



Minutes of the 2022 Extra Ordinary General Meeting November 24 - 25 2022, Courtyard Hotel Conference Room, Livingstone

AGENDA

The Extra Ordinary General Meeting conducted the following business:

1. National Anthem and Opening Ceremony
2. Conference
3. Presidents Remarks
3. Constitutional & Legislation Overview
4. Adoption of Constitutional Amendments
5. Report on 2022 ICTAZ Operations
6. Membership Announcements
7. Vote of Thanks
- 8 Closing of Meeting

MINUTES

1.0 OPENING CEREMONY

1.1 The Extra Ordinary General Meeting was held under the theme : ***“A New Era for Digital Innovation and Entrepreneurship Opportunities for All”***, and the opening ceremony was attended by 312 members and some invited guests.

1.2 The ICTAZ Exrta Ordinary General Meeting and Conference was officially opened by the Minister of Small and Medium-size Enterprises Elias Mubanga represented by the Director SME Kennedy Mumba. Prior to the official opening, District Education Board Charles Miyoba gave welcoming remarks on behalf of the Livingstone District Commissioner. Livingstone Mayor Constance Nalishebo Muleabai also welcomed the delegates. A group photo was taken.

1.3 The ICTAZ Vice President Zeko Mbumwae then set the house rules, welcomed delegates to actively participate in the meeting and advised that the programme had been shared by e-mail and was available on the Meta Conference APP. A moment of silence was observed in recognition of members who had passed during the past year.



Delegate Registration was conducted electronically via the Meta Conference APP provided by sponsor Infratel Zambia. One hundred and sixty-seven (167) delegates registered on the APP in contrast to the Three Hundred and Fifteen (315) delegates and guests in attendance.

3.0 PRESIDENT'S REMARKS

3.1 ICTAZ President Clement Sinyangwe said the Extra Ordinary General Meeting was called to review the ICTAZ Constitution as instructed by the 2021 Annual General Meeting to resolve the issues relating to the mandatory and contradictory clauses in the ICTAZ Act of 2018.

3.2 He urged the delegates to conduct themselves professionally during the deliberations because of the urgent need to elevate the recognition of ICT professionals in the national development agenda. Noting that theme of the meeting, A New Era for Digital Innovation and Entrepreneurship Opportunities for All, is aimed at empowering ICT practitioners with skills and a mindset change to better prepare for the tasks ahead.

3.3 He observed that though the 2022 record indicates about two thousand (2,000) registered ICT professionals at the association but that the figure is just a fraction of the total IT professionals working in the country. The Patents and Companies Registration Agency (PACRA) records indicate that over nine hundred (900) IT-related firms are operating in the country but less than Two Hundred (200) are registered at ICTAZ. The Association hopes to improve compliance now that it has employed an officer to be responsible for that task.

3.4 Information Technology is being adopted in all areas of the economy and with the roll out of the e-Government policy, more IT personnel are being employed and digital skills implemented.

3.5 He urged the delegates to use their participation at the Extra Ordinary General Meeting to establish a strong Constitution that will meet expectations of the general membership.

3.6 The Association has been collaborating with the Ministry of Technology and Science to enhance the implementation of the ICTAZ Act of 2018 finalising of the development of the statutory instruments (SIs) to establish key organs such as the Membership Board and the Professional Ethics Committee that will facilitate enforcement of the regulations. He thanked the Ministry of Technology and Science for the support rendered in driving digital transformation and gave special recognition to the Minister Honourable Felix Mutati, for elevating Zambia's status on the international IT and digital transformation platforms.

He also recognised the efforts of the Permanent Secretary Dr Brilliant Habenzu for leading a powerful team at the Ministry that has seen Zambia take major steps in revising legislative and policy directives that meet the expectations of the IT sector such as the review of the Cyber Security and Cyber Crimes Act and the Digital Technology Policy.



3.7 He, however, noted that some policies and technological development have led to job losses, but encouraged members to adopt digital innovation to promote self employment.

3.8 ICTAZ made submissions relating to the IT sector to the Ministry of Finance and National Planning for the 2023 National Budget Process. This has resulted in the waiving of more taxes on IT products, meant to bring down the cost of doing business to encourage the growth of the IT industry.

4.0 CONSTITUTIONAL AND LEGISLATION OVERVIEW

Legal Counsel Ms Monica Nkhoma advised delegates on the implications of the ICTAZ Act and the amendments to the Constitution.

She guided on Drafting style as it relates to the words and expressions in the written law. Advising that the ICTAZ Constitution required grammatical and provisional changes.

The constitution should provide for gender, meaning that anywhere where it read he/she it should be replaced with person.

Some provisions required refinement; such as in Article Six that has a list for disqualifications that is not exhaustive because the Constitution of Zambia has provisions that define legal disqualifications such as mental incapacity of criminal conviction.

She recommended revisions to the ICTAZ Constitution to allow for corrections in the language used and to align it to the ICTAZ Act of 2018.

The meeting was advised to review the Draft Constitution available on the ICTAZ Website. There would be a voting session to allow for the adoption of the changes and that the document being referred to was Version Three following recommendations from the several consultative processes.

ICTAZ has held two town hall meetings and virtual review with the membership during the course of the year, the following amendments were proposed:

1. Voting by Proxy-This should be Removed (In light of electronic voting)
2. Elections Clauses should be Amended (Elections Policy and composition of the committee proposed)
3. Qualifications of various Council Members should be amended
4. Term of Office for President
- 5 Appointment of Proxy- This should be Removed
- 6 Introduction of Audit Committee and Ethics and Integrity Committee

DAY TWO

The Vice President advised the meeting delegates that the Constitution Revision process would be voted on by ICTAZ paid-up members only.

5.0 ADOPTION OF CONSTITUTION AMENDMENTS

The Chairperson - Professional Development Mr Binimbi Chellah chaired the Constitution Review Session. Observations and Contributions were invited as the Constitution Version 4 was read through article by article. One Hundred and Fifty One (151) delegates attended the session.

5.1 CORRECTIONS

5.1.1 Based on prior consultation and advice given by the legal counsel the following corrections to the Constitution were proposed:

i. Article One: Where there is He/she to change to person. A member is defined as a person registered with the association.

ii. Article Five: Membership Qualifications - A Fellow Member must be a Degree holder. A Full member must have attained over five years of working experience. Student members were added as a category.

Licentiate Member: Meets the criteria of, to read “meets the following criteria”

Corporate Member:- the word “Product” to be added in the first line.

iii. Article Seven: Composition of council number is 7.1 not 1.1

iv. Article Eight: 8.01 Finance and audit committee to read “ Finance and Treasury Committee”. 8.02 To remove duties of the Finance and Audit Committee altogether

v. Article 10.0.0 Meetings should read: The AGM shall be a meeting of the members of the Association and shall be held once every year within the four months of the year.

Notice of meeting: To read “Notice of 21 Calendar days instead of 14 working days shall be given to the members prior to the meeting, setting out the date, venue, agenda, and time.

vi. Article 13 Finance and Administration to add “in conjunction with the finance and audit committee”

5.1.2 The Chair Professional Development advised the meeting that there was need to clarify the criteria for Licentiate members and the ICTAZ Secretariat would be tasked with identifying appropriate academic criteria that falls in line with current IT-related academic and professional courses.

He advised that Article 5 had been slightly revised during the consultation process as Honorary membership was proposed. In addition, the Professional Development Committee



would be developing a Continuous Professional Development (CPD) Policy. A member advised that CPD credits could be used to raise revenue for the association.

5.1.3 The Constitution Version 4.0 would have any sections or clauses that were already in the ICTAZ Act of 2018 removed to avoid duplication. The meeting noted that in all articles, punctuations were omitted and advised the Secretariat to correct the anomaly.

5.2 AMENDMENTS

5.2.1 The delegates agreed that amendments would be adopted by simple vote where majority won.

Members were advised on the definition of Council that it referred to the Executive Council. It was clarified that the term region was defined in the Act.

Article Eight - In relation to committees, the Professional Ethics and Compliance Committee members are elected and the chairperson sits on the Executive Council according to the ICTAZ Act and hence there was no need for a Compliance Chairperson to be voted for.

Article Nine - In relation to Regions and Branches, Chapter have been introduced to allow for more branches of the association. The President advised members that Student Chapter were only applicable to institutions of higher learning offering IT-related courses.

5.2.2 The Annual General Meeting is prescribed to be held within the first four months of the year or within thirty days of the presentation of Audited Accounts and hence the 2023 Annual General Meeting date should be scheduled in that time range in accordance to the Act. The meeting was reminded that previously the Covid-19 restrictions had caused the 2021 Elective AGM to be held in October.

No amendments were made to the process of elections but an Elections Committee would have to be convened. This committee would be tasked with developing an Elections Policy that provides guideline on who is eligible to stand for elections. There is need to clearly define "good standing".

The issuance of a Notice for an AGM will be now be 60 days and not 30 days. The Nomination window was revised from 30 days to 60 days.

Minutes of the previous Annual General Meeting to be shared 31 days before the AGM.

Voting by proxy has been removed from the Constitution. Electronic voting should be allowed and included in the Elections Policy.

The immediate past Association President will have a seat on the Executive Council and will hold similar rights as a council member. This will ensure continuity.



Elective annual general meetings will be held every three years to vote for the position of President, Vice President and the Professional Ethics and Compliance Committee to align all committees to a three-year cycle. According to the ICTAZ Act Clause 40. (l) There shall be a Professional Ethics and Compliance Committee of the Executive Council comprising the following members: (a) a Chairperson, (b) a Vice-Chairperson; and (c) four information and communications technology professionals in practice for not less than ten years, one member of which shall be from the public practice and one from the corporate membership elected by the members at the annual general meeting of the Association. The Act also prescribes that the Professional Ethics and Compliance Committee term of office is three years.

Any other committee or chapters can be proposed to an annual general meeting.

Candidates standing for the position of Association President must be a Fellow member and have previously held a position in any ICTAZ committee.

A President is limited to two terms in office and will not be eligible to contest for any position in the Council or a Committee upon serving two terms.

It was observed that the adoption of Auditors was not subject to an annual general meeting. The Council appointed auditors and hence it would continue as an administrative function of the Association secretariat. The Act provided for the keeping of proper accounts and annual audits. However the Council holds authority to terminate the services of an auditor.

The Meeting also called for Names of paid-up members to be published as an encouragement to other members.

The Secretariat would be tasked with cleaning up the Amended Constitution that would be shared to the 2023 AGM.

6.0 VOTE OF THANKS

Delegate Sililo Mabiya gave a vote of thanks. He thanked the members for attending the Extra Ordinary General meeting that discussed and reviewed the Association Constitution. He said the document gives the membership the guidance of the functions of the association adding that there was an opportunity to refine it. He encouraged fellow members to share ideas on how to improve their work at their individual workplaces to help raise the profile of ICT professionals.

He thanked the President and the executive for according him the opportunity to move the vote of thanks on behalf of the other delegates.



7.0 REPORT ON 2022 ICTAZ OPERATIONS

Mr Sinyangwe gave an update of the ICTAZ activities but advised that he was experiencing throat irritation.

He said that 2022 had so far seen a lot of changes and progress being made.

In terms of human resources also been, a communications and compliance officer has been recruited. A vehicle was also bought to improve compliance and operations. The association is in the process of engaging a Registrar.

(The Vice President then took up the presentation.)

ICTAZ was able to increase the number of Student Chapters to fourteen (14).

The association also successfully hosted the International ICT Expo as well as supporting the Payments Association of Zambia in hosting the first-ever FinTech Festival.

ICTAZ also participated in the Digital Health Conference that looked at how technology was changing the provision of health services and practice of medicine.

Formal collaboration partnerships have been made with ZICTA, ZCAS University, Digital Safe, Adanian Labs, UNZA, and the Ministry of Technology and Science to host more hackathons, create innovation hubs and to conduct professional development activities.

ICTAZ attended the Africa Innovation Summit that was officially opened by the Republican President Hakainde Hichilema.

Submissions to the review of the Data Protection Act and Cyber Security and Cyber Crimes Acts following membership consultation.

An E-Voting Hackathon was hosted that saw several university chapters participate with the Zambia ICT College (now Zambia University College of Technology) emerging as winners.

In October, the ICTAZ President attended the Computer Society of Zimbabwe AGM and Conference. Previously he had supported the ICT Association of Malawi at their AGM. This is raising the profile of Zambia internationally.

He also informed the meeting that ICTAZ had attended the Technology Information Confederation Africa (TICONA) inaugural meeting that aims to bring together IT professionals from across the African continent. The meeting was held in Victoria Falls Town, Zimbabwe with participants drawn from Ghana, Nigeria, South Africa, Zambia and Zimbabwe in October 2022. Mr Sinyangwe has been appointed TICONA Chairperson for Research, while Mr Binimbi Chella was appointed Chair for Education.

ICTAZ plans to host a regional meeting that will draw participation from ICT professional bodies from Malawi, Tanzania, Namibia, South Africa and Zimbabwe.



8.0 CLOSING REMARKS

The President thanked all the delegates for actively participating in the amendment of the Constitution. He said the revision of the constitution had been conducted over a long period of time and that it had undergone several changes but it had resulted into something that members could be proud of.

He said document does not belong to him as Association President but to the Association.

The EGM was then declared closed.