



A f r i c a n W a t e r A s s o c i a t i o n
A s s o c i a t i o n A f r i c a i n e d e l ' E a u

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

The following may become Regular Members: privately-owned company or statutory corporations, national or international associations, or any other legal person established in the public interest/based on international law 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.

Regular Members can be broken down into three categories depending of their volumes of annual sales of water:

- lower category: up to 25 million m³ ;
- standard category: from 25 to 100 million de m³ ;
- large category : over 100 million m³.

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.

The National Committee shall not be categorized as a member of the Association.

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 the abovementioned corporate bodies in the previous article operating at national, African or international levels in an activity related to the water, sanitation and environmental sector, excepted those referred to in paragraph 1 above.

Such corporate bodies so defined shall be in particular suppliers of equipment, training facilities and technology advisory companies.

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 AND LOSS OF MEMBERSHIP

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 or, if a private individual, he shall provide a photocopy of his identity card or any valid identification document;
- Any information on AfWA's object and on his activity, address and the importance of such 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

- Invitations to meetings organized by the Association as resource person ;
- Possibility to carry out particular functions and assignments without pay, but Association shall cover travelling 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.

4.4 Rights and privileges of members

- The right to appeal in the first instance the Executive Board and call on the General Assembly of AfWA.
- Enjoy all the benefits of the AfWA both scientific services as well as the findings of conferences, seminars etc. workshops.
- The right to participate in decision making as a member of the General Assembly
- 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 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 Office Director informed of its 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 his commitments, namely his 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 Office Director.

Any change occurring in the management or Statute of a Member shall be made known to the Office Director 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 : LOSS OF MEMBERSHIP

The status of Member shall be lost by resignation and expulsion.

The resignation of such member shall be notified the Executive Board and shall become effective only after observing a three-month notice as from the notice date. The exclusion shall be pronounced by the General Assembly upon proposal of the Executive Board.

Notwithstanding the loss of membership, previous commitments towards the Association, i.e. payment of all contributions including arrears shall remain in force.

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 honour one or several of his obligations shall be dealt with the following penalties:

- Suspension ;
- Expulsion.

Any Member who fails to honour his financial obligations towards the Association for two (2) years in a row 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 Members 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, based on the goals set in the Business plan, the contribution amount to be paid by each category of Members in accordance with the draft operating and capital budget.

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



Annual contribution shall be paid upon receipt of invoice 15 days following the holding of the General Assembly meeting.

New members shall pay their contributions as a whole prior to final admission regardless of the day they joined the Association.

Should any member fail to honour his contributions, the latter shall be subjected to penalties laid down in the Association's Statute and By-laws.

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.

TITLE IV - THE BODIES

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 General Assembly is the supreme body of the Association. It is made up of all Regular members, Affiliated Members, Individual Members and Honorary Members.

It shall meet during a regular session at least once a year and during extraordinary session as circumstances require.

11.2 Notice of Meeting

The General Assembly shall be convened by the Executive Board.

Notices of Meeting and all documents relating to items on the agenda should be sent to the Association's members at least 15 days before 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 shall be sent along with the notices of meetings at the same time as other documents.



Any issue not included in the agenda, but that a Member would wish to rise at the General Assembly, shall be submitted to the Association's Executive Office 30 days before the opening date of the General Assembly time rigor- time of preclusion.

The issue being raised cannot be debated, unless the General Assembly decides to submit it to voting.

The President of the Association will announce at the opening of the meeting the item on the agenda under which such issue will be discussed.

The final agenda will be the one adopted by the General Assembly.

11.4 Chairmanship – 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 regional Vice-Presidents in the order of precedence. The first vice-president shall be the vice-president of the geographic region chairing the Association.

Only Regular Members up to date with their contributions will be entitled to vote at the General Assemblies. The Representative of Affiliate Members on the Executive Board has voting rights.

To deliberate, the Ordinary General Assembly shall convene one third (1/3) of Regular Members and the Extraordinary General Assembly half (½) of the Regular Members.

Each country has one vote; moreover, voting by proxy duly registered shall be allowed. In this instance, Regular Members shall notify the Office Director, before the opening of the Assembly, the person empowered to represent them.

Voting shall be by show of hands or by secret ballot.

ARTICLE 12 : ROLE OF THE ORDINARY GENERAL ASSEMBLY

The General Assembly decides on all matters relating to the organization and operation of the Association. The General Assembly shall also make recommendations to member states regarding national and international policies on safe water, sanitation and sustainable development.

Specifically, the role of the Ordinary General Assembly shall be:

- To adopt, upon recommendation of the Executive Board the general policy and main orientations of the Association's activities ;
- To choose the Head Office of the Association ;
- To appoint the Auditor upon proposal of the Executive Board ;
- To decide on the admission or expulsion of Members from the Association as provided in the Statutes and in the Bye-laws ;
- 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 and assets ;

- The monitoring of the functioning of the Executive Office and all the organs of the Association;
 - 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 and in compliance with the Business Plan, 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.

ARTICLE 13 : EXTRAORDINARY GENERAL ASSEMBLY

The President of the Association upon proposal of the Executive Board may convene an Extraordinary General Assembly if necessary. It can also be convened by a motion involving the signatures of half (½) of the Regular Members up to date with their contributions.

The role of the Extraordinary General Assembly shall be :

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

The notices and agenda shall be addressed to the Members one month latest prior to the opening date of the Assembly and all the relevant 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 regional 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 three fourths (3/4) of the Members participating in the vote.

ARTICLE 14 : EXECUTIVE BOARD

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

14-1: Composition

The Executive Board shall comprise 18 Members at most distributed as follows:

- ten (10) members representing the 5 geographic regions, at the rate of two (02) members per region;



- Five (05) members from the five regions based on the penetration rate of AfWA Membership in the regions and determined by the Bye Laws ;
- Two (02) representative of the affiliated members ;
- The Chairman of the Scientific and Technical Council (STC).

The regions referred to in the first paragraph of this Article shall be Southern Africa, Central Africa, East Africa, West Africa and North Africa.

For a given region, the size of the aforementioned region is determined by ratio of the number of countries having AfWA members to the number of countries that make up the region.

The Executive Board's members shall elect among themselves their president who shall be the President of the Association.

Besides the President, the Executive Board shall comprise five (05) Regional Vice-Presidents at the rate of one Regional Vice-President per region.

No country can be represented by more than one person on the Executive Board.

14.2 Eligibility Criteria

May be members of the Executive Board, the members who meet all the following conditions:

- To be a member of the Association for at least two years ;
- To be up to date with dues and membership fees ;
- To Participate actively and regularly in the Association's activities ;
- To have never been affected by any of the penalties provided for by the Statute and bye-laws.

14.3 Election of the Executive Board Members and Term of Office

Members of the Executive Board shall be elected by a simple majority or by secret ballot or show of hands or by round of applause.

The election shall be organized by an ad hoc election committee appointed by the Executive Board. The ad hoc election committee shall comprise three members including an honorary member, the Comptroller General and the Executive Director. It shall be chaired by the honorary member. The Election Committee shall receive nominations, verifies eligibility conditions, ensures the regularity of the vote and announce the results.

The term of office of the Executive Board's Members shall be two (02) years renewable once.

14.4 Election of regional members

Regional members of the Executive Board are elected by simple majority vote in one round.



Only Water and sanitation utilities and other water and sanitation related bodies in the region up to date with their contributions can be voters.

For each region, the two candidates who obtained, in descending order, the largest number of votes are elected under the region.

The candidate with the highest number of votes is appointed vice president under the region.

Based on the criteria determining the size of the Regions, the Executive Board shall allocate, by region, the five (05) additional members to the positions to be filled in the board.

Each region elects new member as defined in Article 15-4, one or few new members in proportion to the number that was assigned to it by the Executive Board.

14.5 Election of Representatives of Affiliated Members

Affiliate members shall elect among themselves, in accordance with the first paragraph of this Article, two representatives to sit on the Executive Board. Each representative designates an alternate to serve in the EB meetings in case of absence of the main representative.

14.6 Election criteria

The Election Ad Hoc Committee fixes the date of the election and the date concerning the reception and submission of application. In any event, the regional election should be held before the November Executive Board meeting prior the AfWA Congress

The Executive Director shall formally communicate to all members, dates of receipt and submission of application.

Each file includes:

- An application letter signed and dated by the applicant addressed to the Executive Director ;
- A summary of the applicant contributions issued by the Executive Directorate within 72 hours of receipt of the applicant letter of candidacy.

The Executive Director shall send the Candidature applications to the Electoral Committee.

The Electoral Committee receives the nominations, performs verification of eligibility conditions, establish the final list of candidates.

It ensures the regularity of voting and announces the results.

The mandate of members of the Executive Board is two (02) years renewable only once.

14.7 Appointing Representatives of Elected Members and their Substitutes

Executive Board Members shall be free to appoint their representatives called to serve on the said Board. Each Member is entitled to only one vote on the Board.



The name of the Representative shall be communicated to the Executive Director within eight (08) days of the appointment.

No country can be represented by more than one person on the Executive Board. The member whose home country hosts the Headquarters shall be a member on the Executive Board. However, this member may not claim the positions of President and Comptroller General.

14.8 Representation at the Committee's Meetings

As for the Executive Board's meetings, in case of inability of a Member, a proxy may be issued for the benefit of another member of the Executive Board. This proxy shall clearly designate the recipient as well as the meeting for which it is provided.

14.9 Role the Executive Board

In general, the Executive Board shall have the most extensive powers to act on behalf of the Association. It shall defend its interests as plaintiff or defendant.

Specifically, the Executive Board's Role shall be as follows:

- Proposing the General Assembly the general policy and main orientations, as identified by the Business Plan ;
- Implementing the Association's policy in accordance with the Business Plan and ensuring its follow-up ;
- To appoint the Executive Director of the Association ;
- To represent the Association in all civil acts and safeguard its interests ;
- To review the Scientific and Technical Council's programs and progress reports ;
- To elect the President, who is President of the Association and the Comptroller General ;
- To appoint upon a proposal of the Scientific and Technical Council, the President of that Council ;
- To report to the General Assembly on its activities and its management ;
- To prepare the progress report, operating and investment budgets then submit for approval by the General Assembly ;
- To draw the balances of accounts of the Association and submit for approval to the General Assembly ;
- To propose to the General Assembly the appointment of an auditor ;
- To propose to the Extraordinary General Assembly of the amendments of the Statute ;
- To decide on the organization chart of the Office Director, as well as the creation or cancellation of position to be filled by top executives ;
- To recruit and dismiss all Senior Executives employed and paid by the Association on the proposal of the Applications Committee or Disciplinary Commission as provided for in the Rules of Procedure of Personnel ;
- To set remuneration and approve the regulations and rules of procedure of the staff of the Office Director ;
- To review applications for membership into the Association for all categories of Members, propose penalties and submit for approval to the General Assembly ;
- To accept or turn down gifts and bequests ;
- It may delegate some of its powers to the sub committees put in place by the EB or to the Executive Office.



The Executive Board represents the Association in court.

14.10 Organizational protocol for the Executive Board committee meetings

The Executive Board decided to hold the EB meetings twice a year, face to face and once via video conference. At a meeting of the Executive Board, The President:

- Opens the session ;
- Check if the quorum is reached for the meeting to be valid ;
- Propose and make adopt the agenda ;
- Ensures the smooth running of the Executive Board meetings by proposing operating rules and enforcing them ;
- Grant the right to speak and withdraw it when necessary ;
- Conduct the discussions by ensuring that each statutory member of the Executive Board can express his opinion ;
- Opens and closes the discussions on each item of the agenda by mentioning the decisions taken after each item of the agenda has been discussed for recording ;
- Ensures that the scheduled time for the meeting will be respected.

14.11 The role of statutory members attending

The statutory Members and alternate members of the Executive Board are supposed to have received and read the working documents of the Executive Board sent by the Executive Office and are supposed to have forged their opinion. They have the right to speak, and the statutory members sit primarily on the main table. These are Vice-Presidents and members from the regions as well as alternates in case of absence of the statutory members.

14.12 The Alternates

The Alternates are designated by the EB statutory members through a written communication by statutory members to the Executive Office. There is one (1) alternate per Structure member of the Executive Board.

The Alternate replaces the statutory member during his absence in a meeting.

During an EB meetings when the statutory member of the EB is present with his Alternate the Alternate cannot be seated on the main table but behind the statutory member.

The Alternate is appointed for a term of 2 years like the statutory member and he represents the statutory member during his absence at one a meeting. The alternate must be the same person during the mandate except force majeure.

In the absence of a statutory member and his alternate at a regular meeting, a proxy may be given to one of the statutory members of the EB to use it when voting.



14.13 Intervention at the EB meeting

Only the Statutory member have the right to speak during a meeting of the Executive Board. One member, one voice. In the case the statutory member and his Alternate are attending the same meeting, the Alternate has no right to take. Only the statutory member intervenes at the request of the President of the Executive Board. The speaking time is limited by the President of the EB. In case of divergence of views on a given topic, the President may proceed to a vote to make a final decision. After the vote, no dispute of any kind is allowed.

14.14 The Observers

The Chairman of the Executive Board may or may not authorize the presence of observers. Observers are not allowed to speak and are not seated on the main table. They are present as guests and are seated in a place reserved for this purpose. Only the President can give them the floor if he wishes to have their opinions or observations on a given subject.

ARTICLE 15 : SESSIONS OF THE EXECUTIVE BOARD

The Executive Board of the Association shall meet as often as necessary and at least twice a year in ordinary sessions

An extraordinary session of the Executive Board shall be called by the President any time special conditions call for it.

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.

The minimum notice period shall be forty-five (45) days for ordinary sessions and thirty (30) days for extraordinary sessions.

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.

To institute valid proceeding, the Executive Board shall bring together at least half ($\frac{1}{2}$) of the Representatives of its elected Members.

The proceedings of the Executive Board shall be recorded by the Executive Office 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 (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 Office Director 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 remunerated. 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 : LOSS OF MEMBER'S REPRESENTATIVE STATUS ON THE EXECUTIVE BOARD

The status of Member's representative is lost through resignation, death, absolute inability to act, exclusion of the member and loss of senior management status in the member company.

17.1 Resignation, death, absolute impediment

The resignation of the Member's representative shall be notified to the Executive Board and shall only become effective after three months' notice from the day the notification is given.

Absolute impediment is any total and definitive moral or physical inability to exercise the rights and duties arising from the Member's status as Representative.

The loss of the status of executive officer is the termination of the executive functions of the legal person, Regular or Affiliated Member.

The absolute impediment and the loss of the quality of senior manager shall be noted by the Executive Board and submitted to the General Assembly that ratifies it.

Except in exceptional cases, and subject to the statutory provisions, the resignations of the Representatives of the Members elected to the Executive Board shall only become effective at the next General Assembly after three months' notice from the resignation's date of notification.

17.2 Exclusion

A member who is not up to date with his contributions shall not be allowed to sit on the Executive Board. He shall receive a written warning and an invitation to update his membership fees from the President of the association.



After two consecutive sessions without being up to date with his contributions, and if he has not replied to the warning letter, the member shall be suspended from his position as a member of the Executive Board.

After one year of arrears of contributions, the member shall be excluded from the EB and replaced by another member from his region following the organization of a vote in the region.

If the excluded member is a Regional Vice-President, he shall be replaced by the second member who thus becomes the Regional Vice-President.

The vacant position shall be filled by another member from the region following a vote in the zone.

An excluded member shall not be eligible for a seat on the Executive Board for the next two years. The exclusion shall be decided by the General Assembly on the proposal of the Executive Board.

17.3 Recurrent failure to participate in the activities in of the EB

After two consecutive absences, justified or not, of a full member of the EB and his deputy, the member shall receive a written warning from the President of the EB.

After three consecutive absences, justified or not, the member shall be suspended from his position as a member of the Executive Board.

After one year of unavailability, the member shall be excluded from the EB and replaced by another member following the organization of a vote in the region.

If the excluded member is a Regional Vice-President, he shall be replaced by the second member who thus becomes the Regional Vice-President.

The vacant position shall be filled by another member from the region following a vote in the zone.

An excluded member shall not be eligible for a seat on the Executive Board for the following two years. The exclusion shall be decided by the General Assembly on the proposal of the Executive Board.

17.4 Failure to comply with the code of ethics of the Executive Board

Any serious breach of the values of the EB's Code of Ethics by one of its members shall be sanctioned by a warning.

In the event of a repeat offence, the member shall be excluded from the EB and replaced by another member following the organization of a vote in the region.



If the excluded member is a Regional Vice-President, he shall be replaced by the second member who thus becomes the Regional Vice-President.

The vacant position shall be filled by another member from the region following a vote in the zone.

An excluded member shall not be eligible for a seat on the Executive Board for the following two years. The exclusion shall be decided by the General Assembly.

When a representative loses the status of Member of the Executive Board, his replacement shall only occur at the next Ordinary General Meeting.

If the resigning or excluded representative is a Regional Vice-President, the legal entity Member of the Executive Board shall replace him within the fifteen days following the vacancy noticed.

Nevertheless, the Executive Board shall have the latitude to convene an ordinary General Assembly to hold new elections if the resignation results in the lack of representation of a region on the Executive Board.

ARTICLE 18 : Sub-Committees of the Executive Board

18.1.: The Governance, ethics and human resources committee

A Governance, Ethics and Human Resource Committee shall be established within the Executive Board of the African Water Association (AfWA). Its composition, organization, remit and functioning are defined by the Terms of Reference annexed to these Bye-laws.

The Terms of Reference of the Governance Committee shall be an integral part of these Bye-laws.

18.2 The Finance Committee

A Finance Committee shall be established within the Executive Board of the African Water Association (AfWA) whose composition, organization, remit and functioning are defined by the Terms of Reference annexed to these Bye-laws.

The Terms of Reference of the Finance Committee shall be an integral part of these Bye-laws.

18.3 Program Committee

A Program Committee shall be established within the Executive Board of the African Water Association (AfWA) whose composition, organization, remit and functioning shall be defined by the Terms of Reference annexed to these Bye-laws.

The Terms of Reference of the Program Committee shall be an integral part of these Bye-laws.

18.4 Membership Engagement and Development Committee

Membership Development Committee is hereby set up within the Executive Board of the African Water Association (AfWA). The composition, organization, powers and functioning of that Committee shall be defined by the Terms of Reference annexed to these Bye-laws.



The Terms of Reference of the Commitment and Membership Development Committee are an integral part of these Bye-laws.

ARTICLE 19 : 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 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 relation 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-President and/ or to the Executive Director. The delegations of the power during term shall end at the end of the term.

The Vice-Presidents shall assist the President in his duties, and the latter shall permanently assign the following missions to them:

- To represent the Association and animate its activities within their geographic areas ;
- To represent the members from their own geographic areas and express their needs ;
- To promote the development of the Association within their geographic areas ;
- To support to the Executive office for the recovery of the members' contributions in their geographical area.

The President shall annually define, further to the General Assembly, the road map for each Vice-President and shall deliver specific power delegations where needs be. Therefore, each Vice-President shall directly report to the President for his missions.

The Vice-President shall regularly report on his missions during each meeting of the Executive Board.

The Vice-President shall not be allowed to make any financial commitment on behalf of the Association.



19.1 Delegation of power of the President to Vice-Presidents within the framework of the Executive

Board meeting and General Assemblies

In the event of absence, the President shall delegate the convening or chairing of a meeting of the Executive Board or of a General Assembly to the Vice Presidents, he will have to appoint one of the Vice-Presidents to chair the meeting.

In the absence of any official document designating his/her representative, the Executive Board Meeting may decide to assign the chair of the meeting to one of the Vice-Presidents present, either freely or according to the geographical rotation mechanism for awarding the chairmanship of the AfWA.

In the absence of the Vice-Presidents, the EB may also self-appoint the chairman of the meeting among the members present at the meeting.

The President may delegates the AfWA representation to ceremonies to the Vice-Presidents.

The President delegates his powers to the Vice-Presidents :

- To represent the Association and animate its activities within their geographic areas ;
- To represent the members from their own geographic areas and express their needs ;
- To promote the development of the Association within their geographic areas ;
- To support the Executive Office for the recovery of the members' contributions in their geographical area ;
- The President can delegate the representation to ceremonies to the Vice-President.

19.2 Delegation of power of the President to the company hosting the AfWA headquarters

The President delegates the authorization of the expenditure of the Association to the Managing Director of SODECI who sign jointly with the Executive Director.

19.3 Delegation of power of the President to the Executive Director

The President may delegate the signing of partnership pre-agreement documents, as the case may be, with international organizations, not financially binding on AfWA to the Executive Director ;

The President delegates the authorization of the expenses of the Association to the Executive Director who sign jointly with the Managing Director of SODECI ;

The President delegates the examination of membership applications to the Executive Director ;

The President may delegates the AfWA representation to ceremonies to the Executive Director.



ARTICLE 20 : ELECTION OF THE PRESIDENT

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

- West Africa ;
- Southern Africa ;
- North Africa ;
- Central Africa ;
- East Africa.

The President shall be chosen among the members of the Executing Board. These Members must be up to date in the payment of their contributions and membership fees and must have contributed efficiently and regularly to the Association's activities.

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

ARTICLE 21 : VACANCY IN THE PRESIDENT'S OFFICE

In the event of vacancy in the President's position as a result of resignation, death, expulsion, unavailability, loss of status as High Official of corporate body, member of the Executive Board, as noted by the Executive Board, the regional Vice-President from the presiding area shall replace the defaulting President and complete his term of office.

Entering upon the actual exercise of functions for the new President shall be noted during an Executive Board's extraordinary meeting holding within a fortnight after such vacancy.

ARTICLE 22 : 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 Executive Director in conformity with the proceeding in force.

The General Comptroller shall examine the budget project proposed by the Executive Director.

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

ARTICLE 23: 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 24: THE SCIENTIFIC AND TECHNICAL COUNCIL

24.1 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.

The Scientific and Technical Council shall propose the Executive Board four candidates selected after a call for candidacy to the positions of President (2) and Vice President (2) of the Scientific and Technical Council. The Executive Board will deliberate for the designation of one President and one Vice President.

Under the authority of its President, the Scientific and Technical Council shall examine subjects entrusted to it by Executive Board, 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.

In order to comply with AfWA's commitment to maintain gender parity in all its structures, members will be invited, when appointing their delegates, to take into account the professional women of their organization (women researchers, technicians, engineers, administrative staff, etc.)

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.

The material and financial organisation of the Scientific and Technical Council meetings shall be faced by the member(s) of the organising country.

24.2 Role

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

- Producing and disseminating the works and achievements of the Association, particularly by being a platform for exchanging knowledge and good practices ;
- Defining and coordinating the work of the Specialized Committees ;
- implementing scientifically some recommendations of the business plan ;
- Drawing up and implementing the scientific and technical program of the Congress.



24.3 Organisation

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 1st STC President ;
- The 2nd STC President ;
- The Chair and Vice Chair of the Specialized Committees ;
- The Rapporteurs of the Specialized Committees ;
- The Program Managers.

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 ;
- 1 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.

24.4 National and Continental Professional Networks

It is constituted within the Scientific and Technical Council, a network of Professional Women of Water, Sanitation and Environment and a network of Young African Professionals of Water and Sanitation. These different networks are composed of national networks whose composition, attribution, organization and functioning are defined by the Terms of Reference appended to the Internal Regulations. The Terms of Reference for these different networks form an integral part of these rules of procedure.



ARTICLE 25 : THE EXECUTIVE OFFICE

25.1 Assignments

The Executive Board and the President of the Association may delegate part of their assignments to the Executive Office of the Association, whose mission shall mainly 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.
- Provide secretarial services for the meetings of the various bodies of AfWA (General Assembly, Executive Board and Scientific and Technical Council) ;
- To propose to the Executive Board, the selection of the Auditor upon a consultation basics ;
- To see to 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.

25.2 Organisation

The chart of the Executive Office, the creation and deletion of any higher job position within the exclusive competence of the Management Committee that decides on the proposal of the Governance Committee.

Nonetheless, the organization chart of the Executive Office shall have to comply as much as possible with the Business Plan's recommendations.

25.3 Operation

Regarding its operation, the Executive Office has the following departments:

- The Finance and Strategy Department ;
- The Programs Department ;
- The Membership Services Department.

The Finance and Strategy Department

The Director of Finance and Strategy serves as the budget manager for the Association and prepares all of the periodic financial and cost reports, as directed by the Executive Director.

The Programs Department

The Director of Technical Services and Professional Development has the responsibility to develop technical and training content for all areas of the Association.

The Membership Services Department

The Director of Membership Services (DSM) plans and executes a strategic membership needs and yearly plan for the African Water Association (AfWA). The Director identifies groups/categories of members, determines their needs, communicates the Association's value and identifies who of the programs department, the STC of the knowledge management or the African Water Academy is the most dedicated to handle and cover the needs. The DMS grows AfWA's membership by driving a membership recruitment strategy that projects AfWA's message/brand to all of the African WASH sector's stakeholders.

The Executive Office shall be managed by the Executive Director.

25.4 The Executive Director

The Executive Director shall be appointed by the Executive Board further to a call for candidates.

The Executive Board, on the recommendation of the Governance Committee establishes the profile of candidates.

Application files are examined by the governance Committee who submits its conclusions to the Executive Board.

The Executive Director is appointed by the EB, after a call for candidacy, for a 3-year term of office, which may be renewed once only for the same term based on his performance evaluation.

The Executive Director shall not be eligible to stand for a new mandate.

Nonetheless, the functions of the Executive Director 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 Executive Director position, the President shall appoint upon consultation with the Governance committee an interim Executive Director for a period not exceeding six (6) months

The interim Executive Director is appointed among the senior officials of the Executive Office.



25.5: Scheduling of the Executive Director's Expenses

The expenses of the Executive Office shall be sanctioned by double signatures including that of the legal Representative of the Headquarters hosting Company under the conditions set by the Executive Board.

ARTICLE 26 : 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.

26.1 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.

26.2 Invitations

Invitations shall be sent by the Executive Office 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 Office Director.

26.3 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.



26.4 Events

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

TITLE V - VARIOUS PROVISIONS

ARTICLE 27 : 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 28: BUSINESS PLAN

The Business Plan shall spell out the Vision, Mission and Strategic Objectives specific to the Association for 2013-2017. In this regard, it shall stand as a policy paper which, once approved by the General Assembly, shall apply like these Bye-laws to which it is attached hereof.

ARTICLE 29: AMENDMENTS

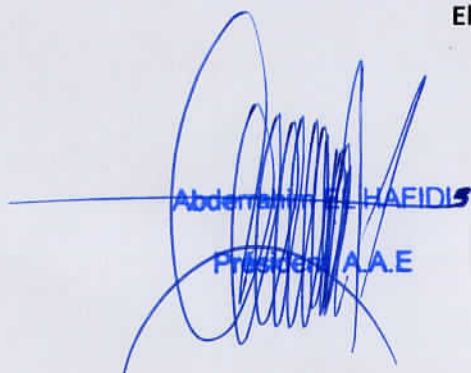
The adoption of the present Bye-laws and its annexes and any subsequent amendment shall be subject to a vote at the majority of 2/3 of the Members attending the General Assembly.

ARTICLE 30 : 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.

Done on April 5th, 2019 in Rabat

**For the Assembly
The President
El Hafidi Abderrahim**


Abderrahim EL HAFIDI
PRESIDENT A.A.E

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