

**Revised Constitution  
of the CWWA  
Version 2021**



**CARIBBEAN WATER AND  
WASTEWATER ASSOCIATION**

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## ARTICLE I – PREAMBLES

### A DEFINITIONS

In this document unless there is something in the subject content inconsistent therewith:

1. **“The Association”** or **“CWWA”** shall mean the Caribbean Water and Wastewater Association.
2. **“Caribbean”** shall mean all territories in the Caribbean Sea, not limited to English Speaking territories, including the mainland territories of Guyana, Suriname, Belize and Florida (USA).
3. **“Members”** when spelt with a capital initial letter shall mean all members of the Association.
4. **“Objective of the Association”** shall mean the objective for which the association is established as set out in Article 1D of this document.
5. **“The Board”** shall mean the Board of Directors of the Association.
6. **“Trustee”** shall mean a Member nominated by the Board and appointed by a resolution passed at an Annual General Meeting.
7. **“Directors”** shall mean members of the Board including the President, President-Elect/Immediate Past President (*as appropriate*), Vice Presidents, Treasurer, Secretary, Public Relations Officer, Conference Chair, Corporate Representative, Utility Representative and National Sections Committee Chair.
8. **“Section”** shall mean any National Section comprising of six (6) or more members formally constituted to pursue the Objectives of the Association in any Caribbean country.
9. **“Chair”** shall mean the Member that serves as Lead or Chairperson of a National Section.
10. **“Eligible Voting Member”** shall mean all persons having the rights and privileges of active membership by their fees and dues having been reconciled, as confirmed by the Treasurer.
11. **“Executive Director”** shall mean the person hired by the CWWA to conduct its affairs as the Head of the Secretariat.
12. **“Water Supply”** shall mean the exploration, collection, treatment, distribution of drinking water for domestic commercial or industrial purposes.

13. **“Wastewater System”** shall mean the collection, treatment reuse or disposal of domestic sewage (e.g. liquid discharges from toilets baths and kitchen fixtures), stormwater runoff, industrial effluents and other liquid waste.
14. **“Solid Waste Management”** shall mean the collection, treatment and disposal of refuse, garbage, white goods and bulky waste matter and other forms of solid waste.

#### **B NAME**

1. The name of the Association shall be ‘The Caribbean Water and Wastewater Association’ (CWWA).
2. The Association shall be referred to in the Constitution as “The CWWA”.

#### **C GOVERNING INSTRUMENT**

1. The CWWA was incorporated by a special Act of the Parliament of Trinidad & Tobago, No. 8 of 1991.
2. The CWWA shall be governed by the Articles of this Constitution.

#### **D OBJECTIVES**

The CWWA shall observe the following Objectives:

1. Advance the knowledge and technology used in the management and operations of water, wastewater and solid waste in the Caribbean.
2. Encourage, promote and champion actions necessary to safeguard and preserve water resources and to sustainably manage catchment areas and the environment throughout the Caribbean.
3. Develop and implement effective methods for the dissemination of knowledge concerning water, wastewater, solid waste and related issues to its membership and other interested parties.
4. Research, publicize and distribute information that would assist with the development of regional policies required for the effective management, protection and development of water resources, wastewater and solid waste.
5. Build alliances with other organizations with similar goals and objectives or where symbiotic or synergistic relationships can be realized.
6. Aid in enhancing and promoting the professional status of its membership.
7. Educate the public and other stakeholders about the relationship and value of water and wastewater to public health, economic development, ecosystems and the need for improved waste management.

8. Encourage the exchange of information amongst its membership.
9. Provide the appropriate fora to gather the Membership, encourage the accomplishment of the other objectives and advance technically sound and sustainable recommendations to National Governments and Regional Bodies, including CARICOM.

In furtherance of such purpose, the CWWA shall have full power and authority to perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive directly or indirectly to carry out any of the purposes of the CWWA.

## **E HEADQUARTERS AND OPERATIONS**

1. The Headquarters of the CWWA shall be in accordance with the Act. The Headquarters shall house the Office of the Secretariat.
2. Sections of the CWWA may have other offices at such place or places as they deem suitable within or outside of the Caribbean Region as the section may require or make desirable.

## **ARTICLE II - MEMBERSHIP**

### **A GENERAL**

1. The Membership of the CWWA shall consist of individuals, companies and institutions interested in any of the objectives of the CWWA and having such qualifications as are prescribed in the Constitution for the various grades of membership.
2. Membership in the CWWA shall be open to individuals normally resident in the Caribbean and to individuals, companies and institutions operating within the Caribbean region who work in the field of water resources, wastewater, or solid waste management.
3. The Board shall have full discretion as to the admission of any individual, company, or institution to membership in any class.

### **B MEMBERSHIP CLASSES**

1. The CWWA shall consist of twenty (20) or more members of the following Classes:
  - 1.1 Member - A Member shall, at the time of their application, hold a Degree in Engineering, Science or Professional Certification in Water, Wastewater or Solid Waste Management approved by the Board, although the Board may accept alternative qualifications and experience in water, waste and any environmental field.
  - 1.2 Student - A Student shall be, at the time, pursuing a degree in engineering or science and enrolled in an undergraduate or graduate degree program at a university.

- 1.3 Associate - This can include any non-corporate company/non-corporate utility, organization/project in the field of water, waste and environmental management.
- 1.4 Corporate: Utility – National or Regional ‘Utilities’ operating in the field of water supply, wastewater or solid waste disposal and providing services as a public or private sector utility.
- 1.5 Corporate: Company - National, regional and international “Companies” working in the field of water supply, wastewater or solid waste disposal, such as consultants, contractors, manufacturers of plant and equipment, *inter alia*.
- 1.6 Honorary – The Board may appoint to the class of Honorary Members, distinguished persons with recognised experience and interest in water supply, wastewater management or solid waste management; provided that at the time of making appointments, the Board shall ensure that the number of Honorary Members does not exceed 10% of the full membership.

#### **C MEMBERSHIP FEES AND CHARGES**

- 1 Every applicant for Membership shall enclose the appropriate registration fee and one year’s annual dues with his/her application form.
- 2 A Member’s annual fees shall be due and payable each year at or before the beginning of the financial year.
- 3 Any Member whose annual dues are twelve (12) months in arrears shall be suspended by the Board and will not be entitled to any of the privileges of Membership during such suspension. If such a Member falls twenty-four (24) months in arrears, they shall be struck off the Membership List. If this person is then desirous to continue/renew his/her Membership, then they shall apply as a new Member and be subject to the appropriate process.
- 4 The Board may charge fees for services offered to Members or candidates for Membership.

#### **D VOTING PROCEDURE**

- 1 The routine business and affairs of the CWWA shall be executed by the Board of Directors composed of the eleven Directors.
- 2 All Members of the Association in good standing shall be entitled to vote on the election of Directors and new Trustees, proposed amendments to the Constitution, the approval of the Annual Financial Report and other matters submitted by the Board to a vote of the Membership. Each such Member shall be entitled to one vote on each such matter.
- 3 Except where prescribed by applicable law, a Member may vote in person, electronically or by proxy executed in writing by the duly authorized agent of the Member. A proxy shall be valid for a period of 11 months from the date of its execution.

- 4 All Members shall abide by such ethical standards and standards of conduct as may, from time to time, be adopted by the CWWA. Any Member in violation of any ethical standards or standards of conduct shall be subject to such sanctions as the Board and Trustees may determine in their sole discretion and such sanctions may include the suspension of Membership.

#### **E WITHDRAWAL/TERMINATION OF MEMBERSHIP**

- 1 Any Member may withdraw from the CWWA by submission of a Letter of Resignation.
- 2 Except in the case of voluntary resignation, Membership may be terminated by the CWWA if any Member:
  - 2.1 Is 24 months in arrears in paying his/her annual dues.
  - 2.2 Becomes bankrupt.
  - 2.3 Becomes of unsound mind.
  - 2.4 Behaves in such a manner that discredits the CWWA and its membership.
- 3 Provided that the rules of natural justice shall be adhered to, an appeal may be made to the Trustees with respect to any such decision of the Board.

#### **F NATIONAL SECTIONS**

1. At the request of six (6) or more Members for any Country or Dependent Territory in the Caribbean, the Board may approve the formation of a National Section to pursue the objectives of the CWWA in that Country/Territory.
2. Each Section shall annually select a representative to hold the position of National Section Chair and for rotational nomination as one of the four (4) Directors of the Board.
3. Rules/Bylaws and guidelines for the constitution and affairs of each Section shall be in accordance with the rules enacted from time to time by the Board, provided that such rules shall not be inconsistent with or repugnant to the CWWA Constitution.
4. National Sections shall convene at least three (3) meetings annually. Minutes of these meeting shall be submitted to the Board within six weeks of the meeting date.

### **ARTICLE III - BOARD OF DIRECTORS**

#### **A COMPOSITION OF THE BOARD**

1. The Board of Directors shall comprise of eleven (11) Members of the CWWA as follows:
  - 1.1 President

- 1.2 Immediate Past President or President-Elect (*as appropriate*)
  - 1.3 First Vice President
  - 1.4 Second Vice President
  - 1.5 Secretary
  - 1.6 Treasurer
  - 1.7 Public Relations Officer
  - 1.8 Conference Chair
  - 1.9 Corporate Representative
  - 1.10 Utility Representative
  - 1.11 National Sections Committee Chair
- 2. The President is the Chief Executive Officer of the Association who, when present, shall preside at all meetings of the Association and the Board. The President shall have the right to supervise and direct the management and operation of the CWWA and to ensure that there is execution of Board Decisions and policies in keeping with the Constitution.
  - 3. The President-Elect shall serve on the Board as President-Elect for a period of one year before attaining the office of President. This shall occur at the close of the Annual General Meeting of the year immediately following his/her election to office. He/She shall understudy the President and shall perform all duties as President in the absence of the President and have such powers and authority as the Board may prescribe. If the President fails to complete the second year of his/her term, the President-Elect shall assume the duties of the office of President, in addition to the duties of the office of the President-Elect for the remainder of the unexpired term of the President.
  - 4. The Immediate Past President is the Member who served as President in the preceding year and who shall assist the President and Vice-Presidents in performing their duties.
  - 5. The two Vice-Presidents are Members who shall perform such duties and have other authority and powers as the Board may prescribe. The First Vice-President is voted into office first and shall perform all duties as President in his/her absence and in the absence of a President-Elect. The Second Vice-President is voted into office second and shall perform the duties as President in his/her absence, the absence of the President-Elect and the absence of the First Vice-President.
  - 6. The Secretary is the Member who shall keep written records of all Meetings of the CWWA, send out notices to Members concerning Meetings, conduct the Association's correspondence and provide administrative support to the President. The Secretary also serves as the liaison between the Board of Directors and the Secretariat. The Treasurer shall perform the duties of the Secretary in his/her absence. The Secretary shall be a Resident of the Headquarters Country of the CWWA.



7. The Treasurer is the Member who shall have charge of the Treasury (all funds) of the CWWA. He/She shall ensure that there is an audit trail, review processes relative to financial administration, ensure compliance with financial regulations and make all reasonable efforts to protect against financial breaches. The Treasurer is responsible for ensuring that the Annual Audited Financial Report is independently prepared, is scrutinised by the Trustees and is presented to the Membership of the CWWA at the Annual General Meeting. The Secretary shall perform the duties of the Treasurer in his/her absence. The Treasurer shall be a Resident of the Headquarters Country of the CWWA.
8. The Public Relations Officer is the Member responsible for disseminating appropriate information from the Board and communicating with the Members of the CWWA and the public through publications and press statements and the use of all other forms of media available.
9. The Conference Chair is the Member appointed by the Board from the Country or Dependent Territory hosting the upcoming Annual Conference and Exhibition and will function alongside the Secretariat to plan and execute the event.
10. The Corporate Representative is the Member elected from among the corporate members and represents their interest including activities, workshops, and conference planning. This person is also key in fundraising and sponsorship guidance.
11. The Utility Representative is the Member elected from among the Utility representative members.
12. The National Sections Committee Chair is the Member nominated from among the National Sections Chairs and appointed by the Board and will function as the liaison between the Board and the National Sections.

## **B ELECTIONS OF BOARD DIRECTORS**

1. Any Member, having held a minimum of two years of continuous membership, shall become eligible for election to the positions of President and Vice President.
2. Any Member, having held a minimum of one year of continuous membership, shall become eligible for election to the positions of Secretary, Treasurer and Public Relations Officer.
3. All Directors, with the exception of the Conference Chair and National Sections Committee Chair, shall be elected at the Annual General Meeting. They shall each be elected to serve a term of two (2) years, with the exception of the Conference Chair, whose term shall be one year and will expire at the closure of the Annual Conference and Exhibition.
4. To ensure the continuity of the work of the Council, no more than five (5) Directors shall be elected at any Annual General Meeting unless there is a need to fill vacancies caused by a Director's inability to complete his/her term.
5. The term of office of all Directors shall begin upon election or appointment and shall end at the close of the Annual General Meeting at which new elections for their post was held or until their successors are duly elected (or appointed).

6. Directors shall not be eligible to immediately contest for a post they have held for the last two consecutive terms.
7. In special circumstances, Directors may be removed from office by two-thirds (2/3) majority of the votes cast at a meeting of the Board.

### **C MEETINGS OF THE BOARD OF DIRECTORS**

1. Meetings of the Board shall be held at such time and at such place as the President shall choose, provided that:
  - 1.1 Seven (7) days of notice has been sent to officers by the Secretary.
  - 1.2 At least six (6) meetings are held annually.
  - 1.3 At least six (6) officers are present.

### **D FUNCTIONS OF THE BOARD OF DIRECTORS**

- 1 The Board shall be the Legal Representative of the CWWA and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in this Constitution.
- 2 The Board shall supervise the preparation of a Strategic Plan for the CWWA to benefit its membership.
- 3 The Board shall approve an Annual Work Programme and an Annual Budget and shall supervise its execution by the Secretariat.
- 4 Subject to the provisions of Article VII of this Constitution, the Board shall conduct a periodic review of the performance of the Executive Director.
- 5 The Board shall receive all Committee Reports and shall take appropriate action on recommendations made in these reports when required.
- 6 The Board shall be responsible for establishing, changing and/or reviewing the policies of the CWWA and for overseeing the conduct, management, and direction of the affairs of the CWWA. The Board shall also be responsible for preparing and amending operational rules and procedures.
- 7 The Board may prescribe such rules and regulations, not inconsistent with the Articles of Association, relating to the management and operation of the CWWA as it may deem expedient, provided that such rules and regulations shall have force and effect only until the next Meeting of the Board when they shall be confirmed or rejected.
- 8 The Board shall oversee the appointment of honorary members, the acceptance of Members in exceptional circumstances and will oversee all appeals of membership termination.

## **ARTICLE IV - MEETINGS**

### **A GENERAL**

1. The CWWA shall in each year hold an Annual General Meeting (AGM) at such time and place as the Board shall appoint. Other General Meetings, called Special General Meetings may be convened by the Board from time to time if the business of the CWWA so requires.
2. Annual General Meetings shall be convened after giving at least twenty-one (21) days' notice. The notice shall specify the place and the date, hour and agenda of the meeting, and Minutes of the previous AGM to all members of the CWWA.
3. Attendance at any Meeting shall constitute waiver of notice of such Meeting except where the Member attends the Meeting for the express purpose of objecting to the transaction of business because the Meeting is not lawfully called.
4. The President shall Chair the General Meetings. In the absence of the President either the President Elect or the First Vice-President shall preside at all Meetings of the Members. In the absence of the President, President Elect, First Vice-President the Second Vice-President shall preside as Chair.

### **B QUORUM**

1. A quorum for any General Meeting of the CWWA shall be twenty (20) or 50% of its voting members whichever is the lesser.

### **C AGENDA**

1. At the Annual General Meeting, the Minutes of the preceding Annual General Meeting and of any Special General Meetings shall first be confirmed and signed by the Secretary. The Agenda for the Annual General Meeting shall also include:
  - 1.1 The Annual Audited Financial Statement presented by the Treasurer.
  - 1.2 The Strategic Direction of the CWWA presented by the President.
  - 1.3 The Work Programme of the Secretariat for the preceding year and the proposed Work Programme and Budget for the upcoming year presented by the Executive Director.
  - 1.4 Report of the Past Presidents' Council.
  - 1.5 Nomination of National Section Chairs.
  - 1.6 Election of Directors
  - 1.7 Appointment of Auditors

## **D VOTING**

1. All Members who are neither in arrears with their annual dues nor suspended from the Membership shall be entitled to vote at the Annual General Meeting of the CWWA. For the election of Directors voting shall be by secret ballot.

## **ARTICLE V - TRUSTEES**

1. There shall be three (3) lifetime Trustees who shall be nominated by the Board of Directors and shall be appointed by a resolution passed at the Annual General Meeting. Whenever any Trustee shall die, go to reside outside of the Caribbean Region, desire to be discharged, or become incapable of performing their duties, a successor of such Trustee shall, as soon as is convenient, be nominated by the Board of Directors and appointed in like manner. No Trustee shall hold a salaried office within the CWWA.
2. All property, stocks, funds, shares and other securities of the CWWA shall be vested in the Trustees for the duration of their period of service.
3. No part of the property of the CWWA shall be sold, assigned, transferred, conveyed or otherwise disposed of by the Trustees without the authority of the Board.
4. The Trustees shall scrutinize the Annual Audited Financial Report of the CWWA, and one (1) Trustee shall endorse the Report on behalf of the Trustees.
5. The Trustees shall mediate in the event of any conflicts that arise in the CWWA.

## **ARTICLE VI – PAST PRESIDENTS’ COUNCIL**

1. To continually benefit from the institutional knowledge, service and expertise of Past Presidents, there shall be established a Past Presidents’ Council, which shall come into effect from the effective date of this Constitution.
2. The members of the Past Presidents’ Council shall retain an active membership status in the CWWA.
3. The members of the Past Presidents’ Council shall hold elections for the positions of Chairperson and Secretary.
4. The Past Presidents’ Council shall make its own rules and procedures to govern its operations.
5. The Past Presidents’ Council shall serve in an advisory capacity to the CWWA Board of Directors and generally as Ambassadors-at-large of the CWWA.
6. The Past Presidents’ Council shall present and deliver an Annual report of operations at the AGM.

## **ARTICLE VII – SECRETARIAT**

### **A EXECUTIVE DIRECTOR**

1. The Executive Director shall be the Chief of Staff of the CWWA Secretariat. As such, the Executive Director shall supervise and have general charge of the operations of the Association's Secretariat and shall execute the policies, programmes, orders, and resolutions of the Board.
2. The Executive Director shall prepare an Annual Work Programme, Budget, and Calendar of Activities of the Secretariat in accordance with the Strategic Plan of the CWWA and submit such to the Board for scrutiny and approval.
3. The Executive Director shall be responsible for executing the approved Annual Work Programme and mobilising the resources and funds required to support same.
4. The Executive Director shall develop and implement administrative and human resource policies, and management systems for the CWWA's Secretariat and present to the Board for scrutiny and approval.
5. The Executive Director reports to the Board.
6. The Executive Director is responsible for adhering to the overall annual budget approved by the Board but may request a budget variance that is subject to Board approval.

### **B HIRING OF PERSONNEL**

1. The Board may, from time to time, oversee the hiring (and discharge) of professional and other administrative support staff on a temporary or long-term basis, under the recommendation of the Executive Director, to assist in the administration of the CWWA from year to year, including the implementation and execution of the goals and objectives of the CWWA.
2. The Executive Director shall supervise and manage the conduct and performance of CWWA employees, but this shall in no way diminish the power and responsibility of the Secretary and Treasurer.

### **C EXPENDITURE**

1. The Board shall have the power to authorize expenditures on behalf of the CWWA from time to time and may delegate by resolution to a Director or Directors the right to employ and/or pay salaries to employees/consultants.
2. The expenditure within the Secretariat shall be the responsibility of the Executive Director and must be compliant with the approved Budget. Any variances to the budget must be approved by the Board.

## **ARTICLE VIII - LIMITATION OF ACTIVITIES**

1. The CWWA shall be authorized and empowered to pay reasonable compensation for expenses incurred in discharging the duties of the Association.
2. No part of the earning of the CWWA shall be for the benefit of or be distributed to its Members, Board of Directors, Trustees or other private persons.
3. The CWWA shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provisions herein recorded, the CWWA shall not carry out any activity not permitted to be carried out as a result of its incorporation and the legal statutes to which it must abide.

## **ARTICLE IX - COMMITTEES**

1. The CWWA may appoint Committees which shall operate under the direction of the Board. These Committees shall be made up of Members best qualified, by virtue of their knowledge and interest to address the objectives and challenges of the CWWA. The description and function of such committees may vary from time to time according to the needs of the CWWA.

## **ARTICLE X - FINANCE**

1. The fiscal year of the CWWA shall be July 1 to June 30 of the following year.
2. The Treasurer shall ensure that the Secretariat keeps proper books of accounts with respect to:
  - 2.1 Receipts
  - 2.2 Expenditures
  - 2.3 Assets and liabilities

and such books shall be kept such as the Council thinks fit and shall always be available to the inspection of Board Members.

3. The Treasurer, on behalf of the Board, shall be responsible for the presentation and seeking approval of the Annual Audited Financial Report including income and expenditure accounts (including balance sheets) and reports as are required by the relevant company legislation; and such accounts, (including balance sheets). If an Auditor is hired by the CWWA, he/she reports to the Treasurer and will assist in the preparation of the Report.

4. The Annual Audited Financial Report shall be submitted to the Trustees for scrutiny at least twenty-one (21) days before the Annual General Meeting and to the Membership at least fourteen (14) days before the Annual General Meeting.
5. True accounts shall be kept of the sums of money received and expended by the CWWA, and the manner in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the CWWA, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the CWWA, shall be open to inspection of the Membership. At least once in every year the accounts of the CWWA shall be examined, and the correctness of the balance sheet ascertained by one or more qualified auditor(s).
6. One or more auditors shall be appointed annually by Members of the CWWA at the Annual General Meeting, and they shall examine and certify the Accounts of the CWWA up to the Financial Year preceding the Meeting.
7. Members of the Board and Committees shall serve without remuneration but may be paid for expenses incurred in the performance of their duties if such payments are authorized by the Council.

## **ARTICLE XI - THE SEAL**

1. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a Second Officer or by some other person appointed by the Board of Directors for that purpose.

## **ARTICLE XII - MISCELLANEOUS**

### **A COPYRIGHT**

1. Papers for presentation to or publication by the CWWA must conform to the rules laid down by the Board; and all accepted papers and the copyright thereof shall become the property of the CWWA and shall be at the entire disposal of the Board.

### **B DISSOLUTION**

1. If upon the winding up or dissolution of the CWWA there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the CWWA but shall be donated to a fellowship program for training in water supply, wastewater or solid waste disposal in the Caribbean on a pro rata basis of the membership of the National Sections.

### **C AMENDMENTS**

1. Any changes, revisions or amendments to this Constitution shall occur only upon the passage of a Special Resolution by the Membership at a duly convened General Meeting.

