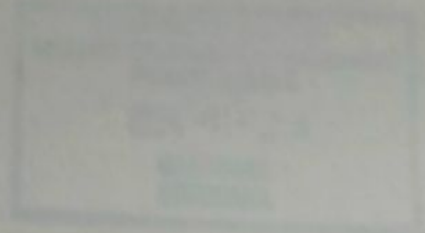


120

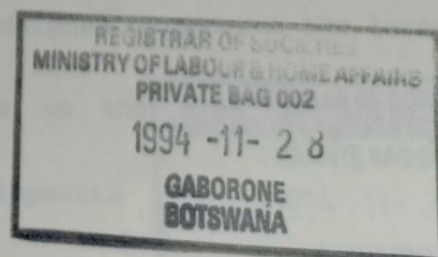
CONSTITUTION
OF
THE
BOTSWANA
INFORMATION TECHNOLOGY
SOCIETY
(B.I.T.S)

sig
he

r



ARTICLE	Table of Contents	Page
1	Name & Nature	
2	Interpretation	
3	Objects	
4	Membership	
5	Termination of Membership	
	5.1 Eligible Persons	
	5.2 Grades of Membership	
	5.2.1 Fellow	
	5.2.2 Member	
	5.2.3 Associate Member	
	5.2.4 Graduate Member	
	5.2.5 Student Member	
	5.2.6 Corporate Member	
	5.2.7 Institutional Affiliate	
	5.2.8 Individual Affiliate	
	5.3 Qualified Member	
	5.4 Registration	
	5.5 Subscriptions	
	5.6 Voting Member	
	5.7 Rights and Duties of Members	
	5.8 Termination of Membership	
6	Administration of the Society	
	6.1 Management	
	6.2 The Annual General Meeting	
	6.2.1 Composition	
	6.2.2 Duties	
	6.2.3 Convening	
	6.3 The Executive Council	
	6.3.1 General	
	6.3.2 Composition	
	6.3.3 Responsibilities	
	6.3.4 Procedure at Council Meetings	
	6.3.5 Duties of Individual Officers	
	6.3.6 Term of Office	
	6.4 Sub-Committees and IT Interest Groups	
	6.4.1 General	
	6.4.2 Membership Committee	
	6.4.3 Standards Committee	
	6.4.4 Finance Committee	
	6.4.5 Publicity and Information Committee	
	6.4.6 Education and Examinations Committee	
	6.5 Branches	
	6.5.1 Branch Committee	
	6.5.2 Composition	
	6.5.3 Duties	
	6.6 Extraordinary General Meeting	
	6.6.1 Nature	
	6.6.2 Composition	
	6.6.3 Procedure	
	6.7 Finance	
7	Patron	
8	Board of Trustees	
9	Elections	
10	Vote of no Confidence	
11	Discipline	
12	Settlement of Disputes	
13	Dissolution, Disposal of Assets and Settlement of Debts and Liabilities	
14	Constitutional Amendments	
15	Casting Vote	
16	Quorum	
17	Legal Position	



ARTICLE 1 NAME & NATURE

1.1 NAME

The name of the Society shall be the Botswana Information Technology Society (B.I.T.S) hereinafter referred to as "the Society"

1.2 OFFICE

The Head Office of the Society shall be located in Gaborone.

1.3 NATURE

The Society is a non-profit voluntary professional body established for the purpose of carrying out the objectives listed under Article 3 below and shall not be used as a forum for competing or conflicting interests

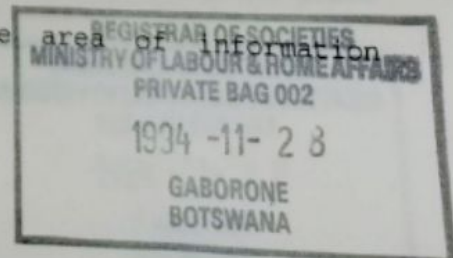
ARTICLE 2 INTERPRETATION

The following words and expressions shall have the following meanings:

- 2.1 "Society" shall mean "Botswana Information Technology Society"
- 2.2 "information system" (IS) shall mean "arrangements of human and other resources working together for the common purpose of realizing information needs of business and other organizations"
- 2.3 "information technology" (IT) shall mean "tools used or to be used in the development and implementation of information systems and communications, electronic, electrical, mechanical, and electro-mechanical infrastructure put together for the purpose of supporting information systems in organizations"
- 2.4 "information technology professional" shall mean "any individual who for the purpose of earning a living is engaged in any one or all of the following activities:
 - 2.4.1 development, maintenance and support of information systems;
 - 2.4.2 engineering, construction, maintenance and support of information technology;
 - 2.4.3 training and education of the IT professionals;
 - 2.4.4 management and consultancy of the above activities."
- 2.5 "code of conduct and practice" shall mean "a body of rules or undertakings to which members shall subscribe and uphold at all times."
- 2.6 "education community" shall mean "education policy makers, educators, students and pupils."
- 2.7 "IT society" shall mean "peoples and places involved in production and consumption of IT products."

ARTICLE 3 OBJECTS

- 3.1 To develop and promote the integrity and competence of the Information Technology (IT) profession through
 - 3.1.1 acceptable performance standards for the IT profession. These standards to be documented by way of codes of conduct and practice
 - 3.1.2 standards for the education and training of the IT professional
 - 3.1.3 promotion of legislation designed to protect the integrity of the profession
- 3.2 To provide leadership and direction in the area of information technology
- 3.3 To disseminate information on IT developments



- 3.3 To promote knowledge and understanding of IT among its members and the general public for effective and productive utilization of IT in Botswana
- 3.5 To provide a forum for exchange of views among IT professionals and users
- 3.6 To promote professional interaction between the academia and industry aimed at cross-fertilization of ideas that could lead to better IT utilization and training standards in Botswana
- 3.7 To provide advice to individuals and organizations who are potential users of IT
- 3.8 To pursue the ideal of a highly respected Society of IT professionals with proven high standards of performance and ethical conduct.
- 3.9 To engage in any lawful activities whose goal is to mobilize resources for the purpose of furthering the objectives of the Society
- 3.10 To establish contact with other national, regional and international professional bodies for exchange of ideas
- 3.11 To protect the interests of the Society as enshrined in this constitution

ARTICLE 4 MEMBERSHIP

4.1 ELIGIBLE PERSONS

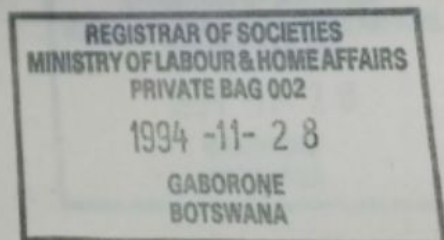
Membership of the Society shall be open to the following persons:

- 4.1.1 IT professionals as defined under article 3 clause 3.3
- 4.1.2 graduates holding qualifications which in the opinion of the Society conform to the education standards
- 4.1.3 students reading for qualifications which in the opinion of the Society conform to the education standards
- 4.1.4 corporate persons and institutions with interest in IT
- 4.1.5 institutions of learning such as universities or colleges that offer qualifications which in the opinion of the Society conform to the education standards
- 4.1.6 professional bodies with reciprocal arrangements
- 4.1.7 individuals with interest in IT but not qualified to practice under this constitution

4.2 MEMBERSHIP REGISTRATION

Any eligible person shall not be a member of the Society unless such a person is registered as provided below:

- 4.2.1 All membership grades shall be available on application to the Society, except fellow, which shall be by invitation
- 4.2.2 Applications for membership shall be submitted on the official application forms of the Society to the membership committee which shall screen and make recommendations to the executive council
- 4.2.3 The official application form shall be partitioned into two: the first part containing general information about the applicant; and the second part containing confidential information.
- 4.2.4 The executive council shall approve both the membership and grade being applied for



4.3 GRADES OF MEMBERSHIP

4.3.1 GENERAL

The following grades of membership shall apply:

- | | | |
|----|-------------------------|-------|
| a. | Fellow | (F) |
| b. | Member | (M) |
| c. | Associate Member | (AM) |
| d. | Graduate Member | (GM) |
| e. | Student Member | (SM) |
| f. | Corporate Member | (CM) |
| g. | Institutional Affiliate | (IA) |
| h. | Individual Affiliate | (INA) |

4.3.2 FELLOW

The grade of Fellow shall be awarded to qualified members who have attained at least ten years related experience, and who in the opinion of the Society have made significant contribution to advancement of information technology

4.3.3 MEMBER

The grade of Member shall be awarded to qualified members who have attained at least eight years related experience in the field of information technology

4.3.4 ASSOCIATE MEMBER

The grade of associate member shall be awarded to qualified members who have attained at least three years relevant experience in the field of information technology

4.3.5 GRADUATE MEMBER

The grade of graduate member shall be awarded to holders of qualifications which in the opinion of the Society conform to the education standards but lack the necessary experience that would otherwise qualify them to the grade of associate member

4.3.6 STUDENT MEMBER

The grade of student member shall be awarded to students reading for qualifications which in the opinion of the Society conform to the education standards

4.3.7 CORPORATE MEMBER

The grade of corporate member shall be awarded to business organizations or associations or institutions with interest in information technology

4.3.8 INSTITUTIONAL AFFILIATE

The grade of institutional affiliate shall be awarded to other professional bodies having reciprocal arrangements with the Society

4.3.9 INDIVIDUAL AFFILIATE

The grade of individual affiliate shall be awarded to individuals with interest in information technology but lack the necessary qualifications and experience that will entitle them to qualified member status

4.4 QUALIFIED MEMBER

4.4.1 A qualified member is a registered member falling in either of the following categories of membership:

- fellow
- member, and
- associate member

REGISTRAR OF SOCIETIES
MINISTRY OF LABOUR & HOME AFFAIRS
PRIVATE BAG 002

1994 -11- 2 8

GABORONE

4.4.2 Qualified members shall be entitled to the use of designatory letters after their names as follows:

- | | | |
|----|------------------|-------|
| a. | fellow | FBITS |
| b. | member | MBITS |
| c. | associate member | ABITS |

4.5 SUBSCRIPTIONS

- 4.5.1 Membership shall be conferred upon payment of such registration and annual subscription fees as may be determined from time to time by the Society
- 4.5.2 Upon registration a member shall be entitled to receive a certificate of registration stating their grade of membership and duly signed and sealed by the Society
- 4.5.3 Members shall have a duty to renew their membership every year on payment of subscription fees and to do so within three months of notice being served upon them
- 4.5.4 It shall be the duty of individual members and not the executive council to recognize that the renewal notice has been served upon them
- 4.5.5 Upon registration or renewal of membership the member shall become a **paid up member** of the Society
- 4.5.6 A member failing to renew their membership within the prescribed period shall have their membership suspended for a period not exceeding twelve calendar months after which their continued membership shall be reviewed by the executive council.

4.6 VOTING MEMBER

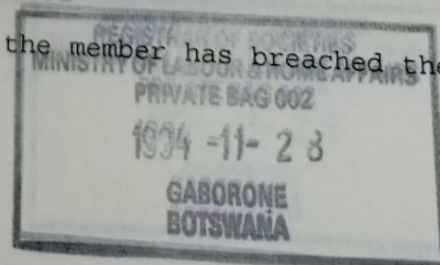
Only paid up members in the grades fellow, member, associate member, graduate member, and corporate members shall have the right to vote. The vote shall be on the basis of one member, one vote. A corporate member shall have a right to nominate a fellow, member, associate member, or graduate member to vote for them.

4.7 RIGHTS AND DUTIES OF MEMBERS

- 4.7.1 Members shall have a right to be informed on issues affecting the Society at large
- 4.7.2 Any member requesting information from the Society shall channel their requests to the Executive Council stating reasons for which such information is required
- 4.7.3 The Executive Council shall be duty-bound under this clause to respond positively, provided the executive council shall not disclose confidential information about individual members of the Society without consent of the members
- 4.7.4 Voting members shall have an irrevocable right to vote on all matters pertaining to the administration of the Society

ARTICLE 5 TERMINATION OF MEMBERSHIP

- 5.1 A registered member shall cease to be a member of the Society in any or all of the following events:
- 5.1.1 when their membership lapses due to non payment of subscriptions
- 5.1.2 when in the opinion of the Society the credentials under which they were registered are no longer valid
- 5.1.3 when in the opinion of the Society the member has breached the rules of the Society



- 5.2 Any person whose membership has lapsed under clauses 5.1.1 above shall be given the opportunity to re-apply for membership provided that such applications shall be treated just like any other new applications for membership
- 5.3 Any person whose membership has terminated must surrender any asset of the Society in his/her custody to the Executive Council.

ARTICLE 6 ADMINISTRATION OF THE SOCIETY

6.1 GENERAL

The management of the affairs of the Society shall rest in the following bodies

- a. the Annual General Meeting (AGM)
- b. the Executive Council
- c. sub-Committees and IT interest groups
- d. branches, and
- e. the Extra-Ordinary General Meeting (EGM)
- f. Patron
- g. Board of Trustees
- h. External Auditors

6.2 THE ANNUAL GENERAL MEETING

6.2.1 GENERAL

- 6.2.1.1 The Annual General Meeting shall be the highest governing body of the Society.
- 6.2.1.2 The Annual General Meeting shall be convened once every after twelve months but not more than fifteen months.
- 6.2.1.3 Decision taken at AGM shall be final and binding.

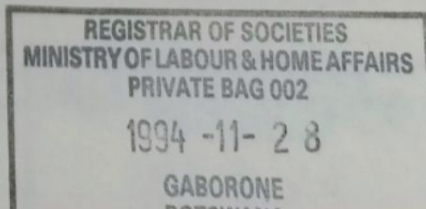
6.2.2 DUTIES OF AGM

- 6.2.2.1 to receive and consider minutes of the previous AGM and any matters arising therefrom
- 6.2.2.2 to ratify the Society's annual reports
- 6.2.2.3 to ratify the Auditor's report
- 6.2.2.4 to ratify any motions of amendments to the provisions of this constitution
- 6.2.2.5. to receive and consider any motions of elections to the grade of fellow
- 6.2.2.6 to elect officers to the executive council
- 6.2.2.7 to appoint and/or rescind the appointment of External Auditors, Patron and Trustees of the Society
- 6.2.2.9 to ratify decisions taken by the executive council in the year ended.
- 6.2.2.10 to receive and consider amendments to the codes of conduct and practice

6.2.3 COMPOSITION OF AGM

The annual general meeting shall be composed of the following:

- a. all paid up members
- b. the Society's external auditors
- c. the Patron
- d. the executive council



6.2.4 CONVENING OF AGM

- 6.2.4.1 the annual general meeting shall be convened by a Notice of Meeting circulated not less than thirty calendar days before the proposed date of meeting.
- 6.2.4.2 for purposes of clause 6.2.4.1 above the notice of meeting shall appoint the date of the next meeting and list the Agenda of all business to be deliberated at the AGM.
- 6.2.4.3 any member wishing to table a motion before the AGM shall be free to do so provided that notice of such motion(s) has been served on the general-secretary within two months of the end of the Society's financial year.
- 6.2.4.4 any member wishing to give a written response as may required to any motion(s) on the agenda is free to do so provided that notice of such response is served on the General Secretary at least seven days before the date of the AGM
- 6.2.4.5 an annual general meeting shall adjourn to a date to be determined by Council if a quorum fails to materialize
- 6.2.4.6 any number of voting members in attendance at a reconvened AGM shall form a quorum and their vote shall be final and binding on the Society
- 6.2.4.7 If in the opinion of members attending a reconvened AGM the Society has ceased to exist they shall be entitled to exercise the provisions of Article 12 and move a motion to dissolve the Society in the interest of the public

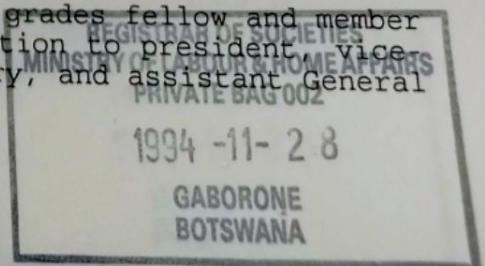
6.3 THE EXECUTIVE COUNCIL

6.3.1 GENERAL

- 6.3.1.1 The day to day administration of the Society's affairs shall rest with the executive council hereinafter called "the Council".
- 6.3.1.2 The Council shall be elected at the annual general meeting and shall hold office up to the next AGM
- 6.3.1.3 The Council shall hold at least four meetings during its term of office

6.3.2 COMPOSITION

- 6.3.2.1 The Council shall be composed of the following officers:
- a. the president
 - b. vice president
 - c. general secretary
 - d. assistant general secretary
 - e. treasurer
 - f. assistant treasurer
 - g. 5 additional members
- 6.3.2.2 only voting members shall be eligible for election to the Council
- 6.3.2.3 Only voting members in the grades fellow and member shall be eligible for election to president, vice-president, General Secretary, and assistant General Secretary



6.3.3 RESPONSIBILITIES OF COUNCIL

- 6.3.3.1 to mobilize resources and engage in activities which in the opinion of Council are essential to the attainment of the Society's objectives including the appointment of members to the sub-committees
- 6.3.3.2 to manage and account for the Society's assets and activities
- 6.3.3.3 to ensure that the assets of the Society are protected
- 6.3.3.4 to prepare the annual reports for the AGM
- 6.3.3.5 to convene the annual general meeting
- 6.3.3.6 to convene the extra-ordinary general meeting
- 6.3.3.7 to carry out any activities that the Society shall determine from time to time
- 6.3.3.8 to co-ordinate the activities of the Society
- 6.3.3.9 to appoint members to sub-committees of the Society and to delegate powers to such committees
- 6.3.3.10 to search for and recommend persons for election to the posts of Patron, External Auditors and the Board of Trustees of the Society
- 6.3.3.11 to review and recommend amendments to the codes of conduct and practice as need arises
- 6.3.3.12 to meet at least four times per year for purposes of above business

6.3.4 PROCEDURE AT COUNCIL MEETINGS

- 6.3.4.1 The Council shall meet at least once quarterly by notice served not less fifteen days before the proposed date of meeting
- 6.3.4.2 The notice of meeting shall include the agenda of all business to be tabled before the Council
- 6.3.4.3 All Council meetings shall be chaired by the President or in his absence by the Vice President
- 6.3.4.4 In the absence of the President and the Vice President the meeting shall adjourn to a date when either of them must be available.
- 6.3.4.4 The Council meeting shall be postponed if a quorum is not constituted

6.3.5 DUTIES OF INDIVIDUAL OFFICERS OF COUNCIL

6.3.5.1 The President

- a. to speak on behalf of the Society
- b. to ensure that the Society operates within the provisions of this Constitution
- c. to attend all meetings of council
- d. to convene and preside at all Council meetings
- e. to preside at the annual general meetings of the Society
- f. to prepare the president's annual report for the AGM



- g. to ensure that the Council discharges its responsibilities under this Constitution
- h. to chair the membership and standards committees
- i. To be a co-signatory to the Society's accounts.

6.3.5.2 Vice-President

- a. To attend all meetings of council
- b. To deputise in the absence of the president
- c. To do any other duties assigned by the president

6.3.5.3 General Secretary

- a. To work as chief administrator of the Society
- b. To attend all meetings of council
- c. To take minutes of all Council and AGM proceedings
- d. To keep records of all Society activities, finances and assets
- e. To circulate notices of meetings of Council and AGM
- f. To circulate notices of motions to be tabled before the AGM
- g. To circulate minutes of previous meetings
- h. To circulate annual reports
- i. To minute the membership and standards committees
- j. To be a co-signatory to the Society's accounts.

6.3.5.4 Assistant General Secretary

- a. To attend all meetings of council
- b. To deputise in the absence of the General Secretary
- c. To do any other duties as delegated by the General Secretary or assigned by the Council

6.3.5.5 Treasurer

- a. To attend all meetings of council
- b. To administer the Society's finances
- c. To account for the assets and liabilities of Society
- d. To prepare the Society's budget
- e. To report on the Society's financial position as required
- f. To chair the finance committee
- g. To get the Society's accounts audited
- h. To be a co-signatory to the Society's accounts

6.3.5.6 Vice-Treasurer

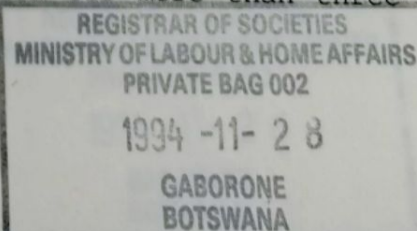
- a. To attend all meetings of council
- b. To deputise in the absence of the treasurer
- c. To do any other duties as delegated by the Treasurer or assigned by the Council

6.3.5.7 Additional Members

- a. To attend all meetings of council
- b. To do any other duties assigned by the Council

6.3.6 TERM OF OFFICE

No Council officer shall seek re-election for more than three consecutive terms for the same post



6.4 SUB-COMMITTEES AND IT INTEREST GROUPS

6.4.1 GENERAL

6.4.1.1 The following standing committees shall be formed in pursuit of the Societies objectives:

- a. membership committee
- b. standards committee
- c. finance committee
- d. publicity and information committee
- e. education committee

6.4.1.2 Only paid up members shall be eligible for appointment/election to these committees

6.4.1.3 Only voting members in the grades fellow and member shall be eligible for appointment/election to the standards and membership committees

6.4.1.4 The membership and standards committees shall be chaired by the President and minuted by the General Secretary. The finance committee shall be chaired by the Treasurer. Other committees shall elect their own chairpersons and secretary at the first meeting. Thereafter committees shall meet on as often as it is necessary to carry out their duties.

6.4.2 MEMBERSHIP COMMITTEE

6.4.2.1 COMPOSITION

The membership committee shall be composed of five members constituted as follows:

- a. the president
- b. the General Secretary
- c. any other three members

6.4.2.2 DUTIES

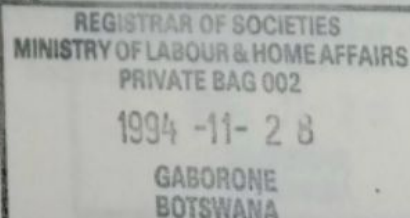
- a. to receive, consider, determine the grade and recommend applications for membership
- b. to receive, consider and recommend applications for regrading
- c. to receive, consider and recommend reviews to members subscriptions
- d. to devise and recommend strategies for recruitment of members
- e. to constitute the disciplinary committee
- f. to carry out any other activities that contribute to the enhancement of the membership of the Society, as approved by the Society from time to time
- g. to make recommendations to the Council

6.4.3 STANDARDS COMMITTEE

6.4.3.1 COMPOSITION

The standards committee shall be composed of six members constituted as follows:

- a. the president and
- b. the General Secretary
- c. any other four members



6.4.3.2 DUTIES

- a. to draft the codes of conduct and practice
- b. to receive, consider and recommend amendments to the codes of conduct and practice
- c. to administer the provisions of the codes of conduct and practice, and
- f. to carry out any other activities that contribute to the enhancement of high standards in the Society, as approved by the Society from time to time
- d. to make recommendations to the Council

6.4.4 FINANCE COMMITTEE

6.4.4.1 COMPOSITION

The finance committee shall be composed of five members constituted as follows:

- a. the treasurer, as chairperson
- b. the assistant treasurer
- c. any other three members

6.4.4.2 DUTIES

- a. to receive and consider proposals for activity funding
- b. to organise fund-raising activities for specific projects as they arise
- c. to monitor and review the Society's financial position
- d. to carry out any other activities that contribute to the financial viability of the membership of the Society, as approved by the Society from time to time
- e. to make recommendations to the Council

6.4.5 PUBLICITY AND INFORMATION COMMITTEE

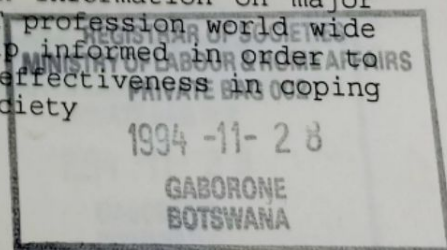
6.4.5.1 COMPOSITION

The publicity and information committee shall be composed of six members constituted as follows:

- a. the Assistant General Secretary
- b. two additional members
- c. three other members

6.4.5.2 DUTIES

- a. to publicise Society activities
- b. to review and report on previous activities and projects
- c. to receive, consider and prepare proposals for activities and projects
- d. to engage in public relations activities to promote the image and well being of the Society
- e. to identify problems faced by various parties interested in IT in the community and recommend how the Society can be involved in providing solutions to such problems, if possible.
- f. to gather and maintain information on major developments in the IT profession world wide and keep the membership informed in order to ensure efficiency and effectiveness in coping with the dynamic IT Society



- g. to identify areas and ways that the Society can make positive impact on the community
- h. to promote information dissemination and in particular to publish and widely circulate materials of interest to members and the community at large through such publications as newsletters and periodicals
- i. to carry out any other activities that contribute to the enhancement of positive image of the Society, as approved by the Society from time to time
- j. to make recommendations to the Council

6.4.6 EDUCATION AND TRAINING COMMITTEE

6.4.6.1 COMPOSITION

The education and training committee shall be composed of five members constituted as follows:

- a. two council members, and
- b. three other members

6.4.6.2 DUTIES

- a. To keep the education community informed of the education and training activities of the Society
- b. To provide IT-related advice, support and assistance to the education community
- c. To encourage the growth of awareness of applications of IT within the education community and to inform educators of new products, developments and technologies with specific applications in education
- d. To organise programmes aimed at enlightening the education community on career opportunities in IT
- e. To foster education and training linkages with other IT professional organisations world-wide
- f. To organise seminars, workshops, conferences and any other programmes aimed at promoting the education and training objectives of the Society
- g. To carry out any other activities that contribute to the education and training objectives of the Society, as approved by the Society from time to time
- h. To make recommendations to the Council

6.4.7 SPECIALIST AND USER INTEREST GROUPS

6.4.7.1 Based on members areas of IT interests, the Society shall encourage its members to form:

- a. Specialist Interest Groups (SIG)
- b. User Interest Groups (UIG)

6.4.7.2 Specialist Interest Groups shall be constituted by those members having shared interest in some specialised IT areas.

6.4.7.3 User Interest Groups shall be constituted by those members having shared interest in some specific IT systems and/or application areas.

- 6.4.7.4 Formation of any Interest group by interested members shall require application accompanied with terms of reference, made to the Council who shall recommend same to the AGM for approval.
- 6.4.7.5 Interest groups shall serve as fora for exchange of ideas on IT issues as they may relate to the IT interests of members.

6.5 BRANCHES

6.5.1 BRANCH COMMITTEES

Branch committees may be formed in various districts for the purpose of complementing the efforts of the Council and sub-committees

6.5.2 COMPOSITION

The following officers shall constitute the branch committees

- a. the branch committee chairperson
- b. the branch committee vice chairperson
- c. the treasurer
- d. the branch committee secretary
- e. two committee members

6.5.3 DUTIES

- a. to identify and recruit new members
- b. to publicise the image of the Society
- c. to liaise with publicity and finance committee on fund raising ventures
- d. to engage into any other activities to promote the objectives of the Society

6.6 EXTRAORDINARY GENERAL MEETING (EGM)

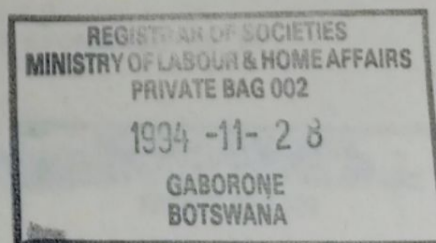
6.6.1 NATURE

- 6.6.1.1 An extra-ordinary general meeting shall be convened to deal with matters of urgent nature which in the opinion of any member or members of the Society cannot afford to be left pending till the next annual general meeting
- 6.6.1.2 Notwithstanding the provisions of the above clause 6.6.1.1, the Council shall not convene an extra-ordinary general meeting if in the opinion of the Council there is reasonable ground to believe that the annual general meeting shall convene within a period of two calendar months thereof

6.6.2 COMPOSITION OF EGM

The extra-ordinary general meeting shall be composed of the following:

- a. all paid up members
- b. the Society's external auditors
- c. the Patron
- d. the Council



6.6.3 PROCEDURE

- 6.6.3.1 the EGM shall be convened for the purpose of resolving specific issues for which it is called.
- 6.6.3.2 the EGM shall be convened by a notice of meeting circulated not less than fifteen days before the proposed date of meeting
- 6.6.3.3 an EGM shall be convened by the Council either in its accord or in response to a petition signed by not less than 10% of voting members of the Society.
- 6.6.3.4 in the case of a petitioned EGM the Council shall be duty bound to call an EGM within 30 (thirty) days of receipt of such petition.
- 6.6.3.5 in the event of unreasonable failure by the Council to convene the EGM as required under the above clause 6.6.3.4 the petitioners shall be entitled to form a members' representative council (MRC) for the sole purpose of convening the EGM
- 6.6.3.6 if a quorum is not formed the EGM shall adjourn indefinitely
- 6.6.3.7 in the event that the meeting is convened by the MRC the provisions of clause 6.6.3.1 shall still apply without question.
- 6.6.3.8 any resolutions passed by the EGM shall be final and binding on the Society
- 6.6.3.9 The MRC shall be composed of the following officers:
 - a. chairperson
 - b. secretary
 - c. five other members

6.7 FINANCE

- 6.7.1 The Society shall be run by means of membership subscriptions and voluntary donations from individuals and organisations.
- 6.7.2 Signatories to the Society's accounts shall be the Treasurer, General Secretary, and the President. The Treasurer and any one of the other two signatories shall sign payments at any point in time.

ARTICLE 7 PATRON

7.1 DUTIES

The Patron shall

- a. play an advisory role to the Society.
- b. attend the General Meetings of the Society.

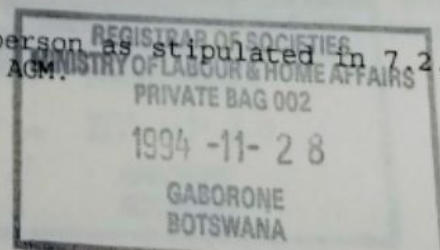
7.2 ELIGIBILITY

A candidate to be recommended by the Council to the AGM for the post Patron must

- a. be a person of good standing in society
- b. have interest in the development and promotion of IT.

7.3 PROCEDURE FOR APPOINTMENT OF PATRON

The Council shall search for a suitable person as stipulated in 7.2. and table a motion of election before the AGM.



ARTICLE 8 BOARD OF TRUSTEES

- 8.1 A Board of Trustees consisting of three persons of good standing in society shall
- 8.1.1 be appointed, on recommendation of the Council, by the Annual General Meeting to hold office for five years.
 - 8.1.2 deal with the properties of the Society as directed by the Council.
 - 8.1.3 be removed from office in part or whole by the AGM on recommendation of the Executive Council if they
 - a. have a bad financial reputation;
 - b. have poor health condition;
 - c. are absent from the country for a period which can affect the proper management of the assets of the Society;
 - d. are unable to perform or represent the Society in a satisfactory manner for one reason or the other

ARTICLE 9 ELECTIONS

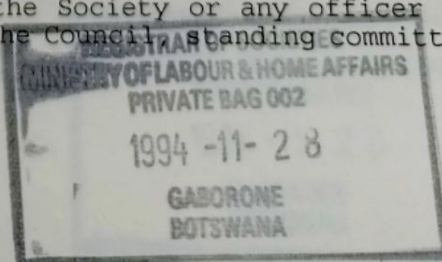
- 9.1 Only voting members of the Society shall be eligible to vote in any election or to contest elected office
- 9.2 voting at all meetings of the Society shall be by the most appropriate democratic means
- 9.3 election of Council officers shall be by secret ballot
- 9.4 voting by proxy shall be allowed provided
- a. that notice of nomination of such proxy is served on the General Secretary at least one day before the date of voting, and
 - b. that no one person shall hold more than one proxies
- 9.5 any member(s) wishing to contest positions on the Council shall be free to do so provided that their nomination has been proposed and seconded by at least two voting members of the Society
- 9.6 contesting members shall be allowed only one nomination in any general election
- 9.7 members can contest elections in absentia provided that evidence of consent has been served on the General Secretary of the Society at least one day in advance of the elections

ARTICLE 10 VOTE OF NO CONFIDENCE

- 10.1 A officer failing to execute their duties shall be reminded once in writing, and failure to respond positively or improve shall result in a motion of lack of confidence being passed. The motion shall be qualified by at least five members of the Council seconding the motion.
- 10.2 Members shall be entitled to move a motion of vote of no confidence in the Council at an extra-ordinary general meeting if in the opinion of members the Council has failed to execute its duties.
- 10.3 A motion of vote of no confidence shall not be an issue at the annual general meeting

ARTICLE 11 DISCIPLINE

The Council shall have power to discipline any member of the Society who contravenes the provisions of the rules of the Society or any officer who absents himself from consecutive meetings of the Council, standing committees or any other committees



ARTICLE 12 SETTLEMENT OF DISPUTES:

- 12.1 The Council is vested with the power to settle all disputes that may arise between members.
- 12.2 In the event that the Council is unable to settle a dispute, an EGM shall be called to resolve the matter, and decision at such meeting shall be final and binding.

ARTICLE 13 DISSOLUTION, DISPOSAL OF ASSETS AND SETTLEMENT OF DEBTS & LIABILITIES

13.1 DISSOLUTION

13.1.1 The Society shall be dissolved in any of the following events:

- a. if in the opinion of members the Society has ceased to exist except on paper
- b. if all members choose to terminate their membership
- c. if in the opinion of Auditors the Society has become insolvent
- d. if it is in the interest of the public that the Society dissolves

13.1.2 In any or all of the above events the Council shall be duty bound to convene either an extra-ordinary general meeting or annual general meeting whichever is applicable at which the motion to dissolve shall be tabled

13.1.3 by vote of no less than two-thirds absolute majority the Society shall be dissolved and placed into the hands of external Auditors who shall thereupon act as liquidators.

13.1.4 notwithstanding the provisions of the above clauses 13.1.1 to 13.1.3, dissolution shall be the last motion on the agenda to be considered by any general meeting after all other business has been dispensed with.

13.2 DISPOSAL OF ASSETS & SETTLEMENT OF DEBTS AND LIABILITIES

In the event of dissolution the following procedure shall be undertaken:

13.2.1 Liquidation: the Board of Trustees shall make all assets of the Society available to the Liquidators for disposal

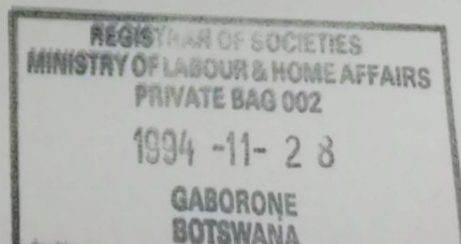
13.2.2 Debts & Liabilities: all debts and liabilities of the Society shall be met from the proceeds of the assets disposed.

13.2.3 Net Gain: Net gain shall be distributed to public institutions involved in development and promotion of IT in Botswana.

ARTICLE 14 CONSTITUTIONAL AMENDMENTS

14.1 Members seeking to amend the provisions of this constitution shall channel their proposals through the General Secretary, giving reasons why they seek to amend the constitution

14.2 The Council shall have a duty to prepare and table the motions of amendment before the next AGM, provided that such proposals reach the General Secretary at least two calendar months in advance of the date of the next AGM



- 14.3 This constitution shall be amended as required at any general meeting by two-thirds majority of members present at the general meeting, provided 14 days notice was given to all members at their provided addresses before the general meeting
- 14.4 The proposed amendments to the constitution shall be submitted to the Registrar of Societies for approval prior to being put into effect
- 14.5 After approval by the Registrar of Societies, the amendments shall be incorporated into the constitution and revised copies shall be circulated to all members at the provided addresses

ARTICLE 15 CASTING VOTE

In all cases of voting the president or chairperson shall be entitled to exercise a casting vote to break any stalemate

ARTICLE 16 QUORUM

- 16.1 The AGM shall be properly constituted if, and only if, at least one-half of the voting members are in attendance.
- 16.2 The EGM shall be properly constituted if, and only if, at least two-thirds of the voting members are in attendance.
- 16.3 The Council shall be properly constituted if, and only if, at least one-half of the members of Council are in attendance

ARTICLE 17 LEGAL POSITION OF THIS CONSTITUTION

The provisions of this constitution are enforceable in the courts of Botswana

