

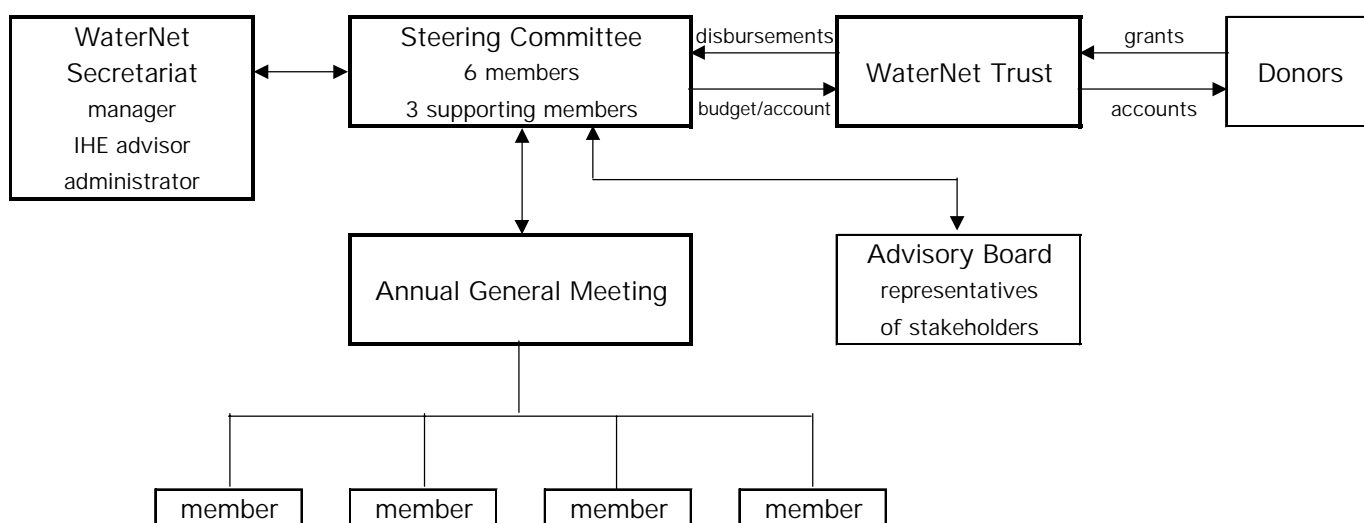
WaterNet

Summary of the proposed draft

CONSTITUTION OF WATERNET

Incorporating an outline of the WaterNet Trust

July 2001



WaterNet is a regional network of experts in water resources management in the countries of Southern Africa, the islands adjacent thereto, as well as Uganda and Kenya (hereinafter referred to as "The Region"), and was established in Victoria Falls, Zimbabwe in March 2000.

WaterNet is a non-profit making membership organisation

The Mission of WaterNet is: "To enable the people of Southern Africa to efficiently and effectively manage their water resources, WaterNet seeks to enhance regional capacity in Integrated Water Resources Management through training, education, research and outreach by harnessing the complementary strengths of the region."

WaterNet shall pursue the following objectives:

- (a) To strengthen the overall human and institutional capacity of the water sector in the Region in order to contribute to the wise use of water resources.
- (b) To stimulate regional cooperation in the field of education in Integrated Water Resources Management.

- (c) To increase the accessibility to training and education in Integrated Water Resources Management for participants from the Region.
- (d) To stimulate, regionalise and strengthen research in the field of Integrated Water Resources Management in the Region.

The Southern Africa Vision for Water, which defines the "Equitable and sustainable utilisation of water for social, environmental justice, and economic benefit for present and future generations" as the desired future, shall be a policy guideline of WaterNet.

Activities of WaterNet:

- (a) To encourage and facilitate cooperation between member institutions concerning research, training and education in the field of Integrated Water Resources Management.
- (b) To develop training curricula in Integrated Water Resources Management appropriate to the Region.
- (c) To establish a regional Master Programme in Integrated Water Resources Management.
- (d) To encourage and facilitate research in fields related to Integrated Water Resources Management.
- (e) To act as a channel for technical, financial, human and material resources for the benefit of WaterNet member institutions.
- (f) To organise regional symposia, conferences and meetings for the furtherance of the objectives of WaterNet.
- (g) To establish and operate the WaterNet Secretariat which will coordinate the activities of WaterNet.
- (h) To establish and operate the WaterNet Trust through which funds will be sourced and from which WaterNet activities will be financed.
- (i) To carry out all other lawful activities for the furtherance of the objectives of WaterNet.

WaterNet shall pursue its objectives and carry out its activities in close cooperation with the SADC Water Sector Coordination Unit and the Southern African Water Partnership.

Members of WaterNet are institutions based in the Region that are involved in training, and/or education, and/or research in fields directly related to Integrated Water Resources Management. Supporting Members of WaterNet are institutions active in the Region that are involved in activities in fields directly related to Integrated Water Resources Management other than training, education and research.

WaterNet Members and Supporting Members should subscribe to the WaterNet mission, i.e. to the principles of Integrated Water Resources Management, and should be committed to further Integrated Water Resources Management through sharing expertise and facilities with other Members.

Members and Supporting Members have the right to participate in the various activities and programmes of the WaterNet organisation and have access to such information, data and documentation about Integrated Water Resources Management as the organisation can provide. Members and Supporting Members have an

obligation to support and promulgate the WaterNet Mission and the objectives of WaterNet. Any Member may resign at any time by giving written notice to the Secretariat. Prospective Members shall submit written applications for membership to the Secretariat. Upon approval by the Annual General Meeting of WaterNet, an applicant shall be a Member of WaterNet.

The governance of WaterNet shall be executed by:

- (a) The Annual General Meeting
- (b) The Steering Committee
- (c) The Advisory Board
- (d) The WaterNet Trust
- (e) The Secretariat

The Annual General Meeting

The Annual General Meeting is composed of all Members and Supporting Members and is the overall governing body of WaterNet. Each institution that is a Member or Supporting Member of WaterNet shall nominate and send a representative to the Annual General Meeting.

The Annual General Meeting shall exercise the powers conferred upon it by this Constitution. The Annual General Meeting shall:

- (a) Approve strategic policy of WaterNet and its general programme of activities.
- (b) Approve membership of prospective Members and Supporting Members.
- (c) Elect the members of the Steering Committee.
- (d) Decide on the dissolution and liquidation of WaterNet
- (e) Adopt any revisions to this Constitution
- (f) Deal with all matters placed on its agenda by the Steering Committee.
- (g) Receive the audited accounts of the WaterNet Trust
- (h) Approve or reject the Annual Report submitted to it by the Steering Committee, and prepared by the Secretariat.
- (i) Approve or reject the Annual Plan and the Annual Budget submitted to it by the Steering Committee, and prepared by the Secretariat.

The Annual General Meeting shall meet once every year, and may, whenever it is necessary, hold Extraordinary General Meetings to take decisions on matters within its competence.

The Steering Committee

The Steering Committee shall comprise of at least the five Members and a maximum of three Supporting Members and the Manager of the Secretariat who shall have no vote. The Member that hosts the Secretariat shall be a member of the Steering Committee. The SADC Water Sector Coordination Unit shall be a Member of WaterNet and sit on the Steering Committee. The major donors and facilitators of WaterNet shall be Supporting Members of WaterNet and elect among themselves the remaining three positions on the Steering Committee.

The Members of the Steering Committee shall be elected by the Annual General Meeting for a period of four years. Every two years, during the Annual General

Meeting, half of the membership positions of the Steering Committee will be open for election or re-election. The Steering Committee will elect among its members the Chairperson.

The Steering Committee serves as the policy-making body of WaterNet. The Steering Committee shall exercise all managerial and administrative powers which are not reserved to the Annual General Meeting and may assign such powers to the Secretariat. The Steering Committee will oversee the workings of the Secretariat.

Each year the Steering Committee shall submit an annual report of the past year to the Annual General Meeting, as well as an auditor's report on the WaterNet Trust, and the annual work plan and budget for the next year. Each year the Steering Committee will submit the annual budget as approved by the Annual General Meeting, to the WaterNet Trust.

The Advisory Board

The Advisory Board will consist of at least 8 and at most 15 members who represent the stakeholders of the Region. These will comprise:

- (a) Representation of the SADC Water Resources Technical Committee, representing the national governmental water departments of the Region.
- (b) Representatives of employers of water professionals; ensuring that (local) governmental, quasi-, non-governmental, private sector, and academic employers are each represented; and with due regard for the geographical representation of the entire Region.
- (c) One representative of the Southern African Water Partnership
- (d) One representative of the Global Water Partnership.

The Members of the Advisory Board will be nominated by appropriate organisations, groupings and professional bodies. The Advisory Board advises the Steering Committee on policy-making and priority-setting in terms of the objectives of WaterNet. The Advisory Board shall meet once a year.

The WaterNet Trust

The WaterNet Trust shall be governed by a Notarial Deed of Trust. The Trustees of the WaterNet Trust shall be defined in the Deed, and shall consist of:

- (a) one person being the nominee of the Head of the Institution hosting the WaterNet Secretariat
- (b) one person being the nominee of the SADC Water Sector Coordination Unit
- (c) one other WaterNet Member, as elected by the Annual General Meeting
- (d) one financial expert
- (e) the Chairperson of the WaterNet Steering Committee
- (f) **one representative of the International Institute of Infrastructural, Hydraulics and Environmental Engineering in Delft, The Netherlands. (NECESSARY?)**

The objectives of the WaterNet Trust shall be defined in the Deed, but shall be consistent with the objectives of this Constitution.

The duties of the WaterNet Trust shall be defined in the Deed, and shall include:

- (a) To receive, hold, own, and maintain the financial and other material resources and assets in trust on behalf of the donor agencies and the WaterNet organisation.
- (b) To disburse financial resources to the WaterNet Secretariat and to WaterNet Members on the basis of annual budgets as approved by the WaterNet Annual General Meeting and Steering Committee.
- (c) To hire Officers for the WaterNet Secretariat
- (d) To maintain systems in support of the Officers of the WaterNet Secretariat.

The powers of the WaterNet Trust shall be defined in the Deed, and shall include:

- (a) The WaterNet Trust may reject any application for funds from the WaterNet Secretariat, if it so deems fit.
- (b) The WaterNet Trust may demand insights into the financial accounts of the WaterNet Secretariat, and may order an independent auditor to scrutinise these accounts.

The WaterNet Secretariat

The WaterNet Secretariat will consist of at least three Officers: the Manager, the Advisor and the Administrator. The Manager and the Administrator will be recruited and hired by the WaterNet Trust, upon recommendation by the Steering Committee. The Advisor will be nominated by IHE Delft. Appointment of these Officers will be for a period of two years, which may be renewed.

The duties of the WaterNet Secretariat shall be:

- (a) To implement decisions by the Steering Committee and the Annual General Meeting
- (b) To provide the Steering Committee with annual reports and annual financial accounts; as well as annual work plans and annual budgets.
- (c) To organise meetings of the other governing bodies of WaterNet.
- (d) To carry out any other executive and administrative duties on behalf of WaterNet as may be assigned by the Steering Committee or Annual General Meeting.
- (e) To be accountable to the Steering Committee.

Financial Matters

WaterNet shall derive its finances from grants and donations channelled through the WaterNet Trust, as well as from income from activities, loans and other sources.

One or more auditors of international repute shall be appointed by the WaterNet Trust every year. No WaterNet member or officer may be appointed or act as auditor.

Every year the WaterNet Trust shall submit the audited accounts of the Trust to the Annual General Meeting.

Every year, the Secretariat shall submit to the Steering Committee for approval the budget for the next fiscal year, which shall be submitted to the Annual General Meeting for final approval.

WaterNet Members shall serve without remuneration, provided that the members may be paid reasonable expenses incurred by them in the performance of their duties, or may be paid fees for acting for WaterNet in a professional capacity if such payments are authorised by the Steering Committee.

Cheques, drafts or orders for the payment of money, notes, acceptance and bills of exchange, shall be drawn, accepted, endorsed and signed by such persons in a manner as the WaterNet Trust may from time to time prescribe.

Contracts, documents or any instruments in writing requiring the signature of WaterNet, shall be signed by such persons in a manner as the WaterNet Trust may from time to time prescribe, and all contracts, documents and instruments in writing so signed shall be binding on WaterNet without any further authorisation or formality.

The WaterNet Trust shall have power from time to time by resolution to appoint any other Officer or Officers and the Manager on behalf of WaterNet to sign specific contracts, documents or instruments in writing or to sign contracts, documents or instruments in writing generally.