



# CONSTITUTION OF THE WIRELESS APPLICATION SERVICE PROVIDERS ASSOCIATION OF NIGERIA (WASPAN)

## PREAMBLE

We, the Wireless Application Service Providers of Nigeria, recognizing the need to promote, protect and advance the interests of wireless application service providers in Nigeria, and to establish a strong, transparent, and accountable governance structure, do hereby enact and adopt this Constitution as the governing document of the Wireless Application Service Providers Association of Nigeria (WASPAN).

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## ARTICLE 1: NAME AND STATUS

- 1.1. The name of the Association shall be "Wireless Application Service Providers Association of Nigeria", hereinafter referred to as "WASPAN" or "the Association".
- 1.2. WASPAN shall be a non-profit organization registered under the Companies and Matters Act (CAMA), non-political, industry-driven professional body registered under the laws of the Federal Republic of Nigeria.

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## ARTICLE 2: OBJECTIVES AND FUNCTIONS

- 2.1. To represent and protect the interests of wireless application service providers in Nigeria.
- 2.2. To serve as a platform for collaboration, engagement, standard setting among members.
- 2.3. To liaise with regulatory bodies, such as the Nigerian Communications Commission (NCC), and other relevant government agencies.
- 2.4. To promote best practices, ethical conduct, and compliance with applicable laws and regulations.
- 2.5. To offer advisory, legal, technical, and commercial support to members.
- 2.6. To develop industry standards, codes of conduct, and guidelines.
- 2.7. To promote innovation, capacity building, and professional development.
- 2.8. To undertake advocacy, public education, and sensitization.
- 2.9. To establish dispute resolution mechanisms for the benefit of members.
- 2.10. To maintain a unified voice and representation on matters of common industry interest.

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## ARTICLE 3: MEMBERSHIP

### 3.1. Categories of Membership:

- a. Corporate Members:** Licensed wireless application service providers registered in Nigeria
- b. Honorary Members:** Persons recognized for distinguished contributions to the industry. Honorary Membership is granted to individuals who have made significant contributions to WASPAN or the wireless application services industry. The selection process is as follows:



- Nominations must be made in writing by the Board of directors.
- A Membership Committee reviews nominations and assesses eligibility.
- The Board of directors approves the final list of honorary members.
- Honorary Membership is conferred at the Annual General Meeting or EGM

**c. Affiliate Membership:** Affiliate membership of WASPAN shall be open to mobile network operators and entities that provide mobile-related or complementary services within Nigeria but which do not maintain a direct interconnection or infrastructure relationship with any licensed mobile network operator in Nigeria. Affiliate Members shall be deemed non-voting members and shall not be entitled to vote at any general meeting of the Association or be elected into the Executive Council or Board of Trustees.

**Affiliate Membership Categories:**

Affiliate Members shall be classified into the following two categories:

- **Class A:** Telco Affiliates – This category shall comprise telecommunications service providers that operate in the broader mobile services value chain. They shall continue to maintain and actively operate their UAL or other qualifying license prescribed by the Act for their continued operation as a Telco in Nigeria.
- **Class B:** Complementary Affiliates – This category shall include entities (individuals or companies) that offer technology, content and application development, infrastructure, or other support services that complement and enhance the operations of VAS providers and wireless application service providers in Nigeria.

**d. Institutional Members:** Academic, research, or training institutions with interest in wireless technologies and applications. Institutional members shall be deemed non-voting members.

**Note: Only Corporate Members of the Association may be nominated or seconded to represent WASPAN at any external event, engagement, or official function.**

Such representation shall be subject to the approval of the Board of directors and shall be in line with the Association's objectives and interests.

**3.2. Eligibility Requirements:**

- a. An entity shall qualify for Corporate Membership of WASPAN if it holds a valid Value-Added Services (VAS) license issued by the Nigerian Communications Commission (NCC), and maintains an active connection with a licensed telco (s) or a licensed aggregator (s) in Nigeria.
- b. Must demonstrate operational capacity and ethical standards in the provision of value-added services and solutions.
- c. Must agree to abide by the Constitution, Code of Conduct, and other policies of WASPAN.
- d. Affiliate Members must be registered under the Corporate and Allied Matters Act and must demonstrate and provide evidence of a verifiable business interest in supporting wireless application services.
- e. Institutional Members must provide evidence of related academic, research, or training activities.

**3.3. Application for Membership:**

- a. All applications for membership must be made via the on-line membership application form housed on the WASPAN website.



- b. Applications shall be reviewed by the Membership Committee.
- c. Approval of membership shall be subject to ratification by the Board of directors.
- d. The Board of directors reserves the right to reject applications that do not meet the criteria.
- e. The membership calendar year of WASPAN shall run from the 1st day of January to the 31st day of December of each year. All membership dues, rights, and obligations shall be aligned with this annual cycle, unless otherwise determined by the Board of directors. Members shall be granted a grace period of three (3) months up to and including the 31<sup>st</sup> of March each calendar year within which to renew their membership. Failure to renew within this period may result in suspension or revocation of membership in accordance with the provisions of this Constitution
- f. Payment of WASPAN membership renewals shall be done online after receipt of renewal invoice from the WASPAN secretariat. Direct payment into the WASPAN account shall be via written approval by the Executive council

### **3.4. Rights and Obligations of Members:**

- a. Right to attend and vote at General Meetings (Corporate Members only).
- b. Right to participate in WASPAN programs, services, and benefits.
- c. Obligation to pay membership dues and levies as determined by the Board of directors.
- d. Obligation to comply with all rules and regulations of the Association.
- e. Affiliate and Institutional Members may attend annual general meetings only and participate in activities but shall not have voting rights.

### **3.5. Cessation of Membership:**

Membership shall cease under any of the following circumstances:

- a. Where a member voluntarily resigns by providing written notice to the Board of directors.
- b. Where a member fails to fulfil membership dues for a given calendar within the prescribed grace period.
- c. The member loses their NCC VAS license with active connection (for corporate members)
- d. The member is found guilty of gross misconduct or criminal activity.
- e. Death in case of honorary members
- f. Where a member contravenes the provision of the code of conduct of the Association
- e. In the case of Affiliate or Institutional Members, where the member ceases operations or interest in the VAS and wireless services industry.

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## **ARTICLE 4: BOARD OF DIRECTORS**

4.1. The Association shall have a Board of Directors consisting of not less than five (5) and not more than seven (7) persons. The Board of Directors shall, from among themselves, appoint the following officers:

- **Chairperson** – who shall preside over all meetings of the Board and provide leadership in the discharge of its functions.
- **Deputy Chairperson** – who shall assist the Chairperson and act in their absence.



- **Secretary** – who shall be responsible for keeping accurate records of Board meetings, decisions, and correspondence, and ensuring proper documentation of the Board affairs.

The Board may also assign additional responsibilities to any director as may be deemed necessary for the effective functioning of the Board.

4.2. The board shall be persons of proven integrity and experience in the industry.

#### **4.3. Selection of the Board of Directors:**

The Board shall be selected through the following process;

- Nomination:** Eligible individuals may be nominated by any Corporate Member in good standing provided they meet the eligibility criteria. Each nominee shall submit a sworn declaration of competency and compliance with the constitution prescribed minimum requirements within 7 days of nomination
- Screening:** The electoral committee shall review all nominations to ensure nominees meet the eligibility criteria set out in this Constitution, including integrity, industry experience, and representation.
- Election:** Final nominees shall be presented to the members in the General Meeting for election by a simple majority vote during an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) convened for that purpose.
- Ratification:** The elected board of directors shall be formally ratified by a resolution of the General meeting and entered into the official records of the Association.
- Tenure Commencement:** The term of each board shall commence from the date of ratification by the General meeting.

#### **4.4. Eligibility Criteria:**

- Must be a principal officer or nominee of a Corporate Member with valid NCC license with an active connection to a Telco(s) or aggregator. Honorary members are also eligible to be nominated. For purposes of inclusion of all members and to ensure adequate representation, corporate members who are elected as board members shall not present, appoint, nor have officers from same corporate entity appointed as a member(s) of the management committee.
- Must have been a member of the Association for at least three (3) consecutive years. The requirement of prior membership duration shall not apply to Founding Directors.
- Must not have been declared bankrupt
- Must not have been convicted of a criminal offence or any offence in connection with the promotion, formation or management of a company
- Must not be a lunatic or person of unsound mind

#### **4.5. Tenure:**

Directors shall hold office for a term of three (3) years and shall have a right to be re-elected once only. A Director may be eligible for re-election for one additional term of three (3) years only subject to meeting the eligibility criteria. No individual shall serve more than two consecutive terms on the Board of Directors.

#### **4.6. Cessation of Directorship:**

Directorship shall cease if:

- The director's organization ceases to be a member.
- The director's organization loses its NCC license with active connection to a Telco (s) or

aggregator.

c. The directors resigns or is incapacitated.

d. The directors is removed by a two-thirds majority of the members in the General Meeting

e. As a result of death of the director

f. Contravenes the rules and regulations of the Association

**4.7.** The Board of Directors shall be responsible for:

- Custody of the Association's property.
- Acting as moral guarantors of the Association.
- Advising the management Committee on strategic matters.
- Serving as a disciplinary and conflict resolution body.
- Ensuring continuity and institutional memory within the Association and acting as final arbiter in unresolved internal disputes upon appeal from the members in the General meetings.

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## **ARTICLE 5: GOVERNANCE STRUCTURE**

**5.1.** The Association shall be governed by the following organs:

a. Members in General Meeting

c. The Board of Directors

d. Standing Committees

e. The Management Committee

**5.2. Members in General Meeting:**

a. The highest decision-making body of the Association.

b. Composed of all Members.

c. Meets annually for the Annual General Meeting (AGM).

**5.3. Standing Committees:**

Committees shall include but not be limited to:

a. Membership and Ethics Committee

b. Finance and Audit Committee

c. Regulatory and Legal Affairs Committee

d. Technical Standards Committee

e. Capacity Building and Events Committee

d. Electoral Committee

f. Any other ad-hoc or special purpose committees as may be established by the Board.

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## **ARTICLE 6: MANAGEMENT COMMITTEE**

**6.1. Structure:** The Management Committee shall comprise senior executives appointed by the Board of Directors from among the corporate members and non-corporate members of the Association, representing various sectors and functional interests. Only a maximum of 2 non-corporate members shall be appointed. Such members may be appointed to the Management Committee at any time. Members in this category may serve on working groups constituted by the Management Committee. Senior executives from among



corporate members who are already members of the board shall not be eligible to be appointed as members of the management committee

a. The Board of Directors shall appoint a Chairperson and a Secretary for the Committee from among its members.

b. Members shall serve a term of two (2) years, renewable once via appointment by the Board of Directors

c. Appointment may be terminated by the Board of directors for non-performance, misconduct, or breach of duties.

#### **6.2. Functions and Duties:**

a. To implement the policies, strategies, and resolutions of the Board of directors and Members in General Members.

b. To manage the Secretariat and daily operations of the Association.

c. To prepare and submit periodic reports to the Board of Directors.

d. To coordinate the activities of the standing and ad-hoc committees.

e. To recommend policies, initiatives, and programs for the approval of the Board of directors.

f. To promote collaboration and engagement among members through regular communications.

#### **6.3. Powers of the Management Committee:**

a. To execute operational decisions on behalf of the Board of directors.

b. To appoint staff and consultants subject to Board of directors ratification.

c. To develop annual work plans and budgets.

d. To propose regulations, guidelines, and standards for industry compliance.

e. The Management Committee has the right to form, mandate and dissolve sub-committees.

f. The Management Committee shall provide each sub-committee with a written mandate and statement of objectives. Such mandate and statement of objectives shall be open to the general membership.

g. Decisions taken by sub-committees must be communicated to the Management Committee in writing within 14 calendar days of being taken

The Management Committee must either ratify or decline to ratify decisions taken by sub-committees at the next Management Committee meeting.

h. The Management Committee shall appoint a chairperson for each sub- committee.

Where a member of the Management Committee vacates his or her position other than through the appointment of new office bearers, then the Management Committee is empowered to co-opt a replacement member who will remain in office until the next Annual General Meeting.

The members of the Association or the members of the Management Committee may propose a motion of no confidence in any member of the Management Committee. Where such motion is supported by at least 75% of the Management Committee then such member will be discharged from the committee.

If a member of the Management Committee does not attend, either physically or virtually, 3 (three) Management Committee meetings in a row, without having applied for and obtaining leave of absence from the Management Committee, then such member will be



regarded as having resigned and the Management Committee is empowered to co-opt a replacement member who will remain in office until the next Annual General Meeting.

#### **6.4. Conduct of Committee Members:**

- a. Members shall act with integrity, transparency, and accountability.
- b. Members shall declare any conflict of interest.
- c. Members shall not use their position for personal gain.
- d. Breach of conduct shall attract disciplinary sanctions, including suspension or removal.

#### **6.5. Meetings:**

- a. The Committee shall meet at least once every quarter.
- b. Emergency meetings may be called by the Chairperson or at the request of one-third of the Committee members.
- c. Decisions shall be by simple majority; the Chair shall have a casting vote in case of a tie.
- d. Minutes of meetings shall be maintained and circulated.

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### **ARTICLE 7: FINANCE**

#### **7.1. Sources of Funds:**

- a. Membership dues
- b. Levies and contributions
- c. Grants, donations, and sponsorships
- d. Income from services and events
- e. Investment income and other lawful sources

7.2. The financial year of WASPAN shall run from January 1st to December 31st.

7.3. All funds shall be deposited in bank accounts in the name of the Association.

7.4. The accounts of the Association shall be audited annually by external auditors appointed at the AGM.

7.5. The Finance and Audit Committee shall oversee budgetary planning and financial reporting.

7.6. The Association shall adopt and adhere to standard financial procedures and accounting practices.

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### **ARTICLE 8: CODE OF CONDUCT AND DISCIPLINARY PROCEDURES**

8.1. All members shall abide by a Code of Conduct developed and adopted by the Association.

8.2. Allegations of misconduct shall be investigated by the Membership and Ethics Committee.

8.3. Sanctions may include: a. Warning or reprimand b. Suspension c. Expulsion from the Association. d. suspension shall not exceed one year, after which reinstatement or further action must be considered. e. Expulsion shall be permanent unless the Members in General Meeting approves reinstatement by a two-third majority.

8.4. Affected members shall have a right of appeal to the General Meeting.

8.5. Disciplinary procedures shall be fair, transparent, and based on documented evidence.



8.6 In cases where disciplinary decisions of the General Meeting are contested, final appeal shall lie with the Board of Directors.

## **ARTICLE 9: GENERAL MEETINGS OF MEMBERS**

9.1 The Annual General Meeting (AGM) must be held once every financial year.

9.2. The Association should deal with the following items of business, amongst others, at its AGM

9.2.1. Agree to the items to be discussed on the agenda.

9.2.2. Take a register and note apologies.

9.2.3. Read and confirm the previous General Meeting's minutes with matters arising.

9.2.4. Chairperson's report.

9.2.5. Treasurer's report.

9.2.6. Changes to the Constitution.

9.2.7. Elect new office bearers.

9.2.8. General matters.

9.3. The Management Committee shall give written notice of the date, time and venue of the AGM to all members of the Association in good standing not less than 1 calendar month prior to the date of the meeting.

9.3.1. Such notice shall provide details of items placed on the agenda and shall provide for a period of 7 calendar days within which members may submit further items for such agenda.

9.3.2. The Management Committee shall, not later than 14 calendar days prior to the date of the meeting, send out full particulars of the final agenda for the AGM to all members of the Association in good standing.

9.4. The Management Committee shall be entitled to call an Extra Ordinary General Meeting (EGM) of the Association at any time subject to the giving of not less than 14 calendar days' written notice to the members of the Association.

9.4.1. The provisions of clause 1.3 shall apply, with the necessary amendments, to such EGM.

9.5. A quorum for General Meetings shall be at least one-third of members of the Association in good standing, who are present in person or via electronic communications link, or 10 members (whichever is the smaller number).

9.6. Any Association member unable to attend a meeting may authorize by written proxy another to represent it. Such written proxy must be delivered to the Secretariat not later than 3 calendar days before the relevant meeting.

9.7 All meetings of the Association shall be open to interested parties other than members at the discretion of the Management Committee.

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## **ARTICLE 10: AMENDMENTS**

10.1. This Constitution may be amended at the AGM by a two-thirds majority of Corporate Members present and voting.

10.2. Proposed amendments must be circulated to all members at least 30 days before the AGM.

10.3. Emergency amendments may be proposed by the Board of directors but shall be ratified at the next AGM.

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## **ARTICLE 11: DISSOLUTION**

11.1. The Association may be dissolved by a resolution of at least two-thirds of the members of the General meeting or where it becomes insolvent, inactive for five (5) consecutive years, or by a court order

11.2. Upon dissolution, the assets of the Association shall be donated to a not-for-profit organization with similar objectives, as determined by the General Assembly.

11.3. No part of the assets or income shall be distributed to members.

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## **ARTICLE 12: INTERPRETATION AND EFFECTIVE DATE**

12.1. In case of any ambiguity or dispute, interpretation of this Constitution shall rest with the Board of Directors.

12.2. This Constitution shall take effect immediately upon adoption by the General Meeting.

12.3. The Constitution shall be reviewed by the board of directors every five (5) years or as may be necessary to address emerging developments.

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## **ARTICLE 13: ELECTIONS**

13.1 Elections shall be conducted every two (2) years at the Annual General Meeting (AGM).

13.2 An Electoral Committee shall be constituted by the Board of directors at least three (3) months before the AGM.

13.3 The Committee shall be responsible for nomination screening, conducting elections, and announcing results.

13.4 All candidates for elective positions must be nominated and seconded by Corporate Members in good standing.

13.5 Elections shall be by open ballot, and winners shall be determined by simple majority.

13.6 If for whatever reasons, there are electoral disputes, such disputes shall be submitted to the Electoral Committee for resolution within seven (7) days of announcement of results.

13.7 The decision of the Electoral Committee may be appealed to the members at the General meeting, whose decision shall be final.

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## **ARTICLE 14: INDEMNITY**



14.1. Every member of the Board of Directors, the Management Committee, Standing Committees and any officer or employee of the Association shall be indemnified out of the assets of the Association against any liability, loss, cost, or expense reasonably incurred by them in the performance of their duties, provided such person acted in good faith and in the best interests of the Association.

14.2. The indemnity shall extend to any liability incurred in defending any proceedings—civil, criminal, administrative, or investigative—in which judgment is given in their favour or in which they are acquitted or discharged, or in connection with any application under any applicable law in which relief is granted to them by the court.

14.3. This indemnity shall not apply in cases of fraud, gross negligence, willful misconduct, or actions outside the scope of the Constitution or any directive of the Association properly made and approved.

14.4. The Association may maintain insurance coverage to protect its officers, directors, and employees against liabilities arising from their official duties, subject to availability of funds and approval of the Board of directors. The type of insurance coverage will be determined by the board of directors

## **ARTICLE 15: POWERS OF THE ASSOCIATION**

Subject to applicable law and the provisions of this Constitution the Management Committee may take on the power and authority that it reasonably believes it needs to be able to achieve the Association's objectives.

Without limiting the generality of the foregoing, the Management Committee has the power and authority to:

- raise funds or to invite and receive contributions;
- generally, administer the assets of the Association;
- buy, hire or exchange for any property that it needs to achieve its objectives;
- make by-laws for proper management, including procedures for application, approval and termination of membership;
- form, mandate and dissolve sub-committees
- issue press statements, commentary and endorsements on behalf of the Association;
- open and close bank accounts at registered commercial banks in Nigeria on behalf of the Association;
- negotiate and accept offers from members or third parties to pay for special projects for the benefit of the Association.
- The Association will decide on the further powers and functions of office bearers.

WASSPAN