

**THE REPUBLIC OF UGANDA  
THE COMPANIES ACT**

**THE CONSOLIDATED CONSTITUTION<sup>1</sup> OF  
ICT ASSOCIATION OF UGANDA LIMITED  
A COMPANY LIMITED BY GUARANTEE NOT HAVING A  
SHARE CAPITAL**



---

<sup>1</sup> Comprising the Memorandum of Association, Articles of Association and Members Constitution All Amended as at **22<sup>nd</sup> October 2020** and collectively referred to as the Constitution of the Association

**MEMORANDUM OF ASSOCIATION OF  
ICT ASSOCIATION OF UGANDA LIMITED**  
(A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL)

1. The name of the Company is: **ICT ASSOCIATION OF UGANDA LIMITED**
2. The registered office of the company will be situated in the Republic of Uganda.
3. The objects for which the company is established are to-

**A. Education**

- i. To promote computer literacy throughout Uganda.
- ii. To further the study, science and application of information and communications technology.
- iii. To market ICT as a profession by encouraging the study of ICT regardless of age, gender and race.
- iv. To study existing and forecast balance of ICT trade figures so as to identify and recommend a national need for products which can be exported to earn foreign currency.
- v. To study, ascertain and advise on the social implications of ICT sector development in form of subsidy or investment incentive on job creation.

**B. Standards**

- i. To support the empowerment, development and enhancement of a dynamic and vibrant society through the harnessing and strategic application of information systems.
- ii. To develop, enhance and promote globally acceptable standards of professionalism and exploitation of information communication technology resources in ways that are dynamic and responsive to challenges within the fraternity.
- iii. To promote the formulation of effective policies on information and communications technology and related matters.
- iv. To influence and ensure, through the IT code of practice, the standard for quality service and products of IT are at an international level.

- v. To maintain and promote the observance of a code of ethics for Members of the Association.
- vi. To promote, develop and monitor competence in the practice of information and communications technology by individuals and organizations.
- vii. To define and promote the maintenance of standards of knowledge of information and communications technology for Members.

### **C. Representation**

- i. To create and develop an ICT Brand and market it to global prominence.
- ii. To increase business opportunities available to Members by developing sustainable liaisons with government departments and authorities, parastatal organizations, relevant industry organizations and other appropriate regional and international agencies.
- iii. To increase Member visibility internationally through reciprocity arrangements with ICT related groupings, and agencies and full participation in networking events.
- iv. To define the landscape of ICT by promoting the advancement of information technology (IT) in Uganda.
- v. To promote the benefits of Membership to the Association and promote the benefits of employing Members of Uganda.
- vi. To participate in and represent the sector in the development of policies and regulations that government proposes in the sector.
- viii. To promote the interlocking Association and instruction of entities with similar objectives.
- ix. To advance education in such ways as the Members from time to time may think fit.
- x. To carry out social corporate responsibilities/ activities associated with the Association for the benefit of the community in Uganda and worldwide.
- xi. To use the income/ capital of the Company for purposes of promoting its objects.

- xii. To establish, maintain and ensure the highest standards of responsibility, conscientiousness, fairness and integrity among the Members of the Association.
- xiii. To devise ways and means of greater involvement and participation of all Members in all aspects of the Association in Uganda and thereby particularly providing a venue for the getting together of its Members and the various organs of the Government or its agencies.
- xiv. To acquire land and buildings for the carrying out of such projects and any other projects that will be decided upon and approved by the Association.
- xv. To borrow and raise money in such manner as the Company may deem fit.
- xvi. To carry out any other activities that would promote the interests of the Association.

#### **D. Cooperation**

- i. To provide a forum for exchange of ideas among professionals on Information Technology.
- ii. To promote the growth and development of the ICT Community through education, business clustering, partnering, mentoring.
- iii. To Partner, collaborate or co-operate with Companies, organizations, agencies, or enterprises with like-minded objectives

#### **E. Public Outreach**

- i. To heighten public awareness by promoting the contribution of information technology to the development of Uganda through Member mobilization and industry related events.
- ii. To extend the knowledge and understanding of information and communications technology in the community.

#### **F. INCIDENTAL AND CONDUCTIVE ACTIONS**

To do ALL such things as may be deemed incidental or conducive to the attainment of the objects stated above

- 4. The liability of Members is limited.

5. Every Member of the Association undertakes to contribute to the assets of the Company in the case of its wound up while he or she is a Member or with one year after he or she ceases to be a Member for payment of the debts and liabilities of the Association contracted before he or she ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding UGX 1,000,000/= (Uganda Shillings One Million)
6. The profits, if any or, other income of the Company wheresoever's and howsoever acquired shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association. The payment of dividends to Members of the company is prohibited. Nothing shall prevent the payment in good faith of remuneration to any employee, servant, agent, consultant; advisor to any Member of a group or to any person in return for services rendered to the Association.

We the several persons whose names, addresses are hereunto subscribed are desirous of being formed into a Company under this Memorandum of Association

**ARTICLES OF ASSOCIATION OF  
ICT ASSOCIATION OF UGANDA LIMITED  
(A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL)**

**APPLICATION OF TABLE "C"**

1. The Regulations contained in Table "C" in the First Schedule to the Act shall apply to the Company in so far as the same are not excluded, varied by or reproduced in these articles of Association.

**INTERPRETATION**

2. In these articles unless there be in the context anything inconsistent therewith:

*"The Association"* shall mean: **ICT ASSOCIATION OF LIMITED/The Company**

*"The Act"* shall mean The Companies Act 2012 of the Laws of Uganda.

*"Member"* means a Member of the Association as defined in these Articles or such other document as may be duly approved and adopted by the Board of Directors of the Company.

*"The Secretary"* means a person appointed to perform the duties of Secretary of the Company (Company Secretary)

*"AGM"* means an Annual meeting of the Association

*"Articles"* means these Articles of Association

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the company.

**3. MEMBERSHIP:**

- 3.1** The number of Members with which the Company proposes to be registered is 06 (six), but the Directors may from time to time register an increase of Members in accordance with the Membership Rules prescribed by the Directors and which shall be known as "The Members Constitution" and shall be registered by the Directors within 06 months from the date of Incorporation of the Company.
- 3.2** The Subscribers to the Memorandum of Association and such other persons as maybe admitted to Membership of the Association subject in accordance with the Constitution of the Association shall be Members of the Company
- 3.3** The Members' Association shall provide for the following and read in conjunction with these Articles:
- a. Admission of New Members
  - b. Cessation of Membership
  - c. Continuing Obligations of Members
  - d. Membership Fees
  - e. Categories of Membership
  - f. Members Conduct
  - g. Members Meetings
  - h. Any other rules deemed necessary for the proper governance of the affairs of Members of the Association

**4. GENERAL MEETINGS**

- 4.1** The Association shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it
- 4.2** The requirements regarding notices of General Meetings, Extraordinary meetings, Quorum, proceedings of General Meetings, voting and attendance shall be as prescribed by the Members Constitution
- 4.3** Any General Meetings held prior to the registration of the Constitution of the Association shall be in accordance with the provisions of Table C of the Act

**5. DIRECTORS**

- 5.1** The number of the Directors shall be not less than 05 (five) and the maximum number of Directors shall be 07 (seven). Directors shall be appointed through election by Members at the Annual General Meeting of nominees presented by the Board of Directors. Except that the names of the first Directors shall be determined in writing by the subscribers of the memorandum of Association or a majority of them.

- 5.2 At least one-third of the Board of Directors shall be Independent Non-Executive Directors
- 5.3 Directors shall hold office for an initial term of 03 (three) years but will be eligible for re-election by Members at the AGM up to a maximum of 02 (two) consecutive terms
- 5.4 **Rotation of Directors**  
At every AGM, not less than one-third of the Directors due for retirement or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office (based on the oldest by date of appointment) and where eligible offer themselves for re-election
- 5.5 The Directors shall monitor performance of individual Directors and the Board collectively through conducting a Board evaluation exercise to be conducted at every two years.
- 5.6 The remuneration of the Directors shall be determined by the company in a General Meeting.
- 5.7 The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the company or in connection with the business of the company.
- 5.8 **Borrowing powers:** The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party
6. **POWERS AND DUTIES OF DIRECTORS.**
- 6.1 The activities of the company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these articles, required to be exercised by the company in a General Meeting, subject to the Act or to these articles and to such regulations not, being inconsistent with the Act or these articles, as may be prescribed by the company in a General Meeting.
- 6.2 Regulations, Resolutions made by the company in a General Meeting shall not invalidate any prior act of the Directors which would have been valid if regulations had not been made.
- 6.3 The Directors may from time to time and at any time by power of attorney, appoint any company, firm or person or body of persons, whether nominated



directly or indirectly by the Directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Directors under these articles and for such period and subject to such conditions as they may think fit.

- 6.4** Any powers of attorney referred to in sub article (1) may contain such provisions for the protection and convenience of persons dealing with any of the attorneys as the Directors may think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- 6.5** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association ,shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine.
- 6.6** The Directors shall cause minutes to be made in books provided for the purpose –
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the company, and of the Directors, and of committees of Directors,
- 6.7** ALL legal actions executed or taken by Directors, promoters, officers of the Association carrying out business as the ICT Association of Uganda prior to the Incorporation of this Association are hereby ratified by the execution of these Articles by subscribers of the Association.
- 6.8** ALL meetings and the minutes there from held by Directors , promoters of the Association carrying out business as the ICT Association of Uganda prior to the Incorporation of this Association are hereby ratified by the execution of these Articles by the subscribers of the Association

## **7. DISQUALIFICATION OF A DIRECTOR:**

**7.1** The office of Director shall be vacated where the Director –

- a. Becomes bankrupt or makes an arrangement or composition with his or her creditors generally;
- b. becomes prohibited from being a Director by reason of any order made under section 200 of the Act;
- c. becomes of unsound mind;
- d. resigns his or her office by notice in writing to the company;
- e. ceases to be a Director by virtue of section 195 of the Act; or
- f. is directly or indirectly interested in any contract with the company and fails to declare the nature of his or her interest in manner required by section 218 of the Act.
- g. Is absent for more than 03 consecutive Board meetings without reasonable cause
- h. For a Director who is a member, where such Director:
  - (i) Fails to pay the stipulated membership fees

- (ii) Forfeits or relinquishes membership
- (iii) Is expelled from membership of the Association on grounds of misconduct under Article 3 of the members constitution

7.2 A Director shall not vote in respect of any contract in which he interested or any matter arising out of it, and if he or she does so vote his or her vote shall not be counted.

7.3 Any Director may resign upon giving the Chairman Board one months' notice in writing and his or her office shall expire at the expiry of such notice;

7.4 In case of any vacancy in the office of the Directors arises through resignation, bankruptcy or death an appointment of new Directors to fill such casual vacancy shall be vested in the Board of Directors and ratified by the Members at the nearest upcoming Annual General Meeting following such Director's appointment.

## **8. PROCEEDINGS OF MEETINGS OF DIRECTORS**

8.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. Provided always that the Board shall duly convene meetings not less than 04 (four) times in a year.

8.2 The Chairman Board may at any time and on the request of a Director convene a meeting of the Directors.

8.3 Notice of atleast 14 (fourteen) days must be given to every Director of the place, date and time of every meeting of the Directors. Where any Director is for the time being outside of Uganda, notice need only be given to that Director if contact details have been given, but notice must always be given to any alternate Director in Uganda whose appointment by that Director is for the time being in force. Except that Directors may approve to a shorter notice period.

8.4 The Directors shall put in place and adopt a Board Charter specifying any other matters related to convening Directors meetings, , establishment of Board Committees, duties of the Directors or any other such matters not provided for under these Articles

8.5 The Board may establish any of the following standing Committees.

- (i) Audit and Risk Committee
- (ii) Members Affairs Committee
- (iii) Finance ,Human Resource & Administration Committee
- (iv) Advocacy Committee

8.6 The Directors reserve the right to establish any other standing or adhoc Committees of the Board

**8.7 Meetings By Technology :**

8.7.1 Directors' meetings may be held by :-

- (i) Video conferencing;
- (ii) teleconferencing;
- (iii) any other technology which permits each Director to communicate with every other Director; or
- (iv) any combination of the technologies described in the above paragraphs.

8.7.2 Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:-

- (i) the Directors forming quorum for purposes of a duly convened Directors shall be taken to be the Directors who have participated in the meeting via the various forms technology available for use at the meeting of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

**8.8 Quorum At Directors' Meetings**

At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is as follows:-

- (i) if the number of Directors is an even number, one-half of the number of Directors plus 1; or
- (ii) if the number of Directors is an odd number, one-half of the number of Directors rounded up to the nearest whole number.

**8.9 Voting :** Unless otherwise prescribed under these Articles , questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and for all purposes any such decision is taken to be a decision of the Directors.

**8.10** In the case of an equality of votes, the Chairman Board of the meeting shall have the casting vote in addition to the chair's deliberative vote as a Director.

**8.11 Decisions by Circular:** Directors may make decisions by circular via technology-enabled platforms such as electronic mail. Such circular decisions shall be ratified at the next meeting of the Directors

## 9. CHAIR OF THE BOARD DIRECTORS

9.1 The Directors may elect one of their number as their chair and shall decide the period for which the chair is to hold office as chair.

9.2 Where a meeting of Directors is held and:

- (i) a Chair has not been elected or
- (ii) the Chair is not present at the time appointed for the holding of the meeting and has not delegated the role of chair for purposes of that meeting or recused him or herself from chairing the meeting,
- (iii) the Directors present may elect from amongst present Directors, one Director to be a chair of the meeting.

## 10. DIRECTORS CONFLICT OF INTERESTS

10.1 A Director is not disqualified from contracting with the Association or any related body corporate in any capacity by reason of holding of the office of Director.

10.2 In relation to a contract or arrangement in which a Director has a material personal interest:-

10.3 the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;

10.4 A contract or arrangement made by the Association or any related body corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and the Director will not be liable to account to the Authority for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.

10.5 A Director who has a personal interest in a matter that relates to the affairs of the Association must give the other Directors notice of his or her interest.

10.6 Notices of personal interest given by Directors must:

- (i) give details of the nature and extent of the Director's interest and the relation of the interest to the affairs of the Association;
- (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter; and
- (iii) be recorded in the minutes of the Directors' meeting at which the notice is given.

## 11. OFFICERS OF THE ASSOCIATION

11.1 The Directors shall establish a Secretariat of the Association to be the administrative arm of the Association and which shall be headed by a Chief Executive Officer appointed by the Board of Directors .

**11.2** The role of the CEO and Chairman Board shall be separate.

**11.3** The Board of Directors may create any other position or positions in the Secretariat and such other structures necessary to enable the Secretariat execute its administrative function

**11.4** The Board shall provide oversight and supervision over the activities of the Secretariat which shall implement the Board's strategy for the Association, periodically report to the Board and keep it updated on all matters related to the activities of the Association.

**13. FUNDRAISING:**

The Board Directors shall have powers to solicit, obtain, raise and receive finances from-

- (a) Membership fees and subscriptions as shall be determined from time to time by the Directors in accordance with these Articles;
- (b) donations, grants and gifts from local and international sources;
- (c) interest and profits accruing from property and investments of the Organization;
- (d) borrowing from individuals, banking institutions, companies or any other financial institution with terms approved by the Directors;
- (e) any other lawful means of fundraising approved by the Directors

**14. SUPERVISION OF FUNDS AND ASSETS:**

**14.1** The Association shall keep accounts of all sums of money and gifts received and expended; of the manner of how such receipts and expenditure take place;

**14.2** The Association shall open and maintain a Bank Account which shall be in the name of the Association;

**15. SEAL:**

The Board of Directors shall provide for the safe custody of the Seal which shall only be used by the Authority of the Chief Executive Officer and every instrument to which the seal shall be affixed shall be signed by an office bearer and shall be countersigned by the Secretary.

**16. INSPECTION OF RECORDS**

The Directors may authorise a Member to inspect books of the Association to the extent, at the time and places and under the conditions, the Directors consider appropriate.

## 17. ACCOUNTS

**17.1** The Association shall cause proper books of account to be kept;

(i) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(ii) All sales and purchases of goods by the Association and the assets and liabilities of the Association. Proper books shall not be deemed to be kept if they are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

**17.2** The books of account shall be kept at the registered office of the Association and shall always be open to the inspection of the Members of the Board.

**17.3** The Board of Directors shall from time to time determine whether and to what extent and what times and place and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Members of the Board of Directors, and no Member not being a Member of the Board of Directors shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board of Directors.

**17.4** The Board shall from time to time in accordance with these Articles, cause to be prepared and to be laid before the General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and such reports may be required for adoption by Members by ordinary resolution

**18.** A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the General Meeting, together with a copy of the Auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to each address where a Member has stated more than one address

## 19. AUDIT

**19.1** Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

**19.2** Auditors shall be appointed and their duties regulated in accordance with the Companies Act (Cap 110As amended)

**20. VOLUNTARY DISSOLUTION OF THE ASSOCIATION**

**20.1** Voluntary Dissolution of the Association shall be initiated by a resolution of the Members at the Annual General Meeting or Extra ordinary General meeting passed by at least 2/3 ( two-thirds) of the Members of the Association.

**20.2** If upon the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property or assets ,such property or assets shall be donated to some other institution, organization, body, group but having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to any extent at least as great as is imposed on the Association herein , such the institution or institution shall be to be determined by the Members of the Association at or before the time of dissolution.

## **ICT ASSOCIATION OF UGANDA LIMITED MEMBERS' CONSTITUTION**

### **1. MEMBERSHIP**

#### **1.1 Number of Members**

The Subscribers to the Memorandum of Association and such other persons as maybe admitted to Membership of the Association subject in accordance with this Members Constitution shall be Members of the Association. The maximum number of Members of the Association is unlimited.

#### **1.2 Eligibility for Membership**

The following persons shall be eligible for admission as Members of the Association

- (i) A student in a tertiary institution who is undertaking studies in the field of ICT
- (ii) An adult natural person (18 years and above) who provides ICT or IT enabled Services (ITeS) or practices trade in the ICT Industry
- (iii) A corporate body in the ICT sector or providing IT enabled Services (ITeS) or a corporate body with like-minded objectives
- (iv) Information and Communication Technology academia and Scholars
- (v)

#### **1.3 Membership Categories**

The following are the existing Membership categories under which eligible Members may be admitted:

- (i) Individual Membership
- (ii) Student Membership
- (iii) Education Institution
- (iv) Government Agency/Body
- (v) Non- Government Organisation
- (vi) Private Company

**1.4** Directors may prescribe and or amend the requirements and or criteria applicable to each Membership including the fees structure, benefits sub-categories and any other eligibility criteria

**1.5** Subject to an ordinary resolution by Members, Directors may scrap or add a new Membership category or reclassify existing categories or Members.

#### **1.6 Admission of Members**

A person who wishes to be admitted to the Membership of the Association shall apply in writing to the Board in the manner/form prescribed by the Board of Directors and comply with the procedures set to apply for admission as a Member of the Association

**1.7** The Board of Directors shall prescribe and or amend procedures by which interested persons may apply for Membership



- 1.8** The Power to approval of application for Membership and admission of a new Member who in the opinion of the Board satisfy the eligibility criteria for Membership shall vest in the Board .The Board which may delegate this power to a standing Board Committee
- 1.9** Upon approval of a Membership application, the Board of Directors shall notify the applicant of the decision and if the Directors decide to admit the applicant as a Member, request payment of the entrance fee and/or Annual subscription.
- 1.10** Upon payment of such prescribed fees, such Member shall be entered on to the Members register.
- 1.11** Where an application is rejected, the Board of Directors shall notify the unsuccessful applicant but shall not be are not required to give any reason for such rejection .
- 1.12** The Secretariat shall maintain an up to date Members register and the Members of the Association in any given year shall be the duly Members entered into Members register as at the end of that year.

## **2. MEMBERSHIP FEES**

### **2.1 Membership /Annual subscription fees**

Members shall by a resolution of not less than one-third of eligible members present at an AGM or EGM, ratify the Membership fee and/or Annual subscription fees and variations, increments, reductions or exemptions thereto recommended by the Board of Directors.

- 2.2** The Directors shall determine when the Annual subscription period will commence, when Annual subscriptions will be due and payable, mode of payment and any other requirements or arrangements for the payment of subscriptions as the Board of Directors deems appropriate.
- 2.3** The Membership fees charged shall be taken as a fund to be strictly used for promoting all the above objectives of the Association as stipulated in the Memorandum of the Association
- 2.4** The Directors may subject to Members approval exempt special groups /Membership categories or sub-categories from paying Membership or subscription fees

## **3 CESSATION OF MEMBERSHIP**

### **3.1 Forfeiture of a Membership**

- (i) A Member may at any time, by giving notice in writing to the Board of Directors, forfeit their Membership in Association and such forfeiture will be effective from the date of receipt of the notice of forfeiture by the Board of Directors.
- (ii) Upon forfeiture, the exiting Member's name shall be removed from the register of Members
- (iii) Forfeiting Members shall not be entitled to a refund of subscription fees or other fees paid prior to the forfeiture of Membership.

### **3.2 Non-payment of Membership fees/Subscriptions**

Where the Annual subscription/Membership fees of a Member remains unpaid for a period of 30 days after it becomes due, the Secretariat will give notice to the Member of that fact. If the subscription remains unpaid on the expiration of 21 days after the date of the notice, the Directors may:

- (iv) suspend the Member from all privileges of Membership and, shall, reinstate the Member on payment of all arrears; or immediately, or
- (v) after a period of suspension, expel the Member from Membership of the Association, whether or not all arrears have then been paid, and remove the Member's name from the register of Members.

### **3.3 Misconduct by a Member**

Where any Member:

- (i) contravenes the provisions of this Members' Constitution, any other rules or Members code of conduct for the time being in force ;or
- (ii) is guilty of any act or omission which, in the opinion of the Directors is amounts to conduct prejudicial to the interest of the Association,

The Directors may depending on the severity of such Member's misconduct censure, suspend or fine such Member; or expel the Member from the Association and remove the Member's name from the register of Members.

### **3.4 Appeal Against Expulsion by an Aggrieved Member**

3.4.1 The Directors shall not expel a Member under Article 3.3. (ii) unless:

- (i) Such Member has been given at least 7 days' notice ,with such notice stating the the nature of the alleged misconduct, the date, time and place at which the question of expulsion of that Member is to be considered by the Board of Directors, and
- (ii) the Member has been given the opportunity to either, orally or in writing, provide the Board of Directors an explanation or response to the allegations of misconduct levied against such Member.

3.4.2 A decision to expel a Member shall be made by a Board resolution made by of atleast two-thirds of all existing Board Members and where the Directors resolve to

expel a Member, the Association must immediately give notice of this to the Member.

- 3.4.3 A Member who has been informed of the decision of the Board to expel them shall have a right to appeal to the General Assembly, exercisable by giving notice to the Members Body, through the Board Chairman within 7 days after receipt of the notice of expulsion. In that event an Extraordinary Members Assembly (General Meeting) shall be convened by giving notice of not less than 14 days that purpose.
- 3.4.4 A resolution to overturn the decision of the Board of Directors to expel a Member upon appeal by such Member to the Members body shall be passed by not less than two-thirds of duly registered Members.
- 3.4.5 Where such resolution is made, such Member shall cease to be a Member with immediate effect and shall have their name removed from the register of Members.
- 3.4.6 If the Member does not notify the Association on or before the expiration of the Expulsion Notice Period that the Member wishes to have the issue dealt with by the Association in the Board meeting, the Member ceases to be a Member on the expiration of the Appeal Notice Period and the Member's name shall be removed from the register of Members.

### **3.5 Other grounds for cessation of Membership.**

Membership in the Association automatically ceases:

- (i) In the case of a Member who is a natural person, on the date that the Member:
- a. dies;
  - b. becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
  - c. is adjudged bankrupt or
- (ii) In the case of a Member which is a Body Corporate, on the date that:
- a. a liquidator is appointed in connection with the winding-up of the Member or;
  - b. an order is made by a court for the winding-up or de-registration of the Member;
  - or
  - c. the Member is otherwise dissolved, wound up, terminated or ceases to exist

### **3.6 Liability for subscription fees and other amounts following cessation of Membership**

A Member who ceases to be a Member for any reason shall not be entitled to any refund (or part refund) of Membership entrance or subscription fees;

With exception of individual natural persons Members that are deceased, will remain liable for and must pay to the Association all subscriptions and moneys which were due and unpaid on the date of ceasing to be a Member.

**4. MEMBERS' MEETINGS**

**4.1 Annual General Meeting (General Assembly)**

- 4.1.1 The Board of Directors shall convene an Annual General meeting once a year to discuss business regarding the Association.
- 4.1.2 Notice of such Annual General Meeting shall be issued to all fully paid up Members on the Members register and such notice shall not be less than 21 days( excluding the date on which the notice is issued and the date of the meeting)
- 4.1.3 An Annual General Meeting shall be held within not more than 15 months from the last held Annual General Meeting. Attendance and voting by Members
- 4.1.4 All duly registered Members shall have the right to attend at all General Meetings of the Association and Members shall have right to speak or vote at such meeting.
- 4.1.5 Every Member shall have one vote on all matters to be decided at any General Meetings of the Association.
- 4.1.6 Attendance and voting at meetings may be in person/physical, remote attendance ;enabled by technology such as teleconference, video conference or other such means as may be agreed by Members or by proxy.
- 4.1.7 The instrument appointing a proxy shall be in writing signed by the appointer. A proxy must be a Member.
- 4.1.8 The instrument appointing a proxy shall be transmitted to the Board of Directors by hand delivery at the Association’s registered office or by electronic mail of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote,
- 4.1.9 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit;

<p>“I.....of.....</p> <p>Being a Member of the above named Association, hereby appoint  .....of.....or  failing him/her.....</p> <p>Of.....as my proxy to vote for me on  my behalf at the Annual/Extraordinary General Meeting of the Association to be held on  the.....Day of.....20.....and at any  adjournment thereof.</p> <p>Signed this..... Day of.....20.....</p> <p>Signature:.....</p>
--

- 4.1.10 Quorum of the Annual General meeting shall be one third of the duly registered and fully subscribed Members of the Association

4.1.11 Except for special resolutions specified herein ordinary Members resolutions shall be passed by atleast one-half plus one Member of the Members present at the Annual General Meeting

#### **4.2 Extraordinary General Meetings**

4.2.1 Any other meeting of Members of the Association convened other than an Annual General Meeting shall be known as an Extraordinary General meeting.

4.2.2 An Extraordinary General Meeting may be convened by the Board of Directors if deemed necessary or upon request of more than two-thirds the duly registered and fully subscribed Members of the Association

4.2.3 Save for the Members resolutions specified herein, resolutions to be passed at Extra ordinary meetings shall be considered ordinary resolutions requiring quorum of not less than half plus one Member of the Members present for the Extraordinary General Meeting

4.2.4 Notice of an Extraordinary General Meetings shall be duly issued by giving not less than 14 days to all duly registered and fully subscribed Members and specifying all resolutions required to be passed during the meeting.

4.2.5 Attendance of and voting at extraordinary meetings shall be conducted similar to the Annual General meeting attendance and voting processes prescribed in Article 4.1.6 of this Members' Constitution.