



CONSTITUTION

OF THE

SOUTHERN AFRICA

TELECOMMUNICATIONS

ASSOCIATION

(SATA)

Revised May 2005

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VISION

To become the most dynamic, value adding-oriented ICT Regional organization, and to facilitate the building of a prosperous information society for the SADC Region

MISSION

To co-ordinate the development of ICT networks and services of regional nature that are responsive to the diverse needs of commerce and industry in support of the SADC Regional socio-economic development programs.

MOTTO

Developing SADC through ICT

PREAMBLE

We, the undersigned being the persons authorized to sign this constitution on behalf of our respect organizations.

IN PURSUANCE,

Of the co-operation envisaged in the SADC Treaty and the SADC Protocol on Transport, Communications and Meteorology.

RECOGNISING,

1. The need to adapt the info-communications convergence to Information and Communication Technologies (ICT).
2. The need for a regional platform to face the new challenges and the opportunities in the changing telecommunications environment.
3. The growing focus on and orientation towards customer satisfaction in the quality and variety of telecommunications services.
4. The spreading global characteristics of competition and marketing of telecommunication services.
5. The need of an orderly development of the regional telecommunications network towards universal access and service.

NOTING,

The current changing environment in the telecommunications sector.

WISHING TO,

Operate as an effective regional association to support its members in a changing technological, regulatory and business environment

HEREBY AGREE,

To adopt the following constitution

ARTICLE 1

DEFINITIONS

In this constitution:

“Annual Conference” means the meeting of SATA provided for in Article 11 of this constitution.

“Association” means the Southern Africa Telecommunications Association as established in Article 2.

“Associate Member” means organisations from other sectors of the ICT industry and, in particular, the research, standard setting and learning sector; the manufacturing and distributing sector; the operations and services sector; and the content production and distribution sector, within and outside the SADC Region.

“Chairperson” means a person who chairs an Annual Conference and the Executive Board.

“Chief Executive” means the most senior representative of a Member, who exercises executive powers.

“Confidentiality Agreement” means a document entered into by members to protect sensitive information.

“Equipment manufacturer” means a person or entity that manufactures telecommunications equipment.

“Equipment supplier” means a person or entity that supplies telecommunications equipment and solutions to customers.

“Executive Board” means the permanent body referred to in Article 8.

“Executive Secretary” means the executive representative of the Secretariat as provided for in Article 10.

“Existing Members” mean the signatories of the Constitution.

“ICT” means Information and Communication Technologies, a generic term used to express the convergence of information technology, broadcasting and communications.

“Meeting of Chief Executives” means the meeting referred to in Article 7.

“Member State” means a State party to the Southern Africa Development Community Treaty.

“Member” means a network operator that is licensed to operate a public telecommunications network in a SADC state and that has joined SATA.

“Network operator” means the operator of a telecommunications network.

“Policy and Strategy Committee” means the committee provided for in Article 13.

“Telecommunication service provider” means an entity in a Member State authorized to provide telecommunication services to the public and which owns fixed and/or mobile telecommunication network.

“Reflection Documents” means documents prepared by working groups that have been the object of careful consideration. These documents need to be approved by at least two thirds of SATA Members. A reflection document may assist in the formulation of a common position or to make all members aware of the views that certain members have on a particular issue.

“SADC” means the Southern Africa Development Community.

“SATA” means the Southern Africa Telecommunication Association, a telecommunications service providers’ forum as provided for in Article 2.

“Secretariat” means the secretariat of SATA provided for in Article 5.4

“Service Provider” means a person or entity that offers services to the public over a telecommunications network

“Technology and Infrastructure Committee” means the committee provided for in Article 14.

“Telecommunications network” means a system or series of systems that carries or is capable of carrying information by means of electromagnetic energy

“Unit” means a monetary amount of annual membership contribution payable to the SATA Secretariat as approved by the CEOs’ Meeting

“Working Group” means a number of specialists from SATA Members appointed by the Chief Executive Officers or a committee of SATA to perform a specified task or tasks.

ARTICLE 2

ESTABLISHMENT

- 2.1. The Southern Africa Telecommunications Association (SATA) is hereby established in accordance with the terms of this constitution.

ARTICLE 3

OBJECTIVES

- 3.1 The principal objectives of SATA shall be to:
 - 3.1.1. Promote the common interests of its members in the changing global and regional regulatory and business environment, assisting in the development of policies driving towards an efficient and fair telecommunications environment.
 - 3.1.2. Promote the entry of operators and the establishment and operation of efficient, adequate, and cost-effective ICT-based high-speed networks, and services in the Southern Africa region so as to enhance the affordability of access and connectivity according to the diverse needs of consumers while being economically sustainable;
 - 3.1.3. Facilitate the participation of the stakeholders belonging to the same industry in one organisation, unfold the opportunity to learn from the global industry, expand intellectual capacity, and promote a uniform level of understanding of matters patterning to ICT industry operations & services
 - 3.1.4. Take advantage of the globalisation of economies and development of technologies to optimise the utilisation of scarce resources in specialized areas of the ICT industry for equitable and sustainable development.
 - 3.1.5. Enhance the possibility for the availability and utilisation of effective technologies by facilitating the cooperation among key stakeholders, which are principally ICT services providers within and outside SADC in the determination of progressive best practices in operations and service delivery.
 - 3.1.6. Endeavour to be fully representative of public telecommunications operators and service providers in the SADC region.

- 3.1.7. Facilitate beneficial access to innovative technologies for members.
- 3.1.8. Encourage co-operation amongst members in capacity building.
- 3.1.9. Encourage technological and business cooperation amongst members including but not limited to fraud prevention, data protection, network security and reduction of cyber crime whilst promoting business opportunities outside the region.
- 3.1.10. Build a common regional platform for exchange and sharing of technical, operational and commercial information.
- 3.1.11. Promote an efficient and effective utilisation of the frequency spectrum by the members.
- 3.1.12. Promote regulations at the SADC level that are non-discriminatory and technology neutral.
- 3.1.13. Ensure that the allocation of telecommunication resources such as frequency spectrum and numbering facilities are transparent and non-discriminatory to all players.
- 3.1.14. Promote and sustain socially responsible management of the environment and to work hand in hand with other Institutions in fighting against HIV/AIDS.
- 3.1.15. Enhance network interconnectivity and interoperability incorporating both the information highway carriers and the information exchange and transfer nodes.
- 3.1.16. Ensure high quality and efficient services responsive to the diverse needs of commerce and industry in support of regional social-economic growth while maximally observing equipment capacity and technology.
- 3.1.17. Promote ICT policies that are harmonised across SADC countries.

ARTICLE 4
STRATEGIES

- 4.1. In pursuit of these objectives, SATA shall specifically undertake to or initiate action on:
 - 4.1.1. Informing and sensitising its members, international and regional organizations, governments and the public of on-going developments and areas of concern in telecommunications in the region.
 - 4.1.2. Formulation of common positions, views and responses on issues affecting members at national, regional and international level.
 - 4.1.3. Harmonization and promotion of the adoption of region-wide standards for network characteristics, services, equipment and other technical issues of collective interest.
 - 4.1.4. Coordination of members' collective views on the use of the frequency spectrum.
 - 4.1.5. Becoming a Consultative Member of the SADC Telecommunications Committee.
 - 4.1.6. Participate as a Consultative or Associate Member or in any other appropriate capacity in the activities of any organization institution or body, whose objectives involve the operation or provision of public telecommunications services.
 - 4.1.7. Create and maintain a sustainable forum to exchange relevant information between its members.
 - 4.1.8. Coordination of members' views on issues such as fraud prevention, data protection, network security and cyber crime to assist members to alleviate these problems.
 - 4.1.9. Formulate consolidated positions towards a healthy and sustainable environment and cooperate with other institutions in the fight against HIV/AIDS.
 - 4.1.10. Coordination of members' views on policies and standards and equipment and the sharing of operational standards experience.

- 4.1.11. To develop common analysis, reflection and policy documents on key ICT issues.
- 4.1.12. To ensure that the interests of the members are duly safeguarded.
- 4.1.13. Take any other action that may be necessary or desirable to achieve its objectives.

ARTICLE 5

STRUCTURE OF SATA

- 5.1. Organizational structure of SATA shall consist of the:
 - 5.1.1. Annual Conference,
 - 5.1.2. Permanent Body (Executive Board)
 - 5.1.3. Secretariat.
- 5.2. The Conference shall comprise:
 - 5.2.1. A Meeting of the Chief Executive Officers
 - 5.2.2. A Policy and Strategy Committee and other relevant sub-committees
 - 5.2.3. A Technology and Infrastructure Committee and other relevant sub-committees
- 5.3. The Permanent Body (Executive Board) shall be composed of the following: -
 - 5.3.1 The Chairperson of the Annual Conference
 - 5.3.2 The Immediate Past Chairperson of the Annual Conference
 - 5.3.3 The Incoming Chairperson
 - 5.3.4 One Chief Executive Officer from a Member organisation in the Host Country of the SATA Secretariat
 - a. When the host of the SATA Secretariat is also the Chairperson of SATA for that year, in addition to the CEO stated under Article 8.3.3, one (1) other CEO shall be elected from among the

remaining CEO's to ensure that the composition of the Executive Board remains at five (5) members

- b. In case of resignation or removal of Member of the Executive Board, other than the Chairperson, and during the period when the Host CEO of the SATA Secretariat is also the Immediate Past Chairperson, 5.3.4(a) will apply

5.3.5 One other duly elected Chief Executive Officer

5.3.6 The Executive Secretary, as an ex-official

5.4. The Secretariat shall be composed of:

5.4.1. The Executive Secretary of SATA

5.4.2. Secretariat Staff in accordance with the structure as approved by the Annual Conference.

ARTICLE 6

ANNUAL CONFERENCE

6.1. SATA shall hold an Annual Conference once every year.

6.2. The Conference shall comprise:

6.2.1. A Meeting of the Chief Executive Officers

6.2.2. A Policy and Strategy Committee and other relevant sub-committees

6.2.3. A Technology and Infrastructure Committee and other relevant sub-committees

6.3. The date of the Annual Conference shall be fixed at a preceding Annual Conference.

6.4. The outgoing Chairperson shall submit an annual report and audited accounts of the activities of SATA during the preceding year for approval.

6.5. The Annual Conference shall:

6.5.1. Elect a Chairperson on the principle of yearly rotation among the Members, who shall be the Chairperson of both SATA and the Executive Board.

- 6.5.2. Endorse the annual budget submitted by the Executive Board.
- 6.5.3. Appoint the Executive Board, upon expiry of their constitutional term of office or as circumstances dictate, and approve the responsibility attributed by the Chairperson to the Members of the Executive Board.

ARTICLE 7

MEETING OF THE CHIEF EXECUTIVE OFFICERS

- 7.1. The Chief Executive Officer's Meeting shall be the supreme policy-making organ of SATA, possessing the ultimate authority.
- 7.2. The Meeting of the Chief Executive Officers shall be composed of:
 - 7.2.1. The Chairperson of SATA
 - 7.2.2. The Executive Board (The Permanent Body)
 - 7.2.3. The Chief Executive Officers of Members or their fully mandated representatives
 - 7.2.4. The SATA Executive Secretary
- 7.3. Any employee of a member organisation, other than the Chief Executive Officer, shall be entitled to participate in the proceedings if duly mandated, in writing to the Secretariat, by the Chief Executive Officer of this Member to make decisions on behalf of that organisation.
- 7.4. The Chief Executive Officer's Meetings shall operate within the framework of the Constitution of SATA, and in particular, shall:-
 - 7.4.1. Decide on the membership contribution formula, registration conditions and fees and approve the application for as well as the cancellation and withdrawal of Membership.

- 7.4.2. Decide on the establishment of any SATA organs as may be required for the pursuit of its business.
- 7.4.3 Approve the terms and conditions for the appointment of the Executive Secretary.
- 7.4.3. Approve the structure, staff levels and standard terms and conditions of employees, consultants and advisers for the Secretariat.
- 7.4.4. Approve financial regulations, other regulations, standing orders and rules for the management of the affairs of SATA.

ARTICLE 8

PERMANENT BODY

- 8.1. The Permanent Body will be constituted by an Executive Board chaired by the chairperson of the Annual Conference.
- 8.2. The Executive Board is the organ mandated to oversee the operations of the Association between the Annual Conferences. It is essentially responsible for monitoring the execution of the decisions of the Meeting of the Chief Executive Officers. It has the power to take decisions and give policy direction when executing the decisions of the Meeting of Chief Executive Officers.
- 8.3. The Executive Board shall be composed of the following: -
 - 8.3.1. The Chairperson of the Annual Conference
 - 8.3.2. One Chief Executive Officer from a Member organisation in the Host Country of the Headquarters of the Secretariat
 - 8.3.2.1. When the host of the SATA Secretariat is also the Chairperson of SATA for that year, in addition to the CEOs in 8.3.3 below, another CEO will be elected from among the remaining CEO's to ensure that the composition of the Executive Board remains at five members
 - 8.3.3. The Outgoing Chairperson
 - 8.3.4. The In-Coming Chairperson

8.3.5. One (1) other duly elected Chief Executive Officer

8.3.6. The Executive Secretary

- 8.4. In the case of multiple membership in a given host country, the Chief Executive Officer's Meeting shall elect only one Chief Executive Officer to be Chairperson from among the member organisations. The Competing Chief Executive Officers shall also be eligible to participate in the election.
- 8.5. The Chairperson shall normally be elected for a period of one year. However, he/she shall continue to hold the position of Chairperson in circumstances where the materialisation of the exceeding Annual Conference stretches beyond one year.
- 8.6. Except for the Board member from the country where the Headquarters of SATA is hosted, the other Executive Board members can be re-elected in their function for a maximum period of three consecutive years.
- 8.7. The Chairperson may designate by informing the Executive Board Members in writing for any other member, except the Executive Secretary, to replace him/her at any of the Executive Board Meetings or for any other task should he/she be unavailable.
- 8.8. The Executive Board shall have its official meeting "at the Headquarters of SATA" as often as possible, but at least three times a year, one of which shall be conveniently close to the Annual Conference. Where a change is necessary, the Chairperson shall inform the Executive Secretariat in writing and the Secretariat shall make the arrangement.
- 8.9. The Executive Secretary shall organise and arrange the meetings of the Executive Board in consultation with the Chairperson, who shall fix the date and "venue" in agreement with other members of the Executive Board.
- 8.10. Meetings of the Executive Board will normally be conducted electronically, by either video or audio conferencing. However, where that is not practically feasible, a physical meeting will be convened at the SATA Secretariat. Depending on prevailing circumstances, members of the Board may by consensus choose any other venue besides the Secretariat for their business meetings.
- 8.11. In case of failure by any member of the Executive Board to attend a meeting, such a member will be represented by his fully mandated representative (a proxy).

- 8.12. In an extreme case of failure by any Executive Board member or their proxy to attend a scheduled Board Meeting, the affected member shall endeavour to communicate his/her position to the Chairperson of the Board and to the Executive Secretary at least one week prior to the proposed date of the meeting.
- 8.13. The quorum for the Executive Board Meetings shall be three quarters ($\frac{3}{4}$) of the Board composition.
- 8.14. Decisions of the Executive Board shall be arrived at by consensus.
- 8.15. Subject to this Constitution, the Executive Board may regulate its own procedures.
- 8.16. The Executive Board will have authority:
 - 8.16.1. Call extraordinary Chief Executive Officers' Meeting when circumstances justify.
 - 8.16.2. Approve Reflection Documents from Working Groups.
- 8.17. The functions of the Executive Board will be:
 - 8.17.1. To manage the AGREED points/Resolutions as approved by the Annual Conference.
 - 8.17.2. To manage the existing committees of SATA.
 - 8.17.3. To manage the Secretariat.
 - 8.17.4. To approve the SATA budget to be ratified by the CEO's conference.

ARTICLE 9

FUNCTIONS OF THE SECRETARIAT

- 9.1. The Secretariat shall be composed of:
 - 9.1.1. The Executive Secretary of SATA.
 - 9.1.2. Secretariat Staff in accordance with the structure as approved by the Annual Conference

- 9.2. The SATA Secretariat shall undertake the following tasks:
- 9.2.1. Assist committees in developing concepts and strategies in carrying out tasks assigned to them by the Executive Board.
 - 9.2.2. Collaborate with members in the collection and distribution of statistical data and information on the telecommunications networks and services in the region necessary to perform its duties.
 - 9.2.3. Organize the Annual Conference in consultation with the respective Chairperson of the Conference.
 - 9.2.4. Prepare and circulate the Agenda of an Annual Conference among Members four months prior to the Conference.
 - 9.2.5. Receive, process and distribute the relevant documentation submitted for consideration by Conferences.
 - 9.2.6. Invite speakers to address Conferences on selected topics.
 - 9.2.7. Invite members to submit issues to be debated at the annual conference.
 - 9.2.8. Produce a record of the proceedings of Conferences and distribute them to Members.
 - 9.2.9. Follow up and submit progress reports on the implementation of decisions taken and agreements reached by SATA.
 - 9.2.10. Prepare position papers.
 - 9.2.11. Prepare the annual budget of SATA in accordance with Article 6
 - 9.2.12. Collect and account for the funds of SATA
 - 9.2.13. The terms and conditions of employment of the Executive Secretary and other staff shall be determined by the Meeting of Chief Executives.
 - 9.2.14. The Executive Secretary shall be appointed by the Chief Executive Officers and shall be the head of the Secretariat.
 - 9.2.15.** Other staff and employees shall be appointed by the Executive Secretary in accordance with the approved structure and budget.

ARTICLE 10

EXECUTIVE SECRETARY

- 10.1 The Executive Secretary shall be the chief executive officer of SATA and the legal representative of SATA.
- 10.2 The Executive Secretary shall be appointed by the Chief Executive Officer's meeting under the terms and conditions of employment that it shall determine.
- 10.3 The paramount consideration in the appointment of the Executive Secretary shall be the necessity of ensuring the highest standards of integrity, competency, proficiency and efficiency.
- 10.4. The term of office of the Executive Secretary shall be four years and be eligible for appointment for renewable period(s) not exceeding four years each.
- 10.5. The Executive Secretary may be removed from office for cause by the Chief Executive Officer's Annual Conference or the extraordinary meeting of the Chief Executive Officers sanctioned by the Executive Board.
- 10.6. The Executive Secretary shall normally be responsible to the Annual Conference and the Executive Board for:
 - 10.6.1. The custody of the property of SATA and the security of the staff.
 - 10.6.2. Supporting the Institutions of SATA to identify resources required to effectively conduct SATA's affairs and formulating proposals to the attention of partners, agencies and multilateral Institutions.
 - 10.6.3. Implementing the decisions of the Annual Conference and the Executive Board.
 - 10.6.4. Performing all management functions of the Secretariat including but not limited to:
 - 10.6.4.1 Monitoring the performance of SATA and ensuring that it is consistent with the agreed policies, strategies, programmes and projects.

- 10.6.4.2 Undertaking measures aimed at promoting the Objectives of SATA and enhancing its performance and growth.
- 10.6.4.3 Pursuing consultation, coordination and cooperation with the Members and other organisations for the furtherance of the objectives and performance of SATA.
- 10.6.4.4. Maintaining public relations, including representing SATA at regional and international fora, promoting its interests and expanding membership.
- 10.6.4.5. Attending such meetings of the SATA Institutions and providing such supports as may be necessary, and participating in any meetings of any organisations for the furtherance of the objectives of SATA.
 - 10.6.4.5.1. When meetings of the SATA Institutions are held, the Executive Secretary will inform the Chairperson of SATA of his/her intention and ability to attend
 - 10.6.4.5.2. For meetings of other organisations and for undertaking specific missions, he/she shall seek the authorisation of the Chairperson
 - 10.6.4.5.3. Meetings covered in the broad Annual Action Plan and for which budgetary approval has already been given shall be assumed to have been duly authorised and shall consequently require no further authorisation to organise, execute and/or attend
- 10.6.4.6. Servicing the meetings of the Institutions of SATA and, in particular, the Annual Conference and the Executive Board.
- 10.6.4.7. Carrying out the administration of the finances of SATA and authorizing expenditures, according to the Financial Regulations of SATA and the approved budget.

- 10.6.4.8. Carrying out such other functions as may be determined from time to time by the Annual Conference and the Executive Board.

ARTICLE 11

COMMITTEES

- 11.1. SATA has two established Committees namely:
 - 11.1.1. The Policy and Strategy Committee (P & SC)
 - 11.1.2. The Technology and Infrastructure Committee (T & IC)
- 11.2. The meeting of the Chief Executive Officers may constitute or dissolve new or existing committees respectively.
- 11.3. The terms of reference of the committees shall be approved or altered by the meeting of the Chief Executive Officers.
- 11.4. In order to ensure continuity and consistency in group membership and appropriation of policies, decisions and implementation strategies, Members shall annually in writing confirm appointees to the Committees.
- 11.5. Committees shall elect from among appointed members a Chairperson and a Rapporteur for a period of one year or until the next election is conducted.
- 11.6. The Chairperson of a Committee shall have authority to convene an extraordinary meeting of that Committee or its Sub-committees and Working Groups as advised by the Executive Board, the Secretariat or the Annual Conference.
- 11.7. The Rapporteur shall keep records of the meetings of the Committee in liaison with the Chairperson of the Committee to keep track of the activities of the Committee as far as the implementation of decisions of the Committee is concerned.

ARTICLE 12

OBJECTIVES OF COMMITTEES

12.1. The main objectives of SATA Committees shall be to:

12.1.1 To implement the decisions of the Executive Board and the Annual Conference.

12.1.1.1 To advise the Executive Board and the Chief Executive Officers' Meeting on strategically important technical and commercial trends in the ICT sector.

12.1.2 To recommend changes in the general operations and strategic positioning of SATA to the Executive Board and the Annual Conference.

ARTICLE 13

POLICY AND STRATEGY COMMITTEE

- 13.1. The Policy and Strategy Committee shall, under the direction of the Executive Board, consider and make recommendations on issues relating but not limited to policy and strategy, including:
 - 13.1.1. Human Resources Development
 - 13.1.2. Strategic Partnerships and Alliances
 - 13.1.3. Operational Performance
 - 13.1.4. Business Development
 - 13.1.5. Impact of Regional and Global Regulation
 - 13.1.6. ICTs Policies
- 13.2. The Policy and Strategy Committee shall be composed of duly authorised senior representatives of Members.
- 13.3. The Committee will report its activities to each Executive Board Meeting and/or the Meeting of the Chief Executive Officers

ARTICLE 14

TECHNOLOGY AND INFRASTRUCTURE COMMITTEE

- 14.1. The Technology and Infrastructure Committee shall, under the direction of the Executive Board, deliberate and make recommendations on matters relating but not limited to technical network development and operations, including:
 - 14.1.1. New technology and services
 - 14.1.2. Connectivity and inter-operability
 - 14.1.3. Operating Standards

- 14.1.4. Frequency Spectrum Management
- 14.1.5. ICTs
- 14.2. The Technology and Infrastructure Committee shall be composed of duly authorized senior representatives of Members.
- 14.3. The committee will report its activities to each Executive Board Meeting and/or the Meeting of the Chief Executive Officers.
- 14.4. Other Committees and Working Groups.
- 14.5. Committees may form sub-committees or working groups as the need arises.

ARTICLE 15

AUTHORITY OF COMMITTEES

- 15.1. SATA Committees shall have authority to:
 - 15.1.1. Create Subcommittees and Working Groups to deal with general and specific strategic and operational issues pertaining to technical and commercial matters with a view of facilitating timely and professional implementation of the directives of the Executive Board and the Annual Conference.
 - 15.1.2. Dissolve any Subcommittee or Working Group deemed to have executed its task(s) or whose terms of reference become irrelevant or obsolete to the current and future objectives of SATA.

ARTICLE 16

MEMBERSHIP

- 16.1. An interested entity or organisation may join SATA as a:
 - 16.1.1 Member
 - 16.1.2 Associate Member

- 16.2 The Chief Executive Officer of a Member or Associate organisation shall be the official recognized representative of the Member.
- 16.3. Members of SATA shall be the telecommunications service providers of each SADC Member State.
- 16.4 Any telecommunication service provider who is not a signatory to this constitution, may be admitted to membership of SATA upon the approval of its application by the Executive Board and payment of the registration and membership fees.
- 16.5 Organisations from other sectors of the ICT industry and, in particular, the research, standard setting and learning sector; the manufacturing and distributing sector; the operations and services sector; and the content production and distribution sector, within and outside the Member States are entitled to Membership as Associate Members.
- 16.6 Other ICT service providers who are not signatories to this constitution may be admitted to any category of membership of SATA upon the approval of their applications by the Executive Board and payment of registration and membership fees.
- 16.7 Newly admitted members shall be subjected to payment of a one-off membership registration fee and an annual contributory membership fee as maybe determined from time to time by the Executive Board and approved by the Annual Conference.
- 16.8 The annual membership contribution fees will be based on the following principle:
 - 16.5.1. Member – 1 Unit
 - 16.5.2. Associate Member – ½ Unit
- 16.9 SATA may grant observer status to regional and international non-commercial organisations.
- 16.10 Representatives of service users, service providers, equipment suppliers and manufacturers or any other representative who will add value to the associations' deliberation may be invited as speakers to address Conferences on selected topics.
- 16.11 Every member shall be deemed to have agreed to adhere to the provisions of all Confidentiality Agreements and regulations of SATA.

- 16.12 Where a member contravenes the provisions of this Constitution the Meeting of the Chief Executive Officers, by a two-thirds majority, may terminate the membership of the contravening member.

ARTICLE 17

PRIVILEGES OF ASSOCIATE MEMBERS

- 17.1. Contrary to Member, that ought to originate from SADC Region, Associate Members may belong to diverse geographical markets
- 17.2. Associate Members duly recognized by the Annual Conference:
- 17.2.1. Shall be entitled to participate in the Annual Conference of SATA but shall not have the right to vote.
 - 17.2.2. May present their view by submitting written contributions to Chairpersons of the working groups in which they may not be allowed to participate directly (in attendance).
 - 17.2.3. Participate in approval of technical or development projects and recommendations.
- 17.3. Any person duly nominated in writing shall qualify to represent the Associate Member in the fora of SATA. The person shall have the right to participate in the discussions on the agenda, except where voting is involved.
- 17.4. Associate Members may have access only to certain SATA documentation required for their work.
- 17.5. With the approval of the Executive Board, Associate Member may hold positions of specific responsibility within Working Groups.
- 17.6. Associate Members may exhibit their products and services solutions at any SATA forum. Except that the terms of exhibition shall be agreed upon in advance with the Secretariat.

ARTICLE 18

OBLIGATIONS OF ALL SATA MEMBERS

- 18.1. In addition to the payment of the initial registration fees, and the regular payment of annual contributions, Members and Associate Members take the responsibility to:
 - 18.1.1. Actively participate in the business activities of SATA.
 - 18.1.2. Appoint a Permanent Contact Point (name and office) within the Member's organization, who shall mediate on all SATA matters. And shall inform the Secretariat promptly about any changes interim, or permanent.
 - 18.1.3. Promote the image, reputation and interest of SATA in the local and global ICT industry.
 - 18.1.4. Coordinate closely with SATA Secretariat on business and development activities relevant to SATA objectives.
 - 18.1.5. Cooperate among Members and Associate Members with a view to build a reliable, adequate and profitable ICT industry and mature markets in SADC.
 - 18.1.6. Extend invitations to SATA Secretariat, wherever opportune, to facilitate the pursuit of the agenda of SATA.
 - 18.1.7. Respect the regional and international character and responsibilities of SATA, the Executive Secretary and other staff of the Secretariat and shall facilitate their tasks in the discharge of their functions.

ARTICLE 19

MEMBERSHIP WITHDRAWAL

- 19.1. Any Member or Associate Member wishing to withdraw from SATA, shall serve notice of its intention to withdraw in writing a year in advance to the Chairperson of SATA who shall inform other Members and Associate Members accordingly.

- 19.2. At the expiration of the period of notice, the Member or Associate Member shall, unless the notice is withdrawn, cease to be a Member or Associate Member of SATA.
- 19.3. During the one-year period of notice, the Member or Associate Member shall comply with the provisions of the Constitution and shall continue to be bound by the obligations of the Constitution up to the date of its withdrawal.
- 19.4. A Member or Associate Member, which has withdrawn, shall not be entitled to any claim on any privileges or property (material and intellectual) of SATA.

ARTICLE 20

FINANCIAL PROVISIONS

- 20.1 The expenses of the Secretariat shall be financed through equal annual contributions from each member.
- 20.2 Where the contributions are not sufficient to meet the operating costs of SATA, the Chief Executive Officers' Meeting will take decision as to the way of meeting the deficiency, based on the recommendation of the Executive Board.
- 20.3. An annual budget will be prepared by the Executive Secretary and approved by the Executive Board and rectified by the meeting of the Chief Executive Officers.
- 20.4. The SATA budget may be approved outside the Chief Executive Officers' Meeting on a round-robin basis outside the normal meetings.
- 20.5. The SATA financial year shall end on 31st March of each year.
- 20.6. Each member will pay annual contributions to the Secretariat within the first quarter of each calendar year.
- 20.7. The contribution from Members and Associate Members will be according to a contribution formula, recommended by the Executive Board and approved by the Annual Conference.
- 20.8. In arriving at a Registration or a Contributory Unit, the following general principle shall apply:

Member – 1 Unit
Associate Member – ½ Unit

- 20.9. The effective amount of the Registration and Contributory Units shall be reviewed every two SATA financial years by the Executive Board and approved by the meeting of the Chief Executive Officers.
- 20.9. Defaulting members will cease to enjoy the benefits of membership including voting rights, access to the SATA website and/or any other SATA sources of information, participation in committees subcommittees working groups and sponsorships. However, individual members' prevailing circumstances will be carefully considered before the above action is taken.
- 20.10. Financial resources, and other resources, acquired by SATA by way of gifts, donations or grants shall become and remain the property of **SATA**.
- 20.12. The Executive Secretary shall recommend the appointment of External Auditors to the Executive Board for approval.

ARTICLE 21

MEETINGS

- 21.1. SATA will meet annually in an ordinary Conference; the SATA Annual Conference.
- 21.2. The Annual Conference will be structured as follows:
- 21.2.1. Meetings of the Policy and Strategy Committee and of the Technology and Infrastructure Committee for the first part of the Conference.
 - 21.2.2. Meetings of Chief Executive Officers immediately following the meetings of the two Committees.
- 21.3. The Annual Conference will be held in a SADC country on a rotational basis and shall be hosted by Members from that country.
- 21.4. The hosting of the Annual Conference shall be organized in accordance with the United Nations practice for hosting conferences.
- 21.5. SATA may, where necessary, hold extraordinary Conferences.
- 21.6. The quorum for a Conference shall be a simple majority of the members.

- 21.7. Decisions at a Conference shall be by consensus: provided that where a decision cannot be reached through consensus a vote may be taken.
- 21.8. Each member shall have one vote.
- 21.9. Where a vote is taken, decisions shall be taken by a two-thirds majority of members present at the meeting.
- 21.10. The Policy and Strategy Committee as well as the Technology and Infrastructure Committee shall meet at least three times a year, either directly or through their subcommittees and working groups.

ARTICLE 22

ENTRY INTO FORCE

- 22.1. This constitution shall enter into force on the date of signature by a minimum of two-thirds of the members.

ARTICLE 23

AMENDMENT

- 23.1. This constitution may be amended upon the two-third-majority decision of the Members in a Meeting of Chief Executives.
- 23.2. An amendment may be proposed by any Member and shall be sent to the Executive Secretary four months before the Annual Conference.
- 23.3. An amendment shall enter into force in respect of all Members on the date it is approved by the Meeting of Chief Executives.

ARTICLE 24

DISSOLUTION OF SATA

SATA may be dissolved by a resolution taken by a two-third-majority decision taken at the Meeting of the Chief Executives. Such resolution shall determine the terms and conditions of dealing with the liabilities and the disposal of assets of SATA.

ARTICLE 25

INDEMNITY

Every representative, employee or agent of SATA shall be indemnified by SATA against any liability incurred in the *bona fide* exercise of their functions.

ARTICLE 26

INTERPRETATION

The decision of the Meeting of Chief Executives shall be final in the interpretation of the Constitution.

ARTICLE 27

SETTLEMENT OF DISPUTES

Any dispute arising from the application of this Constitution, which cannot be settled amicably by the Executive Board, shall be referred to the Meeting of the Chief Executive Officers.

ARTICLE 28

RESIDUAL POWERS

All powers not catered for specifically in this Constitution shall be exercised by the Meeting of Chief Executive Officers.

IN WITNESS WHEREOF,

The undersigned duly authorized by their respective organizations have signed this constitution.

Done at **Blantyre, Malawi** this **13th** day of **May 2005** in the English Language.

1. Angola Telecom:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

2. Botswana Telecommunications Corporation:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

3. Telecom Lesotho:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

4. Malawi Telecommunications Limited:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

5. Mauritius Telecom:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

6. MOVICEL Angola:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

7. Telecomunicações de Moçambique:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

8. Telecom Namibia:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

9. _____ Telkom South Africa:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

10. Swaziland Posts & Telecommunications Corporation:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

11. Tanzania Telecommunications Company Limited:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

12. Zambia Telecommunications Company Limited:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____

13. Tel.One Zimbabwe:

C.E.O. or Mandated Representative: _____

Signature: _____

Date: _____