

Constitution of the:

TANZANIA INTERNET SERVICE PROVIDERS ASSOCIATION - TISPA

1.0 THE ASSOCIATION:

- 1.1 The name of the Association shall be the TANZANIA INTERNET SERVICE PROVIDERS ASSOCIATION, (in short TISPA) and shall be referred to hereinafter as the Association.
- 1.2 The Association shall be chartered and incorporated as a non-profit organization under the laws of the UNITED REPUBLIC OF TANZANIA. The Association shall not have as its purpose pecuniary gain/profit, incidental or otherwise, for any of its members.
- 1.3 The Association will collect funds through its membership dues and other self-sustaining ventures. It may also solicit and receive funds, grants or loans to aid in carrying out its aims and purposes. No funds shall be received without the express authorization of the Executive Committee or its designated agent. The Executive Committee authorizes an annual budget that is administered by its designated agent.

2.0 PURPOSE OF THE ASSOCIATION:

- 2.1 To bring together the Internet community to collectively make the internet accessible to as many people as possible by encouraging the proliferation of the sector, and have their effects be as positive as possible to the users and the country in general.

3.0 GOALS AND FUNCTIONS:

The goals and functions of the Association are to:

- 3.1 To provide a non-profit making forum through which Internet Service Providers can address issues of common interest and interface with industry stake holders so that end users receive world class service and industry participants earn a fair return on their investments;
- 3.2 To be a mouth piece of Internet Service Providers and represent all internet service related interests including but not limited to legal, regulatory, technical and policy;
- 3.3 To establish and manage Internet Exchange Points (IXP) and other internet infrastructure of common interest;
- 3.4 To champion measures and initiatives aimed at increasing and expanding access to internet services, especially in uneconomic areas, by alleviating problems and constraints hindering provision of internet services and other economic problems facing the Internet Service Providers;
- 3.5 To raise public awareness in matters relating to usage of internet including but not limited to, projects which are funded by donor countries and the Government of Tanzania;
- 3.6 To organize exhibitions, training, seminars, symposium, conferences and interaction with Government, political leaders, members, and the general society in order to participate in internet access;
- 3.7 To cooperate and liaise with organizations having similar objectives locally, regionally, and internationally;
- 3.8 To support, encourage, foster, promote by expertise or otherwise to:
 - 3.8.1 Education and training on internet access;
 - 3.8.2 Policy improvements;
 - 3.8.3 Legal and Regulatory enhancements;
 - 3.8.4 Other charitable activities in line with the stated goals and functions.

4.0 METHODOLOGY:

The Association shall seek to attain its goals and objectives via the following means:

- 4.1 Convening of the TANZANIA INTERNET SERVICE PROVIDERS ASSOCIATION Annual Meeting and other meetings, conferences, workshops, seminars and training sessions which benefit the field of internet service provision and internet technology;
- 4.2 Preparing and distributing publications.
- 4.3 Establishing and managing Internet Exchange Points (IXP) and other internet infrastructure of common interest;
- 4.4 Establishing assistance to Internet Service Providers through training, advocacy, and technical assistance;
- 4.5 Coordinating and cooperating with international, national, regional, state and provincial organizations with similar objectives and goals;
- 4.6 Working with and through the internet community.

5.0 MEMBERSHIP

- 5.1 There shall be four (4) categories of membership as follows:
 - 5.1.1 Category 1 - ISP Members: All recognized Internet Service Providers who are permitted to conduct business may apply to become a member of TISPA. ISP Members have a vote at all membership meetings and on mail ballots. The length of active membership shall be for one year in accordance with the dues structure established by the Executive Committee and as long as their dues have been paid. ISP Members may serve on committees, chair committee and run for an elected position on the Executive Committee.

- 5.1.2 Category 2 – Non-ISP Members: Institutions and organizations who are recognized by the appropriate authorities and who provide Internet access but who are not in the business of doing so may apply to become a member of TISPA. Non-ISP Members have a vote at all membership meetings and on mail ballots. The length of active membership shall be for one year in accordance with the dues structure established by the Executive Committee and as long as their dues have been paid. Non-ISP Members may serve on committees, chair committee and run for an elected position on the Executive Committee.
- 5.1.3 Category 3 - Honorary Members: Individuals who can offer advice, insight and be instrumental in the success of the association. They may be conferred by approval of two-thirds vote of the Executive Committee at a meeting where the quorum has been established. The length of active membership shall be for one year and shall be conferred at the first Executive Committee meeting after elections are held at the Annual General Meeting. An Honorary member can also become a member of the Executive Committee and can be selected to serve on various committees, but do not have voting rights and cannot be elected into office.
- 5.1.4 Category 4 – Individual Members: Individuals who share the ideology of the association and wish to contribute to its cause by way of solidarity and participation may also apply for membership of TISPA. The length of active membership shall be for one year terms as long as the dues have been paid.
- 5.2 Application for membership in the Association will be made on a form approved by the Executive Committee. Membership shall be available to anyone regardless of race, creed, color, sex, and in accordance with Article 5, Section 1. The Executive Committee is authorized to adopt, modify, and revoke such rules and regulations, as it deems necessary with reference to the membership except where specified in the Constitution and By-Laws.
- 5.3 Members wishing to withdraw their membership from this Association shall not be entitled to a refund of any portion of the dues already paid.
- 5.4 Any member who fails to pay annual membership dues within sixty (60) days after such dues are payable shall cease to be a member of the Association. If a Board position, elected office, or committee position is being held by a member failing to pay dues as required, the position falls vacant the moment membership ceases.

6.0 DUES

- 6.1 Dues shall be designated by the Executive Committee for all categories of membership and payable per schedule determined by the Executive Committee.
- 6.2 Any member in arrears for non-payment of dues in excess of sixty (60) days shall stand suspended and shall be notified by the designated agent of his/her arrears by official written notice.

7.0 ANNUAL GENERAL MEETINGS (AGM)

- 7.1 The AGM shall consist of all members of the association. All members shall have one vote each at the AGM. Honorary members may contribute neutrally and shall have no voting rights at the AGM. Representatives of member ISPs must be individuals who are authorized by their ISP to represent their ISP in totality.
- 7.2 The quorum for the AGM shall be one half of the total membership. Voting members may appoint a proxy to vote and be counted as part of the quorum at the AGM provided they serve written notice at or before the meeting to the Secretary and the proxy is a member of the Association.
- 7.3 There shall be, at least, one (1) Annual General Meeting (AGM) each year. The time and place will be determined by the Executive Committee. At the first membership meeting following the election, the newly elected officers shall be installed.
- 7.4 Any amendments to the Constitution must be voted on at a membership meeting and shall require a majority of those present and voting. The effective date of the amendment shall be contained within the amendment. The vote of the members is binding on the Executive Committee. Notification of the passed amendment(s) will be published by the designated agent in perspectives of other written means.
- 7.5 The AGM shall elect the members of the Executive Committee and the office bearers every two (2) years.
- 7.6 The AGM may deliberate, coordinate and pass resolutions using mediums other than physical meeting so long as these mediums are indisputably transparent, fair and non-discriminatory, such as e-mail or real-time meeting over the Internet.

8.0 EXECUTIVE COMMITTEE

- 8.1 The Executive Committee of this Association shall consist of:
 - 8.1.1 The Chairperson, the Vice Chairperson, Secretary and the Treasurer, each with one vote.
 - 8.1.2 Three (3) ISP members, elected from the Annual General Meeting, each with one vote.
 - 8.1.3 One (1) Non-ISP member, elected from the Annual General Meeting, with one vote.
 - 8.1.4 One (1) Honorary or Individual member, elected from the Annual General Meeting, with one vote.
- 8.2 Voting members of the Executive Committee may appoint a proxy to vote provided they serve written notice at or before the meeting to the Secretary and the proxy is a member of the Association.
- 8.3 The Executive Committee shall guide the overall directions of the Association, guarding the vision, guiding the future of the Association, and providing leadership to the field. Furthermore, the Executive Committee is responsible for presenting and discussing issues germane to the field of internet and internet related services and setting the course for future initiatives of the Association.
- 8.4 When a vacancy occurs in the office of the Chairperson, the Vice Chairperson shall automatically act the capacity of the Chairperson of the Association for the balance of the term. The Chairperson of the Association will preside at all Board meetings.

- 8.5 To qualify for elected office in this Association, the candidate must be an authorized representative of an ISP member in good standing, willing and able to fulfill the duties of the office for which nominated, and be willing and able to serve in the office for the length of time necessary to fulfill the duties of the office.
- 8.6 Any elected Office bearer who fails to continue meeting the qualifications or standards of the office to which they were elected may be terminated upon the two-thirds vote of the Executive Committee at a meeting where a quorum has been established.
- 8.7 Each Office bearer shall serve a two (2), year terms as determined by the scheduling of the Annual Meetings in the office to which elected. No Executive Officer shall serve more than two consecutive terms in the same office.
- 8.8 All elected officers and Chairperson shall be installed at the first membership meeting after the election.
- 8.9 The quorum of the Executive Committee shall constitute at least half of the voting Executive Committee members, one of them being the Chairperson or Vice Chairperson with consent of the Chairperson.
- 8.10 The Executive Committee may deliberate, coordinate and pass resolutions using mediums other than physical meeting so long as these mediums are indisputably transparent, fair and non-discriminatory, such as e-mail or real-time meeting over the Internet. At all meetings there shall be written minutes, properly recorded and approved.
- 8.11 The Executive Committee may draw up a Terms of Reference for a position or positions to be filled who will assist in the day to day operations of coordinating and managing the various functions of the Association.

9.0 DUTIES OF OFFICERS

- 9.1 The Chairperson shall be the presiding officer and chief spokesperson of the Association. The Chairperson shall be an ex-officio member of all committees.
- 9.2 The Vice Chairperson shall assume responsibility of the Chairperson in the absence of the Chairperson and shall also assume whatever duties are assigned by the Chairperson.
- 9.3 The Secretary shall be responsible for oversight of all records of the Association with the exception of financial records and shall insure the proper maintenance of the records of all official meetings of the Executive Committee. He/she shall insure issuance of special and regular meeting notices and act upon all communications as directed by the Chairperson. The Secretary is to insure that the general membership is provided with written copies of resolutions and constitutional amendments adopted by the Association.
- 9.4 The Treasurer shall be responsible for insuring the maintenance of all financial records of the Association and shall insure the preparation of an Annual Financial Report and other financial reports as directed by the Executive Committee. This report will include all information related to other sources of funding such as grants, contracts, etc. The Treasurer shall give such bond for the faithful discharge of his/her duties as the Executive Committee may require, at the expense of the Association.
- 9.5 The members of the Executive Committee shall have full responsibility for the coordination of all Association activities, including promotion of membership concerns and issues which require action or the attention of the Executive Committee. ISP Members of the Executive Committee are expected to fulfill the obligations of office as specified by the Executive Committee. Each Executive Committee member must actively participate and attend the Executive Committee meetings.
- 9.6 The Executive Committee may establish an Executive Office. To assist in conducting the business of the Association, the Executive Committee within the framework of the approved budget may enter into contracts to carry out the functions of an Executive Office on behalf of the Association.

10.0 OTHER COMMITTEES

- 10.1 The AGM shall form Standing Committees responsible for various functions as determined by the Executive Committee and approved by the AGM. Each Standing Committee will report back to the AGM and the Executive Committee will oversee the operations and smooth running of the Standing Committee.
- 10.2 The Executive Committee may form Special Committees and their respective Chairpersons for specific, time-defined responsibilities as determined by the Executive Committee. The tenure and terms of each committee and chairperson shall be determined by the Executive Committee.

11.0 BY-LAWS

- 11.1 The Executive Committee may, from time to time, draft and vote on "By-Laws". These By-Laws may be made and amended by a majority vote of quorum of the AGM. The AGM may deliberate, coordinate and pass resolutions using mediums other than physical meeting so long as these mediums are indisputably transparent, fair and non-discriminatory, such as e-mail or real-time meeting over the Internet.

12.0 DISSOLUTION OF THE ASSOCIATION

- 12.1 In case of Dissolution of the Association, the Executive Committee shall appoint a Committee of three (3) of which one (1) shall be the Treasurer charged with the duty of liquidation and disposition of assets. Such disposition and liquidation shall be made in accordance with the law. It is the intention of the Association that such assets shall be transferred to a non-profit professional organization with similar purposes or goals as that of the Association.

===== END =====