

# **WATER INSTITUTE OF SOUTHERN AFRICA NPC**

## **THE RULES OF THE COMPANY** (Hereinafter referred to as “the Rules”)

### **1 NAME OF THE COMPANY**

The name of the Company shall be the WATER INSTITUTE OF SOUTHERN AFRICA NPC (hereafter referred to as “the Company”). The Company is an Association incorporated under Section 21 in terms of the previous Companies Act 61 of 1973 (now repealed), being an Association with perpetual succession and which continues to exist as a non-profit Company under the new Companies Act 71 of 2008 in terms of item 2 of Schedule 5 to the Act.

### **2 INTRODUCTION AND RECORDAL**

2.1 The Company recognises and acknowledges that it is an economic institution, but that it is also a corporate citizen of the Republic of South Africa. As such, the Company has social and moral standing in society with all the responsibilities attached to such status.

2.2 As a responsible corporate citizen, the Company should protect, enhance and invest in the well-being of the economy, society and the natural environment.

2.3 The Company should respect and realise universally recognised, fundamental human rights.

2.4 The Company will adhere to and respect the principles of transparency, accountability and good corporate governance.

2.5 The Company must build a sustainable business by having regard to the Company’s economic, social and environmental impact on the community in which it operates through effective strategy and operations.

2.6 The Company is subject to and must respect the laws of the Republic of South Africa.

2.7 The Company expressly acknowledges that it is subject to the South African Constitution and the Bill of Rights as contained therein.

2.8 The Company will be non-racial and non-discriminative in its objectives.

2.9 The Company recognises that it is a social entity with both rights and responsibilities and, as such, the Bill of Rights and the Constitution apply to it in a manner that goes beyond mere financial considerations.

2.10 The foundational values of the dignity, freedom and equality should guide the Company in its interaction with every stakeholder.

2.11 The Company furthermore recognises and acknowledges the spirit of volunteerism inherent in its structures and that the Company is reliant on the

skills, expertise and valuable input of those who volunteer, for no reward, their time and services to the Company.

### **3 INTERPRETATION**

- 3.1 In this document (hereinafter referred to as “the Rules”), all definitions and/or expressions shall bear the same meaning as those contained in the Company’s Memorandum of Incorporation unless otherwise stated. Furthermore unless the context indicates otherwise, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine. Words importing persons shall include corporations, companies, firms, close corporations, partnerships and learned societies.
- 3.2 “Board” means the body consisting of Board Members as described in the Rules tasked with the management of the Company.
- 3.3 “Branch” means an associate body of the Company, which functions within a defined geographical area. Members of a Branch may not necessarily be Members of the Company. All Members of the Branch Management Committees must be Members of the Company.
- 3.4 “Branch Management Committee” is a body of Branch Council Members elected by the members of the relevant Branch Council to manage the day-to-day affairs of the Branch.
- 3.5 “Chief Executive Officer” means an employee of the Company who has been duly appointed by the Board to occupy the post of Chief Executive Office (the role, duties and function of the Chief Executive Officer being set out below in this document).
- 3.6 “Company” means the Water Institute of Southern Africa NPC, an Association incorporated under Section 21 in terms of the previous Companies Act 61 of 1973 (now repealed) and which continues to exist as a non-profit Company under the Act in terms of item 2 of Schedule 5 to the Act.
- 3.7 “Council” means the elected and co-opted body of the Company as described in the Rules
- 3.8 “Council Member” means a member of the Company and serving on the Council in terms of the Rules;
- 3.9 “Division” means an associate body or interest group of the Company. Members of a Division may not necessarily be Members of the Company. All Members of the Division Management Committees must be Members of the Company. The aims, objectives and constitution of the Division must mirror those of the Company for its specific field of interest. The establishment of a Division is subject to Board approval.
- 3.10 “Division Management Committee” means a body of Division members elected by the members of the relevant Division to manage its overall affairs.
- 3.11 “National Division” means an associate body that is the only representative associate within a specific interest group that represents its own interest at a regional, national and international level as well as on Council.

- 3.12 “National Management Committee” means a body of persons elected from amongst the members of one or more Management Committees of a particular interest group and its Chairperson shall have an automatic seat on the Company Council.
- 3.13 “President” means a Director of the Company and who has been duly elected by the Board at the first Board Meeting of a calendar year to occupy the post of President;
- 3.14 “Sub-structure” means an associate body that forms part of a registered Branch or Division and its establishment is approved by the relevant Branch or Division subject to ratified by the Company Board.
- 3.15 “The Rules” means this document and as referred to in Clause 6 of the Company’s Memorandum of Incorporation, as amended, including all Annexures referred to and can be periodically amended and/or revised. This document constitutes an integral part of the Company’s Memorandum of Incorporation.

#### **4 OBJECTIVES AND AIM**

The objectives of the Company are to provide a forum/platform for exchange of information and the exposure of all viewpoints that will contribute to the improvement of water management globally as stated in its vision statement viz.

##### ***“Promoting professional excellence in the water sector”***

While the primary geographical focus for the activities of the Company will be Southern Africa, this may include global activities but will not exclude being delineated by natural or other boundaries.

Accordingly its mandate shall inter alia be to:

- 4.1. Support/integrate the water sector, strengthen its “fabric” and deal with all issues relating to the water cycle and the environment including relevant regulations.
- 4.2. Arrange conferences, colloquia, symposia, seminars and workshops.
- 4.3. Encourage communication and a better understanding among individuals and organisations in the water sector.
- 4.4. Encourage and facilitate the exchange of information relating to all aspects of the water sector.
- 4.5. Social, educational, economic, and managerial development.
- 4.6. Liaise with government (Central, Provincial and Local), regional water authorities, industry, NGOs and any other appropriate bodies on all matters relating to the water environment.
- 4.7. Promote participation and active involvement in research for the benefit of communities, industry and the environment.
- 4.8. Establish a national database of all professionals, managers, administrators, and functionaries active in the water sector in order to improve networking and to facilitate the sharing of information.

- 4.9 Establish and manage a fund to support research, individual development and capacity building.
- 4.10 Establish programmes and forums under the Company to help develop new skills and training.
- 4.11 Identify potential sources of and avenues for donations and actively pursue and secure such donations for the benefit of the Company

## **5 EXTENDED POWERS OF THE COMPANY**

The Company and its associate structures shall have the following powers, which may be delegated by the Council to the Board and/or the Chief Executive Officer and/or any Special Committee of the Company (if created subject to the provisions of the Memorandum of Incorporation and this document):

- 5.1 To establish Branches and Divisions or sub-structures thereof to facilitate interaction amongst its Members and to cater for specialised fields of expertise and/or initiatives where this appears desirable and reasonable.
- 5.2 To arrange meetings, conferences, colloquia and symposia for the presentation and discussion of any matters related to the objectives of the Company.
- 5.3 To publish transactions, journals, newsletters, periodicals, leaflets, etc, in any form and format, inclusive of electronic means.
- 5.4 To liaise with centres of research and education and foster research and courses supporting its objectives.
- 5.5 To fund bursaries, grants, or scholarships for the promotion of continuing education and study of its objectives, or to undertake such activities itself.
- 5.6 To promote the knowledge transfer, education and training of all those engaged in the water sector including the operation and maintenance of water and wastewater treatment plants.
- 5.7 To provide a forum for other bodies concerned with and actively promoting integrated management and stimulate public awareness of sustainable water management.
- 5.8 To assist with the drafting, where feasible, of legislation related to the water sector.
- 5.9 To assist relevant authorities with the enactment, amendment or repeal of legislation incidental to the objectives of the Company.
- 5.10 To assist authorities with the implementation of relevant acts and policies and at the same time act as a forum for communication between the water industry and authorities.
- 5.11 To affiliate with other professional associations that have similar objectives to those of the Company or which can assist in the promoting the objectives of the Company and to contribute to the funds of these associations or accept funding from them.

- 5.12 To engage in lawful activities that facilitates the attainment of the objectives of the Company.
- 5.13 To approve constitutions of newly established Branches and Divisions prior to the activation of such a constituency or approve the revised constitutions of Branches and Divisions.

## **6 GOVERNING STRUCTURES OF THE COMPANY**

- 6.1 The governance of the affairs of the Company shall be vested in the Board.
- 6.2 The Board shall be responsible for corporate governance, strategic planning, policy, budgeting and the overseeing of the office of the Chief Executive Officer. The Chief Executive Officer shall be responsible for the management of the Company.
- 6.3. This “the Rules”, as amended will determine the composition of both Council and the Board and it shall not be in conflict with the provisions of the Memorandum of Incorporation.
- 6.4 The employment and dismissal of the Chief Executive Officer shall be at the discretion of the Board and subject to the ratification of the Council.

## **7 COUNCIL**

- 7.1 The term of Council will be from the end of one Annual General Meeting (ANNUAL GENERAL MEETING) to the end of the following one.
- 7.2 Subject to the provisions of the Memorandum of Incorporation, Council shall consist of not less than 7 (seven) Council Members and provision shall be made for the following positions with the stated minimum term of office:

### **7.2.1. Ex officio Members:**

Shall be the President, Vice-President, Immediate Past President and, Treasurer.

### **7.2.2. Elected Council Members:**

7.2.2.1 Elected Council Members are Members, who are elected to this position in terms of the Company’s national-election process as set out under this policy;

7.2.2.2 Elected Council Members should not be less than 7 (seven) Members and they shall serve for a minimum period of 2 (two) years with an option to be re-elected for an additional 2 (two) years by Council.

### **7.2.3 Co-opted Council Members:**

7.2.3.1 Co-opted Council Members are voting Members, who are co-opted onto Council by the Board subject to ratification by Council;

7.2.3.2 Co-opted Council Members are primarily co-opted for their skills and specialist knowledge needed to support and strengthen the management structures of the Company.

7.2.3.3 Co-opted Council Members shall not be more than 5 (five) Members and they shall serve for a minimum period of 2 (two) years with an option to be co-opted for an additional 2 (two) years.

**7.2.4 Associate Council Members:**

7.2.4.1 Associate Council Members are Chairpersons of Branches and National Division Committees who shall enjoy automatic seats on Council.

7.2.4.2 Associate Council Members shall serve for a minimum period of 2 (two) years with the option to be re-elected for an additional 2 (two) years;

7.2.4.4 Representation of Branch Chairpersons may only be restricted by a decision of Council.

7.2.5 Council Members shall be inclusive of all Directors and Ex-officio Members as decided by Council from time to time.

7.3 Council shall hold at least 4 (four) meetings per year inclusive of the ANNUAL GENERAL MEETING.

**8 RESIGNATION OF COUNCIL MEMBERS**

8.1 In the event of a Council Member not being able to continue serving on Council the procedure contained in the Rules (which shall not be in conflict with the provisions of the Memorandum of Incorporation) shall apply.

8.2 In the case of a Council Member representing a Branch or National Division Committee not being able to continue serving on Council, then the National Division Committee or Branch shall nominate a replacement Council Member.

8.3 In all other cases of Council Members not being able to continue serving on Council the Board shall have the right to co-opt a voting Member to fill a vacancy that may arise on Council prior to the next Annual General Meeting.

**9 ELECTION OF COUNCIL MEMBERS**

National elections consist of two processes, namely, the nomination and election processes set out below:

**9.1 Nomination Process:**

9.1.1 Voting Members shall have paid their subscription fees for the year immediately prior the national election process before being allowed participate in either the nomination or election process.

- 9.1.2. Only voting Members are eligible to be nominated as potential candidates to participate in the national election. The latter provision is not applicable to Branch- and Divisional elections.
- 9.1.3 Only voting Members of the Company who have paid their subscription fees for the year immediately prior to an election shall be eligible for nomination.
- 9.1.4 Nominees must be supported by at least 1 (one) Member, indicate their willingness to accept the nomination and commit themselves to attend all meetings of Council. Full contact details of the nominee, supported by a short curriculum vitae of not less than 30 (thirty) lines must be supplied together with the proposer's name and membership number. The completed nomination form must be delivered by post or hand or faxed to the registered offices of the Company by the due date. It remains the obligation of the proposer to ensure that his completed nomination has been received.
- 9.1.5 All registered Members of the Company shall be requested to electronically download the relevant nomination form from the Company's website or to request a fax or e-mail copy from the Company's National Office. The nomination form shall state the number of vacancies and the names of Council Members presently occupying the seats.
- 9.1.6 Should the number of eligible nominees be equal to the number of vacancies, no election will be required and the duly qualified nominees shall be considered as elected. Should the number of nominees deemed to be elected be less than the number of vacancies, then Board will have the right to co-opt voting Members to fill any of the remaining vacancies.

## **9.2 Election Process:**

- 9.2.1 Only paid-up voting Members comprising Members may partake in the national election process.
- 9.2.2 No proxies will be allowed during national elections.
- 9.2.3 In the case of non-individual Members only those persons indicated in the database as representatives may participate in the election process. Should such a person also be an individual Member of the Company they may exercise both votes.
- 9.2.4 Elections may only be held to fill a vacancy for an elected Council Member and/or vacancy that are envisaged to arise at the next Annual General Meeting in terms of the provisions of the Rules.
- 9.2.5 The initiation of a national election shall be approved by the Board based on a recommendation by the Chief Executive Officer.
- 9.2.6 The timetable for the national election process (assuming mid-May as the date for an Annual General Meeting) will be as follows:

**15 January - Call for nominations**  
**15 March - Mailing of ballots**  
**15 April- Return dead line for election**  
**25 April- Latest date for announcement of results**

- 9.2.7 Ballot papers will list the number of vacancies, the full names of eligible and duly qualified candidates supported by short curriculum vitae. A space shall also be provided for an eligible Member to exercise his vote together with instructions about the voting process.
- 9.2.8 Ballot papers will be posted to all eligible Members together with a stamped envelope enabling the voter to return the ballot paper to the Company.
- 9.2.9 This envelope should be returned sealed with the ballot paper inside and bearing the name and signature of the voter on the sealing flap.
- 9.2.10 After the deadline for the election, the Chief Executive Officer of the Company, or a duly delegated staff official, will verify the names of the respective voters appearing on the flap of ballot envelopes against the database of the Company and prominently mark those ballot envelopes eligible for counting. Ballot envelopes from voters who are not eligible to vote will be marked, and the reason for the disqualification documented.
- 9.2.11 The Chief Executive Officer of the Company, or a duly delegated staff official, plus at least 2 (two) Directors will form the body of official election counters, who are required to keep confidential what they have learned during the counting process, except for the official results once announced. The official election counters may not be nominees or a proposer of a nominee.
- 9.2.12 The official counters will open all those ballot envelopes marked as eligible for counting, affix the ballot paper to its corresponding envelope, and record the votes for each candidate on a list. After this process all ballot envelopes marked as not eligible for counting will be opened and the names of voters plus the names of their preferred candidates separately recorded on the same list. This list, also containing the names and signatures of the counters, will form the official record of the election and will be kept for one year after the election after which it may be destroyed.
- 9.2.13 As soon as possible after the counting the President will announce the results of the election to all Members and ensure that the successful candidates are welcomed in an appropriate manner.
- 9.2.14 Successful candidates may only take up his seat at an Annual General Meeting of the Company after the elected President announces the names of the incoming Council Members.
- 9.3 The process will be at all times transparent and accountable and comply with the principle of good corporate governance.

## **10 INDUCTION AND TRAINING OF COUNCIL MEMBERS**

- 10.1 The Company will, through the Board, establish a formal induction program to familiarise appointed Council Members with the Company's operations, its business environment and the sustainability issues relevant to its business.
- 10.2 The training and induction program should be an on-going one.



- 10.3 The induction and on-going training programs should meet the specific needs of both the Company and the individual and should therefore incorporate an overview of any changes to applicable laws, rules, codes and standards, as well as corporate governance.
- 10.4 In addition to the foregoing, Council Members will be required, on an annual basis, to attend courses in corporate governance through a competent authority and obtain the required credits in this regard.

## **11 THE BOARD**

- 11.1 The Board shall be inclusive of all elected, co-opted and ex-officio Directors.
- 11.2 The term of the Board shall be from the end of one Annual General Meeting to the end of the following one.
- 11.3 Subject to the provisions of the Memorandum of Incorporation, the Board shall consist of not less than 7 (seven) and not more than 11 (eleven) Directors.
- 11.4 The Board shall consist of the following executive positions and the recommended term of office:
- 11.4.1 **Ex officio Directors:** the President, Vice President, Immediate Past President and Treasurer
- 11.4.2 **Elected Directors:**
- 11.4.2.1 Elected Directors are those Members who have been elected from within Council to serve on the Board.
- 11.4.2.2 Elected Directors are also those Members elected from within the Members of the Company to represent the interests of Branches, and Divisions on the Board and the current Young Water Professionals President.
- 11.4.2.3 Elected Directors shall serve for a minimum term of 2 (two) years with an option to be re-elected for an additional 2 (two) years.
- 11.4.2.4 Elected Directors shall not serve on the Board for more than 2 (two) consecutive years in the same position.
- 11.4.2.5 Notwithstanding the above the Treasurer, Branch and Division Directors may serve for a maximum period of 4 (four) years.
- 11.4.3 **Co-opted Directors:**
- 11.4.3.1 Co-opted Directors are Council Members who are co-opted to the Board for their skill and specialist knowledge and their number shall be restricted to a maximum of 4 (four).
- 11.4.3.2 Co-opted Directors shall manage key portfolios in association with other Directors and/or other Co-opted Directors together with external specialists.

11.4.3.3 Co-opted Directors shall be actively involved and assist the Board in the co-ordinating or assisting with the co-ordination of strategic initiatives of portfolios as defined by the Board and reviewed on an annual basis as aligned with the strategic plan of the Company.

11.4.3.4 Co-opted Directors shall serve for a minimum period of 2 (two) years with an option to be co-opted for an additional 2 (two) years in the same position.

11.4.3.5. Notwithstanding, the Co-opted Directors shall not serve on the Board for more than 4 (four) consecutive years in the same position.

11.5. A Director may not hold two Directorships on the Board except by nomination as a proxy.

## **12 POWERS AND DUTIES OF THE BOARD**

The Board shall:

12.1.1 make the strategy and oversee the management of the business of the Company and may exercise all such powers of the Company as are not by the Statutes or by this Memorandum of Incorporation required to be exercised by the Company at any meeting of members, subject to the provisions of this Memorandum of Incorporation and of the Statutes and to such regulations not inconsistent with this Memorandum of Incorporation or the Statutes as may be prescribed by the Company at any such meeting, but no regulation made by the Company at such meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made;

12.1.2 consider, review and determine the administration, management and activities of the Company and the Institute, review existing policy and formulate future policy;

12.1.3 consider, review and determine any document/s setting out the Rules, any other Procedures and Policy document/s and the Code of Conduct of members and employees, if any.

12.2 Without limiting their general powers, the Board may:

12.2.1 exercise all the powers of the Company to borrow money and to mortgage or pledge its undertaking or property.

12.2.2 employ, discipline and dismiss only the Chief Executive Officer in terms of the Human Resources Policy of the Company and any other legal requirements;

12.2.3 only in exceptional circumstances and failing any alternative solution, delegate any of its functions to one or more of its members, committees or a designated employee, subject to the provisions of this Memorandum of Incorporation and revoke such delegation.

- 12.3 The Board may, from time to time, appoint a Chief Executive Officer for such period and subject to the Memorandum of Incorporation and the Statutes at such remuneration and generally on such terms as they may think fit and it may be made a term of his appointment that he be paid a pension, gratuity or other benefit on his retirement from office. The Chief Executive Officer's role, duty and responsibilities are set out in the Rules.
- 12.4 The Board must not impede the Chief Executive Officer's duties, responsibilities and functions.
- 12.5 The Board furthermore undertakes to comply at all material times with the principles of good corporate governance.
- 12.6 The Key Performance Areas (KPA's) of the Company's strategic plan must be reviewed by the Board on an annual basis.

### **13 TRAINING AND INDUCTION OF DIRECTORS**

- 13.1 The Board must establish a formal induction program to familiarise incoming Directors with the Company's operations, its business environment and the sustainability issues relevant to its business. Furthermore, the Board must also introduce incoming Directors to Members of senior management and their respective duties and responsibilities.
- 13.2 An appropriate induction program must meet the specific needs of both the Company and the individual and should enable any new Director to make the maximum contribution as quickly as possible.
- 13.3 The induction and training programs must be on-going.
- 13.4 The induction and training programs should incorporate an overview of any changes to applicable laws, rules, codes and standards and corporate governance.
- 13.5 New Directors with no or limited Board experience should be developed and receive education about their duties, responsibilities, powers and potential liabilities. Mentorship by experienced Directors is encouraged.
- 13.6 Director development should be on-going and encouraged in the same manner as continuing professional development is for certain other professions so as to enhance governance practices within the Board itself.
- 13.7 Directors should receive regular briefing on matters relevant to the business of the Company, changes in risks and laws applicable to the business of the Company, including accounting standards and policies and the environment in which it operates.

## **14 ELECTION AND/OR ROTATION OF DIRECTORS**

- 14.1. The serving Board shall nominate and elect, at the first Board meeting in the new calendar year, from amongst their number, Directors to fill the positions of the Incoming President, Vice President and Treasurer subject to the provisions of the Rules.
- 14.2. Notwithstanding the provisions of the Memorandum of Incorporation, the Immediate Past President shall serve as the Presiding Officer for all Board elections.
- 14.3. In the event of the Serving President not being re-elected to serve a 2<sup>nd</sup> term, the person occupying this position shall automatically take up the office of the Immediate Past President for a period not exceeding 2 (two) years.
- 14.4. An Ad Hoc Committee consisting of the President, Immediate Past President, Branch and Division Directors shall meet and agree on the Council Members to be co-opted onto the Board. The Chief Executive Officer shall form part of these deliberations and may table his recommendations to facilitate the decision-making process.
- 14.5. Any decision for the co-opting of a Council Member, as Director, shall be based on a unanimous decision. The deliberations may take place via a physical meeting or electronic communication.
- 14.6. Branch- and Division Chairpersons shall nominate and elect from amongst their number persons to fill any vacancy that may arise for a Branch- and/or Division Representative on the Board subject to the provisions of the Rules. These elections must take place not later than 15 April and shall be co-ordinated by the serving Board representative.
- 14.7. The Board shall have the right to co-opt any person from amongst the Council Members to fill a vacancy on the Board until the end of the next Annual General Meeting.
- 14.8. The extended duties of the Directors are contained in this document and in the Memorandum of Incorporation.
- 14.9. The Directors elected to replace a serving Director shall take up their seats during the proceedings of the Annual General Meeting after the elected President announces the Incoming Council / Board.
- 14.10. Any amendment or change to the structure of the Board or Council shall be endorsed at an ordinary meeting held prior to the Annual General Meeting.
- 14.11. In the event that the Board being unable to elect or re-elect Directors, the meeting shall stand adjourned unless the Board decides not to fill the vacancies. When the adjourned meeting is resumed the retiring Directors shall be deemed to have been re-elected, except where a resolution for the re-election of a Director has been put to the vote and rejected.
- 14.12. A Director who loses his right to sit on Council shall automatically lose his right to serve on the Board at the end of the next Annual General Meeting.

- 14.13. The appointment of a new Director shall not take effect until the consent form to serve as a Company Director is completed and signed as required in terms of the Act.

## **15 COMMITTEES**

- 15.1 Except to the extent that this Memorandum of Incorporation provides otherwise, the Directors may delegate or allocate any of their powers to committees consisting of such persons of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of this Memorandum of Incorporation regulating the meetings and proceedings of the Directors.

- 15.2 Whilst the Board may delegate certain functions to well-structured committees, it must do so without abdicating its own responsibilities. Section 2(3) of the Act provides that the creation of a Board committee, delegation of any power to a committee or action taken by a committee does not alone satisfy or constitute compliance by a Director with his or her required duty to the Company, as set out in Section 76 of the Act (which deals with Standards of Directors' Conduct). This entails that the Board of Directors will remain liable for the proper performance of the duty delegated. In other words, while the Board may delegate its powers to a committee, it cannot abdicate its legal responsibility for the conduct of the committee.

- 15.3 The Board should therefore critically apply its collective mind to the recommendations and the reports of all its committees before approving such recommendations. Formal terms of reference must be established and approved for each committee of the Board.

### **15.4 Portfolio and other Committees**

- 15.4.1 The Board must establish the terms of reference for any Portfolio Committees which will be established.

- 15.4.2 The Board has the right to establish or dissolve a Portfolio Committee and/or amend their terms of reference, which will be reviewed on an annual basis as aligned with the strategic plan of the Company. Portfolio Committees, inter alia, will be the following:

**Finance and Risk Audit  
Corporate Governance  
Strategy and Projects**

- 15.4.3 Chairpersons of Portfolio Committees shall be elected from amongst the Directors and/or Co-opted Directors by the Board. These Chairpersons will be responsible for the co-ordination of the Portfolio Committees in conjunction with other Directors and/or subject matter experts.

- 15.4.4 The Portfolio Committees should consist of not more than 5 (five) members. The Chief Executive Officer shall serve as an ex-officio member on any Portfolio Committee.

- 15.4.5 If a Finance and Risk Audit Portfolio Committee is established, then such committee shall consist of the Chief Executive Officer, the Finance Manager and the Treasurer. The Treasurer will also serve as the Chairperson of this Committee.
- 15.4.6 The Portfolio Committees shall hold at least 2 (two) meetings per annum except for the Finance and Risk Audit Portfolio Committee (if established) which shall meet at least before finalisation of the Budget, after the Audit and just prior to the Annual General Meeting. In addition the Committees will meet whenever so requested by the Chief Executive Officer and/or the Board.
- 15.4.7 Portfolio Committees shall manage their affairs in accordance with the latest version of the document, "Guidelines for Portfolio Committees".
- 15.4.8 The aforesaid Portfolio Committees can be changed from time to time by the Board.
- 15.5 The Board may, in addition to any other Portfolio Committees, establish an Audit Committee.

## **16 ADMINISTRATION OF THE COMPANY**

- 16.1 The Chief Executive Officer shall administer and manage the Company in consultation as and when necessary with the President, Vice-President, Treasurer and Immediate Past President.
- 16.2 The Chief Executive Officer shall be bound by the decisions taken by the Board and Council and shall see to their proper implementation.
- 16.3 The Chief Executive Officer is required to administer the Company with due diligence and within the applicable legal framework and statutes, regulations, and by-laws.

## **17 THE CHIEF EXECUTIVE OFFICER**

### **17.1 Appointment**

The Chief Executive Officer is an employee of the Company who has been duly appointed by the Board to occupy such post.

### **17.2 Role and Function**

The Chief Executive Officer should -

- 17.2.1 constantly strive to achieve the Company's financial and operating goals and objectives and ensure that the day-to-day business affairs of the Company are properly managed within the approved framework of delegated authority;
- 17.2.2 endeavour to ensure that a long-term strategy of the Company is developed and recommended to the Board for implementation to create added value for and positive relationships with stakeholders;

- 17.2.3 ensure that a positive and constructive work climate conducive to attracting, retaining and motivating employees at all levels in the Company is maintained;
- 17.2.4 foster a corporate culture that promotes sustainable ethical practices, encourages individual integrity and fulfils social responsibility objectives and imperatives;
- 17.2.5 serve as the chief representative of the Company;
- 17.2.6 not also fulfil the role of Chairperson of the Board (as this is the role of the President of the Company);
- 17.2.7 recommend or appoint the executive team and ensure proper succession planning and performance appraisals;
- 17.2.8 develop the Company's strategy for consideration and approval by the Board;
- 17.2.9 develop and recommend to the Board yearly business plans and budgets that support the Company's long-term strategy;
- 17.2.10 monitor and report to the Board the performance of the Company and its conformance with compliance imperatives;
- 17.2.11 establish an organisational structure for the Company which is necessary to enable execution of its strategic planning;
- 17.1.12 set the tone in providing ethical leadership and creating an ethical environment;
- 17.1.13 ensure that the Company complies with all relevant laws and corporate governance principles;
- 17.1.14 ensure the Company applies all recommended best practices and, if not, that the failure to do so is justifiably explained; and
- 17.1.15 is responsible for ensuring that :
  - 17.1.15.1 the Company's strategies are actioned upon successfully;
  - 17.1.15.2 sufficient human, financial, technological, informational and material resources are available to carry these out; and
  - 17.1.15.3 the necessary business relationships, organisational structures and motivational schemes are in place.

## **18 THE PRESIDENT**

### **18.1 Election**

The President is a Director of the Company who sits on the Board and who has been duly elected by the Board at an Annual General Meeting to occupy the post.

## 18.2 Term of Appointment

Unless re-elected at an Annual General Meeting, the post of the President shall not be occupied by any person for longer than 1 (one) year.

## 18.3 Role and Function

The President –

- 18.3.1 will preside at every Council or Board Meeting of the Company as Chairperson;
- 18.3.2 has authority to call meetings of the Company but has no other constitutional powers;
- 18.3.3 plays a key role as an ambassador for the Company;
- 18.3.4 has no de facto powers to act on behalf of the Company unless specific authority has been delegated to him/her by the Board;
- 18.3.5 deliver the presidential address at the Annual General Meeting;
- 18.3.6 promote the Company through written articles and personal appearances at conferences and on radio and television;
- 18.3.7 represent the Company at legislative sessions, committee meetings and at formal functions;
- 18.3.8 promote the Company to local, regional, national and international constituencies;
- 18.3.9 build a fundraising network using personal contacts, direct mail, special events and social support;
- 18.3.10 is accountable to the Board;
- 18.3.11 represents the Company in civic and professional association responsibilities and activities in the local community, the province and at national level;
- 18.3.12 acts as the principal liaison between the Board and the Chief Executive Officer;
- 18.3.13 is responsible for the smooth operation of the Board;
- 18.3.14 must set the ethical tone for the Board and the Company;
- 18.3.15 must provide overall leadership to the Board;
- 18.3.16 must play an active part in setting the agenda for Board meetings;
- 18.3.17 must preside over Board meetings and ensure that time in meetings is used productively;
- 18.3.18 must encourage collegiality amongst Board members without inhibiting candid debate amongst them;
- 18.3.19 must manage conflicts of interests;



- 18.3.20 must act as the link between the Board and the Chief Executive Officer;
- 18.3.21 must be collegial with Board members and management while at the same time maintaining an arm's length relationship;
- 18.3.22 must ensure that Directors play a full and constructive role in the affairs of the Company and take a lead role in the process for removing non-performing or unsuitable Directors from the Board;
- 18.3.23 must ensure that complete, timely, relevant, accurate, honest and accessible information is placed before the Board to enable Directors to reach an informed decision;
- 18.3.24 must monitor how the Board works together and how individual Directors perform and interact at meetings;
- 18.3.25 must uphold rigorous standards of preparation for meetings by meeting with the Chief Executive Officer before meetings and studying of the meeting information packs distributed; and
- 18.3.26 must ensure that decisions by the Board are executed.

#### **18.4 Knowledge and Skill Requirements**

A person nominated or who has requested to be elected as President must have the following knowledge and skill requirements :

- 18.4.1 Experience in strategic planning and execution;
- 18.4.2 Knowledge of contracting, negotiating and management;
- 18.4.3 Skill in examining and re-evaluating operations and procedures;
- 18.4.4 Experience in formulating policy and developing and implementing new strategies and procedures;
- 18.4.5 Ability to oversee the development of financial plans and the management of resources;
- 18.4.6 Ability to analyse and interpret financial data;
- 18.4.7 Knowledge of public relations principles and practices;
- 18.4.8 Knowledge of communication and public relation techniques;
- 18.4.9 Ability to identify and secure funding/revenue sources;
- 18.4.10 Professional written and verbal communication and inter-personal skills;
- 18.4.11 Ability to communicate and interact with persons at all levels of society and to work effectively with a wide range of constituencies in a diverse community;
- 18.4.12 Ability to motivate teams and simultaneously manage several projects;

18.4.13 Ability and willingness to work a flexible schedule and travel.

## **19 BRANCHES, DIVISIONS AND SUB-STRUCTURES**

- 19.1 Branches and Divisions and Sub-Structures shall be established, maintained, administered and managed according to the latest version of the document, "Guidelines for Branches and Divisions" as well as the Rules.
- 19.2 Branch, Division and Sub-Structure Chairpersons shall serve for a minimum term of 2 (two) years on Council with the option to be re-elected for an additional 2 (two) years by their respective members. However, no person shall serve on the Management Committee of a Division for more than 4 (four) consecutive years in the same position.
- 19.3 Branches and Divisions and Sub-Structures must align the office term of their respective Chairpersons with the term office prescribed by Council and where an election for a specific Branch or National Chairperson becomes necessary such an election shall take between 15 January and 15 April and the results should be submitted to the Chief Executive Officer not later than the 25 April.
- 19.4 Notwithstanding the above any newly elected Branch and National Division Chairperson may only take up his seat at the end of the Annual General Meeting, after the elected President announces his name as part of Incoming Council for the ensuing year unless the specific election was undertaken with the purpose to fill a vacant seat.
- 19.5 Branches and Divisions and Sub-Structures shall have the right to elect their management committee in accordance with their respective constitutions/by-laws which shall not in conflict with the provisions of the Rules
- 19.6 All Branches and Divisions of the Company will have a centralised bank account.

## **20 FINANCES**

- 20.1 The Company central administrative office (National Office) is the only legal entity (persona) of the Company and as such all financial affairs must be either directly handled by this Office, or if delegated, be handled strictly according to their instructions.
- 20.2 The Chief Executive Officer will be the only person within the Company who has the right to sign a binding contract, or to commit the Company to any expenditure or legal obligation.
- 20.3 The Chief Executive Officer and the Finance Manager of the Company will prepare the Budget for consideration by the Finance and Risk Audit Portfolio Committee, which will present the Budget to the Board with a recommendation for acceptance or amendments.
- 20.4 The Board has authority to approve the Company's Budget.
- 20.5 The Chief Executive Officer, in consultation with the Board, has authority to conclude legal agreements or any other arrangements that may be legally binding on the Company. Any other person who concludes an agreement without proper

consent of the Board shall be held personally liable for their actions unless it can be conclusively proved that the arrangement was concluded with the concurrence of the Chief Executive Officer.

- 20.6 The financial accounts and the processing of all transactions for all Divisions, Branches, Committees, or other approved structures of the Company will be undertaken on behalf of such structures through the Company central offices.
- 20.7 Divisions, Branches or other structures that maintain financial arrangements such as petty cash floats, independently of the Company National Office, must submit a detailed income and expenditure statement to the Company every second month, calculated from the beginning of a calendar year, by no later than 14 (fourteen) days following the end of each 2 (two) month period.
- 20.8 Originals of supporting documentation must accompany the income and expenditure statement to enable the Company to complete a VAT return.
- 20.9 Failure to comply with the previous provision will result in a recommendation to the Board for the transfer of the financial affairs of that Branch or Division to the Company National Office.
- 20.10 Surplus balances on the books of a Branch or Division in excess of R10 000,00 (Ten Thousand Rand) will automatically be placed in an interest bearing account and accumulated interest will accrue directly to the Division or Branch. General interest on the current accounts and bank charges will be allocated to the central Company account.
- 20.11 The Company National Office will prepare and distribute financial statements for all Branches, Divisions and other structures on a quarterly basis.
- 20.12 The “Financial Systems and Procedures” policy document will provide guidelines for the day-to-day management and control of the Company’s finances and similar guidelines would be provided to Branches and Divisions as well as other strategic structures of the Company.

## **21 MEMBERS**

- 21.1 Membership to the Company is not an automatic right but is granted annually at the sole discretion of its Membership Committee. Members are individuals and non-individuals admitted to the Company in terms of the Rules and their details are recorded in the “Register of Company Members”.
- 21.2 An Eligible Member is an individual or non-individual who has fully paid up his monetary obligations to the Company and its sub-structures. An Eligible Member is entitled to all Members’ rights subject to the provisions contained in the Rules and “the Company Members” documents as amended.
- 21.3 **Categories**
  - 21.3.1 Members shall comprise of Individual Members, Non-individual Members and Professional Registered Members.
  - 21.3.2 Individual Member categories will comprise:

**Honorary Member**  
**Senior Fellow**  
**Fellow**  
**Member**  
**Associate Member**  
**Affiliate Member**  
**Student Member**

21.3.3 Non-individual Members will consist of all categories of Members who are commercial companies, non-profit and other organisations or associations, educational, research and training institutions, community based organisations, all arms of government such as local and other authorities, parastatals, etc. as well as all other Members who are not individual persons, as follows:

**Company Member**  
**Local Authority Member**  
**Professional Member Association**  
**Educational Institutions**  
**Water Utility Member**

21.3.4 Professional Registered Members will consist of Individual Members who are professionally registered with the Company. These Members will be categorised according to the different designations set up by the Company. The Members would need to meet the requirements of these specific designations before being registered as a Professional Registered Member by the Company.

21.3.5 The Company shall also comprise of Members with the following title:

**Honorary Members**  
**Patron Members.**

21.3.6 Retired Members can be of any category of individual Member who have retired from active employment and/or activities of the Company.

21.3.7 Young Water Professional Members can be of any category of individual member who are under the age of 35 (thirty five) years or who have gained their most recent qualification within the past 5 (five) years.

21.3.8 In all circumstances Members who are not paid up, except if so condoned through a decision of the Board, will lose their privileges and may be struck off the Register of Company Members at the discretion of the Chief Executive Officer.

#### **21.4 Application, Processing and Grading**

21.4.1 Application for a particular Member grade or an upgrade of Member status e.g. from an Associate Member to Member, shall be made on the appropriate printed or electronic form and submitted to the Company National Office. The grades of Members, fees and associated matters or conditions will be decided by the Board.

- 21.4.2 Applications, excluding the category of Honorary and Patron Memberships which are awarded solely at the discretion of the – Board, shall be considered by a person or committee appointed by the Board.
- 21.4.3 Application for particular Member grade may be refused or a different grade may be granted. An Applicant wishing to dispute an allocated grade may appeal in writing to the Board who has the discretion to abide by or overturn the decision of the relevant Company sub-structure. The Chief Executive Officer shall inform the applicant in writing of the Board decision. Should the applicant still not be satisfied he may refer the matter in writing to Council for a final ruling.
- 21.4.4 Members of the Company as per clause 15.3.2 shall be entitled to use the following abbreviations to designate their grade in the Company :

<b>Senior Fellow</b>	<b>SFWISA</b>
<b>Fellow</b>	<b>FWISA</b>
<b>Member</b>	<b>MWISA</b>
<b>Associate Member</b>	<b>AMWISA</b>

- 21.4.5 Members of the Company in good standing may convert to the Retired designation for that grade upon retirement. A Retired Member who has been a paid up Member of the Company for a minimum of 10 (ten) years shall be entitled to use the letters of designation of his grade prior to transferring to the grade of Retired Member.
- 21.4.6 The last recorded address provided by a Member to the Company shall be deemed to be the Member’s correct address for all purposes.

**21.5 Advancement in Categories, Senior Fellows and Honorary Members and Patron Members**

- 21.5.1 Individual Members may apply to advance in grade to Fellow Member according to the requirements for the different categories as decided by the Board.
- 21.5.2 Advancement to Senior Fellow or Honorary Member for individual Members shall be considered by a Senior Fellow Committee of between 3 and 6 Senior Fellows, formed and chaired by a Senior Fellow appointed at least every 2 (two) years by the Board. The deliberations of this Committee shall follow the Guidelines for Senior Fellows and Honorary Members as amended. The Committee will submit its recommendations to the Board which in turn will forward the recommendations as amended to Council for approval.
- 21.5.3 Additionally at its sole discretion the Board may bestow Honorary Membership on national or international individuals and/or institutions, who need not necessarily be Members of the Company but who are worthy of this honour.
- 21.5.4 The Board has the sole discretion to bestow on a company or institution of whatever nature, the title of Patron Member, subject to the requirements of the Patron Member guidelines as amended from time to time. The Board also enjoys the sole discretion to revoke such prestigious status for whatever reason if it is deemed in the interests of the Company. These

categories of Members shall enjoy certain additional rights and privileges as contained in the Patron Member policy as amended.

- 21.6 Members shall be managed in accordance with the provisions of the Memorandum of Incorporation and the Rules and the broader definition and benefits of Members shall be contained in a document entitled "The Company Members."

## **22 CONDUCT AND EXPULSION OF MEMBERS**

- 22.1 Members shall uphold the integrity and dignity of their profession and shall with full regard to the public interest faithfully discharge all their duties strictly in accordance with the Code of Conduct of the Company.
- 22.2 Members shall have the right to table written complaints against other Members of the Company for alleged breach of the Company's Code of Conduct. Complaints shall be addressed to the Chief Executive Officer.
- 22.3 The Chief Executive Officer shall furnish the written allegation of misconduct to the accused Member and invite such a Member to furnish a written response in defence of the tabled allegations to the Chief Executive Officer. The Chief Executive Officer will then consider all inputs and, the validity of the allegations tabled. Should the Chief Executive Officer decide that he/she requires further clarity and/or more information to make a decision, he/she shall adjourn and reschedule the meeting within 30 (thirty) working days. Further the Chief Executive Officer shall invite other affected parties/stakeholders to submit written submissions to him/her within 10 (ten) days of the invitation to provide clarity or more information on the allegation(s) at hand and have these submitted to the accused at least 5 (five) days prior to any scheduled meeting. At the second meeting, the Chief Executive Officer must reach a decision and forward a recommendation to the Board for final approval or rejection. The decision reached by the Board will be final without option for an appeal. In the interests of transparency the Company reserves the right to make the findings public.

## **23 FEES**

- 23.1 Every Member shall be liable for an entrance-, a subscription- and a grade transfer fee where deemed appropriate. The subscription fee shall be reviewed on an annual basis for each Member grade provided that the Board shall have the power to modify or waive any fee or subscription in exceptional circumstances.
- 23.2 Annual subscriptions shall become due and payable during January of each calendar year.
- 23.3 A Member whose subscription fee is not paid 6 (six) months after the due date shall not be in good standing, shall not be entitled to Member privileges and benefits and may be struck off the Register of Company Members at the discretion of the Chief Executive Officer.
- 23.4 A Member whose subscription is in arrears and who has been struck off the Register of Company Members shall nevertheless be liable for all payments due by him. In this regard, the Member's membership will only be reinstated subject to the Company's sole and exclusive discretion and, if reinstated, the Member will be liable

for a reinstatement fee as well as payment of all the outstanding arrear amounts on the subscription.

- 23.5 The Chief Executive Officer or a duly delegated staff official shall notify Members of their admission to the Company and invoice them for the appropriate entrance and annual subscription fees.
- 23.6 Should the entrance and annual subscription fees not be paid within 2 (two) months of the being invoiced admission to the Company, as a Member, may be withdrawn.
- 23.7 The first subscription of a Member shall be adjusted proportionately for the remainder of the subscription/calendar year. If a Member is elected after 1 October annually, the Member has the choice to pay either the proportional amount or the full subscription fee, which shall then be deemed, be payment for the next calendar/subscription year as well.
- 23.8 The Chief Executive Officer or a duly delegated staff official shall notify a Member of an upgrade of his membership status and his subsequent liability for the appropriate transfer fees and for the difference between the annual subscription fees for the two grades, if any. If an upgrade occurs during the last 3 (three) months of the financial year, a Member shall not be liable for the difference in annual subscription fees.
- 23.9 Should the entrance and annual subscription fees not be paid within 2 (two) months of the posting of the notification, the admission may be withdrawn.
- 23.10 The first subscriptions of Members of Divisions admitted during the last 3 (three) months of the financial year shall cover the period to the end of the following year.

## **24 EXTENDED VOTING RIGHTS**

- 24.1 Paid up individual Members of the Company in categories for which a fee is levied, including Honorary Members and Retired Members who do not pay a fee as per special dispensation, shall have one vote each to elect an eligible and duly qualified Member to Council and/or elect their representatives at the respective Branches and/or Divisions.
- 24.2 In the case of non-individual Members the person designated by such non-individual Members as their representative and registered as such in the data base of the Company will enjoy one vote for any national and/or branch and/or divisional election/meeting. An individual Member of the Company can be so designated by any non-individual Member in which case such a person will have the right to exercise both votes.
- 24.3 Members who hold one vote or more in terms of paragraph 24.2 shall be able to exercise such a vote by proxy if the prescribed proxy form has been duly completed and notification of the exercise of such proxy has been communicated to the relevant constituency within 10 (ten) working days prior to the relevant meeting. The completed proxy form should also be lodged with the Chairperson prior to commencement of the meeting.
- 24.4 Members shall not have the right to vote at any Council Meeting of the Company (in terms of the provisions of the Memorandum of Incorporation) unless they are duly elected and/or co-opted Council Members of the Company.

**25 DISPUTES**

Disputes shall be resolved in accordance with the provisions of the Memorandum of Incorporation.

**26 CHANGES AND AMENDMENTS**

26.1 Any changes and amendments to the Rules must be effected in terms of Clause 6 of the Memorandum of Incorporation. Once the provisions of Clause 6 of the Memorandum of Incorporation have been complied with and the changes and amendments have taken effect, such changes or amendments must then be published and communicated to all Members.

26.2 The same procedure (as referred to in 26.1 and Clause 6 of the Memorandum of Incorporation) will be in effect for all Annexures mentioned in and/or forming part of the Rules.