

THE SOCIETIES ACT

(CAP. 337)

CONSTITUTION

(Made Under section 3)

THE CONSTITUTION OF THE SOCIETY FOR INFORMATION COMMUNICATION
TECHNOLOGY COMPANIES OF TANZANIA, 2023

PREAMBLE

WE, the Founding Members of the Society for Information Communication Technology Companies of Tanzania, mandated by The Constitution of the United Republic of Tanzania, 1977, the Societies Act, Cap 337, and our respective Laws of the Land;

IN the spirit of upholding the merchantable values in relation to affairs and welfare of persons who deal, perform, or discharge the dealing, selling or provision of technical expertise, workmanship, or continuous maintenance of devices in the business of the Information Communication Technology;

CONSIDERING our commitment to promote reliability, merchantability, quality, workmanship, and integrity in the dealing of the Information Communication Technology and thus attaining a new model in the dynamics of the Information Communication Technology and technological welfare in the Public Body Entities, private body entities and individuals;

GUIDED that a Sustainable development, economic betterment and welfare of the people are the ultimate and overall object of the Government of the United Republic of Tanzania and whose realization could, among others, be fastened by the proper appropriation of the Information Communication Technology matrixes;

RECALLING that among factors dragging economic development in Tanzania is inability to cope with technological dynamics, improper access to technological communication resources and dwarfness in the basic knowledge to modern technology;

CONSCIOUS of the need to make Tanzania a new model in the dealings of Information Communication Technology in the regional level;

CONVINCED that the strategic initiatives desired to promote sustainable institutional instrument shall be of essence for betterment of business of the Information Communication Technology;

DETERMINED that a Civil Society has inseverable obligations to accelerate realization of such endeavors in Tanzania;

MINDFUL of the fact that it is an inherent duty of every merchant in the Information Communication Technology community in Tanzania to contribute for sustainable transformations of this industry;

PERSUADED of the fact that it would have been unprecedeted if our commitments would not have been put in play before the public;

THEREFORE we, the Founding Members of the Society for Information Communication Technology Companies of Tanzania in upholding our dreams of getting along with dynamics of business of the Information Communication Technology, agree as under-

PART I PRELIMINARY PROVISIONS

Citation
2023

1. This Constitution may be cited as the Constitution of the Society for Information Communication Technology Companies of Tanzania, 2023.

Application

2. This Constitution shall apply in Mainland Tanzania in relation to affairs and welfare of persons who deal, perform, or discharge the dealing, selling or provision of technical expertise, workmanship, or continuous maintenance of devices in the business of the Information Communication Technology.

PART II ESTABLISHMENT OF THE SOCIETY

Establishment of
Society

3. (1).-There shall be established an economic welfare Association for Merchants of the Information Communication Technology of Tanzania to be known as the “Society for Information Communication Technology Companies of Tanzania” or in its acronym “ICTCS Tanzania” or the acronym “ICTCS-T”.

(2). The ICTCS Tanzania shall be non-partisan and non-political association.

(3). The headquarters and address for service for the purpose of the ICTCS Tanzania shall be-

Hifadhi House,
Kivukoni Street,
P.O Box 22031,
rehemammbare76@gmail.com,
+255 683 412 737
Dar es Salaam-Tanzania.

General Objectives

4. General objectives of the ICTCS Tanzania shall be to furnish an institutional ground for sharing *ad hoc* interests, communication of going concern's challenges, clogs, and fetters, exchange of required skills and technicalities in the new technological inventions, and promotion of affairs to persons who procure businesses in the industry of the Information Communication Technology.

Specific Objectives

5. Without prejudice to the generality of article 4, the specific objectives of the ICTCS Tanzania shall be to-

- a) advocate for positive change towards matching contemporary Information Computer Technological Trends;
- b) promote for the betterment of environment for conduct of business of Information Communication Technology in Tanzania;
- c) lobby for better relationship between the merchants of the Information Communication Technology and Tanzania Government's authorities relating to the regulation of dealings of the Information Communication Technology, tax regimes and the Government of the United Republic of Tanzania in General;

- d) maintain better relationship with Information Communication Technology Consumers, and Clients in Public Body Entities, private body entities and private individuals;
- e) provision of assistantship for redress to the relevant authority, private body entities or individual persons ensued out of dishonest, frauds or any illicit dealings on part of the ICTCS Tanzania's member;
- f) ensure all dealings on the part of our members accord to the safeguarding the interest of the United Republic of Tanzania and upholding National Unity and Values;
- g) harmonize technical skills and technical parameters suitable for the technological modifications, developments and adjustments occasioning from time to time within the Information Communication Technology industry in the World;
- h) furnish capacity building and training on the troubleshooting and managing the new technological inventions to its consumers and clients in the Public Body Entities, private body entities, and private individual; and
- i) conduct any objective the ICTCS Tanzania may deem appropriate for the purpose of better carrying out of its objectives or upholding the values and going concern of the Information Communication Technology business in Tanzania.

PART III MEMBERSHIP TO THE SOCIETY

Membership to
ICTCS Tanzania

6. (1).- Membership to the ICTCS Tanzania shall be open to a person with qualifications for and who conducts as a merchant in the business of the Information Communication Technology in Tanzania.

(2). Without prejudice to sub-article (1), a person who wishes to become a member to the ICTCS Tanzania shall be-

- a) of sound mind;
- b) age of majority;
- c) conducts pursuant to the laws of the United Republic of Tanzania as a merchant in the business of the Information Communication Technology; and
- d) capable of paying prescribed fees.

Register of member

7. The Chairman shall keep and maintain register of its members describing-

- a) name and address of a member;
- b) registration number of a member;
- c) date of registration of a member; and
- d) other particulars as may be required by the Chairman or as may be provided for in the By-Laws.

Application to
membership

8. (1).- A person who wishes to become a member to the ICTCS Tanzania shall apply to the Chairman in a prescribe form set out in the Second Schedule to this Constitution.

(2). Application to the membership shall be accompanied by-

- a) filled and signed Application Form set out in the Second Schedule to this Constitution;
- b) non-refundable Application Fee as shall be determined by the ICTCS Tanzania from time to time;
- c) two current Passport Size Photography of the Applicant;
- d) a Letter of Introduction from the relevant local government authoritys; and
- e) updated Curriculum Vitae of the applicant.

(3). Duration of membership shall be the period of twelve months from the date of issuance of the Certificate of Membership.

(4). The application under this article shall be evaluated grounding on-

- a) compliance with applicable laws;
- b) past records of the applicant; and
- c) compliance with requirements prescribed under this Constitution.

(5). Membership under this article may be renewed upon the compliance of acceptable terms and conditions by the applicant.

(6). Members to the ICTCS Tanzania shall be caused to be published by the Chairman in accordance with laws of the United Republic of Tanzania.

(7). The ICTCS Tanzania maintain the right to reject any application made under this article without being subjected to reasons.

Proof of Membership

9. (1).- A successful applicant to the ICTCS Tanzania shall be issued by the Chairman of the ICTCS Tanzania a Certificate of Membership in a prescribed form as shall be set out in the By-Laws made under this Constitution.

(2). Certificate of Membership issued pursuant to sub article (1) shall be sufficient proof of membership to the bearer, except for the grounds of expiration of membership.

Rights of member

10. (1).- The rights of a member to the ICTCS Tanzania shall include a-

- a) right to vote or be voted;
- b) right to attend meetings;
- c) right to call a special meeting;
- d) right to be informed of all affairs of the ICTCS Tanzania;
- e) right to participate in the enactment or amendment of the Constitution or the By-laws;
- f) right to withdraw from membership;
- g) right to initiate an inquiry into affairs of the ICTCS Tanzania;
- h) right to appeal as provided for in the Act, the Constitution, and the By-laws; or
- i) any other rights as the ICTCS Tanzania may, in terms of the By-laws, consider appropriate.

(2). The rights under this article shall form part to the By-laws for the ICTCS Tanzania.

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Obligation of member

11. The obligation of a member to the ICTCS Tanzania shall include-

- a) compliance with the Act, the Constitution and the By-laws;
- b) payment of fees and other ICTCS Tanzania's dues;
- c) participation in the economic activities, affairs, and welfare of the ICTCS Tanzania;

	<p>d) attendance of meetings of the ICTCS Tanzania;</p> <p>e) implementation of the resolution by the General Meeting; and</p> <p>f) protection of assets and image of the ICTCS Tanzania.</p> <p>(2). The obligations under this article shall form part to the By-Laws for the ICTCS Tanzania.</p>
Voting right	<p>12. A member to the ICTCS Tanzania shall have the right to cast a vote at any Meeting save that, such vote shall not be casted by proxy.</p>
Renewal of Membership	<p>13. A member to the ICTCS Tanzania shall keep the right to renew his membership by making an application for renewal of membership using the prescribed Form set out in the Second Schedule to this Constitution.</p> <p>Provided that an application for renewal shall be made subject to the provision of article 8(2) of this Constitution.</p>
Cessation of Membership	<p>14. A person shall cease to be a member of the ICTCS Tanzania on the accounts of-</p> <ul style="list-style-type: none"> a) Death; b) expiration of membership; c) failure to attend three consecutive General Meetings; or d) removal ensued under the disciplinary proceedings.
Removal of Member	<p>15. A Member may be removed from membership to the ICTCS Tanzania where he is proven of guilty of gross misconduct to the ICTCS Tanzania or Third Party in relation to his dealings as a dealer in the Information Communication Technology or any other misconduct the Disciplinary Committee may find justifiable.</p>
Suspension of Member	<p>16. (1).- A member may be suspended from membership grounding on a justifiable action by the Disciplinary Committee.</p> <p>(2). The Chairman shall have the power to suspend any Member to the ICTCS Tanzania for the wants of compliance to the statutory requirements subjects to laws of the United Republic Tanzania.</p>
Termination of membership	<p>17. A Member shall be at liberty to terminate his membership from ICTCS Tanzania by notifying the Chairman in writing.</p>
Register	<p>18. The Chairman shall keep and maintain the register of members to the ICTCS Tanzania.</p>
Continuous Professional Development points	<p>19. An Ordinary Member to the ICTCS Tanzania may, for the purpose of ascertaining his validity and existence, be required to meet the Continuous Professional Development Points as shall be set out in a prescribed form and a manner to be determined by the Chairman.</p>
Appeal	<p>20. (1).- A person who is aggrieved by any decision made under this part may, within twenty one days from the date of the decision, appeal to the Chairman for determination.</p> <p>(2). Where a person is not satisfied with the decision of the Chairman under sub article (1), may file an appeal to the Committee for further determination.</p>

(3). Where a person is not satisfied with the decision of the Committee under sub-article (2), may petition for appeal to the Registrar.

Class of membership

21. The class of membership to the ICTCS Tanzania shall be quantified in the class of an Ordinary Member, an Honorary Member, an Associate Member, and a Fellow Member.

Member

22. (1).- A person shall qualify to become a Member to the ICTCS Tanzania grounding on merchantability in the business dealings of Information Communication Technology and by upon making an application for membership and being admitted as such in accordance with article 8 of this Constitution.

(2). An Ordinary Member shall have the voting rights.

(3). An ordinary Member shall be required to meet total annual points specified under the Continuous Professional Development Points as shall be set out in a prescribed form and, in such manner to be determined by the Chairman,

Qualification of Ordinary Member

23. A person shall qualify to become an Ordinary Member to the ICTCS Tanzania in the accounts of-

- a) being a person who is a merchant in the business of the Information Communication Technology;
- b) being a person who carry out his Information Communication Technology merchantability according to the laws of Tanzania;
- c) being a person whose merchantable quality and dealings regarding the Information Communication Technology never been scrutinized for the wants of honest or reliability;
- d) being a person who has never been convicted under an Offence of Dishonest or Perjury; and
- e) being a person of sound mind.

Honorary Member

24. (1).- A person shall qualify to become an Honorary Member to the ICTCS Tanzania upon being conferred such designation by the Chairman of the ICTCS Tanzania upon satisfying himself whether such person possesses sufficient proof of procuring extraordinary performance and contribution to the promotion and development of the Information Communication Technology in Tanzania.

(2). An Honorary Member may be exempted from compliance to the requirements of article 8(2) of this Constitution.

(3). An Honorary Member shall not have the voting rights in the meetings of the ICTCS Tanzania.

(4). An Honorary Member shall not be required to furnish specified points under the Continuous Professional Development Points Scheme.

Associate Member

25. (1).- A person shall qualify to become an Associate Member to the ICTCS Tanzania upon his name being nominated as such by at least two Members and being affirmatively voted in the General Meeting grounding on such person's extraordinary skills, professionalism and workmanship in the field of Information Communication Technology.

(2). An Associate Member shall not have the voting rights in the Meetings of the ICTCS Tanzania.

(3). An Associate Member may be exempted from compliance to the requirements of article 8(2) of this Constitution.

(4). An Associate Member shall not be required to furnish specified points under the Continuous Professional Development Points Scheme.

Fellow Member

26. (1).- A person shall qualify to become a Fellow Member to the ICTCS Tanzania upon his name being nominated as such by at least two Members and being affirmatively voted in the General Meeting grounding on such person being a Member to such other Information Communication Technology Society in the World or an Information Communication Technology expert from the Public Body Entity or a private body entity in Tanzania or an institute of the higher education in Tanzania or abroad.

(2). A Fellow Member shall not have the voting rights in the Meetings of the ICTCS Tanzania.

(3). A Fellow Member may be exempted from compliance to requirements of article 8(2) of this Constitution.

(4). A Fellow Member shall not be required to furnish specified points under the Continuous Professional Development Points Scheme.

Powers of Chairman in relation to Class of Member

27. The Chairman shall have the power to appoint any person within Tanzania or outside Tanzania to become a member under this part and such appointment shall not be subjected to scrutiny in the General Meeting.

PART IV ADMINISTRATION TO THE SOCIETY

Administration of ICTCS Tanzania

28. (1).- Administration of the ICTCS Tanzania shall vests in the office bearers who shall, in the first place, be composed of technical persons constituting part from the founding members of the ICTCS Tanzania.

(2). Nothing under sub article (1) shall be construed to warrant founding members to become perpetual office bearers in the ICTCS Tanzania.

Office bearers

29. The office bearers of the ICTCS Tanzania shall compose of the Chairman, the Vice Chairman, the Secretary, the Treasurer, and the Secretariat.

Chairman

30. (1).- There shall a Chairman for the ICTCS Tanzania, who in the subsequent articles of this Constitution, shall simply be referred to as the "Chairman" and who shall be elected by members to the ICTCS Tanzania in the General Meeting.

(2). Notwithstanding the provisions of sub-article (1), the Chairman shall, in the first occasion of the ICTCS Tanzania, be appointed by the founding members to the ICTCS Tanzania among themselves.

(3). The Chairman shall be the head of the ICTCS Tanzania and for that purpose shall be responsible for discharging and overseeing of all matters of the Society and do discharge any other functions pertaining to or connected to the Society which are referred, assigned, or entrusted to him under this constitution.

(4). Subject to other provisions of this Constitution, the authority of the ICTCS Tanzania shall be exercised by either the Chairman himself or by delegation of such authority to other persons holding Office in the ICTCS Tanzania.

(5). All executive functions of the ICTCS Tanzania discharged by office bearers for the ICTCS Tanzania or the Secretariat shall be so done on behalf of the Chairman.

(6). The Chairman shall, in the discharge of duties and functions in accordance with this Constitution, be entitled to such remunerations and other privileges as shall be determine by the Committee.

(7). Orders, directives, and guidelines issued for the purpose of this article shall be signified in such manner as may be prescribed under by-laws made by the Chairman in conformity with provisions of this Constitution.

(8). The Chairman shall hold office until his tenure of office expires or his appointment being revoked by members to the ICTCS Tanzania as shall be determined in the Extra Ordinary Meeting.

Authority of Chairman

31. (1).- Without prejudice to the generality of article 30 of this Constitution, the authority of the Chairman shall be to-

- a) constitute or abolish a department in the administration of the ICTCS Tanzania;
- b) appoint persons to hold positions of leadership in the administration of the ICTCS Tanzania; and
- c) discharge as an Accounting Officer of the ICTCS Tanzania.

Discharge of duties and functions of Chairman

32. (1).- Where the administration and office bearers of the ICTCS Tanzania finds that the Chairman is unable to discharge the functions and duties of the ICTCS Tanzania by reason of physical, mental infirmity, integrity, or ethical grounds it may submit to the Secretary for arrangements of an Extra Ordinary Meeting for the purpose of passing a resolution to appoint a medical team or an inquiry team as the case may be to certify or inquire validity over grounds for the matter.

(2). Subject to sub article (1) of this article, such team shall issue some advice to the members and, upon members being satisfied by such advice they shall cast a vote to remove or rescind the Chairman to the Office grounding on such advice.

(3). Where the Office of the Chairman is vacant-

- a) the Vice Chairman shall hold the Office pending nomination of another Chairman by members and, where the Vice Chairman is absent;
- b) the Secretary shall hold the Office pending replacement and, where the Secretary is absent; or
- c) the treasurer shall hold the Office pending the replacement.

By-laws

33. The Chairman may, for the better carrying out provisions of this Constitution, make By-Laws prescribing orders, directives, obligations, qualifications, forms, guidelines, fees, procedures, and any other matters pertaining to or connected to the objects of the ICTCS Tanzania.

Amend, revoke, vary by-laws etc.,	34. The Chairman shall have the power to amend, revoke or vary the By-laws made under article 33 of this Constitution.
Tenure of Office of Chairman	<p>35. (1).- Unless sooner resigns, removed or dies, a person shall hold the Office of the Chairman to the ICTCS Tanzania for the term of Four Years and upon satisfactory performance may be eligible for re-appointment for only one term of Four Years..</p> <p>(2). The Chairman shall hold Office until-</p> <ul style="list-style-type: none"> a) tenure of Office expires; b) dies while in Office; c) resigns; d) convicted of any criminal offence disclosing lack of honest or royalty; or e) removed from Office by members;
Powers of members to remove Chairman from Office	<p>36. The members to the ICTCS Tanzania shall have the same power to remove the Chairman from the Office by motion to impeach the Chairman which shall be made under the petition signed by Two-Third of the total number of members moved before the Extra Ordinary Meeting on the grounds that-</p> <ul style="list-style-type: none"> a) he committed acts generally violate this Constitution or universal principles concerning ethics of leaders; b) he committed acts contravene conditions for registration of societies provided under the Societies Act; or c) he conducts himself in the manner that lowers the esteem of the Office of the Chairman.
Cap. 337	<p>37. (1).- There shall a Vice Chairman for the ICTCS Tanzania, who in the subsequent articles of this Constitution, shall simply be referred to as the “Vice Chairman” and who shall be appointed by the Chairman in consultation with the Committee.</p> <p>(2). Notwithstanding the provisions of sub-article (1), the Vice Chairman shall, in the first occasion of the ICTCS Tanzania, be appointed by the founding members to the ICTCS Tanzania among themselves.</p> <p>(3). Subject to sub article (1), the first Vice Chairman shall be appointed amongst the founding members.</p> <p>(4). The Vice Chairman shall be the principal assistant in the discharge of duties and functions of the ICTCS Tanzania and shall discharge other duties and functions as may be assigned by the Chairman.</p> <p>(5). The Vice Chairman shall, in the discharge of duties and functions in accordance with this Constitution, be entitled to such remunerations and other privileges as shall be determine by the Society.</p> <p>(6). The Vice Chairman shall hold office until his tenure of office expires or his appointment being revoked by the ICTCS Tanzania’s members under circumstances as shall be determined by the ICTCS Tanzania.</p> <p>38. Without prejudice to the generality of article 37 of this Constitution, the powers, duties, and functions of the Vice Chairman generally and, in particular shall be to-</p>
Powers, functions, and duties of Vice Chairman	

- a) assist the Chairman in making a follow-up on the day-to-day implementation of the objects of the ICTCS Tanzania;
- b) perform all duties assigned by the Chairman; and
- c) perform all duties and functions of the Office of Chairman when the Chairman is out of the Office or out of the Country.

Tenure of Office of Vice Chairman

39. (1).- Unless sooner resigns, removed or dies, a person appointed Vice Chairman shall hold Office for a term of Four Years and upon satisfactory performance may be eligible for re-appointment for only one term of Four Years.

- (2). The Vice Chairman shall hold Office until-
 - a) tenure of Office expires;
 - b) dies while in Office;
 - c) resigns;
 - d) convicted of any criminal offence disclosing lack of honest or royalty;
 - e) removed from Office by members; or
 - f) revoked from Office by the Chairman.

Power of members to remove Vice Chairman

40. the ICTCS Tanzania members shall have the same power to remove the Vice Chairman from the Office as it has in relation to the Chairman save that any motion to impeach the Vice Chairman shall be made in petition signed by Two-Third of the total number of members moved before the Extra Ordinary Meeting only if it is alleged that-

- a) he committed acts generally violate this Constitution or universal principles concerning ethics of leaders;
- b) he committed acts contravene conditions for registration of societies provided under the Societies Act; or
- c) He conducts himself in the manner that lowers the esteem of the Office of the Vice Chairman

Secretary

41. (1).- There shall be the Secretary for the ICTCS Tanzania who in the subsequent articles of this Constitution, shall simply be referred to as the “Secretary” and, who shall be the General Counsel for the ICTCS Tanzania, and he shall discharge the following functions, in compliance with the general or specific directions issued to him by the Chairman, that is to say-

- a) to work out a program for the ICTCS Meetings and prepare agenda for each meeting;
- b) to record minutes and maintain a record of the ICTCS Tanzania’s Meetings;
- c) to discharge duties and functions as the General Counsel of the ICTCS Tanzania;
- d) to discharge the duties and functions as an adviser to the ICTCS Tanzania on all matters of Law, and to discharge any other functions pertaining to or connected to Law as shall be entrusted by the Chairman;
- e) to notify and explain the decisions of the ICTCS Tanzania Meetings to every stake holder to wit, the Public Body Entity, private body entity or an individual person concerned with any such decisions; and

f) to discharge any other duties and functions as shall be directed from time to time by the Chairman.

(2). The Secretary shall be appointed by the Chairman amongst persons qualified to perform functions of advocate and who has continuously hold those qualifications for five years.

(3). The Secretary shall hold office until his appointment being revoked by the Chairman and shall be paid the salary, allowances, and other remunerations in accordance with the laws of Tanzania.

(4). A person may not be qualified for appointment as the Secretary unless in particular he-

- a) is an holder of a Degree in Law from a recognized institution;
- b) registered as an Advocate of The High Court of Tanzania;
- c) possesses experience in the merchantability of the Information Communication Technology;
- d) has satisfied the Committee that he has no conflict against serving the objects of the ICTCS Tanzania;
- e) is, in the recommendation of the Committee of the ICTCS Tanzania is well suited to carry out the objects of the ICTCS Tanzania.

(5). The first Secretary to the ICTCS Tanzania shall, in the first occasion, be nominated by the founding members to the ICTCS Tanzania.

Treasurer

42. (1).- There shall be the Treasurer for the ICTCS Tanzania who in the subsequent articles of this Constitution, shall simply be referred to as the “Treasurer” and, who shall be the custodian of funds and revenue derived from various sources for the use by the ICTCS Tanzania, and he shall discharge the following functions, in compliance with the general or specific directions issued to him by the Chairman, that is to say-

- a) to analyze the revenue and expenditure arising from, or relating to the carrying out the objects of the ICTCS Tanzania;
- b) to make recommendation to the Chairman regarding proper management of the Society’s funds;
- c) to keep and maintain the fiscal system of the ICTCS Tanzania;
- d) to discharge other financial functions as shall entrusted to him by the Chairman;

(2). The Treasurer shall be appointed by the Chairman amongst persons qualified to perform functions of accounting and has continuously hold those qualifications for five years.

(3). The Treasurer shall hold office until his appointment being revoked by the Chairman and shall be paid the salary, allowances, and other remunerations in accordance with the laws of Tanzania.

(4). A person may not be qualified for appointment as the Treasurer unless in particular he-

- f) is an holder of a degree in account, finance or its equivalent from a recognized institution;
- g) possesses at least Five Years’ experience in the merchantability of the Information Communication Technology;
- h) has satisfied the Committee that he has no conflict against serving the objects of the ICTCS Tanzania;

Secretariat

i) is, in the recommendation of the Committee of the ICTCS Tanzania is well suited to carry out the objects of the ICTCS Tanzania.

(5). The first Treasurer shall, in the first occasion of the ICTCS Tanzania, be appointed by the founding members to the ICTCS Tanzania.

43. (1).- There shall be established an executive organ of the ICTCS Tanzania to be known as the “Secretariat of the ICTCS Tanzania” which in the subsequent articles of this Constitution, shall simply be referred to as the “Secretariat” which shall be composed of the Chairman and such other staff as may be necessary for proper functioning the objects of the ICTCS Tanzania.

(2). The Secretariat shall be headed by the Director of Operations who shall be appointed by the Chairman upon consultation with the founding members on the competitive selection basis for the term not exceeding Four Years and upon satisfactory performance be eligible for re-appointment for one further term only.

(3). A person may not be qualified for appointment as the Director of Operations unless he-

- j) is an holder of a degree, diploma, or certificate or its equivalent from a recognized institution;
- k) possesses at least Five Years' experience in the merchantability of the Information Communication Technology;
- l) has satisfied the Committee that he has no conflict against serving the objects of the ICTCS Tanzania;
- m) is, in the recommendation of the Committee of the ICTCS Tanzania is well suited to carry out the objects of the ICTCS Tanzania.

(4). The Chairman in consultation with the Committee of the ICTCS Tanzania may appoint such number of staffs as may be necessary for better carrying out the objects and day to day functionalities of the ICTCS Tanzania on such terms and conditions as he shall determine.

(5). The Director of Operations shall neither discharge by any chance as the Secretary to the ICTCS Tanzania nor to the Committee.

Appeals for Officer Bearers

44. Without prejudice to powers conferred to members under this Part to remove an Officer Bearer from the Office, a chairman, a Vice Chairman, the Secretary, or the Treasurer may appeal to the Registrar where aggrieved by such decision.

PART V

GOVERNANCE AND MANAGEMENT OF THE ICTCS TANZANIA

(a). The General Meeting and Other Meetings

Supreme authority of the ICTCS Tanzania

Chairman of General Meeting

45. The Supreme Authority for the ICTCS Tanzania shall vest in the General Meeting of members to be held at least once a year.

45. A Chairman to the General Meeting shall be elected by members present in such meeting.

First General Meeting	<p>46. (1).- The ICTCS Tanzania shall, within two months from receipt of the Certificate of Registration, hold the First General Meeting in which members shall have the right to present and voting.</p> <p>2). The purpose of the First General Meeting shall be-</p> <ul style="list-style-type: none"> a) to present to members the Certificate of Registration; b) to determine appointment of members of the Committee; and c) to carry out any other function as shall be deemed appropriate by the members of the First General Meeting.
Annual General Meeting	<p>47. (1).- The ICTCS Tanzania shall hold the Annual General Meeting at least once a year.</p> <p>(2). The Annual General Meeting shall, unless extraordinary circumstances occur, be held within nine months upon closure of the previous financial year of the ICTCS Tanzania.</p>
Business of Annual General Meeting	<p>48. (1).- The business of the Annual General Meeting shall be to-</p> <ul style="list-style-type: none"> a) consider and confirm minutes of the previous Annual General Meeting; b) receive and consider annual financial statements and auditors report and other relevant report; c) receive, discuss, and endorse the annual estimates or budgets; d) receive, discuss, and approve the ICTCS Tanzania strategic plan and implementation programs; e) consider and adopt amendments to the Constitution; f) form and elect members to various committees; g) appoint auditors of the ICTCS Tanzania; h) determine appeals of persons whose applications for membership rejected by the Committee; i) consider and determine the threshold amount the ICTCS Tanzania may borrow; j) hear and decide over complaints brought by members aggrieved by decision of the Management except the notice to move such complaints shall be furnished to Director of Operations at least twenty-four hours prior to the conduct of meeting; and k) perform such other task as shall be brought before the meeting under at least twenty-four hours' notice. <p>(2). The Procedures for conduct of the Annual General Meeting shall be prescribed under the By-Laws made under this Constitution.</p> <p>(3). Two third of members present at the Annual General Meeting shall warrant its conduct.</p>
Other Meetings	<p>49. The ICTCS Tanzania may hold a special general meeting or an ordinary general meeting where circumstances require.</p>
Ordinary General Meeting	<p>50. (1).- The ICTCS Tanzania may, aside the Annual General Meeting and special general meeting, hold any ordinary meeting for the-</p> <ul style="list-style-type: none"> a) determination of number of members of the Committee; b) amendment of the Constitution or the By-Laws as the need arise; c) discussion of the suspension or expulsion of a member; d) approving of contracts and agreements required to be approved by the general meeting; or

Special general meeting	<p>e) discussion for approval of acquisition or disposal of property by the ICTCS Tanzania.</p> <p>(2). Two third of members present at the ordinary general meeting shall warrant the conduct of such meeting.</p>
Notice of meeting	<p>51. (1).-The ICTCS Tanzania may hold a special general meeting except that such meeting shall be convened by at least one third of members of the ICTCS Tanzania.</p> <p>(2). The special general meeting shall not be held unless under the occasion of the specific agenda.</p> <p>52. (1).- The meeting shall not commence unless members served with-</p> <ul style="list-style-type: none"> a) in case of the Annual General Meeting, a notice of twenty-one days; b) in case of an ordinary general meeting, a notice of twenty-one days; c) in case of a special general meeting, a notice of seven days. <p>(2). The notice under this article shall contain date for of a meeting, venue, name of the meeting, and the agenda.</p> <p>(3). It shall be a conclusive defense where a member proof beyond doubt that he failed to attend the meeting for not being served with a notice under this article.</p>
Quorum for General Meeting	<p>53. (1).-The quorum for the purposes of carrying out the Annual General Meeting shall be not less than two-third of the total member to the ICTCS Tanzania.</p> <p>(2). Where the quorum for meeting under this article not met, such meeting shall be postponed for a duration of seven days.</p>
Minutes of general meeting	<p>(3). Subject to sub article (2), a meeting shall be cancelled should the quorum for the subsequent postponed meeting is not met.</p> <p>54. The matters discussed or decided at the general meeting shall be kept in minutes which shall be signed by the secretary and the Chairman presided over the meeting.</p>
Executive Committee of ICTCS Tanzania	<p><i>(b). The Executive Committee of the ICTCS Tanzania</i></p>
Responsibilities of Committee	<p>55. There shall be established an Executive Committee of the ICTCS Tanzania to be known as the “Executive Committee of the ICTCS Tanzania” which in the subsequent articles of this Constitution, shall simply be referred to as the “Committee”.</p>
Appointment of Members of Committee	<p>56. (1).- The Committee shall be responsible for managing the business and affairs of the ICTCS Tanzania.</p> <p>(2). The First Schedule to the By-Laws made under this Constitution shall have effect in respect to the membership and procedure of the Committee of the ICTCS Tanzania.</p> <p>(3). The Chairman may, by consultation with the Committee, amend the First Schedule to the By-Laws.</p>
	<p>57. (1).-The Chairman shall, upon consultation with the founding members, appoint the Chairman and not more than ten persons to compose members of the Committee.</p>

(2). Members of the Committee shall be subjected to approval by simple majority of members present and vote in the general meeting.

Powers of Committee

58. (1).- The Committee shall be responsible and accountable for managing the business and affairs of the ICTCS Tanzania and in particular shall-

- a) advise the Chairman on matters relating to the ICTCS Tanzania and management;
- b) approve any strategic plan for the objects of the ICTCS Tanzania;
- c) establish committees or sub-committees from its members for the purposes of better carrying out the objects of the ICTCS Tanzania and delegate any functions to any of those committees;
- d) consider legislative proposals relating to the business and mercantile dealings of the Information Communication Technology in Tanzania and cross Committeeer and recommend their enactment to the Minister;
- e) give directions of any nature to the Chairman or the Director of Operations; and
- f) recommend to the Chairman any changes to the Information Communication Technology tariffs and other charges made for the services provided by members or payable to the Government of the United Republic of Tanzania.

(2). Subject to subarticle (5), the Committee may, by instrument, appoint and delegate on such terms and conditions as it may specify, to any of the staff of the ICTCS Tanzania or any sub-committee appointed by it to carry out any of the functions, powers, authorities, or duties conferred upon it by or under this Constitution.

(3). Where any delegation is made under subarticle (2), the delegated function, power, authority, or duty may be performed or as the case may be, exercised as such subject to the terms, conditions and restrictions specified in writing under the instrument of delegation.

(4). No delegation so made shall prevent the Committee from itself performing or exercising the function, power or duty delegated.

(5). Notwithstanding subsection (2), the Committee shall not delegate its function, power, authority, or duty in relation to-

- a) approval of a plan or a budget;
- b) approval of the annual report or audited accounts; or
- c) borrowing the sums of money as may be necessary for carrying out objectives of the ICTCS Tanzania.

Disqualification of member of Committee

59. A member shall cease to be the Member of the Committee if-

- a) ceases to be a member;
- b) dies;
- c) becomes of unsound mind;
- d) lacks qualifications necessary to conduct as a merchant in the business of the Information Communication Technology in Tanzania;
- e) assumes salaried position in the ICTCS Tanzania;
- f) resign voluntarily;
- g) convicted of a criminal offence relating to dishonest;

- h) appears to lack impartiality as the Committee Member due to conflict of interest elsewhere;
- i) without reasonable causes, failed to attend three consecutive Committee Meeting; or
- j) has been expelled by members in the Annual General Meeting.

Committee members
not to be salaried

60. A Committee member or a sub-committee member of the Committee shall not be entitled to receive remuneration in the form of a salary for services rendered to the ICTCS Tanzania, except-

- a) reimbursement for expenses incurred in the rendering service to the ICTCS Tanzania; and
- b) honorarium as approved by the Annual General Meeting so long all capital adequacy and provisioning for loss by the ICTCS Tanzania have been met.

Sub-committees of
Committee

61. The Committee shall form sub-committees for the purpose of effective carrying out objects of the ICTCS Tanzania as shall be prescribe in the By-Laws to this Constitution.

(c). The Board of Trustee

Board of Trustee

62. (1). – There shall be established a Board of Trustee for the ICTCS Tanzania to be known as the “The Board of Trustee for the ICTCS Tanzania” to which all assets and liabilities of the ICTCS Tanzania shall vest.

(2). The Board of Trustee under sub-article (1) shall carry out its functions in accordance with the manner prescribed by the RITA.

PART VI
FINANCIAL PROVISIONS

Funds of ICTCS
Tanzania

63. The funds and resources of the ICTCS Tanzania shall consist of-

- a) any sums which the ICTCS Tanzania may receive as fees, rates or charges for the objects of the Society, or any services rendered by it;
- b) the sums or property which may vest in the ICTCS Tanzania;
- c) the sums as may be borrowed by the ICTCS Tanzania from any source;
- d) the donations, grants, bequests, and loans as the Committee may receive from any person or body of persons; and
- e) any other sources legally acquired in the process of performance of its objects.

Use of funds

64. (1).- The funds and resources of the ICTCS Tanzania shall be applied for-

- a) execution of objects of the ICTCS Tanzania;

Annual and Supplementary Budget

- b) payment or discharge of the expenses or obligations incurred in connection with the execution of the objects of the ICTCS Tanzania or the Committee; and
- c) payment of any remuneration, allowance, or salary of the office bearers of the ICTCS Tanzania, members of the Committee, and members of the Secretariat.

(2). The funds and resources of the ICTCS Tanzania may be used for any other purpose than those specified under this article provided that it is furnished under the approval of the Committee.

65. (1).- Not less than two months before the beginning of every financial year, the Committee shall, at a meeting, pass a detailed annual budget of the amounts expected to be received and disbursed by the ICTCS Tanzania during the next financial year and where circumstances so require, the Committee may pass a budget in any financial year.

(2). Where in any financial year the ICTCS Tanzania requires to make any disbursement not provided for, or of an amount more than the amount provided for in the annual budget for any year, the Committee shall, at a meeting, pass a supplementary budget warranting such disbursement.

(3). The annual budget prepared under this section shall form part of the business plan to be submitted to the Chairman.

Account and Audit Cap. 337

66. (1).- The Committee shall, in every financial year cause to be provided and kept proper books of account in accordance with section 23 of the Act.

(2). Within six months of the close of every financial year, the accounts including the financial statements of the ICTCS Tanzania shall be dully audited by an Auditor approved by the Registrar in accordance with the provisions of section 23 of the Act.

(3). Audited financial statements shall be placed before a meeting of the Committee and, where adopted by the Committee, be endorsed with a certificate that it has been adopted.

(4). For the purpose of this article, “duly audited” means an audit conducted by an Auditor approved by the Registrar for general or particular audit pursuant to section 23 of the Act.

(5). As soon as the accounts of the ICTCS Tanzania have been audited, and in any case not later than six months after the close of the financial year, the Committee shall submit to members a copy of the audited statement of accounts together with a copy of the report on that statement made by the auditor.

Annual Report

67. (1).- The Committee shall cause to be prepared and submitted to members within six months after the close of each financial year an Annual Report detailing general activities and operations of the ICTCS Tanzania during that year.

(2). The report shall be accompanied by a copy of the audited accounts of the ICTCS Tanzania together with the auditor’s report on the accounts.

PART VII

MISCELLANEOUS PROVISIONS

Designation from
offices established
under this
Constitution

68. (1).- A person holding an office established under this Constitution including the office of the Chairman, Vice Chairman, Secretary, Treasurer, or Director of Operation except members of the Secretariat may resign by giving notice in writing and signed by him, in accordance with the following procedure-

- a) if such person was appointed or nominated by one person, such notice of resignation shall be submitted to the person who appointed or nominated him, or where he was appointed, or nominated by a body of persons, such notice of resignation shall be submitted to that body of persons;
- b) if that person is the holder of the office of the Chairman, the notice of resignation shall be submitted to the Committee;
- c) if that person is the Chairman of the Committee, Vice Chairman, Secretary, Treasurer or Director of Operations, the notice of resignation shall be submitted to the Chairman; and
- d) if that person is a Member of the Committee or a Member of the Secretariat, the notice of resignation shall be submitted to the Chairman of the Committee.

(2). A person presented notice of resignation subject to sub article (1) of this Article shall be deemed to have resigned from the day the notice of resignation is received by the person or body or persons concerned, or when it is received by any person authorized by a person or body of persons concerned to receive the notice of resignation, but where the notice of resignation states that such person will resign some later day after the receipt of that notice by the person or body of persons concerned, then that person shall be deemed to have resigned from such later day.

(3). Nothing under article shall be construed to bar a person resigned from any office from being re-elected or reappointed.

Appointment of
Auditor

Cap. 337
2023

Recruitment of
experts, professionals
etc.,

Amendment of
Constitution

Right to association

69. The Committee may, upon approval by the Registrar, appoint an Auditor for purpose of auditing books and accounts of the ICTCS Tanzania and discharge such other task pursuant to section 23 of the Act and article 65 of this Constitution.

70. The Chairman may recruit in competition basis or in a manner to be determined by him, such expert or professional who shall act as independent contractors to perform any such duties and functions required to accelerate the executions of the objects of the ICTCS Tanzania.

71. An amendment to any provisions of this Constitution may, except the First Schedule, be furnished upon the move of a motion by any office bearer, a member, or the Committee and, shall be supported by at-least two-third of all members to the ICTCS Tanzania present and vote in the Meeting.

72. The ICTCS Tanzania shall, under its name, maintain the right to association, affiliation, or subscription to any such entity be it a Public Body Entity, private Committee entity, foreign entity, or an individual person.

Procedure for election	<p>73. (1).- Election in the general meeting shall be casted by a secret ballot, and shall be-</p> <ul style="list-style-type: none"> a) supervised by election supervising officer; b) free and transparent; and c) under prescribed procedure by members. <p>(2). Election Committee formed for the purpose of this article shall have mandate to regulate the conduct of election.</p>
Interpretation Cap. 337	<p>74. In this Constitution, unless the context requires otherwise- “Act” means the Societies Act;</p> <p>“Auditor” means an Auditor approved by the Registrar pursuant to section 23 of the Act to conduct general or particular audit for the purpose of the Constitution;</p> <p>“Board of Trustee” mean a Board of Trustee established under article 62 of this Constitution;</p> <p>“Committee” means the Executive Committee of the ICTCS Tanzania established under article 55 of this Constitution;</p> <p>“Chairman of the Committee” means the Chairman of the Executive Committee of the ICTCS Tanzania and for the purpose of the Constitution shall include the Vice Chairman;</p> <p>“Constitution” means the Constitution of the Society for Information Communication Technology Companies of Tanzania, 2023;</p> <p>“Director of Operations” means the Director of Operations for the ICTCS Tanzania established under article 43(2) of the Constitution;</p> <p>“ICTCS-T” means an acronym for the Society for Information Communication Technology Companies of Tanzania;</p> <p>“ICTCS Tanzania” means an acronym for the Society for Information Communication Technology Companies of Tanzania;</p> <p>“Office Bearers” means the Chairman, Vice Chairman, Secretary, and Treasurer;</p> <p>“Chairman” means the Chairman of the ICTCS Tanzania established under article 30(1) of the Constitution;</p> <p>“Registrar” has the meaning ascribed to it under the Act;</p> <p>“RITA” means an acronym for the Registration, Insolvency, and Trusteeship Agency;</p> <p>“Secretariat” means the Secretariat for the ICTCS Tanzania established under article 37 of the Constitution;</p> <p>“Secretary” means the Secretary of the ICTCS Tanzania established under article 41 of the Constitution;</p> <p>“Secretary of the Committee” for the purpose of the Constitution, has the meaning ascribed to it under the definition of the term “Secretary”;</p> <p>“Society” means the Society for Information Communication Technology Companies of Tanzania;</p> <p>“Treasurer” means the Treasurer of the ICTCS Tanzania established under article 42 of the Constitution;</p> <p>“Vice Chairman” means the Vice Chairman of the ICTCS Tanzania established under article 37 of the Constitution;</p> <p>“Union Constitution” means the Constitution of the United Republic of Tanzania, 1977.</p>
Cap. 377	
Cap. 2	

Citation	75. This Constitution may be cited as the Constitution of the Society for Information Communication Technology Companies of Tanzania, 2023.
Fees	76. Fees as shall be prescribed from time to time by the Committee shall be payable for the applications, subscriptions and other requirements under this Constitution or as may be specified by the Chairman of the Committee.
Membership Fees	77. A successful applicant subject to article 8(1) and 13 of this Constitution shall be required to pay Membership Fee in a prescribed manner and such sums set out in the By-Laws.
Commencement	78. This Constitution shall come into operation on such date of entry as the Registrar of the Society may enter into the register of the Societies the particulars of the ICTCS Tanzania adduced in the Application Form, in accordance with section 3, 8 and 16 of the Act.
Cap. 337	
Declaration	79. The ICTCS Tanzania shall be non-partisan and non-political association.
Application	80. This Constitution shall apply in Mainland Tanzania in relation to affairs and welfare of persons who deal, perform, or discharge the dealing, selling or provision of technical expertise, workmanship, or continuous maintenance of devices in the business of the Information Communication Technology.

*Signed in Dar es Salaam
This 10/02/2023 day of April
2023*

Kimboi
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Exaud Kimboi
Chairman of the ICTCS
Tanzania