

Registered under No.: 2021/171
in the Societies Register, Maseru, under
the Societies Act 1986, on the 26th
April day of 2021
[Signature]
Registrar-General
Lesotho

**THE CONSTITUTION
OF
LESOTHO INFORMATION
AND
COMMUNICATION TECHNOLOGY
ASSOCIATION
(LICTA)**





LICTA

CONSTITUTION FOR

LESOTHO INFORMATION AND

COMMUNICATION TECHNOLOGY

ASSOCIATION

(LICTA)

ARTICLE 1: NAME

This organization shall be called the **LESOTHO INFORMATION AND COMMUNICATION TECHNOLOGY ASSOCIATION – LICTA** hereinafter referred to as the Association or LICTA.

ARTICLE 2: ADDRESS

2.1 Physical Address

The physical address of the Association shall be Suite 205 – 206, Block B, Victoria Hotel, Maseru, Lesotho.

2.2 Postal Address

The postal address of the Association shall be P.O. Box 992, Maseru, Lesotho, 100.

2.3 Email Address

The official email address of the Association shall be info@licta.org.ls

ARTICLE 3: PURPOSES AND OBJECTIVES

3.1 Purposes

The Association is local and international scientific and educational organization dedicated to advancing the art, science, engineering, and application of information technology, serving both professional and public interests by fostering the open interchange of information and by promoting the highest professional and ethical standards in this field as well as to promote a sense of common purpose and networking.

3.2 Objectives

The objectives of the Association shall be to:

- a) Assist decision makers to appreciate, comprehend and cope with the challenges resulting from rapid technological and social changes.
- b) Assist local government as well as private and not-for-profit entities in their ICT related decision-making.
- c) Work in co-operation with all groups and associations who share our vision.

ARTICLE 4: LEGAL STATUS

- a) The Association shall be registered according to the Societies Act No. 20 of 1966.
- b) The Association shall be capable of suing and being sued in its own name.

- c) The Association shall not be organized for profit.
- d) The Association shall be capable of acquiring and owning businesses, property, and other assets in its own name.
- e) The Association shall be capable of entering into contractual obligations in its own name.
- f) However, the Association shall not have the status of a body corporate; therefore, it shall not exist separate from its Members.
- g) The Association shall make Policies and Regulations to govern internal (and external) matters, and they shall have a binding effect on all Members.

ARTICLE 5: MEMBERSHIP

5.1. Eligibility

Any person or institution subscribing to the purposes of the Association and eligible for membership in accordance with this Constitution and Bylaws will become a member upon the acceptance of the application for membership and the payment of dues in accordance with this Constitution.

5.2. Classes of Membership

The terms "Member" and "Member of the Association" appearing without a qualifier shall refer only to members of classes that have voting rights at the Association level. Classes of membership and their qualifications and privileges are defined below:

a) Information and Technology Companies

- i) A candidate for Information and Technology Companies must be a registered entity with a valid company extract and a trader's license.
- ii) This entity shall elect a representative, endorsed by board resolution, along with its application and this representative will represent this member company until otherwise changed through the same process.
- iii) A candidate for this class must have more than one year of existence according to the trader's license attached along with the application.
- iv) Company Members must subscribe to the purposes of LICTA.
- v) Company Members shall have a single voting right and the right to hold office in the Association.
- vi) Each Company Member shall pay annual dues and receive publications of the Association.

b) Professional Member

- i) A candidate for Professional Membership must have certification from an accredited educational institution or at least three (3) full-time years of experience in the arts and sciences of information processing or associated fields.

- ii) Professional Members must subscribe to the purposes of LICTA.
- iii) Professional Members shall have voting rights and the right to hold office in the Association. Each Professional Member shall pay annual dues and receive publications of the Association.

c) Fellow Member

- i) There shall be a Fellow designation for Professional or Company Members who have distinguished themselves by outstanding technical and professional achievements in the field of information technology.
- ii) Council shall establish procedures for nomination, selection, and approval of LICTA Fellow candidates.

5.3 Resignation

A member may at any time file a resignation in writing with the Secretary, and it shall become effective as of the date it is filed, and all the contributions done to the Association are not refundable.

5.4 Admonition, Suspension and Expulsion

- a) A member may be dropped or suspended for non-payment of dues as provided in this Constitution.
- b) A member of the Association may be admonished, suspended or expelled for demonstrating lack of integrity, or for other reasonable cause after a hearing of the case before the Council and by affirmative vote of at least three-fourths of all members of the Council.
- c) A former member of the Association who was expelled from membership can become a member only after approval of the application by an affirmative vote of at least three-fourths of all members of the Council.

5.5 Extent of Membership Liability

- a) The Members are severally and jointly liable to the Association.
- b) Each Member undertakes to contribute an amount as determined by the Executive Committee if the Association is dissolved at a time when that member is a Member, or within one year of the time that person/member ceased to be a Member, for:
 - i) payment of the Association's debts and liabilities contracted before that member ceased to be a Member;
 - ii) payment of the costs, charges and expenses of dissolving the Association; and
 - iii) adjustment of the rights of the contributories among themselves.

5.6 Obligations of Members

Each Member agrees that, while they are a Member:

- a) in their capacity as Member, they will comply with the Association's Policies and Regulations, and act in good faith toward each other and the Association, its officers and staff; and

- b) they will not act in a manner likely to bring the Association into disrepute, in accordance with the Regulations.

5.7 Membership Transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

ARTICLE 6: PENALTIES

Members shall face disciplinary action for breach of this Constitution, Policies and Regulations of the Association, as determined by the Executive Committee.

ARTICLE 7: MANNER OF RAISING FUNDS

The Association shall raise funds by way of:

- a) Subscriptions.
- b) Penalties.

ARTICLE 8: EXECUTIVE COMMITTEE

8.1 Composition and Authority

- a) The Executive Committee shall consist of the:
 - i) President;
 - ii) Vice-President;
 - iii) Secretary;
 - iv) Assistant Secretary;
 - v) Treasurer; and
 - vi) Chief Executive Officer (CEO) (advisory, non-voting capacity).
- b) The Executive Committee shall not be remunerated per sitting unless otherwise determined by the general membership in the Annual General Meeting.
- c) The Executive Committee shall be bound by any action taken by the Council or the Association and shall have such additional authority and duties as may be conferred by the Constitution or resolution of the Council.
- d) The Executive Committee shall appoint representatives of the Association for specific purposes, and shall in general manage the affairs of the Association between Council meetings except in those matters for which Council action is required by the Constitution.
- e) The President shall call a meeting of or cause questions to be presented to the Executive Committee upon the request of any member of the Executive Committee.
- f) The tenure of the Executive Committee shall be one (1) year.

8.2 Authority to Act Without Meeting

- a) Any resolution adopted by majority vote of the members of the Executive Committee or Council after due notice to each of its members shall be deemed and considered the act of the Executive Committee or Council as though adopted at an actual meeting of the Executive Committee or Council whether or not on the occasion of the vote there was an actual meeting.
- b) The notice and the voting of the members of the Executive Committee or Council may be by mail, telephone, digital platforms, or personally, or by any combination of these, and notice by mail shall be deemed given when sent to the Executive Committee or Council member's last mailing address.
- c) A record of the notice and of the voting and of the manner in which the action was taken shall be noted in the minutes of the Executive Committee or Council.

8.3 Place of Meeting

Meetings of the Executive Committee or Council shall be at the principal office of the Association, or at the place of and in connection with a meeting of the Association, or at such places within or outside of Lesotho as the Executive Committee may determine.

8.4 Executive Committee Meetings

- a) Executive Committee shall convene at least four (4) executive meetings a year.
- b) Members are required to attend all physical or electronic meetings and may not miss two (2) consecutive scheduled meetings of any kind without an apology.
- c) Failure to attend Executive Committee meetings must be preceded by a written apology sent by either email or other electronic communication to the President or the Secretary of the Association before the actual meeting commences.
- d) Failure to attend two (2) scheduled meetings in a row will result in immediate dismissal from Executive Committee.

ARTICLE 9: FUNCTIONS OF THE EXECUTIVE COMMITTEE (OFFICERS)

9.1 The President

The President shall act as a chair of the Executive Committee and of the Council and shall appoint the chairs of all other sub-committees, except as otherwise provided in this Constitution or working policies.

9.2 The Vice-President

- a) In the temporary absence or incapacity of the President, the Vice-President shall act as chair of the Executive Committee and of the Council.
- b) In the absence of both President and Vice President, the Council shall elect a President pro-tem from among its membership to act for a period to be determined by the Council.

9.3 The Secretary

- a) The Secretary shall ensure that records are kept of all proceedings, actions and meetings of the Association, the Council, and the Executive Committee, and that the votes and minutes thereof are recorded in a book or books to be kept for that purpose.
- b) The Secretary shall conduct the correspondence of the Association and shall give due notice of all meetings of members, of the Council, and of the Executive Committee.
- c) The Secretary shall provide for the maintenance of a list of all members of the Association, clearly designating those entitled to vote, and such list or a copy thereof shall be made available for inspection by the members at all meetings of the Association where votes of the members are taken.
- d) The Secretary shall provide for custody of the original of this Constitution and of the amendments thereto.
- e) The Secretary shall provide for custody of the seal of the Association, and when authorized by the Council or the Executive Committee shall affix it to any instrument of the Association requiring a seal.

9.4 Assistant Secretary

- a) In the temporary absence or incapacity of the Secretary, the Assistant Secretary shall act as the Secretary of the Executive Committee and of the Council.
- b) With the guidance of the Secretary, the Assistant Secretary shall handle other assignments and responsibilities of the Association.

9.5 The Treasurer

- a) The Treasurer shall ensure that accurate accounts are kept by the Association, that dues and other sums are collected, that all properly approved bills are paid, and that financial statements and budgets are prepared.
- b) The Treasurer shall render to the Council or the Executive Committee, as required, an accurate account of all transactions and of the financial condition of the Association.

9.6 The Chief Executive Officer

- a) The Chief Executive Officer shall run the office of the Association as well as to manage the day-to-day activities of the Association.
- b) The Chief Executive Officer shall attend all meetings of the Association and take minutes, under the supervision of the Secretary.
- c) The Chief Executive Officer shall maintain and keep custody an up-to-date register of Members.
- d) The Chief Executive Officer shall be the chief accounting officer of the Association.

ARTICLE 10: COUNCIL

10.1 Membership

- a) All Council members are required to be Members of the Association in good and regular standing.
- b) The Council shall consist of the Executive Committee members, one representative of Professional Members, One (1) Representative of Businesses, One (1) representative of Civil servants and one other member.
- c) Members of the Council shall be nine (9) in number plus the currently employed Chief Executive Officer if any without any voting rights in any of the meetings of the Council.

10.2 Authority and Duties

- a) The Council shall formulate the Policies and Regulations of the Association, and generally supervise their execution by the Executive Committee.
- b) The policies and regulations shall be ratified by the Annual General Meeting and if the Policies and Regulations appear to be inconsistent with the Constitution, the Constitution shall prevail.
- c) Each Council member shall represent the members and the best interests of the Association.
- d) The Council is authorized to employ and fire a Chief Executive Officer (to run the office of the Association as well as to manage the day-to-day activities of the Association).

10.3 Council Meetings

- a) The Council shall meet at least twice a year, usually at meetings of the Association, and otherwise upon the call of the Executive Committee or of any five members of the Council. A five plus (5+) quorum of the Council shall consist of persons entitled to vote. Except where otherwise provided by law or by this Constitution, the act of a majority of a quorum shall be deemed the act of the Council.
- b) Meetings of the Council shall be at the principal office of the Association or at the place of and in connection with meetings of the Association, or at such places within or outside Lesotho as the Council may determine, or in the absence of such a determination as determined by the Executive Committee.
- c) A member of the Council unable to be present at a meeting may appoint in writing a Member of the Association as the Council member's proxy. The proxy may take part in discussion and may vote in the place of the member of the Council. While so acting as a proxy for the Council member, the proxy shall be deemed for all purposes to be a member of the Council in lieu of the Council member, but only as a Council member and not otherwise as an officer of the Association.
- d) Except whereby law or by this Constitution a meeting of the members of the Council or their proxies requires their physical presence at the same time and place, the Council may transact business by mail, electronic communications or in the physical presence of each other, or by any combination of these. Any resolution adopted in such manner by a majority vote of a quorum of the members of the Council (or by such larger vote as may be required by law or by this Constitution), after due notice is given to its members shall be deemed and considered the act of the Council as though adopted at a meeting of the Council. Notice by mail or electronic communications shall be deemed given when sent to the Council member's last address. A record of the notice and of the voting and of the manner in which the action was taken shall be noted in the minutes of the Council.

- e) Actual meetings of the Council twice each year are required by this Section. Actual meeting of the Council is also required for Council action pursuant to the following provisions of the Constitution.
- f) Council meeting attendees may be renumerated with appropriate sitting allowances that shall be determined and revised at every Annual General Meeting of the Association.
- g) Failure to attend Council meetings must be preceded by a written apology sent by either email or other electronic communication to the President or the Secretary of the Association before the actual meeting commences. Members are required to attend all physical or electronic meetings and may not miss two (2) consecutive scheduled meetings of any kind without an apology. Failure to attend two scheduled meetings in a row will result in immediate dismissal from the Council.

10.4 Annual Report

The Council shall report annually to the members of the Association either by mail or through the medium of one of the Association's publications which is sent to all members.

10.5 Annual Budget

Each year the Council shall adopt an annual budget for the guidance of the fiscal affairs of the Association for the following fiscal year.

10.6 Questions

The Council shall give members of the Association reasonable opportunities to express their views on questions to the Association. Upon petition of one percent of the Members of the Association or by decision of the Council, a question to the Association shall be submitted without undue delay by the Secretary/Treasurer to a ballot of the Association by mail. The vote of a majority of the Members balloting, if the number of Members balloting is more than one quarter ($\frac{1}{4}$) of all Members of the Association, shall be binding upon the Council, except where a larger vote is required by law and except in the case of an amendment to this Constitution.

10.7 LICTA Code of Professional Ethics

The Council shall adopt, maintain, enforce and conspicuously publish and display to all members and the public a code of professional ethics, which shall be binding on all members of the Association.

ARTICLE 11: ELECTIONS

- a) The President, Vice-President, Secretary, Assistant Secretary and Treasurer and as many Members-at-Large as are required to fill vacancies for the Members-at-Large on the Council as provided in the Constitution, shall be elected each year by the Members of the Association.
- b) Balloting shall be conducted and recorded as provided in the Constitution.
- c) No person may hold two (2) Council positions.

ARTICLE 12: TENURE

12.1 Council Members

- a) The Council shall hold office for a year and may be re-elected to office not longer than four (4) consecutive times.

- b) If any vacancy arises in an office the Council shall fill it by appointment until the next regular election unless otherwise prescribed by the constitution.

12.2 Committees

The terms of office of all committee Presidents and members of Committees of the Association except as otherwise provided in these Constitution shall be determined by the Council and may be terminated at any time by the Council.

12.3 Recall/Impeachment

Any elected member of the Council may be recalled by vote of the Members following an impeachment. Impeachment may be either by a two-thirds ($\frac{2}{3}$) vote of the whole Council or the council forced to sit and Impeach by a petition to the Council signed by 20% (twenty percent) of the Members of the Association. Upon impeachment the Council shall promptly direct a special ballot by all Members. Provided that at least two-thirds ($\frac{2}{3}$) of all eligible Members cast ballots, a two-thirds ($\frac{2}{3}$) majority of the votes cast will suffice for immediate removal of the Council member from the Council.

ARTICLE 13: NOMINATIONS

- a) Members shall be notified of nominations for officers and Members-at-Large as provided in this Constitution.
- b) Prior to distribution of the ballot, nominations by petition of at least one percent (1%) of the Members shall be received and entered on the ballot in the manner described in the Constitution.

ARTICLE 14: ASSOCIATION MEETINGS

14.1 Meeting by Ballot

- a) With respect to any question or vote required by law to be submitted to or taken by the Members of the Association at a meeting of the Members, the timely mailing of the ballot or other notice to each Member at the last post-office address or other communication acceptable in this Constitution as given to the Secretary shall be deemed and considered notice of a meeting of the Association; the return of the ballot shall be deemed a proxy directed to the Secretary authorizing and directing the Secretary to vote the ballot as marked; and the Secretary shall be bound to vote in such manner.
- b) Each Member of the Association, however, shall have the privilege of attending in person at the time and place stated in the ballot or other notice for the opening and counting of the ballots, and the Member may cast a vote personally instead of by mailed ballot.

14.2 Annual General Meetings (AGM)

- a) The Annual General Meeting shall be the highest decision-making structure of the Association and all members of the Association are eligible to attend general meetings and to vote and the purpose of the Annual General Meeting is to:
 - i) Elect new members of the Council, including the Executive Committee.
 - ii) Enable reporting by the Council and Executive Committee.
 - iii) Consider and adopt proposed annual budget and constitutional amendments.

- iv) Appoint Auditors of the Association.
 - v) Consider and determine proposal for monthly contributions and registration of new members.
 - vi) The Annual General Meeting shall ratify the Policies and Regulations made by the Council and if the Policies and Regulations appear to be inconsistent with the Constitution, the Constitution shall prevail.
- b) The Annual General Meetings will be convened annually, not later than 10 (ten) months after the end of the financial year.
 - c) A notice to convene an Annual General Meeting shall be sent to all Members of the Association not less than 30 (thirty) days prior to the meeting, specifying the date, place (virtual/physical) and time of the meeting.
 - d) A notice to convene an Annual General Meeting shall be sent to all Members of the Association by emails or other technological means, accompanied by:
 - i) an agenda;
 - ii) narrative general progress report;
 - iii) an audited statements of accounts to the end of the preceding financial year; and
 - iv) any constitutional amendments proposed by Members and Council.
 - e) Quorum:
 - i) Unless otherwise determined by the Executive Committee, 50% (fifty percent) plus one (1) of voting Members appearing in the Membership Register on the last day of the month preceding the meeting; present and entitled to vote at an Annual General Meeting will form a quorum.
 - ii) If the quorum is not formed as aforesaid further notice of 14 (fourteen) days shall be given to Members, and if within one half (½) hour of the time appointed for such meeting a quorum is still not formed; the Members present shall form a quorum.
 - f) Members may send representative.
 - g) Rules of Debate:
 - i) At any general meeting a resolution put to the vote of the meeting shall be decided by a ballot or show of hands. A declaration by the President of the meeting that a resolution has been carried or lost and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact, without proof of the actual number or proportion of the votes recorded in favour or against such resolution.
 - ii) In the case of an equality of votes whether on a show of hands or by ballot, the President of the meeting at which the voting takes place shall be entitled to cast a deciding vote.
 - iii) The proceedings of the Annual General Meeting will be governed by the rules of debate as determined by the Executive Committee from time to time which may be varied by majority decision of Annual General Meeting to meet special circumstances.

14.3 Special General Meetings (SGM)

- a) At any time, a Special General Meeting shall be convened by the President and one (1) Member of the Executive Committee or five (5) members of the Council or at the request of at least 10% (ten percent) of the general Members of the Association who shall deliver a request to the President in writing.
- b) A Special General Meeting shall deal with the specific matter for which the meeting was called or requested.
- c) A notice to convene a Special General Meeting shall be sent to all Members:
 - i) not less than seven (7) working days prior to the meeting;

- ii) by emails or other technological means; and
- iii) will specify the matter/s to be dealt with.
- d) Fifty percent (50%) plus one (1) of voting Members present, entitled to vote at a Special General Meeting will form a quorum.
- e) If the quorum is not formed as aforesaid further notice of seven (7) days shall be given to Members, and if within one half (½) hour of the time appointed for such meeting a quorum is still not formed; the Members present shall form a quorum.

ARTICLE 15: ADOPTION OF THE CONSTITUTION

- a) The Constitution shall be adopted by an affirmative vote of at least two-thirds ($\frac{2}{3}$) of all the members at large.
- b) The Council and Members at large shall have the authority to interpret the Constitution.

ARTICLE 16: AMENDMENT TO THE CONSTITUTION

16.1 Constitution

- a) This Constitution may be amended by an affirmative vote of at least two-thirds ($\frac{2}{3}$) of the Members at large balloting, provided that ballots are received from at least ten (10) percent of the Members of the Association.
- b) Proposed amendments to this Constitution shall be submitted to the Members for ballot upon the affirmative vote of two-thirds ($\frac{2}{3}$) of all the members of the Council or upon petition of one percent of the Members.

16.2 Notification

Any additions or changes in the, the Constitution shall be reported by the Secretary to the membership by mail or by publication in one of the Association's publications received by all members.

16.3 Eligibility to Amend Constitution

- a) The Executive Committee or any Member of the Association, or Committee created pursuant to these Articles have the right at any time to submit proposals for amendment, addition to, variation or rescission of the Constitution.
- b) Proposals for amendment must be lodged in writing to the President or Secretary at least 60 (sixty) days before the date of the Annual General Meeting to which they are to be submitted and not less than 21 (twenty-one) days' Notice specifying the place, the day, the hour of the Annual General Meeting and the intention to propose the resolution as a special resolution has been given to all Members eligible to vote.
- c) Notice of any amendment of the Constitution shall be filed with every requisite authority or department.

ARTICLE 17: CONTRACTS AND OTHER LEGAL DOCUMENTS BINDING THE ASSOCIATION

- a) Decisions to enter contracts shall be taken by the Executive Committee.
- b) Signatories to the contracts and other legal effects binding the Association shall be the President and Secretary or Treasurer.
- c) The Secretary shall be the custodian of contracts and other legal documents.
- d) Signatories to all bank transactions shall be the Treasurer and President or Secretary, or as shall be determined by the Executive Committee.

ARTICLE 18: FINANCIAL YEAR

The financial year of the Association shall commence on the first (1st) day of January and end on the thirty first (31st) day of December.

ARTICLE 19: BOOKS OF ACCOUNT

- a) Proper books of account shall be kept by the Treasurer.
- b) The Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to the last day of the month preceding that of Annual General Meeting.
- c) The funds of the Association shall be paid into any bank in Lesotho to its credit and the bank account shall be operated by the Treasurer and the President or Secretary, or as shall be determined by the Executive Committee.

ARTICLE 20: AUDIT

Annual audit of the accounts of the Association shall be made by independent auditors; registered with the relevant authority within the meaning of the Societies Act. The auditors will be elected at the Annual General Meeting.

ARTICLE 21: RULES OF DEBATE

Rules of debate to be observed at all meetings of the Association will be in accordance with a schedule circulated by the Association from time to time.

ARTICLE 22: RESOLUTION OF DISPUTES


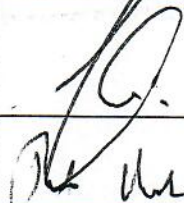
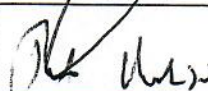






- a) Disputes between Members shall be resolved by the Executive Committee. Should the Executive Committee be incapable of resolving the dispute, Council shall form a Mediation Committee which will be established to determine the matter.
- b) Disputes between Members and the Executive Committee and Council or other Committees shall be resolved through the establishment of a Mediation Committee.

- c) If the Mediation Committee fails to resolve the matter, it shall be referred to Arbitration.
- d) If the Arbitration fails to resolve the matter, it shall be referred to the Annual General Meeting, and the decision of the Annual General Meeting is final.
- e) If any party to the dispute is still disgruntled, they may take the matter to the courts of law.

ARTICLE 23: DISSOLUTION

- a) The Association may be dissolved if its Members become less than 10 (ten).
- b) The Association may be dissolved by a resolution of Members who form majority of more than 50% (fifty percent).
- c) If the Association is dissolved it will engage an independent liquidator for the winding up.
- d) Any surplus assets of the Association remaining after the payment of its debts shall be paid to or distributed to Members.

Members of the Executive Committee and Other Members of the Association.

First Names	Surnames	Positions	Address	Signature
KHOMBELWAYO	MLOTSHWA	President	204 Thato Street Moshoeshoe II, Maseru	
MOHLALEFI	SEFIKA	Vice President	Katlehong, No. 1070 Monokotsoái Street, Maseru	
THATO	MOLISE	Treasurer	Masowe 3, Maseru	
MAMOTHOKOANE	TLALI	Secretary	Naleli, Ha- Rasetimela, Maseru	
NTHATHAKANE	MAIME	Assistant Secretary	Matala Phase 1, Maseru	
TEBOHO	MAHLO	Member	Moshoeshoe II, Maseru	
JONE CLEMENT	BOFELO	Member	Ha Tsósane, pela Boitumelo, Maseru	
MOJELA	LIETA	Member	Radio Tower, Ha Abia, Maseru	
MATLATSI	SEHOLE	Member	Ha Mabote, Lifelekoaneng, Maseru	
NTHABISENG	MOROANYANE	Member	Lithoteng, Ha Phakalasane, Maseru	