



CONSTITUTION

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The Information and Communications Technology Association of Zambia



The Information and Communications Technology Association of Zambia

Established by the Information and Communications Technology Association of
Zambia Act No. 7 of 2018

THE CONSTITUTION

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ARTICLE 1 – PREAMBLE

We, as members of the Information and Communications Technology Association of Zambia do recognize the importance of our profession as we are now in the information age era. We acknowledge the supremacy of this Constitution and pledge to uphold and protect it severally and jointly as an Association.

We further acknowledge that this Constitution is intended to serve the interests of all its members, among other things, by spelling out the rights and obligations of the individual members on one hand and the Association as a whole, on the other hand. We the members unanimously submit to this Constitution here established.

The name of the Association shall be “The Information and Communications Technology Association of Zambia” hereinafter referred to as ICTAZ. ICTAZ is established under Section 3 of the Information and Communications Technology Association of Zambia Act No. 7 of 2018.

It was formerly known as Computer Society of Zambia which was registered under the Societies Act. ICTAZ is a body corporate with perpetual succession and a common seal, capable of suing and being sued in its corporate name.

The primary purpose of ICTAZ is to undertake all such acts and things as are necessary to foster the advancement of the information and communications technology profession.

We therefore acknowledge the fact that this Constitution shall bind all members of ICTAZ, both present and future.

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ARTICLE 2 - INTERPRETATION

In this Constitution, unless the context otherwise requires: -

“Association”	unless otherwise stipulated , means the Information and Communications Technology Association of Zambia;
“AGM”	means Annual General Meeting;
“EGM”	means Extraordinary General Meeting;
“General meetings”	means a meeting of the members and includes both an Annual General Meeting and Extraordinary General Meeting;
“Good standing”	means a member who is fully paid up for the current year and has complied with all their explicit obligations, while not being subject to any form of disciplinary censure;
“HUB”	means a business incubation centre;
“ICT”	means Information and Communications Technology;
“ICTAZ”	means the Information and Communications Technology Association of Zambia;
“Member”	means a person registered as a member of the association.
“NGO”	means Non-Governmental Organizations;
“Ordinary Resolution”	means a resolution passed by more than fifty per cent of the votes cast;
“Special Resolution”	means a resolution passed by at least seventy-five per cent of the votes cast;
“The Act”	means the Information and Communications Technology Association of Zambia No.7 of 2018;
“The Council”	means The Executive Council of ICTAZ as established under section 7 of the Information and Communications Technology Association of Zambia Act No. 7 of 2018.

ARTICLE 3 - ABOUT THE ASSOCIATION

3.1 Name

The Association shall be known as the **INFORMATION AND COMMUNICATIONS TECHNOLOGY ASSOCIATION OF ZAMBIA** and the abbreviation thereof shall be "ICTAZ".

3.2 Language

The official language of ICTAZ shall be English

3.3 Headquarters (or Principal Place of Business/ Registered Office)

The headquarters of ICTAZ shall be situated in a town in Zambia which shall be decided upon by the Council from time to time.

ARTICLE 4 - FUNCTIONS OF ICTAZ

The functions of ICTAZ shall be, but are not limited to, the following:

- i. Regulate and govern the conduct of its members in the practice of their business and profession;
- ii. Maintain appropriate practice standard among ICT professionals that are consistent with principle of self-regulation and the public interest;
- iii. Develop the ICT profession and promote its interests;
- iv. Develop, promote, maintain and improve appropriate standards of qualification in the ICT profession;
- v. Promote the integrity and enhance the status of the ICT profession and also, to declare any particular business practice to be undesirable for all or a particular category of ICT;
- vi. Develop, promote and enforce internationally comparable practice standards in Zambia;
- vii. Participate in the activities of bodies whose main purpose is the development and setting of practice standards

- viii. Encourage and finance research into any matter affecting the ICT profession;
- ix. Protect and assist the public in all matters relating to the practice of ICT;
- x. Determine and levy fees payable by professional bodies and the ICT professionals that ICTAZ considers necessary to finance its activities;
- xi. Fix fees for professional services, as prescribed;
- xii. Determine fees for the accreditation of local and foreign Associations; and
- xiii. Determine what portion of any fee is payable in respect of any part of a year and the date on which the fee or portion thereof is payable.

ARTICLE 5 - MEMBERSHIP

Classes of Membership

There shall be seven classes of membership of ICTAZ. An ICT professional registered in accordance with the Act and this Constitution shall use the titles and abbreviations stipulated hereunder.

A person shall not use the following title or abbreviation unless that person is registered in accordance with the Act and this Constitution;

Title	Abbreviation
a) Fellow Membership	FLICTAZ
b) Full Membership	FMICTAZ
c) Associate Membership	ASICTAZ
d) Licentiate Membership	LCICTAZ
e) Affiliate Membership	AFCTAZ
f) Student Membership	STICTAZ
g) Corporate Membership	CMICTAZ

Application for Membership Procedure

Subject to other conditions or requirements that the Membership Registration Board may impose, a person may become a member of ICTAZ under any of the classes highlighted above by doing the following;

- a) by filling out a form from ICTAZ secretariat or its website and attaching detailed curriculum vitae, certified copies of academic/professional qualifications and one passport sized photo.
- b) If the applicant is a student, a letter of introduction from the school administration or Head of Department shall be required.
- c) The intended member, upon having all the required documentation in order, shall be required to submit the application physically to the Secretariat or send them through post using the address given on the application form.
- d) Once the documents have been verified by the Secretariat, the applicant will be notified through email on the status and possibly be given admission or an acceptance letter.
- e) Once paid, the membership fees shall be non-refundable
- f) Admission to any class of membership is not as a matter of right but a matter discretionary, which discretion is exercisable by ICTAZ.

Qualifications of Class Membership

5.3.1 Fellow Membership

A person may, on application to ICTAZ, be admitted as a Fellow if that person;

- a) has attended a recognised university or college and holds a minimum of an ICT related Master's degree or other higher qualification;

- b) At the time of application, the candidate must have been a member of ICTAZ for not less than ten (10) years and must have made a valuable and recognizable contribution to the association and to the ICT fraternity as a whole;
- c) at the time of making an application for admission as a Fellow, the applicant is or has been: -
 - i) recognised by the Association as having contributed to the ICT fraternity;
 - ii) engaged for not less than ten (10) years in a position of management level in the administration, execution or operation of such work which in the opinion of the Council is within the practice of the ICT profession;
 - iii) practicing as a consultant on the applicants own account for a period of not less than ten (10) years and has acquired an incontrovertible good reputation in the ICT profession;
 - iv) Lecturing or teaching at such university, institute or school in such responsible position for not less than ten (10) years.
 - v) Or has been engaged in two or more positions outlined under (ii), (iii) and (iv) for not less than a **combined total of ten years**.
 - vi) prepared and presented a technical or research paper in a top tier journal or other recognized event or published a paper in a recognised technical journal.
 - vii) The Membership Registration Board may, where the applicant does not meet the requirements under 5.5.1 may waive some or include more qualifications.
- d) In order for the candidate to qualify for this class, the applicant must meet a considerable number of requirements as set out above.

5.3.2 Full Member

A person may, on application to the Association, be admitted as a Full Member if that person: -

- a) Meets the criteria of;
 - i) is a holder of an ICT related Bachelor's Degree from a recognized university or college acceptable by the Association for this class of membership;
 - ii) has more than five (5) years of work experience as an ICT professional
- b) Or
 - i) has attended an approved university or college and holds an ICT related Degree or other qualification acceptable to ICTAZ for this class of membership; or
 - ii) has been educated in the profession for such a period and has passed such examinations as may from time to time be determined by the Membership Registration Board;
 - iii) is undergoing a period of training in an industry related to ICT after graduation.

5.3.3 Associate Member

A person may, on application to the Association, be admitted as an Associate Member if that person: -

- a) Meets the criteria of;
 - i) is a holder of an ICT related Diploma from a recognized higher education institution acceptable by the Association for this class of membership;
 - ii) has more than two (2) years of work experience as an ICT professional.

5.3.4 Licentiate Member

A person may, on application to the Association, be admitted as a Licentiate Member if that person: -

- a) Meets the criteria of;

- i) is a holder of an ICT related Certificate from a recognized higher education institution acceptable by the Association for this class of membership;
- ii) Has more than two (2) years of work experience as an ICT professional.

b) Or

- a) has attended a recognised higher education institution and holds an ICT related Certificate or other qualification acceptable to the Association for this class of membership; or
- b) has been educated in the profession for such a period and has passed such examinations as may from time to time be determined by the Membership Registration Board;
- c) is undergoing a period of training in an industry related to ICT after graduation.

5.3.5 Affiliate Member

- a) The Association may approve as an Affiliate Member any person who expresses a keen interest in the Association and by reason thereof, is desirous of becoming a member; or
- b) A group or registered Association dealing in ICT related work or activities. Including, but not limited, to HUBS, NGO's, ICT teachers' Associations and other related groups whose members may not meet the minimum admission requirement to any of the Associations' classes of membership.

5.3.6 Student Member

- a) A person may, on application to the Association, be admitted as a Student Member if the applicant is a bona fide student at a recognised higher learning institution studying an ICT related program.
- b) Every learning institution shall have an ICTAZ Chapter to which every student member shall be affiliated.

- c) The ICTAZ Chapters shall be platforms that ICT students shall essentially use to promote professional development in ICT and advance the interest of the Association as a whole.
- d) A certain percentage of the membership fee, determinable by the Council, shall be remitted to the respective Chapters as a way of helping it raise revenue for its operations and activities.
- e) The Association chapters shall be managed by committees which shall comprise the following office bearers who shall be elected by the student members from among their membership;
 - I. The President
 - II. The Vice-President
 - III. National Secretary
 - IV. Vice Secretary
 - V. Public Relations Secretary
 - VI. Project Coordinator
 - VII. Treasurer
- f) The above named office bearers shall be invited from time to time to sit in executive committee meetings for purposes of contributing to, as well as learning from them.

5.3.7 Corporate Member

ICT professionals working under any of the following companies shall NOT be exempted from paying their individual membership subscription fees. This class applies only to corporate members, as separate legal entities.

A firm may, on application to the Association, be admitted as a Corporate Member if that firm is registered as an ICT firm under any of the following categories:

C1 Member

A company or business that has employed at least five (5) ICT professionals who qualify as members under any of the classes of membership.

C2 Member

A company or business that has employed between six (6) to ten (10) ICT professionals who qualify as members under any of the classes of membership.

C3 Member

A company or business that has employed more than ten (10) ICT professionals who qualify as members under any of the classes of membership.

C4 Member

This class includes all local companies that deal in or provide ICT services in any part of Zambia

C5 Member

A higher learning institution which offers ICT training and programs at whatever level.

5.3.8 Foreign Professional Member

a) Individual Consultants

This class of membership is divided into three (3) variants, namely;

- i) Any foreign individual consultant that is an ICT professional or whose line of work relates to or involves ICT shall in addition to applying for a work permit, apply for membership under this class with ICTAZ.

ii) Any such person shall be required to apply for membership in accordance with the provisions of this Constitution and the Act, attaching his or her work permit.

b) Corporate Consultants

i) This category includes foreign companies hired into Zambia under contract for ICT related works such as installations among other things.

ii) They shall be required upon execution of their contracts, to apply for membership in accordance with this Constitution and the Act.

iii) Their ICT employees both Zambian and non- Zambian shall be required to pay their subscription fees in accordance with this Constitution and the Act in order to practice.

c) Foreign Corporate Member

ICT professionals whether Zambian or non-Zambian working under any of the following companies shall NOT be exempted from paying their individual membership subscription fees.

This category applies to foreign corporate members only, as separate legal entities.

This class is divided into five (5) categories, namely;

i) FC1 Member

Shall include any foreign company or business that has in its employ at least five (5) ICT professionals who qualify as members under any of the classes of membership outlined in the preceding clauses.

ii) FC2 Member

Shall include any foreign company or business that has in its employ between six (6) to ten (10) ICT professionals who qualify as members under any of the classes of membership outlined in the preceding clauses.

iii) FC3 Member

Shall include any foreign company or business that has in its employ more than ten (10) ICT professionals who qualify as members under any of the classes of membership outlined in the preceding clauses.

iv) FC4 Member

This class includes all foreign companies that deal in or provide ICT services in any part of Zambia.

v) FC5 Member

This category includes all learning institutions, which offer ICT training and programs at whatever level. Students under this category are still required to pay their individual subscription fees as student members.

5.3.9 Local Consultants (both Individual and Corporate)

- i) Any local consultant wishing to bid or tender for ICT related works shall be required to obtain a clearance certificate from ICTAZ.
- ii) For clearance purposes, the consultant shall be required to produce proof of membership and also pay a prescribed minimal fee as determined by ICTAZ.

Rights of Members

- a) A Fellow, Full, Associate and Licentiate Member who are in good standing with the Association shall have the right to vote at a general meeting.
- b) All members except Corporate, Student, and Affiliate shall have the right to hold any office in accordance with the provisions of this Constitution and the Act.
- c) A member, however, shall not hold more than one elective office at the same time.
- d) No member shall be allowed to hold the same office on the executive committee for more than two terms

5.4.1 All members in the following membership classes of ICTAZ who are in good standing shall have the right to vote at a general meeting of ICTAZ: Fellow, Full, Associate and Licentiate Member.

5.4.2 All members except Corporate, Foreign, Student, Affiliate and Honorary Members shall have the right to hold any office in accordance with the provisions of this Constitution and the Act. A member, however, shall not hold more than one elective office at the same time.

5.4.3 Honorary members shall enjoy other privileges as members may be approved at a general meeting from time to time.

5.4.4 All members' conduct shall be governed by the Act, the Constitution and the ICTAZ Code of Ethics.

5.4.5 All members shall pay the membership subscription fees as prescribed from time to time.

Obligations of Members

- a) Participate in Association activities.
- b) Timely payment of Membership and all subsequent registration fees.
- c) Continuous Professional Development.
- d) All members' conduct shall be governed by the Act, the Constitution and the ICTAZ Code of Ethics.

Membership Subscription Fee

5.6.1 Members shall pay their annual subscription fee upon joining ICTAZ.

5.6.2 Every member of the Association, except for Honorary Members, shall be required to pay an annual subscription fee to the Association at a rate determinable by the Council, which fee shall be in accordance with the applicable class of membership held or intended to be held.

5.6.3 Members joining the Association in the second half of a financial year shall be required to pay the full prescribed fee, for the year in which they join.

5.6.4 Any member with any financial obligation to the Association which is more than three (3) months in arrears, may be expelled from the Association at the discretion of the Council with the liberty of his or her membership being assessed again.

5.6.5 At the discretion of the Council, subscriptions for members undergoing full time overseas training may be waived.

ARTICLE 6- CESSATION OF MEMBERSHIP

6.1 Circumstances When One Ceases to be a Member

Membership of the Association shall cease: -

6.1.1 If the member resigns by notice in writing to the Association

6.1.2 On recommendation of the Professional Ethics and Compliance Committee.

6.1.3 Upon the death of a member

6.1.4 If a member is declared bankrupt

6.1.5 If a member fails to pay annual membership fees, he or she shall cease to be a member until payment is duly made.

6.1.6 If the Council is of the considered view that the continuation of a person as a member will be prejudicial to the interests of the Association as a whole.

6.1.7 Save for cases cited in Articles 6.1.3 and 6.1.4, a member whose membership ceases shall remain liable to the Association for all membership fees and other monies whatsoever due prior to the termination of the membership (including membership fees payable in respect of the period current at the date of such termination).

6.1.8 A member whose membership ceases may be re-admitted, upon re-application, on such terms and conditions as the Council may determine.

6.2 Cancellation of Practicing Certificate

- a) This shall be done in accordance with what is stipulated in section 25 of the Act.
- b) Subject to the Act, the Membership Registration Board shall cancel membership registration of a member who fails to pay membership fees.
- c) A member whose practicing certificate is cancelled shall remain liable to the Association for all membership fees due prior to the cancellation of the practicing certificate (including membership fees payable in respect of the period current at the date of such termination).

6.3 Restoration of Practicing Certificate

- a) This shall be done in accordance with section 33 of the Act.
- b) A member whose practicing certificate is cancelled may be re-admitted, upon re-application, on such terms and conditions as the Council may determine.

ARTICLE 7- GOVERNANCE OF ICTAZ

ICTAZ being a metaphysical entity shall act through its primary organs namely;

- a) Members in a General Meeting
- b) The Executive Council
- c) The Membership Registration Board
- d) The Professional Ethics and Compliance Committee
- e) Other Committees of the Council as set out in Article 8 of this Constitution.
- f) Secretariat

7.1 Composition of the Council

There is constituted under section 7 of the Act, an Executive Council which shall be tasked with the responsibility of managing and controlling the affairs of the Association.

The Council shall consist of: -

- a) The President;
- b) The Vice president;
- c) The National Secretary;
- d) The National Treasurer;
- e) The chairperson of each region;
- f) The chairperson of each committee of the council; and
- g) Two elected committee members.

7.2 Duties of the Council

The functions of the Council are to: -

- i) manage and control all the affairs of ICTAZ;
- ii) to appoint signatories to the ICTAZ bank accounts;
- iii) maintain a register of members of ICTAZ and the categories of membership applicable to those members;
- iv) promote an understanding of professional ethics amongst the information and communications technology professionals;
- v) approve the annual budget and plans of ICTAZ;
- vi) approve the policy and strategic plan of ICTAZ;
- vii) over-see the implementation and successful operation of the policy and functions of ICTAZ.
- viii) To appoint members of selected committees.
- ix) To fix allowances from time to time for members sitting in various meetings.

7.3 Duties of Council Members

1. The President

The President shall perform following duties;

- a) Provide leadership and direction to ICTAZ.
- b) Preside at the council and general meetings.
- c) Have a casting vote.
- d) Be the head of the ICTAZ executive council.
- e) Have powers to call for emergency meeting.
- f) Sit on ad hoc and sub committees as an ex-official.
- g) Represent ICTAZ in all fora both national and international and uphold a positive image of ICTAZ.
- h) Shall present an annual report to the AGM at the end of the year.
- i) Shall be a co- signatory to the ICTAZ bank accounts.
- j) May delegate some of his powers to the Vice President or the National Secretary respectively as the need arises.

2. The Vice President

The Vice President shall perform the following duties;

- a) Deputize/assist the President in carrying out the above duties.
- b) To exercise disciplinary jurisdiction over the members of the Council and imposing necessary sanctions where necessary.
- c) Perform any other duties assigned by the President.
- d) Carry out the President's duties in his absentia.

3. The National Secretary

The National Secretary shall perform the following duties;

- i. Assist the President and the Vice President in the discharge of their duties.
- ii. In consultation with the President, to summon all meetings of ICTAZ, take and keep all minutes of the same.
- iii. To oversee and be in charge of the secretariat of ICTAZ.
- iv. In the absence of both the President and Vice President, he/she shall be in charge of ICTAZ.

- v. Keep records of ICTAZ's assets.
- vi. To perform any other duties assigned by the President or the Council from time to time.

4. The National Treasurer

The National Treasurer shall perform the following duties;

- i. Generally, oversee and manage ICTAZ's financial administration.
- ii. Collect all monies payable to ICTAZ for onward transmission to the Bank.
- iii. To initiate and coordinate all fundraising activities of ICTAZ.
- iv. Shall be the principle signatory of ICTAZ bank accounts.
- v. Shall pay all monies owed by ICTAZ with approval of the Council.
- vi. Shall prepare and present audited accounts to the AGM
- vii. Shall be the custodian of all financial records of ICTAZ.
- viii. Sit as an ex official chairperson of the Treasury Committee
- ix. To perform such other duties related to the work of the treasurer as the Council may require from time to time.

5. The Chairperson of each region

- a) The Chairperson of each region shall be responsible for the following;
- b) Preside over all region meetings.
- c) Shall provide effective leadership of the regions and be answerable for all activities of the regions to ICTAZ.

- d) Any other duties as prescribed in the constitution at regional level.

6. The Chairperson of each committee of the council

The Chairperson of each committee shall be responsible for;

- a) Presiding over the meetings of the committee of the council
- b) The presentation of a report to the Council
- c) Ensuring that any directives or policies made by the council are implemented in the committee.
- d) Any other duties as may be prescribed.

7. Committee Members

- a) The Committee members shall perform the following duties;
- b) Attend all council meetings.
- c) Carry out ICTAZ activities as assigned by the Council.
- d) To participate in the activities of ICTAZ.

ARTICLE 8- EXECUTIVE COMMITTEES

The Council may, for the purpose of performing its functions establish committees and delegate to any such committee any of its functions as it considers necessary. The committees shall include, but not limited to the following:

8.1 Finance and Audit Committee

8.1.1 Composition of the Committee

The Treasury Committee shall consist of the following members;

- a) the National Treasurer as the Chairperson
- b) the Vice- Chairperson
- c) Secretary
- d) Not more than five other members of the Association

8.1.2 Duties of the Finance and Audit Committee are to Duties of the Finance and Audit

Duties of the Finance and Audit Committee are to

- i. Provide oversight on the financial position of the Association.
- ii. Receive submissions, review and approve annual budget plans.
- iii. R, review and approve annual budget plans. Review fundraising activities.
- iv. Formulate policies and make recommendations on investment opportunities.
- v. Facilitate and review audits of the Association's financials at periodic times.
- vi. To render to the Council an accurate account of all transactions and of the financial condition of the Association.

Technical Affairs Committee

8.2.1 Composition of the Technical Committee

The Technical Affairs Committee shall consist of the following members;

- a) A Chairperson
- b) A Vice-Chairperson
- c) A Secretary
- d) Not more than five other members

8.2.2 Duties of the Technical Affairs Committee

The Committee in keeping with professional standards and practice shall be responsible for the following;

- i. Review emerging Technologies and provide advisory services.
- ii. Review and propose ICT standards
- iii. participate and hold technical events in the country so as to increase awareness on ICT best practices.
- iv. Formulate ways of encouraging innovation in the profession across the various sectors.

Professional Development Committee

8.3.1 Composition of Professional Development Committee

The committee shall consist of the following members;

- a) a Chairperson
- b) a Vice- Chairperson
- c) a Secretary

- d) not more than five other members of the Association.

8.3.2 Duties of the Professional Development Committee

- i. Facilitate the professional development of the members of the Association by proposing new professional development programs.
- ii. To set professional development programs for the Association.
- iii. Review professional development and recommend updates.

Midlands Region Committee

This committee shall oversee and be responsible for Lusaka, Western, Eastern and Southern Provinces. It shall consist of the following members;

8.4.1 Composition of the Committee

- a) a Chairperson
- b) a Vice- Chairperson
- c) a Secretary
- d) not more than five other members of the Association

8.4.2 Duties of the Committee

- i. formulate activities for the region to enhance the participation of members in the designated areas.
- ii. Effectively assist to mobilize funds for the effective operation of the Association.
- iii. Establish and maintain Regional Chapters
- iv. Participate in research and improvements in the ICT fraternity.

Northern Region Committee

This committee shall oversee and be responsible for Central, Copperbelt, Northern, Muchinga, North-Western and Luapula Provinces. It shall consist of the following members;

8.5.1 Composition of the Committee

- a) A Chairperson
- b) A Vice- Chairperson
- c) A Secretary
- d) Not more than five other members of the Association

8.5.2 Duties of the Committee

- i. Formulate activities for the region to enhance the participation of members in the designated areas.
- ii. Effectively assist to mobilize funds for the effective operation of the Association.
- iii. Participate in research and improvements in the ICT fraternity.

Professional Ethics and Compliance Committee

The composition, mandate, proceedings and powers of this committee are set out in Part VII of the Act.

Membership Registration Board

The composition, mandate, proceedings and powers of this committee are stipulated by Statutory Instrument as set out in Part IV of the Act

The Secretariat

- 8.8.1** The Secretariat shall be headed by the Registrar who shall be the Chief Executive Officer to the Council and secretary to the Council but shall not be entitled to vote.
- 8.8.2** The Council may appoint a Deputy Registrar and other staff that it considers necessary for the performance of functions of the Council.
- 8.8.3** The Registrar shall conduct the correspondence of ICTAZ and shall be responsible for giving due notice of all meetings of members and of the Council.
- 8.8.4** The Registrar shall convene meetings and attend meetings; take minutes at all Council and general meetings, which shall be circulated to members within twenty- one (21) days after the meeting to which they relate.
- 8.8.5** The Registrar shall ensure that records are kept of all proceedings, actions and meetings of members in general meetings, the Council and the Executive Committees; and that the votes, minutes and resolutions thereof are recorded in books to be kept for that purpose.
- 8.8.6** The Registrar shall provide for the maintenance of a list of all members of ICTAZ, clearly designating those entitled to vote, and such list or a copy thereof shall be made available for inspection.
- 8.8.7** The Registrar shall cause the submission of all reports to the Council from Committees of the Council; and he or she shall receive and cause to be processed all applications for membership.
- 8.8.8** The Registrar shall generally be responsible, under the direction of the Council for the day-to-day administration of the secretariat.

ARTICLE 9 – REGIONS AND BRANCHES

9.1 Regions

9.1.1 There shall be established such number of Regions of the Association as the Council may approve, according to the number of members in a particular geographical area.

9.1.2 The mandate and proceedings of regions shall be governed under the provisions provided in Part VI of the Act

9.2 Branches

9.2.1 There shall be as many branches of the Association as the Council may approve according to the number of members in a particular geographical area.

9.2.2 The function of a branch of the Association is to provide the presence of the Association in regions that provide administrative services

9.2.3 Where, subject to 9.2.1 above, the said members desirous of having a branch constituted in their area; they shall present their regional committee a report clearly setting out the various activities and strategic plan intended to be undertaken in order to continually generate revenue for purposes of properly managing and running the branch.

9.2.4 Once the Council approves the establishment of that branch, a committee shall be formed therein to be headed by a Chairperson of full membership in accordance with Article 5.3.2 of this Constitution and other such members as may be appointed.

9.2.5 The committee referred to in 9.2.4 above shall be responsible for all matters affecting the branch including the receipt and expenditure of monies relating to its activities other than membership subscriptions.

9.2.6 The regional committees shall provide checks and balances to the branch committees that fall within the jurisdiction in which it has control.

9.2.7 Prior approval of the Council shall be required before the dissolution of a branch, for any reason whatsoever.

9.2.8 The mandate and proceedings of branches shall be governed under the provisions provided in Part VI of the Act

ARTICLE 10- MEETINGS

Meetings of ICTAZ shall include;

10.1 Council Meetings

It shall be a meeting of the Council members mentioned in Article 7.1 above and;

shall be held at least once in every three months or from time to time as need arises at such places and time as the Council may determine.

Notice of not less than 14 days shall be given to the members prior to the meeting setting out the date, venue, agenda and time.

Half of the members of the Council shall form a quorum.

10.1.1 Proceedings of meeting and business to be transacted

- i. There shall preside at a meeting of the Council the President or in his absence, the Vice President; and in the absence of the Vice President, a member of the Council as the members present may elect from amongst themselves for the purpose of that meeting.
- ii. The quorum for a meeting of the Council shall be half of its members.
- iii. A decision on any question shall be by a majority of the members present and voting at the meeting and, in the event of an equality of votes, the person presiding at the meeting shall have, in addition to a deliberative vote, a casting vote.

- iv. Where a member is for any reason unable to attend a meeting of the Council, the member may, in writing, nominate another person as a proxy from amongst the members of the Council to attend the meeting in that member's stead and such person shall be deemed to be a member for the purpose of that meeting.
- v. Outside of formally convened meetings of the Council, the President may request that, for reasons of expediency, Council members vote on a motion electronically. During such occasions, execution of proxy votes will not be permitted. Records of this vote will be ratified at the next formally convened meeting of the Council.
- vi. A resolution of the obtained in writing or by electronic means shall be as valid and effectual as if passed at a duly called and constituted Council meeting, provided it is carried by the required majority of the Council members' votes.
- vii. The Council may invite any person whose presence, in its opinion, is desirable to attend and participate in the deliberations of a meeting of the Council, but that person shall have no vote.
- viii. The validity of any proceedings, act or decision of the Council shall not be affected by any vacancy in the membership of the Council or any defect in the appointment of any member or by reason that any person not entitled to do so, took part in the proceedings.
- ix. Minutes of all meetings of the Council shall be in writing and shall contain the names of all those present including all resolutions and proceedings of the Council.
- x. The Chairperson shall sign the minutes as a true and proper record of the Council meeting.

10.2 Annual General Meetings

- a) The AGM shall be a meeting of the members of the Association and it shall be held once every year within four months from the end of each financial year or within 30 days of submission of the Auditors report for the just ended financial year.

- b) The meeting referred to in paragraph (a) may be held physically or by electronic means.
- c) A member wishing to bring before the AGM any motion or business, shall give a notice in writing to the Registrar Twenty-one days (21) before the date scheduled for the AGM.

10.1.1 Notice of AGM

1. Notice of at least Thirty (30) days shall be given to the members through email and by way of advertisement in a newspaper of general circulation.
2. The notice is exclusive of the day
 - a) On which it is served or deemed to be served; and
 - b) For which it is given.
3. The notice must state -
 - a) the date and time of the meeting;
 - b) the principal place of the meeting;
 - c) the general nature of the business to be dealt with at the meeting;
 - d) that the meeting is an annual general meeting
4. If a resolution (whether special or not) is intended to be moved at the meeting-
 - a) Include notice of the resolution;
 - b) Include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution.
5. Despite the fact that an AGM is called by shorter notice than that specified under Article 9.2.1 (1), it is regarded as having been duly called if it is so agreed by all the members entitled to attend and vote at the meeting.

10.1.2 Proceedings of meetings and business to be transacted

The proceeding of the AGM shall include the following:

- i. Adoption of minutes of the previous AGM
- ii. Receive and discuss the President's annual report and plan of action for the next financial year
- iii. Receive and consider statements of financial performance and position of the Association.
- iv. Receive and consider the Auditor's report.
- v. Elect office bearers when the tenure of office has expired or for purposes of replacing office bearers whose offices have for some reason become vacant.
- vi. Receive, discuss and approve/disapprove, modify constitutional amendments.
- vii. Appointment of auditors.
- viii. Receive committee reports on activities of the Association during the previous financial year.
- ix. Members eligible to vote may vote at any AGM of ICTAZ either personally or by proxy appointed in accordance with Article 9.5
- x. The President or, in his/her absence, the Vice President, shall chair the AGM. In the absence of both, a member of the Council to be chosen by those present shall be entitled to chair the AGM.
- xi. If in the event that no such person is present or available, then the members present shall proceed to choose a person from their number to be the chairperson.
- xii. Two Thirds (2/3) of members present and entitled to votes will form a quorum for any AGM and no business shall be transacted at any AGM unless the requisite quorum is present.

- xiii. If within thirty minutes after the time appointed for holding an AGM a quorum is not formed, that meeting, whether convened upon requisition or otherwise, shall stand adjourned.
- xiv. In furtherance of Article 9.2.2 (xiv), the meeting shall stand adjourned to such day and at such time as the Council determine or, if no determination is made by the Council, the members present shall determine the place and time the meeting may be held.
- xv. Voting for a motion shall be by a show of hands and voting for an election shall be by ballot.
- xvi. The Chairperson shall have, in addition to a deliberative vote, a casting vote.
- xvii. Each member shall be entitled to a single vote.
- xviii. Most questions for decision at the AGM shall be determined by ordinary resolution except where this Constitution and the Act expressly provide otherwise.
- xix. The Chairperson may, with the consent of the majority of those present and entitled to vote, adjourn the meeting; no business shall be transacted other than the business unfinished at the meeting from which the adjournment was made.
- xx. Minutes of all proceedings of the Association shall be recorded in writing.
- xxi. The minutes of each meeting shall be signed by the chairperson of the meeting and the signed minutes shall then be sufficient record of the proceedings.

10.3 Extra Ordinary General Meeting

An EGM may be held any time;

- i) When called by the Council
- ii) When called by a written demand to the Registrar by at least a third of the total membership eligible to vote stating the reason for the demand.

iii) If the Registrar fails to respond or call a meeting demanded under the provisions of Article 9.3 (ii) above within 21 days, the members so demanding may appeal to the Council who shall advise and take immediate action to resolve the matter.

10.3.1 Proceedings of meetings and business to be transacted

- i. The notice for the EGM shall be 14 days and it shall be in the form of an advertisement in the national press.
- ii. The notice shall set out clearly the place, date and time of such meeting and the business to be transacted.
- iii. Despite paragraph (i), if the urgency of any particular matter does not permit the giving of fourteen days' notice, an EGM may be called upon by giving a shorter notice provided that the reasons for such shorter notice are stated.
- iv. Members present at a meeting, in good standing with the Association and eligible to vote will form a quorum for any EGM and no business shall be transacted at any EGM unless the requisite quorum is present. $\frac{3}{4}$ of the quorum shall pass a resolution;
- v. The Chairperson shall have, in addition to a deliberative vote, a casting vote.
- vi. Each member is entitled to a vote.

10.4 Committee Meetings

10.4.1 The meetings of the committees shall be held once every three (3) months or from time to time as need arises.

10.4.2 The respective secretaries of the committees shall convene the meetings and cause to be circulated notices stating the business to be transacted, place, date and time of the meeting.

10.4.3 Notice of at least fourteen (14) days shall be given to the concerned members through email or through advertisement in the national press, as the case may require.

10.4.4 The Committee shall keep a record of their meetings which will be made available to the Council within fourteen (14) days of every meeting.

10.4.5 The quorum for meetings of each committee shall be half of its members.

10.4.6 The chairperson shall have a casting vote in addition to a deliberative vote.

10.4.7 Each member entitled to do so shall have one vote.

10.5 Appointment of Proxy

- i. A proxy may be appointed for any formally convened meeting of the Association, for a specified period, or a specified meeting and any adjournment thereof.
- ii. A member shall appoint a proxy by filling out the instrument of appointment in the 1st Schedule.
- iii. No person shall be appointed a proxy who is not a member of the Association or who is not eligible to vote.
- iv. The instrument appointing a proxy shall be received at the principal place of business of the Association, or through electronic means, not less than forty-eight (48) hours before the time fixed for holding the meeting at which the person named in the instrument is expected to vote.

10.6 Demand for Poll

- i. Any person entitled to vote at a general meeting can ask for votes (even on a motion to be decided by ordinary resolution) to be counted by a poll.
- ii. The person may ask for the poll in person or by proxy.

- iii. If a poll is demanded, it shall be taken forthwith and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- iv. The request for a poll;
 - a) Can be made whether or not the meeting has already voted on the motion
 - b) Can be withdrawn by the person who asked for it at any time before the poll is finished.
- v. The request for a poll must be made;
 - a) Before the meeting decides the next motion (if it is not the last motion); or
 - b) Before the meeting ends (if it is the last motion)
- vi. The general meeting at which a poll is demanded shall appoint two scrutineers, who will open the voting papers and report to the Chairperson the result of the voting. The Chairperson shall communicate the report to the meeting and this report shall be conclusive evidence of the result of the poll.
- vii. At any general meeting, unless a written poll is demanded, a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect, made in the minutes of the meeting, shall be conclusive evidence of the fact.

10.7 Accidental Omission to Give Notice of Meetings

Any accidental omission to give notice of a meeting, or any non- receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

ARTICLE 11- ELECTORAL COMMITTEE

11.1 Accidental Omission to Give Notice of Meetings

The Council shall appoint the Electoral Committee and the Committee shall consist of –

- a) Returning Officer who shall be an independent person and is not a member of the Association
- b) Five (5) Election officers from among the members of the association

11.2 Duties of the Committee

11.2.1 Returning Officer and shall be the highest authority of the process. His or her duties shall include but are not limited to the following;

- i. To check voter eligibility
- ii. To manage the electoral roll and voter communication
- iii. To announce the electoral results.
- iv. To generally ensure that the election process is impermeable.

11.2.2 The Elections Officer duties are to –

- i. serve as election volunteers;
- ii. hand out ballot papers;
- iii. supervise proceedings during the elections;
- iv. conduct the counting of votes; and
- v. provide security so as to curtail rigging or any form of malpractice.

ARTICLE 12 - ELECTIONS

12.1 Types of Elections

12.1.1 There shall be two categories of elections;

a) General elections

Shall be held to elect a new Executive Council after every two (2) years after the end of the previous term of office.

b) By-elections

Shall be held whenever an office falls vacant due to;

- death of a Council member
- resignation of a Council member
- dismissal of a Council member
- unsoundness of mind of a Council member
- any other cause as may be decided at the AGM.

12.1.2 Elections shall ordinarily be held during the AGM except where it is decided in accordance with the provisions of this Constitution that an EGM be held for purposes of holding by- elections.

12.1.3 Subject to clause 12.1.1 (ii), in the event where the remainder of the tenure of office is 6 months or more to the AGM, By-Elections shall be held through an Extra Ordinary Meeting

12.1.4 Before the by-elections, the Council shall temporarily appoint from among its members, a person to act until the vacant position is filled.

12.1.5 In the event that the Council cannot perform its functions for whatever reasons, the Registrar shall convene an EGM within seventy (70) days to elect a new Council. During this

period, a committee consisting of three most recent past Presidents available shall run the affairs of ICTAZ.

12.2 Eligibility to vote

12.2.1 Only members in the following classes of membership who are in good standing with ICTAZ shall be eligible to vote in elections at a general meeting:

- a) Fellow,
- b) Full Members,
- c) Associates,
- d) Licentiate members.

12.2.2 All members of the Council shall be voted for by all eligible members.

12.2.3 Members of the Professional Ethics and Compliance Committee shall be voted for by all eligible members.

12.2.4 Representatives of respective categories of members shall be voted for by all eligible members in that particular category in their respective meetings.

12.2.5 Each eligible voting member present shall have one vote for any elective position for which the member is eligible to vote.

12.3 Procedure for elections

12.3.1 The Electoral Committee shall be responsible for organizing and overseeing the process of elections.

12.4 Nominations

12.4.1 The Council shall sixty (60) days before the AGM, issue a notice specifying the dates for filing nomination through electronic means or a daily newspaper of daily circulation in the Republic.

12.4.2 A candidate shall lodge a nomination paper with the Registrar within the period specified in the notice.

12.4.3 The nomination paper shall be in the form as set out in the schedule.

12.4.4 A nomination may be withdrawn by the candidate or a person duly authorised by the candidate at any time before the expiry of the period specified in the notice for lodging the nomination.

12.4.5 The Election Committee shall determine the validity of the nominations lodged, and shall submit the list of names of candidates validly nominated to the Returning Officer.

12.4.6 Where the Election Committee determines that no candidate has been validly nominated to any position, the Committee shall, in respect of that position, call for further nominations.

12.4.7 Where only one candidate has validly filed the nomination papers for any position or office, there shall be no election held for that position or office and the Returning Officer shall declare such a candidate duly elected at the AGM.

12.4.8 Where two or more candidates have been validly nominated to a particular position or office, the Elections Committee shall report to the Council and the report shall set out the names in alphabetical order and position or office contested.

12.4.9 The Council shall publish the list of candidates at least thirty (30) days before the AGM through electronic means, a daily newspaper of daily circulation in the Republic.

12.5 Campaign and Voting

12.5.1 A candidate can circulate that candidate's manifesto, campaign messages and hold meetings thirty (30) days before AGM.

12.5.2 Names of candidates shall be displayed in a conspicuous place for members to view and candidates shall be given or allowed five (5) to ten (10) minutes to address the Assembly during the AGM so as canvass support.

12.5.3 Elections shall be by secret ballot, which shall be conducted in such manner as the Electoral Committee may direct.

12.5.4 The Returning Officer shall declare the candidate with the highest number of votes as winner.

12.5.5 Where in the election of candidates, two or more candidates happen to have a tie for any position, the voting for the said position shall be repeated to decide the winner.

12.6 Tenure of Office

12.6.1 The tenure of office of the Council members shall be two years.

12.6.2 The Council members shall hold office until the incoming Council is duly elected at the AGM.

12.6.3 Council members may be re-elected to the same or different office, but they shall not serve for more than two terms.

12.6.4 In a case where a candidate is serving the remainder of the term of office of the predecessor, and that candidate has served for more than six months, the period served shall be considered as a term.

12.7 Handing over and Swearing-in ceremonies

12.7.1 The Elections Committee shall immediately after the election, organise a handover ceremony to be witnessed by the assembled members and guests.

12.7.2 A swearing-in ceremony shall then follow.

12.8 Qualification of Council Members

12.8.1 The President and Vice President

A person shall qualify to be a President or Vice President of the Association, if that person is-

- i. a Full member of the Association;
- ii. in good standing for at least eight (8) consecutive years preceding the elective AGM
and
- iii. an active member in the activities of the Association for a period of five (5) years.

12.8.2 Committee Chairpersons

A person shall qualify to be a committee member of the Association if that person –

- i. a Full member of the Association;
- ii. in good standing for at least five (5) consecutive years preceding the elective AGM and.
- iii. an active member in the activities of the Association for a period of three (3) years.

12.8.3 Committee Members

A person shall qualify to be a committee member of the Association if that person –

- i. an Associate member of the Association;
- ii. in good standing for at least three (3) consecutive years preceding the elective AGM
and.
- iii. an active member in the activities of the Association for a period of three (3) years.

ARTICLE 13 – FINANCIAL ADMINISTRATION

13.1 Revenue

The Association shall raise revenue from the following sources;

- a) Membership fees
- b) Fundraising functions
- c) Contributions
- d) Donations
- e) Grants
- f) Gifts
- g) Loans
- h) Income generating activities

13.2 Bank Account

13.2.1 All funds of the Association shall be deposited into the Associations' account at such bank or financial institution as the Council may determine.

13.2.2 Payments by the Association shall be by cheque, inter-bank transfer or cash after being authorized at the Council meeting. All cheques shall be signed by two signatories at any given time as determined by the Council.

13.3 Financial Year

The financial year of the Association shall be a period of twelve (12) months ending on 31st December in each year.

13.4 Appointment of Auditors

13.4.1 An auditor shall be appointed by the Council and ratified at the AGM and shall serve until the first sitting of the new Executive Council in the following term of office but shall be eligible for re-appointment. Administration of Property Belonging to the Association

13.4.2 The Council shall be the overseer of all assets, projects and financial undertakings of the Association.

13.5 Expenditure

13.5.1 The expenditure of an approved annual budget of the Association shall be duly authorized by the Council.

13.5.2 The Registrar shall seek approval from the Council, to authorize supplementary budget expenditure or unbudgeted expenditure provided the amount in one year does not exceed ten per cent (10%) of the annual budget of the Association. The President shall justify the unbudgeted expenditure at the next general meeting.

13.6 Power to Borrow Money

13.6.1 The Council may borrow funds to fund the activities of the Association as the Council may determine.

ARTICLE 14- REGISTERS AND BOOKS

14.1 Different Types of Registers and Books

- a. The Registrar shall maintain a register of all members registered with the Association in which the Registrar shall enter details relating to-
 - i. ICT professionals who are members, the different classes they belong to and whether or not they are entitled to vote
 - ii. The persons whose certificates have been cancelled; and

- iii. The applications rejected and the reasons for the rejection.
- b. The Registrar shall maintain books relating to minutes, resolutions and votes.
- c. The Registrar shall also maintain other registers and books as may be necessary.

14.2 Inspection of Registers and Books

Every member of ICTAZ shall be entitled to request inspection of the different registers and books that are kept at the secretariat or any other place, provided that five (5) days prior notification has been given to the Registrar by telecommunication or email; this shall be subjected to approval by the Council.

ARTICLE 15 – THE SEAL OF ICTAZ

(A rubber stamp whereon the Association's name is engraved)

15.1 The seal shall be kept in the care of the Registrar

15.2 The affixing of the seal shall be authenticated by the President, Vice President, National Secretary or any other person authorized in that behalf by a resolution of the Council in the presence of two witnesses.

ARTICLE 16- THE CONSTITUTION

16.1 Adoption of the Constitution

The Constitution shall be adopted at a general meeting of the Association by a vote of at least two thirds of the voting members present.

16.2 Amendment of the Constitution

- i. The Constitution shall be amended at a general meeting of the Association by a special resolution passed by the members present and eligible to vote.

- ii. Proposed amendments may be sent to the National Secretary at least thirty (30) days before the date scheduled for the said meeting.
- iii. Amendment of the Constitution shall be a regular item on the agenda of the AGM and may from time to time be transacted at an EGM in accordance with Article 9.3 above.

ARTICLE 17 - CODE OF ETHICS

The Council shall adopt, maintain, enforce and conspicuously publish a code of professional ethics, which shall be binding on all members of the Association.

ARTICLE 18- LEGAL PROCEEDINGS

- 18.1.** ICTAZ being a corporate body with capacity to sue and be sued in its own name shall have authority to initiate and conduct legal proceedings brought by or against it.
- 18.2.** Notwithstanding anything to the contrary in this Constitution, a resolution of the Council or members in a general meeting to initiate legal proceedings must be passed by a special resolution.

ARTICLE 19- INDEMNITY

- 19.1.** The Association shall indemnify every member of the Council or each committee member against all costs, losses, damages or expenses, including hotel and travel expenses in respect of any contract or agreement entered into; instrument executed; act or thing done or other matter whatsoever connected with the Association or its affairs, in discharge of their duties.
- 19.2.** No Council member or officer of the Association shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person; or for any loss or

damage whatsoever suffered by the Association, unless the loss or damage shall happen through their own dishonesty, negligence, misfeasance or malfeasance.

1st Schedule

Information and Communications Technology of Zambia Association

Appointment of Proxy

I, _____ a _____ (*insert the class of membership*) member of _____ (*insert the appointer's address*) do hereby designate _____ to act as my proxy at _____ (*indicate the type of meeting*) on the _____ day of _____ 20_____.

The duties to be exercised as proxy include the following;

This appointment of proxy remains in effect until _____

Dated the _____ day of _____ 2019.

Signed by:

Name

Signature

Witness

Signature

Name

Signature

Witness

Signature

*This form shall be used only by those members who are entitled to vote.

2nd Schedule

ADOPTION OF ICTAZ CONSTITUTION

The ICTAZ Constitution that was adopted on the 13th day of October 1990 at Lusaka is hereby repealed and replaced. This Constitution was approved and adopted by ICTAZ at the general meeting held at on the day of
20..... in accordance with the provisions of the Act.

President National
