



Constitution

The Information and Communications
Technology Association of Zambia



**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.

Article 2 INTERPRETATION



“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 with 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” : A resolution passed by at least two-thirds (2/3) of the votes cast by members in good standing and eligible to vote.

“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 whereof shall be “ICT Association of Zambia” or “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 the Association are to do all such acts and things as are necessary to foster the advancement of the information and communications technology profession.

Without prejudice to the generality of the above definition, the Association shall:

- a) Regulate and govern the conduct of its members in the practice of their business and profession;
- b) Maintain appropriate practice standard among ICT professionals that are consistent with principle of self-regulation and the public interest;
- c) Develop the ICT profession and promote its interests;
- d) Develop, promote, maintain and improve appropriate standards of qualification in the ICT profession;
- e) 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;
- f) Develop, promote and enforce internationally comparable practice standards in Zambia;
- g) Participate in the activities of bodies whose main purpose is the development and setting of practice standards
- h) Encourage and finance research into any matter affecting the ICT profession;
- i) Protect and assist the public in all matters relating to the practice of ICT;
- j) Determine and levy fees payable by professional bodies and the ICT professionals that ICTAZ considers necessary to finance its activities;
- k) Fix fees for professional services, as prescribed;
- l) Determine fees for the accreditation of local and foreign Associations; and
- m) 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

5.1. Classes of Membership

There shall be eight 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
h) Honorary Membership	HMICTAZ

5.2. 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;

- By filling out a form from ICTAZ secretariat or its website or an online application platform and attaching relevant documentation as maybe determined by the council.
- The intended member, upon having all the required documentation in order, shall be required to submit the application to the Secretariat via approved means as determined by the Secretariat.
- Once the documents have been verified by the Secretariat, the applicant will be notified on the status of the application.
- Once paid, the membership fees shall be non-refundable.
- Admission to any class of membership is not as a matter of right but a matter discretionary, which discretion is exercisable by the Council.

**5.3.
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. Meets the criteria below

- i. Is an ICT professional and a full member of the Association who has been in good standing for five (5) continuous years preceding the application.
- ii. 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;
- iii. Having attained the minimum CPD points required for upgrade, in accordance with the upgrade policy set by the Executive Council on the recommendation of the Membership Registration Board
- iv. Having been determined to have contributed to the ICT industry on assessment and recommendations by the Membership Registration Board to the Executive Council in accordance with the upgrade policy.

b. Notwithstanding the requirements stipulated in (a) above, the Membership Registration Board shall possess the authority, exercisable in specific circumstances, to make a special recommendation to the Executive Council proposing an exemption from one or more of said requirements.

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 below

- i. is a holder of an ICT related Degree or Diploma from a recognized higher education institution acceptable by the Association for this class of membership;

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 following criteria :
 - 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
 - i. 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
 - 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.

5.3.5. 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.

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:

5.3.7.1. C1 Member

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

5.3.7.2. C2 Member

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

5.3.7.3. 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.

5.3.7.4. C4 Member

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

5.3.7.5. C5 Member

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

5.3.8. Foreign Professional Member

5.3.8.1. Individual Consultants

This class of membership is divided into two (2) variants;

- a. 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.
- b. 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.

5.3.8.2. Corporate Consultants

- a. This category includes foreign companies hired into Zambia under contract for ICT related works such as installations among other things.
- b. They shall be required upon execution of their contracts, to apply for membership in accordance with this Constitution and the Act.
- c. 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.

5.3.8.3. 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.

a. 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.

b. 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.

c. 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.

d. FC4 Member

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

e. 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)

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

5.3.10. Honorary Member

- a. Honorary membership shall be awarded at the discretion of the Council.

5.4. 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, Affiliate and Honorary 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. 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.
- e. 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.
- f. Honorary members shall enjoy other privileges as members may be approved at a general meeting from time to time.
- g. All members' conduct shall be governed by the Act, the Constitution and the ICTAZ Code of Ethics.
- h. All members shall pay the membership subscription fees as prescribed from time to time.

5.5. Obligations of Members

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

5.6. Membership Subscription Fee

- a. Members shall pay all their applicable fees upon joining the Association.
- b. 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.
- c. 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.
- d. 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.
- e. 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 to the Association shall cease: -

- a. If the member resigns by notice in writing to the Association
- b. On recommendation of the Professional Ethics and Compliance Committee.
- c. Upon the death of a member
- d. If a member is declared bankrupt under any written law
- e. If a member is wound up, liquidated or deregistered at law
- f. If a member fails to pay annual membership fees, the person shall cease to be a member until payment is duly made.
- g. 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.
- h. 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).
- i. Upon a member being declared mentally unfit to carry out their duties
- j. 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	<ul style="list-style-type: none">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	<ul style="list-style-type: none">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



7.1. Composition of the Council	<p>ICTAZ being a legal entity shall act through its primary organs namely;</p> <ul style="list-style-type: none">a. Members in a General Meetingb. The Executive Councilc. The Membership Registration Boardd. The Professional Ethics and Compliance Committeee. Other Committees of the Council as set out in Article 8 of this Constitution.f. Secretariat
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Subject to section 7 of the Act, the Executive Council 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	<p>The functions of the Council are to:</p>
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- a. manage and control all the affairs of ICTAZ;
- b. to appoint signatories to the ICTAZ bank accounts;
- c. maintain a register of members of ICTAZ and the categories of membership applicable to those members;
- d. promote an understanding of professional ethics amongst the information and communications technology professionals;
- e. approve the annual budget and plans of ICTAZ;
- f. approve the policy and strategic plan of ICTAZ;

- g. over-see the implementation and successful operation of the policy and functions of ICTAZ.
- h. To appoint members of selected committees.
- i. To fix allowances from time to time for members sitting in various meetings.

7.3 Duties of Council Members

7.3.1 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. Represent ICTAZ in all fora both national and international and uphold a positive image of ICTAZ.
- g. Shall present an annual report to the AGM at the end of the year.
- h. Shall be a co-signatory to the ICTAZ bank accounts.
- i. May delegate some of his powers to the Vice President or the National Secretary respectively as the need arises.

7.3.2 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.

7.3.3 The National Secretary

The National Secretary shall perform the following duties;

- a. Assist the President and the Vice President in the discharge of their duties.
- b. In consultation with the President, to summon all meetings of ICTAZ, take and keep all minutes of the same.
- c. To oversee and be in charge of the secretariat of ICTAZ.
- d. In the absence of both the President and Vice President, he/she shall be in charge of ICTAZ.
- e. Keep records of ICTAZ's assets.
- f. To perform any other duties assigned by the President or the Council from time to time.

7.3.4 The National Treasurer

The National Treasurer shall perform the following duties;

- a. Generally, oversee and manage ICTAZ's financial administration.
- b. Collect all monies payable to ICTAZ for onward transmission to the Bank.
- c. To initiate and coordinate all fundraising activities of ICTAZ.
- d. Shall be the principle signatory of ICTAZ bank accounts.

- e. Shall pay all monies owed by ICTAZ with approval of the Council.
- f. Shall prepare and present audited accounts to the AGM
- g. Shall be the custodian of all financial records of ICTAZ.
- h. Sit as an ex official chairperson of the Treasury Committee
- i. To perform such other duties related to the work of the treasurer as the Council may require from time to time.

7.3.5 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.

7.3.6 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.

7.3.7 Committee Members

The Committee members shall perform the following duties;

- a. Attend all council meetings.
- b. Carry out ICTAZ activities as assigned by the Council.
- c. To participate in the activities of ICTAZ.

Article 8

EXECUTIVE COUNCIL 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. Governance, Administration and Human Capital Committee

This committee shall oversee and be responsible for all governance and human capital related matters.

8.1.1. Composition of the Committee

It shall consist of the following members

- a. a Chairperson who shall be the president or vice president
- b. not more than five other members

8.1.2. Duties of the Governance, Administration and Human Capital Committee

- a. Formulation of governance policies and strategies
- b. Overseeing ICTAZ AGM and main events
- c. Supervise and appraise Executive Council members
- d. Strategic Plan Implementation Oversight
- e. Human Capital Policy Development, Remuneration & Administration

8.2. Finance, Investment and Growth Committee

8.2.1. Composition of the Committee

The Finance, Investment and Growth Committee shall consist of the following members;

- a. the National Treasurer as the Chairperson
- b. Not more than four other members

8.2.2. Duties of the Finance, Investment and Growth Committee

- a. There shall be a Finance, Investments and Growth Committee whose duties shall include:
- b. To oversee and advise the Association on matters relating to financial management, sustainability, investments, and growth.
- c. To review and recommend to the Board the annual budget, financial plans, and long-term financial strategies of the Association.
- d. To monitor the financial performance and position of the Association and ensure the prudent use of its funds and resources.
- e. To develop, review, and recommend financial, investment, and risk management policies for approval by the Board.
- f. To identify, evaluate, and monitor investment opportunities and ensure that the Association's investments are managed prudently and in accordance with approved policies.
- g. To promote the financial sustainability and growth of the Association by identifying and recommending revenue-generating initiatives, partnerships, sponsorships, and fundraising opportunities.
- h. To assess the financial viability and risk implications of proposed programs, projects, and strategic initiatives.
- i. To oversee matters relating to audits, financial reporting, and compliance, and to liaise with external auditors where necessary.
- j. To ensure that appropriate internal financial controls are in place and functioning effectively.
- k. To report regularly to the Board on the financial affairs, investments, and growth initiatives of the Association.
- l. To perform any other functions as may be assigned by the Board from time to time, consistent with the objectives of the Association.

8.3. Technical, Innovation and Operations Committee

8.3.1. Composition of the Committee

The Technical, Innovation and Operations Committee shall consist of the following members;

- a. A Chairperson
- b. Not more than five other members

8.3.2. Duties of the Technical, Innovation and Operations Committee

The committee shall be responsible for the following;

- a. Oversight Implementation of Technical and Non-Technical Projects
- b. Oversight on Innovation initiatives, Development of Sector Standards, Procurement, digital platforms, operational systems
- c. Review emerging Technologies and provide advisory services.
- d. participate and hold technical events in the country so as to increase awareness on ICT best practices.
- e. Formulate ways of encouraging innovation in the profession across the various sectors.

8.4. Audit and Risk Committee

8.4.1. Composition of the Committee

The Audit and Risk Committee shall consist of the following members;

- a. Chairperson
- b. Not more than four other members

8.4.2. Duties of the Audit and Risk Committee

- a. Oversee the integrity and accuracy of financial statements.
- b. Ensure financial reports comply with applicable accounting standards and regulations
- c. Review interim and annual financial statements before board approval
- d. Oversee the effectiveness of internal control systems
- e. Approve the internal audit charter and plan, and budget
- f. Review internal audit reports and key findings
- g. Approve the internal audit charter, plan, and budget.
- h. Review internal audit reports and key findings
- i. Oversee the organization's risk management framework.
- j. Review key enterprise risks (financial, operational, strategic, regulatory, cyber, ESG, etc.).
- k. Monitor risk appetite and tolerance levels.
- l. Ensure appropriate risk mitigation strategies are in place.
- m. Oversee compliance with laws, regulations, and internal policies.

8.. Professional Ethics and Compliance Committee

The establishment, functions and mandate of the committee are as per the provisions of Part VII of the ICTAZ Act No. 7 of 2018 as well as per the provisions of the ICTAZ Rules (SI No 72 of 2024)

- a. The Chairperson of this committee, elected under the procedure described in Part VII of the of the Act, will then sit as a member of Executive Committee

8.6. Membership Registration Board The establishment and functions are as per the provisions of Part IV of the ICTAZ Act No. 7 of 2018 as well as per the provisions of the General Regulations (SI No. 76 of 2024).

- a. In addition to the functions provided for in Part IV of the ICTAZ Act No. 7 of 2018 and the SI, the Board will also approve and oversee the development and implementation of Professional Development strategies, policies and initiatives.
- b. The Board will also approval and oversee inclusion strategies and initiative.

8.7. Secretariat

- a. 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.
- b. The Council may appoint a Deputy Registrar and other staff that it considers necessary for the performance of functions of the Council.
- c. 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.
- d. 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.
- e. 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.
- f. 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.
- g. The Registrar shall cause the submission of all reports to the Council from Committees of the Council; and the Registrar shall receive and cause to be processed all applications for membership.
- h. The Registrar shall generally be responsible, under the direction of the Council for the day-to-day administration of the secretariat.

Article 9

REGIONS, CHAPTERS AND BRANCHES



9.1. Regions

- a. 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.
- b. The mandate and proceedings of regions shall be governed under the provisions provided in Part VI of the Act

9.2. Chapters

- a. A higher learning institution offering ICT related programmes shall have an ICTAZ Chapter to which every student member shall be affiliated.
- b. 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.
- c. A certain percentage, to be determinable by the Council, of the membership fee raised by the chapter shall be remitted to the respective Chapters as a way of helping it raise revenue for its operations and activities.
- d. 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. Secretary General
 - iv. Vice Secretary General
 - v. Public Relations Secretary
 - vi. Project Coordinator
 - vii. Treasurer
- e. 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.

9.3. Branches

- a. 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.
- b. The function of a branch of the Association is to provide the presence of the Association in regions that provide administrative services
- c. 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.
- d. 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.
- e. 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.
- f. The regional committees shall provide checks and balances to the branch committees that fall within the jurisdiction in which it has control.
- g. Prior approval of the Council shall be required before the dissolution of a branch, for any reason whatsoever.
- h. 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. Annual General Meetings

There shall be an Annual General Meeting (AGM) of the Association, which shall be held once every year within five (5) months after the end of each financial year

The meeting referred to above may be held physically or by electronic means or in a hybrid manner.

10.1.1. Notice of AGM

- a. Notice of at least sixty (60) days shall be given to the members through email and by way of advertisement in a newspaper of general circulation.
- b. The notice is exclusive of the day
 - i. On which it is served or deemed to be served; and
 - ii. For which it is given.
- c. The notice must state -
 - i. the date and time of the meeting;
 - ii. the principal place of the meeting;
 - iii. the general nature of the business to be dealt with at the meeting;
 - iv. that the meeting is an annual general meeting
- d. In the event of Extraordinary circumstances, the Council can change the date of the AGM in order to address the circumstances necessitating the application of this clause
- e. A member wishing to bring before the AGM any motion or business, shall give a notice in writing to the Registrar at least sixty calendar days (60) before the date scheduled for the AGM.
- f. If a resolution (whether special or not) is intended to be moved at the meeting -
 - i. Include notice of the resolution;
 - ii. Include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution.
- g. Despite the fact that an AGM is called by shorter notice than that specified under Article 10.2.1 (a), 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.
- h. Minutes of the previous AGM and annual report shall be shared with the members at least twenty-one (21) calendar days before the AGM.

10.1.2. Proceedings of meetings and business to be transacted.

The proceeding of the AGM shall include the following:

- a. Adoption of minutes of the previous AGM
- b. Receive and discuss the President's annual report and plan of action for the next financial year
- c. Receive and consider statements of financial performance and position of the Association.
- d. Receive and consider the Auditor's report.

- e. 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.
- f. Receive, discuss and approve/disapprove, modify constitutional amendments.
- g. Receive committee reports on activities of the Association during the previous financial year.
- h. Members eligible to vote may vote at any AGM of ICTAZ either personally or by proxy appointed in accordance with Article 9.5.
- i. 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.
- j. 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.
- k. The quorum at an Annual or Extraordinary General Meeting shall be Fifty (50) of members in good standing of whom five (5) shall be fellow members.
- l. 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.
- m. In furtherance of Article 10.2.2 (m), 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.
- n. Members present at a meeting, in good standing with the Association and eligible to vote.
- o. All motions for decision shall be determined by ordinary resolution, except where this Constitution or the Act expressly requires a special resolution.
- p. The Chairperson shall have, in addition to a deliberative vote, a casting vote.
- q. 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

10.2. Extra Ordinary General Meetings

There shall be an Extraordinary General Meeting (EGM) of the Association, which may be convened at any time to consider urgent or special business.

This meeting shall be convened;

- a. When called by the Council
- b. 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
- c. If the Registrar fails to respond or call a meeting demanded under the provisions of Article 10.2 (b) above within 21 days, the members so demanding may appeal to the Council who shall advise and take immediate action to resolve the matter.

10.2.1. Notice of EGM

- a. The notice for the EGM shall be 14 days and it shall be through email and by way of advertisement in a newspaper
- b. The notice shall set out clearly the place, date and time of such meeting and the business to be transacted.
- c. Despite paragraph (a), 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.

10.2.2. Proceedings of meetings and business to be transacted.

- a. **Opening of the Meeting:** The meeting shall be called to order by the Chairperson or, in their absence, by a person elected by the members present.
- b. **Confirmation of Quorum:** Verification that a quorum is present in accordance with the Constitution.
- c. **Statement of Purpose:** The Chairperson shall state the specific purpose(s) for which the EGM was convened.
- d. **Business to Be Transacted:** Only the business specified in the notice convening the EGM shall be discussed and decided upon, which may include:
- e. **Voting and Resolutions:** Decisions shall be made by ordinary or special resolution, as applicable under this Constitution.
- f. **Members present at a meeting, in good standing with the Association and eligible to vote.**
- g. **The quorum at an Annual or Extraordinary General Meeting shall be Fifty (50) of members in good standing of whom five (5) shall be fellow members.**
- h. **All motions for decision shall be determined by ordinary resolution, except where this Constitution or the Act expressly requires a special resolution.**
- i. **The Chairperson shall have, in addition to a deliberative vote, a casting vote.**
- j. **Each member in good standing is entitled to a vote.**

10.3. Council Meetings

There shall be meetings of the Council which 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.

10.3.1. Notice of Council Meetings

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.

10.1.2. Proceedings of meeting and business to be transacted.

- a. **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.**
- b. **The quorum for a meeting of the Council shall be half of its members.**
- c. **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.**
- d. **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.**
- e. **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.**

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- b. The quorum for a meeting of the Council shall be half of its members.
- c. 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.
- d. 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.
- e. 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.

10.4. Committee Meetings

There shall be meetings of the committees of the council which shall be held at least once in every three months or from time to time as need arises at such places and time as will be determined

- a. The meetings of the committees shall be held once every three (3) months or from time to time as need arises.
- b. 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.
- c. Notice of at least fourteen (14) days shall be given to the concerned members using members using any available means of communications.
- d. The Committee shall keep a record of their meetings which will be made available to the Council within fourteen (14) days of every meeting.
- e. The quorum for meetings of each committee shall be half of its members.
- f. The chairperson shall have a casting vote in addition to a deliberative vote.
- g. Each member entitled to do so shall have one vote.

10.5. Appointment of Proxy

- a. 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.
- b. A member shall appoint a proxy by filling out the instrument of appointment in the 1st Schedule.
- c. No person shall be appointed a proxy who is not a member of the Association or who is not eligible to vote.
- d. 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 participate.
- e. Proxies will NOT be allowed to vote in Annual General Meetings and Extra Ordinary General Meetings

10.6. Demand for Poll

- a. 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.
- b. The person may ask for the poll in person or by proxy.
- c. 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.
- d. The request for a poll;
 - i. Can be made whether or not the meeting has already voted on the motion
 - ii. Can be withdrawn by the person who asked for it at any time before the poll is finished.
- e. The request for a poll must be made;
 - i. Before the meeting decides the next motion (if it is not the last motion); or
 - ii. Before the meeting ends (if it is the last motion)
- f. 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.
- g. 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

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. Four (4) Election officers from among the fellow members of the association

11.1. Duties of the Committee

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

- a. To check voter eligibility
- b. To manage the electoral roll and voter communication
- c. To announce the electoral results.
- d. To generally ensure that the election process is impermeable.

11.2. Duties of the Elections Officer

- a. Serve as election volunteers;
- b. Hand out ballot papers;
- c. Supervise proceedings during the elections;
- d. Conduct the counting of votes; and
- e. Provide security so as to curtail rigging or any form of malpractice.

Article 12 ELECTIONS

12.1. Types of Elections

There shall be two categories of elections;

12.1.1. General elections

Shall be held to elect a new Executive Council after every three (3) years after the end of the previous term of office.

12.1.2. By-elections

Shall be held whenever an office falls vacant due to;

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

- a. 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.
- b. Subject to clause 12.1.2, 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
- c. Before the by-elections, the Council shall temporarily appoint from among its members, a person to act until the vacant position is filled.
- d. In the event that the Council is unable to perform its functions for any reason, the Registrar shall convene an Extraordinary General Meeting (EGM) within ninety (90) days to elect a new Council. During this period, a committee comprising up to three available past Presidents shall be appointed by the Registrar to run the affairs of the Association

12.2. Eligibility to vote

- a. Only members fully registered and have settled all membership fees no later than thirty (30) Days before the AGM or EGM will be eligible to Vote
- b. 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:
 - i. Fellow,
 - ii. Full Members,
 - iii. Associates,
 - iv. Licentiate members.

- c. All members of the Council shall be voted for by all eligible members.
- d. Members of the Professional Ethics and Compliance Committee shall be voted for by all eligible members.
- e. Representatives of respective categories of members shall be voted for by all eligible members in that particular category in their respective meetings.
- f. 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 The Electoral Committee shall be responsible for organizing and overseeing the process of elections.

12.4. Nominations

- a. 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.
- b. A candidate shall lodge a nomination paper with the Registrar within the period specified in the notice.
- c. The nomination paper shall be in the form as set out in the schedule.
- d. 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.
- e. 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.
- f. 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.
- g. 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.
- h. 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

- a. A candidate can circulate that candidate's manifesto, campaign messages and hold meetings thirty (30) days before AGM.
- b. 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.
- c. Elections shall be by secret ballot, which shall be conducted in such manner as the Electoral Committee may direct.
- d. Electronic voting must be available for eligible voters to cast their ballot
- e. The Returning Officer shall declare the candidate with the highest number of votes as winner.
- f. 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

- a. The tenure of office of the Council members shall be three (3) years.
- b. The Council members shall hold office until the incoming Council is duly elected at the AGM.
- c. Council members may be re-elected to the same or different office..
- d. The President shall be limited to serve two (2) terms only and will not be allowed to recontest for any other position.
- e. 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

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

- a. Is a Fellow member of the Association;
- b. Is in good standing for at least five (5) consecutive years preceding the elective AGM
- c. Is an active member in the activities of the Association for a period of five (5) years. And
- d. Has previously served as a member of Exco or an ICTAZ committee.

12.8.2. Committee Chairpersons

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

- a. a Full member of the Association;
- b. in good standing for at least five (5) consecutive years preceding the elective AGM and.
- c. 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 is

- a. an Associate member of the Association;
- b. in good standing for at least three (3) consecutive years preceding the elective AGM and.
- c. 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 a. All funds of the Association shall be deposited into the Associations' account at such bank or financial institution as the Council may determine.

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 Pursuant to Section 11(2) of the Act, the Council shall, appoint independent auditors to audit the accounts of the Association

13.5. Expenditure and Administration of Property Belonging to the Association

- a. The expenditure of an approved annual budget of the Association shall be duly authorized by the Council.
- b. 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.
- c. The Council shall be the overseer of all assets, projects and financial undertakings of the Association.

13.6. Power to Borrow Money a. The Council may borrow funds to fund the activities of the Association as the Council may determine on recommendation by the Finance and Audit Committee.

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)

- a. The seal shall be kept in the care of the Registrar
- b. 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

Pursuant to Section 5(1) of the Act, the Association shall, by a vote of at least two thirds of the members voting at a general meeting of the Association, adopt a constitution of the Association and may, in like manner, amend it.

16.2. Amendment of the Constitution

- a. 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.
- b. Proposed amendments may be sent to the Registrar at least Twenty-one (21) calendar days before the date scheduled for the said meeting.
- c. 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.

Article 17
CODE OF ETHICS

The Council shall adopt, maintain, enforce, and publish a Code of Professional Ethics, binding on all members. In addition to upholding and promoting the highest ethical standards in their conduct, all members shall contribute to maintaining the integrity, reputation, and advancement of the ICT profession in Zambia.

Article 18
LEGAL PROCEEDINGS

- a. Subject to Article 3 of the Act, the Association which shall be a body corporate with perpetual succession and a common seal, capable of suing and being sued in its corporate name with power, subject to the provisions of the Act, to do all acts and things that a body corporate may, by law, do or perform.
- b. 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

- a. 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.
- b. 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, _____, membership number: _____ a _____ (insert the class of membership) member of _____ (insert the appointer's address) do hereby designate _____, membership number _____, 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 _____ 20 _____.

Signed by:

Name

Signature

Witness

Signature

Name

Signature

Witness

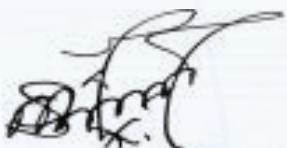
Signature

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

2nd Schedule

ADOPTION OF ICTAZ CONSTITUTION

The ICTAZ Constitution (2022), adopted on the **25th day of November 2022** at **Courtyard Hotel, Livingstone**, is hereby amended and/or repealed and replaced, as the case may be, in accordance with the resolutions approved by ICTAZ at a General Meeting held on the **2nd day of May 2025** at **Avani Victoria Falls Resort** and in compliance with the provisions of the Act.



President



#ValueBeyondCompliance