

**CONSTITUTION AND BY-LAWS
OF THE
WORLD ASSOCIATION OF SOIL AND WATER CONSERVATION
(WASWC)**

TABLE OF CONTENTS

SECTION A: INTRODUCTION	
1. Name	2
2. Philosophy	2
3. Purposes	3
4. Interpretation	3
SECTION B: MEMBERSHIP	
1. Membership	4
2. Individual Membership	5
3. Organizational Membership	5
4. Annual Membership Subscription	5
5. Registers of Members	5
SECTION C: COUNCIL	
1. Council	6
2. Responsibilities of the Officers of the Council	7
3. Election of Officers of the Council and Vacancies	7
4. Proceedings of the Council	8
SECTION D: APPOINTMENT OF VICE-PRESIDENTS	
1. Appointment of Vice-Presidents	8
SECTION E: GENERAL	
1. Notices	9
2. Winding up or Cancellation	9
3. Custody of Records	9
4. Funds	9
5. By-Laws	10
6. Code of Ethics and Professional Conduct	10
7. Publications	10
8. Amendments	10
SECTION F: MEETINGS	
1. A General Meeting	11
2. Notice of Meetings	11
3. Proceedings of Meetings	11
SECTION G: COMMITTEES, COMMISSIONS AND WORKING GROUPS	
1. Committees, Commissions, Working Groups	12
BY-LAWS	
1. The Council	12

2. Meetings of Council	12
3. Notice of Meetings	13
4. Chair at Special Meetings	13
5. Voting	13
6. Administration	13
7. Statement of Account	13
8. Audit	13

**CONSTITUTION AND BYLAWS
OF THE
WORLD ASSOCIATION OF SOIL AND WATER CONSERVATION**

SECTION A: INTRODUCTION

1. Name

1.1 The name of the organization shall be the World Association of Soil and Water Conservation (WASWC).

2. Philosophy

2.1 The conservation and enhancement of the quality of soil and water are a common concern of all humanity.

2.2 Inherent in this philosophy is the responsibility of humanity for maintaining and enhancing the productivity of soil, taking effective measures to prevent soil degradation and safeguarding and improving the quality of water resources to meet the needs of agriculture, society and nature.

2.3 The WASWC will strive to encourage all nations and communities to improve their care of soil and water resources, to strengthen policies which promote better land husbandry and to eliminate unsustainable land use practices.

2.4 The WASWC pledges, through its international membership, to provide a forum on the issues of ecological sustainability of soil and water resources and to promote the practical implementation of the concept of land husbandry as the principal means for achieving soil and water conservation. WASWC recognises that nations should prepare national action plans to assist with the implementation of good land husbandry. These plans should provide for the conservation of soil and water by including provisions for integrated land management; environmental impact assessment; development of adequate environmental standards and controls; the monitoring of environmental quality; scientific and technical cooperation; development and transfer of technology; development and sharing of information and knowledge; environmental education and training.

3. Purposes

3.1 The primary purposes of the WASWC are to:

(a) promote good practices in soil and water conservation and the development of systems of better land husbandry

(b) promote and assist the development of soil and water conservation policy and management practices

- (c) raise the profile of soil and water conservation issues in the activities of international and national organizations engaged in environmental action
- (d) promote education, training and research into better soil and water management
- (e) advance ethical, effective and financially viable practices in soil and water conservation

3.2 In order to achieve the primary purposes of the WASWC, but without limiting its generality, the secondary purposes of the WASWC are to:

- (a) facilitate interaction, co-operation and links among WASWC members
- (b) provide a forum for the discussion and dissemination of good soil and water conservation practices
- (c) convene and hold conferences, seminars and training workshops, and conduct field studies connected with the development of better soil and water conservation
- (d) assist in developing the objectives and themes for the International Soil Conservation Organization (ISCO) Conferences and closely collaborate in their running
- (e) produce, publish and distribute policies, guidelines, books, papers and other informative material that promote better soil and water conservation
- (f) encourage and develop awareness, discussion and consideration of good soil and water conservation practices among the associated environmental organizations and bodies of the world
- (g) liaise, consult and work in conjunction with associated environmental organizations on the development and promulgation of global environmental and conservation policies, strategies and standards
- (h) raise and secure payment of money by any lawful means and solicit, enlist and accept financial and other support from individuals and government and non-government organizations to carry out the purposes of the WASWC
- (i) grant, give and make available money to individuals, trusts, governments and non-government organizations to enable them to carry out the purposes of the WASWC.

4. Interpretation

In these rules, unless the contrary appears:

"By-laws" means By-laws as approved by Council in accordance with Rule E5.

"Conservation" means the planning and management of resources so as to secure their wise use and continuity of supply, while maintaining and enhancing their quality, value and diversity.

"Council" means the Council of the WASWC.

"Ecologically sustainable" means the sustained functioning of ecosystems by using appropriate soil and water conservation practices and technology.

"Environment" means:

- (i) components and processes of the Earth, including:
 - (a) land, air and water, and
 - (b) any layer of the atmosphere, and
 - (c) any organic matter and any living organism, and
 - (d) human-made or modified structures and areas; and

(ii) the interaction between these components.

"Land degradation" means the reduction in the capability of the land to produce benefits from a particular land use under a specific form of land management.

"Land husbandry" means the care, management and improvement of our land resources as a positive approach, where control of erosion follows as a result of good management.

"Member" means a Member of the WASWC.

"Soil and water conservation" means the combination of appropriate technologies and management practices which promote the productive and sustainable use of soils by minimising soil erosion, maintaining and/or enhancing soil properties and managing water.

"Soil degradation" means the processes which lower the current and/or the potential capability of the soil to produce goods or services. Seven specific processes contribute to soil degradation: water erosion, wind erosion, waterlogging, excess salts, chemical degradation, physical degradation and biological degradation.

"WASWC" means the World Association of Soil and Water Conservation.

SECTION B: MEMBERSHIP

1. Membership

There shall be two categories of membership:

- (a) Individual; and
- (b) Organizational.

1.1 An application for membership of the WASWC shall be made to the Executive Secretary in writing or by other appropriate means.

1.2 As soon as practicable after the receipt of an application, the Executive Secretary shall accept or reject the application.

1.3 A person or organization shall be eligible to be considered for membership of the WASWC if they are:

- (a) engaged in the field practice of soil and/or water conservation
- (b) engaged in teaching of soil and water conservation
- (c) engaged in research into any aspect of soil and water conservation
- (d) involved in the administration of soil and water conservation
- (e) involved in soil and water conservation in any other manner that is directly associated with the purposes of the WASWC
- (f) associated with another natural resource or environmental discipline, where that discipline may have a positive relationship with the objectives and principles of soil and water conservation or the purpose of the WASWC
- (g) interested in the promotion of soil and water conservation

1.4 The Executive Secretary shall, upon receipt of the annual subscription, enter the record of payment and the applicant's name in the Register of Members kept by the Executive

Secretary and, upon the name being so entered, the applicant becomes a Member of the WASWC.

2. Individual Membership

2.1 Subject to sub-rules B 1.1 and B 1.3, a person who has applied and been approved for membership as provided in these Rules is eligible to be a Member of the WASWC on payment of an annual subscription payable under these Rules.

2.2 The Council may award honorary membership to any person it considers to have made outstanding contributions to soil and water conservation. An Honorary Member of the WASWC is entitled to the same rights and privileges under these Rules as a fully paid up ordinary individual Member of the WASWC. An Honorary Member is not required to pay an Annual Subscription.

2.3 Any right, privilege or obligation of a person by reason of membership of the WASWC cannot be transferred or transmitted to another person.

2.4 The Council may decide to make it possible for individual members to become life members upon application. If so, life membership fees will be established and these fees will be reviewed when considered necessary by the Council.

3. Organizational Membership

(a) There shall be a category of Organizational Membership where an individual organization shall have the same rights and conditions as exist for Individual Members under B2.

(b) For the purposes of rule B3, an organization is defined as an institution, government agency, non-government organization, corporate entity, local or national group which meets one or more of the criteria listed in B1.3.

4. Annual Membership Subscription

4.1 The membership fee for Individual and Organizational membership shall be determined by the Council.

4.2 The membership fee shall cover the calendar year or, alternatively, the fiscal year, as determined by the Council.

5. Register of Members

5.1 The Executive Secretary shall be responsible for keeping and maintaining a Register of Members in which shall be entered the full name, address and date of entry of each Member and such other particulars as the Council may from time to time prescribe by resolution.

5.2 The Register of Members shall be available for inspection by Members at all reasonable times at the office address of the WASWC and shall be periodically printed and distributed to members.

5.3 The Council may decide to provide every Member with a Certificate or Card of Membership.

SECTION C: COUNCIL

1. Council

1.1 The affairs of the WASWC shall be managed by a Council constituted as provided in these Rules.

1.2 The Officers of the WASWC shall be:

- (a) President
- (b) Deputy-President
- (c) Executive Secretary (*ex officio* and nominated by the organization that hosts the secretariat)
- (d) Treasurer, and
- (e) Immediate Past President (*ex officio*)
- (f) Member
- (g) Member
- (h) Member
- (i) Member

It is necessary that the following continents be represented by at least one officer each: Africa, Asia (and the Pacific), America (North), America (Latin), Australia and Europe

1.3 The Council shall consist of the officers of the WASWC.

1.4 The Council shall provide active leadership to the membership and will control and manage the business and affairs of the WASWC.

1.5 The primary functions of the Council are to:

(a) act as the primary point of contact for the general membership of the WASWC, as well as with external entities with whom contact is necessary to carry out and manage the Association's affairs.

(b) give general rulings on soil and water conservation policy and determine complementary policy guidelines, within the general policy, philosophy and objectives of the WASWC

(c) make and authorize public statements on important issues concerning the Purpose of the WASWC

(d) make submissions to the principal global environmental and conservation groups on the state of soil and water and land degradation and present programs and arguments which support the Purposes of WASWC

(e) seek cooperation from the principal global groups in developing joint position statements on the state of soil and water

(f) develop and approve a program and budget for each year

(g) establish working groups and commissions under the provisions of the constitution

(h) review the performance of WASWC, its working groups and commissions

(i) prepare and give approval to an annual report

(j) consult regularly with the membership

(k) admit members

(l) preside over elections

(m) appoint the Vice-Presidents and specify their duties

(n) amend the Constitution and By-Laws, and

(o) establish fees for membership categories.

1.6 Each Officer of the WASWC shall hold office for three years and is eligible for re-election.

1.7 In the event of a vacancy in any office referred to in C1.2, the Council may co-opt a Member of the WASWC to the vacant office who shall serve for the unexpired portion of the term of the office vacated.

2. Responsibilities of Officers of the Council

2.1 The President shall be an ex officio member of all committees. The President shall be responsible for the administration of all orders, policies and resolutions of the Council. The President, or the President's nominee, shall sign all agreements, cheques, contracts, deeds, leases and other instruments, as may be involved in the ordinary running of the WASWC's business, subject to the approval of the Council.

2.2 The Deputy President shall perform the duties of the President in the absence of the President and shall carry out any other duties assigned to him or her by the President or members of the Council from time to time.

2.3 The Executive Secretary shall be responsible for the recording and distribution of the minutes of each meeting and the keeping of the records, including WASWC membership. The Executive Secretary shall also be responsible for the conducting of the general business of the WASWC, its correspondence, the coordination of meetings and conferences and the publication of newsletters and other material published by the WASWC.

2.4 The Treasurer shall be responsible for the financial records of the WASWC and shall make such reports as the President and Council may reasonably request.

2.5 The Immediate Past President shall serve ex-officio as a member of the Council and will assist with the general running of the WASWC and undertake any special tasks as reasonably requested by the President or Council.

3. Election of Officers of the Council and Vacancies

3.1 Formal elections shall be held in the year in which this Constitution is adopted and in the fourth quarter of every third year thereafter.

3.2 The exact dates for the submission of nominations and votes shall be set by the Council and announced in advance in the Newsletter.

3.3 Nominations of candidates for election as officers of the WASWC shall be made by a Nominations Committee appointed by the Council. Nominations may also be made by petition, signed by five or more individual and/or organizational members and endorsed by the candidate, and shall be delivered by post or facsimile to reach the Executive Secretary of the WASWC on or before the date fixed by the Council.

3.4 If only one candidate is nominated to fill a vacancy, he or she shall be deemed to be elected.

3.5 If there is more than one nomination for a vacancy, a ballot shall be held.

3.6 The ballot for the election of Officers of the Council shall be conducted by mail, with ballot papers posted to all members at least three weeks prior to the election date.

3.7 For the purposes of these Rules, the office of an Officer of the WASWC becomes vacant if the officer or Member:

- (a) ceases to be a Member of the WASWC
- (b) ceases to be eligible under the terms of the Act
- (c) resigns his or her office by notice in writing given to the Executive Secretary

4. Proceedings of the Council

4.1 The Council shall meet at least once a year, at such place and such times, or in such a manner, as the Council may determine.

4.2 Special meetings of the Council may be convened by the President or by any four Members of the Council, at any place, or in any manner, that the Council thinks fit.

4.3 At least fourteen days notice shall be given to members of the Council of any meetings and shall specify the general nature of the business to be transacted. Notice shall be sent by pre-paid post, fax or electronic mail.

4.4 A quorum for the transaction of the business of a meeting of the Council shall consist of five of its Office holders.

4.5 No formal business shall be transacted unless a quorum is present.

4.6 Unless specifically stated to the contrary in these Rules, the Council may regulate its meetings as it thinks fit and it may meet for dispatch of business by post, telephone or other telegraphic or electronic communication.

4.7 At meetings of the Council, the President, or in the President's absence, the Deputy-President, shall preside.

4.8 Subject to sub-rule 4.4 the Council may act notwithstanding any vacancy on the Council.

SECTION D: APPOINTMENT OF VICE-PRESIDENTS

1. Appointment of Vice-Presidents

1.1 The Council shall, on the recommendation of the President, appoint a number of persons as Vice-Presidents, who shall each represent a specific geographic region of the World.

1.2 The Council shall decide the specific geographic regions, which at the date of the Incorporation of this Constitution shall be, Africa, Asia, Australasia, Central America and the Caribbean, Europe, Middle East, North America, the Pacific and South America.

1.3 The Council may include additional regions and subdivide, amalgamate or delete one or more of the regions named under sub-rule D1.2.

1.4 The responsibilities of each Appointed Regional Vice-President shall be to:

- (a) provide advice and recommendations to the President on any aspect of soil and water conservation within the purposes of the WASWC, and

(b) take positive and reasonable steps to ensure that the purposes of the WASWC are advanced within the specific Vice-President's geographic region, in particular, encouraging new membership to the WASWC,

(c) carry out any specific task related to the purposes of the WASWC which the President may request,

(d) chair a committee, commission or working group as may be set up,

(e) represent the President at particular conservation or environmental gatherings or events,

(f) make regular reports to the President on the development and progress of soil and water conservation in the representative region or on any aspect of the WASWC purposes, and

(g) hold or assist with conferences, meetings and workshops on themes that are relevant to the purposes of WASWC.

1.5 The Council may, on the recommendation of the President, appoint Vice Presidents who will be responsible for specific duties or specific aspects of soil and water conservation.

SECTION E: GENERAL

1. Notices

1.1 A notice may be served by or on behalf of the WASWC upon any Member either personally or post, facsimile or electronic mail to the Member at the address shown in the Register of Members.

1.2 In most cases, the WASWC will use a "Newsletter" as its principal source of notice to the Members.

1.3 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time the letter would have been delivered in the ordinary course of post.

2. Winding Up or Cancellation

2.1 The WASWC is a non-profit, non-government organization dedicated to the furtherance of natural resource conservation for the benefit of society and is not for monetary profit or gain to its Members.

2.2 If the WASWC should wind up or cease to exist as a corporation, any assets above and beyond the amount required to meet the obligations of the WASWC will be disposed of by the last Council to a non-profit, non-government organization or institution with a philosophy and purpose similar to those of the WASWC and exempt from taxation.

2.3 In no event will any Officer, Council Member or Member benefit from such assets, except for authorised expenses incurred in conducting WASWC business.

3. Custody of Records

3.1 Records shall be kept in accordance with the direction of the Council.

3.2 The office of the WASWC shall be located at such a place or places as shall be determined by the Council from time to time.

4. Funds

4.1 The funds of the WASWC shall be derived from annual subscriptions, donations and such other sources as the Council determines. They will be expended only as authorized by the Council for WASWC purposes.

5. By-Laws

5.1 The Council may prescribe by resolution By-Laws to give better effect to these Rules and/or for the proper and effective administration of the WASWC.

5.2 Not less than one month's notice shall be given before any meeting of the Council of any resolution dealing with the adoption, addition to, alteration of or repeal of the By-Laws.

5.3 Subsequent to the adoption or variation of a By-Law or the repeal of a By-Law, a full copy of the By-Law or the variation to it or notice of its repeal shall be sent to all Members of the WASWC as set out under sub rule E3.2.

6. Code of Ethics and Professional Conduct

6.1 The Council may from time to time adopt a Code of Ethics and Professional Conduct which, upon ratification by the WASWC in a general meeting (or by the Newsletter), shall be binding upon all Members.

6.2 Upon ratification of a Code of Ethics and Professional Conduct, or the ratification of any amendment or variation, a copy will be provided to each Member.

7. Publications

7.1 In accordance with the fulfillment of the purposes of the WASWC, the Council shall prepare and/or authorize and promote a range of soil and water conservation publications.

7.2 The Council shall decide the type, style and format of any publication(s).

7.3 The Council shall consider preparing publication material on, but not limited to:

- (a) global land use and soils policy
- (b) guidelines for developing policy for ecologically sustainable land use and soil management, particularly the role of national, state and local government, and guidelines for translating policy into action
- (c) guidelines for the development of ecologically sustainable soil and water conservation legislation
- (d) research towards improving land husbandry and the effectiveness of soil and water conservation
- (e) education and training manuals

8. Amendments

8.1 The Council shall amend the Constitution at any time to enable it to fulfill its purposes.

8.2 Any person who is a Registered Member of the WASWC under rule B1 may propose an amendment to the Council to amend the Constitution.

8.3 The Council shall discuss and decide on the proposed amendment at the first available opportunity. Approval of any change must secure more than fifty percent of the Council membership.

8.4 The person or persons who proposed the amendment shall be notified of the Council's decision within 30 days of the Council's decision being made.

8.5 The Council shall deal with the proposal in accordance with the rules of meetings under By-Law 2, and Rules F1, F2 and F3.

SECTION F: MEETINGS

1. Meetings of Members

1.1 This Rule provides for meetings to be held where WASWC Members are present, other than Council meetings.

1.2 The objective of Rule F1 is to encourage WASWC Members to meet in the interests of furthering the purposes of the WASWC.

1.3 A meeting held under the provisions of sub-rule F1.1 may:

- (a) be held as a special gathering of WASWC Members, or may be held in conjunction with any other meeting or gathering where WASWC Members are present,
- (b) discuss any aspect of the WASWC as set out in the purposes under Rule 3, and
- (c) forward recommendations or suggestions to the Council of WASWC for further consideration.

2. Notice of Meetings

2.1 If the situation arises where the WASWC can hold a formal general meeting (e.g. in conjunction with an ISCO conference), the Executive Secretary of the WASWC shall notify each Member of the WASWC at the address appearing in the Register of Members. He shall specify the place, date and time of the meeting and the nature of the business to be transacted. This notice may be given through the Newsletter.

3. Proceedings at Meetings

3.1 All business transacted at a general meeting shall be deemed to be special business.

3.2 No item of business shall be transacted at a meeting of Members unless a quorum of Members entitled under these Rules to vote is present.

3.3 Ten Members, who shall be present in person, shall constitute a quorum for the transaction of the business of a general meeting.

3.4 The President, or if absent, the Deputy-President, shall Chair each general meeting of the WASWC.

3.5 If the President and the Deputy-President are absent from a general meeting, the President shall designate a Member to preside at the meeting.

3.6 Any member, who is not a paid up member of the WASWC, is not entitled to vote at a general meeting of the WASWC.

3.7 A Member has one vote only on any question arising at a general meeting of the WASWC.

3.8 All votes shall be given personally or by proxy.

3.9 In the case of an equality of voting on a question, the Chair of the meeting shall be entitled to exercise a second or casting vote.

3.10 If a poll on any question is demanded at a meeting by not less than three Members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

SECTION G: COMMITTEES, COMMISSIONS AND WORKING GROUPS

1. Committees, Commissions and Working Groups

1.1 The Council, and in some cases the President, shall decide the need for the formation of any committee, commission or expert working group of the WASWC.

1.2 The Council shall decide the specific subject and functions of the committee, commission or working group and when they shall report back to the Council.

1.3 The Council shall decide the membership or make-up of the committee, commission or working group and its roles and responsibilities.

1.4 The Council shall clearly set out the terms of reference of the committee, commission or working group at the time of their formation.

1.5 In relation to G1.2, the Council may include:

- (a) the review, analysis or development of WASWC policy, or related policy
- (b) the preparation of a discussion paper on any matter that falls within the purposes of the WASWC
- (c) the examination of or review of any soil conservation or water conservation technical matter
- (d) the coordination, editing or preparation of any WASWC publication (see Rule E9)
- (e) the analysis, reviewing or reporting of any other matter determined by the Council.

1.6 A committee or commission appointed by the Council shall have the right to call upon any person the committee or commission thinks suitable to provide information or evidence to assist the Committee or Commission in its work.

BY-LAWS OF THE

WORLD ASSOCIATION OF SOIL AND WATER CONSERVATION

1. The Council

1.1 The Council (except for Councillors who are ex officio Councillors) shall be elected in

accordance with the By-laws of the WASWC for a period of three years and shall take office immediately after the declaration of the election.

1.2 If through any cause an office of President, Deputy President, Executive Secretary or Treasurer becomes vacant, the Council shall co-opt a Member of the WASWC to the vacant position who shall serve for the unexpired portion of the term of office vacated.

2. Meetings of the Council

2.1 There shall be at least one meeting of the Council each year.

2.2 Meetings of the Council may be undertaken in person, by mail or electronic means.

2.3 A quorum of the Council shall be five members of the Council.

3. Notice of Meetings

3.1 The Council shall notify Members of meetings, specifying the time and/or place of the meetings and the general nature of the meetings.

4. Chair at Special Meetings

4.1 Special Meetings shall be chaired by the President.

4.2 In the absence of the President, the Deputy President shall chair the proceedings. If both President and Deputy President are absent, Members present shall elect one of their number to chair the meeting.

5. Voting

5.1 Any motion or amendment proposed and seconded at a Special Meeting shall be put by the Chair and decided by a majority of members present on a show of hands, unless a poll or secret ballot is called by the Chair or demanded by any Member present.

5.2 On a show of hands or secret ballot, every Member present in person shall have one vote and in a poll every member present in person or by proxy shall have one vote.

5.3 Proxies are to be identified to the Secretary before the meeting.

5.5 In any vote by show of hands, secret ballot or poll, the Chair of the meeting shall, in the case of equality of votes, have a casting vote.

5.6 The results of all ballots and polls shall be published in the WASWC Newsletter.

6. Administration

6.1 The headquarters of the WASWC shall be located at such place as shall be determined by the Council.

7. Statement of Accounts

7.1 The Council shall cause proper books of accounts to be kept of all sums of money received and expended by the WASWC, and of all property, credits, and liabilities of the WASWC.

8. Audit

8.1 At least once in every year the accounts of the WASWC shall be audited by a qualified Auditor or Auditors appointed by the Council.

Drafted and accepted 1998

Amended April 25, 2003

Amended October 31, 2005