



**CONSTITUTION**

**OF**

**ASSOCIATION OF TANZANIAN WATER SUPPLIERS**

**(ATAWAS)**

**FEBRUARY 2014**

## **PREAMBLE**

Whereas the Tanzanian bodies in charge of utilities in the area of water and sanitation are:

1. Convinced that water and sanitation constitute a vital and indispensable service for the well being of our population;
2. Guided by a common will to promote water and sanitation sector for the mutual benefit of the population concerned;
3. In absolute agreement with the National Water Policy for Water and Sanitation; and
4. Convinced that a lot of problems can be solved through a system of co-operation and exchange of information among bodies responsible for water and sanitation.

The said utilities 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 TANZANIAN WATER SUPPLIERS, 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 supply and sanitation sectors; and
- c) To mobilize resources for the development and management of water resources, water supply and sanitation services.

### **ARTICLE 3: FUNCTIONS**

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

- a) Promote the coming together of water suppliers involved in water sources protection, water production, water supply and sanitation;
- b) Co-ordinate the search for knowledge and collect technical, legal, administrative and economic data 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 the water production, water supply and sanitation services in Tanzania.
- f) Establish and maintain a fund for investment in water production, 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 in charge of water works and where applicable sanitation in Tanzania is eligible to become a regular member of the Association.

##### **b) Individual member**

An individual dealing directly or indirectly with water 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 in Tanzania may become an affiliated member. An affiliated member shall pay contribution but shall have no voting rights.

##### **d) 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 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 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;
- b) It shall stimulate and carry on any action of international interest aimed at improving the means of 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 50% 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, annual plan and annual budget 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) Prepare 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) Propose at the AGM the approval of auditors for Association accounts;
- (vi) Organise the meetings of the Annual General Meeting and carry out their decisions;
- (vii) 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**

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.

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.

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.

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 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. Officials of the Secretariat shall consist of the Executive Secretary, Administrative Officer, Finance Officer and heads of positions created from time to time by the Executive Board.

Officials of the Secretariat shall have the following roles to perform:

##### **(i) Executive Secretary**

- Reports to the Executive Board;
- Is the Accounting Officer of the Association;
- Serves as Secretary to the Executive Board and facilitates meetings of the Executive Board and AGM by keeping and maintaining records and documents of the Association;
- Prepares monthly, quarterly, annual and ad-hoc reports;
- Plans, monitors and implements the policies and programmes of the Association;
- Prepares draft policies, plans and procedures for approval by the Executive Board;
- Prepares and submit budgets to the Executive Board for discussion and endorsement;
- Prepares and submit to the Executive Board reports on activities of the Association;
- Prepares and submit audited accounts of the Association to the Executive Board;
- Maintains the asset register of the Association;
- Liaises with other relevant bodies with purpose of providing good working relationship for the benefit of the Association; and
- Performs any other duties entrusted upon by the Executive Board.

##### **(ii) Administrative Officer**

- Chief Advisor to the Executive Secretary on matters pertaining to personnel, and general administration;
- Interprets and receives terms and conditions of service of staff;



- Deals with administrative functions i.e. office management, transport, staff welfare etc;
- Maintains employee records and statistics;
- Assists in organizing conferences, seminars and trainings;
- Deals with routine correspondence;
- Performs procurement activities of the Association;
- Receives, writes and files letters/documents; and
- Performs any other duties entrusted upon by the Executive Secretary.

**(iii) Finance Officer**

- Receives payments made in respect of the Association;
- Follows up on collection of members' annual subscriptions;
- Keeps records of accounts of the Association;
- Performs bank operations of the Association;
- Prepares monthly, quarterly and annual financial reports and submits to the Executive Secretary;
- Prepares the Association's annual accounts for auditing purposes; and
- Performs any other duties entrusted upon by the Executive Secretary.

The Executive Board may recruit other staff as the activities of the Association increase.

**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: INVESTMENT FUND**

Regular members shall be required to contribute to the investment fund established as set forth in the by-laws.

**ARTICLE 16: 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 17: 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 an auditor or auditors approved by NBAA.
- 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 18: 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 19: 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 20: 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 21: 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 22: 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 23: SEAT**

The seat of the Association shall be based in Dar es Salaam. 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 24: LANGUAGES**

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

#### **ARTICLE 25 COURT COMPETENCE**

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

#### **ARTICLE 26: ENTRY INTO FORCE**

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

END