

2016

AFRAC BYLAWS

AFRICAN ACCREDITATION COOPERATION

These Bylaws define the formal structures and rules of procedure of AFRAC.

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1. DEFINITIONS

Unless inconsistent with the context, the words and expressions set forth below shall bear the following meanings and similar expressions shall bear corresponding meanings:

- 1.1 “AFRAC” shall mean the African Accreditation Cooperation, as further described in clause 1;
- 1.2 “Accreditation Bodies (ABs)” shall mean:
 - 1.2.1 “Single-economy accreditation body” shall mean an accreditation body that has been established in a single economy to primarily serve the accreditation needs of that economy. There can be more than one single economy accreditation body established in a single economy;
 - 1.2.2 “Multi-economy accreditation body” shall mean an accreditation body that has been established to serve the accreditation needs of a defined number (more than one) of designated economies.
- 1.3 “Arrangement Members” shall mean the members who have been admitted into AFRAC as such in accordance with the provisions of clause 6.1
- 1.4 “Associate Members” shall mean the members who have been admitted into AFRAC as such in accordance with the provisions of clause 6.3;
- 1.5 “Bylaws” shall mean these Bylaws as amended from time to time;
- 1.6 “CABs” shall mean Conformity Assessment Bodies;
- 1.7 “Chair” shall mean the Chair of the General Assembly, who shall also be the Chair of the Executive Committee;
- 1.8 “Committee” shall mean the relevant Committee of AFRAC;
- 1.9 “Committee Chair” shall mean the Chair of the relevant Committee;
- 1.10 “Executive Committee” shall mean the Executive Committee of the General Assembly;
- 1.11 “Full Members” shall mean the members who have been admitted into AFRAC as such in accordance with the provisions of clause 6.2;
- 1.12 “General Assembly” shall mean the General Assembly of AFRAC which is constituted in terms of Clause 9, which shall be the highest authority of AFRAC;
- 1.13 “Governing Documents” shall mean collectively these Bylaws and the Memorandum and Articles of Association of AFRAC;
- 1.14 “IAF” shall mean the International Accreditation Forum, Inc.;
- 1.15 “ILAC” shall mean the International Laboratory Accreditation Corporation;
- 1.16 “Launch Date” shall mean 29 September 2010;
- 1.17 “Member State” shall mean Member States of the African Union;
- 1.18 “Members” shall mean collectively the Arrangement Members, Full Members, Associate Members and Stakeholder Members;

- 1.19 “MRA” shall mean the AFRAC Mutual Recognition Arrangement;
- 1.20 “MRA Committee” shall mean the MRA Committee of AFRAC;
- 1.21 “MRA Council” shall mean the MRA Council of AFRAC;
- 1.22 “National Accreditation Focal Point (NAFP)” shall mean an AFRAC formal contact point within an economy that has no AB, comprising of at least one staff member and is recognised by the government. The AFRAC NAFP is mandated to (but not limited to) coordinate, promote and market the provision of accreditation services to CABs that include Inspection, Testing, Calibration and Certification.
- 1.23 “Secretariat” shall mean the Secretariat of AFRAC;
- 1.24 “Sub-committee” shall mean the Sub-committee of AFRAC;
- 1.25 “Sub-committee Chair” shall mean the Chair of the Sub-committee;
- 1.26 “Stakeholder Members” shall mean the members who have been admitted into AFRAC as such in accordance with the provisions of clause 6.4;
- 1.27 “Technical Committee” shall mean the Technical Committee of AFRAC; and
- 1.28 “Treasurer” shall mean the Treasurer of AFRAC.

2. PREAMBLE

2.1. AFRAC:

2.1.1. Is a cooperation of accreditation bodies in Africa and other organisations interested in conformity assessment; and

2.1.2. Has been established in terms of the Governing Documents and was launched in Cairo, Egypt on 29 September 2010.

2.2. These Bylaws define the formal structures and rules of procedure to be followed so that AFRAC’s objectives as set out in the Governing Documents are fulfilled.

3. SCOPE OF THESE BYLAWS

3.1 These Bylaws shall:

3.1.1. Be binding on all the Members and their representatives in the General Assembly; and

3.1.2. Govern all meetings of the General Assembly, all Committees, Sub-Committees and MRA Council.

3.2 The Committees may establish their own supplementary rules of procedure, which are to be consistent with these Bylaws.

4. OBJECTIVES

The objectives of AFRAC are to:

- 4.1. Develop and implement the AFRAC MRA;
- 4.2. Encourage and facilitate collaboration, cooperation and mutual assistance among Members;
- 4.3. Raise the awareness of Members and potential members on matters relating to accreditation;
- 4.4. Harmonise the criteria for the operation of member accreditation bodies, based on the relevant ISO/IEC international standards and guides, and IAF and ILAC and other regional accreditation cooperation's' guidance documents;
- 4.5. Build the capacity of AFRAC and its Members;
- 4.6. Establish linkages with relevant regional and international organisations;
- 4.7. Promote the international acceptance of certificates and results issued by duly accredited Conformity Assessment Bodies (CABs);
- 4.8. Encourage and facilitate the adoption and implementation of standards, guidelines and application of documents developed by relevant international bodies;
- 4.9. Encourage and support the development of accreditation bodies in Africa towards the achievement of international recognition;
- 4.10. Seek ways and means of making AFRAC financially sustainable; and
- 4.11. Be the voice of Africa in matters of accreditation in the international fora.

5. ESTABLISHMENT OF AFRAC

5.1. AFRAC will be established in the following 3 (three) phases:

5.1.1. Phase 1

5.1.1.1 During this phase, the Chair, Vice-Chair, Committee Chairs and Vice-Chairs and the Secretariat will be elected from amongst the representatives of the Full and Associate Members designated to the General Assembly;

5.1.1.2 This phase will last for 2 (two) years from the Launch Date.

5.1.2. Phase 2

5.1.2.1 During this phase, the Chair, Vice-Chair, Committee Chairs and Vice-Chairs and the Secretariat will be elected from amongst the representatives of the Full Members and Associate Members designated to the General Assembly;

5.1.2.2 This phase will last for 2 (two) years from 29 September 2012.

5.1.3. Phase 3

5.1.3.1 During this phase, the Chair, Vice-Chair, Committee Chairs and Vice-Chairs and the Secretariat will be elected from amongst the representatives of the Arrangement and Full Members designated to the General Assembly;

5.1.3.2 This phase will commence from 29 September 2014.

5.2. After the establishment of AFRAC through the phases referred to in clause 5.1 the Chair, Vice-Chair, Committee Chairs and Vice-Chairs and the Secretariat may thereafter be elected from amongst the Full Members after every 2 (two) years, as will be determined by the General Assembly.

6. MEMBERSHIP

AFRAC has four categories of Membership namely:

6.1 Arrangement Members

Arrangement Members are all independent accreditation bodies appointed or recognised by the government of the Member State or sub-regional block and legally established and operating in the African region that declare in their membership application that they are operating in accordance with the requirements of ISO/IEC guides and standards, the relevant international documents (ILAC and IAF) and the requirements of AFRAC.

Arrangement Members are accreditation bodies who have been peer evaluated under applicable AFRAC Procedures and found to comply by the MRA Council with the requirement for admission as a Signatory to the AFRAC MRA.

6.1.1 Rights and Obligations of Arrangement Members

Arrangement Members shall have the right to:

- 6.1.1.1 Designate its representative(s) to the General Assembly and Executive, all AFRAC Committees and MRA Council, according to the appropriate terms of reference as set out in the relevant AFRAC Procedures;
- 6.1.1.2 Nominate and elect the General Assembly Chair, Vice-Chair, the MRA Council Chair and Vice Chair, as well as all AFRAC Committee Chairs and their Vice-Chairs;
- 6.1.1.3 Participate in the General Assembly meetings, where they may present proposals and have a vote, through its representative(s);
- 6.1.1.4 Participate in the activities of the MRA Committee and MRA Council and vote according to the corresponding terms of reference; and
- 6.1.1.5 Receive copies and have access to all AFRAC documents.

Arrangement Members shall have the obligation to:

- 6.1.1.7 Sign the relevant Governing Documents as may be required and comply with the provisions thereof, in addition to complying with the relevant AFRAC Procedures;
- 6.1.1.8 Contribute to the objectives of AFRAC;
- 6.1.1.9 Contribute to the objectives of the AFRAC MRA;

- 6.1.1.10 Provide technical and administrative support to the Chair and Vice-Chair so that they may adequately fulfil their responsibilities within AFRAC;
- 6.1.1.11 Promote the General Assembly, MRA Council and MRA Committee resolutions;
- 6.1.1.12 Fulfil actions geared towards signing AFRAC's MRA; and
- 6.1.1.13 Pay fees established by the General Assembly.

6.1.2 Admission to Arrangement Membership

- 6.1.2.1 The admission process for the Arrangement Membership category is as outlined in the relevant AFRAC Procedure.
- 6.1.2.2 African accreditation bodies who apply for Arrangement Membership will have been peer evaluated under applicable AFRAC Procedures and found to comply by the MRA Council with the requirements for admission as a Signatory to the AFRAC MRA.

6.2 Full Members

Full Members include all independent African accreditation bodies appointed or recognised by the government of the Member State or sub-regional block and legally established and operating in the African region that declare in their membership application that they are operating in accordance with the requirements of ISO/IEC guides and standards, the relevant international documents (ILAC and IAF) and the requirements of AFRAC. Full Members are not Arrangement Members.

6.2.1 Rights and Obligations of Full Members

Full Members shall have the right to:

- 6.2.1.1 Designate its representative(s) to the General Assembly and Committees, according to the appropriate terms of reference as set out in the AFRAC procedures;
- 6.2.1.2 Nominate and elect the General Assembly Chair, Vice-Chair, the MRA Council Chair and Vice-Chair and all AFRAC Committee Chairs and their Vice-Chairs;
- 6.2.1.3 Participate in the General Assembly meetings, where it may present proposals and have a vote, through its representative(s);
- 6.2.1.4 Participate in the activities of the Committees and vote according to the corresponding terms of reference; and
- 6.2.1.5 Receive copies and have access to all AFRAC documents.

Full Members shall have the obligation to:

- 6.2.1.7 Sign the relevant Governing Documents as may be required and comply with the provisions thereof, in addition to complying with the relevant AFRAC procedures;
- 6.2.1.8 Contribute to the objectives of AFRAC;
- 6.2.1.9 Provide technical and administrative support to the Chair and Vice-Chair so that they may adequately fulfil their responsibilities within AFRAC;
- 6.2.1.10 Promote the General Assembly and MRA Council and all AFRAC Committee resolutions;

6.2.1.11 Fulfil actions geared towards signing AFRAC's MRA; and

6.2.1.12 Pay fees established by the General Assembly.

6.2.2 Admission to Full Membership

6.2.2.1 The admission process for the Full Membership category is as outlined in the relevant AFRAC procedure.

6.3 Associate Members

6.3.1 Associate Members are accreditation bodies established in the Member States or sub-regional blocks of Member States of the African Region, appointed or recognised by the Member States or sub-regional block and legally established and operating in the African region, that do not yet operate according to the requirements of ISO/IEC guides and standards, the relevant international documents.

Associate Members also include National Accreditation Focal Points (NAFPs).

6.3.2 Rights and Obligations of Associate Members

Associate Members shall have the right to:

6.3.2.1 Designate representative(s) to the General Assembly and AFRAC Committees, according to the appropriate terms of reference as set out in the AFRAC procedures;

6.3.2.2 Participate in General Assembly meetings but shall not have the right to vote;

6.3.2.3 Participate in the activities of AFRAC Committees according to the corresponding terms of reference; and

6.3.2.4 Receive copies and have access to the relevant AFRAC documents, as determined by the Executive Committee.

Associate Members shall have the obligation to:

6.3.2.5 Contribute to the objectives of AFRAC;

6.3.2.6 Sign the Governing Documents as may be required and comply with the provisions thereof, in addition to complying with the relevant AFRAC procedures; and

6.3.2.7 Pay the fees established by the General Assembly.

6.3.3 Admission to Associate Membership

6.3.3.1 The admission process for Associate Membership category is as outlined in the relevant AFRAC procedure.

6.4 Stakeholder Members

6.4.1 Stakeholder Members include:

6.4.1.1 African sub-regional accreditation cooperation bodies that are formally established or recognised by their sub-regional block and operating in the African region having objectives similar to and compatible with AFRAC's objectives, and which consist of

formally nominated representatives of the accreditation interests recognised by the sub-region.

- 6.4.1.2 Groups that have an interest in accreditation matters such as national authority/regulators associations e.g. CABs, industry, manufacturing, consumer interests, etc.

6.4.2 Rights and Obligations of Stakeholder Members

Stakeholder Members shall have the right to:

- 6.4.2.1 Have a representative in the General Assembly;
- 6.4.2.2 Participate in General Assembly meetings but shall not have the right to vote;
- 6.4.2.3 Participate in the activities of the Committees and sub-Committees according to the relevant terms of reference; and
- 6.4.2.4 Receive copies and have access to the relevant AFRAC documents;

Stakeholder Members shall have the obligation to:

- 6.4.2.5 Contribute to the objectives of AFRAC;
- 6.4.2.6 Sign the relevant Governing Documents as may be required and comply with the provisions thereof, in addition to complying with the relevant AFRAC procedures; and
- 6.4.2.7 Pay the fees established by the General Assembly.

6.4.3 Admission to Stakeholder Membership

- 6.4.3.1 The admission process for Stakeholder Membership category is as outlined in the relevant AFRAC procedure.

7. WITHDRAWAL, SUSPENSION AND TERMINATION OF MEMBERSHIP

7.1. Withdrawal, Suspension and Termination of Full, Associate and Stakeholder Memberships

- 7.1.1 Full, Associate and Stakeholder Membership may be withdrawn on a Member's own decision by written resignation which must be sent to the Secretariat;
- 7.1.2 Full, Associate and Stakeholder Membership may be suspended by the Executive Committee for conduct contrary to the best interest of AFRAC, and/or in terms of Clause 19; and
- 7.1.3 Full, Associate and Stakeholder Membership may also be terminated by a General Assembly decision, upon approval of a two-third majority vote of the Full and Arrangement Members, for conduct contrary to the best interests of AFRAC, and/or in terms of Clause 19.

7.2 Withdrawal, Suspension and Termination of Arrangement Membership

- 7.2.1 Arrangement Membership may be withdrawn on a Member's own decision by written resignation which must be sent to the MRA Secretary;

7.2.2 The MRA Council may suspend Arrangement Members for conduct contrary to the best interest of AFRAC and its MRA and/or in terms of Clause 19 by a decision of a two-thirds majority of the votes of other Arrangement Members in the MRA Council meetings; and

7.2.3 Arrangement Membership may be terminated by a decision of a two-thirds majority of the votes of Arrangement Members in the MRA Council meetings for conduct contrary to the best interest of AFRAC and its MRA and/or in terms of Clause 19.

7.3 Any Member whose membership has been terminated:

7.3.1 Remains liable to pay AFRAC any fees due and payable but unpaid at the date of termination; and

7.3.2 Has the right to appeal in accordance with the relevant AFRAC Procedure.

8. NON-AFRICAN ECONOMIES

8.1 Bodies from non-African economies may be eligible for Associate and Stakeholder Membership as defined in clause 6.3 and 6.4 by a two-third majority vote of the Arrangement and Full Members.

9. GENERAL ASSEMBLY

9.1 The General Assembly is AFRAC's highest authority which comprises of at least one representative from each of the Membership categories.

9.2 Each Member shall inform the Chair and Secretariat of the name of its designated representative to the General Assembly, and this name shall be recorded in the register of Members' representatives.

9.3 All AFRAC communications shall be referred to the designated representatives. It is the responsibility of the designated representatives to disseminate all AFRAC correspondence to relevant persons in his/her Member organisation.

9.4 The General Assembly has authority to:

9.4.1 Elect the Chair, Vice-Chair and Treasurer as provided in these Bylaws;

9.4.2 Elect the Secretariat on recommendation of the Executive Committee;

9.4.3 Define and/or approve the policies and Strategic Plan of AFRAC;

9.4.4 Approve AFRAC's structure, create and dissolve Committees;

9.4.5 Approve the terms of reference of the Committees;

9.4.6 Elect the Chairs and Vice-Chairs of the Committees;

9.4.7 Approve and amend the relevant Governing Documents;

9.4.8 Approve the workplans of the Committees;

9.4.9 Approve General Assembly resolutions;

- 9.4.10 Approve the admission of new members to the Full, Associate and Stakeholder categories by two thirds majority of the votes of the Arrangement and Full Members;
- 9.4.11 Approve AFRAC's fees, financial statements, and annual budget;
- 9.4.12 Decide on the suspension, termination and withdrawals of AFRAC Full, Associate and Stakeholder Memberships; and
- 9.4.13 Attend to any other matters as agreed by the General Assembly.

10. MEETINGS OF THE GENERAL ASSEMBLY

- 10.1** The General Assembly shall meet at least once each calendar year.
- 10.2** In consultation with the Members, the Chair shall decide the date of the meetings of the General Assembly.
- 10.3** The venue of the General Assembly meetings will be offered by a Member, and shall be approved by the General Assembly in the previous year.
- 10.4** The General Assembly shall meet extraordinarily, in the event of exceptional circumstances, as requested by the Chair or by request of two-thirds majority of Arrangement and Full Members.
- 10.5** Observers may be invited by the Chair to be present at meetings of the General Assembly, or parts of the meetings.
- 10.6** A quorum at all meetings of the General Assembly shall consist of a simple majority of Arrangement and Full Members present, whether in person or by proxy.
- 10.7** Resolutions of the General Assembly shall be reached by consensus, and if this is not achieved, they shall be adopted by two-thirds majority of the Arrangement and Full Members present.
- 10.8** Notwithstanding any contrary provision contained in these Bylaws, no resolution, pertaining to any of the following matters, shall be validly passed, unless such resolution will have been approved by two-thirds majority of the Arrangement and Full Members:
 - 10.8.1 The amendment of any provision of these Bylaws.
- 10.9** A record of the General Assembly resolutions shall be kept by the AFRAC Secretariat.
- 10.10** Meetings of the General Assembly may be held by means of telephone, electronic or other communication facilities as permits all persons participating in the meeting to communicate with others simultaneously and instantaneously.
- 10.11** The Secretariat shall circulate draft minutes of meetings of the AFRAC General Assembly to designated representatives to the General Assembly and, where appropriate, invited observers in a timely manner.
- 10.12** Comments on the draft minutes shall be sent to the Secretariat within two months of circulation of the draft minutes.
- 10.13** The minutes shall be confirmed at the next meeting of the General Assembly.

11. VOTING AT GENERAL ASSEMBLY MEETINGS

- 11.1** The General Assembly shall seek to reach decisions by a process of consensus. In the event that a vote is required within an ordinary session of the General Assembly, only the designated representative of each Arrangement and Full Member with no outstanding fees at the time may vote. The designated representatives may authorise, in writing, a proxy to vote on behalf of the Arrangement and Full Member. This process may also be used for postal ballots.
- 11.2** In ballots on applications for Membership, there is one vote per Arrangement and Full Member.
- 11.3** Postal voting (facsimile, mail and electronic) is also permitted for the final acceptance and adoption of AFRAC documents that have been discussed during an ordinary session of the General Assembly. A period of one month (30 days) from the date of posting shall be allowed for return of votes. For the electronic transmittal of ballot papers, Members shall be asked to confirm receipt.
- 11.4** Postal voting (facsimile, mail and electronic) is also permitted for the final acceptance of Full, Associate and Stakeholder Members. A period of one month (30 days) from the date of posting shall be allowed for the return of votes. For the electronic transmittal of ballot papers, Members shall be asked to confirm receipt.
- 11.5** In any vote by the Members during a session of the General Assembly, two-thirds majority of the Arrangement and Full Members present may cast a vote for the ballot to be valid. For a postal ballot, two-thirds majority of the Arrangement and Full Members may cast a vote for the ballot to be valid. Abstention votes are counted as valid votes. A positive vote by a simple majority of the sum of those voting “yes” and “no” is required for the ballot to be accepted.
- 11.6** Arrangement and Full Members are entitled to only a single vote, whether in person or by proxy.

12. CHAIR AND VICE-CHAIR

12.1 Election of the Chair and Vice-Chair

- 12.1.1** Subject to other provisions of these Bylaws, the Chair and his Vice-Chair will be elected by the General Assembly from the representatives of the Arrangement and Full Members for a period of two years, subject to a once-off re-election. This will be applicable from Phase 3 of AFRAC’s establishment going forward, in accordance with Article 5.1.3.
- 12.1.2** The Chair shall not act as a delegate of any of the Members.
- 12.1.3** The Member that has provided the Chair will be invited to appoint another delegate as its representative in the General Assembly.
- 12.1.4** Candidates for the position of Chair and the Vice-Chair shall be nominated by an Arrangement or Full Member and be seconded by another Arrangement or Full Member.
- 12.1.5** The nominations shall be received at least two months before the relevant General Assembly meeting.
- 12.1.6** The Chair and Vice-Chair shall be considered as elected with at least a simple majority of the votes cast.

12.1.7 If more than two nominations are received at any election and a simple majority vote is not achieved by one of the candidates, a further vote shall be held between the two candidates who received the highest number of votes in the first ballot. The same rule applies to the election of the Vice-Chair.

12.2 Responsibilities of the Chair and his Vice-Chair

12.2.1 The Chair shall be responsible for:

12.2.1.1 Chairing meetings of the General Assembly and the Executive Committee;

12.2.1.2 Supervising on behalf of the General Assembly, the day-to-day business of AFRAC, in particular, the execution of decisions taken by the General Assembly and the Executive Committee;

12.2.1.3 Signing agreements approved by the General Assembly;

12.2.1.4 Ensuring the proper functioning of AFRAC;

12.2.1.5 Representing AFRAC at other national, regional and international organisations of interest;

12.2.1.6 Inviting persons or organisations on his/her own initiative or as suggested by the General Assembly, Executive Committee, or other Committees to participate in all or part of the General Assembly or Executive Committee meetings;

12.2.1.7 In consultation with the Secretariat, deciding on the date of meetings of the General Assembly; and

12.2.1.8 Delegating tasks as appropriate.

12.2.2 The Vice-Chair shall be responsible for:

12.2.2.1 Assisting the Chair in the execution of his/her duties;

12.2.2.2 Acting as Chair, in the event that the Chair is, for any reason, not available to act as such;

12.2.2.3 Collaborating with the Chair in representing AFRAC's issues to other organisations.

13. EXECUTIVE COMMITTEE

13.1 The Executive Committee is constituted and operates according to the corresponding terms of reference approved by the General Assembly and is comprised of:

13.1.1 The Chair of the General Assembly;

13.1.2 The Vice-Chair of the General Assembly;

13.1.3 The Secretariat;

13.1.4 The Treasurer;

13.1.5 All AFRAC Committee Chairs;

- 13.1.6 The MRA Council Chair;
 - 13.1.7 One representative of the Associate Members;
 - 13.1.8 One representative of the Stakeholder Members; and
 - 13.1.9 The immediate past Chair.
- 13.2** The AFRAC Chair will appoint the Executive Committee as per Clause 13.1 above to conduct the business of AFRAC between General Assemblies.
- 13.3** Attendance at the meetings of the Executive Committee is usually restricted to Executive Committee members only. However, observers may be admitted at the invitation of the Chair.
- 13.4** The term of office of members of the Executive Committee is two years.
- 13.5** The Chair and the Vice-Chair may be re-elected, but only once.
- 13.6** Members of the Executive Committee may be re-elected.
- 13.7** The Secretariat is elected for a period of three years and may be re-elected.
- 13.8** The Treasurer is elected for a period of four years and may be re-elected.
- 13.9** The responsibilities of the Executive Committee are to:
- 13.9.1 Implement AFRAC policies and manage the Committee (including its financial affairs) between meetings of the General Assembly and as directed by the General Assembly;
 - 13.9.2 Ensure coherent and transparent application of AFRAC's activities in the fields of laboratory, certification and inspection body accreditation or other CABs;
 - 13.9.3 Seek international cooperation between AFRAC and relevant international bodies for laboratory, certification and inspection body accreditation or other CABs;
 - 13.9.4 Ensure proper cooperation with other relevant bodies in the field of conformity assessment;
 - 13.9.5 Recommend the appointment of all Committee Chairs and Vice-Chairs;
 - 13.9.6 Endorse the appointment of all Committee Members;
 - 13.9.7 Ensure proper coordination between all the Committees;
 - 13.9.8 Initiate policy directions;
 - 13.9.9 Receive and discuss reports from all the Committees and recommend their workplans for approval by the General Assembly;
 - 13.9.10 Meet at least once per calendar year;
 - 13.9.11 Report to the General Assembly at least annually, and this report is to include a financial report;

- 13.9.12 Perform all the work leading to the election of the Secretariat, and recommend the nominations to the General Assembly for election;
- 13.9.13 Ensure that decisions of the Executive Committee are reached by consensus. All decisions of the Executive Committee are subject to ratification by the General Assembly;
- 13.9.14 Suspend Full, Associate and Stakeholder Membership for conduct contrary to the best interest of AFRAC; and
- 13.9.15 Recommend withdrawals and terminations of AFRAC Full, Associate and Stakeholder Memberships to the General Assembly.

14. SECRETARIAT AND TREASURER

- 14.1** The Secretariat shall be responsible for the day-to-day management of AFRAC.
- 14.2** The General Assembly shall elect the Secretariat.
- 14.3** The General Assembly decides on the provider of the Treasurer function. Provision of the Treasurer is formalised by the General Assembly, and the Treasurer is not to be an employee of the Secretariat, but is to be a Member of the General Assembly.
- 14.4** The Secretariat's duties are described in the relevant AFRAC Procedure.
- 14.5** The Treasurer shall be responsible for:
 - 14.5.1 Reviewing AFRAC's financial statements for approval by the General Assembly;
 - 14.5.2 Ensuring the timeous payment of Membership fees;
 - 14.5.3 Proposing, on behalf of the Executive Committee, a draft budget for the coming calendar year to the General Assembly;
 - 14.5.4 Ensuring that expenditures comply within the approved budget limit and relevant AFRAC procedures and regulations;
 - 14.5.5 Reviewing the annual budget in collaboration with the Chair and Secretariat, and proposing the budget for the following year to the General Assembly. The budget is to show the expected income generated by fees and other types of services or projects, as well as expenses which include administrative expenses, Secretariat costs, and fees to other bodies, publications and promotional expenses;
 - 14.5.6 Proposing to the General Assembly a new structure of payments, in cases where it deems necessary;
 - 14.5.7 Collaborating in financial audits;
 - 14.5.8 Ensuring the best management of AFRAC's financial resources; and
 - 14.5.9 Submitting to the General Assembly the audited annual statement of expenditure, which will include the Treasurer's commentary on that statement.

15. AFRAC COMMITTEES, WORKING GROUPS AND TASK FORCES

- 15.1** The AFRAC General Assembly is entitled to set up all Committees. These constituent bodies shall be established to carry out the objectives, aims and tasks of AFRAC in an appropriate manner.
- 15.2** All AFRAC constituent bodies shall have defined terms of reference and working programs that shall be endorsed by the General Assembly.
- 15.3** All Committees shall have a Chair and Vice-Chair elected by the General Assembly, preferably amongst its delegates. The procedure shall be the same as for the election of the Chair, except that nominations may be accepted on the day of the meeting of the General Assembly. The term of office of a Committee Chair and Vice-Chair shall be two years, and they may be re-elected.
- 15.4** The Committee Members shall be nominated by their respective AFRAC delegates and appointed by the Chairs of the relevant Committees, unless otherwise determined in the terms of reference of the Committee in question.
- 15.5** All AFRAC Committees shall report to the General Assembly at least annually and shall keep the Secretariat informed of their activities by providing the Secretariat with agendas, resolutions, membership lists and minutes of meetings.
- 15.6** The AFRAC Committees may either be established to deal with specific tasks or tasks of a permanent nature.
- 15.7** AFRAC Committees may establish their own sub-Committees, Working Groups and Task Forces, and these shall have corresponding Terms of Reference approved by the relevant Committee to which it reports.
- 15.8** The conveners of the Working Groups and Task Forces, as well as and Chairs of sub-Committees shall be appointed by the relevant Committee Chairs and the term of office for conveners and sub-Committee Chairs shall be two years, and they may be re-elected.
- 15.9** The AFRAC Committee Chairs and the conveners of the Working Groups and Task Forces may invite other experts to participate in the work of the body in question.
- 15.10** The MRA Council makes decisions regarding the status of Membership to the AFRAC MRA, including the granting, maintenance, suspension and withdrawal from the MRA, and is comprised of one representative of each signatory to the AFRAC MRA.

16. ELABORATION AND APPROVAL OF AFRAC DOCUMENTS

- 16.1** AFRAC documents are approved by the relevant Committee or General Assembly as prescribed in the AFRAC Document Control Procedure.

17. AFRAC BUDGET AND FEES

- 17.1** AFRAC is intended to be a self-funding cooperation between its participating bodies. To this end, AFRAC's financial viability is a shared responsibility between the Members.
- 17.2** The costs of AFRAC conferences and meetings of the General Assembly will be covered by the registration fees payable by all participants.

- 17.3** Each year the Treasurer, on behalf of the Executive Committee, will propose to the General Assembly, a draft budget for the coming calendar year. All meeting expenses are to be borne by participants.
- 17.4** The AFRAC fees for a particular calendar year will be set according to a formula agreed by the General Assembly, the aggregate of which will be sufficient to meet agreed budget objectives.
- 17.5** The Executive Committee will ensure that an appropriate financial audit is conducted annually in a manner to satisfy the requirements of the International Financial Reporting Standards (IFRS).
- 17.6** AFRAC's financial year is the calendar year.

18. GOOD FAITH

- 18.1** The Members shall at all times show to one another the utmost good faith in their dealings with each other, but such duty of good faith shall not constitute one Member to be the agent of another unless otherwise expressly agreed between them.
- 18.2** Each of the Members undertakes at all times to do all such reasonable things, perform all such reasonable actions and take all such reasonable steps as may be open to it and necessary for or incidental to the implementation of the terms and conditions of these Bylaws.

19. BREACH

In the event of any one of the Members (“**Defaulting Member**”) committing a breach of any of the terms and conditions hereof and remaining in default for a period of 30 (thirty) calendar days after receipt by it of written notice from Executive Committee calling for such breach to be remedied, provided that such breach cannot be remedied within that period of 30 (thirty) calendar days then the said period of 30 (thirty) calendar days shall be extended for such further period as may reasonably be required in the circumstances by the Defaulting Member to remedy that breach, the Executive Committee shall, on behalf of the remaining Members, be entitled, without prejudice to any other rights AFRAC may have hereunder or in law, to provisionally suspend that Member's membership pending a decision of the General Assembly as regards the breach in question.

20. DISPUTE RESOLUTION

If a dispute between the Members arises out of or is related to these Bylaws, including any matter relating to the breach of any of the provisions of these Bylaws, the Members shall meet and negotiate in good faith to attempt to resolve the dispute. If, after 30 (thirty) days from the date upon which the dispute was declared by a Member by written notice, the dispute is not resolved the matter shall be determined finally by the General Assembly or, at the absolute discretion of the General Assembly, in accordance with the UNCITRAL Arbitration Rules.

21. MEMBERS NOT TO BIND AFRAC

- 21.1** None of the Members will have the ability, power or capacity independently to bind AFRAC in any way.

21.2 Each of the Members undertakes that it will not seek to bind AFRAC in any way and each of the Members respectively undertakes not to hold itself out at any time, to any third party as having the authority to bind AFRAC in any manner whatsoever.

22. PUBLICATIONS AND ANNOUNCEMENTS

The Members record their intention that, wherever practically possible, no public announcement will be made by any of the Members concerning AFRAC without the prior approval of the General Assembly, provided that Members shall be entitled to announce their Membership with AFRAC as they deem fit.

23. GOVERNING DOCUMENTS

23.1 To the extent that the provisions of the Articles and Memorandum of Association of AFRAC may conflict with or fail to record the provisions of these Bylaws:

23.1.1 Any Member may require the Articles and Memorandum of Association of AFRAC to be amended accordingly; and

23.1.2 The Arrangement and Full Members shall vote in favour of all resolutions of AFRAC necessary to amend the Articles and Memorandum of Association of AFRAC terms of clause 23.1.1.

23.2 Without detracting from the provisions of clause 22, to the extent that the provisions of these Bylaws may conflict with the provisions of the Articles and Memorandum of Association of AFRAC, the provisions of these Bylaws shall take precedence and shall be given effect to accordingly by the Members to the extent that it is legally possible.

24. AMENDMENT AND VALIDITY OF AFRAC BYLAWS

24.1 A proposal for the amendment of these Bylaws may be made to the Secretariat by any Member of AFRAC at least sixty (60) days in advance of the next meeting of the General Assembly.

24.2 An amendment of these Bylaws shall be adopted by a resolution passed in terms of the provisions of Clause 10.8.

25. COMING INTO FORCE OF THE BYLAWS

These Bylaws take effect from 30 September 2010.

APPENDIX A: AMENDMENT RECORD

Proposed by	Section	Change
AFRAC Secretariat	Contents	Added "Appendix A – Amendment Record".
AFRAC Secretariat	1.2.1	Added "one" (to single body economy)
EXCO and Technical Committee	1.2.2	Added the definition of "National Accreditation Focal Point (NAFP) shall mean an AFRAC formal contact point within an economy that has no AB, comprising of at least one staff member and is recognised by the government. The AFRAC NAFP is mandated to (but not limited to) coordinate, promote and market the provision of accreditation services to CABs that include Inspection, Testing, Calibration and Certification".
AFRAC Secretariat	3.1.2	Deleted "Executive".
AFRAC Secretariat	5.1.1.1	Added "Vice-Chair" and "and Vice-Chairs".
AFRAC Secretariat	5.1.2.1	Added "Vice-Chair" and "and Vice-Chairs".
AFRAC Secretariat	5.1.3.1	Added "Vice-Chair" and "and Vice-Chairs".
AFRAC Secretariat	5.1.3.2	Deleted "last for two years" and added "commence".
AFRAC Secretariat	5.2	Added "Vice-Chair" and "and Vice-Chairs".
AFRAC Secretariat	6.1.1.1	Deleted "MRA and Technical" and added "all AFRAC" and "relevant".
AFRAC Secretariat	6.1.1.2	Deleted "his/her" and "MRA and Technical" and added "all AFRAC".
AFRAC Secretariat	6.1.1.3	Deleted "it" and added "they".
AFRAC Secretariat	6.1.1.9	Added "the".
AFRAC Secretariat	6.1.1.10	Deleted "his".
AFRAC Secretariat	6.3.2	Added "Associate Members also include National Accreditation Focal Points (NAFPs)".
AFRAC Secretariat	6.3.2.1	Deleted "its", "MRA" and "Technical" and added "AFRAC".
AFRAC Secretariat	6.3.2.3	Deleted "the MRA and Technical" and added "AFRAC".
AFRAC Secretariat	6.3.3.3	Deleted "Have any of its representatives, if supported by the necessary majority of the General Assembly, elected as Chair or Vice-Chair as well as Committee Chairs or Vice-Chairs during Phase 1 and Phase 2 of AFRAC's establishment in accordance with Article 5.1.1 and 5.1.2.
EXCO	6.4.1.2	Added "Groups that have an interest in accreditation matters such as national authority/regulator associations, e.g., CABs, industry, manufacturing, consumer interests, etc. Deleted "CABs e.g., certification or registration bodies, and/or testing and calibration laboratories that are accredited, or are in the process of being accredited by Full or Associate Members".
AFRAC Secretariat	6.4.1.3	Deleted "Other users of conformity assessment services in the region".
AFRAC Secretariat	6.4.6.5	Deleted "Establish committees that represent the interests of the users of conformity assessment services with the their".
AFRAC Secretariat	7.1.1	Deleted "The Executive Committee may provisionally suspend Full, Associate and Stakeholder Members for conduct contrary to the best interest of AFRAC and/or in terms of Clause 19 and thereafter make a recommendation to the General Assembly for a final suspension in the next meeting of the General Assembly immediately following the provisional suspension of a Member".

Proposed by	Section	Change
		Added "Full, Associate and Stakeholder may be withdrawn on a Member's own decision by written resignation which must be sent to the Secretariat";
AFRAC Secretariat	7.1.2	Deleted "A Full, Associate or Stakeholder Member may only be finally suspended by the General Assembly by a decision of a two-thirds majority of the votes of Full and Arrangement Members present in person or by proxy". Added "Full, Associate and Stakeholder Membership may be suspended by the Executive Committee for conduct contrary to the best interest of AFRAC, and/or in terms of Clause 19;"
AFRAC Secretariat	7.1.3	Deleted "The Executive Committee shall manage the suspension process of Full, Associate and Stakeholder members according to the relevant AFRAC procedure". Added "Full, Associate and Stakeholder Membership may also be terminated by a General Assembly decision, upon approval of a two-third majority vote of the Full and Arrangement Members, for conduct contrary to the best interests of AFRAC, and/or in terms of Clause 19".
AFRAC Secretariat	7.2	Added "Withdrawal, Suspension and Termination of Arrangement Members
AFRAC Secretariat	7.2.1	Added "Arrangement Membership may be withdrawn on a Member's own decision by written resignation which must be sent to the MRA Secretary".
AFRAC Secretariat	7.2.2	Added "The MRA Council may suspend Arrangement Members for conduct contrary to the best interest of AFRAC and its MRA and/or terms of Clause 19, by a decision of a two-thirds majority of the votes of other Arrangement Members in the MRA Council meetings".
AFRAC Secretariat	7.2.3	Added "Arrangement Membership may be terminated by a decision of a two-thirds majority of the votes of Arrangement Members in the MRA Council meetings for conduct contrary to the best interest of AFRAC and its MRA and/or in terms of Clause 19".
AFRAC Secretariat	7.3.2	Added "Has the right to appeal in accordance with the relevant AFRAC Procedure".
AFRAC Secretariat	8.1	Deleted "provided that they shall not be eligible for election to the Executive Committee".
AFRAC Secretariat	9.4.5	Deleted "and their working programs".
AFRAC Secretariat	9.4.8	Deleted "review reports; Chair, the Executive, Technical and MRA".
AFRAC Secretariat	9.4.12	Added "suspension".
AFRAC Secretariat	10.3	Added "The venue of the General Assembly meetings will be offered by a Member, and shall be approved by the General Assembly in the previous year".
AFRAC Secretariat	11.1	Deleted "alternate", added "proxy".
	11.7	Deleted "Member voting by proxy will not be accepted on any new issues submitted during the General Assembly meeting".
AFRAC Secretariat	12.1.4	Added "and be seconded by another Arrangement or Full Member".
AFRAC Secretariat	12.1.6	Added "and Vice-Chair", deleted "when he obtains".
AFRAC Secretariat	12.2.1.6	Added "her".

Proposed by	Section	Change
AFRAC Secretariat	12.2.1.7	Deleted “Chair and; and place”, added “on”.
AFRAC Secretariat	12.2.2.1	Added “the; and”.
AFRAC Secretariat	13.1.5	Deleted “MRA Committee Chair”, added “All AFRAC Committee Chairs”.
AFRAC Secretariat	13.1.6	Deleted “Technical Committee Chair”.
AFRAC Secretariat	13.2	Deleted “General Assembly”, added “Chair; as per Clause 13.1 above”.
AFRAC Secretariat	13.4	Added “The term of office of members of the Executive Committee is two years”.
AFRAC Secretariat	13.5	Added “The Chair and the Vice-Chair may be re-elected, but only once”.
AFRAC Secretariat	13.6	Added “Members of the Executive Committee may be re-elected”.
AFRAC Secretariat	13.7	Added “The Secretariat is elected for a period of three years and may be re-elected”.
AFRAC Secretariat	13.8	Added “The Treasurer is elected for a period of four years and may be re-elected”.
AFRAC Secretariat	13.9.5	Deleted “the MRA and Technical” and added “all; and Vice-Chairs”.
AFRAC Secretariat	13.9.6	Deleted “the MRA and Technical” and added “all”.
AFRAC Secretariat	13.9.7	Deleted “the MRA and Technical” and added “all”.
AFRAC Secretariat	13.9.9	Deleted “the MRA and Technical” and added “all; and recommend their workplans for approval by the General Assembly”.
AFRAC Secretariat	13.9.15	Added “Recommend withdrawals and terminations” and deleted “Suspend”.
AFRAC Secretariat	15.1	Deleted “the MRA and Technical; Working Groups and Task Forces”, added “all” Committees.
AFRAC Secretariat	15.3	Added “and Vice-Chair”.
AFRAC Secretariat	15.4	Deleted “MRA and Technical; nominated” and added “and appointed by the Chairs of the relevant Committees”.
AFRAC Secretariat	15.5	Deleted “MRA and Technical; at least” and added “All AFRAC; resolutions, membership lists”.
AFRAC Secretariat	15.6	Deleted “MRA and Technical” and added “AFRAC”.
AFRAC Secretariat	15.7	Deleted “endorsed; General Assembly; four” and added “appointed; relevant Committees; two”.
AFRAC Secretariat	15.9	Deleted “MRA and Technical” and added “AFRAC”.
AFRAC Secretariat	16.1	Deleted “General Assembly” and added “relevant Committee or General Assembly as prescribed in the AFRAC Document Control Procedure”.
AFRAC Secretariat	16.2	Deleted “An internal specific procedure described the process for the elaboration and approval of AFRAC documents.”
AFRAC Secretariat	24.2	Deleted “10.7” and added “Clause 10.8”.