

Draft Charter
Southeast Asian Water Utilities Network

1. GENERAL

1.1 Interpretation

Terms used in this Charter have the following meaning:

"Network" means, South East Asia Water Utilities Network, the organization limited by guarantee and registered in Vietnam (company registration number...) the members of which are the members of the Network in Section 3.

"Member Countries" means the countries in South East Asia, which have been admitted to join the Network in accordance with Section 3.

"Network Member" means a body which is admitted to membership and continues to maintain membership of the Network in accordance with Section 3.

"the Board" means the Board of the Network as defined in Section 4.

"the President" means the President of the Network from time to time elected by the Board as defined in Section 4.

"the Executive Director" is the principal executive officer of the Network as described in Section 4.

"the Executive Committee" of the Network is defined in Section 4.

"Official representative(s)" shall be the person or persons appointed by a Board member to represent that Member on the Board.

"General members meeting" is a regular meeting of all members of the Network as defined in Section 5.

"The Ad-hoc Committees and Working Groups" are entities established by the Network in furtherance of carrying out its activities and as defined in the Charter

In this Charter words importing the masculine include the feminine.

1.2 Name and Status

- (a) The Network shall be known as the "South East Asia Water Utilities Network"; it may also be referred to by the abbreviation "SEAWUN.
- (b) The Network is an international, non-governmental, non-profit making, Organization of its members.
- (c) The principal office of the Network will be situated in Vietnam and its annual and long-term will be conducted according to Vietnamese law.

1.3 Compliance with Charter

- (a) The Executive Committee shall be responsible for ensuring compliance with this Charter and is hereby empowered to take whatever action is deemed appropriate for that purpose.
- (b) Where considered necessary, due consultations with the Board shall be undertaken.

1.4 Amendments

- (a) Any member of the Board or the Network may propose an amendment.
- (b) Amendments shall be decided at a General members meeting or by postal ballot.
- (c) The text of a proposed amendment to the Charter shall be sent out with the agenda for the next General members meeting.
- (d) Amendments shall take effect at such time as the Board shall specify.

2. OBJECTIVES, STRATEGIES AND ACTIVITIES

2.1 Objectives

2.1.1 The long-term objective (goal) for which the Network is established is:

"To help the members improve their performance in the delivery of water supply and sanitation services. This includes improving efficiency in operation and management, achieving financial viability, and advocating for reforms in the sector to improve the policy environment."

2.1.2 The short term objective for the Network is:

"To establish a strong regional, self-sustainable organization, which is demand driven, by focusing its activities on the key issues agreed upon by the members of the **organization.**"

2.2 Strategies

2.2.1 Annual and long-term plan

The strategy, priority activities, expansion plan and financial planning will be described in the annual and long-term plan of the Network. This plans will be prepared by the Board and adopted in the General members meeting.

2.2.2 Key Strategies

The Network will seek to achieve its objects through the following strategies:

- Establishment & maintenance of secretariat and permanent office; Implement activities based on an regular annual and long-term plan, which includes
 - Key issues to be addressed.
 - Financial plan

- Description of regional and cross-border projects
- Fund-raising activities to sustain the organization
- Development and maintenance of database of information to be shared among the members;
- Posting of information and discussion of specific issues by use of e-mail and websites for communication
- Development of twinning agreements,
- Organising meetings, conferences and exhibitions, publishing reports, papers and periodicals in both hard and electronic form.
- Co-operating with other bodies with similar objectives or
- All other lawful things at the discretion of the Network which shall tend to further the promotion or attainment of the said objective.

2.3 Activities

2.3.1 General

Each fully paid up member of the Network has equal access to, and subject to capacity at any event, may take part in all activities organised or undertaken by the Network.

2.3.2 Principal Activities

The principal activities of the Network are described in detail in the Annual and Long-term plan of the Network and shall consist of, but are not limited to, the following:

- Project activities with other bilateral and multi-lateral donor organisations with an interest in the objectives of the Network
- Co-operation with other international organisations with an interest in the objectives of the Network
- Specialised conferences/workshops/symposia/seminars (which may be accompanied by exhibitions), etc.
- Publications and other communications
- General Members Meeting (which may be accompanied by exhibitions) - Any other activity in accordance with the objectives of the Network.

2.3.3 Project Activities & Cooperation with other international Organizations

The Network may enter into agreements with other international and/or regional organisations having similar objectives to the Network for the purpose of:

- Joint sponsorship and/or organisation of activities relevant to the objectives of each organisation.
- Exchange of information, publications, publicity and furthering the objectives and activities of each organisation;
- Participation in the meetings, conferences and activities of other organisations relevant to the activities and objectives of the Network.

Upon approval by the Executive Committee, observers from organisations with which the Network has agreements, may attend meetings of the Network for the purposes of better co-operation and co-ordination of activities.

2.3.4 Specialised Conferences I Workshops/Seminars

These will focus on a single special subject in the field of water, wastewater and water quality and can be organised by one of the Member Countries but in accordance with the Annual and Long-term plans.

2.3.5 Publications

The Network may produce and distribute its publications using its own direct resources, or in conjunction with publishers or other parties.

2.3.6 Honours and Awards

The Network can establish a programme of honours and awards and the Executive Committee will review this periodically. For each honour or award an Operating Procedure shall be drawn up which shall specify:

- (a) Description of the award
- (b) Eligibility and criteria
- (c) Nomination and selection
- (d) Benefits of the award

3. MEMBERSHIP

3.1 General Remarks

3.1.1 Membership

Membership to the network is open to any public or private Water and Waste Water Utility from participating Member countries as described further in this Charter. The selection of network members, member rights and member duties are further described in Section 3.3

3.1.2 Representation

Each Member Country will be represented by one person in the Board of the Network. The selection of the representation, member rights and duties are further described in Section 3.2

3.1.3 Voting rights

Voting rights of each Member country is executed through the Board member (as country representative) and/or the Network members (Water Utilities). Voting rights of Board/Network members are further described in Sections 3.2 & 3.3

3.2 Member Countries

3.2.1 Founding Member Countries

The Network has been founded initially by five countries: Indonesia, Vietnam, Philippines, Thailand and Malaysia. They become automatically Member Countries of the Network.

3.2.2 Additional Member Countries

Additional member countries, from the region of South East Asia, can only join after a positive decision by Board and endorsed later by the General members meeting in line with the expansion plan as described in the Long-term plan. Additional Member Countries can join only if they agree with this Charter.

3.2.3 Member Countries : Rights and benefits

Each Member Country has the right to nominate one country representative to sit in the Board of the Network. The nomination procedure can be determined by each member countries National Water Supply Association, Rights and benefits of Board members is further described in Section 3.

3.2.4 Procedure for Applying for Country Membership

Application for Country Membership shall be made in writing to the Board, in accordance with the appropriate Operating Procedure. The country shall be admitted as a Member Country of the Network subject to the Board being satisfied that the applicant is eligible for such membership in accordance with the Charter and Network expansion plans as described in the Long-term Plan,

3.2.5 Termination of Membership

A Member Country may withdraw its membership of the Network by submitting written notice of such proposed withdrawal to the Board six months in advance of the proposed date of withdrawal. Notice of termination of membership must be given by ^{1st} January of any year to be effective for that year. The Network may terminate immediately the membership of a Member Country which objectives, actions and activities cease to be in accordance with those of the Network or for non-payment of membership fees.

3.3 Network Membership

3.3.1 Eligibility and Requirements for Membership

Membership to the network is open to any public or private Water and Waste Water Utility from participating Member countries, which satisfies the requirements of the Charter. New members can only be admitted after recommendation by the board member of the member country and after paying the entrance fee and the annual subscription fee.

3.3.2 Number of network members

The maximum number of members allowed per member country will be determined by the Board, endorsed during the General members meeting and included in the Long-term plan.

3.3.3 Membership Year

The membership year shall be the calendar year, i.e. 1 January to 31 December.

3.3.4 Applications for Membership

Applications for membership shall be made on the appropriate application forms available from the Board Member of the respective member country. Completed forms shall be sent to the Board Member of the respective member country. After approval by the Board Member they will be send on to the Executive director together with the annual subscription fee.

3.3.5 Entrance fee, Subscription Fees, Benefits and Rights

The entrance fee, annual subscription, benefits and rights for network members shall be determined by the Board and endorsed in the General members meeting in accordance with the Charter.

3.3.6 Enrolment

Provided that the application meets the criteria laid down the Utility will be enrolled in the Network. Such membership shall date from 1 January of the year in which the member is enrolled.

3.3.7 Termination of Membership

- (a) Members may withdraw from membership of the Network on submission of written notice.
- (b) Such termination shall be effective from 31 December of the year in which such written notice is received by the Board Member of the respective member country, who will then inform the Executive Director.
- (c) The member whose membership is terminated for non-payment of the annual subscription may be re-admitted by following the procedure prescribed for new members.
- (d) Such members shall not be re-admitted until they have satisfied the Executive Director that they have met their financial obligations to the Network.
- (e) A member shall have the right of appeal against termination of membership and its benefits under the procedures laid down under Section 3.3.9 - Grievances of Members.

3.3.8 Subscriptions Collected by Board Members

In those cases where a member's subscription is collected through a Board Member, that Board Member shall be responsible for ensuring that the subscription is paid by 31 March in order to satisfy the general requirements of this Charter.

3.3.9 Grievances

Any grievance shall be submitted in writing to the Executive Director who shall forward this to the Executive Committee for consideration. Grievances that cannot be resolved by the Executive Director and/or the Executive Committee to the satisfaction of the member will be considered by the Board at its next meeting. All grievances must be adequately reported to the Board.

3.4 Membership fees

3.4.1 General information

- (a) Membership fees will be charged to both Member Countries, represented in the Board and Network members.
- (b) Each Member country and Network member shall pay all fees, as explained in 3.4.2 by the date specified by the Board
- (c) The Executive Director shall report the status of payment of such subscriptions to each meeting of the Board.
- (d) The membership fee structure shall be reviewed every year at the Board meeting associated with the General Member meeting.
- (e) Fees are payable by 1 January of each year. Members who have not paid by 30 June will have all benefits and rights of membership suspended until full payment is received.
- (f) Any Member Country or Network member reported as owing more than one year's entrance fees may be removed from the Network by the Board, unless that Member can show good cause why this should not be so.

3.4.2 Type of membership fees

- (a) Membership fees consists of an entrance fee and annual subscription fees
- (b) Membership fees are charged according to the following system:
 - "Base fee" for all entrance fee payments, for both member countries and network members.
 - The "Base fee" will be applied also as annual subscription fee for member countries
 - Annual subscription fees for Network members will be depending on their annual revenue, according to the following table:

| AnnualRevenue | Annual subscri • tion fee |
|-------------------|---------------------------|
| < 10 million US\$ | 1x Base fee |

| | |
|----------------------|--------------|
| 10 - 50 million US\$ | 2 x Base fee |
| 50 -100 million US\$ | 3 x Base fee |
| > 100 million US\$ | 4 x Base fee |

Table 1: Annual subscription fee network members

- (c) The "Base fee" will be calculated in such a way that the total revenue from the member countries and network members matches at least the operating cost of the Network (secretariat, board meetings, executive committee, etc) as prepared by the Board and included in the Annual and long-term plan.
- (d) Additional revenue from sponsorship, seminars and donor support will be utilized for project activities.
- (e) If the "Base fee" becomes too high to cover all Network operating cost, the Network can request support from sponsors or donor to assist in covering the operating cost, but this can only be done as a temporary measure. A plan should be in place to phase out this subsidy of operating cost as soon as possible.

4. MANAGEMENT

The management structure of the Network comprises:

- 1) the Board
- 2) the President
- 3) the Executive Committee
- 4) Entities established by the Board in accordance with the Bylaws
- 5) the Executive Director and Headquarters Staff

4.1 Board

4.1.1 Function of the Board

The functions of the Board shall include but are not necessarily limited to:

- (a) Management of the affairs and annual and long-term of the Network and the commitment and disposal of its funds and to be responsible for the exercise of all the powers of the Network, all in accordance with specific requirements published in the Charter.
- (b) Establish an Executive Committee and, when deemed necessary, other entities and bodies including incorporated companies, determine their composition and appoint their chairmen and members and delegate to them such functions of the Board and of the Network as it sees fit.
- (c) Review of the activities of all such Committees and other entities
- (d) Formulation of Network Charter
- (e) Prepare, review and update the Network Annual and long-term plan, in time for each General Members meeting
- (f) Determination of member benefits and fees
- (g) Consider applications for Member Countries membership
- (h) Determine date and venue of each General Member Meeting and appoint General Member Meeting President
- (i) Promote the Network's publications, projects and activities
- (j) Initiate and/or approve and support as appropriate specialised conferences and workshops held in their own countries or group of countries

- (k) Periodic review of the Charter
- (l) All such other functions and activities as are necessary for the proper operation of the Network

4.1.2 Nomination of Board Members

One Board member is nominated by the official Water Supply Association of each participating Member country in the Network. That Board member is the official representative of the Member Country within the Network. The initial period for nomination is five years and can be renewed for periods of five years.

4.1.3 Board Membership fee

It is a condition of board membership that member country fees, as explained in Chapter 3.4 of this Charter are paid by the official Water Supply Association of that member country. There shall be no additional fees for Board membership.

4.1.4 Duties of Board Members

In addition to the responsibilities of board membership as defined in Section 4.1.1, Board Members, in support of the Network objectives, are required:

- (a) to attend its meetings, as much as reasonably practicable, and respond in timely fashion to annual and long-term done by (e)mail.
- (b) to promote Network membership, specially in his own country
- (c) to recommend the Water Utilities, which can join as Network Members, in accordance with relevant articles in this Charter.
- (d) to support all other relevant activities of the Network.
- (e) to report as requested to each Board meeting and General members meeting on their activities since the previous meeting.
- (f) to notify the Executive Director immediately in writing of any change in their official representative(s).

4.1.5 Voting Procedures

- (a) Only the official nominated persons are entitled to vote on the Board.
- (b) Each Board member shall have one vote on the Board.
- (c) All votes shall be cast in person, not by proxy.
- (d) Except as otherwise provided in this Constitution, questions arising at a meeting of the Board shall be decided by a simple majority vote of those present. In the case of equality of votes, the President shall have a second or casting vote.

4.1.6 Meeting Procedures

- (a) The Board shall meet at intervals to be decided but not less than once per year (if possible during the General Member meeting).
- (b) It may meet at such other times as may be decided by the President or by not less than one half of the total number of Board members provided that not less than 3 months' notice of such a meeting shall be given.

- (c) Not less than half of the total number of Board Members shall be represented at a meeting of the Board to constitute a quorum.
- (d) If a quorum is not present, or if the President determines that a quorum will not be present, then the Executive Committee shall be entitled by a quorum vote to declare that the issues to be decided are essential to the operation of the Network; the Board may then proceed to meet to deal with those issues.
- (e) Where an official representative cannot attend a Board meeting, an alternate may be nominated. The name of the alternate must be communicated to the Executive Director and the President before the meeting.
- (f) The Executive Director of the Network shall be entitled to attend Board meetings but not to vote.
- (g) The Board may from time to time co-opt persons to participate (without voting rights) in the activities of the Board.
- (h) All written reports for Board meetings shall normally be submitted four weeks in advance of the meeting and shall be circulated to all Board members.
- (i) The Board may adopt rules of procedure and may from time to time amend, alter, add to or rescind such rules in whole or in part.

4.1.7 Business by Mail

If a decision is required of the Board between scheduled meetings the Board may conduct its business by mail, which may be surface mail, fax or e-mail. To meet the requirements of the Constitution on meetings and voting the requirements on quorum in Article 11.5 and voting in Article 11.4 shall apply.

4.1.8 Ad Hoc Committees

The Board may establish ad hoc committees for specific tasks which can be completed within a limited timescale. Each ad hoc Committee shall be dissolved upon completion of its task.

4.1.9 Delegation of Powers

The Board may delegate certain powers to the President, Executive Committee, its Committees and the Executive Director.

4.1.10 Finance

Board Members shall ensure their complete financial independence and shall not involve the Network in any financial expenditure except for such activities contemplated in these Charter for which proper authorisation has been first obtained.

4.1.11 Grievances

Any grievance of a Board Member which relates to compliance with the Constitution or with the Charter or their interpretation should be submitted in writing to the Board. An initial response may be made by the Executive Committee and executed by the Executive Director.

4.2 Network President

4.2.1 Period of President

- (a) The First President is elected for a three year period ; subsequent presidents are elected for a two year period.
- (b) In the case of the death, resignation, absence or incapacity of the President, then the Board shall elect one of its members to do so.
- (c) If the office of President falls vacant between two Board meetings, the Board members, in consultation with the Executive Director, shall appoint a replacement from among the Board members to serve until the next Board meeting

4.2.2 Nomination of President

- (a) candidates shall be drawn from members with a minimum of two years experience on the Board, except in exceptional circumstances
- (b) the Executive Director shall, at least six months before the appropriate Board meeting seek nominations from the Officers and Board Members.
- (c) All nominations must be seconded by a Board Member.
- (d) The sitting President cannot be re-elected.
- (e) No person may be nominated unless he has indicated to the proposer and seconder his willingness to serve if elected.
- (f) Nominations must be returned to the Executive Director two months before the Board meeting to be eligible for inclusion in the subsequent election.
- (g) A list of person nominated for the presidency shall be circulated to voting members of the Board one month before the date of the meeting.

4.2.3 Election

- (a) Election of president shall be by open ballot during a meeting of the Board
- (b) The successful candidate will be the person who receives the most votes.
- (c) In the event of a tie, an opportunity will be given for any candidates to withdraw, then the election will be held again.
- (d) If upon another vote, there is a further tie, then the existing President shall have a second or casting vote.

4.2.4 Duties

- (a) The President shall act as the principal Officer and spokesman of the Network and promote the attainment of the objectives of the Network.
- (b) The President shall preside over all meetings of the Board and the Executive Committee and shall be responsible for ensuring the execution of Board and Executive Committee decisions.
- (c) The President shall be an ex-officio member of all entities of the Network.

4.2.5 Delegation

The President shall be entitled to delegate to either Executive Director, or any member of the Board such duties and responsibilities as he thinks necessary for the proper

conduct of the affairs of the Network. The President shall, at the earliest opportunity, advise the Board of any such duties and responsibilities so delegated.

4.3 Executive Committee

4.3.1 Composition

The Executive Committee shall consist of: President and Executive Director. cooption of other members (without voting rights) for specific purposes in connection with the Network's annual and long-term is allowable.

4.3.2 Functions

The functions of the Executive Committee shall be:

- (a) to prepare the regular Annual and long-term Plan, in accordance with the Network Objectives and Strategies as described in Section 2.
- (b) to manage, report and advise on the affairs of the Network and to be accountable for the financial, administrative and technical functions delegated to it by the Board.
- (c) to submit for approval a statement on the financial affairs of the Network and the Company to each meeting of the Board.
- (d) to establish ad hoc committees, within the limits of its powers, for specific tasks of an administrative nature.
- (e) to call a Board meeting

4.3.3 Meetings

- (a) The Executive Committee shall meet at intervals to be decided but not less than twice per year.
- (b) A meeting of the Executive Committee will normally be held immediately before a Board meeting.
- (c) The Executive Committee may otherwise meet as and when the President may consider necessary.

4.3.4 Reporting

The Executive Committee shall submit and circulate, in advance of each Board meeting, a written report on its activities and those of the Ad-hoc committees report on a regular basis to the Board, the deliberations and decisions at its meetings.

4.3.5 Business by Mail

If a decision is required of the Executive Committee between scheduled meetings the Executive Committee may conduct its business by mail, including electronic communications.

4.4 Ad-Hoc Committees and other Entities

The Board may set up such Committees as it sees fit and shall draw up Operating Procedures for each Council and Committee which shall specify:

- (a) Terms of reference
- (b) Composition and appointments
- (c) Terms of office
- (d) Reporting procedures
- (e) Financial support for member attendance, if any.
- (f) General rules of procedure including voting, delegation of powers, termination and dissolution
- (g) Secretarial support.

4.5 Executive Director and Secretariat

4.5.1 General Remarks

- (a) The Headquarters Staff shall consist of an Executive Director and such staff and administrative structure as decided from time to time by the Board.
- (b) The Executive Director shall be appointed by the Executive Committee and be answerable to the Board through the Executive Committee, on terms and conditions of service determined by them.
- (c) The detailed composition of the headquarters staff shall be determined by the Executive Committee in consultation with the Board.
- (d) If the office of Executive Director becomes vacant the President shall nominate a suitable person to carry out the duties of the Executive Director until the Board meets and a new appointment can be made.

4.5.2 Duties of the Executive Director

- (a) To serve as the Managing Director (and Secretary) of the Network.
- (b) To make necessary appointments and termination of appointments of Headquarters staff to ensure the efficient conduct of Network activities.
- (c) To report to each meeting (Executive Committee, Board meeting and GMM) on the status of the headquarters.
- (d) To carry out the day to day work, including record keeping of the Network (e) To keep proper accounts and to obtain the contributions from the members (f) To spend the Network funds in accordance with the decisions of the Board, and guided by the Annual and long-term plan.

5. GENERAL MEMBER MEETING (GMM)

5.1 Timing

The General Member Meeting (GMM) shall take place on a regular basis as prescribed in the Charter, normally every two years.

5.2 Purpose

The purpose of the GMM, is amongst other the following:

- (a) Platform of exchange of experience between Network members
- (b) Analyse achievement of Network in line with the existing Annual and long term plan, for the previous period.
- (c) Adopt the new annual and long-term plan, as described in Section 2, for the period until the next GMM
- (d) Reach agreement on amendments to the Charter of the Network
- (e) Fundraising opportunity for Network to finance new or ongoing network activities

5.3 Hosting GMM

Hosting of the GMM shall be done according to the following regulations:

- (a) The selection of host country, method of organisation and the responsibilities of all aspects of the General Member Meeting will be decided by the Board.
- (b) The organisations of the programme for the General Member Meeting and supporting activities shall be guided by the Board.
- (c) Member Countries wishing to host a GMM shall be responsible for:
 - i. submitting a written invitation to the Board
 - ii. the full organisation of the GMM
 - iii. the nomination of a GMM President
 - iv. providing assurance that the GMM location has good access by air
 - v. providing assurance that entry visas will be granted to all bona fide delegates who apply within reasonable time.
- (d) Sponsoring of the GMM or any component part shall normally only be accepted from organisations in the public sector or from groupings of industrial or commercial companies, consistent with the objectives of the Network, the final decision on any funding being taken by the Executive Committee.

5.4 GMM President

The Board shall appoint a GMM President on the recommendation of the host country of the next GMM. He shall serve as GMM President from his appointment until the end of that congress.

He shall be a non-voting member of the Executive Committee from a period of six months before the next GMM over which he presides (unless he is already either an Officer or an official representative of a Member Country).

6. ADMINISTRATION

6.1 Financial Management

- (a) The Executive Director shall be responsible for the day to day financial management of the Network accordance with the Operating Procedures.
- (b) The books of accounts of the Network shall be kept at the principal office of the Network and shall always be open to the inspection of the Board.
- (c) The accounts of the Network shall be subject to annual audit and copies of the audited accounts shall be sent to each member of the Board,

- (d) Estimates of income and expenditure for the forthcoming year shall be submitted to the Board for prior approval.
- (e) Guidelines for the financial management of the Network shall be approved by the Executive Committee, which shall review and update the guidelines as appropriate.
- (f) The funds of the Network shall be kept by the Executive director in the name of the Network or otherwise as the Board shall direct and no payments shall be made there from except those authorised by the Executing Committee.
- (g) The Board shall appoint auditors who shall not be members of the Board, who shall examine and certify the books and annual accounts of the Network, such accounts being made up to 31st December in any year or such other date as the Board may determine.
- (h) The Executive Director shall provide at each meeting of the Board and Executive Committee:
 - financial reports on the activities of the Network since the previous meeting together with, annually, copies of the audited accounts.
 - his estimates of income and expenditure for the ensuing period between that meeting and the next meeting.

6.2 Liabilities

In case it shall be necessary to bring or defend any legal proceedings on behalf of, or in the interests of the Network for any purpose whatsoever, the Board shall have power to bring or defend the same in the name of the Executive Director or any Officer or Officers of the Network.

The Network shall indemnify the members of the Board and the members of the Executive Committee against personal liability or loss incurred by them in the course of their duties, provided that such liability or loss was incurred in respect of actions properly undertaken in the course of discharging their functions undertaken with the agreement and authority of the Board.

6.3 Amendment of Charter

A proposal to amend the Constitution of the Network (including a proposal for the merger of the Network with any similar body) may be made by the Board or any of its members.

Amendments can be made by the Board, but need to be endorsed by the next General Members meeting to be permanent.

The text of the proposed amendment must be submitted in writing to the President and Executive Director. They shall ensure that the proposal is included in the Agenda for the next board and general members meeting.

On any proposal for the amendment of this Constitution a vote shall be taken and at least one-half of the total Members must vote either in person via their official representatives or by post in accordance with the Bylaws. Two-thirds of those voting

must be in favour of the proposal for it to be carried. An amendment shall take effect at such time as the Board shall specify.

6.4 Dissolution of the Network

A proposal for the winding up or dissolution of the Network shall be dealt with in accordance with the provisions of Section 17 of this Constitution as if it were a proposal to amend the Constitution.

In the event of the winding up or dissolution of the Network any assets, of whatever kind, belonging to the Network shall be given or transferred to some other charitable body or bodies having objectives similar to those of the Network and the company and which prohibit or restrict the distribution of its or their income or property amongst its or their members, such body or bodies to be determined by the Board at or before the time of dissolution and if and so far as effect cannot be given to the foregoing provision, then to some other charitable object.