



**CONSTITUTION OF
ASSOCIATION OF TANZANIA WATER STAKEHOLDERS
(ATAWAS)**

NOVEMBER 2017

PREAMBLE

Whereas the Tanzanian bodies in charge of water resources, water supply and sanitation are:

1. Convinced that water and sanitation constitute a vital and indispensable service for the well being of our population;
2. Aware that sustainable water services may be guaranteed by availability of sufficient, unpolluted and sustainable water sources
3. Guided by a common goal to promote water and sanitation sector for the mutual benefit of the population concerned;
4. In absolute agreement with the National Water Policy
5. Convinced that a lot of problems may be solved through a system of co-operation and exchange of information among bodies responsible for water resources, water supply and sanitation.

The said bodies have therefore decided to constitute a body whose statute will be the following:

ARTICLE 1: NAME AND STATUS

It is hereby established among the authorities, agencies, institutions, undertakings, group of undertakings and individuals satisfying the conditions under Article 4 of this constitution a professional association called ASSOCIATION OF TANZANIA WATER STAKEHOLDERS, its acronym being **ATAWAS**.

The Association shall be non-profit, non-political, autonomous and independent.

ARTICLE 2: OBJECTIVES

The objectives of the Association shall be:

- a) To build capacity of water supply and sanitation providers to be able to offer adequate, affordable and sustainable services;
- b) To promote networking among stakeholders in the water resources, water supply and sanitation sub-sectors;
- c) To mobilize resources for implementing activities of the Association.
- d) To provide a forum for collaboration and the interchange of ideas, information and knowledge among members in the provision of water and sanitation services in the water industry
- e) To foster basic and applied research which will advance the cause of better water management and conservation;
- f) To serve as the principal Tanzanian centre for data and information on water resources, water supply and sanitation and a link in the international water industry network.

ARTICLE 3: FUNCTIONS

In furtherance of the aforementioned objectives, the functions of the Association shall be to:

- a) Promote the coming together of bodies and individuals involved in water resources, water supply and sanitation;

- b) Co-ordinate the search for knowledge and collect technical, legal, administrative and economic data and information in the areas of water resources, water production, water supply and sanitation among its members;
- c) Promote as much as possible the exchange of information on research, processes and procedures in water resources, water production, water supply and sanitation;
- d) Initiate, encourage and promote any action of co-operation and exchange in professional training among its members;
- e) Promote contacts, exchanges and cordial relationship among individuals or corporate bodies involved in water resources, water production, water supply and sanitation services in Tanzania.
- f) Establish and maintain a fund for investment in water resources, water supply and sanitation services among its members;
- g) Do all such lawful things as are incidental or conducive to the attainment of the objectives of the Association or as may appear to be, in the interests of the members.

ARTICLE 4: MEMBERSHIP

The Association shall be made up of:

Regular members,

Individual members,

Affiliated members, and

Honorary members.

a) Regular member

The body directly in charge of water resources, water supply and/or sanitation is eligible to become a regular member of the Association and shall pay contribution and have voting rights.

b) Individual member

An individual dealing directly or indirectly with water resources, water supply and sanitation services in Tanzania is eligible to become an individual member of the Association. An individual member shall pay contribution but shall have no voting rights.

c) Affiliated member

Any agency undertaking technical, economic, legal, works, training and research related to water and sanitation and water resources in Tanzania may become an affiliated member. An affiliated member shall pay contribution but shall have no voting rights.

The following persons shall be eligible to be Affiliated Members:

- any educational or research body in the water sector;
- any contractor, manufacturer, supplier or consultant in the water sector;
- any other organisation or institution having an interest in the objectives of the Association.

d) Student Member

Any individual who is a regularly enrolled college or university student who spends at least one-half of his study time on academic course work or equivalent pertaining to water resources, water production, water supply and sanitation services. A Student member shall pay contribution but shall have no voting rights.

e) Honorary Member

Any individual or corporate body which has rendered distinguished services to the Association or which, by its action, has contributed exemplarily to the prosperity of the Association may become an honorary member. An honorary member shall be identified by the Executive Board and approved by the Annual General Meeting and exempted from any payment of contributions and shall have no voting rights.

ARTICLE 5: SOURCES OF FUNDS

The Association shall raise its funds from the following sources:

- a) Annual subscriptions from members as may be fixed by the Annual General Meeting;
- b) Grants, loans, gifts, endowments or other forms of donations received from public or private sources. Subventions and donations shall be accepted for purposes that are consistent with the objectives of the Association and approved by the Board;
- c) Charges for operational costs of those services/activities provided by the Association for its clients, whether members or non-members; and
- d) Fund raising activities organized by the Association.

ARTICLE 6: SUBSCRIPTIONS

Subscriptions shall be yearly and payable in each year. Nonetheless, the admission of a member during the subsequent months will attract full annual subscription for that year.

The amount payable by each member shall be worked out according to the criteria and rates proposed by the Board and approved by the Annual General Meeting.

ARTICLE 7: MEMBERS' RIGHTS AND OBLIGATIONS

1. Except as otherwise in this Article, members of the Association shall have the following rights:
 - a) Participate in the organs of the Association;
 - b) Participate in the activities of the Association;
 - c) Have access to the benefits and services provided by the Association. Hence, members shall generally be entitled to access or receive documents and publications emanating from the Association; and
 - d) Vote (see Article 4) and participate in elections.

2. Members shall have the following obligations:
 - a) Pay their annual subscriptions;
 - b) Participate in the meetings of the Association;
 - c) Comply with all Annual General Meeting resolutions;
 - d) Promote the Association objectives and facilitate the execution of the Association's activities and programmes;
 - e) Represent the Association if requested by the Board; and
 - f) Help to raise funds for the Association, with the authority of the Board.

Any other rights and obligations of members shall be defined in the by-laws of the Association.

ARTICLE 8: MODE OF ACTION

To attain its goals, the Association shall have recourse to the following means of action:

- a) It shall furnish members with results of studies, research and inquiries conducted in all branches of activity in water and sanitation and water resources;
- b) It shall stimulate and carry on any action of international interest aimed at improving the means of water resource management, water supply and sanitation services and supervise the application of the above;
- c) It shall maintain close ties with all national and international agencies devoted to the study of economic, technical, scientific and vocational training likely to be of interest to members;
- d) It shall organise periodic national conferences, workshops and seminars;
- e) It shall publish reports and memoirs on its conferences, workshops, seminars and any other documents related to its objectives;
- f) It shall carry out studies, research and any economic or financial operations necessary for implementing the above mentioned activities whenever it is necessary;
- g) It shall institute prizes to serve as incentive for members to perform better.

ARTICLE 9: ORGANS OF THE ASSOCIATION

To achieve its objectives, the Association shall mainly have the following organs:

The Annual General Meeting
The Executive Board
Committees
The Secretariat

ARTICLE 10: THE ANNUAL GENERAL MEETING

a) Composition & Meetings

- (i) The Annual General Meeting shall comprise of delegated representatives of the regular and affiliated as well as individual and honorary members;
- (ii) The Annual General Meeting shall be held once every year on such a date and place as may be proposed by the Executive Board;
- (iii) The Annual General Meeting shall be convened by proper notice accompanied with the agenda drawn up by the Executive Board given to all members at least one month prior to the set date;
- (iv) The Executive Board, in the interest of the Association, shall have the power to invite any visitors, guests or other persons to attend the Annual General Meeting;
- (v) The quorum of all its meetings shall be 25% of the total membership of those who are entitled to vote. If within half an hour from the time appointed for the meeting, a quorum is not present, the members present shall constitute a quorum, provided that no voting shall be required during such meetings;
- (vi) The Annual General Meeting as well as the Extraordinary General Meeting shall be presided over by the Chairperson to be elected by the delegates of those meetings;
- (vii) The Chairperson of the Executive Board shall be the Secretary of the Annual General Meeting;
- (viii) The secretary of the Extraordinary General Meeting may be appointed by the meeting depending on its purpose.

b) The Business of the Annual General Meeting

The business of the Annual General Meeting shall include:-

- (i) To formulate the policy and define the rules regulating the affairs of the Association;
- (ii) To choose the seat of the Association;
- (iii) To make decisions on the admission or the expulsion from the Association of members, subject to provisions of Article 4;
- (iv) To elect the Chairperson and members of the Executive Board and discharge them provided there is justification;
- (v) To receive the audit report and close the annual accounts of the Association;
- (vi) To approve long term plan of the Association;
- (vii) To fix the venue and time for the next Annual General Meeting; and

(viii) To consider such other business relevant to the affairs of the Association of which due notice has been given.

c) The Extraordinary General Meeting

The Annual General Meeting shall hold ordinary and extraordinary (special) meetings.

The Executive Board of the Association shall be empowered, under special compelling circumstances, to convene an Extraordinary General Meeting at anytime it considers fit provided that no business which should properly be transacted at an Annual General Meeting shall otherwise be transacted.

Similarly, the Extraordinary General Meeting may be prompted following a motion signed by two-thirds of regular members of the Association who should notify the Executive Board which shall in turn convene the wanted meeting. In case the Executive Board fails to convene such a meeting, the Patron shall call such a meeting.

e) Voting

Voting at General Meetings shall be:

- (i) By ballot, in the case of election of office bearers, by members present and entitled to vote;
- (ii) In all other cases by a show of hands, or at the discretion of the Chairperson, by ballot of members present and entitled to vote;
- (iii) Only regular members who are up to date in subscription fee payments shall be entitled to vote;
- (iv) Each active member shall have one vote, and voting by proxy, when registered, will be acceptable. In such a case, the active members should notify the Secretariat of a suitable replacement before the opening of the meeting.

ARTICLE 11: THE EXECUTIVE BOARD

a) Composition

The Executive Board shall comprise of seven members including the Chairperson.
The Executive Board shall be made of:

Chairperson
Five other members
Executive Secretary

The composition of the Executive Board shall take into consideration representation from each membership category and gender. No Executive Board member shall be elected for more than two consecutive terms. However, for purposes of smooth continuity of Executive Board operations, at least 3 members will retain their position at each election.

The Executive Secretary shall be the Secretary of the Executive Board.

b) Election and Term of Office

Members of the Executive Board, except for the Executive Secretary, are elected by majority vote during the Annual General Meeting for a period of three years.

c) Role of the Executive Board

The Executive Board shall:

- (i) Administer, manage and supervise the business and common interests of the Association;
- (ii) Approve plans and budgets in respect of each financial year and submit the same to the Annual General Meeting for endorsement;
- (iii) Oversee and facilitate implementation of agreed plans;
- (iv) Give account of its activities and stewardship to the Annual General Meeting;
- (v) Appoint the Executive Secretary and other staff members of the Association
- (vi) Propose at the AGM the approval of auditors for Association accounts;
- (vii) Organise the meetings of the Annual General Meeting and carry out their decisions;
- (viii) Organise Conferences, Workshops, and Seminars etc.

The Executive Board shall generally have far - reaching powers to act on behalf of the Association. It shall defend the interests of the latter as plaintiff or defendant.

d) Role of Chairperson

- (i) Cause meetings of the Association to be convened;
- (ii) Preside over all meetings of the Association;
- (iii) Sign minutes of the meetings which he/she shall preside;
- (iv) Sign on behalf of the Association documents requiring the seal of the Association to be affixed thereto;
- (v) Be the spokesperson of the Association unless otherwise directed by the Executive Board or Annual General Meeting.

e) Meeting and Proceedings of the Executive Board

- (i) The Executive Board shall meet upon the invitation and under the chairmanship of its Chairperson as often as the business of the Association demands. Nonetheless, it shall be required to meet at least four times a year, and may hold two extra-ordinary meetings.
- (ii) To institute valid proceedings, the quorum required for a valid meeting of the Executive Board shall be at least half of its members including the Chairperson.
- (iii) Decisions of the Executive Board shall be taken by the majority vote of members present. In the event of a tie, the Chairperson's casting vote shall prevail.

- (iv) In the absence of the Chairperson, the Executive Board members shall elect one among their number to be the Chairperson of that session.

f) Committees

The Executive Board may form Executive Board Committees from within its members. The committees shall include, but not limited to, Planning and Finance Committee; and Scientific and Technical Committee. The Executive Board may also nominate from Association members task forces and working groups to undertake special tasks for the Association, consistent with the objectives of the Association and priorities of the Annual General Meeting.

ARTICLE 12: THE SECRETARIAT

The Secretariat shall be housed at the Association Headquarters.

a) Role

The Secretariat shall be the permanent executive agent for the Executive Board and, in its capacity, shall accomplish tasks assigned to it by the latter. Responsible to the Executive Board, the Secretariat shall be charged with the technical, administrative, financial and asset management of the Association.

b) Officials of the Secretariat

Persons in the Secretariat shall be employees of the Association either on unspecified or specified time contract basis depending on the needs at any particular time.

ARTICLE 13: PATRON OF THE ASSOCIATION

There shall be a Patron of the Association. S/he shall have a supporting and advisory role for the development and welfare of the Association. The Patron shall be appointed by the Executive Board. The Patron will serve for three years which may be renewable.

ARTICLE 14: BY-LAWS

The rules governing the functioning of the various organs of the Association shall be laid down in the by-laws which shall be adopted by the Annual General Meeting of the Association. The Executive Board may subsequently make proposals to the Annual General Meeting on such amendments to the by-laws as it may deem fit.

ARTICLE 15: ASSETS

The registered assets of the Association shall belong to all regular members. It shall comprise of any resources and real estate that Association may acquire.

Furthermore, the Annual General Meeting may convert into endowments paid up to the registered assets excess receipts accruing from the contributions.

ARTICLE 16: KEEPING OF ACCOUNTS AND AUDIT

The account shall be kept of all monies and assets received and expended by the Association and the manner and respect of which receipts and expenditures take place.

At least once in every calendar year a financial statement shall be prepared which shall be audited by NBAA approved auditor or auditors.

The Accounts shall be audited in accordance with the general acceptable auditing practices.

The auditors shall be appointed by the Executive Board and approved by the AGM.

ARTICLE 17: RESOLUTIONS

Resolutions of the Annual General Meeting shall aim at making recommendations. They shall not be compulsorily applicable by members. In all matters relating to the administrative and financial management of the Association the decisions of Annual General Meeting acting within their purview shall be legally binding on all members.

ARTICLE 18: KEEPING OF RECORDS

The Secretariat shall ensure that adequate records of all proceedings of the Association are properly made and maintained and that all such records and documents relating to the affairs of the Association are kept in safe custody.

ARTICLE 19: RESIGNATION, SUSPENSION AND EXPULSION

a) Resignation

A member wishing to withdraw from the Association shall communicate its decision in writing to the Chairperson of the Executive Board three (3) months prior to the end of the current accounting period. Its contribution for the entire period shall remain payable.

b) Suspension and Expulsion

Any member who fails to pay his/her annual subscriptions or fails to support the aims of the Association, or is accused of gross misconduct and breach of Association's regulations and code of ethics, shall not be considered to be in good standing. The Executive Board may suspend the voting rights of such a member. The suspended member shall be invited by the Executive Board and given a hearing. The decision to suspend the member shall be presented to the subsequent AGM for ratification.

Except otherwise decided by the Annual General Meeting, a suspended member shall cease to belong to the Association one year after the ratification of its suspension.

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

ARTICLE 20: AMENDMENTS TO THE ARTICLES

a) Any amendment to the articles of the Constitution shall be subject to either Extra Ordinary General meeting or Annual General Meeting bringing together at least two thirds of the regular members. It can only be adopted by a majority of three-quarters of the votes cast by members participating in the voting.

- b) Proposals to modify or review the constitution shall be submitted in writing to the Secretariat at least three months before the next Extra Ordinary/Annual General Meeting at which they are to be considered.
- c) Any modification or revision shall bear the date when the modification or revision is to become effective.

ARTICLE 21: DISSOLUTION

The decision to wind-up or dissolve the Association shall be made only by a written proposal to that effect presented by a two thirds of the regular members entitled to vote at an Extra ordinary General Meeting convened specifically for the purpose for which not less than thirty days notice shall be given, setting out the terms of the proposed resolution and the reasons thereof.

The proposal shall require the approval of at least three-quarters of the votes cast by members participating in the meeting.

In the event of dissolution, the Extra Ordinary General Meeting shall set up a liquidation board and determine the fate of the assets and property of the Association.

In the event of the Association being wound-up or dissolved, there shall be no liability to the members.

ARTICLE 22: SEAT

The seat of the Association shall be based in Dodoma. It may be transferred anywhere else upon a decision and endorsement of the Annual General Meeting.

Meetings of the various organs may be held at any other venues agreed upon by the members of such organs operating in conjunction with the Secretariat.

ARTICLE 23: LANGUAGES

The working languages of the Association shall be Kiswahili and English.

ARTICLE 24: COURT COMPETENCE

The laws of Tanzania shall be applicable in the event of any lawsuit which may concern the Association directly or indirectly.

ARTICLE 25: ENTRY INTO FORCE

The present articles shall enter into force with effect from their registration or approval of amendments by the Annual General Meeting.

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