

ICT Association of Fiji
(Information Communications Technology Association of Fiji)

PART I

1. NAME

The name of the Association shall be

ICT Association of Fiji (Information Communications Technology Association of Fiji)
referred to in these Rules as ICT Association.

a) The Registered Postal Address shall be

P O Box 2303 Government Buildings, Suva

b) The Registered Office shall be

Fiji Islands Trade and Investment Bureau
6th Floor, Civic Towers
Suva

Phone: 3315988 Fax: 3301783 Email:anshu@ftib.org,fj

c) The Board shall have the power to determine from time to time the registered
Postal Address and where the Registered Office shall be.

2. INTERPRETATION

In these Rules unless the contrary intention appears:

"Board" means the Board of Management of the ICT Association of Fiji;

"Day" means calendar day unless otherwise defined;

"Associations" mean any broadly based active Information Communications
Technology (ICT) Industry Association to whom the Board resolves to offer
membership;

"Chair" means the Chairperson of the ICT Association (a member of the Board of
Management);

"Committee" means a Committee or sub-Committee of the Association, or the Board
of Management, established to provide interaction or to accept delegated
responsibility for a specific area of interest, complying with directions issued from
time to time by the Board;

"Meeting" means a general meeting of Members of ICT Association convened in
accordance with these Rules;

“Member” means a Member of the ICT Association of Fiji.

“the Regulations” means the Industrial Associations Act Regulations, 1942;

"Treasurer" means the Treasurer of the ICT Association (a member of the Board of Management);

"Vice Chairperson" means the one of the two Vice Chairperson's of the ICT Association (a member of the Board of Management);

"the Act" means the Industrial Associations Act, 1942;

PART II OBJECTIVES & PURPOSES

- 3.** The primary objective of the ICT Association of Fiji is the ongoing development and growth of the ICT industry in Fiji. This will be achieved by assuming clear responsibility for strategic matters (i.e. matters affecting the broad industry, or multiple sectors and affecting the medium to longer term development of the industry), with individual sector associations and other organisations groups looking after their more focused membership interests.

The strategic objectives shall be:

- To promote the development of the Information, and Communications and Technology (ICT) community in Fiji.
- To represent all areas of the ICT community either directly or through relevant associations, and to act as a collective and collaborative voice providing a unified policy forum at the national level.
- To promote the growth and betterment of the ICT community through facilitating education, training, business clustering, partnering and mentoring, including developing a global awareness of the Fijian ICT community to assist export development.
- To collect and disseminate information and be a primary communications conduit to the ICT community in Fiji.
- To work closely with similar industry ICT Associations to encourage membership growth and support these associations as they meet the needs of their members.
- To maintain a high level of liaison and cooperation with Government Departments and authorities, local Government, relevant industry organisations and as appropriate with international organisations.
- To perform ICT related projects on a fee for service basis for government, members or industry stakeholders as a means of generating revenue to support the ICT Association's ongoing independent activities.

- To represent the interests of the members to the Fiji Government.
- To do all such things as are incidental or conducive to the attainment of the above objectives.

PART III – MEMBERSHIP

4. CATEGORIES

- 4.1 The members of the ICT Association shall come from within one of the following categories:
- **Category 1** – ICT organizations/enterprises either based in, or with a significant presence in Fiji. Incorporated community in Fiji.
 - **Category 2** – Other incorporated ICT organizations/enterprises with a significant focus or involvement in the ICT community.
 - **Category 3** – ICT industry associations either based in, or with a defined geographic Branch/Division/Chapter, or similar structure, focused on the development of a defined area of the ICT
 - **Category 4** – Individuals who are known and respected as ICT community leaders and have a strong desire to promote and enhance the ICT community in Fiji and are not represented in any other category of Membership.
 - **Category 5** – Individual defined Government departments and local/regional/international agencies/NGO's based in Fiji.
- 4.2 Any prospective member under the above defined categories of Membership shall be proposed by one existing Association Member and seconded by another Association Member. The application for Membership shall be made in writing, signed by a duly authorised representative of the applicant and the proposer and seconder and shall be in such form as the Board shall describe from time to time. If the application for Membership is accepted by the Board, the applicant shall be admitted to Membership subject to any conditions specified by the Board and subject to compliance with any requirements for Membership such as the payment of Membership fees.
- 4.3 Any prospective member will be deemed to be admitted to Membership on the date of acceptance of their application by the Board, the satisfaction of any conditions of that acceptance and the payment of any fees, subscriptions and levies.
- 4.4 A Member under the above defined categories 1 through to 5 (inclusive) of Membership is obliged to nominate its most Senior Executive, Chairperson or other appropriate senior nominee to attend Association meetings.
- 4.5 The Board may decline to accept a member where they consider it is not in the best interests of the ICT community or ICT Association to have that organisation, or individual participate in the Association. In this event the Board must formally advise the declined Membership applicant of its reasons

within fourteen (14) days of making its decision. It shall be open to the declined applicant to appeal in a general meeting of the ICT Association. The intention to appeal shall be communicated to the Board in writing by the declined Membership applicant within fourteen (14) days of receipt of the Board's determination. The matter will then be considered at the next Association meeting where the Association will determine if the applicant should be admitted to Membership.

- 4.6 Where an application for Membership is unsuccessful that applicant may not re-apply for Membership of the Association for a period of 12 months.

5. SUBSCRIPTIONS AND LEVIES

- 5.1 Any subscription fees for Membership or levies shall be a sum as determined by the Board of management, and may be of a differential rate for each category of Membership.
- 5.2 Any Member whose subscription fees or levies are outstanding for more than three months after the due date for payment shall cease to be a Member of ICT Association, provided that the Board of Management may re-instate such Membership on such terms as it thinks fit.

6. RESIGNATIONS

A Member may resign from Membership of ICT Association by giving written notice thereof to the Executive Director or Public Officer of ICT Association. Any Member so resigning shall be liable for any outstanding subscriptions and levies, which shall be recoverable as a debt due to ICT Association.

7. EXPULSION OF A MEMBER

- 7.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of conduct detrimental to the interests of ICT Association.
- 7.2 Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 7.3 The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to sub rule (4), cease to be a Member fourteen (14) days after the Board has communicated its determination to the Member.
- 7.4 It shall be open to a Member to appeal to ICT Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Executive Director or Public Officer of the ICT Association within fourteen (14) days after the determination of the board has been communicated to the Member.
- 7.5 In the event of an appeal the appellant's Membership of ICT Association shall not be terminated unless the determination of the committee to expel the Member is upheld by the Members of ICT Association in general meeting after the appellant has been heard, and in such event Membership shall be

- terminated at the date of the general meeting at which the determination of the committee is upheld.
- 7.6 A Member expelled pursuant to this rule shall not be entitled to any refund of subscriptions or levies.

PART IV – CONSTITUTION AND GOVERNMENT

8. BOARD OF MANAGEMENT

- 8.1 The operational affairs of ICT Association shall be managed and controlled exclusively by a Board of Management which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of ICT Association, and are not by the Act or these rules required to be done by ICT Association in general meeting. **Representation on the Board of Management will be as an individual and proxies will not be permitted.**
- 8.2 The Board of Management shall be comprised of a Chairperson, two Vice Chairpersons, a Treasurer, a Secretary and may include up to four (4) representatives of Members of ICT Association, elected at the Annual General Meeting. Persons nominated and elected to the Board of Management may come from Membership categories 1,2, 3, and 4, but not category 5.
- 8.3 The first Board of Management of the ICT Association under this revised Constitution will comprise the current Chairperson, two Vice Chairpersons, a Treasurer and a Secretary; and may include up to four (4) representatives of Members of the current ICT Association elected at the special general meeting of the Association where the amendment to have a **Board of Management limited to nine (9) persons** is approved.
- 8.4 The Board of Management may appoint a representative of a Member of the ICT Association to fill a casual vacancy, whether that vacancy is due to a Board Member resigning their role, or to fill one of the optional four (4) representatives of Members of ICT Association not filled at the Annual General Meeting. Any Board Member so appointed may hold office until the next Annual General Meeting of the ICT Association and shall be eligible for election or re-appointment.
- 8.5 Elections for the Board of Management and other office bearer positions will occur at each Annual General Meeting of ICT Association, where all elected positions will be declared vacant.
- 8.6 All categories of Members except **Category 5 may nominate representatives** to be office bearers or Board of Management Members.
- 8.7 Representation on the Board of Management will be as an individual and proxies will not be permitted.
- 8.8 The Board of Management may delegate roles and authority as is appropriate to the Executive Director of the Association, who will be the primary officer for representing the Association in all day to day matters.
- 8.9 The Executive Director and other employed officers of the Association may attend and participate in Board of Management meetings, but may not vote on any issue.
- 8.10 The **Chair of the ICT Association** may be paid an honorarium, of an amount as determined by the Board of Management.

9. DISQUALIFICATION OF BOARD MEMBERS

The office of Board Member shall become vacant if a Board Member is:

- 9.1 disqualified by the Act;
- 9.2 expelled under these Rules;
- 9.3 permanently incapacitated by ill health; or
- 9.4 absent without apology from more than three consecutive Board meetings in a financial year.
- 9.5 No longer the duly appointed representative of a corporate Member or association.

10. PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 10.1 The Board shall meet together for the dispatch of business at least once a quarter.
- 10.2 Questions arising at any meeting shall be decided by a majority of votes of the Members present excluding the Chairperson where the Association who nominated the Chairperson does not have a representative on the Committee. In that instance the Chairperson shall have a casting vote but no deliberative and casting vote.
- 10.3 A **quorum** for a meeting of the Board shall be **half the Board Members, plus one.**
- 10.4 A Member of the Board having a pecuniary interest in a contract with ICT Association must disclose the interest to the Board as required by the Act, and shall not vote with respect to that contract.
- 10.5 The chairman of a meeting of the Board shall be the Chairperson or in the Chairperson's absence one of the Vice-Chairperson's. If neither the Chairperson nor the Vice Chairpersons attend the meeting, the Chairperson of that meeting shall be a Board Member elected by the Board Members present.

11. THE ASSOCIATION

- 11.1 The ICT Association shall hold formal meeting of all Members or their representatives and shall consider the operational affairs of ICT Association as delegated by the Board of Management and all such things as are within the objects of ICT Association, and are by the Act or these rules required to be done by ICT Association in general meeting.
- 11.2 Each Member of the ICT Association may nominate one representative for voting purposes at meetings of the Members of the ICT Association.
- 11.3 In the event that the nominated **representative of a Member** cannot attend a **proxy** may be accepted by the Chairperson of the ICT Association meeting, provided prior written authorisation has been received by the ICT Association.
- 11.4 Members may **change a nominated representative** by providing notification in writing of their intention at least **fourteen (14) days prior** to the next meeting.
- 11.5 The ICT Association shall convene **meetings of its Member's representatives** for the dispatch of business at least **once a quarter.**

- 11.6 Questions arising at any meeting shall be decided by a **majority of votes** of the Members' nominated representatives present **excluding the Chairperson**. In the instance that votes are tied the Chairperson shall have a casting vote.
- 11.7 A quorum of a meeting of the Members of the ICT Association shall be ten or 20% of all Members of ICT Association, whichever is the greater, not including the Chairperson.
- 11.8 If a Member of the ICT Association or its nominated representative has a pecuniary interest in a contract with the ICT Association, that interest must be disclosed to the ICT Association and the Member (or nominated representative) must not participate in any review, deliberation or vote regarding any matter in which that Member (or nominated representative) has such an interest.
- 11.9 Association and organisation Members of the ICT Association are obliged to nominate its **Chairperson or other appropriate senior nominee** as a Member of the ICT Association.
- 11.10 ICT Association Members may bring one guest to the ICT Association meeting at the agreement of the presiding Chairperson.
- 11.11 **Employed officers** of the ICT Association may attend and participate in ICT Association debates, but **may not vote** on any issue.

12. FORMATION OF COMMITTEES

- 12.1 The Board of Management may form and disband such Committees and sub-Committees as it deems necessary and shall specify the terms of reference for each such Committee or sub-Committee.
- 12.2 The Chairman of the Board of Management may be a Member ex-officio of all Committees and sub-Committees.
- 12.3 Committees and sub-Committees may meet and adjourn as they consider proper and shall report as required by the Board.

13. COMMITTEES OF THE ASSOCIATION AND BOARD

- 13.1 The Board of Management, and Association, may establish Committees within the Association:
 - To provide focus for a specialized area of activity,
 - To perform a specific activity, or
 - To facilitate effective communication and professional interaction between Members, Member Organisations and other bodies in sharing common interests.
- 13.2 All Committees operating within the ICT Association shall set up aims, objectives and terms of references, which are compatible with those determined by the Board.
- 13.3 The Board may regulate the activities of any Committee and may require that effective control of the Committee be exercised by Members. The Convener of the Committee is the representative of that Committee in reporting to the Board.
- 13.4 The Board may allocate funding to any Committee from its annual budget to support specific projects or recurrent activities. Committee's receiving such

funding are to be fully accountable to the Board for the expenditure of funds. Committee's may, with the prior knowledge and approval of the Board, seek additional funding support for any purpose within their terms of reference from a corresponding body operating from sources external to the Association. The Executive Officer is to be kept fully informed of financial transactions.

- 13.5 The Board may make special arrangements for establishing joint Committees with other organisations with rules approved by both parties.

14. FORMATION OF COMMITTEES OF THE ASSOCIATION AND BOARD

14.1 The formation of a Committee of the Association shall require the prior approval of the Board.

14.2 The Board may wind up, or re-form a Committee as it deems appropriate.

15. PARTICIPATION ON COMMITTEES OF THE ASSOCIATION AND BOARD

Any Member from any category of Membership may participate on one or more Committees of the Association.

16. MANAGEMENT OF COMMITTEES OF THE ASSOCIATION AND BOARD

The affairs of a Committee shall be conducted in accordance with the Constitution and such other directions as the Board may decide.

17. OPERATION OF COMMITTEES OF THE ASSOCIATION AND BOARD

17.1 A Committee shall consist of two or more Members of the Association, plus other persons (as non-voting observers) nominated by the Convenor of the Committee who are not Members of the Association, and approved by the Board.

17.2 Members shall nominate annually for participation on a Committee commencing on the first day of the **January 1** each year. Acceptance of such nominations shall be at the sole discretion of the Board, acting upon recommendation from the Convenor of the Committee.

17.3 The Board shall have the absolute discretion to appoint Members and approve nominations by the Convenor of other persons (as non-voting observers) of a Committee established during any year.

18. RESTRICTION REGARDING THE ISSUE OF STATEMENTS BY COMMITTEES OF THE ASSOCIATION AND BOARD

Statements implying policies, positions or opinions of any Committee of the Association shall only be made with the prior knowledge and approval of the Chairperson of the Board.

19. REPORTS BY COMMITTEES OF THE ASSOCIATION AND BOARD

- 19.1** Minutes of all Committee meetings shall be provided to the Board within two weeks following each meeting.
- 19.2** The Convenor of a Committee shall forward to the Executive Director, at a time to be determined by the Board, a summarised report of the activities of the Committee during the preceding year for inclusion in the Annual Report.
- 19.3** The Convenor of a Committee shall forward to the Executive Director, at a time to be determined by the Board, a report of the activities of the Committee to meet other reporting requirements of the Association.

20. FINANCIAL YEAR

The financial year of ICT Association shall be the period ending on the **31st day of March of each year.**

21. RULES

- 21.1 Subject to approval by a resolution of the Members of ICT Association, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substitute Rules. Such an alteration shall be registered with the Ministry of Labour & Industrial Relations as required by the Act.
- 21.2 The registered Rules shall bind ICT Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions.

22. MEETINGS

- 22.1 The Board may call a special general meeting of ICT Association at any time, and shall call an Annual General Meeting in accordance with the Act.
- 22.2 The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within three (3) months after the end of its financial year.
- 22.3 Upon a requisition in writing of not less than (a) ten Members of ICT Association; or (b) 20% of all Members of ICT Association, whichever is the greater, the Board shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 22.4 Every requisition for a special general meeting shall be signed by the Members making the same and shall state the purpose of the meeting.
- 22.5 If a special general meeting is not convened within one month as required by rule 25.3 the **requisitionists** may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the **requisitionists** are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by ICT Association.
- 22.6 Subject to rule 22.7 **at least fourteen (14) days notice** of any **general**

- meeting** shall be given to Members. The notice shall set out where and when the meeting shall be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and Board Members (if required), and any other business requiring consideration by the ICT Association in general meeting.
- 22.7 Notice of a **meeting at which a special resolution** is to be proposed shall be given at least **twenty one (21) days prior** to the date of the meeting.
- 22.8 A notice may be given by ICT Association to any Members by serving the Member with the notice personally, or by sending by post to the address appearing in the Register of Members.
- 22.9 Where a notice is sent by post, service of the notice shall be deemed to be served if it is properly addressed and posted to the Member by ordinary pre-paid mail.

23. ANNUAL GENERAL MEETING AND AGENDA

- 23.1 The Annual General Meeting shall be held within three months of the end of the financial year at a time and place to be determined by the Board. The General Secretary shall prepare an Agenda and make it known by inserting a notice in a newspaper circulating in the Republic of Fiji **twenty-eight (28) days before such a meeting or by email or facsimile 28 days before the meeting.**
- 23.2 **VOTING AT THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING**
All members other than honorary members and residents in Fiji whose subscriptions are not more than three (3) months in arrears are entitled to vote at the Annual General Meeting and the Extraordinary General Meeting.
- 23.3 **CALLING OF EXTRAORDINARY MEETING**
Extraordinary General Meeting may be called by the Board or at the request of fifty percent (50%) or more of the total number of members of the ICT Association who are not more than three (3) months in arrears with subscriptions and 28 days notice shall be given with agenda of the such meeting and may be published in a newspaper circulating in the Republic of Fiji.
- 23.4 **BUSINESS OF ANNUAL GENERAL MEETING**
The business of the Annual General Meeting shall be:
- (i) To receive report from the Board, to review the past work of the ICT Association and to plan for future policy;
 - (ii) To consider motions, if any, for which due notice has been given;
 - (iii) To receive the accounts for the previous financial year and to consider the financial position of the ICT Association;
 - (iv) To elect the ICT Association Office Bearers; and
 - (v) To consider any other business on the agenda
- 23.5 **AMENDMENT**
The Annual General Meeting or any Extraordinary General Meeting called in conformity with Rules twelve (12) and fifteen (15) of this Constitution, shall be

the only authority to rescind, alter, or add to any of these rules in the Constitution.

23.6 NOTICE OF MOTION

Notice of Motion for consideration at the Annual General Meeting must be submitted to the General Secretary in writing fourteen (14) clear days before the date fixed for such meeting.

23.7 NOMINATIONS

The nominations for the elections of a Chairperson, two (2) Vice Chairpersons, Treasurer, one (1) General Secretary and three (3) Committee Members shall reach the General Secretary fourteen (14) clear days before the date fixed for such election.

24. PROCEEDINGS AT MEETINGS

- 24.1 A quorum for a meeting of the Association shall be (a) ten Members of ICT Association; or 20% of all Members of ICT Association (or their nominated representatives) whichever is the greater, not including the Chairperson.
- 24.2 If within thirty minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the Members present shall form a quorum.
- 24.3 The Chairperson of the Board or if there shall be no Chairperson, then the Vice Chairperson of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board Members chosen by the meeting shall preside as Chairperson at every general meeting of ICT Association.
- 24.4 If there is no such Chair or Vice Chair present within five minutes after the time appointed for holding the meeting, the Members present may choose one other from their number to be the Chairperson.
- 24.5 The Chairperson 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.
- 24.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- 24.7 At any general meeting a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against the resolution.
- 24.8 If a poll is demanded by the Chairperson of the meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the Members attending the meeting who being entitled to do so vote personally or by proxy at the meeting is required.

- 24.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

25. MINUTES

- 25.1 Proper minutes of all proceedings of meetings of ICT Association and of meetings of the Board, shall be entered within one month after the relevant meeting in Minute Books kept for that purpose.
- 25.2 The minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 25.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

26. VOTING RIGHTS

- 26.1 Subject to these Rules each Member represented in person or by proxy at any meeting shall be entitled to one vote. A person present at a meeting may cast more than one vote if that person represents a Member and is also appointed to be the proxy of one or more other Members.
- 26.2 The voting will be by showing of hands. Provided that if fifty percent (50%) or more voting members at an Annual General Meeting or an Extraordinary General Meeting ask for a vote to be taken by a secret ballot on any important issue, such vote must be taken by secret ballot.

27. PROXIES AT MEETINGS OF THE ASSOCIATION

As per Section 8.7 proxies are not available to replace Board of Management Members.

An Association Member shall be entitled to appoint in writing a natural person who is a Member of ICT Association to be their proxy, and attend and vote at any meeting of ICT Association.

28. ACCOUNTS

ICT Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of ICT Association.

29. WINDING UP

ICT Association may be wound up in the manner provided for in the Act.

30. APPLICATION OF SURPLUS ASSETS

If after the winding up or dissolution of ICT Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of ICT Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of ICT Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their Members, such institution or institutions to be determined by ICT Association subject to the approval of the Members of ICT Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

31. INDEMNITY

Every Member of the Board, agent, auditor, secretary and other officer for the time being of ICT Association shall be indemnified out of the assets of ICT Association against any liability incurred by him or her in defending any proceeding whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted.

32. BORROWING POWERS

Subject to this rule, ICT Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of ICT Association.

33. OTHER MATTERS

If any matter or circumstance shall arise as to which this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Board shall have the power to determine what action may be taken to best give effect to the objects of ICT Association and ensure its efficient administration and every act if the Board or act authorised by it being a bona fide exercise of its powers pursuant to this Rule shall be valid and effectual as if specifically authorised herein.

34. TAX CONSIDERATIONS

The assets and income of ICT Association shall be applied solely in the furtherance of ICT Association objects and purposes and no portion shall be distributed directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of ICT Association. ICT Association shall have all the powers conferred by Section 25 of the Act save and except for such modifications and exclusions as are otherwise provided in these Rules.

- 35.** For the purpose of these rules the "Registrar" means the Registrar of the ICT Association appointed under the provisions of the Industrial Association Act.

Approved and adopted by the Inaugural General Meeting of the ICT Association held at

Quest Ltd, Kalabu TFZ _____ on the 19th day of June _____ 2007.

Certified: _____
Chairperson (Signature) _____
Name

_____ _____
Secretary (Signature) _____
Name