

# **CONSTITUTION OF THE SEREKUNDA INTERNET EXCHANGE POINT (SIXP) OF THE GAMBIA**

## **ARTICLE 1 – ESTABLISHMENT AND CHARACTER**

- 1.1 The Serekunda Internet Exchange Point (SIXP) of The Gambia is hereby established under the Companies Act 1955 and shall duly be registered as a voluntary and non-profit charitable organisation.
- 1.2 The Serekunda Internet Exchange Point (SIXP) of The Gambia shall be a non-profit charitable organisation with powers to among others enter into contracts, acquire, own or dispose of movable or immovable property and sue and be sued in its own name.

## **ARTICLE 2 – REGISTERED ADDRESS**

- 2.1 The registered address of the IXP Association shall be:

Serekunda Internet Exchange Point  
c/o Gamtel Serekunda Exchange  
Kairaba Avenue  
Serekunda, KSMD  
The Gambia

## **ARTICLE 3 – OBJECTIVES**

- 3.1 The objectives for which the Association is formed are:
  - 3.1.1 To establish and operate an Internet Exchange Point and other related Internet infrastructure for the benefit of the members and Internet users in The Gambia.
  - 3.1.2 To host Internet related services for the Internet community in The Gambia.
  - 3.1.3 To share information with regional and international bodies and to forge linkages and partnerships with a view to adopting best practices relating to the provision of Internet services in The Gambia.
  - 3.1.4 To carry out research to obtain current information for Internet users in The Gambia.
  - 3.1.5 To carry out any activities ancillary to the operation of an Internet Exchange Point.

## **ARTICLE 4 – POWERS**

- 4.1 In furtherance of its objectives, the Association shall exercise the following powers:
  - 4.1.1 To develop technical standards that members must meet in order to connect to the IXP and for routing traffic, and a policy and procedures document governing on-going operations and management of the IXP that all members must sign as a condition of joining prior to connecting to the IXP. The Executive Committee reserves the right to redraft these standards, which must be approved by the Annual or an Extra Ordinary General Meeting.
  - 4.1.2 To levy fees for members and other users in The Gambia to enable the Association to sustain its operations.
  - 4.1.3 To source funding, support, resources or otherwise undertake any form of fundraising, resource mobilisation, for the sustenance and management of the operations of the Association.
  - 4.1.4 To appoint and engage employees or seek other services as may be required by the Association and determine the remuneration to such employees or for such services.
  - 4.1.5 To open bank account(s) in the name of the Association and accept and endorse cheques and other negotiable financial instruments for the purposes of the Association.
- 4.2 The powers in 4.1 above will be vested in and exercised by the Executive Committee.
- 4.3 All contracts and other documents binding the Association shall be signed jointly by the Chairperson and Secretary with the approval of the Executive Committee. In the event of their absence, the Vice Chairperson shall sign on behalf of the Chairperson and the Assistant Secretary shall sign on behalf of the Secretary.

## **5. ARTICLE 5 – MEMBERS**

- 5.1 All entities resident or domiciled in The Gambia having an interest in Information and Communications Technology (ICT) development matters are eligible for membership in the Association. This includes local and international companies who are registered in The Gambia. Members who are initial signatories to this Constitution shall be founding members of the Association.
- 5.2 An ‘Associate Member’ is allowed to join the association, with no voting rights, for purposes of access to meetings, mailing lists, and other activities to promote the sector, but are not allowed to connect to the IXP. As such, these members should pay a one-time joining fee and possibly subscription fee, but no port fee. In addition, as they are

not connected to the switch, they should not be required to be registered in The Gambia.

- 5.3 Each entity shall nominate a member and an alternate who shall be their official representative(s) in the meetings of the Association.
- 5.4 The members at the Annual General Meeting shall determine whether or not membership to the Association shall be for a fee. In the event that a decision to impose a fee is reached, the Executive Committee shall, from time to time, determine the fee which shall be endorsed by the members at an Annual General Meeting.
- 5.5 The power to admit members to the Association shall be vested in the Executive Committee, which shall act in accordance with any regulations, directives or conditions determined by the Annual General Meeting.
- 5.6 A member may withdraw membership from the Association by delivering to the Executive Committee, a written letter of termination of membership, in accordance with any regulations, directives or conditions determined by the Annual General Meeting.
- 5.7 A member may be suspended by the Executive Committee for good cause in accordance with any regulations, directives or conditions determined by the Annual General Meeting pending a determination by an Annual General Meeting or Extra Ordinary General Meeting regarding suspension or termination of membership by a member.
- 5.8 Each entity shall be required to sign the Association's Policy and Procedures as a condition of connecting to the Exchange, and recognizes that these can change subject to the approval of the Annual or Extra Ordinary General Meeting.

## **ARTICLE 6 – FINANCIAL PROVISIONS**

- 6.1 The Association shall carry out its operations through funds which shall be contributed by members in amounts agreed by members. The Association shall further source funds from donors or raise funds in any manner that it deems fit.
- 6.2 The Universal Services Fund of The Gambia may disburse Funds for the implementation of the Association's activities.
- 6.3 The Association as a non-profit making organization shall utilize its income or funds solely in promoting and furthering its objectives.
- 6.4 The Association shall open and operate a bank account(s) with a reputable banking institution(s) in The Gambia and all funds raised by or in the name of the Association shall be paid into the Association's bank account.
- 6.5 All withdrawals drawn on the account must be in line with the association's budget signed by at least two authorized signatories, being the Chairperson and Treasurer or the Vice-Chairperson in the absence of either the Chairperson or Treasurer.

- 6.6 The Executive Committee shall have powers to set withdrawal limits as may be required.
- 6.7 The Association shall keep or cause to be kept proper accounts and other records relating thereto in respect of its funds. An Income and Expenditure Account and Balance Sheet shall be prepared, audited and circulated in accordance with established best practices.
- 6.8 The Association shall prepare or cause to be prepared an annual financial budget.
- 6.9 The accounts of the Association shall be examined and audited by a qualified independent Auditor at the end of each financial year.
- 6.10 The Annual General Meeting shall appoint independent auditors to carry out financial audits of the Association for the ensuing financial year.
- 6.11 The financial year of the Association shall commence on the 1<sup>st</sup> day of January of each year and end on the 31<sup>st</sup> day of December the subsequent year.

## **ARTICLE 7 – INSTITUTIONS OF THE SIXP**

- 7.1 The following are hereby established as institutions of the SIXP of The Gambia.
  - 7.1.1 The Annual General Meeting.
  - 7.1.2 The Extra Ordinary General Meeting.
  - 7.1.3 The Executive Committee.

## **ARTICLE 8 – THE ANNUAL GENERAL MEETING**

- 8.1 The Annual General Meeting is the supreme decision making organ of the Association comprising representatives of all members of the Association. The Annual General Meeting shall consider and pronounce itself on reports from other organs of the Association. The Annual General Meeting has the powers to consider any matter and amend or overturn any decisions made by the other organs of the Association.
- 8.2 The Annual General Meeting shall be held once every year and the date of the Annual General Meeting shall be determined at the preceding Annual General Meeting.
- 8.3 Written notices and the Agenda for Annual General Meetings shall be received by members at least fourteen (14) days before the dates of the proposed meetings.
- 8.4 The Annual General Meeting shall be properly constituted and two-thirds of the membership shall form a quorum. It shall determine its procedure for conducting meetings provided that a simple majority of the members present in any meeting shall pass binding resolutions.

- 8.5 All paid-up members present in an Annual General Meeting shall be entitled to one vote.

## **ARTICLE 9 – THE EXTRA ORDINARY GENERAL MEETING**

- 9.1 The Association may hold an Extra Ordinary General Meeting at any time during the financial year at the instance of the Executive Committee or whenever requested by half of the membership of the Association. A seven days' written notice shall be given for the convening of such a Meeting.
- 9.2 Notwithstanding the designation of the Extra Ordinary General Meeting, it shall follow the same procedure as the Annual General Meeting and shall have the same powers as the Annual General Meeting.

## **ARTICLE 10 – THE EXECUTIVE COMMITTEE**

- 10.1 The Executive Committee shall oversee and execute the decisions of the organs of the Association. It shall execute the decisions of the Annual General Meeting and the Extraordinary General Meeting. It shall oversee the operations of the Secretariat including administration, supervision and remuneration of the staff of the Association in accordance with good corporate governance principles. It shall arrange for meetings of the organs of the Association. The Executive Committee shall comprise the Chairperson, the Vice-Chairperson, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, and the Users' Representative.
- 10.2 Members of the Executive Committee shall be elected by the Annual General Meeting and shall hold office for a period of two years but shall be eligible for re-election for a maximum of two consecutive two-year terms.
- 10.3 In the event of a vacancy(ies) within the Executive Committee, a member may be co-opted by the Executive. An Extraordinary General Meeting shall be convened within 28 days to elect the replacement.
- 10.4 A member of the Executive Committee shall cease to hold office if he/she:
- 10.4.1 Is disqualified from acting by virtue of any legal condition;
  - 10.4.2 Becomes incapable of performing his/her duties by reason of mental disorder, illness or injury or any form of incapacity which could prevent him/her from administering his/her own affairs;
  - 10.4.3 Resigns from office;
  - 10.4.4 Absents himself/herself from three consecutive meetings without apology;
- 10.5 Any member of the Executive Committee may be removed from office at any Extraordinary General Meeting specially convened for this purpose provided:

10.5.1 The proposal is carried by a two-thirds majority of members present at the meeting; and

10.5.2 At least ten days' written notice of such meeting has been given to all members.

## **Article 11 – MEETINGS OF THE EXECUTIVE COMMITTEE**

11.1 The Executive Committee shall meet at least once every quarter of the year.

11.2 Notwithstanding clause 11.1 above, the Executive Committee may hold Extraordinary General Meetings whenever required by the Chairperson or at the request in writing, of any two or more of its members.

11.3 Voting at all meetings shall be by a majority on secret ballot. In the event of an equality of votes, the Chairperson or other person presiding shall have the right to a casting vote as well as a deliberative vote.

11.4 A quorum of the Executive Committee shall consist of a simple majority of the members elected thereto.

## **ARTICLE 12 – THE CHAIRPERSON**

12.1 The duties of the Chairperson shall be:

12.1.1 To preside over all meetings of the Executive Committee.

12.1.2 To plan for the Executive Committee meetings and the Association's meetings in liaison with the Secretary.

12.1.3 To sign all official documents of the Association including financial reports.

## **ARTICLE 13 – THE VICE-CHAIRPERSON**

13.1 The duties of the Vice-Chairperson shall be:

13.1.1 To act in the position of the Chairperson in the absence of the incumbent.

13.1.2 To study documents pertaining to the operations of the Association and advise the Chairperson.

13.1.3 To submit to the Chairperson, any recommendations pertaining to the execution of the mandate of the Association.

## **ARTICLE 14 – THE SECRETARY**

14.1 The duties of the Secretary shall be:

14.1.1 To take and produce the minutes of the organs of the Association.

14.1.2 To make follow-ups on the decisions of the Association.

14.1.3 To produce the record of proceedings of all meetings in a timely manner and make necessary follow-ups on the resolutions of the Association.

14.1.4 To attend to all correspondence and other duties incidental to his/her office.

14.1.5 To liaise with the Chairperson to draft the agenda for meetings.

14.1.6 To sign the Association's documents.

## **ARTICLE 15 – THE ASSISTANT-SECRETARY**

15.1 The duties of the Assistant-Secretary shall be:

15.1.1 To deputize the Secretary and act in the position of Secretary in the absence of the incumbent.

15.1.2 To assist the Secretary in responding to correspondence from outside parties and drafting documents of the Association.

15.1.3 To assist the Secretary in making follow-ups on the resolutions of the Association.

## **16. THE TREASURER**

16.1 The duties of the Treasurer shall be:

16.1.1 To act as custodian of all books of account of the Association.

16.1.2 To prepare and present management accounts on a periodic basis.

16.1.3 To disburse the funds of the Association in accordance with best accounting practices.

16.1.4 To ensure that the books of account of the Association are audited by an independent firm of auditors in accordance with best practices.

16.1.5 To attend to all financial matters of the Association.

16.1.6 To open and operate a bank account(s) for the Association.

16.1.7 To receive and keep the Association's funds safely.

## **17. ASSISTANT TREASURER**

### **17.1 The duties of the Assistant Treasurer shall be:**

17.1.1 To make deposits and withdrawals of funds in the Association's bank account(s) in liaison with the Treasurer.

17.1.2 To make purchases of the necessary documents and stationery for the office of the Treasurer.

17.1.3 To assist the Treasurer with any other related duties from time to time.

## **18. USERS' REPRESENTATIVE**

### **18.1 The duties of the Users' Representative shall be:**

18.1.1 To participate in the meetings of the Association to ensure that the interests of Internet users are safeguarded during meetings and any deliberations of the Association.

18.1.2 To gather the views of the users of the Internet and present them in the meetings of the Association.

18.1.3 To advise the Association on any relevant issues pertaining to Internet usage and Internet governance matters.

## **ARTICLE 19 – CONFLICT OF INTEREST**

19.1 All members of the Executive Committee shall refrain from any practices that could give rise to conflict of interest. Any matter which gives rise to conflict of interest shall be declared by an Executive Committee member. Failure to make such a declaration may result in disciplinary measures being taken against an Executive Committee member.

19.2 No member of the Executive Committee shall charge for professional services for the Association. However, under exceptional circumstances, the Association may contract a member to carry out professional duties for the Association provided that full justification is recorded regarding the need to engage such a Committee member. Such a Committee member shall be paid for the services rendered.

## **ARTICLE 20 – AMENDMENT TO THE CONSTITUTION**

20.1 This Constitution and all or any amendments thereto may be amended by the Annual General Meeting or an Extraordinary General Meeting specially convened for such purpose. Amendments shall receive assent of not less than two-thirds majority of the members present and voting at the meeting.



- 20.2 Due notice of the proposed amendment shall be sent in writing to the Executive Committee not less than thirty days before the meeting.

## **ARTICLE 21 – DISPUTES**

- 21.1 The Executive Committee shall handle and/or determine all disputes within the Association. A dispute may be escalated to an Extraordinary General Meeting for resolution by an aggrieved person.

## **ARTICLE 22 – DISSOLUTION OF ASSOCIATION**

- 22.1 Other than dissolution through operation of law, the Association may be dissolved by a resolution of an Annual General Meeting or an Extraordinary General Meeting.
- 22.2 Upon dissolution of the Association, all the assets and funds of the Association shall be donated to an identified charitable organization or organizations.

The members attest their signatures hereunder signifying their consent to be bound by the articles articulated above.

The founding members who have signed below shall promulgate this Constitution.

The foregoing Constitution has been approved and adopted this \_\_\_\_\_ day of \_\_\_\_\_ 2013 by the following **FOUNDING MEMBERS:**

<b>Company Name</b>	<b>Designated Member</b>	<b>Signature</b>
AFRICELL	ABUBACARR JALLOW	
COMIUM	MBYE J. CHAM	
GAMCEL	NACEESAY MARENAH-KURANG	
GAMTEL	MAM DAWDA GAI	
INSIST GLOBAL	SEEDY OMAR BENSOU DA	
ITAG	PONCELET ILELEJI	
LANIX LIMITED	MUSTAPHA FAAL	

LASTING SOLUTIONS	ABDOULIE SOWE	
MOICI	LAMIN CAMARA	
NETPAGE	ABUBACARR DRAMMEH	
NIFTY SOLUTIONS	AMADOU JALLOW	
QCELL	ISATOU JAH	
UNIQUE SOLUTIONS	ROBERT KIOKO	
PURA	NICHOLAS JATTA	