

Constitution of Women for Water partnership

(Translation of the original deed, done in Dutch – January 2011)

DEED NOTARY PUBLIC OOSTERDIJK

Prepared by mr. H. Oosterdijk

Dossier: 2008.1049/01 HO

Today, twenty-seventh of November two thousand and eight – appear for me, mr. Hendrikus OOSTERDIJK, notary public in Nijmegen, the Netherlands

1. Appearing persons; the comparantes -----

1.1. Mrs. ALICE MARIA DENTENER, residing Bronovaleaan 4, 2597 AZ 's Gravenhage, born in Oberhausen (Germany) on thirty first July nineteen hundred and forty-five holder of passport number NP4K50416 -(issue don eleventh July Two thousand and eight in the Hague, NL), married; -----

1.2. mrs. PETRONELLA FONTEIN, residing Oostvlietweg 18-F, 2266 BL Leidschendam, NL born in Leiden on fourteen May nineteen hundred forty-five, holder of passport number NJ2460284 (issued on twenty May two thousand and five in Leidschendam-Voorburg, NL), unmarried and not registered as partner -----

2. Capacity appearing persons; the parties of the deed -----The

comparantes acting in their capacity as chair and secretary of the board ("steering Committee") of the informal association according to Dutch law -----

Women for Water Partnership, after this 'WfWP' or "**the association**" residing in 's Gravenhage, at present holding office ("Secretariat") on the Benoordenhoutseweg 23, 2596 BA 's-Gravenhage, and (not yet) registered in the Netherlands chamber of commerce register-----

3. Beforehand

The comparantes, acting as declared, state beforehand: -----

3.1. that on May first two thousand and four WfWP was founded; -----

3.2. that during a meeting in Paramaribo (Suriname) on the thirteenth October two thousand and eight by the general assembly of the association has been decided: -----

- to constitute the association as a formal association under Dutch (Netherlands) law

- to change the statutes; -----

- to incorporate the statutes in a notarial deed drawn up by a Dutch notary public; -----

- to mandate comparanten to execute things and to make changes in the text of the statutes they deem necessary after consulting the notary public as mentioned; -----

Which all shows in the summary of the minutes of that meeting attached to this deed (appendix 1) and the concept of this deed in English translation that has been attached (appendix 2) -----

3.3. the statutes of the association will be as follows:

4. Preamble.

Women for Water Partnership (WfWP) is a worldwide strategic alliance of national and international women's organizations and networks, active in the areas of sustainable development and poverty alleviation with a focus on water and sanitation.

Definitions

In this constitution the following terms are defined as:

- Women for Water Partnership: alliance
- Steering Committee: the Board of the partnership as meant in art 44 of book 2 Civil Code of the Netherlands
- General Assembly: General Assembly of the members of the partnership as meant in art 2.40 of book 2 of the Civil Code of the Netherlands
- Civil Code: Civil Code of the Netherlands
- In writing: by postal mail, fax, telex, e-mail (internet or intranet) or other means of electronic communication.

Name, seat and applicable law

Art. 1

- 1.1. The partnership is named as follows: Women for Water Partnership
- 1.2. The seat of the partnership is The Hague, The Netherlands
- 1.3. Dutch law is applicable for the partnership WfWP and its constitution.

Objective

Art. 2

- 2.1 The objective of the partnership is to advance internationally agreed principles for Integrated Water Resources Management, inclusive of sanitation.
- 2.2 The partnership strives for realising this objective by:
 - Enabling the exchange of knowledge and expertise through its international network
 - Facilitation of the development of demand driven projects at local level
 - Advocating full and equal participation of women and their organizations
 - Stimulating women's empowerment, local ownership and property rights
 - Promoting equity mainstreaming at all levels
 - Facilitate access for its members to resources to support their work

Bodies

Art. 3

The partnership has the following bodies:

- 3.1 The General Assembly, that is the highest body in the partnership and consists of the delegates of the members (one delegate per member)
- 3.2 The Board (Steering committee: see article 13.1)
- 3.3 The Secretariat in charge of the actual execution and coordination of the activities of the partnership.

Membership

Article 4

- 4.1 The partnership strives for a well-balanced geographic spread of its members. The General Assembly in deciding about the acceptance of new members, takes this factor into consideration.
- 4.2 Members of the partnership can only be legal entities according to the law of the country where they are seated, and/ or organizations (formal and informal) comparable with legal entities according to Dutch law. Natural persons/ individuals (themselves) cannot become members.
- 4.3 Membership is open for those legal entities that endorse the objective of the partnership and abide by the following criteria:
 - Willing to disseminate the objective of the partnership and to assist in realising those
 - Be a non-profit/not for profit organization, group or network, demonstrating of having existed for more than two years
 - Working directly or indirectly at grass-root level being a Community Based Organisation, Non Governmental Organization or an (inter)national or regional network/umbrella organization
 - not involved in any way in proselytising or political (party) propaganda
 - Be an organization falling into one or more of the following categories:
 - + Women's organizations occupying themselves demonstrably and structurally with activities in the field of sustainable development, improvement of livelihoods and poverty alleviation
 - + Women's organizations enhancing the interests of women and organizing structural activities for women
 - + Civil society organizations having a proven gender focus and engaging themselves structurally in the fields of sustainable development working with directly involved people (participatory approach)
 - able and willing to communicate in English as the official language
 - have direct or indirect access to Internet.

- 4.4 The General Assembly can set further rules in the bye-laws concerning the request for membership, means of verification and assessment of the membership application and the admission as member
- 4.5 The Steering committee will approve admission as a member. The General Assembly has to approve this decision of the Steering committee in its next meeting. The membership will only officially become operative after this endorsement.
- 4.6 The Honorary Secretary will keep an accurate register of the membership.
- 4.7 The membership of the partnership is not transferable nor can it be obtained by merger or by dividing legal entities.

Rights and obligations of the members

Art 5.

Apart from rights and obligations mentioned in this constitution, a member has rights and obligations as written down and elaborated in the bye-laws of the partnership.

Discontinuation of membership

Art. 6

6.1 The membership is discontinued;

- a. When the member ceases to exist as a legal entity;
- b. By resignation of a member;
- c. By discontinuation by the partnership;
- d. By expulsion.

6.2 a. Resignation of the membership by the member can occur at all times. It occurs through a written notification to the Hon. Secretary. The Hon. Secretary is obligated to confirm, in writing, the reception of the notification within thirty days.

6.2.b. A member can discontinue his membership with immediate effect within one month after he has received notice of the decision that the partnership is to be converted into another legal form or proposes to merge

6.3. The membership can be discontinued by the partnership at all times by the Steering committee, in accordance with a term of notice of at least two months, when the member, after being repeatedly urged in writing, has not completely complied with his obligations related to the partnership, or with the demands that are established by the articles for membership. Discontinuation by the Steering committee involves immediate termination of the membership. Discontinuation will always be submitted in writing and shall include the grounds for that decision. The following paragraph of this article concerning appeal against the decision of discontinuation by the Steering committee is of similar application

6.4. Expulsion from the partnership can only be pronounced when a member acts, or has acted, contrary to the articles, rules or decisions of the partnership or when the member in question infringes, or has infringed the partnership. Expulsion is done by the Steering committee, which will notify the member at the earliest possible time after the decision in writing and sent by registered post with acknowledge of receipt and shall include the grounds for expulsion. Within two months after receiving the notification the member in question has the right to appeal the decision with the General Assembly at its next meeting. The rights of the membership cannot be asserted during the period of appeal and pending the appeal.

6.5. When the membership ends in the course of the financial year, regardless reason or cause, the member will still have to settle existing/ contracted obligations with the partnership in consultation with the Steering committee. Accounts eventually placed at the disposal of the member by the partnership have to be paid back, unless the Steering committee decides otherwise. After ending its membership the member is not entitled to any of the assets of the partnership any more, nor is it responsible for any claims that may come afterwards. The member is also not allowed to use the logo of WfWP anymore or any other items belonging to the partnership.

General Assembly: constitution

Art. 7

7.1 The General Assembly (GA) of the partnership consists of the delegates of the members.

7.2 Every member has the right to appoint in writing one delegate and one deputy delegate.

Task and competences

Art. 8

The General Assembly is the highest body of the partnership and has in that capacity *inter alia* the task case quo the authority to:

- a. Appoint, suspend and discharge the members of the Steering committee
- b. approve the annual reports and the budget of the partnership
- c. Change the constitution of the partnership
- d. Draw up and change the bye-laws and other rules and regulations of the partnership
- e. Dissolve the partnership.
- f. decide in all policy and strategic matters of the partnership including the annual work plan of the partnership
- g. approve the admission of new members
- h. Be the body of appeal for members, concerning decisions of the Steering committee.

Meetings: Convening

Article 9

9.1 The Steering committee will call the General Assembly in writing, with the observance of a term of at least six weeks.

9.2 Except for the annual meeting meant in article 21, meetings will be held as often as is deemed necessary by the Steering committee, and as often as it is requested, in writing and including the topics to be dealt with, by at least that number of members qualified to cast one tenth of the votes in the General Assembly, when all members are represented.

9.3 After receiving the request as meant in 9.2, the Steering committee is obligated to call a meeting of the GA within a period of no more than two months. If the request for a meeting is not complied with within 4 months after receipt of the request, the requesters can then themselves call for a meeting in the similar way in which the Steering committee calls for the meeting.

9.4 Delegates or their deputies attend the meetings personally as much as possible. Meetings can also be held when delegates are in different locations, provided when using electronic means of communication, they can communicate with each other reliably as if they were together in a meeting

9.5 The draft agenda for the GA will be sent in time (not later than 6 weeks before the scheduled date of the meeting). Members can, within two weeks after the first draft agenda has been sent, sent a written request to the Steering committee asking to put subjects on the agenda. The final agenda will be send to members no later than fourteen days before the meeting.

Decision making: voting right

Article 10

10.1.

- a. Only members of the Steering committee and the delegates or deputy delegates have access to the GA, unless the GA decides otherwise for one or more meetings. Only the delegates have the right to vote in the GA. Therefore, they each have one vote. Each member can have his/her vote cast by another delegate or deputy delegate, empowered to do so in writing. Suspended members and suspended members of the Steering Committee have no access to the meeting with the

- exception of that section of the meeting that deals with the decision to suspend or discharge
- b. Decisions can only be taken when at least half the delegates are present or represented at the meeting, on the understanding that members who cannot be present or represented, are counted in order to fix the quorum if they have given latest the day before the GA is held, written (including electronically) comments or voted in writing on subjects that according to the agenda of the GA will be voted on.
- 10.2 An unanimous written decision by all delegates, even when they have not convened in a meeting, has, provided the Steering committee has been informed in advance, the same impact as a decision from the GA. The Hon. Secretary will record such a decision in the Minutes book, while a mention will also be made in the first upcoming meeting of the GA.
- 10.3 Voting on matters will take place verbally, on persons in writing. Accepting proposals by acclamation both on matters and persons is possible only when this occurs on the proposal of the chair and with approval of the meeting. All proposals are decided by an absolute majority of votes (50% + 1), unless the constitution determines otherwise
- 10.4 When the vote ties on matters, the Chair will decide. During elections, the person who has amassed the majority of votes is elected. When no one has gained a majority, if necessary after an intermediate vote, a second vote will be held between the two persons who have amassed the most votes, and that person will be elected who has amassed the majority of the votes. When in that second vote, the vote ties, chance will decide.
- 10.5 Votes are defined as valid casted votes. Abstentions are not valid votes, unless the constitution states otherwise. The persons who cast abstentions or invalid votes are only counted to determine the quorum.
- 10.6 A judgement concerning the results of an election is binding when pronounced by the chair during a meeting. When, however, immediately following the pronouncement of this judgement the accuracy of this statement is disputed, a new vote will take place when the majority of the meeting or, when the original vote did not occur by call or in writing, a voting member so desires. Through this new vote, the legal consequences of the original vote are invalid.

Direction; Minutes

Article 11

- 11.1 The Chair of the Steering committee will lead the meetings. In her absence one of the other members of the Steering committee will act as Chair of the meeting.
- 11.2 The Hon. Secretary or a member of the Steering committee assigned by the Chair will record the matters discussed at the meeting as minutes. These minutes will be put on the agenda and approved during the following general assembly meeting.

The Steering committee , composition, election and appointment

Art. 12

- 12.1. The Steering committee is tasked with managing the partnership, while observing what is determined in article 13. The Steering committee is accountable to the GA. The members of the Steering committee execute the decisions of the GA and implement the general policy of the partnership in accordance with the decisions of the GA.
- 12.2.a. The Steering committee consists of at least three and at a maximum nine persons, Chair, Honorary secretary and Treasurer included.
- b. Only members of a member can be appointed in the Steering committee. They are nominated by Members for election (not necessarily by their own organization).

- c. Chair, Hon. Secretary and Hon. Treasurer will be elected and appointed in position.
 - d. The Steering committee divides the other roles as mentioned in the By Laws/ IRR amongst themselves.
- 12.3 The partnership strives for a well-balanced geographical spread of the origin of the Steering committee members with exception of the Chair, Hon. Secretary and Hon. Treasurer.
- 12.4 The members of the Steering committee will be elected for a term of three (3) years at the maximum. They can be re-elected for a consecutive term of three (3) years. The Steering committee designs a timetable for rotation based on the above and in such a way that continuity in management is guaranteed.
- 12.5 The GA can suspend or dismiss a member of the Steering Committee. For this decision a majority of two/third of valid casted votes is required. A suspension that is not followed by dismissal within three months ends by expiration of this term.
- 12.6 Members of the Steering committee are allowed to resign provided they do so in writing with at least three-month's notice.
- 12.7 By way of the bye-laws/ IRR, the GA can design explicit regulations concerning the way of appointing, suspending, dismissing, election of deputy members of the Steering committee.

Task and competences of the Steering committee

Art. 13

13.1 The Steering committee has *inter alia* the task:

- a. to prepare the strategy and the policy of the partnership
- b. to supervise the activities of the Secretariat of the partnership
- c. to execute the decisions of the GA in accordance with the objectives of the partnership.

13.2 The members of the Steering committee act independently (without order or consultation) of the members and only serve the interest of the partnership and not (also) interest of one of the members.

13.3 More detailed regulations concerning task and way of acting of the Steering committee can agreed upon in the Bye-Laws and other regulations, approved by the GA.

13.4 When the Steering committee is incomplete it keeps its competence.

Voting right of Steering committee members

Art 14

14.1 Every Steering committee member has one vote in the Steering committee meetings. When the vote ties, the chair has the casting vote.

14.2 A Steering committee member does not have a vote concerning subjects regarding herself personally in any way, the majority of the Steering committee members present or represented at the meeting being the sole judge of that.

Reimbursements

Art 15

In the bye-laws/ IRR, the GA can set specific rules concerning the payment of possible compensation and reimbursements to members of the Steering committee, for activities done by them.

Representation

Art. 16

- 16.1 Two of the following Steering Committee members, be it the Chair, the Hon. Secretary and the treasurer, together are entitled to represent the partnership both in legal proceedings and extrajudicial matters. They can be represented by another member of the Steering committee (SC) with authorization from the SC.

16.2 In the light of adequate execution of their duties, The Steering committee can give limited or general power of attorney to the treasurer within the financial framework as approved by the GA.

Secretariat

Art 17

17.1 The partnership is supported by a Secretariat with professional employees. The Steering committee leads the secretariat. The Steering committee appoints and dismisses the employees of the secretariat. By proposal of the Steering Committee the GA decides where the seat of the secretariat will be.

Financial means

Art 18

18.1 a. The funds of the partnership consist *inter alia* of:

- Voluntary contributions
- Donations
- Subsidies and grants
- Sponsorship
- Testamentary dispositions and legacies

b. Testamentary dispositions are only accepted by the partnership under the privilege of inventory/ description.

Liability

Art. 19

19.1. The partnership is only liable for debts it incurred with its own assets; members are not individually liable for debts of the partnership.

19.2.a. No single member of the Steering committee is individually responsible for the debts of the partnership. The partnership exempts any member or former member of the Steering committee from claims against him/her related to qualified tasks on behalf of the partnership. The Steering committee has the liberty to further expand this exemption to other persons with relation to qualified authorised tasks on behalf of the partnership.

19.2.b. When determined in court in highest appeal, that there is a question of unlawful act of a Steering committee member, or gross guilt or malicious intention that has led to liability of the partnership because the act has been imputed to the partnership, paragraph a. will not be applicable.

19.3. The partnership accepts no responsibility whatsoever for personal loss, damage, or accident incurred or experienced by a person –who is not employed by the partnership- during tasks or travels on behalf of the partnership.

FINANCIAL YEAR/ACCOUNTING AND ANNUAL REPORTS

Article 20

20.1 The financial year is the calendar year.

20.2 The Steering committee is obliged to keep records of the partnership's financial status and to keep the pertaining records in such a manner that the rights and obligations of the partnership can be known at any time.

20.3 The Steering Committee is obliged to save the records, meant in section 2 and those meant in article 21, for seven (7) years.

Annual meeting, treasury committee, etcetera

Art. 21

21.1 Within six months after the end of each financial year, the GA (annual meeting) will convene, unless the GA extends this period.

The Steering committee will present its annual report in this meeting, concerning the affairs and policy of the partnership. It will present the balance sheet and overview of financial income and expenses with a motivation to the GA for approval. All members of the Steering committee will sign the documents; if one

or more signatures are missing, then this will be noted with a notification of the grounds.

- 21.2 a. The Steering committee will appoint, on recommendation of the treasurer, a registered public accountant to check the books of the association. The GA reserves the right at all times to appoint a different certified expert. The Steering committee is obliged to confer to this accountant all information he/she desires, and if he/she so wishes to show him/her the assets and funds of the partnership as well as give access to the records and documents of the partnership.
- b. When the appointment of the expert as mentioned in the previous paragraphs is not forthcoming, the legal rule of a Finance committee consisting of two (2) members will be upheld. The GA will appoint the members of the Finance committee. The Finance committee will, after investigation of the records and documents, advise the members on approval or disapproval of the income and expenditure overview (annual account). Only those who have been nominated by a member of the partnership because of their expertise can be elected and appointed as such by the GA.
- 21.3 Approval of the accounts and justification by the GA will not exempt the Steering Committee. The decision whether the exemption is granted, has to be put on the agenda and decided as a separate item.

AMENDMENT OF THE ARTICLES

Article 22

- 22.1 Amendment of the statutes can only take place after a decision of the GA, convened with the specific announcement of intention of proposing amendments to the constitution
- 22.2 The persons who have called the meeting of the GA to deliberate the proposal to change the statutes, shall send a copy of the proposal containing verbatim account of the proposed amendment(s) at least three months prior to the day of the meeting to all members as well as lay them publically in a suitable location for inspection by all delegates and members - electronic reviewing included- until the end of the day of the meeting
- 22.3 The decision to amend the statutes can only be made through a meeting of the GA in which at least two-thirds of the total number of representatives are present or represented, with a majority of two-thirds of all casted votes.

Art. 23

1. The amendment of the statutes will not go into effect until after a public notary has drawn up a Dutch legal deed. Each member of the Steering Committee is qualified to have the deed passed.
2. The members of the Steering committee are obliged to deposit an authentic copy of the amendment and a full text of the amended statutes, at the office of the Dutch Chamber of Commerce where the partnership has its seat.

WINDING UP AND LIQUIDATION OF THE PARTNERSHIP

Article 24

1. The association can be dissolved by a decision of the GA taken with two-thirds of the number of votes in a meeting wherein at least two-thirds of the delegates are present or represented. Furthermore, the partnership can be dissolved in other cases as established by law (article 19 Book 2 Civil Code).
2. With the call for meetings to members, as meant in section 1 of this article and article 9 of these statutes, it should be specified that the meeting is called to dissolve the partnership. The term for calling such meetings should be at least six (6) months.
3. When a decision to wind up the partnership does not include appointed liquidators, then the Steering Committee will execute the liquidation according to the Law.

4. A possible credit balance will be used for aims that closely resemble the goal of the association to be determined by the GA. The liquidators can transfer the credit balance/ remaining funds to one or more organisations with aims that closely resemble that of the association.
5. After the closing down of the partnership, the partnership will continue to exist insofar as needed to settle its accounts. During the settlement, the statutes and rules remain in effect as much as possible. In documents and announcements of the partnership the words "in liquidation" must be added to the name of the partnership.
6. The books and documents of the partnership must be kept by a natural person or legal body appointed by the liquidators, until seven (7) years after the liquidation.

BY LAWS AND INTERNAL RULES

Article 25

1. The GA can approve one or more regulations as elaboration of this constitution.
2. An amendment of these regulations can take place by decision of the GA, whether or not on the proposal of the Steering committee, or when this is requested in writing by at least one-thirds of the delegates of the partnership.
When the request to amend was not proposed by the Steering Committee itself, the GA can only decide on an amendment, after the Steering Committee has had the opportunity to deliberate this amendment.
3. The regulations cannot contain any provision that diverts from or counteracts the rule of law or the statutes, unless such deviation is allowed by Law or the statutes.

FINAL PROVISION

Article 26

In all matters where there exist no provisions in the Law nor the statutes nor the Bye-laws or Internal regulations, the Steering Committee will decide.

FINAL ARTICLE

The comparantes finally declare:

1. At present acting members of the Steering Committee are:
 - Chair: the comparante sub 1.1.
 - Hon. Secretary: comparante 1.2
 - Treasurer: mrs.Boleslaw Maria Witmer, residing Crailoseweg 132, 1272 EZ Huizen, born in Amsterdam on fourteenth February nineteen hundred fifty-four, holder of passport number -NK3494375 (issued on twenty January two thousand six in Huizen);
 - regular member: mrs. Weerahennedige Marie Kusum Placida Athukorala, born in Colombo, Sri Lanka on eleven December nineteen hundred fifty-four;
 - regular member: mrs. Mary Janeth Rusimbi, born in Usangi, Tanzania on nineteen March nineteen hundred and fifty-three;
 - regular member: mrs. Mihaela Nicoleta Vasilescu, born in Focsani, Romania on seven May nineteen hundred sixty-one;
 - regular member: mrs. Siegmien Thea Staphorst, born in Paramaribo, Suriname on fifth October nineteen hundred fort-seven;
2. The current address of the association is Benoordenhoutseweg 23, 2596 BA The Hague, the Netherlands

CLOSING DEED

The parties are known to me, notary public. The identities of the parties involved are, insofar as needed, verified by me, public notary, by means of the documents described (earlier).

This deed was drafted in Nijmegen, the Netherlands, on the date specified at the beginning of this deed. The parties have declared to have taken note of the contents of this deed and to decline a complete verbal recital.

Following a formal listing of the contents of the content of the deed and an explanation thereof and limited reading aloud, comparantes signed this deed.

Immediately afterwards, this deed is signed by me, public notary, at eleven hour seventeen minutes. (signatories)