

# **INTERNET SOCIETY CAMEROON CHAPTER**

## **(ISOC CAMEROON CHAPTER)**

### **Bylaws**

## **PREAMBLE**

*We, Founding Members of the organization "Internet Society Cameroon Chapter" called "ISOC Cameroon Chapter";*

*Noting the many opportunities offered by the Internet;*

*Convinced that the Internet is a valuable development tool for Cameroon;  
Recognizing the urgent need to promote Internet use in all areas of life (social, educational, economic and cultural) in Cameroon, to keep pace with the global community;*

*Desiring to make our contribution to development efforts in Cameroon by exploiting Information and Communication Technologies (ICTs);*

*Determined to help raise awareness of the possibilities that the use of the Internet can bring to societies and economies, as well as of ways to bridge the digital divide;*

*Determined to promote the development and use of Internet in poor and rural areas to contribute towards a better life;*

*Committed to preserving and defending the fundamental values of the Internet that are universality, accessibility, compliance with open standards, non-discrimination network and interoperability of technical solutions;*

*Recognizing the urgent need for good management of critical Internet resources (IP addresses; Country Code Top Level Domain (ccTLD), Internet Exchange Points (IPX), Backbone ...) in Cameroon;*

*Anxious to reduce the lack participation of Cameroon at the regional and international's Internet governance activities;*

*Anxious to promote the sharing of information within the national community;*

*Committed to contributing to the harmonization of positions in the public sector, private sector and civil society on the development of Internet access in Cameroon;*

*In respect of the Law N° 90/053 of 19 December 1990 ON FREEDOM OF ASSOCIATION IN CAMEROON;*

*Have agreed to form an independent, nonprofit and non political organization governed by these articles:*

## **SECTION I: NAME - REGISTERED OFFICE - DURATION**

### **Article 1. Name**

This organization shall be called **Internet Society Cameroon Chapter (ISOC Cameroon Chapter)**.

### **Article 2. Registered office**

The registered office of the chapter is located in Yaounde, Cameroon. Transfer to another city in Cameroon shall be subject to a positive vote in general assembly.

### **Article 3. Duration**

The duration of Internet Society Cameroon Chapter as a legal local entity is unlimited. However the recognition as a Chapter affiliated to Internet Society (ISOC) is limited to the fulfillment of the Chapters requirements and rules.

## **SECTION II: PURPOSE – OBJECTIVES AND MEANS OF ACTION**

### **Article 4. Purpose**

The Chapter purpose is to work for the development, use and open access to the Internet in Cameroon.

The overall purpose of the Chapter shall be to promote, in a global context, the open development, evolution and use of the Internet for the benefit of everyone in Cameroon.

The Chapter shall be incorporated under the laws of Cameroon as an independent nonprofit organization.

This Chapter will serve persons who live or work in Cameroon.

This Chapter is chartered by the Internet Society. These bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs.

### **Article 5. Objectives**

The Chapter aims to:

1. provide a multistakeholder forum for the exchange of views and experiences on Internet open development and use in Cameroon;
2. promote contacts between members and with other members of the Internet Society (ISOC);
3. promote and participate in initiatives for the education and capacity building of various sectors of society, including educational institutions, public and private organizations, in all facets of the Internet, and to mobilize resources and public opinion in support of such initiatives;
4. advise interested parties on important Internet-related issues – in particular, regarding implications of the policy work of governmental and intergovernmental bodies on information technology and telecommunications;

5. perform, as agreed with other interested parties, capacity building and/or regulatory functions of relevance to the development and use of the Internet;
6. build the capacity of Cameroonians on Internet Governance and to encourage Cameroon's participation in regional and global Internet Governance Institutions and events;
7. promote best practices on the Internet, security, protection of privacy, protection of Human Rights, the fight against cybercrime;
8. promote the multistakeholder approach of Internet governance for development in Cameroon
9. promote the use of Cameroon's national and local languages on Internet;
10. promote good management of Internet's critical resources (IP addresses, the transition from IPv4 to IPv6, Internet eXchange Point, Root servers, Domain names, Country Code Top Level domain Registry...);
11. boost cooperation with national and international organizations with similar purpose and goals;
12. protect and inform users of the Internet in Cameroon on their rights and duties.
13. serve in general the interests of the members of the Chapter and the aims of the Internet Society (ISOC).

## **Article 6. Means of Action**

The means of action of the Chapter are:

1. Organization and participation in conferences, forums, trainings, meetings and gatherings;
2. the establishment, management and participation in working groups, task forces;
3. holding discussions by electronic and physical;
4. development, deployment and publication of web sites, blogs and all types of electronic media;
5. design, printing and distributing of a newsletter or newspaper on the global development of the Internet and local problems;
6. any other way contributing to the objectives of the Chapter.

French and English are the official working's languages within the Chapter.

## **SECTION III: MEMBERSHIP**

### **Article 7. Composition**

Consistent with the Internet Society Bylaws Article V, Section 1, the Chapter shall have two classes of members: Organizational members and Individual members.

To qualify for membership of the Chapter, applicants shall be members of the Internet Society. However, membership is not necessary for participation in activities of the Society or its chapters.

All individuals and organizations falling within the defined scope of the Chapter shall be eligible for membership.

Membership in the Chapter shall be open to all ISOC members in Cameroon upon request and payment of any local dues, as determined by the Executive Council of the Chapter. An ISOC member located outside Cameroon or neighbouring regions, but with Cameroon interests, may also apply for membership of the Chapter.

Organizational member shall designate an individual to legally represent them in the chapter activities.

The Chapter includes the following membership categories:

- The founding members;
- Honorary members;
- Active members;
- Sustaining members;
- Following associate members
- Associate members;

Individual members who are adults form the college called "Individual members".

Individual members who are minor form the college called "Youth ".

Corporations or companies which have the status of private enterprise form the college called "Organizational members".

Corporations or companies that have a different status (including public corporations, public institutions, associations, unions, nongovernmental organizations, public-private joint bodies) form the college called "Partners".

A single individual member may not be a member or represent a member in more than one college.

### **Article 8. Definition and mode of Membership**

The founding members are the people who participated in the creation of the Chapter. They are lifetime members of the Chapter.

Are honorary members, those requested by the Executive Committee or any member delegated by him because of their notoriety and their interest in the objectives of the Chapter.

Are active members, all individuals or entities who make a request, adhere to the Chapter Bylaws, pay their membership fees and participate in activities. Active members must also be members of Internet Society Worldwide (ISOC).

Sustaining members are individuals or legal entities who render services to the Chapter and do not have time to attend the Chapter's activities.

Associate members are appointed by the Executive Council on proposal of the Executive Bureau (Officers).

The amount of annual membership dues of associate members is fixed individually by the Executive Council.

The amount of annual membership dues of active members is fixed by the Executive Council.

Student membership shall be open to all full-time students; student membership dues shall be determined by the Executive Council, but shall not exceed 75 percent of regular member dues.

The conditions for obtaining the quality of sustaining member are fixed by the Executive Council and specified in the rules.

Only active members, up to date on their membership dues may vote at the General Assembly and at elections to the Executive Council. They are eligible to the Executive Council.

Other members have no voting rights at the General Assembly but have the right to attend this Assembly and to express their opinion. They are not eligible to the Executive Council.

Individuals who are members of the College "Youth " should get parental permission to validate their membership in the chapter and involved in the association under the responsibility of the person who signed that authorization. Individuals who are members of the college "Youth» can participate in the work of the Chapter, but cannot represent it or be eligible.

### **Article 9. Termination of Membership**

Active or sustaining membership is lost by:

1. Death;
2. Resignation;
3. The non-payment of membership dues;
4. Expulsion by the Executive Council for serious reasons, subject to appeal to the general assembly. The member in question is first asked to provide explanations;
5. Follow associate's Membership is lost for the first and last units (1 and 4) mentioned above.

The exclusion decision is final and, by express agreement, may not give rise to any legal action whatsoever, nor any claim on any assets of the Chapter.

## **SECTION IV: ORGANIZATION AND MANAGEMENT**

### **Article 10. The Bodies**

The association is composed of the following bodies:

The General Assembly;

The Executive Council

### **Article 11. The General Assembly**

The General Assembly (GA) is the sovereign body of the association includes all members who each have one vote. Only members update their membership dues may attend the General Assembly and vote.

### **Article 12. The Executive Council**

The Chapter is managed by the Executive Council.

The Executive Council shall consist of the present Chapter officers, the immediate Past Chair, the chairmen of the Chapter's standing committees and up to Members-at- Large.

The Executive Council shall have fifteen (15) members elected for three (3) years, each year ending after the annual general meeting approving the accounts of the association. The renewal of the Executive Council shall be by a third each year. Retiring members may be reappointed. By way of derogation, the first members of the Executive Council elected under the new rule refers to renewing the draw the first third of its members to be elected for one year, then the second third of its members to be elected for two full years and whole, and finally the last third of its members consisting primarily of the founding members will be elected for three years.

The term of the members of the Council shall coincide with the terms of the officers. They shall take office on the first day of the fiscal year and serve for one year.

A maximum of nine (9) members shall be elected from the college "Individual members".

A maximum of six (6) members shall be elected from the college "Organizational members".

Members from colleges "Partners" and "Young" are not eligible to the Executive Council.

**Paragraph 1:** In case of absence or inadequacy number of active members of the college "Organizational members", the Executive Council shall be composed partially or entirely of members of the college "Individual members".

### **Article 13. Officers**

The officers of this Chapter shall be:

1. President
2. 1<sup>st</sup> Vice President;
3. 2<sup>nd</sup> Vice President;
4. 3<sup>rd</sup> Vice President;
5. 4<sup>th</sup> Vice President;
6. Secretary General;
7. Vice Secretary General;
8. Treasurer;
9. The Auditor.

The establishment of any additional offices shall be decided by the Annual General Assembly.

An officer shall be elected at the Annual General Assembly and serve through the Annual General Meeting following two years later (approximately twenty-four calendar months). He/she shall take office immediately upon election and shall later ensure proper briefing of his/her successor. An officer may be re-elected twice to the same office, thus serving a maximum of three consecutive terms.

To provide for an adequate period of transition from the outgoing Executive Council to the incoming Council, the election of officers at the Annual General Meeting shall be held at the last or next to last meeting of the Chapter's fiscal year. Alternatively, the election may be held by mail ballot, following which the results shall be announced at the Annual General Meeting.

Pending the election process at the next Annual General Meeting, the filling of vacancies left by any resignations shall be decided by the Executive Council.

### **Article 14. Duties of the Executive Council and Officers**

The functions of member of the Executive Council are volunteers. However, members of the Executive Council may on evidence, be reimbursed for costs incurred in performing their functions in the interest of the Chapter;

The Executive Council ensures the implementation of decisions of the General Assembly, and is invested with extensive powers to make or authorize any acts which are not reserved to the General Assembly;

It is responsible for the ongoing management of the Chapter. It is responsible to report to the General Assembly;

It may, in case of serious misconduct, suspend one or more members of the Chapter pending the decision of the General Assembly, which must in that case be convened and held in fifteen (15) days;

It may represent the association in the courts as plaintiff or defendant. He sovereignty decides on all purchases, sales or rentals recognized for the operation of the association; Each year it accounts for the year ended and the draft budget to be submitted to the General Assembly;

He fixed annual amount and mode of assessment, submit it for approval by the General Assembly;

Officers manage daily the Chapter.

### **The President**

The President is the principal officer and is responsible for leading the Chapter and managing its activities in accordance with the policies and procedures of the Internet Society and the bylaws of the Chapter.

He shall preside at all meetings of the Chapter and of its Executive Council.

With the advice of the Chapter's Executive Council, he shall appoint all members of committees of the Chapter and all committee chairpersons.

He represents the Chapter in all acts of civil life, and has all powers to that effect. He has to act on behalf of the Chapter.

### **The Vice-Presidents**

The Vice-President(s) shall preside at meetings in the absence of the President, and may assume other functions as agreed by the Executive Council.

### **The Secretary General**

The Secretary shall keep the minutes of all Chapter and Executive Council meetings:

Preparation of the Annual Chapter Report for presentation to the Chapter at the Annual General Meeting;

Preparation of the Chapter's Activity Report and submission of this report to ISOC Headquarters;

Notification to ISOC Headquarters of any changes in the elected officers of the Chapter;



Submission of any proposed amendment to ISOC Headquarters for approval;

Other duties of the Secretary include the submission of the Chapter activity report and other information to ISOC Headquarters.

### **The Vice Secretary General**

The Vice Secretary General assists the Secretary General in the exercise of his duties and replaces him in his absence.

### **The Treasurer**

The Treasurer shall collect dues, pay all bills, and maintain the Chapter's financial records. Duties of the Treasurer shall also include:

Preparation of the Chapter's Annual Financial Report and a Proposed Budget for the next financial period, for presentation to the Chapter at the Annual General Meeting;

Completion and submission of the Annual Financial Report to ISOC Headquarters.

### **The Auditor**

The Auditor shall conduct audits and monitoring of accounts and assets of the Chapter and report to the General Assembly.

## **Article 15. Standing Committees**

The Standing Committees of the Chapter shall include but not necessarily be limited to Program (Awareness, Education, Projects...), Membership, Publicity, Internet Governance and Regulatory Issues, and Resource Mobilization.

These committees shall closely coordinate their activities in compliance with policy guidelines, budgets, and financial control procedures of the Chapter, and make recommendations on important issues and opportunities to the Executive Council – as necessary under the guidance of the Chair.

When defining their roles, the Standing Committees may wish to refer to the following guidelines:

**The Program Committee** shall plan and make arrangements for the technical programs of the Chapter's meetings in accordance with the membership's interests and the purpose of the Chapter and ensure their effective implementation.

**The Membership Committee** shall keep guidelines on membership and dues updated, organize a awareness program to attract new members to the Chapter, review applications for membership and termination, and in general safeguard the interest of members as well as the Chapter.

**The Publicity Committee** shall develop and implement a publicity program in support of the purpose and activities of the Chapter and the Internet Society as a whole.

**The Internet Governance and Regulatory Issues Committee** shall be a focal point for governance legal and regulatory issues affecting the development and use of the Internet in Cameroon, and for the Chapter's communications with other ISOC chapters and ISOC

Headquarters on such issues. If convenient, this Committee may at any point in time be positioned as a project under the Projects Committee.

**The Resource Mobilization Committee** shall develop and implement a program to attract financial and other resources (other than membership dues) in support of the technical and administrative activities of the Chapter.

#### **Article 16. Other Committees**

At the advice of the Executive Council, the President of the Chapter may at any time appoint temporary committees as appropriate.

A Nominating Committee, consisting of at least three members of this Chapter (at least two of whom shall not be members of the Executive Council), shall be appointed by the Chair at least two months prior to the Annual General Meeting. The Nominating Committee shall also assist in the identification of people who may serve on the various committees.

An Audit Committee shall be appointed by the Chair at the close of the fiscal year to assure the accuracy of the accounting of the Chapter's funds for the year. This Committee shall also verify the accuracy of the Financial Report prepared by the Treasurer for submission to ISOC.

#### **Article 17. Advisory Panel**

The Executive Council may at any point in time appoint a maximum of five prominent individuals to an Advisory Panel, advising on request the Council and the Committees of the Chapter on important issues and opportunities related to the purpose and activities of the Chapter.

Panel members shall serve to the next Annual General Meeting and may be re-appointed by the next Executive Council

#### **Article 18. Meetings**

The Chapter shall hold meetings only in places that are open and accessible to all members of the Internet Society. Meetings shall be held as planned by the Program Committee.

With a notice of at least thirty days, the Annual General Meeting shall be held at the last meeting of the program or fiscal year. At this meeting, the Secretary and Treasurer each shall present a report, and the election of officers shall be held.

Notices of the place and time of all meetings shall be distributed to all Chapter members at least one week prior to any meeting, by Internet mail or by oral, telegraphic, or other written notice, duly served or mailed.

Based on a recommendation by the Program Committee, the Executive Council shall decide the number of meetings to be held each year.

#### **Article 19. Financial operations and Dues**

The financial resources of the Chapter are placed in a financial institution in the city housing the headquarters of the association. The signatories of the bank account are: The President, the Secretary-General and the Treasurer. Each Financial transactions or disbursement in the account is under the joint signatures of two (02) signatories. The President's signature is required.

Disbursements for certain Chapter expenditures shall be authorized by the Executive Council before execution and shall be included in the minutes of its meetings.

Dues shall be fixed annually by the Executive Council.

#### **Article 20. Amendment and Voting Procedures**

All proposed changes to these Chapter bylaws shall have been approved by ISOC Headquarters before being presented to the Chapter membership for a vote.

A simple majority of the members present and voting shall be required to carry a motion. To vote on the Bylaws, the Chapter should have a quorum of at least two thirds of the members, and the action shall be passed by a plurality of affirmative votes (majority of those voting yea or nay).

Officers shall be elected by a plurality of votes cast. If elections are conducted by mail ballot, sufficient ballots must be returned to have constituted a quorum. If elections are conducted by mail ballot, the Chair, in consultation with the Executive Council, shall establish a temporary committee to formulate specific procedures – especially concerning ballot preparation, how ballots are distributed, and how long the membership has to return the ballots.

#### **Article 21. Dissolution of the Chapter**

The Chapter can be dissolved in accordance with Articles 12, 13 and 14 of Law No. 90/053 of 19 December 1990 on freedom of association in Cameroon.

Dissolution of the Chapter shall be decided on the basis of agreement by a majority vote of two thirds of the members, at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this decision.

Should this Chapter be dissolved, its assets shall be transferred to an organization pursuing similar goals. If no such organization can be found its assets shall be transferred to a charity.

**Approved at Yaounde, Cameroon on May 7<sup>th</sup> 2011**

**The Constitutive General assembly**