

# Bylaws of Open Internet Standards Association for Africa

## **Article I. - Name**

This organization shall be called the Open Internet Standards Association for Africa (OISAA)

## **Article II. - Purpose**

OISAA's purpose is to:

- Promote Internet open Internet standards in Africa
- Encourage and support the participation of Africans in Open Internet standards development
- Encourage and support the deployment of in Open Internet standards development in Africa
- Encourage the creation of networks between research groups and actors

## **Article III. - Membership**

Membership OISAA shall be open anyone interested in promoting the participation in Internet open standards development and deployment in Africa without any restriction on physical location.

However, the EC will propose, and the Annual General Meeting will decide on:

- the process to assess and approve membership applications
- the process for temporarily ban and cancelation of membership of members.

## **Article IV: Administrative and legal home**

- AFRINIC, herein called the Hosting Organization, will be the administrative and legal home of OISAA, at the establishment of OISAA
- OISAA will be running as an activity of the Hosting Organization by respecting its policy and procedures
- the Hosting Organization can also put in place specific policy and procedures that OISAA will have to follow strictly
- The EC will govern OISAA autonomously from the the Hosting Organization. However, the Hosting Organization's CEO has veto power on any action or decision of the EC.
- The Hosting Organization can decide to seize being the administrative and legal home of by giving three months' notice to the EC. If this happens:
  - the EC and the Hosting Organization should agree on the modalities of separation within one month
  - the EC should suggest a new administrative and legal home for OISAA and get it approved by the Annual General Meeting (AGM)

## **Article IV: Members Meetings**

- OISAA holds members meetings only online to allow the participation of all members. Nevertheless, hybrid meetings are allowed as long as online participants are given equal access and rights to those participating face-to-face.
- Regular meetings of the members shall be held as determined by the EC, at a time and place designated by the Chair.
- An annual meeting of the members shall take place in the month of [insert month], the specific date, time and tool of which will be designated by the Chair. At this Annual General Meeting (AGM) the members shall elect directors and officers, receive reports on the activities of OISAA, and determine the direction of the OISAA for the coming year.
- Special meetings may be called by the Chair, the EC, or by a petition of 2/3rd of the members.
- Notices of the place and time of all meetings shall be sent to all members at least two (2) weeks prior to any meeting, by Internet mail and any other method agreed at an AGM.
- A quorum for a meeting of OISAA's members shall be defined as 51% percent of the voting membership. No official business of OISAA shall be conducted unless a quorum of the OISAA is present or reached. However, if a members meeting cannot take place due to lack of quorum the chair can call another meeting with the same agenda and the new quorum will be 34%. If this second meeting cannot take place due to lack of quorum the chair can call another meeting with the same agenda and the meeting can take place without any quorum.
- Voting only take place electronically using tools and procedure approved by the AGM.

#### **Article V: - Executive Council (EC)**

- The EC is OISAA's governing body. It shall consist of five members elected prior to the Annual General Meeting through an online process.
- The officers shall take office within one month of their election
- The term of the members of the Council shall have a duration of two years.
- The founding members shall appoint a pro-tem board that will serve until the first election.
- Subsequent to election, officers may serve no more than two consequent terms.
- The officers of the EC shall be Chair, Vice Chair, Secretary, Treasurer and member.
- The EC can replace any of the members of the EC who does not attend three consecutive meetings of the EC, by a majority vote. However, these assignment are temporary and will be valid only until the next General Assembly.
- The EC may form Committees to consider, investigate or take action on certain matters.

#### **Article VI. - Duties of Officers**

1. The Chair is the principal officer and is responsible for leading the OISAA and managing its activities in accordance with the policies and procedures of the Hosting Organisation and these bylaws. The President shall call and preside at all meetings of this SIG and of its EC.
2. The Vice Chair shall call and preside at meetings in the absence of the Chair (President).
3. The Secretary shall keep the minutes of all SIG and EC meetings. Other duties of the Secretary including an annual activity report, officer information, and an annual financial report to ISOC.

- a. Preparation of the Annual Report for presentation at the Annual General Meeting
  - b. Preparation of an Activity Report for the Hosting Organization at the frequency requested by the Hosting Organization
  - c. Notification to the Hosting Organization of any changes in the elected officers
  - d. Submission of any proposed amendment to these bylaws to the Hosting Organization
4. The Treasurer shall collect dues, pay all bills, and maintain the SIG's financial records. Duties of the Treasurer shall also include:
    - a. Preparation of the SIG's Annual Financial Report for presentation to the SIG at the Annual General meeting.
  5. The EC member will participate in all meetings of the EC and take any responsibility decided by the EC.
  6. The Chair shall have the ability to further delegate OISAA's functions, including appointing a SIG Admin to manage the membership, the website, and social media accounts.

#### **Article VII. - Audit Committee**

An Audit Committee (or an auditor) shall be appointed by the AGM for a period of two years. The Audit Committee or auditor shall:

- provide oversight of the financial reporting process, the **audit** process, the company's system of internal controls and compliance with laws and regulations
- Verify the accuracy of the Financial Report prepared by the Treasurer for submission to the OISAA members and the Hosting Organisation.

#### **Article VIII. Disbursements and Dues**

- Disbursements from the Treasury for Chapter expenditures shall be made by the Treasurer with authorization of the Executive Council and shall be included in the minutes of its meetings.
- Dues shall be fixed annually by the Executive Council.

#### **ARTICLE X. Amendment and Adoption of Bylaws**

- The EC may propose amendment of these Bylaws by majority vote and get it approved at any member meeting.
- Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings.
- All proposed changes to these Chapter Bylaws need to be approved by the Hosting Organization before being presented to the members meeting for a vote.

#### **ARTICLE XI. Dissolution of OISAA**

- Dissolution of OISAA by consent of the members shall consist of unanimous agreement of all its active officers together with a majority vote at a meeting which has been publicized in advance to all members for the purpose of taking this vote.
- Should OISAA be dissolved, the hosting organization should transfer OISAA's assets to an organization working for the promotion of Open Internet Standards in Africa

ADOPTED AND APPROVED by the following Members of OISAA on this \_\_\_\_ day  
of \_\_\_\_\_, 20\_\_.