



ARTICLES OF ASSOCIATION

TITLE I: CREATION - DENOMINATION - SIEGE - DURATION - RADIUS OF ACTION

CHAPTER I: CREATION - DENOMINATION - SIEGE

Article 1

It is created in accordance with Law No. °004/2001 of 20 July 2001, laying down general provisions applicable to non-profit associations and public utility institutions, a non-profit association called "Internet Service Provider Association-DR CONGO, in acronym ISPA-DRC ASBL".

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Article 2

The ISPA-DRC Headquarters is established in Kinshasa, size Local 414, 4th floor, building GECAMINES (Ex: SOZACOM), Boulevard du 30 Juin, Commune de la Gombe. It can be transferred to any other place in the Democratic Republic of Congo by decision of the General Assembly.

CONSTITUTION AND STATUTES

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CHAPTER II: DURATION - RADIUS OF ACTION

Article 3

ISPA-DRC is created for an indefinite period, taking place on June 16, 2003.

Article 4

ISPA-DRC operates throughout the Democratic Republic of the Congo.

As such, the General Assembly may, on the proposal of the Management Committee, create local sections or liaison antennas in any place where the needs of the ISPA-DRC justify it.

TITLE II: OBJECTIVES

Article 5

ISPA-DRC has the following objectives:

• promote collaboration between Internet Service Providers by facilitating the exchange of information useful for the development of the Internet industry;

- . - Promote collaboration between Internet Service Providers by facilitating the exchange of information useful for the development of the Internet industry;
- Promote the interconnection of Internet Service Provider (ISP) networks, via exchange points (Internet Exchange Point);
- - Encourage Congolese participation in the activities of International Internet Service Providers;
- Promote Congolese participation in all types of cooperative projects on New Information and Communication Technologies in the Democratic Republic of Congo or abroad;
- Promote adequate processing of national languages on the Internet, encourage the circulation of local content and promote cooperation with other national or international associations working for the same objectives;
- - Make the positions of the ISPA-DRC known to any natural or legal person interested in the development of the Internet industry;
- - To prepare and participate in any meeting, demonstration, conference, working group or commission, formal or informal, as well as in any work or publication, whether or not using electronic means, including the Internet, in accordance with its corporate purpose;
- - Undertake any activity aimed at creating a favorable environment, democratizing access and in general aimed at promoting, popularizing the Internet in the Democratic Republic of Congo, for the benefit of the community;
- Participate, collaborate with state institutions in the development of national policies on New Information and Communication Technologies, taking into account regulation and evolution.

TITLE III: CATEGORIES OF MEMBERS, DEFINITION, MEMBERSHIP, WITHDRAWAL AND LOSS OF MEMBERSHIP

CHAPTER I: CATEGORIES OF MEMBERS - DEFINITION – MEMBERSHIP

Article 6

The Internet Service Provider Association- Democratic Republic of Congo consists of natural or legal persons who subscribe to these Statutes, the Rules of Procedure and who regularly pay their contributions.

ISPA-DRC members are categorized into:

- Co-founder members;
- Effective members;
- Honorary members;
- Ordinary members

Article 7

The categorization of members is as follows:

- Is an effective member of any company or company that provides Internet services and subscribes to the Statutes and Internal Rules of Order of the ISPA-DRC;

- Is a co-founder member of any person who has participated in the creation of the ISPA-DRC;
- Is a member any natural or legal person who is interested in or practices an activity related to the development of the Internet company in the Democratic Republic of Congo and signing the Statutes and Internal Regulations of the ISPA-DRC;
- Is honorary members any natural or legal person dedicated to the development of the Internet by financially supporting the operation of the ISPA-DRC and signing the Statutes and Rules of Internal Order of the ISPA-DRC.

Article 8

To become a member of the ISPA-DRC, the following steps should be taken:

- The co-founders are automatically co-founded as co-founding members of ISPA-DRC;
- Internet service providers are required to subscribe to the Statutes and Rules of Internal Order of the ISPA-DRC by completing the membership form after sending a request to the ISPA-DRC or after being contacted by the ISPA-DRC;
- Persons interested in the development of the Internet industry in the Democratic Republic of Congo can become member or honorary members by contacting ISPA-DRC through the Management Committee, which after examining the applications will give its opinion on their possible subscriptions to the Statutes and Internal Regulations of the ISPA-DRC which will be sanctioned by filling in the membership forms;
- At any time candidates for membership must be sponsored by an effective member;
- In some cases, ISPA-DRC may contact legal or natural persons for the reasons of their possible membership, which will be sanctioned by completing the membership forms as proof of their subscriptions to the Statutes and Internal Regulations.

Article 9

Membership is subject to the following obligations:

- Payment of an annual fee divided into twelve months. This can be revised during the year by the General Assembly or by the Board of Directors taking into account environmental contingencies.
- Participation in ISPA-DRC activities

CHAPTER II: WITHDRAWAL - LOSS OF MEMBERSHIP

Article 10

The status of a member of the ISPA-DRC is lost by:

- The death
- The resignation
- The non-payment of the Association's contribution

- The deregistration pronounced by the General Assembly on the proposal of the Board of Directors.

TITLE IV: ISPA-DRC RESOURCES AND BODY

CHAPTER I: RESOURCES

Article 11

The resources for the operation of the ISPA-DRC come from:

- Membership fee to the ISPA-DRC,
- Grants, donations and legacies;
- Any other resource that it can legally dispose of.

CHAPTER II: ORGAN AND FUNCTIONING

Article 12

The ISPA-DRC consists of three bodies, namely:

- The General Assembly;
- The Board of Directors;
- The Management Committee.

1° THE GENERAL ASSEMBLY

Article 13

The General Assembly is the supreme body of the ISPA-DRC. It is composed of all members up to date with their contributions and sits validly by an absolute majority of the members.

Article 14

The General Assembly meets once a year in an ordinary session upon convocation by the Chairman of the Board of Directors and in an extraordinary session upon convocation by the Chairman of the Management Committee upon written request of two-thirds (2/3) of the members of the Board of Directors.

Article 15

The General Assembly elects the members of the Management Committee in accordance with the provisions of Articles 9,11,12,13,14,15 and 16 of the Rules of Procedure of ISPA-DRC.

Article 16

The General Assembly approves the accounts for the year ended, votes on the budget for the following year and deliberates on the issues on the agenda.

Article 17

At the level of decision-making, the members of the ISPA-DRC General Assembly have the weighted voting power as follows:

- A vote for fifty votes for the effective members;
- One vote for ten votes for the co-founding members;
- One vote for five votes for honorary members and member members.

2° THE BOARD OF DIRECTORS OF THE ISPA-DRC.

Article 18

- The Board of Directors of ISPA-DRC is composed of the Management Committee and the effective members;
- The Board of Directors is the body responsible for monitoring the guidelines and directives as defined by the General Assembly, it is also in charge of the processing of files whose assessment goes beyond the competence of the Management Committee and requests the opinion of the full members.

Article 19

- The Board of Directors meets whenever the imperatives relating to the smooth running of the ISPA-DRC are necessary or at the request of an effective member.
- The ISPA-DRC Board of Directors is chaired by the ISPA-DRC Management Committee.
- The participation of two-thirds (2/3) of the members of the Board of Directors is necessary for the validity of the deliberations. Decisions are taken by a majority of votes.
- At the request of the ISPA-DRC Management Committee and to deal with a specific problem, the meetings of the Board of Directors may be extended to member members, co-founder members or third parties.

Article 20

The organization and conduct of each meeting of the ISPA-DRC Board of Directors may use all or part of electronic means, in particular with regard to the announcement of the meeting, deliberations, decision-making, recognition and publication of decisions taken.

3° THE MANAGEMENT COMMITTEE

Article 21

The daily management of the Association is provided by the Management Committee composed of three (3) members:

1. A President who is automatically chairman of the Board of Directors.
2. A Vice-President; and
3. An Executive Secretary.

Article 22

- The President of the Management Committee officially represents the Association both internally and externally.
- He is responsible for the direction of the Association and the management of its activities in accordance with the policy and procedures.
- The President chairs the General Assembly, the meetings of the Board of Directors and the Management Committee.
- He is also the authorising officer for expenditure.

Article 23

- The Vice-President is in charge of questions relating to research, documentation and technology;
- He supports the President and replaces him in all his duties in the event of absence or impediment.

Article 24

The Executive Secretary is in charge of administrative and financial management:

- He coordinates the drafting of the minutes of all the meetings of the General Assembly, the Board of Directors and the Management Committee;
- He coordinates the drafting of the quarterly and annual report of the Association's activities to be presented to the General Assembly for adoption;
- It ensures the transmission of the annual activity report adopted by the General Assembly to other associations and groups with the same purpose;
- It ensures the notification to any third party in partnership or collaboration of any change in the elected bodies of the Association as well as the information of its officials;
- It prepares the statement of needs and submits it for approval to the other members of the Management Committee for the scheduling of possible expenses;
- It ensures the execution of expenses in accordance with the approval of the Management Committee;
- He ensures the daily management of ISPA-DRC's bank accounts.

Article 25

The Management Committee implements the main guidelines defined by the General Assembly and the Board of Directors. Depending on the case, the Management Committee reports on its activities to the Board of Directors and the General Assembly. It meets whenever necessary upon convocation by its president.

Article 24

The Association must hold its meetings in places open and accessible to all members and third parties interested in the ISPA-CRD. Notification of the place and time of all meetings must be communicated to members at least 24 hours in advance, by email or any other means of communication.

CHAPTER III: AMENDMENT TO THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

Article 25

The Statutes can only be amended on the proposal of the Board of Directors or two-thirds (2/3) of the members up to date with their contributions. The text of the amendments must be communicated to the members of the General Assembly at least fifteen (15) days before the date of the meeting. The session of the General Assembly must bring together at least two-thirds of the members in office. If this proportion is not reached, a new session is prepared, at least fifteen days apart. In any case, the Statutes can only be amended by a two-thirds (2/3) majority of the members.

Article 26

In the event of dissolution, only the law on non-profit organisations will apply.

Article 27

The Rules of Procedure of the Association supplement the provisions of these Statutes.

CHAPTER IV: TRANSITIONAL AND FINAL PROVISIONS

Article 28

The Internal Rules of the Association set out the rights and obligations of members.

Article 29

The Board of Directors may entrust a special mission to a foreign person by determining the scope and duration.

Article 30

Any provision of these Statutes that would be contrary to the mandatory provisions of Law No. °004/2001 of 20 July 2001 will be deemed unwritten.

Any mandatory provision of the said Decree that is not included in these Statutes will be expected to be an integral part of it.

Article 31

These Statutes as amended in force on the date of their adoption by the General Assembly.