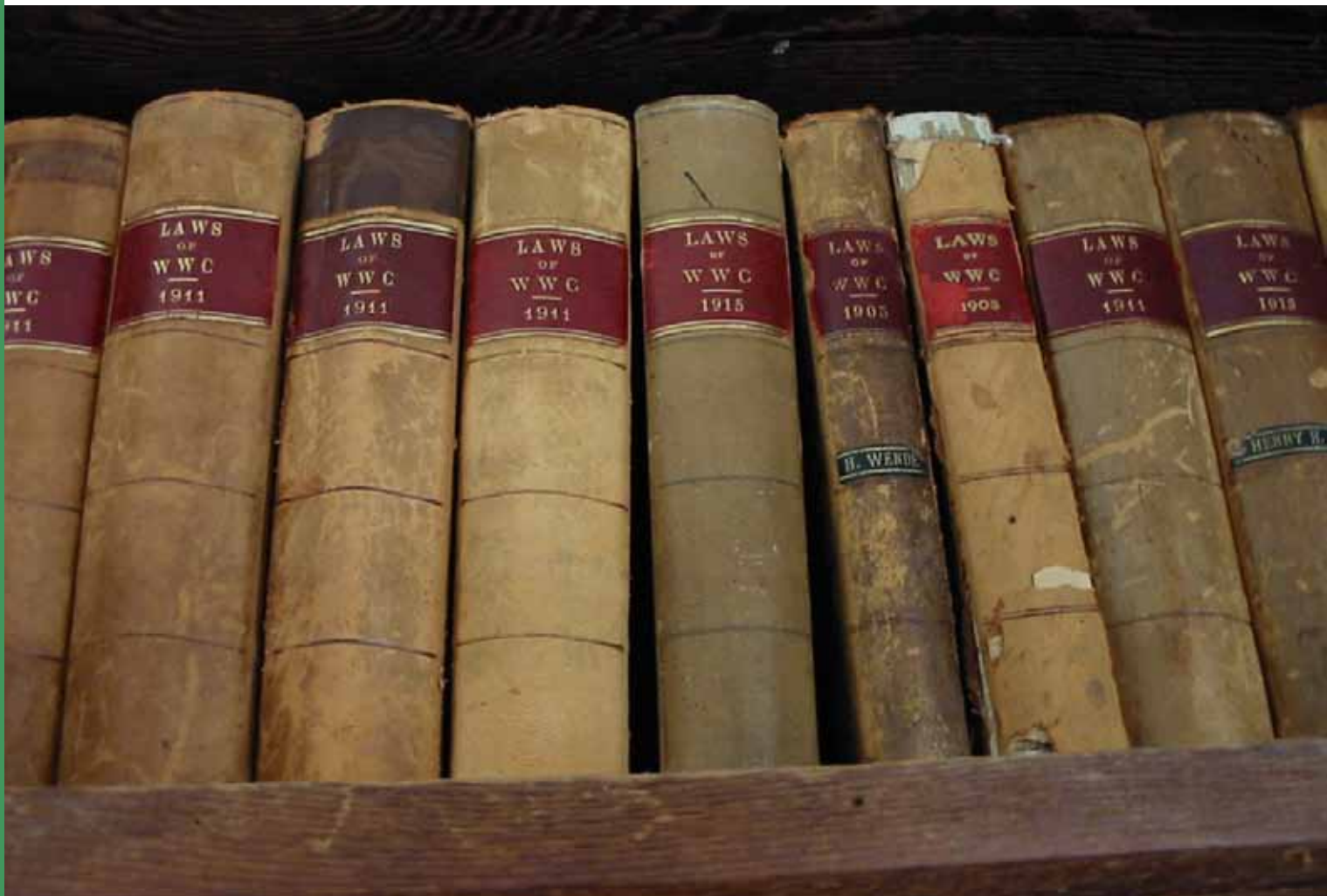


CONSTITUTION & BY-LAWS

WORLD WATER COUNCIL 2010 - 2012



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WORLD
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COUNCIL

TABLE OF CONTENTS

- | | | |
|---|----------------------------------|---------|
| 1 | World Water Council Constitution | page 3 |
| 2 | World Water Council By-Laws | page 13 |

World Water Council

CONSTITUTION

Table of Contents

Preamble

Article 1: Form

Article 2: Vision and Objectives

Article 3: Scope of Activities

Article 4: Official Headquarters and functioning of the Secretariat

Article 5: Duration

Article 6: Members

Article 7: Conditions of Membership

Article 8: Income

Article 9: Borrowing

Article 10: Annual Accounts

Article 11: Resignation - Loss of Membership

Article 12: Board of Governors - Composition

Article 13: Board of Governors – Meetings

Article 14: Board of Governors – Powers

Article 15: The Officers of the Board of Governors (Bureau)

Article 16: Authority of the Officers (Bureau)

Article 17: General Assemblies

Article 18: Ordinary General Assembly

Article 19: Extraordinary General Assembly

Article 20: Minutes of Meetings

Article 21: Resolution of conflicts

Article 22: Dissolution

Article 23: By-Laws

Article 24: Formalities

Preamble

Water is essential to all life, all ecosystems and all human activity.

Wisely used, water means harvests, health, prosperity and ecological abundance for the peoples and nations of the earth; badly managed or out of control, water brings poverty, disease, floods, erosion, salinization, waterlogging, silting, environmental degradation and human conflict.

The effective management of the world's water resources will contribute to the strengthening of peace, security, co operation and friendly relations among all nations in conformity with the principles of justice and equal rights. Amongst the natural resources, water is the most critical. It can and should be used to promote the economic and social advancement of all peoples of the earth, in accordance with the Purposes and Principles of the United Nations as set forth in the United Nations Charter and the Declaration of Human Rights.

However authority over the world's water is fragmented among the nations of the world, hundreds of thousands of local governments, and countless non-governmental and private organizations as well as a large number of international bodies.

Following the Dublin Declaration in 1992 and in response to the decision of the Ministerial and Officials Conference on Drinking Water and Environmental Sanitation held in March 1994 in Noordwijk, the Netherlands (and endorsed by the Commission on Sustainable Development and the General Assembly of the United Nations) to explore the concept of a World Water Forum, the International Water Resources Association meeting in Cairo in 1994 charged a committee to carry out the preparatory work to create a World Water Council. This Committee met first in Montreal, Canada in March 1995 and again in Bari, Italy in September 1995. These two meetings defined the mission and objectives of the Council, formally established in Marseille on June 14, 1996, as set forth in the following Constitution.

The World Water Council's Constitution was first legally deposited on June 14th 1996 by its three Founding Members namely Dr. Mahmoud Abu-Zeid, Mr. René Coulomb and Dr. Aly Shady.

A first modification to this initial Constitution was deposited at the Prefecture of the Bouches-du-Rhône on June 12th 1997 by Dr Abu Zeid and Mr René Coulomb. The modification was a reduction in the deadline for sending proposed modifications to the Constitution to members.

After the second Extraordinary General Assembly, a new Constitution was legally deposited on September 30th, 1997 at the Prefecture of the Bouches-du-Rhône by its three Founding Members, namely Dr. Mahmoud Abu-Zeid, its President, Messrs René Coulomb and Aly Shady, its Vice Presidents, and its Treasurer, Léonard Bays. This new Constitution was prepared with the aim of making it more compliant with French Law, of assisting the provision of grants to the Council, and of facilitating the change of status toward an International NGO.

Changes to this new Constitution were adopted by an Extraordinary General Assembly on September 30th, 2003, in order to introduce colleges of members, to modify the composition and mode of election of the Board of Governors and that of the Bureau. Further minor changes were introduced at an Extraordinary General Assembly held on March 15th 2006 to ensure that the Constitution was fully in line with French law. Changes were also made at an Extraordinary General Assembly on October 15th 2009 in order to introduce a Vision for the Council; clarify the distinction between the Headquarters and the Secretariat; remove references to Associate Centres and specific Commissions and Committees; amend the composition of the Bureau accordingly; introduce some limited flexibility in the timing of General Assemblies and Fora; simplify the article on the resolution of conflicts; and make a number of more minor amendments.

Article 1: Form

There exists between the members that adhere to the present Constitution an Association named « World Water Council» (hereinafter referred to as «the Council»), in French «Conseil Mondial de l'Eau», which is regulated by the French law of July 1, 1901 and the Decree of August 16, 1901 as modified.

Article 2: Vision and Objectives

The vision of the Council is for it to serve as a key platform at international level for raising the awareness of water issues and seeking means of improving water management.

The objectives of the Council are:

1. to identify critical water issues of local, regional and global importance on the basis of ongoing assessments of the state of water;
2. to raise awareness about critical water issues at all levels of decision making, from the highest authorities to the general public;
3. to bring together stakeholders and promote the implementation of effective water-related policies and strategies worldwide;
4. to provide advice and relevant information to institutions and decision-makers on the development and implementation of policies and strategies for sustainable water resources management, with due respect for the environment and social and gender equity; and
5. to contribute to the resolution of issues related to transboundary waters.

Article 3: Scope of Activities

In order to achieve these objectives, the Council shall have as means of action:

- the creation of an international network including any individual or legal entity, any non-profit organization or any enterprise, any national, regional or local government to improve coordination, the exchange of information and other necessary activities in the water sector;
- the preparation, organization, co-organization, participation or sponsorship of any manifestation, colloquium, seminar, forum, symposium, workshop, conference, congress on water issues, as well as the World Water Forum;
- the drafting, editing, co-editing and sale of any publications and, in particular, of any written, computer, electronic, visual or audiovisual medium with respect to water issues;
- the preparation and organization of training activities with respect to water issues;
- the sale of products and services in order to disseminate information on water issues. Consulting activities or the offering of other services are authorized and any such activities may be for a fee;
- the establishment of partnership agreements with other organisations whose action strengthen or add value to the Council's activities;
- any activity compatible with the objectives of the Council and which contributes to their achievement.

Article 4: Official Headquarters and functioning of the Secretariat

For its functioning, the Council maintains an official Headquarters in Marseille, France which houses the Council's Secretariat. These Headquarters may only be transferred within France by decision of the Board of Governors. They may only be transferred outside France by decision of an Extraordinary General Assembly.

The Secretariat employs members of staff that it may recruit according to the regulations in force, or may welcome through detachment or secondment by any organization.

Article 5: Duration

The Association will continue in existence until dissolved by an Extraordinary General Assembly as set out in Article 22.

Article 6: Members

The Council consists of:

- The Founding Members having signed the declaration creating the Council and registered with the Prefecture of the Bouches-du-Rhône Department of France on June 14, 1996, namely:

Dr. Mahmoud Abu-Zeid (Ministry of Public Works and Water Resources, Egypt)

René Coulomb (Suez Lyonnaise des Eaux, France)

Aly Shady (Canadian International Development Agency, Canada)

- The Constituent Organizations listed in the By-Laws. They pay the same annual fees as active members.
- The Active Members:

Active Members are:

- those organizations approved by the Bureau and validated by the Board of Governors that are up to date on their annual membership fees and who commit themselves to work for the accomplishment of the Council's objectives;

- those organizations, approved by the Bureau and validated by the Board of Governors, that make a significant financial contribution to the accomplishment of the Council's objectives.

- The Honorary Members:

Honorary Members are those persons who, with their consent, are appointed by the Board of Governors because of their exceptional moral or intellectual contribution to the objectives of the Council. They do not pay any annual membership fees. They may not vote but have a right to attend and to speak at the General Assembly.

- The Honorary Presidents:

Following the end of their term of office, the Presidents of the Council are granted the position of Honorary Presidents. They are invited to attend the meetings of the Board of Governors and the General Assembly, but do not hold the right to vote. They are not expected to pay annual membership fees.

- The Patrons:

Patrons are active members whose contributions go significantly beyond annual membership fees. These may include institutions, organizations, foundations or trusts, privately-owned companies or other individuals or organizations that make a significant contribution to the Council in cash or the equivalent in kind. The Board of Governors must give its approval of this status. They may vote at the General Assembly;

- The Host City

The city that is host to the Headquarters of the Council is a full member of the Council.

All members, except for those mentioned subsequently, commit themselves to paying annual membership fees, the amount and the date of payment of which shall be set each year by the Board of Governors. The members exempted from the payment of their membership fees are: (i) those members whose rules and regulations forbid the payment of membership fees, the list of which must be approved by the Board of Governors based on written proof, (ii) Honorary Members and Honorary Presidents, and (iii) patrons.

The members of the Council are assembled into colleges that represent the main groups of stakeholders. These colleges are defined in the By-Laws

Article 7: Conditions of Membership

Membership is subject to prior approval by the Bureau of the Board of Governors as defined in Article 15 of this Constitution. The Board of Governors will ratify such decisions which are final.

Article 8: Income

The income of the Council consists of:

- Membership fees, the amount of which is collected on a yearly basis and is, in principle, payable on the first day of each financial year.
- Any private or public subsidies, contributions or donations granted to the Council;
- Any income derived from the Council's assets;
- Any payment for services rendered;
- Donations in kind;
- All other sources of revenue compatible with the objectives of the Council, and with the laws and regulations in effect.

Article 9: Borrowing

The Council may, subject to approval by the Board of Governors, borrow in order to achieve the objectives listed in Article 2 of this Constitution.

Article 10: Annual Accounts

The Council shall keep annual accounts. The financial year closes the last day of each calendar year.

The accounts of the Council shall be audited by a Chartered Accountant appointed by the General Assembly for a period of six financial years, this period to be renewable.

Article 11: Resignation - Loss of Membership

Membership in the Council is lost by:

- Death, dissolution or termination of activity;
- Resignation;
- Exclusion decided by the Board of Governors for non-payment of annual membership fees, or for serious grounds. Considered as cause for exclusion is any action which directly or indirectly undermines the achievement of the objectives of the Council. The member concerned shall submit the facts of the matter to the Board.

No excluded or resigning member of the Council may be reimbursed for any membership fees paid previously.

Article 12: Board of Governors - Composition

The Council shall be managed by a Board of Governors composed of a maximum of 36 governors of which 35 are elected by those members who have a right to vote at the General Assembly. Each college is represented on the Board of Governors by Governors, who are elected according to the dispositions laid out in the By-Laws.

The Host City is a statutory member of the Board of Governors.

The Board of Governors is elected at each Ordinary General Assembly. All Governors may be re-elected only once as a representative of any single organization. In case of a vacancy, the Board of Governors shall designate a temporary replacement. This replacement has the same rights as his or her predecessor.

Each Governor has one vote. The Executive Director attends the Board of Governors' meetings but does not have the right to vote.

Article 13: Board of Governors - Meetings

The Board of Governors shall meet at least once a year and at any time that the President shall judge advisable or upon a written request sent to the President from a simple majority of its members. A quorum of the Board of Governors is reached when one half the Governors are physically present or represented.

Any member may be represented by another member who has been granted a proxy in writing. No one member may vote more than two proxies.

Decisions shall be taken by majority vote of the members present or represented by proxy. In the case of a tie, the President shall have a casting vote.

Article 14: Board of Governors – Powers

The Board of Governors shall have the broadest powers to act in the name of the Council and undertake all acts and activities not specifically reserved to the General Assembly.

It shall rule on admissions and exclusion of members as well as on the amount of annual membership fees. It may delegate authority for specified missions or projects. It approves each year the accounts of the Council within six months of the end of the financial year, and vote on the provisional budget, the General Assembly ratifying these acts during its ordinary sessions.

In order to assist it in its work the Board of Governors may designate any committees, regional and other working groups and task forces that it deems appropriate and name their members.

In addition, the Board of Governors appoints an Executive Director who shall implement those policies approved by the decision-making bodies of the Council. The Board of Governors shall define the precise nature and functions of his authority.

Article 15: The Officers of the Board of Governors (Bureau)

The Board of Governors shall elect a President from among its members. It shall also elect from among its members the five other members of the Bureau, namely: a Vice-President, a Treasurer and three members without portfolio, candidates for these positions being presented to the Board by the President.

The members of the Board of Governors and of the Bureau shall serve the Council without receiving any remuneration for this service.

The Executive Director shall participate in the meetings of the Board of Governors and the Bureau but may not vote.

Article 16: Authority of the Officers (Bureau)

The members of the Bureau are collectively responsible for preparing and executing the decisions of the Board of Governors.

1. The President shall assume responsibility for implementing the decisions of the General Assembly and the Board of Governors and for ensuring the proper functioning of the Council which he represents in all civil and criminal matters. He authorizes the expenditures. The President is invested with the authority to act under any circumstances in the name of the Council. He convenes Board of Governors' Meetings and General Assemblies. He may delegate powers to other members of the Board of Governors or to the Executive Director after so informing the Board.

2. In case of the absence of the President at a meeting, the Vice President presides.

3. The Bureau shall produce the Minutes of General Assemblies and of Meetings of the Board of Governors and shall have them transcribed. It shall perform all the legal formalities required.

4. The Treasurer, assisted by the Executive Director, is responsible for the accounts of the Council.

Article 17: General Assemblies

The General Assemblies shall be Ordinary or Extraordinary. They shall comprise all the members of the Council. They are convened by the President or his representative on the request of the Board of Governors or on the request of at least half of the members of the Council.

All members who have paid their fees or are exempted from payment, except for Honorary Members and Honorary Presidents, are entitled to vote at General Assemblies.

Any member may be represented by another member who has been granted a proxy in writing. No one member may vote more than two proxies.

All General Assembly Meetings shall be convened by an official letter, including the agenda of the meeting, to be sent to all members at least thirty (30) days before the date of the General Assembly.

The list of members entitled to vote at the General Assembly is drawn up on the day that the invitations are sent to members. Exceptions to this rule may be tolerated, subject to approval by the General Assembly.

Article 18: Ordinary General Assembly

An Ordinary General Assembly shall be convened at least once every three years. If this timing cannot be respected, the Board will conduct an electronic vote of its members to approve an appropriate date.

The Report of the Board and the activity and financial reports of the Council are presented to the Ordinary General Assembly. It approves the accounts, votes on the budget and, if necessary, appoints new members to the Board of Governors and renews the mandate of the Auditors.

The Ordinary General Assembly may only take decisions if a quorum exists of at least one-half of the members of the Council present or represented by proxy. Should this condition not be met, the General Assembly shall be called again within fifteen (15) days. Decisions taken on this occasion, limited uniquely to subjects on the original agenda, shall be valid whatever the number of members present or represented by proxy.

Article 19: Extraordinary General Assembly

A General Assembly shall be Extraordinary when it is called upon to vote on a change in the Constitution. It has the authority to dissolve and distribute the assets of the Council in conformity with the laws of the country where the Council is registered.

An Extraordinary General Assembly may only take decisions if a quorum of at least three quarters of the members of the Council is present or represented by proxies. If this condition is not met, the Extraordinary General Assembly is reconvened fifteen days later. In this instance a quorum is reached if one-half of the members are present or represented by proxy, but only regarding items on the agenda of the previous Extraordinary General Assembly.

Article 20: Minutes of Meetings

The deliberations of a General Assembly shall be recorded in Minutes signed by the President and those Members of the Bureau who are present.

The Minutes of the Board of Governors' Meetings shall be signed by the President and one Member of the Bureau. Certified copies of these Minutes may be communicated to any third party by the Secretariat.

At the beginning of any Meeting, an attendance sheet shall be kept, duly signed by each member present and certified as correct and accurate by the Members of the Bureau.

Article 21: Resolution of conflicts

Should there be any dispute between the Council and one or more of its members, before resorting to legal proceedings, the parties agree to designate, within a period of two months, a committee of three members of the Council. Each party will designate one member and the two members thus designated will then designate the third member. This committee will act as a mediator, aiming to reconcile the viewpoints of the parties concerned. They will pronounce a majority opinion within three months of being designated.

Article 22: Dissolution

The dissolution of the Council may only be decided upon by an Extraordinary General Assembly called for this purpose and which shall meet and vote under the conditions of the quorum and

majority rule provided for Extraordinary General Assemblies.

The Extraordinary General Assembly shall appoint one or several Commissioners charged with liquidating the assets of the Council and whose powers shall be determined by the said Extraordinary General Assembly. The net assets shall be allocated to any appropriate registered association or organization of its choice which has similar objectives.

Article 23: By-Laws

The Board of Governors shall establish By-Laws which shall specify the conditions of implementation of this Constitution. Such By-Laws as well as subsequent changes or amendments shall be submitted for approval to an Ordinary General Assembly.

The By-Laws may be effective on a temporary basis until submission to an Ordinary General Assembly. They shall become final following their ratification.

Article 24: Formalities

The President, acting in the name of the Board of Governors, is responsible for meeting all formalities of registration and publication required by the law in effect at the time. All powers are granted to the bearer to meet these requirements.

Made in as many copies as may be required by interested parties, including an original for the Association and two for registration.

World Water Council

BY-LAWS

Table of Contents

Lexicon of Terminology

By-Law 1:	The World Water Council
By-Law 2:	Membership
By-Law 3:	General Assembly
By-Law 4:	Board of Governors
By-Law 5:	Elections to the Board of Governors
By-Law 6:	Members of the Bureau
By-Law 7:	Committees and Working Bodies
By-Law 8:	Headquarters of the Council
By-Law 9:	Executive Director
By-Law 10:	World Water Forum
By-Law 11:	Water Prizes
By-Law 12:	Finances
By-Law 13:	Legal and Working Languages
By-Law 14:	Communication
By-Law 15:	Amendments
By-Law 16:	Working Documents

Lexicon of terminology

Unless stated otherwise elsewhere in these By-Laws, the following terminology refers to the standard voting procedures to be adopted by the various working bodies of the World Water Council, at all levels.

Type of Decisions

Approval: Validation of a document, a procedure, etc. The association is not bound by an approval, as long as any proposed comments are not officially adopted.

Adoption: Official approval of a document, a procedure, etc., following a vote. The document, procedure, etc. is approved with any comments, and then is officially adopted.

Ratification – Adoption of a measure subsequent to its application.

Modes of Decisions

Simple majority: At least half of the votes cast.

Qualified majority: At least three-quarters of the votes cast.

No-objection basis: Not having raised any objection, with an objection clearly being an opinion contrary to the proposal (and not a comment).

Definition

Organisation: Legal entity – any group or association that is not a physical being.

By-Law 1: The World Water Council

1.1 The World Water Council (hereafter referred to as the “Council”) is registered in France as an Association under the French law of July 1, 1901 as amended.

1.2 The Constitution of the Council, registered with the French Government, takes precedent over these By-Laws, which in turn take precedent over any other internal working documents. These By-Laws serve to provide more detail on the implementation of the Constitution.

1.3 The General Assembly of Members is the highest decision making body of the Council. The strategy, policies and activities of the Council are overseen by a Board of Governors. The Bureau ensures that the decisions of the General Assembly and of the Board of Governors (hereafter referred to as the “Board”) are carried out by the Secretariat, which is managed by the Executive Director.

By-Law 2: Membership

2.1 Categories of members

2.1.1 Membership of the Council shall be open to any organisation committed to furthering the objectives of the Council. However, individuals may be admitted to the Council as Patrons or Honorary Members.

2.1.2 Membership of the Council shall include the following categories as stipulated in Article 6 of the Constitution: Founding Members, Constituent Members, Active Members, Honorary Members, Honorary Presidents, Patrons and the Host City.

2.1.3 The following organisations are the Constituent Members of the Council:

- CIHEAM - Bari (Istituto Agronomico Mediterraneo)
- International Commission on Irrigation and Drainage (ICID)
- International Union for the Conservation of Nature (IUCN)
- International Water Association (IWA)

- International Water Resources Association (IWRA)
- United Nations Development Program (UNDP)
- United Nations Educational Scientific and Cultural Organisation (UNESCO)
- Water Supply and Sanitation Collaborative Council (WSSCC)
- World Bank (WB)

2.2 Colleges of members

2.2.1 Member organisations are grouped into five colleges, according to their scope of activity and mission. The names of these colleges are as follows:

- College 1: Intergovernmental institutions
- College 2: Governments and government authorities
- College 3: Enterprises and facilities
- College 4: Civil society organisations and water user associations
- College 5: Professional associations and academic institutions

A more precise definition of these colleges is provided in the Membership Policy Guidelines.

2.2.2 New members are asked to identify the college to which they feel they belong when filling in their application form for membership. The Bureau, when reviewing their membership application according to By-Law 2.3.1, also validates their placement within the appropriate college. Any disagreements will be referred to the Board of Governors for arbitration.

2.2.3 All Active Members have the same rights and obligations. These rights and obligations are described in the Membership Policy Guidelines.

2.3 Admission

2.3.1 Applications for admission or re-admission to membership of the Council shall be submitted to the Secretariat following the procedure detailed in the Membership Policy Guidelines. Applications for membership shall be reviewed by the Bureau and subsequently adopted or rejected by the Board.

2.3.2 A Member shall promptly inform the Secretariat of any important change in the particulars supplied in support of its application for membership, including its contact details and address.

2.4 Termination of membership

In accordance with Article 11 of the Constitution, membership is considered as terminated in the following circumstances: dissolution or termination of activity; resignation; or exclusion decided by the Board for non-payment of annual membership fees or on other serious grounds. Considered as cause for exclusion is any action that directly or indirectly undermines the achievement of the objectives of the Council.

2.5 Membership fees

2.5.1 Timely payment of membership fees and other obligations as laid down in the Constitution are preconditions for active membership in the Council and regular participation in its deliberations.

2.5.2 Membership fees are due at the beginning of every year. Members shall pay their membership fees during the current year in order to be considered active. To be eligible to vote during a General Assembly, members must have paid all their outstanding membership fees before the opening of a General Assembly.

2.5.3 Enjoying the rights and benefits associated with membership is only granted to those members who have duly paid their annual membership fees. The rights and benefits are described in the Membership Policy Guidelines as defined by the Board and regularly updated.

2.5.4 The Bureau may exceptionally decide to exempt a member from payment of membership fees or to reduce the fee amount. This decision must be ratified by the Board before the member is notified.

2.5.5 The Board shall set the modalities for payment of the membership fees for the coming year at its final meeting of the previous year. The Executive Director informs the members.

2.5.6 Membership fees of new members joining in the second half of the year are equivalent to half of the regular membership fees for that year only. This also applies to recipients of the Membership Solidarity Fund described in Article 2.5.7.

2.5.7 A Membership Solidarity Fund (hereafter referred to as 'the Fund') may provide subsidies for members requesting financial assistance to pay their membership fees. Decisions regarding the use of the Fund are made following procedures set by the Board.

By-Law 3: General Assembly

3.1 General Assemblies of Members may be Ordinary or Extraordinary as defined by the Constitution (Articles 17, 18 and 19). The President may invite observers other than from the membership to attend a General Assembly; such observers may speak at the invitation of the President but may not vote.

3.2 Ordinary General Assemblies

3.2.1 The functions of the Ordinary General Assembly of Members shall include:

- a) To elect the Members of the Board of Governors, at least every three years;
- b) To adopt the work programme of the Council for the coming period as well as the general policies and strategies for this period,
- c) To approve the auditor's report, the annual financial statements, the accounts of the Council and the estimates of income and expenditures for the coming period;
- d) To adopt the appointment of Auditors as proposed by the Board;
- e) To adopt any amendments to the By-Laws of the Council.

3.2.2. For Ordinary General Assemblies, provided the quorum is met as described in Article 18 of the Constitution, decisions shall be taken by a simple majority of all voting members. The quorum shall be considered at the beginning of the meeting.

3.3 Extraordinary General Assemblies

3.3.1 Extraordinary General Assemblies of Members shall be called, according to the dispositions in Article 17 of the Constitution, in order to adopt any modifications to the Constitution of the Council.

3.3.2 For Extraordinary General Assemblies, provided the quorum is met as described in Article 19 of the Constitution, resolutions shall be adopted by a qualified majority of all voting members, including proxies.

3.4 Venue of meetings

The Bureau, after considering suggestions from Members of the Board, shall determine the time and location of each meeting of the General Assembly.

3.5 Voting at meetings

3.5.1 Each Member eligible to vote on the day of the General Assembly shall have one vote and may vote no more than two proxies. Abstentions shall not be counted as votes cast.

3.5.2 Except as provided otherwise in the By-Laws, decisions shall be adopted by simple majority of votes cast.

3.5.3 In accordance with Article 16 of the Constitution, the President of the Board shall take the Chair at the General Assembly. When the President is not available, the Vice President shall perform this function.

3.5.4 The President shall appoint an ad-hoc Election Committee composed of three (3) Members from the Council not standing for election, to count and record the votes cast on all matters at the General Assembly.

By-Law 4: Board of Governors

4.1 Composition

4.1.1 The Board of Governors is composed of 36 member organizations of the Council: 35 elected members plus the Host City, which is a statutory member of the Board. The Board shall serve for the entire period between two consecutive Ordinary General Assemblies. Election of Governors

shall be carried out by an Ordinary General Assembly.

4.1.2 Each Governor organisation shall have one individual Governor representative, who shall remain their representative until such time as the Governor organisation chooses to replace him or her.

4.1.3 Each Governor organisation shall designate an Alternate representative who may represent the member when the Governor is unable to attend a meeting of the Board. He or she shall be delegated the same power, rights and obligations as the absent Governor.

4.1.4 Before taking office, each Governor and Alternate representative shall sign the Board's 'Code of Conduct'.

4.1.5 Governors not represented at meetings of the Board of Governors may grant their voting rights to another Governor by means of a proxy. No Governor may hold more than two proxies for any meeting of the Board.

4.1.6 Individual Governor representatives of member organisations may not represent the same organisation on the Board for more than two (2) full terms of office. An Alternate representative who has held his/her position for two terms of office may after that be elected as a Governor representative.

4.1.7 An exception to 4.1.5 may be made in the case of the outgoing President by a majority decision of the General Assembly. Such extension shall be for one more term of office only.

4.1.8 Observers shall be allowed to attend meetings of the Board of Governors, but will not be entitled to vote. These Observers will include a representative of the Secretariat of the next World Water Forum and any others as decided by the President.

4.2 Responsibilities of the Board

The responsibilities of the Board shall be:

- a. To ensure the appropriate implementation of the decisions of the General Assembly;
- b. To appoint the officers of the Bureau as listed in Articles 15 and 16 of the Constitution;
- c. To adopt any modifications to the By-Laws for immediate implementation, subject to final

ratification by the General Assembly;

- d. To adopt or reject membership application;
- e. To adopt such working documents on strategy and policy as would improve the management, efficiency, reputation or position of the Council, within the general guidelines laid down by the General Assembly.
- f. To adopt the annual work programme of the Council based on the triennial work programme adopted by the General Assembly;
- g. To approve the report of the Executive Director on the activities of the Council during the previous period;
- h. To approve the accounts of income and expenditures and balance sheets at the end of each financial year;
- i. To adopt the budget for the coming financial year, as proposed by the Treasurer;
- j. To adopt the membership fees for the coming year;;
- k. To perform such other functions as may be conferred on it by the General Assembly.

4.3 Meetings of the Board

4.3.1 In accordance with Article 13 of the Constitution, the Board must meet at least once a year. It shall normally meet twice a year. The President and the Bureau, through the Executive Director, shall convene the meetings of the Board whenever they deem necessary and shall do so if requested by a majority of the Members of the Board. Notice of meetings of the Board and draft agenda shall be sent at least thirty (30) days in advance of the meeting.

4.3.2 Agendas for meetings of the Board are to be set by the President, and communicated to the Governors by the Executive Director. The President shall consider any suggestions for amendment to the agenda, and may choose to incorporate them accordingly. Should any disagreements arise over the agenda, this should be put to a vote at the beginning of the meeting of the Board of Governors.

4.3.3 Draft minutes of the meetings of the Board shall be prepared by the Executive Director or his or her representative and submitted to the Members of the Board Governors as soon as possible after the meeting. Any objection to the minutes shall be referred to the Board for confirmation. Minutes shall be formally adopted at the following meeting of the Board of Governors.

4.4 Voting at meetings of the Board

4.4.1 The quorum for the meeting of the Board shall consist of a majority of its Governors up-to-date with the payment of their membership fees for the previous years, or as represented by their Alternates or proxies.

4.4.2 The President shall preside over the meetings, in accordance with Article 16 of the Constitution.

4.4.3 Except as otherwise required by law or the By-Laws, decisions of the Board shall be made on a non-objection basis, unless one or more Governors request a vote.

4.4.4 Voting shall be by simple majority of a show of hands, unless it is proposed by a member of the Board and adopted by simple majority of the Board that a secret vote should be held. Each Governor shall be entitled to one (1) vote (in addition to any proxies he may be carrying, up to a maximum of two). In the case of an equal number of votes, the President shall cast a deciding vote in addition to his/her own vote. Abstentions shall not count as voting.

4.4.5 For any secret vote, the President shall appoint an ad-hoc Voting Committee composed of three (3) Members from the Council not personally involved in the matter under discussion, to count and record the votes cast.

4.4.6 Decisions may be made between meetings of the Board of Governors by means of an electronic vote. In this case, decisions shall be considered as confirmed subject to the explicit approval of at least half of all Governors organisations.

By-Law 5: Elections to the Board of Governors

5.1 Voting rights and entitlement to be candidates

5.1.1 In order to be entitled to run for election and to have the right to vote at a General Assembly, member organizations must, if the General Assembly is held during the first six months of a year, be up-to-date with their membership fees for

the previous year and all past years, or if the Assembly is held during the second six months of a year, they must be up-to-date with the payment of their fees for the current year and all past years. In order to be entitled to run for election, member organisations must also propose both an individual representative, together with the name of an Alternate, who could assume a position on the Board of Governors if elected.

5.1.2 The deadline for payment to entitle members to run for election shall be the deadline for submission of candidatures, namely two months before the General Assembly. The deadline of payment to entitle members to vote shall be the day of any General Assembly.

5.1.3 New members of the Council shall be entitled to run for election provided their application for membership has been adopted by the Board at least three months prior to the General Assembly, and their membership fees paid in the period between their acceptance and the deadline for candidatures, namely two months prior to the elections. They will be entitled to vote provided their application is adopted by the Board at least three months prior to the General Assembly and their membership fees are paid up to the day of the General Assembly. Organisations whose applications are adopted and ratified but whose membership fees have not been received by the day of the General Assembly, shall be invited to participate in the Assembly, but without the right to vote or be candidates.

5.2 Allocation of seats on the Board

Each college is entitled to a set number of seats on the Board, the minimum being four and the maximum being nine. The number between four and nine shall be calculated in proportion to the number of Active Council Members within that college three months before the General Assembly, once the Board adopts the last membership application of organisations entitled to vote and run for the forthcoming elections. Should this procedure not produce an unambiguous result, the Board of Governors will resolve the matter. No college may be allocated more than five additional seats. If the proportional number of additional seats is above five for any college, that college shall be allocated only five additional seats and the remaining seats shall be allocated proportionately among the other colleges.

5.3 Identification of candidates

5.3.1 Six months before the Ordinary General Assembly, the Executive Director shall inform all members that the election procedure has commenced. Candidates must fill in and duly sign the appropriate candidature form provided by the Secretariat.

5.3.2 Candidatures must be received by the Council Secretariat at least two months prior to the General Assembly.

5.3.3 The Secretariat shall constantly monitor the progress of candidatures and provide members with regular updates on the situation. Four months before the General Assembly, the Executive Director informs the members of each college of the current candidates within their college, if necessary highlighting possible areas (gender, geography) in which the slate might be imbalanced, so as to encourage more candidates within those areas.

5.3.4 Two months before the General Assembly, at the closing of the candidature submission, the Bureau will review and approve this list of candidates to ensure that all are entitled to stand and that the nomination procedure has proceeded as foreseen. The Secretariat will circulate the approved list to all members of the Council.

5.3.5 Each college has a slate of candidates equivalent to at least the number of seats allocated to that college on the Board, but not more than twice that number, with the exception of 'wild cards' as mentioned in Article 5.3.9.

5.3.6 No more than two members from the same country should be included in any one slate within any one college, with the provision that representatives of international organisations included in Colleges 1, 4 or 5 are not considered as belonging to any particular country.

5.3.7 Within any given college, should the number of candidates be above the upper limit for that college, or the number of candidates of any one nationality be above two, the members will be invited to meet as caucuses of colleges on the first day of the General Assembly, in order to seek agreement on a final slate of eligible candidates that are felt to provide an adequate and appropriate representation of that college and a good balance between men and women and between

members from the five continents and developed and developing countries.

5.3.8 Members of the Bureau will take responsibility for chairing the opening of these caucuses and overseeing the election by each caucus of its chair. Each caucus should decide the manner in which it conducts its business. Following agreement within the college on its slate of candidates, the final list of candidates will be handed to the Secretariat in order to be posted on a billboard for review by all members of the Council.

5.3.9 If the caucus of any college votes to withdraw any candidates from the slate against their will, these candidates are given the opportunity to stand for election as wild cards, by making such a request to the Council Secretariat. These candidates are added to the list of candidates within their college, if necessary taking the number of candidates from that college above the upper limit, but with the indication that they are not part of the candidates as proposed by the caucus of that college.

5.4 Election procedure

5.4.1 Each voting member of the General Assembly has a maximum of 35 votes to cast by secret ballot, within the upper limit of the number of seats on the Board available to each college, as defined under Article 5.2.1 of the By-Laws. Voting members are free to choose whether or not to cast all of their votes.

5.4.2 No more than one representative per country may be elected within a college, with the provision that representatives of international organisations included in Colleges 1, 4 or 5 are not considered as belonging to any particular country.

5.4.3 The candidates from a college who receive the greatest number of votes are elected to the Board up to the limit of the number of seats allocated to that college.

5.4.4 To be elected, candidates must receive a minimum number of votes equivalent to ten percent of the number of voting members at the General Assembly. Any colleges in which an insufficient number of candidates obtain this percentage would leave the corresponding number of seats open to co-option by the new Board.

5.4.5 Should there be an insufficient number of eligible candidates in any given college, the non-elected seats in that college are also left open for co-option by the new Board such co-option to be made as soon as it is feasible. In this case, the criteria for co-option are to provide better balance amongst the Governors within that college, from a geographical, sectoral and gender point of view.

By-Law 6: Members of the Bureau

6.1 As listed in Article 15 of the Constitution, the members of the Bureau are: the President, a Vice President, the Treasurer, and three other Governors. The Executive Director, supported by the Council Secretariat, shall perform the functions of the secretariat of the Bureau.

6.2 Collectively, the responsibilities of the members of the Bureau shall be:

- a. To oversee the implementation by the Secretariat of the strategies and policies adopted by the Board;
- b. To review membership applications and to make recommendation to the Board on questions related to membership;
- c. To appoint the Executive Director, decide on his/her remuneration, and supervise his/her work;
- d. Review reports from the members of the Bureau and from the Secretariat on the work of the Council, giving guidance on the former;
- e. To review and monitor with the Forum Secretariat the progress in the organisation of the World Water Forum;
- f. To monitor the financial situation of the Council and to advise accordingly the Board, and, through the President, the Executive Director.

6.3 The roles and responsibilities of the President shall be:

- a. To oversee the implementation of the policies and programmes of the Council, upholding its Constitution and By-Laws, and achieving its targets and objectives;
- b. To call for meetings of the Bureau, the Board and the General Assembly at the appropriate date, time and location to meet the needs of the Council, to chair and to

- a. propose agendas for these meetings;
- b. To enter into agreements on behalf of the Council for the purpose of achieving the missions of the Council;
- c. To represent the Council.

6.4 The role and responsibility of the Vice President shall be to assist the President in his/her tasks and represent the President whenever the latter is unavailable, in the capacity authorized by the President in each case. The President may delegate any particular tasks to the Vice President, for an agreed period of time. The Board shall be informed of any specific delegation from the President to the Vice President, including its duration.

6.5 The Treasurer shall be an elected member of the Board. The roles and responsibilities of the Treasurer shall be:

- a) To oversee the financial state of the Council and the financial aspects of the Council's activities, taking into account the Financial and Administrative Regulations and any recommendations of the Auditors;
- b) To advise the President and the Bureau on any matters related to the financial situation of the Council;
- c) Review and comment on the audit report, the financial statement of income and expenditure and triennial budget forecast;
- d) Report to the meetings of the Board of Governors with a summary of the financial state of the Council.

By-Law 7: Committees and Working Bodies

7.1 Establishment

The Board or the General Assembly may establish committees, task forces, or any other working bodies to carry out the tasks of planning, implementing and evaluating the work of the Council.

7.2 The Chairpersons and Members of all working bodies established under By-Law 7.1 shall be appointed by the Board. The Board shall establish the mandate, duration and terms of reference of each proposed working body prior to its establishment, reviewing and amending them from time to

time if necessary. Each working body will be required to report regularly to the Board and where appropriate to the General Assembly.

7.3 Working bodies may include experts from outside of the Council.

By-Law 8: Headquarters of the Council

8.1 The Headquarters of the Council, which houses the Council's Secretariat, shall be located in the City of Marseilles, France. In accordance with Article 4 of the Constitution, the Headquarters may only be transferred outside of Marseilles with the approval of the Board and outside of France by decision of the General Assembly, upon recommendation of the Board.

8.2 The Council Secretariat shall be responsible for providing appropriate administrative support to the various working bodies of the Council, and shall be managed by the Executive Director.

8.3 The conditions of employment, of remuneration, and the social advantages of staff at the Headquarters are managed by a Social Charter, adopted by the Board of Governors.

By-Law 9: Executive Director

9.1 Duties and Responsibilities

9.1.1 The Executive Director shall be the Chief Executive Officer of the Council. He or she shall be appointed by the Bureau, and his or her nomination shall be ratified by the Board. The Bureau shall re-evaluate his or her mission every three years.

9.1.2 The Executive Director shall report directly to the President, working under his or her authority and receiving instructions only from or through him or her.

9.1.3 The Executive Director will be responsible to the Board for the effective implementation of the

strategies and policies of the Council and for co-ordinating programme formulation and execution.

9.1.4 The Executive Director shall, jointly with the Treasurer, be responsible for the administration, financial management and accounting of the Council and shall establish detailed financial management policies and procedures in conformity with the laws and requirements of the host country or funding agencies.

9.1.5 The Executive Director is responsible for the hiring and management of the staff of the Secretariat in accordance with the laws of the host country, the available budget and the Social Charter for Staff, as approved by the Board. The staff shall be selected on as wide a geographical basis as possible, and there shall be no discrimination because of race, creed, gender or political affiliation.

9.2 Presence at Meetings

The Executive Director shall attend the meetings of the General Assembly, the Board, the Bureau, and any commission, task force, working group or committee. The Executive Director shall be entitled to speak at any such meeting but has no vote. He or she, or his or her representative, shall also perform the functions of the Secretariat of these working bodies.

9.3 Reports

9.3.1 The Executive Director shall submit to each meeting of the Board a report of the activities of the Council since the previous meeting.

9.3.2 The Executive Director shall submit to each Ordinary General Assembly for adoption an inter-sessional program together with estimates of income and expenditures for the next triennium.

9.3.3 The Executive Director shall have the power to accept grants, donations and other payments on behalf of the Council subject to the Constitution, these By-Laws and any instruction given by the Board.

9.3.4 The Executive Director shall submit to each General Assembly a consolidated report on the accounts of the Council for the triennium together with the auditor's reports for the relevant years.

9.4 Vacancy of Executive Director

In case of temporary vacancy of the Executive Director, the President is entitled, with the ratification of the Bureau, to designate an interim replacement with specific powers and duties, to manage the Council affairs until a new Executive Director is appointed.

By-Law 10: World Water Forum

10.1 In collaboration with the host country, the Council organizes a World Water Forum at least every four years. The World Water Forum shall be a multi-stakeholder event to present the mission, views and achievements of the water community. The main objectives of the World Water Forum are:

- a. To raise the importance of water on the political agenda;
- b. To raise awareness among decision-makers, water and other professionals, the media and the public at large on world water issues of critical concern;
- c. To support the deepening of discussions towards the resolution of international water issues;
- d. To provide a platform to exchange views, information and knowledge on current issues and information related to global water;
- e. To present state of the art knowledge on global water assessment, challenges and potential solutions;
- f. To generate political commitment for the improvement of water management.

10.2 The World Water Forum shall aim as much as possible to bring all stakeholders from various geographical and sectoral backgrounds together for open debate.

10.3 The host country for each World Water Forum is selected by a vote of the Board.

By-Law 11: Water Prizes

Any proposal for the creation of water prizes to be (co-)sponsored or (co-) organized by the Council shall be adopted by the Board of Governors. The rules will be established together with the Council Secretariat.

By-Law 12: Finances

12.1 Management of the finances

The finances of the Council are managed jointly by the Executive Director, under the supervision of the President, the Bureau and the Treasurer.

12.2 Auditors

12.2.1 The accounts of the Council shall be examined each year by an Auditor appointed by the General Assembly, on the recommendation of the Board. The Auditor will submit a written report to the Board once per year. The Board shall duly examine the Auditors' report and, as appropriate, make recommendations to the Members of the Council.

12.2.2 The Auditor shall hold office for a period of six years. Should a vacancy in this position be declared during a term of office, the Board of Governors will appoint a replacement Auditor who shall commence their functions with immediate effect, subject to ratification at the following meeting of the General Assembly. The Auditor shall not be a Governor or member of staff of the Council.

12.3 Fiscal Year and Accounts

The Headquarters and the Executive Director shall keep proper accounting records with respect to all financial and other transactions, and records of all sums of money received and disbursed by it and the matters in respect of which receipt and disbursement take place, all sales and purchases by it, all assets and liabilities and all other transactions affecting its financial position. The accounting records shall be kept at the Headquarters of the Council.

12.4 Contracts, Cheques, etc.

12.4.1 All contracts, agreements, deed documents, engagements and other instruments, delivered or issued by the Council shall be signed by the President, or by the Executive Director or the Treasurer, if delegated by the President. This delegation may be general or confined to specific purposes. Barring any exceptions as indicated in these By-Laws, no other Governor or member of staff of the Council shall have any power or authority to bind the Council by any contract or engage-

ment or to pledge its credit.

12.4.2 The funds of the Council shall be deposited by the Executive Director to the credit of the Council with banks or other financial institutions.

By-Law 13: Legal and Working Languages

The language of the Council's legal documents is French, with documents translated into English where this facilitates their distribution and comprehension or where this is a legal requirement to do so. The language of the Council's working documents is English; documents being translated into French when possible and when deemed appropriate to facilitate the work of the Council. In the event of litigation, the French version takes precedence.

By-Law 14: Communication

14.1 The Council shall have a unique logo and visual identity.

14.2 The Council Secretariat shall take sole responsibility for implementing the communication strategy of the Council as well as the various communication tools employed in order to achieve the objectives and further the cause of the Council. The Secretariat shall maintain a website that shall provide information to serve the needs of Council members, the water community as a whole and the public-at-large.

14.3 The Council Secretariat will produce from time to time one-off publications, proceedings, reports and journals in order to focus attention on key water issues. It may sell these publications in order to cover publication costs.

14.4 Any member representing the World Water Council at any event should consult the President or Executive Director for guidance prior to the meeting.

By-Law 15: Amendments

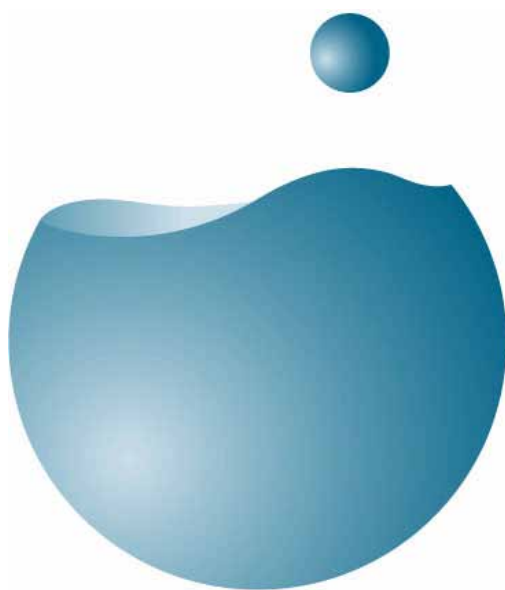
15.1 In accordance with Article 23 of the Constitution, the Board may approve any amendments to these By-Laws, which may be implemented immediately, subject to ratification by the next General Assembly.

15.2 In such cases, if the functions of various existing Working Bodies of the Council are affected, or new Working Bodies created, the new Working Bodies shall carry out their duties under the amended provisions during the transition period until final ratification by the next General Assembly.

By-Law 16: Working Documents

16.1 Any working or policy documents, once adopted by the Board, may be implemented with immediate effect.

16.2 The Council Secretariat will maintain a 'Working Document Depository' that will include copies of all working documents adopted by the General Assembly, Board or Bureau of the Council, that are still in force.



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