

The mandate of the General Secretary shall be 3 years renewable once by the Executive Board.

Nonetheless, the functions of the General Secretary shall end under the following conditions:

- The resignation duly notified to the President. In that case, the Secretary shall effectively cease his activities after a notice of six (6) months has expired, except in case of force majeure;
- His extended absence or unavailability making it impossible for him to carry out his duty ;
- Gross negligence in the performance of his duty.

In the event of a vacancy in the General Secretary's position, the President shall appoint an acting Secretary for a period not exceeding six (6) months.

The expenses of the General Secretariat shall be sanctioned by two signatures including that of the legal Representative of the Signatory Member of the assistance convention under the conditions set by the Executive Board.

In the performance of his duty, the General Secretary may call on experts even from outside the Members of the ASSOCIATION.

23-4: Head Office

The General Secretariat shall be located at the headquarters of the ASSOCIATION.

ARTICLE 24: THE CONGRESS

The theme, date and venue of the next Congress shall be set by the General Assembly which is held along with the last Congress.

24-1: Composition

The Congress organized shall bring together Representatives of Regular, Affiliated, Individual and Honorary Members, as well as Representatives of any other organization invited to take part in the proceedings.

May also be invited to the Congress, observers and lecturers from institutions and regional or international associations with expertise in the area of water supply, sanitation and the environment.

The invitations shall be sent by the General Secretariat to all the participants approved by the Executive Board

24-2: Invitations

Invitations shall be sent by the General Secretariat to all the Participants at least three (3) months before the date of the Congress.

The ASSOCIATION's outgoing President shall preside over the session from the opening of the Congress.

The Managing Director of the host utility shall be appointed Chairman of the Congress. He shall be entrusted with the organization of the Congress in cooperation with the General Secretariat.

24-3: Role of the Congress

The Congress shall be a forum specifically designed for meeting and exchanging and for opening the ASSOCIATION to the outside world.

Its main objective shall be to take stock of scientific and technical knowledge in the area of water supply, sanitation and the environment worldwide. It shall also be the opportunity for exchanging on political, institutional, economic or social issues which the sector is confronted with.

The role of the Congress shall be to discuss technical, economic and scientific or legal themes whose elements have been prepared by the Scientific and Technical Council.

The Congress shall draw up resolutions to be presented at the following General Assembly. These resolutions shall not compulsorily be applicable to Members.

24-4: Events

Any kind of event organized by the ASSOCIATION shall be subject to the procedure stated above.

TITLE V: VARIOUS PROVISIONS

ARTICLE 25: DECISIONS OF THE ORGANS

All the decisions, resolutions and recommendations of all the Organs of the ASSOCIATION shall, at any rate, be taken at meetings.

In case of emergency on an agenda item or burning topic of current interest, an extraordinary session of the concerned Organ shall immediately be called notwithstanding the deadline prescribed in normal situations.

ARTICLE 26: AMENDMENTS

The adoption of the present Bye-laws and any subsequent amendment of its provisions shall be subject to a vote at the majority of 2/3 of the Members attending the General Assembly.

ARTICLE 27: ENTRY INTO FORCE

The present Bye-laws shall enter into force as soon as it is adopted and shall repeal and replace the previous Bye-laws.

**Adopted on February 17th 2007 in Tangiers (Morocco)
For the Extraordinary General Assembly
The President
Mamadou DIA**