



WIWAS

# **WOMEN IN WATER AND SANITATION ASSOCIATION KENYA**

## **Constitution**

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WIWAS

THE CONSTITUTION  
OF  
WOMEN IN WATER AND SANITATION ASSOCIATION, KENYA  
P. O. BOX 25642-00100  
NAIROBI, KENYA

## **Article 1. NAME**

The name of the Association shall be '**WOMEN IN WATER AND SANITATION ASSOCIATION**' (hereinafter referred to as "the Association").

The Association is non-profit making and non-political in nature.

## **Article 2. OBJECTS**

- (a) To empower women in water, sanitation and hygiene through capacity building, mentorship, knowledge management, research, advocacy and networking.
- (b) To promote the sharing of information and experiences among members and the public through appropriate fora including and not limited to conferences, seminars, workshops, media, publications study tours/visits, participation in International, Regional, National, county fora.
- (c) To create awareness among the public alongside the WSPs and other stakeholders through awareness education programs on proper sanitation and wastewater management including responsible use of related infrastructure, solid waste management, water conservation, environmental, catchment protection and efficient use of water.
- (d) To create an understanding of the gender gaps within the water and sanitation sector and to advocate for gender transformative policy interventions at all levels.
- (e) To lobby for a strong commitment from water service providers (WSPs) and creation of a healthy and attractive environment to provide water and sanitation services to the public, especially to the vulnerable and marginalized groups.

## **Article 3. MEMBERSHIP**

### **3.1 Registration of Members**

- (a) WIWAS is a voluntary membership Association. Any interested person in the Water, Sanitation and Hygiene (WASH) sector and other sectors, over the age of eighteen years, shall be eligible for membership of the Association, subject to the completion of the application form, approval of the Executive Committee and submission of a registration fee.

### **3.2 Membership Categories**

The Association shall have two categories of membership; corporate membership and individual membership.

- i) Corporate membership is drawn from Water Service Providers (WSPs), Ministries, Departments & Agencies (MDAs), International and local Non-Governmental Organizations (NGOs), County Governments, Professional Bodies, Development partners, and Private sector.
- ii) Individual memberships are classified as:  
Full members – Individuals in WASH sector – working in WSPs, MDAs in WASH, Partners (Development partners and Other Associations in WASH)

Associate – Individuals interested in WASH Sector but work in related fields.

Student members – Students who are enrolled in academic institutions in various fields of water and sanitation and related studies may apply to be members.

- iii) Fellows & honorary members
  - a) Fellows - The Executive Committee shall be empowered to confer fellowships upon members in recognition of their contribution in the WASH sector as defined by the Association from time to time. Nominations for fellowship shall be considered provided they are made by at least two members, one of whom shall be a member of the Executive Committee.
  - b) Honorary members - Where the Executive Committee considers that a person, not being a member of the Association has rendered special services to the Association, the Executive Committee may invite such a person to become an Honorary Member of the Association.

A person shall be confirmed as either a Fellow or an Honorary member by the Annual General Meeting of the Association. Fellows and Honorary members shall have no voting rights in the Association. They shall not be required to pay any annual subscription fees.

- iv) Student Member
  - a) Student membership shall be open to non-working individuals undertaking studies in water and sanitation or related courses and have satisfied the Executive Committee.
  - b) Student members will be entitled to retain such membership for a maximum period of seven (7) years from the date of admission to an institution of higher learning/tertiary institution.
  - c) A student member's admission to any other category of membership is subject to criteria set for such other categories.
- v) Subscription - An applicant shall be admitted to membership upon payment of registration and annual subscription fees as shall be determined by members during AGM.

### 3.3 Withdrawal, Suspension and Expulsion of Members

- (a) Any member desiring to resign from the Association shall submit his/her resignation to the Secretariat, which shall take effect from the date of receipt by the Secretariat of such notice.
- (b) Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys or items contributed by her/him at any time.
- (c) Any member may be expelled from membership if the Executive Committee so recommends and if a general meeting of the Association shall resolve by a two-thirds majority of the paid up members present that such a member should be expelled on the grounds that her/his conduct has adversely affected the reputation or dignity of the Association, or that he/she has contravened any of the provisions of the constitution of the Association. The Executive Committee shall have power to suspend such a member from her/his membership until the next general meeting of the Association following such suspension but notwithstanding such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which his/her expulsion shall be considered.
- (d) Any member who falls into arrears with his/her monthly subscription for more than twelve months shall automatically cease to be a member of the Association and her/his name shall be struck off the register of members. The Executive Committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

### Article 4. OFFICE BEARERS

- (a) The office bearers of the Association shall be:

- (i) The Chairperson
- (ii) Vice Chairperson
- (iii) Secretary General
- (iv) Organizing Secretary
- (v) Assistant Secretary
- (vi) Treasurer
- (vii) Assistant Treasurer

All of whom shall be fully paid-up members of the Association and shall be elected at the **annual general meeting**.

- (b) All office bearers hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in sub-paragraphs (c) and (d) of this rule but shall be eligible for re-election.
- (c) An office bearer is eligible to serve a maximum of two (2) terms, each term is two years in the same capacity, and is eligible to seek election in a different capacity beyond the two (2) terms.
- (d) The election of persons to the different positions shall be staggered such that the terms shall not end at the same time to ensure continuity."
- (e) Any candidate wishing to contest for election for any office shall be proposed and seconded by full members during the AGM.
- (f) The conduct of elections shall be by simple majority.

- (g) An observer who is not a member of the Association will be selected to observe elections to ensure free and fair elections for members. This individual must be of high integrity and a respected member in society and shall be identified by the Executive Committee.
- (h) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.
- (i) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in section 3.3., and removal from office in section 4.1.

#### **4.1 Removal from Office**

- (a) A member of the Executive Committee shall relinquish office under the following circumstances:
  - (i) If s/he resigns
  - (ii) If s/he fails to attend three consecutive Executive Committee meetings without a reasonable cause.
  - (iii) Fails to properly perform his/her duties, which it was his/her responsibility to have performed by virtue of his/her position on the Executive Ccommittee.
  - (iv) For mismanagement of the Association's resources.
  - (v) Acts in any way prejudicial to the interests of the Association.
  - (vi) If s/he ceases to be an employee of a member Institution in the case of Corporate Membership.
  - (vii) Incapacitation, Death, Mental Handicap and Corruption.
- (b) No person may be removed until the person has been informed in writing of the reasons for his proposed removal and until the person has been given the opportunity to appear before the Executive Committee to defend the allegations made against him/her.

#### **4.2 Filling of Vacancies**

- (a) Vacancies arising from whatever cause will be filled by co-option or appointments in acting capacity made by the Executive Committee until the next AGM.
- (b) All vacancies arising in between AGMs will be filled at the succeeding AGM through ratification of co-options made by the Executive Committee provided however that if the vacancies exceed three in a year, these vacancies will be filled through elections.
- (c) Those co-opted or elected mid-term will serve the remaining part of the tenure of the original office holders.

### **Article 5. DUTIES OF OFFICE BEARERS**

#### **5.1 Chairperson**

The Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meeting of the committee and at all general meeting and shall prove any emergency case. The Chairperson of the Association shall be the vision bearer of the Association.

The Chairperson shall:

- (i) chair all the Executive Committee meetings and AGM

- (ii) provide leadership
- (iii) ensure that the Executive Committee functions effectively
- (iv) approve co-sponsorship and use of the Association umbrella by third parties
- (v) establish the agenda for meetings
- (vi) ensure that the meetings' resolutions have been implemented
- (vii) ensure that all the members are fully involved and informed of any business issues on which a decision has to be taken
- (viii) be the spokesperson for the Association
- (ix) ensure that the Association is managed effectively
- (x) ensure that the Association regularly evaluates its work and
- (xi) ensure that committees are facilitated to perform their duties.

### 5.2.1 Vice Chairperson

The Vice-Chairperson shall:

- (i) provide support to the Chairperson
- (ii) officially represent the Chairperson and perform any duties of the chairperson in her absence.

### 5.3 Secretary General

In liaison with the Executive Officer, the Secretary General shall be responsible for:

- (i) legal requirements (legal status, tax status)
- (ii) integrity, consistency and enforcement of statutes, rules and regulations
- (iii) protection of WIWAS assets including intellectual property rights
- (iv) internal and external communications including websites
- (v) services to member Associations and individual members
- (vi) budget, financial statements and investments
- (vii) relations with the personnel of the Secretariat.

### 5.4 Treasurer

The Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the Association and shall issue receipts for all moneys received by her and preserve vouchers for all moneys paid by her. The Treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the Association are written up, preserved and available for inspection.

### 5.5 Assistant Treasurer

The Assistant Treasurer shall perform such duties as may be specifically assigned to her by the Treasurer or by the committee and in the absence of the Treasurer shall perform the duties of the Treasurer.

### 5.6 Organising Secretary

The Organising secretary shall be responsible for:

- (i) All the correspondence of the Association under the general supervision of the Committee.  
In cases of urgent matters where the committee cannot be consulted, she shall consult the

chairperson or if she is not available, the vice-Chairperson. The decision reached shall be subject to ratification or otherwise at the next committee meeting.

- (ii) Issuing notices convening all meetings of the committee and all general meetings of the Association
- (iii) Keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association and of the committee.
- (iv) Venue of meetings and other expenses

#### **5.7 Assistant Secretary**

In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him by the Secretary or the Executive Committee whether the Secretary is present or not.

### **Article 6. THE EXECUTIVE COMMITTEE (THE COMMITTEE)**

- (a) The Executive Committee shall consist of all the office bearers of the Association and other members (Private Sector/ NGO Representative, Special Group Representative, Male Champion, Professional group representative and Water Service Providers Representative, trustees (3) elected at the annual general meeting; such committee members shall hold office for two years and are eligible for re election during the annual general meeting for a maximum of two terms. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- (b) Any casual vacancies for members of the Committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the Association. Vacancies caused by members of the Committee removed from office will be dealt with as shown in rule 4.2.

### **Article 7. DUTIES OF THE EXECUTIVE COMMITTEE**

- (a) Executive Committee, inter alia, shall:
  - (i) The be responsible for ensuring that the Association is able to meet its objectives and fulfill its mandate and for the purpose may give directions to the Executive Officer as to the manner in which, within the law, s/he shall perform her/her duties.
  - (ii) Mobilise resources for the Association.
  - (iii) have power to appoint such sub-committees as it may deem desirable to make reports to the Committee upon which such action shall be taken as seems to the Committee desirable.
  - (iv) have the power to nominate individuals to represent the interests of the Association on any Task Force or other external Council/ Board or body that may be incorporated or set up from time to time.
  - (v) at its absolute discretion appoint a Patron, a person whose accomplishments will make a major contribution to the profession, increase the common good and reflect credit on the Association. The Patron shall not be required to pay registration fees or annual subscriptions and shall have all the rights and privileges of membership except the right to vote. Past and present Patron(s) shall remain Honorary Members.
  - (vi) evaluate the adequacy of management processes and procedures with regard to issues relating to risk management, internal control systems and governance practices.



- (vii) review the systems established to ensure sound financial management and Internal controls, as well as compliance with policies, laws, regulations, policies, procedures and ethics.
  - (viii) fill all the vacancies occurring in the executive pending the AGM.
  - (ix) recruit the Executive Officer and Secretariat.
  - (x) give guidance to the Executive Officer on effective and efficient management of the organization.
  - (xi) engagement and removal of the Executive Officer.
  - (xii) perform such other duties as the members may direct from time to time.
- (b) Authorize and disburse all monies on behalf of the Association except as specified in rule 15(d).
  - (c) The Executive Committee shall also be able to appoint and/or employ individuals and/or enter into contracts for the provision of services for and on behalf of the Association on such terms and conditions, without limitation terms as to payment and/or remuneration, as the Committee shall in its sole discretion determine, provided that any such appointments and/or contracts may be terminated by the Committee by way of resolution of the Committee.
  - (d) The Executive Committee may from time to time, subject to the approval of the Association's general meeting, make, vary, or revoke by-laws and/or a code of conduct for the regulation of the internal affairs of the Associations, conduct of the members, conduct of its elections and conduct of its aims, objects and activities. All by-laws and/or codes of conduct shall be submitted to the general meeting for approval and shall be binding on the members of the Association.
  - (e) No member of the Executive Committee shall be held personally liable for any acts done or carried out in good faith on behalf of the Association.
  - (f) The quorum for the Executive Committee meetings shall be five (5) members.

#### **Article 8. WIWAS SUB-COMMITTEES**

The Executive Committee shall function through sub-committees. These committees shall assist the Executive Committee in the running the affairs of the Association.

- (i) In constituting the committees the Executive Committee may co-opt members of the Association not in the Executive Committee.
- (ii) At all times, the chairperson of a committee shall be a member of the Executive Committee.

The Sub-Committees and their terms of reference are as follows:

##### **(a) Strategy, Capacity building and Research Sub-Committee**

The Strategy, Capacity building and Research Committee shall:

- (i) identify institutional and relevant sector needs and develop implementation plans.
- (ii) form working groups with identified stakeholders in reference to the Strategic Plan.
- (iii) liaise with Secretariat in preparation of annual reporting.

- (iv) report to the Executive Committee on matters and progress of activities at the attention of the sub-committee.
- (v) review action plans developed to achieve business development strategies set out in the Strategic Plan.
- (vi) review and recommend projects and initiatives for approval by the Executive Committee.
- (vii) Prepare annual work plan and provide formal evaluation on performance.
- (viii) Mid-term and Annual review of the strategic plan of the Association and make appropriate recommendations to Executive Committee.
- (ix) Any additional matters delegated to the Committee by the Executive Committee.

**(b) Advocacy, Communication and Partnerships Sub-Committee**

The Advocacy, Linkages and Communication Committee shall:

- (i) provide advice to the Executive Committee on advocacy strategies and publicity of the same.
- (ii) Identify and prioritize policy issues and make recommendations to the Executive Committee.
- (iii) provide advice on key issues to be addressed, key messages and the associated communication strategies.
- (iv) ensure that initiatives are addressed from the perspective of integration among program areas and to ensure that implementation strategies address both professional development needs as well as advocacy activities.
- (v) prepare for and manage the policy priority process at the members' forums as well as at any other events.
- (vi) oversee the process for obtaining member input/support for Association's advocacy activities and seeks to coordinate these activities with those of members.
- (vii) identify areas where WIWAS voice can be heard e.g. Press statements, Editorials, opinion pieces, talk-shows and draft the communication on issues of interest to the association.
- (viii) identify and advice the Executive Committee with respect to forming alliances/partnerships with other groups.
- (ix) Develop a stakeholder engagement and communication plan based on the stakeholders identified in the strategic plan.

**(c) Finance and Administration Sub-Committee**

The Finance and Administration Committee shall:

- (i) review quarterly and annual financial reports of WIWAS and make recommendation to the Executive Committee.
- (ii) review of the Association's procurement plan and make appropriate recommendations to Executive Committee.
- (iii) evaluate the Association's financial performance, reporting and controls relating to the Association's financial operations.

- (iv) review of quarterly and annual budgets of the Association and make appropriate recommendations to Executive Committee.
- (v) periodically review of the organizational structure and its subsidiaries and consideration of policies and principles for recruitment, compensation, development and retention of management staff.
- (vi) review of plans and succession of management staff.
- (vii) regular review of employment terms which include; severance arrangements, contractual agreements, financial support and any other general staff welfare matters as recommended by from time to time.
- (viii) review and monitoring of management performance and the overall performance of the WIWAS.
- (ix) review of the pension and benefit plans for employees.
- (x) handle staff discipline matters.
- (xi) any additional matters delegated to the sub-Committee by the Executive Committee.

**(d) Audit and Risk Sub-Committee**

The Audit and Risk Committee is an advisory Committee and not an executive committee. As such it shall not perform any management functions or assume any management responsibilities and shall have an objective, independent role.

The Audit and Risk- Sub Committee shall:

- (i) oversee the financial reporting and disclosure process.
- (ii) oversee performance and independence of the external auditors.
- (iii) monitor the integrity of the financial statements of WIWAS.
- (iv) review and make recommendations to the Executive Committee on the adequacy and effectiveness of WIWAS internal control and risk management systems.
- (v) monitor the effectiveness and objectivity of the WIWAS external auditor
- (vi) monitoring choice of accounting policies and principles.

**Article 9. GENERAL MEETINGS**

- (a) There shall be two classes of General Meetings; - Annual General Meetings and Special General Meetings.
- (b) The Annual General Meeting shall be held not later than 30th of April of each financial year. Notice in writing of such annual General meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by Press advertisement not less than 14 days before the date of the meeting.

- (c) The Annual General Meeting (AGM) is the supreme decision making organ of WIWAS and is responsible for election of office bearers, amendments of the constitution, appointment of auditors and approval of the Annual Report and Financial Statement.

The Agenda for any annual general meeting shall consist of the following:

1. To note presence of quorum and meeting as properly constituted.
  2. Confirmation of the minutes of the previous annual general meeting.
  3. The Chairperson's report.
  4. Audit Report.
  5. Annual Report.
  6. Election of office bearers and the Committee members.
  7. Appointment of auditors in accordance with rule 13 (a).
  8. Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the Organizing Secretary at least four weeks before the date of the meeting.
  9. Any other business with the approval of the Chairperson.
- (d) A Special General Meeting may be called for any special purpose by the Executive Committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.
- (e) A special general meeting may also be requisitioned for a specific purpose by order in writing to the General Secretary of not less than 1/3 members and such meeting shall be held within 21 days of the date of the requisition. The notice for such a meeting shall be as shown in rule 9 (d) and no matter shall be discussed other than that stated in the requisition.
- (f) Quorum for general meetings shall be not less than  $\frac{2}{3}$  of the registered paid up member members of the Association.

#### **Article 10. PROCEDURE AT MEETINGS**

- (a) At all meetings of the Association the Chairperson, or in her absence, the Vice- Chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- (b) The Chairperson may at his discretion limit the number of persons permitted to speak in favor of and against any motion.
- (c) Resolutions shall be decided by simple voting by a show of hands or by secret ballot. In the case of equality of votes, the Chairperson shall have a second or casting vote.

#### **Article 11. THE EXECUTIVE OFFICER**

The Executive officer shall be in charge of the Secretariat and day to day running of the office.

Specific roles of the EO are:

- (a) ensure the secretariat office is running as per the roles stipulated in article 12.
- (b) assist the Chair to complete and submit all required reports.
- (c) be a member of the Executive Committee and attend its meetings.

- (d) notwithstanding any other provision of this constitution, the EO shall be an *ex-officio* member of all committees of WIWAS.
- (e) The EO shall serve for a period of three year term contract renewable depending on performance.

## Article 12. SECRETARIAT

The Secretariat shall be headed by the Executive Officer. The roles of the secretariat are:

- (a) implement the resolutions of the AGM.
- (b) implement resolutions from the Executive Committee.
- (c) conduct elections at the AGM.
- (d) assist the Executive Committee and other sub-committees in the realization of their mandates.
- (e) develop and implement operational and strategic plans to meet the objectives of the Association.
- (f) network with national and international partners and/or associations for the attainment of the WIWAS objectives.
- (g) undertake studies and/or research into issues relevant to the mandate of WIWAS.
- (h) establish a database of information relevant to WIWAS.
- (i) raise funds and prepare annual budget of WIWAS.
- (j) prepare proper accounts, including a full audit report, of WIWAS for scrutiny by the Executive Committee and for presentation to the AGM.
- (k) maintain a comprehensive membership database of all members, update database regularly, process payments, respond to enquiries, and send information to new members. Mail membership receipt and letter of welcome to all new members.
- (l) maintain current membership information and application form in print and electronic (web-based) format.
- (m) undertake routine correspondence with members, and refer non-routine matters to the Chairperson or relevant Executive Committee Member
- (n) provide membership information periodically to Executive Committee members, including statistical report, membership renewal efforts and outcomes, and list of lapsed members.
- (o) mail at least two membership renewal notices to members and provide one renewal notice to lapsed members after one year.
- (p) maintain and create content for WIWAS website and all social media channels.

## Article 13. TRUSTEES

- (a) All land, building and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than 3 trustees who

shall be members of the Association and shall be appointed at an annual general meeting for a period of two years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and shall be filled at the same or next general meeting.

- (b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.

#### **Article 14. AUDITOR**

- (a) An Auditor shall be appointed for the following year by the Annual General Meeting. All Association's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date of the annual general meeting. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what they are found to be incorrect, un-vouched or not in accordance with the law.
- (b) A copy of the Auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all associates at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
- (c) No auditor shall be an office bearer or a member of the Executive Committee of the Association.

#### **Article 15. FUNDS**

- (a) The funds of the Association may only be used for the following purposes:
  - (i) The payment of salaries to employees, allowances and expenses to officers of the Association
  - (ii) The payment of expenses for the administration of the Association, including audit of Accounts of the funds of the Association
  - (iii) The promotion of the interests of members as per the constitution
- (b) All moneys and funds shall be received by and paid to the treasurer and shall be deposited by her in the name of the Association in any bank or banks approved by the Executive Committee.
- (c) No payments shall be made out of the bank account without a resolution of the Executive Committee authorizing such payments and all cheques on such bank account shall be signed by the Treasurer or the Assistant treasurer and two other office bearers of the Association, who shall be appointed by the Executive Committee. The Chairperson shall bear the mandatory signatory.

- (d) A sum of Ksh. 10,000 may be kept by the treasurer for petty disbursements of which proper account shall be kept.
- (e) The Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another person in her place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.
- (f) The financial year of the Association shall be from 1st January to 31st December.

#### **Article 16. THE PATRON**

The Patron of WIWAS shall:

- (i) not be a member of WIWAS, hence will not carry any responsibilities or liabilities, neither will she make decisions on behalf of the Association.
- (ii) be a respected personality who is passionate about WASH.
- (iii) she shall lend her name and support to the Association and lend credibility to the WASH cause.
- (iv) be appointed by the Executive Committee and approved at the AGM.

#### **Article 17. GOVERNING LAW AND DISPUTE RESOLUTION**

This constitution shall be governed, interpreted and enforced in accordance with the Laws of Kenya without regard to their conflict of laws rules.

All parties shall make every effort to resolve disputes amicably. Any disputes arising amongst members should be addressed to the Executive Committee through the Chair. If attempts at negotiation fail, both parties agree to submit their position for arbitration by a third party acceptable to the executive committee. The decision rendered in this arbitration shall constitute final adjudication of the disagreement. All parties shall not be liable for the acts or defaults of the other party.

#### **Article 18. AMENDMENTS TO THE CONSTITUTION**

- (a) This constitution and all exhibits, attachments, and appendices hereto comprise the entire understanding and agreement of the Association with respect to the subject matter, superseding any prior or contemporaneous written or oral agreements thereon. No understanding is created between the members until this constitution is approved by duly authorized representatives.
- (b) Amendments to the constitution of the Association must be approved by at least  $\frac{2}{3}$  majority of members at a general meeting of the Association. **They cannot however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.**

#### **Article 19. DISSOLUTION**

- (a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of  $\frac{2}{3}$  of the members present. The quorum at the meeting shall be shown in rule 9(f). If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- (b) Provided, however, that no dissolution shall be affected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers and with the mandate of the chairperson or the vision bearer.
- (c) When the **dissolution of the Association has been approved by the Registrar**, no further action shall be taken by the Committee or any office bearer of the Association other than to get in and liquidate for cash all the assets of the Association. Subject to the payment of all the debts of the Association. The balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

**Article 20. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of accounts and all documents relating thereto and a list of the members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than 7 days' notice in writing to the Association.