



# WATER SERVICES PROVIDER ASSOCIATION (WASPA)

*... Quality to the Last Drop*

## CONSTITUTION

### Article 1: NAME OF THE ASSOCIATION

The name of the Association shall be "**Water Services Providers Association**" (hereinafter referred to as "the Association")

The registered office of the Association shall be situated Maji House, 4<sup>th</sup> Floor, Room 405, P.O. Box 25642-00100, Nairobi.

### Article 2: OBJECTS OF THE ASSOCIATION

- a) To create a healthy and attractive environment providing the respective consumers with efficient and effective water and sanitation services at full cost-covering tariffs
- b) To promote efficiency and effectiveness in the provision of water and sanitation services through commercialization or other equally effective mode of service delivery
- c) To promote sustainable management and development of water and sanitation infrastructure
- d) To promote the sharing of information and experiences among members through appropriate fora, information exchange and study tours/visits
- e) To monitor, support and advise members as necessary on commercialization of water and sanitation services provision and their service delivery functions
- f) To lobby for a strong commitment to the commercialization of water and sanitation services delivery in Kenya
- g) To lobby for the enactment of a legislative framework that provides for commercialization of water and sanitation services in Kenya
- h) To promote the operational capacity of members who are commercially oriented water and sanitation services providers
- i) To undertake training needs analysis, support the delivery of appropriate training for water and sanitation services providers in collaboration with other actors and to promote the establishment of staffing norms relevant to the sector.
- j) To foster and promote partnership among members who have adopted a commercial approach in the provision of water and sanitation services
- k) Organize, support and strengthen commercially oriented water and sanitation services providers through soliciting and provision of technical expertise, funds, training and any other support as may be identified by the AGM
- l) To access information through networking and participation in International and National fora and disseminate relevant information gathered to support the water and sanitation service providers and create/establish a data bank for information relevant to members

- m) To acquire funds by grant, donations, subscriptions or otherwise in furtherance of the objectives of the Association
- n) To support members in the acquisition of funds for development
- o) To promote cost-effective acquisition of inputs through bulk purchases
- p) To promote the combined management of water and sanitation services in Kenya
- q) To stimulate and promote implementation of best practices and standards in the delivery of water and sanitation services in Kenya
- r) To take all necessary steps that are advisable, feasible and have positive impact on commercialization of water and sanitation services in Kenya
- s) To establish a secretariat to be headed by a Chief Executive Officer (CEO) to co-ordinate the activities of the association
- t) To act as the employers' representative for its Members in all industrial relations matters

**Article 3: MEMBERSHIP OF THE ASSOCIATION**

WASPA is a voluntary membership association whose membership shall consist of:

- i) Any Water and Sanitation Service provider in Kenya shall be eligible for full membership of the Association and shall, subject to the approval of the management committee and ratification by the AGM become a member on payment of an annual subscription fee of Kenya shillings Fifty Thousand or such subscription as may from time to time be fixed by the Association
- ii) Associate membership shall be open to any person and/or private professional bodies or Associations who will best serve the interest of the association and will be nominated by the management committee subject to the approval of the AGM and will pay the annual subscription of Kshs.10,000/= and 20,000/= in respect of an individual and an institution respectively. They will have no voting rights
- iii) The management committee may appoint persons from Government, International Development Partners or Statutory bodies, large consumers or other stakeholders who are committed to the commercialization of water and sanitation services, to be ex-officio members. The ex-officio members so appointed shall have no voting rights
- iv) The management committee may propose and appoint reputable members of the society as honorary members subject to the approval of the Annual General Meeting (AGM). The honorary members so appointed shall have no voting rights
- v) The management committee may propose and appoint a Patron who will be a natural person of reputable national standing. The appointment shall be subject to the approval of the AGM and the main role of the patron will be to solicit for funding for the association

**Article 4: SUBSCRIPTIONS AND WITHDRAWAL OF MEMBERSHIP**

- (a) The Financial year for WASPA shall begin from 1<sup>st</sup> July to 30<sup>th</sup> June
- (b) Every member shall pay an annual subscription fee of Kenya shillings Fifty Thousand or such annual subscription as may from time to time be fixed by the AGM on the advice of the management committee. Such subscription shall become payable on the first day of July and payable latest by September 15<sup>th</sup> in financial year

- (c) Any member desiring to resign from the Association shall submit his resignation to the chairman. The resignation shall take effect from the date of receipt of such notice
- (d) Any member may be expelled from membership if the management committee so recommends and if a general meeting of the Association shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Association, or that he has contravened any of the provisions of the constitution of the Association. The management committee shall have power to suspend a member from 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 expulsion is to be considered
- (e) 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 contributed by him at any time
- (f) Any member who falls into arrears with monthly subscription for more than six months shall automatically cease to be a member of the Association and their name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding

**Article 5:      ORGANS OF THE ASSOCIATION**

Notwithstanding any other Article hereof, the organs of WASPA shall be:

- (a) The Annual General Meeting (AGM)
- (b) The management committee
- (c) Any other committee established by resolution of the AGM
- (d) The Secretariat, which shall be headed by the Chief Executive Officer (CEO)

**Article 6:      OFFICE BEARERS**

- (a) The office bearers of the Association shall be-
  - (i) The Chairman
  - (ii) The Vice-Chairman
  - (iii) The Treasurer
  - (iv) Eight Committee Members
  - (v) Retired Chairman

all of whom shall represent full members of the Association that are fully paid-up. The office bearers shall be elected at the AGM to be held in each year

- (b) The Chairman shall hold office for two terms of one (1) year each. All other office bearers shall hold office from the date of election until the succeeding AGM subject to the conditions contained in Article 6 (c) and (d) but shall be eligible for re-election
- (c) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof
- (d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in Article 4 and vacancies thus

created shall be filled by persons elected at the general meeting resolving the expulsion

**Article 7: DUTIES OF OFFICE BEARERS**

- (a) Chairman-the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the management committee and at all general meetings
- (b) Vice-Chairman-the Vice-Chairman shall perform any duties of the Chairman in his absence
- (c) Treasurer - 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

**Article 8: THE MANAGEMENT COMMITTEE**

- (a) The management committee shall consist of Eleven (11) members made up of all the office bearers of the Association and Eight (8) other members elected at the AGM in each year; such committee members shall hold office until the following AGM. The management committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months
- (b) The CEO shall be an *ex-officio* member of the management committee and will be charged with proper recording of the proceedings
- (c) Any casual vacancies for members of the management committee caused by death or resignation shall be filled by the committee until the next AGM of the Association
- (d) Any member shall, if willing, be eligible for re-appointment to the office he is vacating or for appointment to any other office. In the event of a member vacating his/her appointment for any reason, then:- in the case of chairman, the vice-Chairman shall act as the Chairman for the remainder of the term of office; and in the case of any other office a successor shall be appointed by the management committee for the remainder of the period until the next AGM

**Article 9: DUTIES OF THE MANAGEMENT COMMITTEE**

- (a) The committee shall be responsible for the management of the Association and for that purpose may give directions to the CEO as to the manner in which, within the law, they shall perform their duties. The committee shall 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
- (b) All moneys disbursed on behalf of the Association shall be authorized by the committee except as specified in Article 17
- (c) The quorum for meetings of the management committee shall be  $\frac{2}{3}$

**Article 10: WASPA SECRETARIAT**

- (a) There shall be a secretariat of the Association to be headed by a Chief Executive Officer (CEO)
- (b) The CEO of the Association shall :
  - (i) Be a Kenya citizen
  - (ii) Be of high integrity
  - (iii) Have been actively involved in the last five years on strategies and reforms that seek to provide water and sanitation services efficiently and effectively
  - (iv) Share the vision and mission of WASPA
  - (v) Have a proven record for the defence and promotion of commercialization and private sector participation in the provision of water and sanitation services
  - (vi) Have a university degree or equivalent from a recognised institution of higher learning

**Article 11: MANDATE OF THE SECRETARIAT**

The Association secretariat shall:

- (a) Implement the recommendations of the AGM
- (b) Conduct elections at the AGM for the management committee or any other committee resolved for establishment by the AGM
- (c) Assist the management committee, and any other committee of the association in the realization of their mandates
- (d) Develop and implement operational and strategic plans to meet the objectives of the Association
- (e) Network with national and international partners and/or associations for the attainment of the WASPA objectives
- (f) Identify and render to the WASPA members services as stated in the objectives of the Association
- (g) Undertake studies and/or research into issues that affect service delivery by water and sanitation services providers
- (h) Establish a database of information relevant to water and sanitation services delivery
- (i) Raise funds and prepare annual budget of WASPA
- (j) Prepare proper accounts, including a full audit report, of WASPA for scrutiny by the management committee and for onward transmission to the AGM

**Article 12: GENERAL FUNCTIONS AND REQUIREMENTS FOR CEO**

- (a) The CEO shall be the chief executive of the association. He/She shall deal with all the correspondence of the Association under the general supervision of the management committee. In cases of urgent matters where the committee cannot be consulted, he shall consult the Chairman or if he is not available, the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He shall issue notices convening all meetings of the committee and all general meetings of the Association and shall be responsible for keeping

- minutes of all such meetings and for the preservation of all records of proceedings of the Association and of the committee.
- (b) Notwithstanding any other provision of this constitution, the CEO shall be an *ex-officio* member of all committees of WASPA
  - (c) The CEO shall retire after serving a maximum period of 2-five year terms or upon attaining the age of 60 years whichever comes earlier.

**Article 13: 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 December 30 in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account [see Article 16(b)] 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 agenda for any annual general meeting shall consist of the following:
  - 1. To note the presence of a quorum and the meeting as properly constituted
  - 2. The secretary to read the notice convening the meeting
  - 3. To receive apologies
  - 4. To consider and confirm the minutes of the previous Annual General Meeting.
  - 5. To consider matters arising from the minutes of the previous Annual General Meeting.
  - 6. To receive and adopt the Chairman's Report .
  - 7. To receive Treasurer's Report and consider Accounts.
  - 8. Appointment of auditors in accordance with Article 16 of the Constitution.
  - 9. Amendment of the Constitution.
  - 10. 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 Secretary at least 7 days before the date of the meeting.
  - 11. Appointment of Trustees in accordance with Article 15 of the Constitution.
  - 12. Election of the office bearers and the committee members:
    - Chairman
    - Vice-chairman
    - Treasurer
    - 8 Committee Members.

- (d) A special general meeting may be called for any specific purpose by the 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 management committee by not less than two thirds of the members and such meetings shall be held with 21 days of the date of the requisition. The notice for such meeting shall be as shown in Article 13(d) and no matter shall be discussed other than that stated in the requisition
- (f) Quorum for general meetings shall be not less than half of the registered members of the Association

**Article 14: PROCEDURE AT MEETINGS**

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

**Article 15: TRUSTEES**

- (a) All land, buildings 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 three (3) trustees who shall be members of the Association and shall be appointed at an AGM for a period of three 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 all vacancies occurring by removal, resignation or death, 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 management committee which shall authorize expenditure of such moneys as it thinks fit

**Article 16: AUDITOR**

- (a) An auditor shall be appointed for the following year by the AGM. All the 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 which shall not be less than six weeks and not more than three months before the 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 respect they are found to be incorrect, unvouched 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 members 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 AGM appointing him
  - (c) No auditor shall be an office bearer or a member of the committee of the Association

**Article 17: 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
- (b) The CEO shall, on the instruction of the management committee, cause a bank account to be opened and maintained in the name of the Association and shall ensure that all money belonging to the Association received by him is paid into the said bank account promptly and in any case within seven days of receipt of such money
- (c) The CEO shall prepare a budget which shall be presented for approval by the management committee at its first meeting in a new financial year and in any event not more than three months from the commencement of the financial year
- (d) Within three months of the close of financial year, the CEO shall lay before an auditor a statement of accounts for the past year and the auditor shall duly report his approval or otherwise of such accounts to the management committee
- (e) A copy of the accounts for each year as certified by the auditor shall be forwarded to each member as an addendum to the agenda of every AGM or Special General Meeting where such accounts are to be discussed
- (f) The Association shall be free to accept gifts and donations in cash or in kind from members and non-members and to raise funds by any other legal method

**Article 18: BRANCHES**

Branches of the Association may be formed with the approval of the committee and the Registrar of Societies and they will adopt the same constitution as that of the headquarters with the following exceptions:

- (a) The aims and objects will not include the formation of branches
- (b) Amendments to the constitution can only be made by the headquarters of the Association in accordance with the provisions of Article 19

- (c) The provisions of Article 20 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters

**Article 19: AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution of the Association must be approved by at least a two-thirds 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 the Chairman and the CEO of the Association

**Article 20: DISSOLUTION**

- (a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). 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 effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by the Chairman and CEO of the Association
- (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 in connection with the aims 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 21: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto and a list of 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 seven days notice in writing to the Association.