

World Water Council

CONSTITUTION

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Preamble

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

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

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

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

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

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

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

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

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

Article 1: Form

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

Article 2: Vision and Objectives

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

The objectives of the Council are:

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

Article 3: Scope of Activities

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

- the creation of an international network including any individual or legal entity, any non-profit organization or any enterprise, any national, regional or local government to improve coordination, the exchange of information and other necessary activities in the water sector;
- the preparation, organization, co-organization, participation or sponsorship of any manifestation, colloquium, seminar, forum, symposium, workshop, conference, congress on water issues, as well as the World Water Forum;
- the drafting, editing, co-editing and sale of any publications and, in particular, of any written, computer, electronic, visual or audiovisual medium with respect to water issues;
- the preparation and organization of training activities with respect to water issues;

- the sale of products and services in order to disseminate information on water issues. Consulting activities or the offering of other services are authorized and any such activities may be for a fee;
- the establishment of partnership agreements with other organisations whose action strengthen or add value to the Council's activities;
- any activity compatible with the objectives of the Council and which contributes to their achievement.

Article 4: Official Headquarters and functioning of the Secretariat

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

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

Article 5: Duration

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

Article 6: Members

The Council consists of:

- The Founding Members having signed the declaration creating the Council and registered with the Prefecture of the Bouches-du-Rhône Department of France on June 14, 1996, namely:
 - Dr. Mahmoud Abu-Zeid (Ministry of Public Works and Water Resources, Egypt)
 - René Coulomb (Suez Lyonnaise des Eaux, France)
 - Aly Shady (Canadian International Development Agency, Canada)
- The Constituent Organizations listed in the By-Laws. They pay the same annual fees as active members.
- The Active Members:

Active Members are:

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

- the Honorary Members:

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

- **The Honorary Presidents:**

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

- **The Patrons:**

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

- **The Host City**

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

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

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

Article 7: Conditions of Membership

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

Article 8: Income

The income of the Council consists of:

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

Article 9: Borrowing

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

Article 10: Annual Accounts

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

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

Article 11: Resignation - Loss of Membership

Membership in the Council is lost by:

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

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

Article 12: Board of Governors - Composition

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

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

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

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

Article 13: Board of Governors – Meetings

The Board of Governors shall meet at least once a year and at any time that the President shall judge advisable or upon a written request sent to the President from a simple majority of its members.

A quorum of the Board of Governors is reached when one half the Governors are physically present or represented.

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

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

Article 14: Board of Governors – Powers

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

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

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

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

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

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

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

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

Article 16: Authority of the Officers (Bureau)

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

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

of the Board of Governors or to the Executive Director after so informing the Board.

2. In case of the absence of the President at a meeting, the Vice President presides.
3. The Bureau shall produce the Minutes of General Assemblies and of Meetings of the Board of Governors and shall have them transcribed. It shall perform all the legal formalities required.
4. The Treasurer, assisted by the Executive Director, is responsible for the accounts of the Council.

Article 17: General Assemblies

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

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

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

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

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

Votes shall normally be cast by a show of hands, and decisions made by the majority of the members present or represented by proxy. However, a secret ballot may be requested by at least one half of the members present or represented, and is necessary whenever the vote concerns individuals or individual members. If the result of any vote is equal, the vote of the President is decisive.

Article 18: Ordinary General Assembly

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

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

The Ordinary General Assembly may only take decisions if a quorum exists of at least one-half of the members of the Council present or represented by proxy. Should this condition not be met, the General Assembly shall be called

again within fifteen (15) days. Decisions taken on this occasion, limited uniquely to subjects on the original agenda, shall be valid whatever the number of members present or represented by proxy.

Article 19: Extraordinary General Assembly

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

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

Article 20: Minutes of Meetings

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

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

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

Article 21: Resolution of conflicts

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

Article 22: Dissolution

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

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

Article 23: By-Laws

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

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

Article 24: Formalities

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

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