Constitution

of

Africa Information and Communication Technologies Alliance (AfICTA)

(as amended)

14th October, 2026

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ARTICLE I: GENERAL

Section 1.1: Name

The name of the Alliance is the **Africa Information and Communication Technologies Alliance (AfICTA)** hereinafter referred to as the "Alliance".

Section 1.2: Principal Objectives and Activities

· The Alliance is dedicated to improving the business environment for the African INFORMATION AND COMMUNICATION TECHNOLOGIES Industry, and to promoting the Industry's contribution to economic growth and social progress in Africa and worldwide.

· As the voice and principal advocate of the INFORMATION AND COMMUNICATION TECHNOLOGIES Industry, the Alliance promotes the collective interests of the converging Information and Communication Technologies and telecommunications technology industries;

· The Alliance seeks to participate in the development and implementation of policies by helping African governments as well as institutions to understand future technology trends and how digital technologies can contribute effectively to sustain economic performance nationally; and

· The Alliance seeks to facilitate long-term business generation for the INFORMATION AND COMMUNICATION TECHNOLOGIES Industry in Africa by supporting the diffusion and usage of INFORMATION AND COMMUNICATION TECHNOLOGIES.

1.2.1 To that effect, the Alliance shall have the right to exercise, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. As the African voice of the Information and Communication Technologies and services industry, the Alliance is dedicated to:

• advocating policies that advance Information and Communication Technologies and services Industry's growth and development;
• facilitating Africa and international trade and investment in INFORMATION AND COMMUNICATION TECHNOLOGIES products and services;
• strengthening member associations/corporations/institutions through the sharing of contacts, knowledge, experience, and critical information;
• holding events on Information and Communication Technologies Public-Private partnership
• holding conferences of stakeholders critical to articulation of future strategies and formation of INFORMATION AND COMMUNICATION TECHNOLOGIES public policy
• continual representation at relevant global IT Organisations. (e.g. World Information Technology and Services Alliance (WITSA), unless and until proven irrelevant);

- partnership with other Alliances to promote INFORMATION AND COMMUNICATION TECHNOLOGIES industry in Africa in all ramifications

1.2.2 The Alliance shall strive to have a real impact on the African and global INFORMATION AND COMMUNICATION TECHNOLOGIES environment. It shall seek to strengthen the INFORMATION AND COMMUNICATION TECHNOLOGIES Industry at large by promoting a level playing field and by voicing the concerns of the African INFORMATION AND COMMUNICATION TECHNOLOGIES community in multilateral organizations where policies affecting industry interests are developed.

Section 1.3: Correspondence

All correspondence MUST be addressed to the President of the Alliance.

ARTICLE II: ABBREVIATIONS OF TERMS

For convenience of reference, the following terms shall be defined as set forth in this Constitution.

"Board" as defined in Section 4.2.2.3
"Alliance" as defined in 1.1
"Director" as defined in 6.1

"Due Date" as defined in Section 4.2.5

"INFORMATION AND COMMUNICATION TECHNOLOGIES" as defined in Section 1.2.1 "Interested Party" as defined in 6.6
"General Assembly" as defined in Section 5.1.2
"Member" as defined in Section 4.1
"Member in Good Standing" as defined in Section 4.2.5
"Member Not in Good Standing" as defined in Section 4.2.5
"Member Representative" as defined in 4.2.3
"Region" as defined in Section 4.2.2.2
"Deputy President and Vice Presidents as defined in 6.11
"Written Notice" as defined in Section 12.1

ARTICLE III: GENERAL

Section 3.1: Registered Office and Agent

The Alliance shall continuously maintain a registered office and registered agent within the territory of the Federal Republic of Nigeria.

Section 3.2: Principal Office

The Alliance's principal administrative office (where, the Executive Director/Chief Executive Officer and key administrative staff shall be located) shall be situated at such a place as shall be determined from time to time by its Board of Directors.

Section 3.3: Additional Offices

The Alliance may also have offices, including regional offices, at such other places as the Board of Directors may from time to time determine and the business of the Alliance may require.

ARTICLE IV: MEMBERSHIP

Section 4.1: Classes of Members

The Alliance shall have the following classes of members. One shall be called "Association Members"; the second shall be called "Corporate Members"; the third shall be called “Individual Members”. Each shall have the rights and privileges, subject to stated limitations, as set forth in the Sections below and referred to as appropriate. Refer to the following table:

Category	Description	Member Class	No of Votes
National ICT Association	Can be more than one representing a nation state but all votes of entities in that state accumulate for the state	Association	2
Large Organisation (100 or more staff)	ICT organization company, institution or entities with more than 100 employees	Corporate	5
Medium organization (50-99)	ICT organization company, institution or entities with 50 or more but less than 100 employees	Corporate	3
Small organization (10-49)	ICT organization company, institution or entities with 10 or more but less than 50 employees	Corporate	2
Start-ups (2-9)	ICT organization company, institution or entities with 2 or more but less than 10 employees	Corporate	1

Individual Business Professionals		Individual	0

Section 4.2: Association Member Class

4.2.1 Qualification for Membership

The Alliance may accept as Association Members only those associations whose activities are principally in the INFORMATION AND COMMUNICATION TECHNOLOGIES Industry. There is no restriction on the number of such members per country, given that they agree to complement each other and to vote as a bloc.

4.2.2 Admission Procedure

4.2.2.1 Application for Membership

Application procedure shall be determined by the Board of Directors.

4.2.3 Member Representative

Upon admission to membership, and as necessary thereafter, the newly admitted Association Member shall designate a membership representative ("Association Member Representative") to receive and act on official communications from the Alliance, to vote on behalf of the Association Member at any General Assembly or special meeting of Members, and to be eligible to serve as a Director of the Alliance. In addition, a Member may designate an alternate for its Association Member Representative. Both the Association Member Representative and the alternate, if any, can be changed by the Association Member at any time. Association Members shall provide the secretariat written notice of the names of the Association Member Representative and the alternate, if any, and any change in the names of either, yearly and prior to any regular or special meeting of the Members.

4.2.4 Association Membership Rights and Privileges

Each Association Member shall have the right to cast votes as specified in the table above in person or by proxy as to resolutions presented to Members at any regular or special meeting of the Members, including the election of a President one (1) or more Directors. Each Association Member shall have the right to attend all meetings of the Members, and, through its Association Member Representative, the privilege of the floor at such meetings, the right to be nominated and elected by the Members and to serve as a member of the Board, and the right to exercise such other privileges as may be prescribed by the Board; provided, however, that the right to vote and the right to serve as an Officer or a member of the Board shall be limited to those Members in Good Standing (as defined in Section 4.2.5).

4.2.5 Dues and Assessments (subscription)

Dues and assessments (subscription) shall be set annually by resolution of the Board of Directors; and payment thereof shall be on March 31 of each year unless the Board

otherwise provides ("Due Date"). Upon an Association Member's showing of extreme hardship, the Board in its discretion may defer or waive payment of such dues. A Member shall be deemed to be in good standing ("Member in Good Standing") only if it has timely paid its dues or has obtained a deferral or waiver from the Board. Any Association Member which has not paid its dues or assessments by July 1 or obtained a deferral or waiver thereof shall be deemed a Member not in Good Standing ("Member Not in Good Standing"). Such Member Not-in-Good-Standing shall automatically be reinstated (as a Member in Good Standing) upon payment of all delinquent dues and assessments, not to exceed two years of delinquencies, unless the Board shall conclude otherwise.

4.2.6 Termination of Membership

Any Association Member may terminate its membership by issuing a 30 days' notice effective the day the notice is received by the Executive Director or any other designated Officer of the Alliance, provided, however, such Association Member shall remain liable for any unpaid dues or assessments and shall not be entitled to any refund, including any proration of already paid dues or assessments, related to the applicable year. No Association Member may be deprived of its membership or have its membership terminated or suspended except for cause, by action of the Board of Directors, including:

4.2.6.1 The Association Member ceases to satisfy the qualification stated in Section 4.2.

4.2.6.2 AfICTA has the option to terminate a member for non-payment of dues or assessments sixty (60) days or more after at least two (2) reminder notices of delinquency have been given to such Association Member, unless such Association Member has requested and received a deferral or waiver of dues; or

4.2.6.3 Violation of the Constitution or other just cause of a serious substantive nature.

4.2.6.4 The Association Member's consolidation, merger, amalgamation with or sale of assets to another organization which as successor entity or purchaser is not then an Association Member; provided, however, membership may be transferred to such other organization upon application to the Executive Director or any other designated Officer of the Alliance, and approval by the Board of Directors, conditioned upon (a) the successor organization meets the applicable membership requirements set forth in this Constitution and (b) the successor organization agrees to assume the obligations of membership.

4.2.6.5 Any Association Member whose membership has been terminated or suspended may apply to the Board of Directors for reinstatement of its membership, consistent with the admission procedures set forth in Section 4.2.

Section 4.3 Corporate Member

4.3.1 Qualification for Corporate Membership

The Alliance may accept as Corporate Member any business entity, organization, institution or entity from any sector of the economy whose businesses are principally in the INFORMATION AND COMMUNICATION TECHNOLOGIES Industry or use ICT to drive their businesses.

4.3.2 Admission Procedure

4.3.2.1 Application for Corporate Membership Any entity qualified for and wishing to join the Alliance as a Corporate Member shall file its application for Corporate Membership with the Executive Director or any other designated Officer or other means of the Alliance e.g. website. The application shall be made by following the application procedures established by the Alliance and posted on the Alliance's website. The application shall include a declaration by the applicant of its commitment to and endorsement of the purposes, goals and objectives of the Alliance and shall also contain data which supports the applicant's assertion that it is qualified under Section 4.3.1 to become a Corporate Member of the Alliance.

4.3.2.2 Granting of Corporate Membership The Alliance's Board of Directors ("Board") through the Membership Committee shall, after reviewing the application and giving due consideration to the recommendations of the Executive Director or any other designated Officer of the Alliance, decide whether the application for Corporate Membership should be accepted. The Board may condition admission to Corporate Membership and effective only upon the applicant's payment of such dues and assessments prorated over the balance of the calendar year, and any other sums, as deemed appropriate by the Board. In the event that the Board rejects a Corporate Membership application, the applicant shall not be precluded from re-submitting the application based on changed considerations to Executive Director or any other designated Officer of the Alliance for consideration by the Board.

4.3.2.3 Corporate Membership Representative Upon admission to Corporate Membership, the newly admitted Corporate Member shall designate a representative ("Corporate Member Representative") to receive and act on official communications from the Alliance. In addition, a Corporate Member may designate an alternate for its Corporate Member Representative. Both the Corporate Member Representative and the alternate (if any), can be changed by the Corporate Member at any time; provided notice thereof is sent to the Executive Director or any other designated Officer of the Alliance.

4.3.2.4 Corporate Membership Rights and Privileges
Corporate Members shall have the right to attend sessions of the General Assembly and any special meeting of the Members. Corporate Members shall have the right to vote in accordance with the table above but shall be eligible for election as Officers or Directors, and shall be eligible for appointment to such committees as the Board shall deem appropriate. Attendance and voting at any meeting of the Members, including the General Assembly, and participation on any committee shall be limited to Corporate Members in Good Standing.

4.3.3 Dues and Assessments (subscription)

Dues and assessments with respect to Corporate Members vary according to the number of employees, as decided from time to time by the Alliance, and the last date for timely payment of the same shall be March 31st or as may be set by resolution of the Board of Directors. Any Corporate Member that has not paid its dues or assessments as of the due date shall be deemed a Corporate Member not in Good Standing.

4.3.4 Termination of Membership

A Corporate Member may terminate its Corporate Membership by issuing a 30 days' notice effective the day the notice is received by the Executive Director or any other designated Officer of the Alliance; provided, however, such Corporate Member shall remain liable for any unpaid dues or assessments and shall not be entitled to any refund, including any proration of already paid dues or assessments, related to the applicable year. A Corporate Member may be deprived of its Corporate Membership or have its Corporate Membership terminated or suspended by action of the Board of Directors, if:

4.3.4.1 The Corporate Member ceases to satisfy the qualification stated in Section 4.3.1.

4.3.4.2 The Corporate Member has failed timely to pay all dues and assessments in full.

4.3.4.3 Violation of the Constitution or other just cause of a serious substantive nature.

4.3.4.4 The Corporate Member's consolidation, merger, amalgamation with or sale of assets to another organization which as successor entity or purchaser is not then a Corporate Member; provided, however, Corporate Membership may be transferred to such other organization upon application to the Executive Director or any other designated Officer of the Alliance and approval by the Board, conditioned upon (a) the successor organization meeting the applicable Corporate Membership requirements set forth in this Constitution and (b) the successor organization agrees to assume the obligations of Corporate Membership, including such as may be set forth in a Corporate Membership Agreement.

4.3.4.5 Any Corporate Member whose membership has been terminated or suspended may apply to the Board for reinstatement of its Corporate Membership, consistent with the admission procedures set forth in Section 4.3.1.

Section 4.4 Individual Member

4.4.1 Qualification for Individual Membership

The Alliance may accept as an Individual Member any person whose principal occupation is or was (if they are retired) in the INFORMATION AND COMMUNICATION TECHNOLOGIES Industry.

4.4.2 Admission Procedure

4.4.2.1 Application for Individual Membership Any person qualified for and wishing to join the Alliance as an Individual Member shall file his/her application for Individual Membership with the Executive Director or any other designated Officer or other means of the Alliance e.g. website. The application shall be made by following the application procedures established by the Alliance and posted on the Alliance's website.

4.4.2.2 The application shall include a declaration by the applicant of his/her commitment to and endorsement of the purposes, goals and objectives of the Alliance and shall also contain data which supports the applicant's assertion that he/she is qualified under Section 4.4.1 to become an Individual Member of the Alliance.

4.4.2.3 Granting of Individual Membership The Alliance's Board of Directors ("Board") through the Membership Committee shall, after reviewing the application and giving due consideration to the recommendations of the Executive Director or any other designated Officer of the Alliance, decide whether the application for Individual Membership should be accepted. The Board may condition admission to Individual Membership and effective only upon the applicant's payment of such dues and assessments prorated over the balance of the calendar year, and any other sums, as deemed appropriate by the Board. In the event that the Board rejects an Individual Membership application, the applicant shall not be precluded from re-submitting the application based on changed considerations to Executive Director or any other designated Officer of the Alliance for consideration by the Board.

4.4.3 Individual Membership Rights and Privileges

Individual Members shall be entitled to attend sessions of the General Assembly and any special meetings of the Members; however, they shall not possess voting rights, as set forth in the table above. Individual Members shall be eligible for election as Directors but shall not be eligible to serve as Officers. They may also be appointed to serve on committees, subject to the discretion of the Board. The right to attend meetings of the Members, including the General Assembly, and to participate in committee activities shall be limited to Individual Members who are in Good Standing.

4.4.4 Dues and Assessments (subscription)

Dues and assessments with respect to Individual Members are as decided from time to time by the Alliance, and the last date for timely payment of the same shall be March 31st or as may be set by resolution of the Board of Directors. Any Individual Member that has not paid his/her dues or assessments as of the due date shall be deemed an Individual Member not in Good Standing.

4.4.5 Termination of Membership

An Individual Member may terminate his/her Individual Membership by issuing a 30 days' notice effective the day the notice is received by the Executive Director or any other designated Officer
of the Alliance; provided, however, such Individual Member shall remain liable for any unpaid dues or assessments and shall not be entitled to any refund, including any proration of already paid dues or assessments, related to the applicable year. An Individual Member may be deprived of his/her Individual Membership or have his/her Individual Membership terminated or suspended by action of the Board of Directors, if:

4.4.5.1 The Individual Member ceases to satisfy the qualification stated in Section 4.3.

4.4.5.2 The Individual Member has failed timely to pay all dues and assessments in full.

4.4.5.3 Violation of the Constitution or other just cause of a serious substantive nature.

4.4.5.4 Any Individual Member whose membership has been terminated or suspended may apply to the Board for reinstatement of his/her Individual Membership, consistent with the admission procedures set forth in Section 4.4.

ARTICLE V: MEETING OF MEMBERS

Section 5.1 Regular and Annual General Meeting

5.1.1 Regular Meetings of the Members shall be held at least bi-monthly and at such times, media or places as may be determined from time to time by the Executive Director, and at the direction of the Board. The President shall preside over meetings of the Board and members in good standing. In the absence of the President, the Deputy President, any of the Vice-Presidents or the Executive Director in this order, shall preside over members' regular meetings.

5.1.2 At least once every year the Board shall convene a meeting of the Members, to be called the Annual General Meeting (AGM) and generally may be held during any of the Alliance's major events. Notice of the time and place of such General Assembly and all other regular meetings of the Members, as set by the Board, shall be given by the Executive Director or any other designated Officer of the Alliance at least thirty (30) days in advance. Each Member shall be afforded an opportunity to contribute to an agenda, which shall be distributed to Members at least twenty (20) days prior to the meeting.

5.1.3 Minutes of the AGM and all other regular meetings of the Members shall be kept and made available to the Members on the Alliance's Intranet or otherwise.

Section 5.2: Special Meetings of Members

The President, the Board of Directors, or a majority of the Members upon written request to the Executive Director or any other designated Officer of the Alliance or the Board of Directors may call special meetings of the Members.

5.2.1 Notice of the time and place of such Special Meeting shall state the time and place of such special meeting and shall state the purpose or purposes and the agenda for such meeting.

5.2.2 Notice of such Special Meeting shall be given in writing no less than ten (10) days prior to such meeting.

Section 5.3: Quorum

One third (1/3) of all Members (in Good Standing) eligible to vote (who may be present in person, by tele-conference consistent with Section 5.5, or represented by proxy) shall constitute a quorum at all regular and special meetings of the Members for the transaction of business. If such a quorum cannot be achieved at any meeting of the Members, those Members entitled to vote, albeit less than a quorum, shall have the power to adjourn the meeting from time to time until a quorum shall be present or represented by proxy. At such adjourned meetings at which a quorum shall be present or represented by proxy, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, a new notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

Section 5.4 Voting

5.4.1 When a quorum is present at any meeting, any question brought before the meeting shall be decided by a majority vote of the Members having voting power who are present through their Membership Representatives, alternates, or by proxy, unless a different or higher percentage is required by law or by the Alliance's Articles of Alliance. Votes may be cast by a show of hands; however, at the discretion of the Chair, or upon the override of such discretion by an affirmative vote of a majority of the Members present, voting may instead be conducted by written secret ballot.

5.4.2 If authorized by the Board of Directors, any Member vote to be taken by a written ballot, including the election of the President, Deputy President, Vice-Presidents, Treasurer and Directors may be conducted by ballot submitted by electronic transmission.

Section 5.5 Tele-Conference Participation in a Meeting

Members may participate in and vote at a regular or a special meeting of Members by use of any means of communication by which all Members participating may simultaneously hear one another during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting for purposes of a quorum.

ARTICLE VI: DIRECTORS

Section 6.1 Powers

The Board of Directors, composed of the Directors collectively, shall be the highest decision-making authority of the Alliance following the General Assembly. The property, affairs, and business of the Alliance shall be managed and controlled by the Board of Directors (each a "Director"), which shall have full power and authority to exercise all lawful powers of the Alliance and to perform all acts and things necessary or desirable for the management and conduct of the Alliance's affairs, except as limited or prohibited by applicable law, the Articles of Alliance, or this Constitution.

Section 6.2 Election, Number and Term

6.2.1 The President, Deputy President, Vice-Presidents, Treasurer, and other Directors shall be elected by majority votes of the Members in good standing at the General Assembly or other regular meeting of the Members called for the stated purpose of electing Directors. National Coordinators shall either be appointed by the Board or elected by the concerned national members. National Coordinators shall be members of the Board and may not count in the determination of the numbers of the Directors.

6.2.2 The number of Directors shall be determined from time to time by resolution of the Board of the Alliance, but at no time shall the Board consist of less than five (5) or more than fifteen (15) persons excluding statutory members.

6.2.3 Directors shall be elected for a term of three years (or until the next General Assembly if elected between General Assemblies by the Board), and shall serve until their successors are elected and qualify in their stead. Any decrease in the number of Directors shall not affect the tenure of incumbent Directors. Directors except the President, Deputy President, Vice-Presidents and the Treasurer may serve successive terms without limitation.

6.2.4 The Board of Directors shall appoint a Nominating Committee to receive recommendations for and to solicit candidates for election as Directors and National Coordinators. It shall also be responsible for setting the timeline for elections.

The Committee shall determine the qualifications of each candidate and shall publicize its slate of qualified candidates to the entire membership at least seven (7) days prior to the General Assembly or the date set aside for elections.

Section 6.3 Qualifications

Individuals from all membership categories are eligible to serve as Directors of the Alliance, provided
(a) the Member organisation for which the individual is the Member Representative or alternate is a Member in Good Standing,
(b) the individual agrees with, commits to contribute to advancement of, and is committed to the mission of the Alliance, as set forth in the Alliance's Articles of Alliance and in Article I of this Constitution, and
(c) the individual pledges to attend a majority of meetings of the Board of Directors

Section 6.4 Vacancy

In the event of a vacancy in any office due to death, resignation, removal, disqualification, or other causes, and where such vacancy affects the minimum threshold for Board composition as set forth in Article VI Section 6.2.2 of this constitution, the Board shall elect, by an affirmative vote of two-thirds of the Directors present and voting at a regular or special meeting as conducted by the Nominating Committee, a successor or successors to serve the unexpired term(s) of the vacated Directorship(s).

The Board shall give due consideration to the election of a successor Director who is a Representative or alternate of the Member organisation for which the prior Director was the Member Representative. Such successor Director shall serve only for the unexpired term of his predecessor Director, but shall be eligible for reelection at the General Assembly or at any set forth the election.

Section 6.5 Resignation or Removal

Any individual Director may resign at any time by delivering written notice to the Alliance. Unless the written notice specifies a later effective date, the resignation shall become effective upon no objection by the Board. A Director may be removed from the Board only for cause, by a two-thirds vote of the Board of Directors. Cause for removal shall include, but is not limited to:
(a) loss of the qualifications set forth above; and
(b) three (3) consecutive unexcused absences from meetings of the Board, whether attended in person or by telephone. The Chair shall have the authority to determine, at their discretion, whether an absence is excused.

Section 6.6 Transactions with Interested Parties

Any contract or other transaction between the Alliance and one or more of its Directors, officers, or their family members (hereinafter referred to as an "Interested Party"), or between the Alliance and any other entity in which one or more Directors, officers, or trustees are also Interested Parties, or in which an Interested Party has a financial interest, shall be voidable at the sole discretion of the Alliance unless either of the following conditions is satisfied:

6.6.1 The material facts of the transaction and the Director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved or ratified the transaction; or

6.6.2 The transaction was fair to the Alliance.
Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof), which authorizes, approves, or ratifies such contract

or transaction, but shall not vote on any motion, which authorizes, approves or ratifies such contract or transaction.

Section 6.7 Compensation of Directors

Directors and members of any committee of the Board shall serve in a voluntary capacity and shall not receive compensation for their service. However, they may be reimbursed for reasonable expenses, subject to approval by the Board upon application through the Executive Director or another Officer designated by the Alliance.

This provision shall apply regardless of the financial status of the Alliance and shall not be waived or suspended due to financial hardship.

Section 6.8 Ex-Officio Members of the Board

In addition to the duly elected Directors, the Board shall include past Chairs elected by the Board and who did not resign his/her position, to serve as **Ex Officio Directors**, who shall be considered **statutory members** of the Board. Ex-Officio Directors shall have the right to participate in discussions and provide input (voice), but they shall **not have voting rights**, and **their presence shall not count toward the formation of a quorum**.

Section 6.9 Standing and Other Committees

The Board shall establish certain Standing Committees—such as, but not limited to, the Executive Committee, Nominating/Membership Committee, Trade and Business Committee, Strategy and Public Policy Committee, —and shall appoint two or more Directors to serve on each. The Board may also, at its discretion, establish additional special committees as deemed appropriate.

Individuals who are not Directors, including all categories of Member Representatives and their alternates, may be eligible to serve on such committees. Unless otherwise specified in the resolution establishing a committee, the actions of a majority of committee members present and voting at any duly convened committee meeting shall constitute the act of the committee.

Each committee shall operate in accordance with procedures established by the Board or, in the absence of such procedures, according to rules adopted by the committee itself. All committees shall act in an advisory capacity by making recommendations to the Board for its consideration.

Section 6.10 Deputy President and Vice Presidents

This Constitution provides for the election of one (1) Deputy President and five (5) Vice-President, each representing one of the five sub-regions of Africa: Central Africa, East Africa, North Africa, Southern Africa, and West Africa. The Deputy President shall serve in the absence of the President at any AfICTA meetings. The Vice-President shall have specific responsibility for quarterly eConferences and promoting the growth of the Alliance within their respective sub-regions. In the absence of the Deputy President, the Vice-Presidents may elect one among themselves to preside over an AfICTA meeting.

Section 6.11 Additional Regulation

Only Board members who are either Association Member Representatives or alternates or Corporate Member Representatives or alternates shall be eligible for election as the President, Deputy President, Vice-Presidents or Treasurer of the Alliance. Corporate Member Representatives or alternates must hold the position of Chief Executive Officer (CEO) or Chief Operating Officer (COO) of their respective organizations to be eligible.

Section 6.12 Advisory Groups

The Board may appoint individuals to serve on one or more advisory groups. Such individuals are not required to be members of the Alliance. Advisory groups shall have no delegated authority and shall operate solely in an advisory capacity to the Board, the Chair, or any duly constituted committees. The Board may remove any member of an advisory group whenever, in its judgment, such removal serves the best interests of the Alliance.

No member of any advisory group shall represent or speak on behalf of the Alliance without the prior express authorization of the Board.

Section 6.13 The AfICTA Advisory Council -

The membership of the Advisory Council of the Alliance shall consist of former Presidents of the Alliance (who did not resign their position), a Patron/Matron of the Alliance, and any former Directors of the Alliance who have made significant contributions to the growth of the Alliance and have been elected to the Advisory Council by a vote at a meeting of the Board of Directors. Membership of the Advisory Council shall not exceed nine (9) individuals at any given time.

An Advisory Council member may be removed by a two-thirds (2/3) vote of the members of the Board of Directors who are in good standing. Members of the Advisory Council may serve for a maximum of nine (9) years, subject to annual confirmation of their availability, which must be submitted to the Board at least thirty (30) days prior to the Annual General Meeting.

Advisors shall serve in advisory capacity to the Board.

6.13.1 Officers and Tenure

The officers of the Advisory Council shall include a Chair, Vice-Chair, and support staff from the Secretariat. Officers shall serve a term of three (3) years and may serve a maximum of two (2) consecutive terms, or until their successors are duly elected and qualified.

In the event of the absence, disability, or any other circumstance the Advisory Council considers sufficient, the Advisory Council may, by majority vote, temporarily delegate any or all powers and duties of an officer to another officer.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 Timing and Notice

The Board shall convene at least four times in a year, either upon the call of the President or upon the request of one-third (1/3) of the Directors then in office. Regular meetings of the Board may be held with at least fifteen (15) days' prior notice, specifying the date, time, and place of the meeting. Special meetings of the Board may be called with at least three (3) days' prior notice to the Directors, including the date, time, and place of the meeting.

Section 7.2 Waiver of Notice

Whenever any notice is required to be given by law or under the provisions of the Articles of Alliance, or this Constitution, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The Alliance shall file such written waiver with the minutes or corporate records. Attendance at a meeting by a Director entitled to notice should constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7.3 Quorum

A thirty-five percent (35%) of the Directors (in good standing) then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Alliance or by this Constitution.

Section 7.4 Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the Board or of the committee, as the case maybe, and is filed with the minutes of proceedings of the Board or the committee.

Section 7.5 Participation by Conference Telephone, Voice or Video

Members of the Board may participate in a meeting of the Board or such committee by means of a conference telephone, voice, video or similar communications equipment whereby all persons participating in the meeting can hear one another. Participation by conference telephone, voice, video shall constitute presence in person at such meeting for purposes of a quorum. When such a meeting is conducted by means of conference telephone, voice, video or similar communications equipment, the minutes recording any action taken at such a meeting shall note who participated in person and who participated by alternative communications.

ARTICLE VIII: PROXIES

Section 8.1 Proxy Representation of a Member

Whenever a Member Representative or his alternate cannot attend a regular or special meeting of the Members of the Alliance, a Member or Member Representative may appoint the Chairman or another Member as proxy to vote or otherwise to act on behalf of the Member as to specific or all business that is scheduled to may arise at a specific regular or special meeting.

8.1.1 Such proxy shall be deemed effective (a) only where evidenced by an executed and dated appointment stating the holder of the proxy, and (b) when delivered to or electronically transmitted to the President or the Executive Director or any other designated Officer of the Alliance and in a manner by which the President or Executive Director or any other designated Officer of the Alliance can reasonably determine that the Member or Member Representative actually authorized the grant of the proxy. Oral proxies shall not be permitted or recognized.

8.1.2 Any proxy, to be recognized, must be delivered to the President or Executive Director or any other designated Officer of the Alliance twenty-four (24) hours prior to the opening of the meeting at which the proxy is to be voted.

8.1.3 All proxies, to be recognized, shall be announced at the beginning of the meeting.

8.1.4 No Member Representative or alternate may hold and vote more than two (2) proxies. The Executive Director or any other designated Officer of the Alliance shall recommend, and the Board shall approve, such additional procedures for granting proxies as the Board may request.

Section 8.2 No Proxy Representation of a Director

Voting by proxy is not allowed at any meeting of the Board or of any committee designated by the Board.

ARTICLE IX: OFFICERS

Section 9.1 Number and Positions

The principal officers of the Alliance shall consist of elected officers: President, Deputy President, Vice-Presidents; and an Executive Director (appointed by the Board as the Chief Executive Officer of the Alliance), who shall serve as Secretary to the Board. Each of the President, Deputy President, Vice-Presidents and the Treasurer, shall be Directors of the Alliance.

The Board may appoint such other officers and agents as it deems necessary, who shall serve for such terms and exercise such powers and duties as the Board may determine from time to time.

Section 9.2 Term of Office

Unless otherwise so deemed fit by the General Assembly, elected officers by the Members of the Alliance shall serve for three years and a maximum of two (2) terms or until their successors are duly elected and qualified. In case of the absence or disability of an officer of the Alliance, or in any other case that the Board may deem sufficient reason therefore, the Board, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

Section 9.3 Resignation or Removal

Any officer may resign at any time by delivering 30-days written notice to the President of the Alliance directly or through the Executive Director or any other designated Officer of the Alliance. However, the resignation shall be effective where there is no objection by the Board. Any officer elected or appointed by the Board may be removed by the affirmative vote of two thirds of the Board present at any regular or special meeting of the Board whenever in its judgment the best interests of the Alliance will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 9.4 Vacancy

A vacancy in any office because of death, disability, incapacity, resignation, removal, disqualification or otherwise of the President or any officer may be filled by the affirmative vote of a majority of the Board.

Section 9.5 Executive Director

The Executive Director shall be the Chief Executive Officer of the Alliance; and shall be engaged by the Board through a competitive recruitment process and continue in office pursuant to an employment agreement (based on specified key performance indicators) with the Alliance, as approved by the Board.

As the CEO of the Alliance, he/she shall:

(a) Oversee all of the activities of the Alliance, including marketing and growth; (b) Be responsible for all fiscal and financial matters of the Alliance;
(c) Be responsible for all aspects of policy development, lobbying, and external communications of the Alliance;
(d) Be responsible for the hiring, incenting, and dismissal of the Alliance's staff and, subject to the approval of the Board of Directors, the engagement of a public policy director or advisor and legal counsel;
(e) Be responsible for the formulation of policies and procedures, including those for membership and elections; implementation of resolutions of the Board of Directors: and administration of competitive bidding procedures for the Board's selection of events;
(f) Be responsible for establishing and maintaining the Alliance's website and for creating and safeguarding the Alliance's intellectual property, including its logo, and
(g) Be responsible for such other duties and responsibilities as may be delegated to him by the President or the Board.
(h) The Executive Director shall report directly to the President and serve the Board.

Section 9.6 Secretary

The Executive Director shall also serve as the Secretary of the Alliance and its standing committees. Either by direct representation or employed secretariat staff shall attend all meetings of the Board of Directors. He records or causes to be recorded all votes and the minutes of all proceedings in a book to be kept for that purpose; give or cause to be given such notice as is required of all meetings of the Board of Directors and the General Assembly, and have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 9.7 Treasurer

The Treasurer is elected and shall be a Director. The Treasurer shall not serve as President of either the Finance or the Audit Committee but may be a member.

The Treasurer shall supervise and be responsible for all the funds and securities of the Alliance;

- the deposit of all money and other valuables to the credit of the Alliance in depositories of the Alliance;
- borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Alliance is a party; the disbursement of funds of the Alliance and the investment of its funds;
- and in general, shall perform all the duties incident to the office of the Treasurer.

The Treasurer shall also have such other rights, duties, and powers as are authorized by the Board from time to time.

The Treasurer shall be a signatory to the Account and shall make available financial status of the Alliance at all meetings.

Where the treasurer is not resident in the territory where the account is located, he shall have approval right for payment and investment of the Alliance but not account signatory rights.

Section 9.8 Compensation of Officers

In line with Article 6.7, only the employed staff of the Alliance shall be entitled to remuneration, but elected officers serving as Trade Business Alliance volunteers may receive reimbursement of reasonable expenses as may be approved by the Board of Directors on application to the Executive Director.

ARTICLE X: FISCAL MATTERS

Section 10.1 Deposits

The Board of Directors shall authorize the Executive Director, to select banks, trust companies, or other depositories in which the funds of the Alliance not otherwise employed shall, from time to time, be deposited to the credit of the Alliance.

Section 10.2 Cheques

All cheques, demands for money and notes, or instructions for wire transfers of the Alliance shall be signed or authorized by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 10.3 Signatories

The President,(or his/her duly appointed representative) the Executive Director and the Treasurer shall be the signatories to the Alliance Account, unless otherwise so specified by the Board in case of emergencies and where it is reasonably not possible.

Section 10.4 Contracts

The Board authorizes the Executive Director and any officer or officers, agent or agents of the Alliance, in addition to the officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance. Such authority may be general or confined to specific instances. Unless set forth in an approved budget or otherwise authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Alliance by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount.

Section 10.5 Gifts and Contributions

The Board or, by delegation, the Chair, may accept on behalf of the Alliance any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Alliance. The Alliance may accept any such contribution, grant, bequest or devise that is designated for a specific project or purpose if such designation is consistent with the Alliance’s general tax-exempt purposes, or as set forth in the Articles of Alliance.

As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Alliance shall

reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Alliance shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Alliance's tax-exempt purposes.

Section 10.6 Endowments

The Board shall have to approve any endowments for the general purposes or for any special purpose of the Alliance.

Section 10.7 Partnerships and Joint Ventures

The Board may authorize any officer or officers, agent or agents of the Alliance to enter into any partnerships or joint ventures that the Board determines will advance the purposes and goals of the Alliance as described in the Alliance's Articles of Alliance and will not jeopardize the Alliance's tax- exempt status.

Section 10.8 Fiscal Year

The Alliance's fiscal year shall be determined by resolution of the Board.

ARTICLE XI: INDEMNIFICATION

Section 11.1 Indemnification

The Alliance shall indemnify, to the full extent permitted and required by the Nigerian Companies and Allied Matters Act 2020, as such Act exists now or may hereafter be amended, its Directors, officers, employees, or agents of the Alliance who are made or threatened to be made a party to any proceeding by reasons of their office for acts or omissions performed in their official capacity.

Section 11.2 Insurance

The Alliance may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification of Directors and officers in the manner provided by law; and (b) the Alliance's Directors, officers, employees, and agents. Such insurance must satisfy the requirements imposed by law.

ARTICLE XII: AWARDS

Section 12.1: Awards

There shall be five AfICTA awards namely the Africa ICT Champion Award, Africa ICT Personality Award, Africa CIO Award, Africa Innovation Award and Africa Community Development Award. The awards shall be governed by the rules set by the board from time-to-time.

Section 12.2 Hall of Fame

There shall be an AfICTA Hall of Fame group consisting of all AfICTA award winners.

ARTICLE XIII: GENERAL PROVISIONS

Section 13.1 Written Notice

Wherever the words "written notice", "notice in writing", or words to that effect are used, the same shall be construed to mean both the plain meaning of the words and also electronic transmissions, including facsimile, telegram, Telex, cable, or internet communications.

Section 13.2 Gender Neutral

As used in this Agreement, the masculine, feminine or neutral gender, and singular or plural, shall be deemed to include the others whenever and wherever the context so requires.

Section 13.3 Relationship with Other Associations in Africa

AfICTA shall maintain a harmonious relationship with other professional and trade Associations in Africa such that its independence is not compromised.

Section 13.4 Relationship with Global coalition of Information and Communication Technologies Alliances

As long as interests align, AfICTA shall maintain a continuous collaboration and partnership with global fora for Information and Communication Technologies (e.g., the World Innovation Technology and Services Alliance - WITSA) and other relevant industry bodies around the world to promote Africa’s competitiveness in all ramifications.

ARTICLE XIV: AMENDMENTS

This Constitution may be amended, or abrogated by a two-thirds (2/3) majority vote of members in good standing at the General Assembly of the Alliance or such meeting set for the amendment. Proposed amendment/s and alteration/s must be communicated to the Executive Director or any other designated Officer of the Alliance 30 days before the General Assembly or the meeting set for the amendment.

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