

CONSTITUTION

OF

INFORMATION TECHNOLOGY (INDUSTRY)
ASSOCIATION OF NIGERIA
(ITAN)

November 24, 2011

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ARTICLE I: GENERAL

Section 1.1: Name

The name of the Association is the **Information Technology (Industry) Association of Nigeria (ITAN)** hereinafter referred to as "Association".

Section 1.3: Principal Objectives and Activities

- The Association is dedicated to improving the business environment for the Nigerian INFORMATION TECHNOLOGY Industry, and to promoting the Industry's contribution to economic growth and social progress in Nigeria and worldwide.
- As the voice and principal advocate of the INFORMATION TECHNOLOGY Industry, the Association promotes the collective interests of the converging information technology and telecommunications technology industries;
 - seeks to participate in the development and implementation of policies by helping Federal, State and Local governments as well as institutions to understand future technology trends and how digital technologies can contribute effectively to sustain economic performance nationally; and
 - seeks to facilitate long-term business generation for the INFORMATION TECHNOLOGY Industry nationally by supporting the diffusion and usage of INFORMATION TECHNOLOGY.

1.3.1 To that effect, the Association shall have the right to exercise, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. As the Nigerian voice of the information technology and services industry, the Association is dedicated to:

- advocating policies that advance information technology and services Industry's growth and development;
 - facilitating national and international trade and investment in INFORMATION TECHNOLOGY products and services;
 - strengthening member companies through the sharing of contacts, knowledge, experience, and critical information;
 - holding National event on Information Technology Public-Private partnership
 - holding national conference of IT CEOs critical to articulation of future strategies and formation of INFORMATION TECHNOLOGY public policy
 - continual representation at relevant global IT Organisations. (e.g. World Information Technology and Services Alliance (WITSA), unless and until proven irrelevant);
 - partnership with other associations to promote INFORMATION TECHNOLOGY industry in all ramifications

1.3.2 The Association shall strive to have a real impact on the national and global INFORMATION TECHNOLOGY environment. It shall seek to strengthen the INFORMATION TECHNOLOGY Industry at large by promoting a level playing field and by voicing the concerns of the Nigerian INFORMATION TECHNOLOGY community in multilateral organizations where policies affecting industry interests are developed.

ARTICLE II: ABBREVIATIONS OF TERMS

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

- "Associate Member" as defined in Section 4.1
- "Associate Member Representative" as defined in Section 4.3.3
- "Board" as defined in Section 4.2.2.3
- "Association" as defined in 1.1
- "Director" as defined in 6.1
- "Due Date" as defined in Section 4.2.5
- "INFORMATION TECHNOLOGY" as defined in Section 1.2.1
- "Interested Party" as defined in 6.6
- "General Assembly" as defined in Section 5.1.1
- "Member" as defined in Section 4.1
- "Member in Good Standing" as defined in Section 4.2.5
- "Member Not in Good Standing" as defined in Section 4.2.5
- "Member Representative" as defined in 4.2.3
- "Region" as defined in Section 4.2.2.2
- "Vice President" as defined in 6.11
- "Written Notice" as defined in Section 12.1

ARTICLE III: GENERAL

Section 3.1: Registered Office and Agent

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

Section 3.2: Principal Office

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

Section 3.3: Additional Offices

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

ARTICLE IV: MEMBERSHIP

Section 4.1: Two Classes of Members

The Association shall have two classes of members. One shall be called "Members"; the second shall be called "Associate Members". Each shall have the rights and privileges, subject to stated limitations, as set forth in the Sections 4.2 and 4.3, respectively, and referred to as "Membership" or "Associate Membership", as appropriate.

Section 4.2: Member Class

4.2.1 Qualification for Membership

The Association may accept as Members only those companies, business entities and non-governmental organizations whose businesses are principally in the INFORMATION TECHNOLOGY Industry.

4.2.2 Admission Procedure

4.2.2.1 Application for Membership

Application procedure shall be determined by the National Executive Council (NEC) also known as the 'Board'.

4.2.3 Member Representative

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

4.2.4 Membership Rights and Privileges

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

4.2.5 Dues and Assessments (subscription)

Dues and assessments (subscription) shall be set annually by resolution of the Board of Directors; and payment thereof shall be on March 31 of each year unless the Board otherwise provides ("Due Date"). Upon a Member's showing of extreme hardship, the Board in its discretion may defer or waiver payment of such dues. A Member shall be deemed to be in good standing ("Member in Good Standing") only if it has timely paid its dues or has obtained a deferral or waiver from the Board. Any Member which has not paid its dues or assessments by July 1 or obtained a deferral or waiver thereof shall be deemed a

Member not in Good Standing ("Member Not in Good Standing"). Such Member Not in Good Standing shall automatically be re-instated (as a Member in Good Standing) upon payment of all delinquent dues and assessments, not to exceed two years of delinquencies, unless the Board shall conclude otherwise.

4.2.6 Termination of Membership

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

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

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

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

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

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

Section 4.3 Associate Member

4.3.1 Qualification for Associate Membership

The Association may accept as Associate Member; association, business entity, non-governmental organization, institution or entity from any sector of the economy whose businesses are not principally in the INFORMATION TECHNOLOGY Industry but use ICT to drive their businesses.

4.3.2 Admission Procedure

4.3.2.1 Application for Associate Membership

Any entity qualified for and wishing to join the Association as an Associate Member shall file its application for Associate Membership with the Executive Director or any other designated Officer or other means of the Association. The application shall be made by following the application procedures established by the Association and posted on the Association's website. The application shall include a declaration by the applicant of its commitment to and endorsement of the purposes and objectives of

the Association and shall also contain data which supports the applicant's assertion that it is qualified under Section 4.3.1 to become an Associate Member of the Association.

4.3.2.2 Granting of Associate Membership

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

4.3.3 Associate Membership Representative

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

4.3.4 Associate Membership Rights and Privileges

Associate Members shall have the right to attend sessions of the General Assembly and any special meeting of the Members, unless such meetings are expressly reserved for Members only. Associate Members shall not have the right to vote and shall not be eligible for election as Officers or Directors, but shall be eligible for appointment to such committees, as the Board shall deem appropriate. Associate Members shall not have voice at meetings of Members unless agreed in advance by the Executive Director or as specified in the Associate Member agreement with the Association. Attendance at any meeting of the Members, including the General Assembly, and participation on any committee shall be limited to Associate Members in Good Standing.

4.3.5 Dues and Assessments (subscription)

Dues and assessments with respect to Associate Members, and the last date for timely payment of the same, shall be March 31st or as may be set by resolution of the Board of Directors. Any Member that has not paid its dues or assessments as of the due date shall be deemed an Associate Member not in Good Standing.

4.3.6 Termination of Membership

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

- 4.3.6.1** The Associate Member ceases to satisfy the qualification stated in Section 4.3.
- 4.3.6.2** The Associate Member has failed timely to pay all dues and assessments in full.
- 4.3.6.3** Violation of the Constitution or other just cause of a serious substantive nature.

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

4.3.6.5 Any Associate Member whose membership has been terminated or suspended may apply to the Board for reinstatement of its Associate Membership, consistent with the admission procedures set forth in Section 4.3.

ARTICLE V: MEETING OF MEMBERS

Section 5.1 Annual General Meeting

Meetings of the Members shall be held at such time and place as shall be fixed from time to time by the Board. The President shall chair the Board. In his absence the Vice President shall preside at all meetings of the Members.

5.1.1 At least once every year the Board shall convene a meeting of the Members, to be called the Annual General Meeting (AGM) and generally may be held during any of the Association's major events. Notice of the time and place of such General Assembly and all other regular meetings of the Members, as set by the Board, shall be given by the Executive Director or any other designated Officer of the Association at least sixty (60) days in advance. Each Member shall be afforded an opportunity to contribute to an agenda, which shall be distributed to Members at least thirty (30) days prior to the meeting.

5.1.2 Minutes of the AGM and all other regular meetings of the Members shall be kept and made available to the Members on the Association's website or otherwise.

Section 5.2: Special Meetings of Members

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

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

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

Section 5.3: Quorum

One third (1/3) of all Members (in Good Standing) eligible to vote (who may be present in person, by telephone consistent with Section 5.3.1, or represented by proxy) shall constitute a quorum at all regular and special meetings of the Members for the transaction of business. If such quorum cannot be achieved at any meeting of the Members, those Members entitled to vote, albeit less than a quorum, shall have the power to adjourn the meeting from time to time until a quorum shall be present or represented by proxy. At such adjourned meeting at which a quorum shall be present or represented by proxy, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, a new notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

Section 5.4 Voting

5.4.1 When a quorum is present at any meeting, the vote of a majority of Members having voting power present by their Membership Representative or alternates, or as represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which a different or higher percentage vote is required by law or the Association's Articles of Association. Votes may be cast at such a meeting by a show of hands, provided, however, in the President's discretion or upon override of his ruling by affirmative vote of a majority of the Members present, votes may be cast by written secret ballot.

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

Section 5.5 Tele-Conference Participation in a Meeting

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

ARTICLE VI: DIRECTORS

Section 6.1 Powers

The Board of Directors consisting of the national directors shall be the apex decision-making organ of the Association after the General Assembly. The property, affairs, and business of the Association shall be managed by its Board of Directors (individually, ("Director")), which may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by statute, the Articles of Association, or this Constitution.

Section 6.2 Election, Number and Term

6.2.1 Directors shall be elected by majority vote of the Members in good standing at the General Assembly or other regular meeting of the Members called for the stated purpose of electing Directors. The President, upon his election as President, shall automatically become a Director, ditto for the 1st and 2nd Vice-President.

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

6.2.3 Directors shall be elected for a term of two years (or until the next General Assembly if elected between General Assemblies by the Board), and shall serve until their successors are elected and qualify in their stead. Any decrease in the number of Directors shall not affect the tenure of incumbent Directors. Directors except the President, the 1st & 2nd Vice Presidents and the Treasurer may serve successive terms without limitation.

6.2.4 The Board of Directors shall appoint a Nominating Committee to receive recommendations for and to solicit candidates for election as Directors.

The Committee shall determine the qualifications of each candidate and shall publicize its slate of qualified candidates to the entire membership thirty (30) days prior to the General Assembly.

The Committee shall present its slate of candidates at the General Assembly.

Additional nominations of candidates for directors may be made by any Member, provided such nominations are received by the Executive Director or any other designated Officer of the Association at least fifteen (15) days prior to the General Assembly, are seconded by another Member, and the nominee(s) meets the qualifications set forth below.

Nominations from the floor at a General Assembly shall not be permitted. Such elections shall be conducted consistent with this section and rules and procedures, as shall be approved and amended from time to time by the Board and as administered by the CEO or any other designated Officer of the Association.

Section 6.3 Qualifications

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

Section 6.4 Vacancy

In the event of vacancy in any office as a result of death, resignation, removal, disqualification, or otherwise, the Board shall elect, by the affirmative vote of two-thirds of the Directors present and voting at a regular or special meeting of the Board of Director, a successor or successors, who shall serve the unexpired terms of the vacated Directorship(s).

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

Section 6.5 Resignation or Removal

Any individual Director may resign at any time by delivering written notice to the Association. Unless the written notice specifies a later effective date, the resignation shall be effective when accepted by the Board. Any Director may be removed from the Board only for cause by a two-thirds vote of the Board of Directors, which cause shall include (a) loss of the qualifications set forth above and (b) three (3) consecutive unexcused absences from meetings of the Board either in person or by telephone, the President being authorized to excuse absences as he in his discretion deems appropriate.

Section 6.6 Transactions with Interested Parties

A contract or other transaction between the Association and one or more of its Directors, officers, or family members thereof (hereinafter "Interested Party"), or between the Association and any other entity, of which entity, one or more Directors, officers, or trustees are also Interested Parties, or in which an Interested Party has a financial interest -- shall be voidable at the sole election of the Association if neither of the following provisions are satisfied:

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

6.6.2 The transaction was fair to the Association.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof), which authorizes, approves, or ratifies such contract or transaction, but shall not vote on any motion, which authorizes, approves or ratifies such contract or transaction.

Section 6.7 Compensation of Directors

Directors and members of any committee of the Board shall serve as volunteers without compensation, but may receive reimbursement of reasonable expense as may be approved by the Board on application through the Executive Director or any other designated Officer of the Association.

There shall be no exemption from this clause where the Association is deemed not to be in good financial status.

Section 6.8 Ex Officio Members of the Board

In addition to the duly elected Directors, the Board shall include ITAN initiator, Past President(s) elected by the Board as Ex Officio Directors. Ex Officio Directors shall have voice, and can vote at meetings of the Board and their presence count in forming a quorum.

Section 6.9 Standing and Other Committees

The Board shall establish, and appoint two or more Directors to serve on, certain Standing Committees (including but not limited to a Nominating Committee, Finance Committee, Audit Committee, Global Trade Committee, Strategic Initiative Committee, Event Committee and a Public Policy Committee) and may establish such other special committees as in its discretion.

Individuals other than Directors, including Associate Member Representatives or alternates, may also be eligible to serve on such committees. Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of the committee members present and voting in a duly constituted meeting of the committee shall be the act of the committee.

The committee itself shall establish by the Board, or in the absence thereof, other rules governing procedures for meeting of any committee of the Board. All committees shall act by making recommendations to the Board for consideration.

Section 6.10 1st & 2nd Vice-President

The 1st Vice-President shall have particular responsibility to oversee Chapters of the associations with the support of the 2nd Vice-President and dotted overview by the President.

Section 6.11 Chapter Chairman/Chairperson

Each Chapter of ITAN shall have a Chairman/Chairperson who shall chair Chapter Executive Committee of five (5) or not more than fifteen (15) representatives. Duly elected and NEC ratified Chapter Chairman/Chairperson shall be a Director of ITAN.

The Chapter Councils in their respective states shall oversee day-to-day running of their chapters. As is with the National Body, State Councils shall administer ITAN under the following guidelines:

- 1 Overall authority to approve registered new members shall lie with the NEC
- 2 With the delegated authority of NEC, States shall drive for membership. However, registration fees and annual subscription from prospective and bonafide members must be paid to the

designated national accounts. The remitted fees shall be shared between the national and the relevant state chapter/s with a ratio as may be determined by the NEC from time to time.

- 3 In the event of seminars, conferences, exhibitions and workshops organized by the NEC in collaboration with a chapter, net profit shall be shared at the ratio so determined by the NEC in accordance to any prevailing circumstances at the time of event.
- 4 NEC members are obliged to visit Chapters from time to time to promote rules, ethics and to engender IT advancement in all ramifications.

Section 6.12 Additional Regulations

1. Only member Chief Executive Officer (CEO), Managing Director, or Board member shall be eligible to be elected the President, 1st or 2nd Vice-President, Chapter Chairman or Chapter Vice-Chairman of ITAN.
2. Except otherwise directed by the Board, the spirit of this Constitution shall guide the operations of Chapters led by the Chairman/Chairperson.

Section 6.13 Advisory Groups

The Board may select and appoint individuals to serve on one or more advisory groups. Such individuals are not required to be members of the Board. An advisory group shall have no delegated or governance authority, but shall serve in a strictly advisory capacity to the Board, the President, or committees. The Board may remove any members of the advisory group whenever in its judgment the best interests of the Association shall be served by such removal.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 Timing and Notice

The Board shall meet at least four (4) times a year upon the convocation of the President or the call of one third (1/3) of the Directors then in office. Regular meetings of the Board may be held on fifteen (15) days' prior notice on such date and at such time and place as shall be determined by the Board. Special meetings of the Board may be held upon at least three (3) days' prior notice to the Directors of the date, time, and place of the meeting.

Section 7.2 Waiver of Notice

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

Section 7.3 Quorum

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

Section 7.4 Action Without a Meeting

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

Section 7.5 Participation by Conference Telephone, Voice or Video

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

ARTICLE VIII: PROXIES

Section 8.1 Proxy Representation of a Member

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

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

8.1.2 Any proxy, to be recognized, must be delivered to the President or Executive Director or any other designated Officer of the Association forty eight (48) hours prior to the opening of the meeting at which the proxy is to be voted.

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

8.1.4 No Member Representative or alternate may hold and vote more than two (2) proxies.

The Executive Director or any other designated Officer of the Association shall recommend, and the Board shall approve, such additional procedures for granting proxies as the Board may request.

Section 8.2 No Proxy Representation of a Director

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

ARTICLE IX: OFFICERS

Section 9.1 Number and Positions

The principal officers of the Association shall consist of elected officers: President, 1st and 2nd Vice Presidents, and Treasurer; and an Executive Director (who shall be employed by the Board as the Chief Executive Officer of the Association) who shall serve as the Secretary to the Board. The Board shall ratify the election of Chairmen/Chairpersons for Chapters who shall automatically become Directors of the Association. Each of the President and the Vice Presidents shall be Directors of the Association. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 9.2 Term of Office

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

Section 9.3 Resignation or Removal

Any officer may resign at any time by delivering 30days written notice to the President of the Association directly or through the Executive Director or any other designated Officer of the Association. However, the resignation shall be effective when accepted by the Board. Any officer elected or appointed by the Board may be removed by the affirmative vote of two thirds of the Board present at any regular or special meeting of the Board whenever in its judgment the best interests of the Association will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 9.4 Vacancy

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

Section 9.5 President

9.5.1 The President shall, upon his election by the General Assembly of Members, be a Director of the Association, but shall not serve or continue to serve as a Member Representative of a Member.

9.5.2 The President shall be responsible for setting the agenda, scheduling and presiding over the General Assembly, meetings of the Board and any Committee he is a member, and all other official meetings of the Association. In the event of a tie vote of the General Assembly or the Board, the President may elect to break the tie with his/her vote. In the absence of the President, the 1st Vice President and in his absence the 2nd Vice President shall preside at the meeting and have the same responsibilities and privileges.

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

9.5.4: The President shall be elected for a term of two (2) years, or until his successor is elected and qualifies, by the affirmative majority vote of the Members present in person or by proxy at a General Assembly or such other regular or special meeting of Members called for that stated purpose having a quorum.

9.5.5: The President may not serve for more than two (2) consecutive terms.

9.5.6 The Nominating Committee shall receive recommendations for and solicit candidates for election to the office of President, shall determine that each such candidate is or will be duly seconded by a Member, shall publicize the names of candidates for election as President at least thirty (30) days prior to the General Assembly, and shall present the same at the General Assembly upon the President's call for nomination of candidates for a new President.

Additional nominations of candidates for President may be made by any Member, provided such nominations are received by the Executive Director or any other designated Officer of the Association at least fifteen (15) days prior to the General Assembly and are seconded by another Member. Additional nominations of candidates for President may not be made from the floor. However, if no candidate is elected President by an affirmative majority vote on the first ballot, additional nominations for President may be made from the floor and duly seconded for subsequent ballots.

Section 9.6 1st & 2nd Vice-Presidents

The 1st & 2nd Vice-Presidents shall serve in the absence of the President in that order. In the event that the President either resigns or is removed by the Board, the 1st Vice-President elected by the Board will assume all appropriate responsibilities of the President. The 1st Vice-President will assume the responsibilities of the President until such time as there is a General Assembly meeting wherein a new President will be elected or at such time as the Board of Directors chooses to elect new 1st and 2nd Vice-President.

Section 9.8 Executive Director

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

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

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

Section 9.9 Secretary

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

Section 9.10 Treasurer

The Treasurer is elected and shall be a Director.

The Treasurer shall not serve as Chairman of either the Finance or the Audit Committee but may be a member.

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

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

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

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

Section 9.11 Compensation of Officers

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

ARTICLE X: FISCAL MATTERS

Section 10.1 Deposits

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

Section 10.2 Cheques

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

Section 10.3 Contracts

The President or the Executive Director, Plus the Treasurer shall be the signatories to the Association Account, unless otherwise so specified by the Board in case of emergencies.

Section 10.4 Contracts

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

Section 10.5 Gifts and Contributions

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

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

Section 10.6 Endowments

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

Section 10.7 Partnerships and Joint Ventures

The Board may authorize any officer or officers, agent or agents of the Association to enter into any partnerships or joint ventures that the Board determines will advance the purposes and goals of the Association as described in the Association's Articles of Association and will not jeopardize the Association's tax-exempt status. In this regard, ITAN business entity such as ITAN Consult or any other business initiatives that may be authorized by the board shall operate independent of the status of the Association.

Section 10.8 Fiscal Year

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

ARTICLE XI: INDEMNIFICATION

Section 11.1 Indemnification

The Association shall indemnify, to the full extent permitted and required by the Companies and Allied Matters Act 1990, as such Act exists now or may hereafter be amended, its Directors, officers, employees, or agents of the Association who are made or threatened to be made a party to any proceeding by reasons of their office for acts or omissions performed in their official capacity.

Section 11.2 Insurance

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

ARTICLE XII: GENERAL PROVISIONS

Section 12.1 Written Notice

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

Section 12.2 Gender Neutral

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

Section 12.3 Relationship with Other Association in Nigeria

ITAN shall maintain a harmonious relationship with other professional and trade associations in Nigeria such that its independence is not compromised.

Section 12.4 Relationship with Global coalition of Information Technology Associations

As long as interests align, ITAN shall maintain a continuous membership of global fora for Information Technology and Services (e.g., the World Information Technology and Services Alliance - WITSA) and other relevant industry bodies around the world to promote Nigeria's competitiveness in all ramifications.

ARTICLE XIII: AMENDMENTS

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