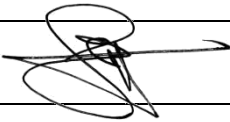




## RULES OF THE COMPANY

**WP002**

<b>RULES COMPILED BY:</b>	PwC		
<b>RULES EFFECTIVE DATE:</b>	25 June 2018		
<b>SIGN OFF BY:</b>	Lester Goldman		
<b>SIGNATURE:</b>			
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V1	1	22 June 2022	Aligned to approved MOI

**THE RULES**  
**OF THE**  
**WATER INSTITUTE OF SOUTHERN AFRICA NPC**  
(Registration Number 2000/001140/08)  
**("Company")**  
(hereinafter referred to as **"the Rules"**)

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## 1. INTERPRETATION

- 1.1. In these Rules, all definitions and/or expressions shall bear the same meaning as those contained in the Company's Memorandum of Incorporation ("**MOI**") unless otherwise stated.
- 1.2. Unless the context indicates otherwise –
- 1.2.1. words importing the singular shall include the plural and *vice versa* and an expression which denotes any gender includes the other genders. Words importing persons shall include corporations, companies, firms, close corporations, partnerships and learned societies.
- 1.2.2. "**Branch**" means an association of Members, which functions within a defined geographical area to be established in terms of clause 13 of the MOI read with clause 10 of the Rules;
- 1.2.3. "**Branch Management Committee**" is a body of Branch Members elected by the members of the relevant Branch Leadership Team to manage the day-to-day affairs of the Branch;
- 1.2.4. "**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;
- 1.2.5. "**Division**" means a division of the Company to be established in terms of clause 12 of the MOI read with clause 9 of the Rules. 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;
- 1.2.6. "**Division Management Committee**" means a body of Division members elected by the members of the relevant Division to manage its overall affairs; and
- 1.2.7. "**Empowerment Platform**" means a Company Structure to enable the Company to –
- 1.2.7.1. align itself with national transformation and empowerment objectives;
- 1.2.7.2. grow the future Member pipeline; and
- 1.2.7.3. enhance personal growth of Members;
- 1.2.8. "**Participation Structures**" means the collective group of Branches, Divisions and Empowerment Platforms.

## 2. STATUS OF THESE RULES

- 2.1. Pursuant to clause 6 of the MOI read with section 15 of the Companies Act, the Board is empowered to may make, amend or repeal any Rules relating to the governance of the Company in respect of matters that are not addressed in the Companies Act or the MOI.
- 2.2. These Rules will take effect upon their adoption in the manner set out in clause 6 of the MOI read with section 15 of the Companies Act.

2.3. This document constitutes an integral part of the Company's MOI.

### **3. NAME OF THE COMPANY**

The name of the Company shall be the WATER INSTITUTE OF SOUTHERN AFRICA NPC. The Company is a non-profit company originally 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.

### **4. INTRODUCTION AND RECORDAL**

4.1. 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.

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

4.3. 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.

4.4. The Company will be non-discriminative in its objectives.

4.5. 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.

### **5. OBJECTIVES**

5.1. The main objectives of the Company are set out in the MOI and in terms of these Rules. The stated vision statement based on such objectives is:

***"Inspiring passion for water."***

5.2. 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.

5.3. Accordingly, in accordance with the stated object of the Company, the further objectives of the Company shall be to -

5.3.1. through various activities support/integrate the water sector, strengthen its "fabric" and deal with all issues relating to the water sector and the environment including relevant regulations;

- 5.3.2. arrange conferences, colloquia, symposia, seminars, workshops and other events;
- 5.3.3. encourage communication and a better understanding among individuals and organisations in the water sector;
- 5.3.4. encourage and facilitate the exchange of information relating to all aspects of the water sector;
- 5.3.5. facilitate social, educational, economic and managerial development;
- 5.3.6. liaise with government (National, Provincial and Local), regional water authorities, industry, NGOs and any other appropriate bodies on all matters relating to the water sector;
- 5.3.7. promote participation and active involvement in research for the benefit of the water sector and water users;
- 5.3.8. 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;
- 5.3.9. establish and manage a fund to support research, individual development and capacity building;
- 5.3.10. establish programmes and forums under the Company to help develop new skills and training; and
- 5.3.11. identify potential sources of and avenues for donations and actively pursue and secure such donations for the benefit of the Company.

## **6. EXTENDED POWERS OF THE COMPANY**

The Company and its associate structures shall have the following powers, which may be delegated by the Board and/or the Chief Executive Officer and/or any Committee of the Company:

- 6.1. to establish Participation Structures to facilitate inter-action amongst its Members and to cater for specialised fields of expertise and/or initiatives where this appears desirable and reasonable;
- 6.2. to arrange meetings, conferences, colloquia, symposia and other events for the presentation and discussion of any matters related to the objectives of the Company;
- 6.3. to publish transactions, journals, newsletters, periodicals, leaflets, and the like in any form and format, inclusive of electronic means;
- 6.4. to liaise with centres of research and education, and foster research and courses supporting its objectives;
- 6.5. to fund bursaries, grants, or scholarships for the promotion of continuing education and study of its objectives, or to undertake such activities itself;

- 6.6. to promote the knowledge transfer, education and training of all those engaged in the water sector across the value chain;
- 6.7. to provide a forum for other bodies concerned with and actively promoting integrated management and stimulate public awareness of sustainable water management;
- 6.8. to assist with the drafting, where feasible, of legislation related to the water sector;
- 6.9. to assist relevant authorities with the enactment, amendment or repeal of legislation incidental to the objectives of the Company;
- 6.10. 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 sector and authorities;
- 6.11. 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; and
- 6.12. to engage in lawful activities that facilitates the attainment of the objectives of the Company.

## **7. GOVERNING STRUCTURES OF THE COMPANY**

- 7.1. The governance of the affairs of the Company shall be vested in the Board.
- 7.2. The Board shall be entitled to formulate a Board Charter which shall detail, *inter alia* –
  - 7.2.1. the qualifications and composition of the Board, which shall not be in conflict with the provisions of the MOI;
  - 7.2.2. roles and functions of the Chief Executive Officer, Chairperson, Deputy-Chairperson and other Directors;
  - 7.2.3. powers and duties of the Board; and
  - 7.2.4. functioning of the Board.

## **8. BOARD COMMITTEES**

- 8.1. Except to the extent that this MOI provides otherwise, the Directors may delegate or allocate any of their powers to committees consisting of such persons of the Board thinks 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 these Rules and MOI regulating the meetings and proceedings of the Directors.
- 8.2. 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.

8.3. The Board should therefore critically apply its collective mind to the recommendations and the reports of all its committees before approving such recommendations.

8.4. Formal terms of reference must be established and approved for each committee of the Board which sets out the Delegation to a committee and should include the following –

8.4.1. their composition and their functions and powers

8.4.2. composition of the committee and criteria for appointment;

8.4.3. committee's overall role and responsibility;

8.4.4. delegated authority in regard to decision making;

8.4.5. tenure of the Board Committee;

8.4.6. when and how the Board Committee should report to the Board;

8.4.7. meeting procedures to be followed; and

8.4.8. arrangements for evaluating the Board Committee's performance.

8.5. The Board has the right to establish or dissolve a Board 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, provided that the terms of reference shall not be in conflict with the MOI and the Rules.

8.6. Board Committees, *inter alia*, will be the following:

8.6.1. Audit Committee;

8.6.2. Nominations Committee;

8.6.3. Remuneration Committee.

### **8.7. General**

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

8.7.2. The Board Committees should consist of not more than 5 (five) members, at least 2 (two) of whom shall be Directors.

8.7.3. Save as otherwise provided herein, for a resolution to be adopted at a Board Committee, it must be supported at least 75% (seventy five percent) of the Board Committee members present and voting or exercised on a resolution.

8.7.4. The Chief Executive Officer shall serve as an ex-officio member on any Board Committee except for the Remuneration Committee where the Chief Executive Officer is a required invitee save in respect of matters concerning his or her remuneration.

8.7.5. The Board Committees shall hold at least 2 (two) meetings per annum except for the Audit 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.

8.7.6. The aforesaid Board Committees can be added to reduced or amalgamated from time to time by the Board.

## **8.8. Audit Committee**

8.8.1. The functions and powers of the Audit Committee shall include to –

8.8.1.1. examine, review and approve the annual report;

8.8.1.2. examine and review the annual financial statements of the Company in regard to –

8.8.1.2.1. compliance with accounting standards;

8.8.1.2.2. major judgemental areas and significant adjustments resulting from the audit;

8.8.1.2.3. the basis on which the Company has been determined a going concern as well as solvency and liquidity;

8.8.1.2.4. capital adequacy;

8.8.1.3. any changes in accounting policies and practices;

8.8.1.4. the appropriateness of major adjustments processed at year end;

8.8.1.5. compliance with the financial conditions of loan covenants, tax and litigation matters;

8.8.1.6. review all documents that contain material financial information or other information which could impact materially on the financial results or performance of the Company;

8.8.1.7. review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures;

8.8.1.8. to identify and to manage financial risk;

8.8.1.9. the governance of risk;

8.8.1.10. determine the level or risk tolerance;

8.8.1.11. design a risk management plan for the Company;

8.8.1.12. oversee and co-ordinate the activities of the various assurance providers of the Company; and

8.8.1.13. the responsibility to recommend the external auditors of the Company for appointment by the Board.

## **8.8.2. Composition of the Audit Committee**



- 8.8.2.1. The Audit Committee Members should be suitably skilled and adequately qualified to be able to discharge their functions. The committee shall consist of:
- 8.8.2.1.1. the Financial Manager (or Financial Director if subsequently appointed);
  - 8.8.2.1.2. the Chief Executive Officer;
  - 8.8.2.1.3. a Non-Executive Director (who shall chair the committee); and
  - 8.8.2.1.4. at least 1 (one) financial literate non-executive Director; and
- 8.8.2.2. the Chairperson should not, in terms of King IV, be a member of the Audit Committee.

## **8.9. Remuneration Committee**

- 8.9.1. The function of the Remuneration Committee will be to –
- 8.9.1.1. act as Remuneration Committee of the Company;
  - 8.9.1.2. assist the Board in exercising its function of ensuring that the Company remunerates its employees fairly, responsibly and transparently by, amongst others, implementing affordable, competitive and fair reward practices, so as to promote the achievement of strategic objectives and positive outcomes in the short-, medium- and long term;
  - 8.9.1.3. make recommendations to the Board in respect of the remuneration of the Executive Directors;
  - 8.9.1.4. consider recommendations on Non-Executive Directors' fees; and
  - 8.9.1.5. approve material human resources policies for the Company.
- 8.9.2. Composition of the Remuneration Committee
- 8.9.2.1. The Remuneration Committee shall consist of not less than 5 (five) Directors appointed by the Board, the majority of whom shall be Non-Executive Directors.
  - 8.9.2.2. The Board shall appoint a Non-Executive Director as the Remuneration Committee Chairperson and determine the period for which he/she or she shall hold office.
  - 8.9.2.3. The Chairperson of the Board is not eligible to be appointed as Chairperson of the Remuneration Committee.
  - 8.9.2.4. The Chief Executive Officer shall be entitled to attend meetings of the Remuneration Committee save when matters before the Remuneration Committee relate to his or her remuneration.

## **8.10. Nominations Committee**

- 8.10.1. The functions and powers of the Nominations Committee shall include –
- 8.10.1.1. call for and receive nominations from the Board and eligible Members for appointments to the Board and Board Committees;
  - 8.10.1.2. act as a verification body for compliance by nominees with the criteria set by the Board for nomination to the relevant position. The Nominations Committee will not

have the power to eliminate any qualifying nominees who meet the criteria for nomination;

- 8.10.1.3. manage elections of persons to the governance structures including the Board;
  - 8.10.1.4. the conduct of qualification and reference checks in respect of Board Members or persons who are to be appointed to the Board;
  - 8.10.1.5. from time to time review the Board structure, size and composition, taking into consideration the Board's succession plans, and make recommendations to the Board with regards to any adjustments that are deemed necessary;
  - 8.10.1.6. annually review the number, structure and terms of reference and composition of Board Committees and make recommendations to the Board in this regard;
  - 8.10.1.7. attend on and review applications for Membership referred by the executive management of the Company and advise on whether a Member should be admitted as a Voting Member or Non-Voting Member; and
  - 8.10.1.8. to determine the form and content of Membership applications and information required of a Person applying for Membership.
- 8.10.2. Composition of the Nominations Committee
- 8.10.2.1. the Nominations Committee shall consist of not less than 3 directors appointed by the Board, the majority of whom shall be Non-Executive Directors.
  - 8.10.2.2. The Chairperson of the Committee may be the Chairperson of the Board.

## **9. DIVISIONS**

### **9.1. General**

- 9.1.1. The Board shall be entitled to establish Divisions that are a discrete part of the Company that operate under the same name and legal responsibility as the Company.
- 9.1.2. Divisions will serve as the facilitators of technical expertise within the Company and will exist or be established by the Board in respect of specific technical areas of the water sector. It being noted that Divisions may also exist or be created in relation to soft sciences which are relevant to the water sector e.g., legal and policy matters.
- 9.1.3. Divisions are part of the company structure of the Company. Their goal is to develop knowledge content and serve a technical advisory function to the Members and structures of the Company including the Board in relation to their area of expertise. As such they play a national, rather than regional role.
- 9.1.4. The technical areas shall be areas concerning the water sector or a related sector as the Board may determine from time to time are relevant to its Members.

9.1.5. Divisions shall operate under the direction of the executive management in execution of their mandate, functions and responsibilities. Divisions shall not retain their own database of Members and shall communicate through the National Office database, taking into account applicable privacy laws.

9.1.6. Division shall have the right to propose events and conferences but shall do so in conjunction with the executive management in all aspects concerning technical content of programmes, events and conferences. The Board and the executive management shall be entitled at any time to refer water sector technical or non-technical matters to the relevant Division for guidance and advice.

## **9.2. Establishment, composition and meetings**

Divisions may be created by the Board following recommendations from the Chief Executive Officer and/or the other structures of the Company, being the Divisions, the Branches, Membership and the Committees. The Board shall nevertheless be entitled to create and disband Divisions on its own discretion based on ongoing relevance to the water sector.

## **9.3. Composition of Divisional Leadership Teams**

9.3.1. The Divisions conduct their activities through Divisional Leadership Teams, who are volunteers unless formally employed by the Company.

9.3.2. The Board may, on the recommendation of the Nominations Committee, appoint Divisional Leadership Team members, employees and/or Members to Divisional Leadership Teams. Voting Members may volunteer for appointment or nominate candidates for appointment, directly or through their Branch Leadership Teams.

9.3.3. Each Divisional Leadership Team shall have a Divisional Chairperson and a Deputy Divisional Chairperson. Such persons need not be a Directors but shall be Voting Members.

## **9.4. Powers and Functions**

9.4.1. The powers and functions relating to the activities, meetings of the Divisional Leadership Teams will be set out in a Terms of Reference determined by the Board. However, Divisions should not be conducting a business nor by-passing Branches, the executive structures of the Company or the Board in their activities.

9.4.2. Members who identify with the activities of any Division may liaise directly with such Division or through the executive structures of the Company.

9.4.3. Divisions should be tasked with creating a database of Members who identify with the activities of such Division for purpose only of communication and dissemination of technical content to interested Members. However, such database shall be managed by the executive management and should not be used to constitute a separate Membership

ring-fenced from the general Membership of the Company; and/or create parallel governance structures.

#### **9.5. Reporting**

The Divisional Leadership Teams shall report into the executive structures of the Company through the Divisional Chairperson at a frequency set out in the Terms of Reference. If such Chairperson is not a Director, such Divisional Chairperson (or failing him/her or her being available, the Divisional Deputy-Chairperson) shall be afforded observer status at Board meetings and be entitled to receive notification of any Board meetings.

#### **9.6. Co-opted Divisional Leadership Team Members**

- 9.6.1. Co-opted Divisional Leadership Team Members are Persons who are not employed by the Company or members of the Board but who are Voting Members who agree to be co-opted to the Divisional Leadership Teams for their skill and specialist knowledge and their number shall be restricted to a maximum of 4 per Division.
- 9.6.2. Co-opted Divisional Leadership Team Members shall manage key portfolios in association with other Directors and/or other Co-opted Divisional Leadership Team Members together with external specialists.
- 9.6.3. Co-opted Divisional Leadership Team Members shall be actively involved and assist the Division in the co-ordinating or assisting with the co-ordination of strategic initiatives of portfolios as defined by the Division and reviewed on an annual basis as aligned with the strategic plan of the Company.
- 9.6.4. Co-opted Divisional Leadership Team Members 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.
- 9.6.5. Notwithstanding, the Co-opted Divisional Leadership Team Members shall not serve on the Division for more than 4 (four) consecutive years in the same position.

### **10. BRANCHES**

#### **10.1. General**

- 10.1.1. The Board may establish a Branch network to provide Members a regional platform to discuss matters concerning the water sector as may be of concern to such Members of the Branch.
- 10.1.2. Until otherwise resolved by the Board, Branches do not form part of the formal company structures of the Company and may be constituted as operating under the Company's umbrella. In due course, and should the infrastructure of the Company permit, Branches

may be absorbed into the Company and fall under its daily administration. However, this may necessitate changes to the manner in which the Branches conduct their affairs.

10.1.3. Branches should only be established with the prior written consent of the Board on the request of at least 10 voting and non-voting Members wishing to establish such Branch. The Board shall set out the further procedure for the establishment, recognition and administration of Branches. Branches already in existence at the time of adoption of the new or revised Governance Documents will be deemed to have been duly established without the need to reapply to the Board for consent.

10.1.4. The Board shall develop a Terms of Reference document that will regulate how Branches should conduct their affairs including but not limited to -

10.1.4.1. frequency of meetings;

10.1.4.2. conduct of elections for Branch Leadership Teams;

10.1.4.3. reporting requirements from Branch Leadership Teams;

10.1.4.4. minimum levels of activity; and

10.1.4.5. Branch Membership.

10.1.5. Branch Membership shall consist of voting and non-voting Members (collectively “**Branch Members**”) and database of Branch Members shall be maintained and managed by the Company. However, such database should not be used to –

10.1.5.1. constitute a separate Membership ring-fenced from the general Membership of the Company; and/or

10.1.5.2. create parallel governance structures.

10.1.6. All Branches shall be geographically located, and a Member shall only be entitled to belong to 1 (one) Branch at a time.

10.1.7. Branch Membership will be based on geographical location and not area of expertise of the Member so as to foster cross pollination of skills and knowledge in the water sector.

10.1.8. Voting and non-voting Members of the Company shall have an equal vote at a Branch level.

## **10.2. Administration**

10.2.1. Each Branch shall have a Branch Leadership Team drawn from its Branch Members, the size and composition of such Branch Leadership Team is to be in accordance with the Terms of Reference determined by the Board.

10.2.2. The Branch Leadership Team shall, in conjunction with the Company be responsible for all the administration matters of the Branch and shall report into the executive management of the Company through its Branch Chairperson in relation to such administrative matters.

- 10.2.3. Branch structures shall be entitled to liaise directly with Divisions in regard to technical matters falling within the Divisions' sphere of expertise and shall be expected to include executive management of the Company in this liaison.
- 10.2.4. The Branches may engage in fund raising, procuring of sponsorship and organisation of events, but shall only do so in consultation with the executive management of the Company for the purposes of ensuring proper administration, consistency and co-ordination of efforts.

## **11. EMPOWERMENT PLATFORMS**

- 11.1. The Board shall determine what form the Empowerment Platforms should take and may constitute them as Branches, Divisions or alternative structures within the Company and under its control.
- 11.2. Empowerment Platforms shall operate under the direction of the executive management in execution of their mandate, functions and responsibilities. Empowerment Platforms shall not retain their own database of Members and shall communicate through the National Office database, taking into account applicable privacy laws.
- 11.3. Empowerment Platforms shall have the right to propose events and conferences but shall do so in conjunction with the executive management in all aspects concerning technical content of programmes, events and conferences.
- 11.4. Composition of Empowerment Platform Leadership Teams**
- 11.4.1. The Empowerment Platforms conduct their activities through Empowerment Platform Leadership Teams, who are volunteers unless formally employed by the Company.
- 11.4.2. The Board may, on the recommendation of the Nominations Committee, appoint Empowerment Platform Leadership Teams.
- 11.4.3. Each Empowerment Platform Leadership Team shall have a Chairperson and a Deputy Chairperson. Such persons need not be a Directors but shall be Voting Members.
- 11.5. Powers and Functions**
- 11.5.1. The powers and functions relating to the activities, meetings of the Empowerment Platform Leadership Teams will be set out in a Terms of Reference determined by the Board. However, Empowerment Platforms should not be conducting a business nor by-passing Branches, the executive structures of the Company or the Board in their activities.
- 11.5.2. Members who identify with the activities of any Empowerment Platform may liaise directly with such Empowerment Platform or through the executive structures of the Company.

11.5.3. Empowerment Platforms should be tasked with creating a database of Members who identify with the activities of such Empowerment Platform for purpose only of communication and dissemination of content to interested Members. However, such database shall be managed by the executive management and should not be used to constitute a separate Membership ring-fenced from the general Membership of the Company; and/or create parallel governance structures.

**11.6. Reporting**

The Empowerment Platform Leadership Teams shall report into the executive structures of the Company through the Empowerment Platform Chairperson at a frequency set out in the Terms of Reference. If such Chairperson is not a Director, such Empowerment Platform Chairperson (or failing him/her or her being available, the Empowerment Platform Deputy-Chairperson) shall be afforded observer status at Board meetings and be entitled to receive notification of any Board meetings.

**11.7. Co-opted Empowerment Platform Leadership Team Members**

11.7.1. Co-opted Empowerment Platform Leadership Team Members are Persons who are not employed by the Company or members of the Board but who are Voting Members who agree to be co-opted to the Empowerment Platform Leadership Teams for their skill and specialist knowledge and their number shall be restricted to a maximum of 4 per Empowerment Platform.

11.7.2. Co-opted Empowerment Platform Leadership Team Members shall manage key portfolios in association with other Directors and/or other Co-opted Empowerment Platform Leadership Team Members together with external specialists.

11.7.3. Co-opted Empowerment Platform Leadership Team Members shall be actively involved and assist the Empowerment Platform in the co-ordinating or assisting with the co-ordination of strategic initiatives of portfolios as defined by the Empowerment Platform and reviewed on an annual basis as aligned with the strategic plan of the Company.

11.7.4. Co-opted Empowerment Platform Leadership Team Members 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.

11.7.5. Notwithstanding, the Co-opted Empowerment Platform Leadership Team Members shall not serve on the Empowerment Platform for more than 4 (four) consecutive years in the same position.

## 12. FINANCES

- 12.1. The Company central administrative office (National Office) is the only office entitled to perform administrative functions 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.
- 12.2. 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, unless otherwise determined by the Board. 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 Board.
- 12.3. The Branch Leadership Team will prepare a regional Budget and submit it to the executive management of the Company. The Chief Executive Officer and the Finance Manager of the Company will prepare a comprehensive national Budget for consideration by the Audit Committee, which will present the Budget to the Board with a recommendation for acceptance or amendments.
- 12.4. The Board has authority to approve the Company's Budget.
- 12.5. The financial accounts and the processing of all transactions for all Divisions, Branches, Empowerment Platforms, Committees, or other approved structures of the Company will be undertaken on behalf of such structures through the Company central offices.
- 12.6. Only the Company shall maintain a bank account bearing the name "WISA" or "*Water Institute of Southern Africa*".
- 12.7. Originals of supporting documentation must accompany the income and expenditure statement to enable the Company to complete a VAT return.
- 12.8. Surplus balances on the books of a Branch or Division in excess of R10 000,00 (Ten Thousand Rand) must be placed in an interest bearing account under the control of the Company for the benefit of the Branch, Division or Empowerment Platform and accumulated interest will accrue directly to the Company and be shared with the relevant Branch, Division or Empowerment Platform on a basis to be determined by the Board. General interest on the current accounts and bank charges will be allocated to the central Company account.
- 12.9. The Company National Office will prepare and distribute financial statements for all Participation Structures and other structures on a quarterly basis.
- 12.10. 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 the Participation Structures as well as other strategic structures of the Company.



### **13. MEMBERS**

- 13.1. Membership to the Company is not an automatic right but is granted at the sole discretion of the Board on the recommendation of the Nomination Committee.
- 13.2. Members are individuals and non-individuals admitted to the Company in terms of the MOI, the Companies Act and the Rules and their details are recorded in the “Register of Company Members”.
- 13.3. A Member in good standing is an individual or juristic Person who has fully paid up his/her/its monetary obligations to the Company and its sub-structures. Only Members in good standing are entitled to all Members’ rights.

#### **13.4. Types of Members**

- 13.4.1. Members shall be divided into 2 classes, Voting and Non-Voting Members
- 13.4.2. Each category of Members shall comprise of natural Person Members and juristic Person Members.
- 13.4.3. The Board will determine the qualifying criteria and fees for each class of Member and may differentiate on the fees payable based on qualification and type of Person.

#### **13.5. Application, Processing and Grading**

- 13.5.1. Application for a particular Member class or a change in class of Member status e.g., from Non-Voting to Voting Member, shall be made on the appropriate printed or electronic form and submitted to the Company’s National Office.
- 13.5.2. Applications, excluding the category of Honorary Memberships which are awarded solely at the discretion of the Board, shall be considered by the executive management of the Company.
- 13.5.3. Application for particular Member class may be refused or a different class may be granted. An Applicant may not dispute an allocated class. The Chief Executive Officer shall inform the applicant in writing.
- 13.5.4. 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.
- 13.5.5. Members shall be managed in accordance with the provisions of the MOI and the Rules, and the broader benefits of Members shall be contained in a document entitled “The Members’ Benefits.”

## **14. CONDUCT AND EXPULSION OF MEMBERS**

- 14.1. 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.
- 14.2. 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.
- 14.3. 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.

## **15. FEES**

Membership Fees shall be managed in accordance with the provisions of Schedule 1 of the MOI.

## **16. DISPUTES**

Disputes shall be resolved in accordance with the provisions of the MOI.