

No.of Company

**THE FEDERAL REPUBLIC OF NIGERIA**

COMPANIES AND ALLIED MATTERS DECREE, 1990

COMPANY LIMITED BY GUARANTEE

**UPDATED**  
**Memorandum**  
**AND**  
**Articles of Association**  
**OF**  
**INFORMATION TECHNOLOGY (INDUSTRY) ASSOCIATION OF NIGERIA**  
**(ITAN)**  
**(LIMITED BY GUARANTEE)**

**Incorporated this                      day of                      19**

FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS DECREE, 1990

.....  
COMPANY LIMITED BY GUARANTEE

.....  
MEMORANDUM OF ASSOCIATION  
...OF...

INFORMATION TECHNOLOGY (INDUSTRY) ASSOCIATION OF NIGERIA  
(LIMITED BY GUARANTEE)

1. The name of the company is INFORMATION TECHNOLOGY (INDUSTRY) ASSOCIATION OF NIGERIA (LIMITED BY GUARANTEE). It is here in called “the Association”
2. The registered office of the Association will be situated in Nigeria.
3. The objects for which the Association is established are:-
  - (1) To promote Information Technology literacy and usage in Nigeria.
  - (2) To monitor throughout the world advancement and developments in computer technology and allied products.
  - (3) To create a forum for the exchange of technological/technical information and ideas among members of the Association.
  - (4) To seek ways and means of preventing computer burglary and related perils.
  - (5) To develop, maintain and enforce codes of ethics for members of association.
  - (6) To negotiate with the Federal and State Governments and their agencies rates of import duties, levies and taxes payable for the importation and usage of computers and allied products.
  - (7) To act as the representative of members of the Association in all negotiations and consultations with Federal and state governments and their agencies on computer technology (IT) and related matters.
  - (8) To encourage the sale of high quality computers and allied products through the collection and dissemination of information to manufacturers, distributors, marketers, resellers and users in Nigeria.
  - (9) To foster co-operation and fair competition, and to provide an avenue for the settlement of disputes, among members of the Association.
  - (10) To promote, sponsor, support or oppose legislative and other measures affecting the interests of the Association.
  - (11) To borrow and raise money for the purposes of the Association upon such securities as the National Executive Council may deem fit.
  - (12) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the National Executive Council may think necessary or convenient of the purposes of the Association.
  - (13) To sell, manage, lease, mortgage, exchange, dispose of, or otherwise deal with all or any of the property of the association.

- (14) To print and publish any newspapers, journals, periodicals, books or leaflets that the National Executive, council may think for the promotion of the Association's interests.
  - (15) To invest and deal with the funds of the Association not immediately required in such manner as may from time to time be determined by the National Executive Council and to place any such funds on deposit with banks or financial or mercantile institutions or companies.
  - (16) To do all such things as are incidental or conducive to the attainment of the Association's objects.
  - (17) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institutions having objects similar to the objects of the Association, to be determined by the members of the Association at or prior to the time of winding up or dissolution, and in default of such determination by the court.
4. The Association is a public company.
  5. The liability of the members is limited by guarantee.
  6. The income and property of the Association shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or profit to the members of the Association except as permitted by law. However, nothing herein shall prevent the payment in good faith of remuneration to any servant or officer or person employed by the Association or to any member of the Association for any services rendered to the Association.
  7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding N5,000.00. So however, that the total amount to be contributed by all the members shall not be less than N20,000.00.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURE
<p>A-Z COMPUTER. WORLD LIMITED 94 AWOLOWO WAY, IKEJA</p> <p>(COMPUTER COMPANY)</p>	
<p>ADC SYSTEMS LIMITED 84OPEBI ROAD IKEJA</p>	
<p>COMPUTER COMPANY</p>	
<p>FRANCIS VANLERE LIMITED 5 UNITY ROAD IKEJA</p> <p>(COMPUTER COMPANY)</p>	
<p>COMPU- DIGITAL LIMITED 44BAMGBOS E STREET LAGOS</p> <p>(COMPUTER COMPANY)</p>	
<p>CURRENT TECHNOLO GY LIMITED 29 OTIGBA STREET IKEJA</p>	
<p>COMPUTER COMPANY</p>	

FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS DECREE, 1990

.....  
COMPANY LIMITED BY GUARANTEE

.....  
ARTICLES OF ASSOCIATION  
OF

INFORMATION TECHNOLOGY (INDUSTRY) ASSOCIATION OF NIGERIA  
(LIMITED BY GUARANTEE)

1. The regulations contained in part III of table “A” of companies and Allied Matters Decree, 1990 shall not apply to the Association. The following shall be the articles for the management of the Association.

INTERPRETATION

2. In these Articles:

The Articles	means these Articles of association;
The Association	means INFORMATION TECHNOLOGY (INDUSTRY) ASSOCIATION OF NIGERIA (LIMITED BY GUARANTEE);
Chapter	means a chapter of the Association established by the council for a geographical part of Nigeria;
Chapter Officer	means any person elected or appointed to hold an office in a chapter of the association
The Council	means the national Executive Council of the Association.
Council Member	means a member of the council
National General Secretary	means National Secretary of the Association;
Member	means a member of the Association.
National Officer	means any person elected or appointed by the council or the association in general meeting to hold an office in the Association at the national level;
President	means the president of the Association
Deputy President	means the deputy president of the Association;
Chairman	means a chapter chairman of the association
Vice-Chairman	means a chapter vice-chairman of the association
Regulations	means any regulations made by the council for the administration of the Association;
Representative	means any person appointed to represent a member;
The seal	means the common seal of the association.

A member is present at a meeting if its representative is present at the meeting. Words importing the masculine gender include the feminine gender;

Words importing the singular number include the plural number and vice versa;

Expressions referring to shall, unless the contrary intention appears, be construed as

including references to printing, lithography, photography and other modes of representing or producing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the articles shall bear the same meaning as in the decree.

#### ALTERATION OF ARTICLES

3. The association may from time to time alter or add to the articles by registering a special resolution in the manner prescribed by the decree.

#### HEADQUARTERS

4. The headquarters of the Association shall be in Lagos or in any other place approved by the Association in general meeting upon the recommendation of the council.

#### NUMBER OF MEMBERS

5. The number of members with which the Association proposes to register is five but the council may register additional members from time to time.

#### MEMBERSHIP

6. The subscribers to the memorandum of association shall be deemed to have agreed to become members, and to have satisfied all the requirements for membership, of the Association, and on its registration shall be entered as members in the register of members and issued membership certificates.
7. Only corporate bodies or institutions engaged in the business of manufacturing, IT Training, IT Consulting and/or sale of computers and allied products, having total assets not less than N1,000,000, employment of at least three (3) full-time staff, or such amount of total assets and such number of full-time staff as may be determined by the council, and having its registered office in Nigeria shall be eligible for membership of the Association.
8. A candidate for membership of the association shall forward to the national secretary a written application. All applications for membership shall be screened by the Executive committee whose recommendation shall be submitted for the approval or rejection of the council.
9. Each member shall be entitled to receive a membership certificate, which shall be under the seal and shall be in the form prescribed by the council. A membership certificate shall remain the property of the association and upon cessation of membership for whatever cause shall be automatically revoked and must be surrendered to the association.
10. The council may fix such amount as it deems fit as membership application fee.
11. A member may, by giving thirty days' notice in writing to the national secretary, resign its membership of the association.

12. Membership of the association shall be automatically revoked if the member.
  - (i) is unable to pay its debts or compounds with its creditors or goes into liquidation;
  - (ii) shall neglect for six months to pay its annual subscription or it shall persistently neglect or refuse to pay any other money which may be due from it to the association;
  - (iii) is convicted of any criminal offence;
  - (iv) Shall neglect or refuse to comply with any article of association or code of ethics for the time being in force after written notice sent to it by registered post by the secretary on the instructions of the council directing its attention to such neglect or refusal.
13. A member whose membership is revoked for non-payment of membership subscription or other dues may be readmitted by the council on payment of all outstanding subscriptions or other dues.
14. The Association may by a resolution supported by the votes of two-thirds of the members present and voting at a general meeting expel a member whose conduct is prejudicial to the interests of the Association.
15. A member whose conduct is to be investigated under the immediately preceding article shall be given fourteen days notice in writing by the national secretary of the intention to investigate its conduct. Such member shall be entitled to make a written statement in this defence and in addition or as an alternative appear before the council or any committee to defend its conduct. If the council shall not be satisfied with the member's defence, the council shall recommend its expulsion to the association in general meeting where the member shall be entitled to appear and or circulate a written statement in its defence.
16. A member expelled may re-apply for membership after the expiration of one calendar year from the date of its expulsion.
17. The council, with the approval of members in general meetings, may from time to time determine the annual subscription payable to the association. A member's subscription shall start from the commencement of the association's financial year, but if a member is elected after the commencement of the financial year, it shall pay such subscription as the council may determine.
18. A member whose subscription is in arrear shall not vote, and if the subscription is in arrear for six months all privileges of membership shall be forfeited.

#### REGISTER OF MEMBERS

19. The national general secretary and the chapter secretary shall keep a register of members, which shall be open for inspection during the ordinary business hours of the association by any member. The names and addresses of all members shall be entered in the register.

20. Only members whose names appear in the register shall be entitled to receive notice of and attend meetings of the association.

#### GENERAL/MONTHLY/OTHER MEETINGS

21. The association shall in each year hold a general meeting as its annual general meeting at such time and place as the council shall appoint, in addition to any other meeting in that year and not more than twelve months shall elapse between the date of one annual general meeting of association and that of the next; provided that so long as the association holds its first annual general meeting within 18 months of its incorporation it need not do so in the year of incorporation or in the following year.
22. The council may, whenever it deems fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened by the council if requested to do so by at least fifteen percent of the members entitled to attend and vote at a general meeting.
23. General meetings shall be convened by at least twenty-one days' notice in writing exclusive of the date of the notice and the day of the meeting.
24. A general meeting of the association shall, notwithstanding that it is called by a shorter notice than that specified in the articles, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.
25. A notice shall be deemed to have been properly served where it is sent by post to a member's registered address seven days after posting.
26. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by member shall not invalidate the proceeding at the meetings.
27. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, at least twenty percent of the members shall be a quorum.
28. If within 30 minutes from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case, the meeting shall be adjourned to the same day, time and place as may be directed by the council.
29. If at an adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be quorum.
30. The president or failing him the 1<sup>st</sup> Vice President or failing him the 2<sup>nd</sup> Vice President shall preside as Chairman at every general meeting of the Association. If there is no such president or if neither of them is present within fifteen minutes

from the time appointed for the meeting or willing to act as chairman, the council members present shall elect one of their numbers to be chairman of the meeting. If no council member is present or willing to act, the representatives present shall elect one of their numbers to be chairman of the meeting.

31. The chairman of a meeting may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.
32. At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands and a declaration by the chairman that the resolution had been carried unanimously or by a particular majority or lost and an entry to that effect made in the minute book shall be conclusive evidence of the fact without proof of the number or the proportion of votes recorded in favour of or against the resolution.
33. In the case of an equality of votes at a general meeting the Chairman of the meeting shall have the deciding vote.
34. Each member, unless disqualified from voting, shall have one vote at any general meeting of the association.
35. A member shall, by instrument in writing addressed to the national secretary, appoint a person to represent it at meetings of the Association; and may revoke such appointment by instrument in writing addressed to the national secretary.
36. A person may represent only one member at any one meeting.
37. Monthly meetings shall hold for at least 10 months in a year in tandem with meeting rules or as may otherwise be decided by the Council
38. National Council meetings shall hold at least three times in a year
39. Members shall have as many e-meeting as practicable

#### OFFICERS

40. The following shall be the officers of the Association:
  - (a) President;
  - (b) 1<sup>st</sup> Vice President
  - (c) 2<sup>nd</sup> Vice President
  - (d) National General Secretary
  - (e) Assistant National General Secretary
  - (f) National Treasurer
  - (g) National Financial Secretary

- (h) National Publicity Secretary
- (i) National Social Secretary
- (j) Chapter Chairmen
- (k) Chapter Vice-Chairmen
- (l) Chapter Secretary
- (m) Chapter Assistant Secretary
- (n) Chapter Treasurer
- (o) Chapter Financial Secretary
- (p) Chapter Publicity Secretary
- (q) Chapter Social Secretary

41. Only persons of the status of Chairman or Chief Executive or Managing Director of a member shall be eligible to contest election for the office of President, 1<sup>st</sup> & 2<sup>nd</sup> Vice-President, National General Secretary, Chapter Chairman, Chapter Vice-Chairman, and Chapter Secretary.
42. The officers shall perform such duties as may be prescribed by the council.
43. The officers shall be elected at the annual general meeting and shall hold office for two years only, but may be re-elected for a second term of two years provided that no officer shall hold the same office for more than four consecutive years. However, an officer who had held the same office for four consecutive years shall be eligible to contest any other office (remove after the expiration of one calendar year after the end of the fourth year.)
44. Vacancies arising in any office may be filled by the council or by the association in general meeting. Any person elected to fill a casual vacancy shall retire at the same time as the occupant of the office will have retired.
45. A person shall cease to be an officer or chapter officer (remove or zonal officer) as the case may be if the member he represents ceases for whatever cause to be a member or revokes his authority to represent it or if the officer resigns in writing or is removed from office in accordance with the Articles.
46. A chapter officer may be removed from office by a resolution at general meeting of the chapter supported by the votes of at least sixty percent of the total membership of the chapter.
47. The Office of the 1<sup>st</sup> Vice Chairman shall oversee Chapters/Zones of the Association.
48. In the event a Chapter/Zone becomes insolvent/dormant, the 1<sup>st</sup> Vice Chairman shall take steps to reactivate the chapter/zone.

## **THE COUNCIL**

49. The affairs of the Association shall be managed by the council, which shall be constituted as follows:
  - (a) Officers of the Association
  - (b) Chairmen of the Chapters; and
  - (c) Five (5) representatives elected from the general body of representatives at the annual general meeting to hold office until the subsequent annual general meeting. They shall be eligible for re-election for another year.
50. A council member may be removed from the council by a resolution at a general meeting supported by the votes of at least sixty percent of the total membership of the association.
51. Vacancies in the council may be filled by the council or by the Association in general meeting. Any person elected to fill a causal vacancy shall retire at the subsequent annual general meeting but shall be eligible for re-election.
52. The President shall be the Chairman of the Council.
53. A person shall cease to be a council member if he ceases to hold the office within the Association by which he became a council member or if the member which he represents in the Association ceases for whatever causes to be a member or revokes his authority to represent it or if he resigns his membership of the council or is removed in accordance with the articles.
54. The council shall have power to take offices or acquire premises for the use of the Association, and to employ such persons as are necessary for the proper conduct of the affairs of the Association; to engage professional assistance and to make regulation concerning conditions of service and remunerations for all persons employed by the Association and subject to the memorandum of association and the articles to fix its own meetings and regulate the proceedings thereat; to manage and superintend the affairs of the association and act in the name of the Association and generally to exercise all powers and functions of the Association not hereby conferred upon the members in general meetings.
55. The council shall have power to make, alter or revoke regulations for carrying on the affairs of the Association and codes of ethics for the members provided always that the regulations and the codes of ethics should not be repugnant to the memorandum of association and the articles.
56. The council may delegate any of its powers to committees consisting of such members of their body as they deem fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations may be imposed on it by the council. Where no such regulations are made by the council, a committee may regulate its proceeding as it may deem fit.
57. The President, 1<sup>st</sup> or 2<sup>nd</sup> Vice-President as the case may be shall be the chairman of a committee of which he is a member. However, a committee of which the

president, 1<sup>st</sup> or 2<sup>nd</sup> Vice-President is not a member may elect a chairman of its meetings.

58. The national general secretary shall, on the request of the president or three Council members summon a meeting of the council.
59. All council members shall be given at least seven days' written notice of all meetings of the council; however an emergency meeting may be called by two days' notice.

#### CHAPTER

60. The council may from time to time establish Chapters of the Association and make regulations for the administration of such Chapter as it may deem fit.

#### NATIONAL GENERAL SECRETARY

61. The national general secretary shall be vested with the duty of preparing, updating and keeping the records of the Association and such other duties as the council may determine.
62. The National secretary shall cause minutes of the proceeding of all general meetings of the members and all meetings of the council and committees to be kept in books meant for that purpose.

#### ACCOUNTS

63. The council/chapter shall keep or cause to be kept such books of accounts as are necessary to give a true and fair view of the state of affairs and to explain the transactions of the Association with respect to.
  - (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place;
  - (b) The assets and liabilities of the Association.
64. The council shall from time to time, cause to be prepared and laid before Association in general meeting such financial statements and reports as are referred to in the decree.
65. A copy of every balance sheet which is laid before the association in general meeting, together with copy of the Auditors Report shall not less than twenty-one days before the date of the meeting be sent to every member.

#### AUDITORS

66. Auditors shall be appointed and their duties regulated in accordance with the decree.

#### SEAL

67. The council shall provide for the safe custody of the seal, which shall only be used by the authority of the council or of a committee of the council authorized by the council in that behalf and every instrument to which the seal shall be affixed shall be signed by one council member and countersigned by the National general secretary or by another council member or by some other person authorized by the council for the purpose.

#### APPLICATION OF INCOME

68. The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association and no part or portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or profit to the members except as permitted by law. However, nothing herein shall prevent the payment, in good faith, of remuneration to any servant or officer or person employed by the Association or to any member for services rendered to the Association.

## ADDENDUM

### OPERATIONAL MODALITIES FOR THE NATIONAL EXECUTIVE COUNCIL & THE CHAPTERS

The National Executive Council (NEC), consisting of the national executives, chapter chairmen, and 15 council members, remains the apex decision-making organ of the organization. The Chapter executive committee consisting of the Chairman, Vice-Chairman, General Secretary and other executives, in their respective state shall oversee day-to-day running of their state. Without prejudice to the Constitution, the National Executive Council and the Chapter Executive Committee shall administer ITAN under the following guidelines:

1. *Overall authority to register new members shall lie with the National Executive Council*
2. *With the delegated authority of the National Executive Council, Chapters shall drive for membership and collect forms and registration fees and annual dues from prospective and bonafide members respectively. 55% of these fees shall be remitted to the National Council while the chapter may retain 45%.*
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 rate of 70% to the National and 30% to the Chapter. In order words, chapter organized event in collaboration with the NEC shall attract a return on net profit of 70% to the Chapter and 30% to NEC. No ITAN event shall be organized without a collaborative effort of the stakeholders ie National and State.*
4. *Therefore, NEC and the Chapter shall operate separate bank accounts with reputable Banks with universal banking operations.*
5. *NEC members are obliged to visit Chapters from time to time to promote rules, ethics and to engender IT advancement in all ramifications.*