



AFRICAN CIVIL SOCIETY NETWORK ON WATER & SANITATION (ANEW)

THE CONSTITUTION

African Civil Society Network on Water and Sanitation (ANEW)

(5th August, 2010)

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ARTICLE 1: NAME

- 1.1.1 The name of the organization shall be African Civil Society Network on Water and Sanitation (hereinafter referred to as “the Organization”).
- 1.1.2 The Organization shall be a continental not-for-profit network of networks of African Civil Society Organizations involved in water and sanitation.
- 1.1.3 The office of the Organization shall be located in Nairobi, Kenya, but may be moved to any other location within Africa, by a majority decision of the General Assembly as deemed necessary by the majority decision of the General Assembly.
- 1.1.4 The Organization succeeds ANEW, an entity registered as a Trust under chapter 164 of the **Trustees (Perpetual Succession) Act** of Parliament in force in the Republic of Kenya

1.2 Acronym

The acronym of the Organization shall be **ANEW**.

1.3 Logo

The Logo shall bear a clear water drop with a map of Africa in the water drop. The name **ANEW** will be spelt out as follows: African Civil Society Network on Water and Sanitation.

1.4 Use of Logo

The **ANEW** logo shall be indicated visibly on all official documents including in particular letterheads used by the **ANEW** Secretariat, and any other body, entity or office acting on behalf of, or under the instructions of ANEW or otherwise under the express permission of the ANEW secretariat.

ARTICLE 2: OBJECTIVES

2.1 Vision Statement

An Africa where water resources are sustainably managed for current and future use and access to water and sanitation is recognized as a right for all.

2.2 Main objective

To mobilize and empower citizens and civil society organizations to actively participate in the formulation of effective policies and strategies for improved water and sanitation service delivery at all levels and implement programs that increase access to water and sanitation services to the poor and underserved in Africa.

2.3 Specific Objectives

- 2.3.1 Within the framework of the forgoing, the Organization shall have the following objectives:
 - (a) To build a continental and national Water and Sanitation (WASH) NGO networks in African countries for effective coordination, accountability, collaboration and engagement with Governments, intergovernmental organizations, regional bodies and other actors.
 - (b) To increase access to water and sanitation by the poor and underserved through provision of information and specialized technical support to enable civil society organizations in Africa to carry out fundraising, design and implementation of sustainable water and sanitation programs and services.
 - (c) To enable citizens to participate in decision making, contribute to policy making, sustainable implementation and management of water and sanitation services through provision of appropriate tools, information and knowledge on water and sanitation.

- (d) To strengthen national WASH NGO networks' capacity and governance structures to effectively engage in water and sanitation service delivery activities, advocacy, learning, research, communication and documentation at all levels.
- (e) To advocate and campaign for right to water for all, favorable water and sanitation policies, interventions and legislative frameworks that ensures access to water and sanitation for all especially for the poor and underserved.
- (f) To advocate for political prioritization of water and sanitation in national plans and budgets with a view of assisting national States to achieve the right to water and sanitation for all and monitor progress on implementation of national and international commitments and reforms in water and sanitation provision.
- (g) To provide a forum for a collective voice for African CSOs and communities to influence sector policies, priorities and programmes.
- (h) To conduct research on specific WASH issues for knowledge building.

2.4 Powers of the Organization

For the purpose of carrying out the aims and objectives under this Constitution, the Organization may:

- 2.4.1 Acquire premises necessary or convenient for the conduct of the affairs and business of the Organization and may, for the purposes, buy, take in charge, hire or otherwise acquire immovable property and inters, right and privileges in respect of the premise or property;
- 2.4.2 Buy, take in exchange, hire or otherwise acquire movable property necessary or convenient for the conduct the affairs and business of the Organization;
- 2.4.3 Invest monies and other property of the Organization not immediately required, upon such security, if any, as the Board of Directors, may determine;
- 2.4.4 Employ or engage, upon such terms and conditions as the Board of Directors may consider fit, such persons as may be necessary for conducting the affairs and business of the Organization and discharge of its objectives;
- 2.4.5 Engage in formation and enhancing partnership with any person or group of persons willing to collaborate with **ANEW** in furtherance of its objectives and activities as the Board of Directors may consider.
- 2.4.6 Raise funds for sustainability and implementation of its objectives through consultancies, projects and project proposals, bidding for tenders to perform activities related to water and sanitation, donations, grants, loans, stocks, investment and any other lawful activity.
- 2.4.7 Do all lawful acts and things as shall be deemed necessary for the attainment of all or any of the objects of the organization.

ARTICLE 3: DEFINITION OF TERMS

3.1 Unless the context requires otherwise, the following words, abbreviations and phrases shall have meaning assigned to them as hereinafter:

General Assembly: General Assembly of the Organization or extra ordinary General Assembly.

Chairperson: Means the chairperson of the Board of Directors and the head of ANEW

Constitution: Means the Constitution of the African Civil Society Network on Water and Sanitation (ANEW). The TRUST DEED by which ANEW is registered in Kenya shall be construed as flowing from this constitution.

The Chief Executive Officer: The person appointed to head the regional, for the avoidance of doubt, the Africa-wide secretariat

Secretariat: Means the Secretariat of ANEW at the Regional Level.

Right to water: Definition as described in General Comment 15 of the UN Committee on Economic, Social and Cultural Rights.

National Focal Points: Means an organization or network that represents ANEW at the Country level.

ARTICLE 4: MEMBERSHIP

4.1 Eligibility to Membership:

- i) Any network or registered Civil Society Organization working in Africa and involved in sustainable water resources management, water supply and/or sanitation and which may be described as a focal point, as defined by this constitution.
- ii) Any network or registered Civil Society Organization qualifying for membership as above shall be non partisan with no political affiliations and its officers seconded to hold any office in ANEW must not be engaged in any partisan political activity.
- iii) The membership policy of the Organization may be reviewed as and when necessary at any ordinary session of the General Assembly.

4.2 Application for Membership:

1. Every application for membership shall be addressed to the Sub-Regional Coordinator of ANEW who shall discuss with the respective National Focal point for advice.
2. When an application has been considered, the Sub-Regional Coordinator shall, without delay, send notice of the results thereof to the applicant in writing. When the decision has been in favour of the applicant, copies of the Constitution and any other important information of the Organization shall be annexed to such notification.
3. In case of rejection, proper reasons should be given to the applicant in writing and informing him/her the possibilities of appealing to the General Assembly if he/she is not satisfied with the reasons provided.

4.3 Member's Rights and Obligations:

ANEW is a non discriminatory organization where all members are equal and their views and opinions are respected equally. The rights and obligations of members include:

1. The right to vote for persons of their choice to occupy any electable position in the organization and to put themselves up to be elected to any office under this constitution.

2. The right to propose amendments to this constitution in-so-far as such proposals are made in accordance with the provisions of this constitution.
3. To access annual reports, auditor's reports and the publication that may be produced by the Organization.
4. To attend the General Assembly and any other meeting that members may be required to attend.
5. Members shall present themselves as members of the Organization, portray and defend the good image of the Organization and participate in its activities.
6. Members shall refrain from influencing organization(s) or its members in any way or manner, which may appear to prejudice the status and main interests of the Organization.
7. To propose amendments to the constitution as and whenever the need may arise.
8. Members have the opportunity to opt out of any ANEW activities that do not fall within the mandate of their organization,

4.4 Cessation of Membership

A member shall lose membership in the Organization if:

- (a) It conducts itself in a manner that is contrary to the objectives of the constitution;
- (b) Upon written resignation of a member of the Organization,
- (c) Where for one reason or another, a member has, by dishonest means, appropriated the organization's funds, gained membership under false pretences or has demonstrated an intolerable behaviour, too grave to threaten the prosperity of the Organization,
- (d) A member of the organization ceases to conduct its business in the country where it is registered, or
- (e) If interests of a member of the Organization conflicts with the objectives of the Organization.

4.5 Membership Categories

The following shall be the categories of membership:

(a) Full Membership

A full member of the organization is defined as a registered national civil society organization or network involved in water and sanitation or otherwise defined as a national focal point under this constitution.

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(b) Associate Membership

Associate members are organizations or interest groups involved in sustainable water management and water supply and sanitation, but that do not fall within the definition of civil society as outlined in the full membership category. These include but are not limited to:

- Research institutions,
- Higher institutions of learning,
- Advocacy/Interest groups not involved in the water sector,
- Consumer associations,
- Trade/labour unions,
- Human Rights Organizations,

These members may be invited to participate in the organization's activities and/or attend meetings but do not enjoy the rights and privileges of full members.

ARTICLE 5: PARTNERSHIPS

5.1 The Organization will seek a continent-wide spread of membership and a world wide spread of partnerships with influential international CSO networks and organizations, international and national NGOs, national and regional CSO networks, working in line with the network's objectives, in addition to states and government agencies. Partnerships with such organizations and networks shall be formalized by means of Memorandum of Understanding.

ARTICLE 6: STRUCTURE OF THE ORGANIZATION

6.1.1 At least one third of all positions in the organization shall be held by women.

6.1.2 The Organization shall have the following organs namely:

- i) The General Assembly
- ii) The Board of Directors
- iii) Secretariat

Article 6.1.2 notwithstanding focal points within a common sub-region may network for purposes of research and advocacy provided their aims, objectives or goal as the case may be are/is not prejudicial to the interests of ANEW

6.2 THE GENERAL ASSEMBLY

6.2.1 The General Assembly shall be the supreme decision making organ of the organization on all matters regarding the discharge of rights and duties

6.2.2 Meetings of the General Assembly shall be attended by authorized representatives of registered member organizations or networks or by persons accredited by the secretariat.

6.2.2 The General Assembly shall meet ordinarily every two years, subject to availability of funds, but may also meet in I extra ordinary sessions as may be necessary..

6.2.3 Whenever funds of the organization are not sufficient to allow all members to attend the General Meetings, not less than 5 members, representatives from each sub region may be selected to attend the General Assembly based on criteria annexed in this constitution.

6.2.4 The Notice of the Annual General Assembly or Extraordinary General Assembly meeting, the Agenda and all relevant documents **shall** be communicated to all members in writing and should be sent out not less than 21 days prior to the date and time of the meeting.

- 6.2.5 The quorum at any General Assembly of the organization shall be 25% of members, or 25 whichever is the lesser subject to there being a minimum of three members from each of the five regions.
- 6.2.6 A decision of the majority of the members present and entitled to vote, including proxy votes, at the meeting shall be deemed to be decision of the organization.
- 6.2.7 The Chair of the Board of Directors shall preside as chair at every General Assembly of the organization or if he/she shall not be present within one hour after the time appointed for the holding of the meeting or is unwilling to act or the majority of the members present do not want him/her to act, the members present shall elect one of their member to chair the meeting.
- 6.2.8 The Chairperson in consultation with the Board of Directors may, at any time, call an Extraordinary General Assembly of the Organization either on his/her own motion or upon a request in writing of a one third or more members of the Organization stating the purpose for which the meeting is to be called to deliberate upon.
- 6.2.7 The accidental omission to give notice of the meeting to or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at any meeting.

6.3 Votes of Members

- 6.3.1 Every member organization shall have one vote, which shall be given personally or by proxy.
- 6.3.2 A member appointing a proxy shall be executed by the Chief Executive Officer or an authorized representative of the member organization and shall be in writing in the agreed manner.
- 6.3.3 The instrument appointing a proxy shall be sent to the Sub Regional Secretariat not less than 5 days before the time for holding the meeting and an instrument for proxy which is delivered in a manner not permitted.
- 6.3.4 Determination of any issue at the General Assembly shall be by simple majority vote by all members present and in case of equality in votes, in the Chairperson shall have a casting vote.

6.4 Powers and Functions of the General Assembly

The General Assembly has powers to:

- 6.4.1 Consider, adopt and approve Annual Reports of the previous years.
- 6.4.2 To approve Audited reports of the previous years.
- 6.4.3 To consider and decide any Organizational policy issue and amendments of the Constitution of the Organization.
- 6.4.4 To elect members of the Board of Directors.
- 6.4.5 To discuss and approve new members, accept resignations and expel member in accordance with laid down disciplinary procedure..
- 6.4.6 To dissolve the Board of Directors or expel a member or members of the Board of Directors for good reasons after getting recommendations from the Board of Directors.
- 6.4.7 To delegate to the Board of Directors any of its powers when it is necessary to do so. To elect
- 6.4.7 To elect members of the Executive Committee at any ordinary session provided notice of such an election has been served.

6.5 Proceedings at the General Assembly

- 6.5.1 No business shall be translated at any General Assembly unless a quorum of members is present at the time when the meeting proceeds to business.
- 6.5.2 If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next time, at the same time and place, or to such other day and at such time and place as the members may determine, and at the adjourned meeting the quorum is not present within forty five minutes from the time appointed for the meeting the membership present shall be a quorum
- 6.5.3 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall be an adjournment or of the business to be transacted at an adjourned meeting.
- 6.5.4 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) The Chair, or
 - (b) At least two members present in person.
- 6.5.5 In case of an equality of votes, whether on show of hands or on a poll, the chair of the Assembly at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 6.5.6 A resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at the General Assembly meetings shall be as valid and effective as if the same had been passed at a General Assembly of the Organization duly convened and held.

6.6 Votes of Members

1. Every member organization shall have one vote, which shall be given personally or by proxy.
2. A member appointing a proxy shall be executed by the Chief Executive Officer or an authorized representative of the member organization and shall be in writing in the agreed manner.
3. The instrument appointing a proxy shall be sent to the Sub Regional Secretariat not less than 5 days before the time for holding the meeting and an instrument for proxy which is delivered in a manner not permitted.
4. Determination of any issue at the General Assembly shall be by simple majority vote by all members present and in case of equality in votes, the Chairperson shall have a casting vote.

6.7 BOARD OF DIRECTORS

- 6.7.1 This is the body of the Organization vested with the powers to oversee the management of the affairs and the conduct of the Organization and safeguard the objectives of the Organization.
- 6.7.2 The Board of Directors shall meet twice every year on the date and venue agreed upon by members in their previous meeting.

6.7.3 The Board of Directors shall be composed of 11 (eleven) elected by **ANEW** members in each region at regional Meetings. Should it not be possible to hold the elections prior to the General Assembly, then voting by mail or proxy shall be conducted.

6.7.5 Persons putting themselves up to be elected to the Board of ANEW shall be endorsed by the organizations they represent.

6.7.6 Membership of the Board shall comprise of two members from each of the five sub regions of ANEW and the Chief Executive Officer who shall be the secretary to the board..

6.7.7 At least 1/3 of the members of the board shall be women.

The board may, acting under the advice of the secretariat, appoint suitable persons as ex-officio members of the board

6.7.8 The members in their first Board meeting shall elect a Chair, a Vice Chairperson, and a Treasurer of the Board who shall have duties as follows

6.8 Duties of the Chairperson, Vice Chairperson, and a Treasurer of the Board

6.8.1 The Chairperson shall chair all meetings of the Board.

6.8.2 The Vice Chairperson:

- (a) Shall perform such duties as the chairperson may delegate and carry out such duties as may be necessary under this constitution in the absence of the Chairperson.

6.8.3 The Secretary to the Board

- (a) Ensures that sending out notices of meetings to all members of the board is done timely
- (b) Ensures the proceedings including minutes of all meetings of the ANEW board are properly documented and properly maintained
- (c) Be the custodian of all official documents i.e. the constitution and certificates of registration of the network.
- (d) In close collaboration with the Chairperson promote the network relationship with other partners, sponsors and donors.
- (e) Appraises the board on membership issues and monitor sustained correspondence between Secretariat and general membership
- (f) Undertake such other duties as may be directed by the board

6.8.4 The Treasurer

- (a) Facilitate implementation, monitoring and evaluation of proper accounting procedures for the network;
- (b) Ensure that the networks funds are kept in a bank approved by the board;
- (c) Ensure that the bi-annual statements are prepared and ready for the attention of the board and the Bi-Annual General Meeting;
- (d) Ensure proper maintenance of books of accounts and ensure proper custody of related accounting documentation

6.8.5 Members of the Board must be people in the water and sanitation sector with satisfactory level of professionalism and moral integrity, good social standing and commitment to the cause of the Organization independent and readily available for the tasks of the Organization.

6.8.6 The tenure of the board of Directors will be two years unless decided otherwise by a 2/3 resolution of the General Assembly of all members of the Organization.

6.8.7 In the event that a position in the Board of Directors falls vacant for whatever reason during the two year tenure of the Board, the member organization which nominated the Board member shall nominate a replacement to the Board to serve out the remainder of the Board's tenure.

6.8.8 A member of the Board of Directors may be re-elected for another term but i not for more than two consecutive terms.

6.8.9 A Director shall cease to be a member of the Board if:

- i) He gives one month notice in writing to the Board of their intention to resign from directorship. Upon the expiry of such notice he shall cease to be a member but his liability to contribute to the funds of the Organization in the event of its being wound up or dissolved shall continue for one year from the expiry of such notice.
- ii) He is removed from directorship by the vote of not less than two-thirds of the members of the Board of Directors at an Extraordinary General Meeting of the Board of Directors specially convened and at which he has been given a reasonable opportunity of attending and being heard.
- iii) This being a young organization, this article will not be implemented until after the second year of operation.
- iv) A member of the Board of Directors ceases to be a member if he or she ceases to be an employee of the sponsoring organization or if he or she retires or is suspended from membership, or on account of poor health making it difficult for him or her to perform his or her duties or failure to attend 2 consecutive meetings of the Board without any justifiable reason.

6.8.10 Election Criteria

The candidate contesting for any position in the Board of Directors **shall** meet the following criteria:

- senior member of water and or sanitation organizations,
- must be members of ANEW for at least one year prior to elections,
- sound knowledge and experience in water and or sanitation issues in the his/her region and in Africa,
- without interest or participation in any industry/organization that is in conflict with ANEW Policies,
- sound management skills, with a minimum of five (5) years experience,
- proven strong leadership skills,
- without criminal records,
- advocacy skills an added advantage, and
- gender awareness and sensitivity.

6.8.11 Criteria for Selecting Members for Participation in Election of Board of Directors

- i) representatives of focal points,
- ii) Sitting board members
- iii) Gender Balance,

- iv) Active Members who add value to the mission, vision and goal of the Organization.

6.8.12 Powers and Functions of the Board of Directors

The Board of Directors has powers to –

1. Develop operational guidelines and regulations for proper management of the Organization and its assets.
2. Supervise the planning process and budget implementation.
3. Oversee responsible use of assets of the Organization and management of financial and human resources.
4. Supervise and monitor the programmes and activities of the Organization with emphasis on maintaining quality and cost effectiveness.
5. Build and maintain the image of the Organization before the public and its stakeholders.
6. Propose to the General Assembly policy changes and amendments of this constitution.
7. Receive and approve financial reports, to approve the annual budget and the work plan of the Organization.
8. Suspend National Board of Directors member (s) for poor performance and forward the decision to the General Assembly for deliberations and decision.
9. Receive, deliberate and approve financial reports before they are sent to the auditors.
10. Resolve or cause to be resolved any dispute that may arise between the Board of Directors, members, other members of **ANEW** or any other dispute as the case may be;
11. If any dispute arises in any sub-region of the Organization among its members, any such dispute shall be resolved by the Regional Advisory Committee. If the Committee fails to resolve any such dispute, the dispute shall be referred to the Board of Directors for settlement.
12. If the Board of Directors fail to resolve any dispute referred to it by the Regional Advisory Committee, the Board shall appoint one or more mediators to resolve the dispute. If the mediator or mediators appointed by the Board is or are unable to resolve the dispute, the Board shall appoint an arbitrator or arbitrators under the Kenya Arbitration Act, 1995.
13. Any party that is aggrieved by the decision of the Arbitrator or arbitrators appointed under paragraph 7.6.10.2 above may appeal to the General Assembly whose decision shall be final and conclusive.
14. Appoint or employ the **ANEW** Chief Executive Officer
15. Fundraise for the organization.

6.8.13 Proceedings and Quorum of the Board of Directors

- (a) The quorum at any meeting of the Board of Directors shall be six members.
- (b) The Board of Directors may invite any person or persons to advise it at any of its meeting as it deems fit but such a person or person shall have no power to vote.
- (c) Board shall ordinarily meet twice in every year; but extra ordinary meetings may be convened at any time as the Board may deem it fit subject to availability of funds.
- (d) Six members of the Board may, if the Chairperson fails to convene any meeting of the Board after a formal request made to him/her to hold such meeting or when the ordinary meeting is due, sign a petition to hold an extra ordinary meeting of the Board and circulate the said Petition together with a notice of date and venue of a proposed meeting to other members of the Board including the Chairperson and the Regional Coordinator.
- (e) If the Chairperson fails to convene the meeting of the Board of Directors prior to the date proposed for the Board, the members of Board who signed the Petition shall proceed to hold the meeting and the deliberations passed during that meeting, shall be the decision of the Board; provided that the meeting shall not proceed without the requisite quorum.
- (f) Decisions of the Board of Directors shall be passed by majority of the votes of the members present and voting provided that, in the event of an equality of the votes; the Chairperson shall have a casting vote in addition to his deliberate vote.
- (g) Votes shall be taken by secret ballot or by show of hands as the Board may see fit to direct in each case.

6.8.14 THE SECRETARIAT

There shall be a Secretariat that shall comprise of the Chief Executive Officer, who shall be the head of the secretariat and act as secretary to the board of directors and any other official that the Board may deem necessary for the functioning of the organization.

6.8.15 Functions of the Secretariat

The functions of the Secretariat shall include:-

- i) The day-to-day functions of the Organization shall be conducted by the Regional Secretariat under direct supervision of the Chief Executive Officer
- ii) The Chief Executive Officer shall be the secretary to the Board and responsible for organizing and preparing documents for the Board meeting.
- iii) The Secretariat shall ensure that communication to the Board and to all members is in English and French.
- iv) To coordinate and facilitate regional activities in collaboration with the Chief Executive Officer.
- v) To prepare progress and annual reports for presentation to the Board of Directors.
- vi) To prepare policy papers for consideration and approval by the Board of Directors,
- vii) To develop and implement advocacy and communication strategies for the Organization,
- viii) To develop and plan collaboration arrangements with relevant institutions in Africa for promoting the interests of the Organization,

- ix) To fundraise for the organization.

6.8.16 COMMITTEES

6.8.17 Regional Advisory Committees

- i) Each region shall appoint an Advisory Committee that shall be formed of distinguished women and men in the field of water and sanitation and National focal points and the Regional representatives.
- ii) The Regional Advisory Committee shall comprise of not less than six members out of which three (3) shall be women.
- iii) The Advisory Committee shall ordinarily convene its meetings at least once every year to discuss, advice, recommend and give its opinion to the Organization. Other discussions can be deliberated via email or tele-conferences.
- iv) The Advisory Committee shall be entitled to deliberate on matters put before it by the Regional Coordinators and Representatives of Board of Directors and such other matters that the Committee considers fit and advice Coordinators thereon.
- v) The Committee shall advise the Sub-region on the implementation of the planned activities of the Organization.
- vi) The Committee shall regulate its own procedure and management.

ARTICLE 8: FINANCE

The Financial year for the Organization will run from 1st January to 31st December.

8.1 Sources of Funds

The Organization may obtain funds to run its activities from the following sources:

- (a) Donations, grants and contribution from members and non-members in order to enhance and strengthen the Organization's financial and material base;
- (b) Consultancies, projects and project proposals, bidding for tenders to perform activities related to water and sanitation donations, grant, loans, investment and any other lawful activity provided the funding is meant for Regional activities and does not compete with its members at the national and sub regional levels.
- (c) A levy on national focal points the quantum of which shall be determined by the Board

8.2 Expenditure

The Chief Executive Officer shall be responsible for all matters of financial expenditure in relation to the implementation of the activities of the Organization.

ARTICLE 9: Audit

Annual audit will be carried out each year by auditors appointed by the board and the treasurer shall present audited accounts to the general assembly.

ARTICLE 10: DISSOLUTION AND DISPOSAL OF PROPERTY

10.1 Quorum and Majority for Dissolution of the Network

The Network may, by a resolution passed by at least a 2/3 majority of members at a General meeting called for the purpose, resolve that the Network be dissolved.

10.2: Absence of Quorum

If no quorum is obtained, the proposal to dissolve the Network shall be adjourned to a meeting to be held not later than two months thereafter. Notice of the meeting shall be given to all members of the Network at least 14 days before the date of the meeting.

10.3: Permission to Dissolve ANEW

Dissolution of the Network shall only be affected with prior permission of the NGO's Coordination Board. An application for such permission shall be made to the Registrar in writing and signed by at least three (3) Members of the Board of ANEW.

10.4: Post -dissolution Action

When the dissolution of the ANEW has been approved by the NGOs' Coordination Board, no further action shall be taken by the ANEW Board or any other member of the Network other than to recover and liquidate for cash all the assets of the Network. Subject to the payment of all debts of the Network, the balance thereof shall be distributed to any institution or institutions having objects similar to the Network or be distributed further in such or other manner as may be resolved by the meeting at which the resolution for dissolution is passed, but not so as to contravene any provision of the law in that behalf.

10.5 A resolution to dissolve ANEW shall be communicated to the Secretariat and all partners, as soon as it is practicable and not later than three days after passing of such resolution for avoidance of inconveniences.

ARTICLE 11: MISCELLANEOUS PROVISIONS

11.1 Nothing in this Constitution can be changed, altered, varied or amended except by a resolution supported by votes of three fourths of all members present and voting by proxy at any General Meeting and after prior recommendation to the effect by the Board of Directors.

11.2 The Constitution shall become effective and operative upon being adopted by at least three fourths of members of the Organization present or voting by proxy at a General Meeting.

Dated in NAIROBI this.....day of.....2011

Signed by the three top officials:

Chairman:

(Name)

Signature: _____

Secretary:

(Name)

Signature: _____

Treasurer:

(Name)

Signature: _____

SCHEDULE A: ANNEX 1

ELECTION GUIDELINES

1. The **ANEW** Constitution shall be adhered to at all times and **shall** be guided by the policy that one third of the Board of Directors must be women.
2. Only registered members **shall** be allowed to participate in the elections and contest for positions on the Board of Directors.
3. Members shall nominate themselves or be nominated by fellow members to Board positions in each Sub Region.
4. An Electoral Committee comprising of three members who are not vying for any position shall be formed to over see the election process in each Sub Region.
5. Sub Regional Elections **shall** be completed at least three (3) months before the General Assembly.
6. Proxy representation **shall** be allowed in all General Meeting of **ANEW**.
7. Members should provide proof in writing signed by the Chief Executive Officer of the organization that they are the duly appointed representatives and authorized voters and or candidates put forward by the Organization.
8. In the event of a tie on any position, the election shall be re-run.
9. Candidates **shall** be allowed to introduce themselves to the members via email at least 7 days prior to the elections.
10. Campaign information shall be allowed only via email.
11. Counting of votes should be done in full view of the candidates and the members represented.
12. All votes sent in by proxy **shall** be made available to selection committee and all members.
13. Results should be announced immediately after counting **the votes cast**.
14. Where there is only one candidate who fills in a valid nomination on any position, that candidate shall be declared elected unopposed.
15. Candidates **shall** send their CV's and their reasons for standing for election at least three (3) weeks prior to elections.
16. Elections **shall** be carried out as transparently as possible in the presence of General Assembly members.

ANNEX 2

Certified copy of the Certificate of Registration of African Civil Society Network on Water and Sanitation Trust