



The Constitution of the Samoa Information  
Technology Association (Incorporated)

2022

## Contents

1. Name.....	2
2. Registered Office.....	2
3. Objectives.....	2
4. Executive.....	2-3
5. Membership.....	3
6. Annual Subscriptions.....	4
7. Resignation of Members.....	4
8. Suspension or Forfeiture of Membership.....	4
9. Register.....	4
10. General Meetings.....	5
11. Proceedings at General Meetings.....	5-6
12. Referendum.....	6
13. By-Laws of the Society.....	7
14. Constitution and By-Laws - Issue to Members.....	7
15. Common Seal.....	7
16. Funds and Property.....	7
17. Accounts and Audit.....	8
18. Winding Up.....	8
19. Legal Proceedings.....	8
20. Code of Ethics and Professional Conduct.....	8-9
21. Alteration of Constitution.....	9
22. Indemnity.....	9

# **The Constitution of the Samoa Information Technology Association (Incorporated)**

## **1. Name**

The name of the society shall be “The Samoa Information Technology Association” (Incorporated) (hereinafter “Society”).

## **2. Registered Office**

The registered office of the Society shall be situated in Apia, Samoa, or at such other place as the members of the Society by resolution decides.

## **3. Objectives**

The objectives of the Society shall be

- (a) To develop the practice of the profession of information technology and related disciplines in Samoa.
- (b) To foster the training, education, and qualification of those practicing or intending to practice the ICT profession in Samoa and to encourage vulnerable groups and embrace diversity to study ICT.
- (c) To promote proper conduct within its membership and to set ethical standards for the profession.
- (d) To develop or provide lectures, meetings, conferences and to promote research in information processing and computer technology.
- (e) To promote any other related activities that are in the interests of the Association and its members.
- (f) To have a voice to the Government and its people on all issues about ICT
- (g) To encourage collaboration and networking with local Businesses, Regional and Funding Organizations for the development and implementation of ICT projects for the betterment of our community.

## **4. The Executive**

- (a) The Society shall be governed by the Executive.
- (b) The Executive will consist of a President, a Vice President, a Secretary, a Treasurer, and 3 non-office-holding members.
- (c) Except for powers and functions reserved to the Society acting in general meeting, or as elsewhere provided by this Constitution, the full and exclusive power of management and control of the Society, its operations, property, and income, is vested in the Executive.
- (d) No act or proceeding of the Executive or of any person authorized to act as a member of the Society shall be invalidated in consequence of there being a vacancy in the membership of the Society at the time of the act or proceeding or of the subsequent discovery of some defect in the election or appointment of any member of the Society.
- (e) At its last meeting in any financial year, the Society shall appoint a President, Vice

President, Secretary, Treasurer, and 3 non-office holding executive members. These appointments shall take effect from the end of the Executive Meeting.

- (f) The President, Vice President, Secretary, Treasurer, and the 3 non-office holding executive members may be required to tender their resignation at any time by a three-quarters majority vote of the Society.
- (g) The President shall chair meetings of the executive.
- (h) The Vice President shall take the place of the President in the absence of the President in chairing meetings of the executive.
- (i) The Secretary shall have ultimate responsibility for the recording and filing of all minutes of the Executive, as well as Special and Annual General Meeting and any other meeting of the Society. In the absence or unavailability of the Secretary, the Chair of any meeting shall appoint a temporary Secretary (from the members present) to take minutes. Furthermore, the Secretary shall be responsible for the maintenance of a registry for members, letters of correspondence, and any other official documents that deal with the business of the Society.
- (j) The Treasurer shall be responsible for the maintenance of records relating to the financial affairs of the Society and the efficient and effective disbursement of the Society's funds.
- (k) The executive shall automatically include the immediate past President (if he/she is still a member and is not re-elected to the post of President) as a non-office holding executive member.
- (l) Not more than one executive member may be employed by the same organization.
- (m) Members can only be in the **Executive** for 2 consecutive terms after which they must step down for a grace period of one year from the end of their last appointment after which they can again stand for office. The only exception to this clause is in the automatic reappointment of the immediate past president as described in clause 4(k).
- (n) The automatic reelection of the past President (if all the conditions of clause 4(k) are met will not take effect if the past President was made to resign from the executive due to circumstances described in clause 4(f).

## **5. Membership**

- (a) All members shall agree to accept and to uphold the Society's Constitution. All members shall have equal rights of participation in the affairs of the Society.
- (b) The Executive shall, subject to any other provision of this constitution by resolution of not less than two-thirds of its members, determine from time to time the criteria for eligibility and continued membership.
- (c) Any resolution pursuant to Clause 4(b) shall take effect as a by-law of the Society, and shall be published to members as soon as reasonably practicable after the resolution is passed.

## **6. Annual Subscriptions**

- (a) The annual subscriptions shall be recommended by the Executive and set by the members at the Annual General meeting by majority vote and shall be paid by members as directed in the Society's By-laws.
- (b) In the case of non-payment of a member's subscription by due date, the Society may give the member notice, in writing, providing a two (2) month time frame for submission of payment or cancellation of membership shall ensure. On the expiration of the two months the Society may declare their membership lapsed, although the member shall remain legally liable for the subscription then due.
- (c) The Society may, on such terms and conditions as it may decide, reinstate a member whose membership has lapsed through non-payment of subscription or other reason.

## **7. Resignation of Members**

Any member wishing to resign their membership shall forward their written resignation to the Society, which shall accept their resignation. Any future application to rejoin the Society would be treated as a new membership application.

## **8. Suspension or Forfeiture of Membership**

- (a) Any member may be suspended from the privileges of membership or may be declared to have forfeited their membership by the Executive if in the opinion of the Executive their admission was obtained by improper means or if the Executive considers after due investigation that they have been guilty of dishonorable conduct or conduct derogatory to the Society.
- (b) The member shall be informed in writing of the nature of the matter laid to their character and shall be afforded an opportunity of being heard at a meeting of the Executive at which the case is to be investigated and of calling evidence in their defense.
- (c) Any member may be suspended from the privileges of membership, or may be declared to have forfeited their membership by the Executive if, after due investigation they have been found to have committed a breach of the Society's Code of Ethics as provided in Clause 18 of this Constitution.

## **9. Register**

- (d) The Secretary shall keep a register of all members containing such particulars as may from time to time be required by the (relevant act).
- (e) The Secretary shall also keep such other particulars as prescribed by the Executive.
- (f) Every member shall furnish the Society with all required information to enable the membership register and the Society's records to be maintained.
- (g) No name shall be entered or removed from the membership register save on the authority of the Executive.
- (h) The record of any person who has ceased to be a member for any reason shall be removed from the register.

## **10. General Meetings**

- (a) An Annual General Meeting of the Society shall be held annually. Meetings of the Society, other than the Annual General Meeting shall be called “Special General Meetings.”
- (b) The Executive may, at any time, and it shall, within 14 days of the receipt of a requisition to that effect in writing, stating the purpose of such a meeting and signed by not less than 50% of the members, convene a Special General Meeting of the Society.
- (c) A member wishing to bring before the Annual General Meeting any motion or business not relating to the ordinary annual business of the Society shall give notice in writing to the Secretary not less than one month before the day of the meeting and no motion or business other than the business brought forward by the Executive shall come before the meeting unless notice thereof has been so given.
- (d) Not less than 14 days notice of every General Meeting specifying the date, time and place of the meeting and the general nature of the business to be dealt with shall be sent to each member by the Secretary to their last known e-mail or postal address but the want of notice on the part of any member shall not invalidate the proceedings at any General Meeting.

## **11. Proceedings at General Meetings**

- (a) The business of the Annual General Meeting of the Society shall be to receive and consider the Statement of Financial Position from the Treasurer and the Report of the Executive on the Society’s activities for the preceding year, the election of a new Executive and the consideration of such other business as any member on due notice or the Executive may bring before it.
- (b) At all General Meetings of the Society, each member provided that their subscription has been paid is entitled to one vote.
- (c) Members may vote at any General Meeting of the Society either personally or by proxy.
- (d) All instruments appointing proxies shall be in writing under the hand of the appointer whose signature shall be attested by a witness.
- (e) No person shall be appointed a proxy who is not a member of the Society.
- (f) The instrument appointing a proxy shall be received at the address set out in the Notice of Meeting or if no address is stated it shall be received at the postal address of the Executive not less than 48 hours before the fixed time for holding the meeting at which the person named in the instrument proposes to vote.
- (g) A proxy may be appointed only for a specified period or a specified meeting and any adjournments thereof.
- (h) The President, or in the absence of the President, the Vice President of the Society shall take the chair at a General Meeting. In the absence of both, a member of the Executive - to be chosen by those present - shall be entitled to take the chair at a General Meeting of the Society. If at any such meeting, no person so entitled to take the chair shall be present within 15 minutes after the time appointed for holding the meeting or if all persons so entitled decline to take the chair, then the members shall choose one of their members to be chairperson.
- (i) 50% members present and entitled to votes shall be a quorum for any General Meeting of the Society and no business shall be transacted at any General Meeting unless the requisite quorum is met.

- (j) If, within 30 minutes after the time appointed for holding the meeting a quorum is not made, the Meeting whether convened upon requisition or otherwise shall be abandoned.
- (k) Voting at any General Meeting shall normally be by voice or, at the discretion of the Chairperson, by a vote of hands.
- (l) At any General Meeting, unless a written poll is demanded by at least 2 members personally present and entitled to vote, a declaration by the Chairperson that a resolution has been carried or lost and an entry of that effect made in the Minute Book of the Society shall be conclusive evidence of the fact.
- (m) If a poll is demanded as aforesaid it shall be taken forthwith and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn. Any poll duly demanded concerning the election of a Chairperson of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
- (n) The General meeting at which the written poll is demanded shall appoint 2 scrutineers, who shall open the voting papers and report to the Chairperson the result of the voting. The Chairperson shall communicate the report to the meeting and this report shall be conclusive evidence of the result of the poll.
- (o) In the case of an equality of votes, the Chairperson shall both on a show of hands and at a poll, have the casting vote in addition to the vote to which he/she is entitled as a member.
- (p) The Chairperson may with the consent of those present and entitled to vote, adjourn the meeting but at the resumption of the meeting, no business shall be transacted other than the business unfinished at the meeting from which the adjournment was made.
- (q) Minutes of all proceedings of the Society shall be recorded in proper books to be provided for the purpose. The Minutes of each meeting shall be signed by the Chairperson of the meeting to which they relate or by the Chairperson of a subsequent meeting. The recorded Minutes shall then be a sufficient record of the proceedings.

## **12. Referendum**

Either the Society in General Meeting or the executive at any time, may refer any question to the members of the Society by way of referendum. In any such case the Executive shall reduce the matter to such a form as in its opinion is a fair statement of the matter in question. This statement together with a voting paper shall within 21 days after such a meeting be sent to every member of the Society entitled thereto. The working paper shall be returned within such a period (not exceeding 35 days from the date on which the referendum was directed) as the Executive shall determine. Such meeting shall also appoint 2 scrutineers who shall open the voting papers and report the Secretary to the Executive the result of the voting.

Secretary to the Executive shall communicate such results to members of the Society. Such evidence shall be conclusive evidence of the result of the referendum.

### **13. By-Laws of the Society**

The Executive by resolution passed by a two-thirds majority may make by-laws for the better administration of the Society's affairs provided that these do not conflict with the Constitution and they may suspend, alter, add to or revoke the by-laws so made by a similar majority resolution. Such new by-laws or changes thereto shall be circulated to all members within 28 days of being passed.

### **14. Constitution and By-Laws - Issue to Members**

- (a) On joining the Society, each member shall be given access to a copy of the Constitution, the By-laws of the Society and code of ethics.
- (b) Whenever the Constitution is changed, a copy of the new Constitution shall be made available by the Executive to every member of the Society within 28 days after the approval of the Society in General Meeting of the changed constitution.

### **15. Common Seal**

- (a) The common Seal of the Association shall be in the custody of the Secretary and shall not be affixed to any deed, instrument, contract, document or paper within the authority of the Executive Committee.
- (b) The affixing of the Seal to any deed or instrument creating legal obligations upon the Association shall be attested to by the President and the Secretary or Treasurer or one other member of the Executive Committee.

### **16. Funds and Property**

- (a) The income and property of the Society shall be applied solely towards the promotion of the objectives of the society.
- (b) All monies received on account of the Society shall be paid into the banking accounts of the Society.
- (c) All cheques or other negotiable instruments drawn on the Society's bank accounts shall be signed by such persons as may be authorized for that purpose by the Executive.
- (d) Cheques or other negotiable instruments received at the registered office of the Society and requiring endorsement shall be endorsed by such person or persons as may be authorized
- (e) The executive shall invest the funds of the Society prudently in accordance with objectives of the Society.



## **17. Accounts and Audit**

- (a) The balance date of the Society shall be 30th June.
- (b) An Auditor or Auditors shall be appointed by the Society at the Annual General Meeting thereof each year and shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- (c) The Auditor or Auditors shall be members of the Samoan Society of Accountants. They may also be members of The Samoa Information Technology Society but a member of the Executive shall not be eligible for election as an Auditor of the Society. It shall be the duty of the Auditor to report to the members of the Society whether the Accounts and Balance Sheet present a true and fair view of the state of the Society's affairs.
- (d) A copy of these Accounts, together with the Auditor's report thereon shall be submitted to each Annual General Meeting of the Society and shall be made available to members of the Society.
- (e) The Executive may fill any casual vacancy in the office of Auditor.
- (f) The deadline for the completion of the auditing of the Accounts of the Society shall be 7 days before the Annual General Meeting.

## **18. Winding Up**

Authority for the dissolution of the Society shall be by a resolution at a Special General Meeting passed by a bare majority of such members as being entitled to vote in person or by proxy. Such Special General Meeting shall be called by 14 days notice in writing specifying the intention to propose the resolution to dissolve the Society. Upon dissolution all surplus funds of the Society shall be paid to the Public Trustee or such other trustee as the members shall resolve to be held by the trustee upon trust for scholarships or otherwise for the education and future qualifications of such persons interested in computer work generally, programming, systems analysis or associated activities as the trustee shall from time to time determine.

## **19. Legal Proceedings**

The Executive shall have the sole authority to initiate and conduct legal proceedings brought by the Society against any individuals or organization and to defend legal proceedings brought against the Society or its offices being agents of the Society.

Notwithstanding anything to the contrary in this Constitution a resolution of the Executive to initiate legal proceeding must be passed with a two-thirds majority of the members.

## **20. Code of Ethics and Professional Conduct**

- (a) The Society, in Special General Meeting, by resolution passed by two thirds majority may pass the Code of Ethics and Professional Conduct, and may suspend, alter, add to or revoke by a similar majority resolution.
- (b) The code shall be binding on all Members of the Society and breaches of the code may of such amount as the Executive shall decide or forfeiture of membership.

- (c) The procedure for dealing with an alleged breach of the code by a member shall be as follows -
- (i) Any individual or organization may report to the President setting out particulars of the alleged breach. Such report shall be investigated by a Disciplinary panel, the membership of which shall be agreed by the Executive at the time. This Disciplinary panel shall report to the next available meeting of the Executive.
  - (ii) The member alleged to have committed the breach shall be informed in writing of the report made to the President and shall be afforded an opportunity of being heard at the meeting of the Executive at which the case is to be considered and of the calling of evidence in their support.
  - (iii) The Executive shall decide by a two thirds majority whether a breach of the code has been committed and shall determine the penalty to be applied. If the necessary majority is not reached the matter shall be declared not proven and all evidence gathered in the investigation destroyed.
  - (iv) The decision of the Executive on such matters shall be final and no appeals shall be considered.

## **21. Alteration of Constitution**

This constitution or any amended Constitution while in force may be altered or replaced by a new Constitution only by the Society in Special General Meeting. A resolution altering or replacing the Constitution shall be passed by a majority of two-thirds of such members as being entitled so to do, vote in person or by proxy at a Special General Meeting of which notice specifying the intention to propose the resolution has been duly given. Issues relating to changes in the Constitution must be the first order of business in any Special General Meeting. Nothing whether contained in the Constitution for the time being in force or otherwise shall be construed as implying or creating any privilege, priority or right in favour of any member so as to limit the power of the Society at any time to amend or rescind any clause of the Constitution or to add any clause thereto.

## **22. Indemnity**

The Society shall indemnify every member of the Society and each office-bearer against all costs, losses, damages or expenses including hotel and travelling expenses in respect of any Covenant, Contract or Agreement entered into, instrument executed, or act or thing done in discharge of their duties or in carrying into effect any objective or purpose of the Society and in respect of any action, suit, proceedings or other matter whatsoever connected with the Society or the affairs thereof and the Executive shall make such payments as are necessary for the purpose of giving effect to such indemnity. No office-bearer of the Society shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person, or for any loss or damage shall happen through their own dishonesty, negligence, misfeasance or malfeasance.