



Water Institute of
Southern Africa

Terms of Reference

Participation Structures

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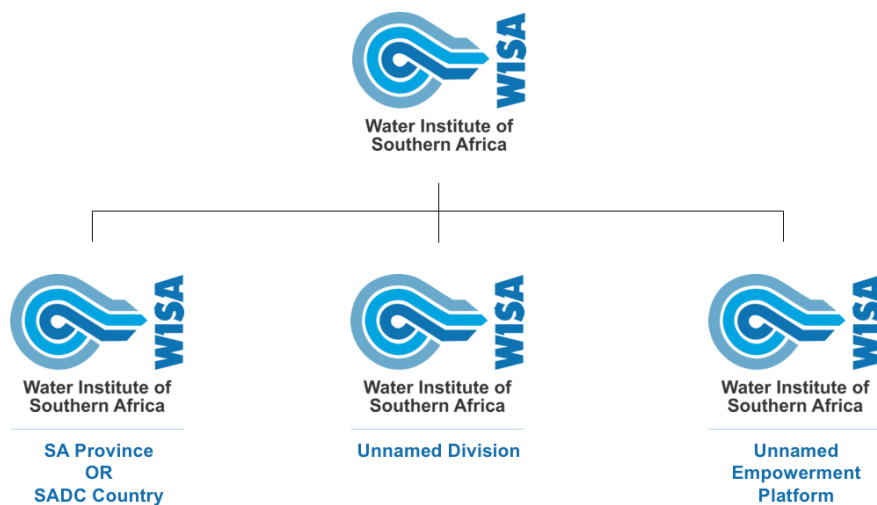
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WATER INSTITUTE OF SOUTHERN AFRICA NPC

TERMS OF REFERENCE FOR PARTICIPATION STRUCTURES

1. INTRODUCTION

- 1.1 This document sets out the role, activities, leadership, composition, and evaluation criteria for all WISA Branches, Divisions, and Empowerment Platforms, collectively called Participation Structures.
- 1.2 All matters about which no clear decision can be reached, will be referred to the WISA Head Office, and if necessary the relevant WISA Board Committee, for its direction and decision. Such interpretations shall be final and not open to appeal.
- 1.3 Applications for any variations of this document may be made to the WISA Board who may in its discretion permit variations of this document, or rescind any, or all of it, at any time.
- 1.4 These Terms of Reference are subject to the provisions of applicable legislation, WISA's Memorandum of Incorporation, the Rules, policies and procedures, as amended from time to time.
- 1.5 WISA Participation structures are as follows:



- 1.7. The main role of the Participating Structures is to assist WISA in achieving its vision and mission, through its agreed strategic objectives; these objectives will change from time to time, these changes will be communicated with all Participating Structures.
The latest strategic objectives can be found in the organisation's annual strategic plan as updated from time to time, and can be found within the Participating Structures Reporting Centre on the WISA website.

2. POWERS

- 2.1 A Participation Structure shall not purport to act for WISA as a separate body in any matter either directly or indirectly unless specifically authorised in writing by the WISA Board or relevant organisational directives.
- 2.2 A Participation Structure is not a separate entity from WISA and as such shall not in any way undermine or duplicate the purpose of WISA.
- 2.3 No Participation Structures may institute membership dues or subscriptions.
- 2.4 In order to ensure POPI Act is adequately managed, no Participating Structures may collect contact and/or other details of participants, delegates, or other stakeholders without passing on all such details to WISA HO.
- 2.5 All Participation Structures shall adhere to the same legislation, governance, and compliance considerations as WISA does.
- 2.6 All Participation Structures shall adhere to all relevant WISA Policies and Processes. The relevant documentation is available on the WISA online reporting centre. Access to the centre will be granted by WISA Head Office to the leadership teams of all Participation Structures.
- 2.7 Participation Structures should not conduct any business, unless it is part of the annual plan, without informing the executive structures of WISA through its annual reports.

3. ESTABLISHMENT

- 3.1 The WISA Memorandum of Incorporation (MOI) under sections 12, 13 and 14, which makes provision for the establishment of:
 - 3.1.1 Branches to serve its members in different geographical locales,
 - 3.1.2 Divisions to cater for specialised fields of expertise (with the explicit purpose of creating strategies that drive depth of knowledge and expertise in relevant water sector fields), and
 - 3.1.3 Empowerment Platforms to enable alignment to national transformation and empowerment imperatives.
- 3.2 Any voting WISA member in good standing as per the WISA MOI may apply for the establishment of a Participation Structure.
- 3.3 All applications must be submitted to the WISA CEO who will table it to the relevant Board Committee for consideration. Applications must include:
 - 3.3.1 **FOR BRANCHES:**
 - 3.3.1.1 The geographical area to be served by the Branch. The geographical area will dictate the name of the Branch;
 - 3.3.1.2 Acknowledgement that this document along with WISA's MOI and Rules have been read, understood, and will be adhered to by the Branch;

- 3.3.1.3 Names, email addresses, and telephone numbers of at least ten WISA Members in good standing who are resident in the area who support the establishment of the proposed Branch;
 - 3.3.1.4 Recommendations for a Branch Lead, Vice Lead, Finance Lead, Coordination Lead, and Marketing Lead that will form the leadership team of the proposed Branch. All the members of the proposed leadership team must be WISA members in good standing.
- 3.3.2 **FOR DIVISIONS:**
- 3.3.2.1 The technical focus area of the Division. The focus area will dictate the name of the Division,
 - 3.3.2.2 A brief explanation of how the focus area of the Division will add to either the depth or the breadth of other WISA Divisions and the WISA content library as a whole,
 - 3.3.2.3 Acknowledgement that this document along with the WISA's MOI and Rules have been read, understood, and will be adhered to by the Division,
 - 3.3.2.4 Names, email addresses, and telephone numbers of at least ten WISA Members in good standing who are qualified and/or experienced and/or interested in the technical focus area who support the establishment of the proposed Division,
 - 3.3.2.5 Recommendations for a Division Lead, Vice Lead, Finance Lead, Marketing Lead and Coordination Lead that will form the leadership team of the proposed Division. All the members of the proposed leadership team must be WISA members in good standing.
- 3.3.3 **FOR EMPOWERMENT PLATFORMS:**
- 3.3.3.1 The empowerment or transformation focus areas of the Empowerment Platform will dictate the name of the Empowerment Platform,
 - 3.3.3.2 A brief explanation of how the focus area of the Empowerment Platform will assist WISA in aligning to national transformation and empowerment imperatives,
 - 3.3.3.3 Acknowledgement that this document along with WISA's MOI and Rules have been read, understood, and will be adhered to by the Empowerment Platform,
 - 3.3.3.4 Names, email addresses, and telephone numbers of at least ten WISA Members in good standing who are qualified and/or experienced in the focus area who support the establishment of the proposed Empowerment Platform,
 - 3.3.3.5 Recommendations for an Empowerment Platform Lead, Vice Lead, Finance Lead, Marketing Lead and Coordination Lead that will form the leadership team of the proposed Empowerment Platform. All the members of the proposed leadership team must be WISA members in good standing.
- 3.4 The Board Committee will review the application, should it be found that there is considerable overlap with a current division or empowerment platform then the applicants may be requested to join with the existing division or empowerment platform.
- 3.5 Approval will constitute the formal establishment of the Participation Structure and ratification of the initial leadership team.
- 3.6 Once approved:
- 3.6.1 WISA Head Office will provide the Participation Structure with a visual identity (logo) that aligns with the main WISA visual identity and is to be used in line with the WISA Corporate Identity Policy;
 - 3.6.2 the establishment of the Participation Structure will be announced by the WISA Head Office and members will be invited to participate in the activities;

- 3.6.3 WISA HO will create an email address for each Participation Structure, the account for these emails will be administered by the relevant appointed Participation Structure leader;
- 3.6.4 WISA HO will provide access to the online reporting centre that will enable the Leadership Team to view relevant policies and procedures, and communicate with HO in a simple and structured way.

4. DISBANDMENT OR MERGER

- 4.1 The Board shall have the power to disband or merge any Participation Structures if such action is considered to be in the interest of WISA.
- 4.2 Reasons for disbandment or merger could include, but will not be limited to:
 - 4.2.1 Duplication of efforts
 - 4.2.2 Change in WISA strategic focus and/or water sector needs
 - 4.2.3 Inactivity, which will be determined by a review of:
 - 4.2.3.1 Communication with WISA HO as per prescribed timelines
 - 4.2.3.2 Activities executed in line with annual activity plan submitted, combined with a review of mitigating factors as submitted by the relevant Participation Structure.
 - 4.2.3.3 Financial performance in line with annual budget submitted, combined with a review of mitigating factors as submitted by the relevant Participation Structure.
 - 4.2.4 Ineffectiveness, which will be determined by a review of:
 - 4.2.4.1 Goals met versus targets set in annual activity plan submitted, combined with a review of mitigating factors as submitted by the relevant Participation Structure.
 - 4.2.5 Functioning outside the WISA MOI, ROC and Code of Conduct

Applications to have the above criteria amended may be made to WISA HO who will refer the matter to the WISA Board at the next board meeting.

- 4.3 If upon the winding up or dissolution of any Participation Structure there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Participation Structure but shall be transferred to WISA in line with Companies Act. In the case of a merger, the allocated funds of both Participation Structures will be combined.
- 4.4 Should the Participation Structure wish to dispute the Board's decision concerning the disbandment then the parties shall try to resolve the dispute through negotiation/ mediation. The aggrieved party is to submit in writing – within 7 (seven) days from receiving notice of disbandment or merger – an invitation to the Board to a meeting in an attempt to resolve the dispute. The meeting date must be agreed upon by both parties within 7 (seven) days from date of the written invitation. If the dispute has not been resolved by negotiations during the meeting then the dispute will be escalated to arbitration and the process shall be followed as laid out in the WISA Memorandum of Incorporation.

5. ROLE

- 5.1. **WISA HO**

- 5.1.1. All Participation Structures should be largely self-governing and self-administering once the application has been approved by Board. Head Office should be kept informed of:
 - 5.1.1.1. all activities planned and executed to enable WISA Head Office to facilitate the avoidance of duplication of efforts or clashes of dates,
 - 5.1.1.2. changes to leadership roles.
- 5.1.2. Head Office will provide support that includes this amongst other requests:
 - 5.1.2.1. Inclusion of announcements relating to events, publications, news items, papers, linkage opportunities etc. with standard member communication.
 - 5.1.2.2. Making available a page on the WISA website for each Participation Structure in the style used for the rest of the site. All contributions and changes to the page must be requested through Head Office.
 - 5.1.2.3. Circulating communication about planned activities and support requests between leadership teams of all Participation Structures.

5.2. Branches

- 5.2.1. Plan and implement regional activities to achieve the strategic objectives of WISA
- 5.2.2. Provide regional touchpoint for WISA members and their needs
- 5.2.3. Provide platform for regional discussion of content developed by WISA divisions and align to members needs
- 5.2.4. Grow future WISA member pipeline.

5.3. Divisions

- 5.3.1. Grow the depth and breadth of knowledge available in the WISA content library
- 5.3.2. support technical events with WISA branches to ensure a multiplier effect of activities and knowledge for WISA members
- 5.3.3. Identify the need for specialist technical events based on progress in research or implementation of the focus of the Division and hold these events in conjunction with an appropriate Branch as well as other relevant Participation Structures.
- 5.3.4. Position SA water professionals as technical experts and water domain thought leaders
- 5.3.5. Grow future WISA member pipeline.

5.4. Empowerment Platforms

Enable WISA strategy to align with national transformation and empowerment objectives through the following but not limited to:

- 5.4.1. Grow future WISA member pipeline
- 5.4.2. Enhance personal growth of participants
- 5.4.3. Strengthen inclusivity
- 5.4.4. Grow skills, competencies, and leaders
- 5.4.5. Assist in developing its members technical capabilities

6. ACTIVITIES AND REPORTING

- 6.1 Activities of all Participation Structures must support the achievement of the vision, mission, and strategic objectives of WISA as set by the Board on behalf of its membership. The relevant documentation is available on the WISA online reporting centre. Access to the centre will be granted by WISA Head Office to the leadership teams of all Participation Structures.

- 6.2 Each Participation Structure must – via the online reporting centre – provide WISA HO with a forecasted annual activity plan and annual budget by end September of the year preceding the planned activity. These plans and budgets will be used to assist the WISA Board in determining strategy and resource allocation for the next financial year. The annual plan is to include any normal leadership team meetings. All leadership teams must meet a minimum of once every quarter using appropriate channels (face to face, skype, telephonic).
- 6.3 Each Participation Structures must – via the online reporting centre – provide WISA HO with a year to date activity report by the last business day of each quarter. These reports will be used by the WISA Board to monitor and evaluate the effectiveness of each Participation Structure and to review against strategic goals.
- 6.4 All events to be hosted through and by the Participation Structures will need to work with the appropriate Branch should they wish to host an event. WISA HO will provide support by circulating communication about planned activities and support requests between leadership teams of all Participation Structures. The WISA Event Planning Process (available on the online reporting centre) is to be followed when arranging an event.
- 6.5 The minimum annual activities for each Participation Structures are provided below:

6.5.1 Branches

- 6.5.1.1 Host at least four (one per quarter) breakfast/ cocktail events to provide structured networking opportunities and peer-to-peer conversations;
- 6.5.1.2 host at least four (one per quarter) mentor networking session to develop career management skills and identify career options and goals;
- 6.5.1.3 get involved in at least two community water projects in order to strengthen the visibility of WISA and transfer knowledge to members of the public;
- 6.5.1.4 arrange a tertiary speaking engagement to create awareness of WISA and water professionals at a tertiary level and encourage participation in branch activities;
- 6.5.1.5 host a regional conference in the non-biennial conference year in order to generate revenue (which may be in partnership with more than one Division and/or EP);
- 6.5.1.6 work on building relationships and linkages with the Divisions and Empowerment Platforms;
- 6.5.1.7 prepare for, attend (in person or online), and actively participate in the WISA Membership Think Tank sessions (mandatory for Leadership Teams, optional for participating members).
- 6.5.1.8 Branches are open to add any of their own initiatives based on the need or opportunity identified and in cooperation with the other Participation Structures.

6.5.2 Divisions

- 6.5.2.1 A national needs analysis – or review of the existing needs analysis – to identify knowledge, skills and competency gaps in the national water sector relevant to the technical focus area of the Division. This analysis will form the base of the national WISA CPD events calendar and inform event themes;
- 6.5.2.2 arrange ad-hoc personal growth activities to facilitate the personal growth of its membership;
- 6.5.2.3 Divisions must ensure that they have national reach;

- 6.5.2.4 provide at least four (recommend – quarterly) comments on current affairs to enable WISA to play an active role in the public discourse of water and around key technical areas that require development and support;
- 6.5.2.5 actively participate in Branch and Empowerment Platform activities to represent the technical focus area of the Division;
- 6.5.2.6 identify knowledge partner opportunities to strengthen WISA stakeholder relations;
- 6.5.2.7 submit opinions and advice to WISA HO for incorporation in consolidated response to regulators to enable WISA to have an active voice in regulatory decisions;
- 6.5.2.8 identify the need for events and execute such events through the Branches;
- 6.5.2.9 at least two advisory articles to grow thought leadership on the relevant area of expertise to be made available in the WISA content library;
- 6.5.2.10 prepare for, attend (in person or online), and actively participate in the WISA Membership Think Tank sessions (mandatory for Leadership Teams, optional for participating members).
- 6.5.2.11 Divisions are open to add any of their own initiatives based on the need or opportunity identified and in cooperation with the other Participation Structures.

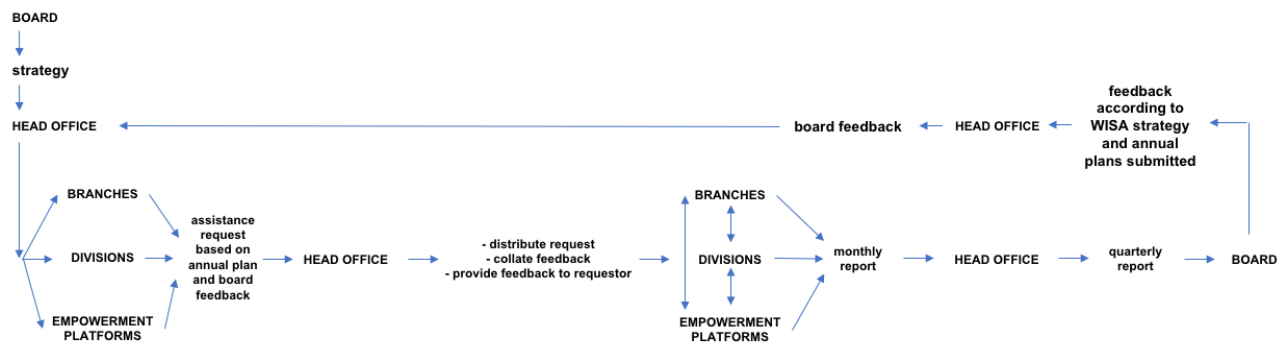
6.5.3 Empowerment Platform

- 6.5.3.1 A national needs analysis – or review of the existing needs analysis – to identify knowledge, skills and competency gaps in the national water sector relevant to the technical focus area of the Empowerment Platform. This analysis will form the base of the national WISA CPD events calendar and inform event themes and should be aligned to any WISA initiatives and national transformation imperatives.
- 6.5.3.2 arrange ad-hoc personal growth activities to facilitate the personal growth of participants towards national transformation and empowerment objectives;
- 6.5.3.3 actively participate in Branch and Division activities to represent the empowerment focus area;
- 6.5.3.4 identify empowerment partner opportunities to strengthen WISA stakeholder relations;
- 6.5.3.5 identify the need for events and execute such events through the Branches;
- 6.5.3.6 at least two advisory articles to grow thought leadership on the relevant focus area to be made available in the WISA content library;
- 6.5.3.7 prepare for, attend (in person or online), and actively participate in the WISA Membership Think Tank sessions (mandatory for Leadership Teams, optional for participating members).
- 6.5.3.8 Empowerment Platforms are open to add any of their own initiatives based on the need or opportunity identified and in cooperation with the other Participation Structures.

Note: This model is designed to strengthen engagements across Participation Structures, tear down silos and preferential group dynamics, increase inclusivity and network build, and provide volunteer members experience across all Participation Structures thereby increasing opportunity for support and growth.

7. COMMUNICATION

- 7.1. WISA HO will act as the central communication hub between all Participation Structures, and with the WISA Board as per the process set out below. This will enable transparent collaboration efforts throughout all the WISA Participation Structures and governance structures.



- 7.2. Participation Structures are encouraged to communicate with each other to facilitate collaboration on activities already submitted to WISA HO via the online reporting centre.
- 7.3. Communication to WISA members must be requested from WISA HO that will distribute the communication to the relevant parties in line with WISA communication policies and procedures.
- 7.4. All contact details in the possession of any Participation Structures – whether from existing databases or new collection efforts – must be passed on to WISA HO. This will enable WISA to incorporate all contact details into its central CRM system in order to maintain POPI compliance.
- 7.5. Requests to WISA HO for activity-specific feedback – such as online event feedback surveys – must be accompanied by a copy of an attendance or other participation list.
- 7.6. Where information or feedback is requested, no feedback will be seen as tacit approval.

8. LEADERSHIP

Please also refer to the WISA Rules, sections 9, 10 and 11.

8.1. Composition

The Participation Structures as a minimum are to be composed as provided below:

8.1.1. Branches

Lead, Vice Lead, Finance Lead, Marketing Lead, Coordination (Administrative) Lead, other leadership team members.

8.1.2. Divisions

Lead, Vice Lead, Finance Lead, Marketing Lead, Coordination (Administrative) Lead, other leadership team members.

8.1.3. Empowerment Platform

Lead, Vice Lead, Finance Lead, Marketing Lead, Coordination (Administrative) Lead, other leadership team members.

8.2. Leadership Roles

8.2.1. **Lead**

The Lead is responsible for the strategic leadership of the branch/division/ empowerment platform committee: strategic planning with the Committee; leadership; good governance; representation; reporting; attending meetings and AGM, etc.

8.2.2. **Vice Lead**

The Vice Lead steps in to fulfil the functions of the Lead, in the absence of the Lead and provide wide-ranging support to the Lead in all activities. Drive recruitment of members to WISA and the branch/division/ empowerment platform, etc.

8.2.3. **Coordination Lead**

The Coordination Lead fulfils the administrative tasks for the branch/division/ empowerment platform Committee. Assisting with writing reports; preparing agendas and minutes for the committee; assisting committee with various admin functions, etc. Assist with arranging, facilitating, coordinating, promoting and attending events.

8.2.4. **Finance Lead**

The Finance Lead is responsible for the branch/division/ empowerment platform budget and financial record-keeping, including signing off transactions and ensuring adherence to WISA's procurement, invoicing and payment procedures as obtained from Head Office.

8.2.5. **Marketing Lead**

The Marketing Lead is responsible for marketing the branch/ division/ empowerment platform, its events as well as membership. To provide content for the website and social media on the activities of the branch/ division/ empowerment platform, look for speaking engagements for the branch/ division/ empowerment platform; build relationships with key stakeholders, etc.

8.2.6. **Other Team Leaders**

Support the branch/division/ empowerment platform committee; assist with arranging, facilitating, coordinating, promoting and attending events.

8.3. Term and Rotation

8.3.1. Members can volunteer themselves to serve on any Participation Structure leadership team as long as they meet the requirements and criteria set out in the Nominations Committee Terms of Reference.

8.3.2. The Participation Structures shall select from amongst its members a leadership team as set out above.

8.3.3. Members of the leadership teams shall serve in a voluntary capacity. No remuneration or reward – in cash or kind – should be expected and/or accepted.

8.3.4. Lead roles can be replaced ad-hoc based on majority participation agreement.

8.3.5. All changes to lead roles must be communicated to WISA HO through updating the online reporting centre leadership team list within 30 days of the change taking place.

8.3.6. The term of any leadership team member shall be a minimum of two years with an option to be selected for another two year term. No member may serve for four consecutive years in the same position.

8.4. Responsibility

8.4.1. Ensure annual activity plans and budgets are submitted through the online reporting centre by the deadline provided;

8.4.2. ensure that exceptions or additions are communicated to WISA HO as soon as they occur;

- 8.4.3. ensure that quarterly reports on the activities of the Participation Structure are submitted through the online Reporting Centre;
- 8.4.4. commit to, prepare for, attend (in person or online), and actively participate in the WISA Membership Think Tank sessions.
- 8.4.5. Should non-compliance with the above occur twice in a row without any prior arrangements made, this will be brought to the attention of the WISA Board for any action they see fit – inclusive of relieving the leadership team elected for this task of their positions.

8.5. Meetings

- 8.5.1. The leadership team can meet as often as they decide to, with a minimum of at least once every quarter. They may conduct their meetings in person or digitally by mutual agreement.
- 8.5.2. At least 7 days' notice shall be given to the committee members ahead of the meeting taking place.
- 8.5.3. At least three members of the leadership team are necessary for a quorum at any meeting. These should include the Lead or Vice Lead. Should neither be present the meeting cannot be constituted and the Coordination Lead must postpone the meeting to the next suitable date within two weeks of the original date. Should the Lead or Vice Lead again not be present any member of the leadership team elected by those members present can chair the meeting.
- 8.5.4. Should there be a dead lock in voting, the lead (or any person chairing in a manner prescribed in paragraph above) will have a deciding vote. This must be clearly noted in the minutes of the meeting.

8.6. Conduct

All leads are required to:

- 8.6.1. regularly attend and actively participate in meetings and other activities and initiatives of the relevant governance structure;
- 8.6.2. Lead and be accountable to strategy submission and reporting in line with the broader vision, mission and strategy of WISA
- 8.6.3. be proactive in providing information on relevant matters and developments;
- 8.6.4. diligently carry out tasks and fulfil responsibilities;
- 8.6.5. respect and support the WISA Memorandum of Incorporation and Rules, as well as the King IV Report on Corporate Governance.

8.7. Removal

The following may result in removal from the Participation Structure leadership team:

- 8.7.1. poor attendance record at meetings;
- 8.7.2. lack of participation in activities;
- 8.7.3. lack of contribution to the objectives;
- 8.7.4. reputational risk due to non-alignment to WISA's Code of Conduct.

9. MEMBERSHIP

Participation Structure membership is dealt within the WISA Rules under sections 9, 10 and 11.

10. FINANCES

- 10.1. The finances of the Participation Structures will be dealt with as set out under section 12 of the WISA Rules.
- 10.2. Participation Structures should, as far as possible, be self-financing. All are expected to handle funds judiciously and with integrity in a responsible and accountable manner.
- 10.3. Participation Structures must submit their budget through the online reporting centre by the end of September each year for the following year.
- 10.4. WISA Head Office will make payments and issue invoices on behalf of the Participation Structures as set out in WISA's policies and processes.
- 10.5. Events organised should so far as possible be self-financing. WISA HO may be approached to make bridging finances available. The request will be evaluated against the submitted annual activity plan or exception plan for the proposed event. The allocation of any such funds will be at the discretion of the WISA Board and will be a re-payable loan on whatever conditions the Board may attach to it.
- 10.6. For each Participation Structures WISA Head Office will ring-fence the funds generated by the Participation Structure's activities subject to an agreed levy. This will enable WISA HO to keep separate financial records for each participation structure.
- 10.7. In all accounting the requirements of the VAT regulations will be adhered to. WISA Head Office will be responsible for all VAT payments on behalf of the Participation Structures.
- 10.8. The financial year of the Participation Structure will coincide with that of WISA Head Office (1 January of a year to 31 December).
- 10.9. The income and property raised by the Participation Structure shall be applied towards the promotion of the objectives of WISA through the relevant Participation Structure. No portion thereof shall be paid directly or indirectly to the members of the Participation Structure.
- 10.10. The members of the Participation Structure shall not be liable for the debts of same.
- 10.11. The members of the Participation Structures shall not contract debts in the name of WISA or pledge WISA's credit in any way, as per the WISA Rules.
- 10.12. Full accounting of expenditure and income must be submitted to WISA Head Office together with the quarterly activity report.

11. REVIEW OF TERMS OF REFERENCE

These Terms of Reference shall be reviewed annually, to ensure that they remain consistent with the objectives of WISA. The Terms of Reference may be amended as required, subject to the approval of the Board.