

**CONSTITUTION**  
**OF**  
**INFORMATION COMMUNICATION TECHNOLOGY LAW ASSOCIATION**  
**OF SOUTH AFRICA**

**1. NAME**

This Association shall be known as the Information Communication Technology Association of South Africa.

**2. DOMICILE**

The legal domicile of the Association shall be the offices of Barend Burgers Attorneys, currently being 1315 Hartebeestspuit Street, Hatfield, Pretoria, Gauteng, Republic of South Africa.

**3. ASSOCIATION STATUS**

- a) The Association is an association of voluntary persons that are governed by this Constitution.
- b) The Association is a non-profit association.
- c) The liability of the members of the Association is limited to the subscriptions payable in terms of this Constitution and they shall not be liable for the obligations of the Association.

**4. OBJECTIVES**

The objects of the Association shall be:

- a) To provide a forum on an organised, continuing basis in which all interested parties can discuss and identify common interests regarding Information Communication Technology matters in the context of policy and the law, while acting in the interest of the legal and ICT industries. (*Pool knowledge and/or skills*)
- b) To promote and foster awareness of an ICT culture (*inter alia* e-commerce/e-justice and e-government) in South Africa (lobbying stakeholders) and to associate and co-operate with other organisations sharing mutual interests. (*Raising awareness*)

- c) To represent members and others in dealings with the Government of South Africa and other bodies or persons pursuing the objects of the Association. (*Lobbying government on problem areas*)
- d) To consider all legislation, or proposed legislation, and/or case law relating to ICT, e-commerce, e-justice or e-government and to take such steps in regard thereto as may be deemed necessary. (*Research*)

## **5. APPLICATION OF INCOME AND PROPERTY**

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus, by the Association, provided that nothing contained herein shall prevent the payment of remuneration to any officer or servant of the Association or to any member thereof in return for services rendered to the Association.

## **6. MEMBERSHIP**

- a) Membership is open to any interested person or organisation, who/which is desirous of pursuing the objectives of the Association as stated in paragraph 4 here above.
- b) Membership is subject to the payment of the annual membership fee.
- c) Applications for membership shall be lodged in writing with the secretariat and shall be considered by the steering committee at its first meeting after the date of receipt thereof by the Secretariat. The applicant concerned shall be notified in writing by the Secretariat of the decision of the Committee within seven (7) days after the meeting at which the application was considered.
- d) Every member shall notify the Secretariat in writing of their postal address and any changes thereof within fourteen (14) days of the date on which the change took place.
- e) By resolution of the Steering Committee, a member shall cease to be a member if:
  - a. he fails within thirty (30) days of demand in writing by the Secretariat to pay subscriptions which are more than three (3) months in arrears;

- b. he infringes any of the terms of this Constitution or of the by-laws made under this Constitution or acts in a manner which is detrimental to the interests of the Association and/or its members.
- c. The decision of the Steering Committee shall be conveyed to the member concerned in writing posted to him within seven (7) days thereof.
- f) If a member who has been excluded from the Association by resolution of the Steering Committee, in terms of paragraph (e) above lodges with the Secretariat, within fourteen (14) days of the date of the notification, a written request that the decision of the Steering Committee be reviewed by the Association in a general meeting, then the matter shall be considered at the next Annual General Meeting of the Association or, if the Steering committee so decides. The member concerned shall not be excluded from the Association if the meeting then decides by a majority of not less than two thirds of the representatives present and entitled to vote to reinstate the member.

## **7. MEMBERSHIP FEES**

- a) Each member shall pay an annual subscription, the amount of which shall be determined by the Annual General Meeting. Annual subscriptions shall fall due on 1 July each year and shall be payable within thirty (30) days of the rendition of accounts.
- b) Any member wishing to resign from the Association shall give written notice to that effect.
- c) The annual membership subscription currently amounts to R100-00 (ONE HUNDRED RAND).

## **8. REGISTER OF MEMBERS**

- a) The name and address of any subscribing member shall be entered in a Register of Members.
- b) Every member shall notify the secretaries of any change of address.

## 9. STEERING COMMITTEE

- a) A Steering Committee shall be elected or appointed on such basis as may be agreed on by the Association's Annual General Meeting and shall:
  - i) consist of not less than five (5) and not more than ten (10) members.
  - ii) be elected at the Annual General Meeting.
- b) The Steering Committee shall meet at least every two (2) months.
- c) Subject always to the powers of the Association's Annual General Meeting, the Steering Committee shall be responsible for determining the policy governing the affairs of the Association and no other Committee of the Association shall take any action contrary to the policy established by the Steering Committee.
- d) The Steering Committee shall, at its first meeting following the Annual General Meeting each year, elect a Chairman, a General Secretary and a Treasurer from its committee for the ensuing year.
- e) The duties of the office bearers and officials of the Steering Committee shall be:
  - i) **Chairman:** the Chairman shall preside at all meetings of the Association and the Steering Committee; shall generally exercise supervision over the affairs of the Association and perform such other duties as by usage and custom pertaining to the office of Chairman. At any meeting of the Association or the Steering Committee he shall have a deliberative vote and in the event of equality of voting also a casting vote. He shall serve for a period of one (1) year and shall be eligible for re-election.
  - ii) **General Secretary:** the General Secretary shall exercise the powers and perform the duties of the Chairman in the absence of the latter.
  - iii) **Secretariat:** the Steering Committee shall appoint a Secretariat on a contractual basis to act as secretaries to the Association, the Steering Committee and all Sub-Committees. The Secretariat shall receive requests for meetings; issue notices of meetings; conduct all correspondence; circulate to members copies of correspondence and of other papers as may be directed by the Chairman or the Steering Committee, or required for the efficient operation of the Association; should attend all meetings and record minutes of the proceedings as

directed by the Steering Committee; keep a register of all members past and present, name and date of enrolment, date of resignation or expulsion also the reason thereof; collect entrance fees and subscriptions; issue official receipts for monies received; bank all monies within seven (7) days of receipt; formulate under the direction of a Sub-Committee or the Chairman of the Steering Committee all written representations to Government and other bodies for approval by the Steering Committee; and perform such other duties as may be required for the efficient conduct of the business of the Association or as may be directed by the Steering Committee. Services of the Secretariat may be terminated on three (3) months written notice given by either party.

- iv) **Treasurer:** the treasurer shall liaise with the Secretariat and act in a supervisory capacity over the finances of the Association.
- v) **Co-ordinators:** Co-ordinators will be appointed for different committees relevant and necessary to attain the objectives of the Association.

## 10. FINANCE

- a) The financial year of the Association shall be the period from 1 March to 28 February.
- b) A record shall be kept of the subscriptions, due by each member of the Association and the periods to which such subscriptions relate as also the subscriptions paid by each member and the periods to which such payments relate. Proper accounts shall be kept of all Association monies and assets.
- c) All monies received by the Association, shall be banked in the name of the Association, within seven (7) ordinary business days of receipt, with such bank as the Association shall appoint.
- d) All cheques and other negotiable instruments drawn in the name of the Association shall be signed by a member of the Secretariat and any one of the following: the Chairman, the General Secretary, the Treasurer or any other signatory authorised by the Steering Committee.
- e) All expenditure incurred by or on behalf of the Association shall be duly authorised by the Steering Committee acting in terms of the powers conferred upon it by this Constitution.

- f) Any profits or gains that may accrue to the Association shall not be distributed to any person, but shall be employed solely for the purpose of investment or for the carrying out of the Association's objectives.
- g) The Association's accounts shall be audited annually and reported upon by the auditor appointed in terms of paragraph (h) below.
- h) An auditor shall be appointed to the Association at each Annual General Meeting, when the remuneration for the past year's audit shall also be fixed, provided that, if so authorised by resolution of the meeting, such remuneration may be fixed by the Steering Committee. The auditor appointed at each Annual General Meeting shall hold office until the next Annual General Meeting, when he/she or they shall retire, but shall be eligible for re-appointment.

## **11. MEETINGS**

### **A. HOLDING OF MEETINGS**

#### **a) Annual General Meetings**

A general meeting to be known as the Annual General Meeting shall be held once in every calendar year at more or less a fixed period in each year, at such place in South Africa as may be prescribed by the Steering Committee. Not more than fifteen (15) months may elapse between an Annual General Meeting and the following one. The AGM shall take place within 3 months from Financial Year End

#### **b) Quorum**

- i) A quorum for a general meeting shall be ten (10) members in good standing, present in person or through their duly appointed representatives;
- ii) If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved. Further procedure - see Extraordinary General Meeting below.

- c) At the Annual General Meeting the following matters shall, inter alia, be considered:

- i) the report of the Chairman of the Steering Committee or, in his absence, a person nominated by him, on the activities of the Association for the past year;
  - ii) the accounts for the past year with the auditor's report thereon;
  - iii) the appointment of an auditor and the fixing of the remuneration (if any) of the auditor;
  - iv) ratification or otherwise of any by-laws or amendments to by-laws adopted by the Steering Committee since the last general meeting;
  - v) the discussion of matters relating to or incidental to the work and objects of the Association, and;
  - vi) any written resolution of which not less than twenty one (21) clear day's written notice has been given to the secretaries and which is notified in the notice convening the meeting.
- e) Notice of Meetings
- i) An Annual General Meeting shall be called in writing not less than twenty-one (21) clear days before the proposed date of such meeting.
  - ii) A regular meeting shall be called every 2 months. Dates and venues will be confirmed telephonically by the Secretariat.

## B. PROCEDURE

### a) Voting

At any general meeting or regular meeting a resolution put to the vote of the meeting shall be decided on by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority, or lost and entry to that effect made in the proceedings of the meeting, shall be conclusive evidence of the fact.

### b) Majority Vote

All questions arising for decision at any meeting shall be decided by a majority of votes of those present or represented. At all meetings, the Chairman shall have a deliberative vote and a casting vote.

## C. COMMITTEE MEETINGS

- a) At meetings of the Steering or any other Committee, all questions arising for decision shall be decided by a majority of votes of members present. The presiding officer shall have a casting vote in the case of an equality of votes, which he may use at his discretion.
- b) An emergency meeting of the Steering Committee may be called at any time by the Chairman or, in his absence, a Vice Chairman, or upon a requisition addressed in writing to the Chairman or Vice-Chairmen or to the secretaries and signed by no less than three (3) members of the Steering Committee, in which case the meeting shall be held within three (3) working days of the receipt of the requisition or within such longer time not exceeding one (1) month as the Chairman or Vice-Chairmen or the requisitionists may request.

**D. EXTRAORDINARY GENERAL MEETINGS**

Extraordinary general meetings shall be convened:

- a) On the instance of the Steering Committee alone by a written notice to each member despatched not less than twenty one (21) clear days before the date of the meeting.
- b) Following the requisition of ten (10) members, in which event the Steering Committee, shall within fourteen (14) days of the receipt of the requisition, issue a notice to members convening an extraordinary general meeting of the Association for a date not less than twenty one (21) and not more than thirty five (35) clear days from the date of the notice. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Association's offices and may consist of several documents, in like form, each signed by one or more requisitionists.
- c) If the Steering Committee does not within fourteen (14) days from the date of receipt of the requisition issue a notice as required, the requisitionists or any of them numbering more than ten (10), may themselves convene a meeting, stating the objects thereof, on not less than twenty one (21) clear day's notice, but no meeting so convened shall be held after the expiration of three (3) months from the said date.

## **12. INDEMNITY**

Every member or officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which may be incurred or become liable for by reason of any act or thing done by him as such in the discharge of his duties unless the same happens through negligence, default, breach of duty or breach of trust.

## **13. SUBSIDIARY AND AD-HOC COMMITTEES**

The Steering Committee may from time to time establish such subsidiary and ad-hoc committees as may seem desirable and determine the scope of the operations and activities and the rules of procedure of such committees.

## **14. CO-OPTION**

The Steering Committee may co-opt persons as additional members thereof or to fill any vacancies which may occur in its number, for the un-expired period of a term of office.

## **15. WINDING-UP**

- a) The Association shall be wound up on a resolution passed by a majority including not less than three fourths of the voting members of the Association or their duly appointed representatives at an extraordinary general meeting, the notice of which specifies the intention and the terms of the resolution.
- b) **Application of Assets on Dissolution:** If upon the winding up of the Association, there remains, after satisfaction of all its debts and liabilities, any property or assets whatsoever, the same shall be distributed as agreed at the Extraordinary General Meeting.

## **16. KNOWLEDGE OF CONSTITUTION**

All members shall be deemed to know and be familiar with the Constitution.

## **17. AMENDMENT TO THIS CONSTITUTION**

The Constitution may be amended by a resolution passed by not less than three fourths of the voting members present or duly represented at a general meeting, the notice of which specified the intention and the terms of the amendment.

**18. INTERPRETATION OF CONSTITUTION**

The Steering Committee shall be the sole authority for the interpretation of the Constitution and its decision upon any question of interpretation or upon any other matter not provided for, shall be final and binding on all members.

APPROVED AND ADOPTED BY THE MEMBERS AT THE MEETING HELD  
ON \_\_\_\_\_ AT PRETORIA.