

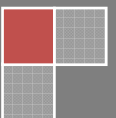
2019

AFRAC BYLAWS

AFRICAN ACCREDITATION COOPERATION

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

Publication reference: A001-05



Authorship

This document has been prepared by the AFRAC Secretariat.

Classification

This document is classified as an AFRAC Administrative Publication.

Authorisation

Issue Number: 05
Prepared by: AFRAC Secretariat
Approved by: General Assembly
Issue and application date: 26/07/2019

Official language

The text may be translated into other languages as required. The English language version remains the definitive version.

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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 5.1;
- 1.4 “Associate Members” shall mean the members who have been admitted into AFRAC as such in accordance with the provisions of clause 5.3;
- 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 Committees of AFRAC;
- 1.9 “Committee Chair” shall mean the Chair of the relevant endorsed AFRAC 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 5.2;
- 1.12 “General Assembly” shall mean the General Assembly of AFRAC which is constituted in terms of Clause 8, which shall be the highest decision-making authority of AFRAC, excluding decisions of the MRA;
- 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 “Members” shall mean collectively the Arrangement Members, Full Members, Associate Members and Stakeholder Members of AFRAC;
- 1.17 “MRA” shall mean the AFRAC Mutual Recognition Arrangement;

- 1.18 “MRA Council” shall mean the authority at which MRA decisions are made;
- 1.19 “National Accreditation Focal Point (NAFP)” shall mean a formal contact point within an economy that has no Accreditation Body (AB), comprising of at least one staff member and is recognized by the Government. The NAFP is mandated to (but not limited to) coordinate, promote and market the provision of accreditation services to Conformity Assessment Bodies (CABs) that include, but are not limited to, Inspection, Testing, Calibration, Certification.
- Note: The NAFP may serve as an administrative link between a multi-economy AB and Applicant / Accredited CABs in an economy and may also evolve into a fully-fledged National Accreditation Body (NAB).
- 1.20 “Stakeholder Members” shall mean the members who have been admitted into AFRAC as such in accordance with the provisions of clause 5.4.

2. PREAMBLE

2.1. AFRAC:

- 2.1.1. Is a cooperation of accreditation bodies in Africa and other qualifying organisations interested in conformity assessment; and
- 2.1.2. Was 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 apply to AFRAC:

- 3.1.1. Membership;
- 3.1.2. General Assembly;
- 3.1.3. Executive Committee;
- 3.1.4. Secretariat; and
- 3.1.5. MRA Council, Committees, including any other endorsed committees or sub-committees or task force / working groups established.

- 3.2 Where necessary, AFRAC Committees including sub-committees or working groups / task forces, may establish their own supplementary rules of procedure, which shall be consistent with these Bylaws.

4. OBJECTIVES

The objectives of AFRAC are to:

- 4.1 Establish, manage and maintain an MRA between Accreditation Bodies in the region within the framework of, and consistent with the global MRA's;
- 4.2 Encourage and facilitate effective 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 international standards and/or guides, AFRAC, IAF and ILAC mandatory documents and other applicable regional accreditation cooperation's' guidance documents;
- 4.5 Develop and maintain mutual confidence amongst Accreditation Bodies in Africa and internationally;
- 4.6 Achieve and maintain uniformity of accreditation activities in Africa and internationally;
- 4.7 Promote and facilitate the use of accreditation as a tool in the removal of technical barriers to trade and the protection of health, safety and the environment;
- 4.8 Ensure the provision of services which are independent, impartial, transparent, non-discriminatory and achieve and maintain a high level of integrity and confidentiality whilst ensuring ethical operations;
- 4.9 Facilitate access to current databases of recognised Accreditation Bodies within Africa and internationally;
- 4.10 Coordinate AFRAC projects on accreditation;
- 4.11 Participate in activities of and liaise with regional, continental and international bodies with interest in accreditation;
- 4.12 Promote cooperation and exchanges with other bodies with similar objectives to accreditation;
- 4.13 Build the capacity of AFRAC and facilitate capacity development of its Members;
- 4.14 Establish linkages with relevant regional and international organisations;
- 4.15 Promote the international acceptance of certificates and results issued by duly accredited Conformity Assessment Bodies (CABs);
- 4.16 Encourage and facilitate the adoption and implementation of accreditation standards, guidelines and application of documents developed by relevant international bodies;
- 4.17 Encourage and support the development of accreditation bodies in Africa towards the achievement of international recognition;
- 4.18 Seek ways and means of making AFRAC financially sustainable; and

4.19 Be the voice of Africa in matters of accreditation in the international fora.

5. MEMBERSHIP

AFRAC has four categories of Membership namely: Arrangement Members, Full Members, Associate Members and Stakeholder Members.

5.1 Arrangement Members

Arrangement Members are Accreditation Bodies appointed or recognised by the government of the African Union Member State, legally established and operating in Africa that declare that they are operating in accordance with the relevant accreditation standards, mandatory ILAC/IAF documents and the requirements of AFRAC.

Arrangement Members are Accreditation Bodies who have been evaluated in accordance with AFRAC M001 "AFRAC policies and procedures for a MRA among Accreditation Bodies", found to comply with the requirements, and admitted as a Signatory to the AFRAC MRA.

5.1.1 Rights and Obligations of Arrangement Members

Arrangement Members shall have the right to:

- 5.1.1.1 Designate its representative(s) to the General Assembly and Executive Committee, AFRAC Committees and MRA Council, according to the appropriate Terms of Reference as set out in the relevant AFRAC Procedures;
- 5.1.1.2 Nominate and elect the AFRAC Chair and Vice-Chair, the MRA Council Chair and Vice Chair, as well as all AFRAC Committee Chairs and Vice-Chairs;
- 5.1.1.3 Be eligible to be elected by the General Assembly as AFRAC Chair and Vice-Chair, the Chair and Vice-chair of the MRA Council, as well as Chairs and Vice-Chairs of Committees;
- 5.1.1.4 Participate in the General Assembly meetings, where they may present proposals and have a vote;
- 5.1.1.5 Participate in the activities of the MRA Council, Committees or sub-committees as needed, and vote according to the corresponding Terms of Reference; and
- 5.1.1.6 Receive copies and have access to all AFRAC documents.

Arrangement Members shall have the obligation to:

- 5.1.1.7 Sign the relevant Governing Documents as may be required and comply with the provisions thereof;
- 5.1.1.8 Comply with these Bylaws and the applicable AFRAC policies and procedures;
- 5.1.1.9 Protect the use of the AFRAC logo and trademark;
- 5.1.1.10 Support and contribute to the aims and objectives of AFRAC, including the recognition and promotion of the AFRAC MRA;

- 5.1.1.11 Represent AFRAC according to the decisions of the General Assembly;
- 5.1.1.12 Promote the adoption of the General Assembly, MRA Council and MRA Committee resolutions;
- 5.1.1.13 Provide technical and administrative support to the Chair and Vice-Chair so that they may adequately fulfil their responsibilities;
- 5.1.1.14 Vote in at least three-quarters of the ballots of the General Assembly, and return ballots within the prescribed timeframes;
- 5.1.1.15 Respect any confidential information gained as a result of its membership;
- 5.1.1.15 Contribute to the efficient resolution of any complaints received by AFRAC in circumstances where the member is involved;
- 5.1.1.16 Provide Peer Evaluators;
- 5.1.1.17 Promote the acceptance of certificates and reports issued by the CAB's accredited by AFRAC Members, who are signatories to the AFRAC MRA;
- 5.1.1.18 Promote acceptance of certificates and reports issued by CAB's accredited by accreditation bodies that are signatories to the ILAC Mutual Recognition Arrangements / IAF Multi-Lateral Arrangements;
- 5.1.1.19 Abide by the AFRAC Code of Conduct A004;
- 5.1.1.20 Inform AFRAC of any key changes in the organisation, such a legal status, management system, top management, membership to other arrangements, etc.; and
- 5.1.1.21 Pay any fees established by the General Assembly.

5.1.2 Admission to Arrangement Membership

The admission process for the Arrangement Membership category is as outlined in AFRAC P001 "AFRAC membership admission procedure".

5.2 Full Members

Full Members include Accreditation Bodies appointed or recognised by the government of the African Union Member State, legally established and operating in Africa that self-declare with objective evidence that they are operating in accordance with the relevant accreditation standards, mandatory ILAC/IAF documents and the requirements of AFRAC and are working towards becoming an AFRAC signatory.

AFRAC encourages Full Members to become AFRAC signatories.

5.2.1 Rights and Obligations of Full Members

Full Members shall have the right to:

- 5.2.1.1 Designate its representative(s) to the General Assembly, Executive Committee, Committees and Council, according to the appropriate Terms of Reference;

- 5.2.1.2 Nominate and have a vote in the General Assembly to elect the AFRAC Chair and Vice-Chair, the MRA Council Chair and Vice-Chair and all AFRAC Committee Chairs and Vice-Chairs;
- 5.2.1.3 Be eligible to be elected by the General Assembly as AFRAC Chair and Vice-Chair, as well as Chairs and Vice-Chairs of the MRA Committee, Technical and Marketing and Communication Committees;
- 5.2.1.4 Participate in the General Assembly meetings, where it may present proposals and have a vote;
- 5.2.1.5 Participate in the activities of the Committees or sub-committees as needed, and vote according to the corresponding terms of reference; and
- 5.2.1.6 Receive copies and have access to all AFRAC documents.

Full Members shall have the obligation to:

- 5.2.1.7 Sign the relevant Governing Documents as may be required and comply with the provisions thereof;
- 5.2.1.8 Comply with these Bylaws and the applicable AFRAC policies and procedures;
- 5.2.1.9 Protect the use of the AFRAC logo and trademark;
- 5.2.1.10 Support and contribute to the objectives of AFRAC, including the recognition and promotion of the AFRAC MRA;
- 5.2.1.11 Represent AFRAC according to the decisions of the General Assembly;
- 5.2.1.12 Promote the adoption of the General Assembly, MRA Council and MRA Committee resolutions;
- 5.2.1.13 Provide technical and administrative support to the Chair and Vice-Chair so that they may adequately fulfil their responsibilities;
- 5.2.1.14 Vote in at least three-quarters of the ballots of the General Assembly and return ballots within the prescribed timeframes;
- 5.2.1.15 Respect any confidential information gained as a result of its membership;
- 5.2.1.16 Contribute to the efficient resolution of any complaints received by AFRAC in circumstances where the member is involved;
- 5.2.1.17 Provide Peer Evaluators;
- 5.2.1.18 Promote the acceptance of certificates and reports issued by the CAB's accredited by AFRAC Members, who are signatories to the AFRAC MRA;
- 5.2.1.19 Promote acceptance of certificates and reports issued by CAB's accredited by accreditation bodies that are signatories to the ILAC Mutual Recognition Arrangements / IAF Multi-Lateral Arrangements;
- 5.2.1.20 Fulfil actions geared towards signing AFRAC's MRA;
- 5.2.1.21 Abide by the AFRAC Code of Conduct A004;

5.2.1.22 Inform AFRAC of any key changes in the organisation, such a legal status, management system, top management, membership to other arrangements, etc.; and

5.2.1.23 Pay any fees established by the General Assembly.

5.2.2 Admission to Full Membership

The admission process for the Full Membership category is as outlined in AFRAC P001 “AFRAC membership admission procedure”.

5.3 Associate Members

5.3.1 Associate Members include:

5.3.1.1 Accreditation Bodies legally established, appointed or recognised by the African Union Member States and operating in Africa, that do not yet operate according to the relevant accreditation standards, the mandatory ILAC/IAF documents, or the requirements of AFRAC.

5.3.1.2 National Accreditation Focal Point (NAFP) members.

5.3.2 Rights and Obligations of Associate Members

Associate Members shall have the right to:

5.3.2.1 Designate representative(s) to the General Assembly, Executive Committee and AFRAC Committees, according to the appropriate Terms of Reference;

5.3.2.2 Participate in General Assembly meetings where they may present proposals, but shall not have the right to vote;

5.3.2.3 Participate in the activities of AFRAC Committees or sub-committees as needed, according to the corresponding terms of reference; and

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

Associate Members shall have the obligation to:

5.3.2.5 Support and contribute to the objectives of AFRAC, including the recognition of the AFRAC MRA;

5.3.2.6 Sign the Governing Documents as may be required and comply with the provisions thereof;

5.3.2.7 Comply with these Bylaws and the applicable AFRAC policies and procedures;

5.3.2.8 Respect any confidential information gained as a result of its membership;

5.3.2.9 Contribute to the efficient resolution of any complaints received by AFRAC in circumstances where the member is involved;

5.3.2.10 Abide by the AFRAC Code of Conduct A004;

5.3.2.11 Inform AFRAC of any key changes in the organisation, such a legal status, management system, top management, membership to other arrangements, etc.; and

5.3.2.12 Pay any fees established by the General Assembly.

5.3.3 Admission to Associate Membership

The admission process for Associate Membership category is as outlined in AFRAC P001 “AFRAC membership admission procedure.

5.4 Stakeholder Members

5.4.1 Stakeholder Members include:

5.4.1.1 Accreditation Cooperation Bodies and Regional Economic Cooperation structures that are formally established or recognised by the Member States or are significantly recognised by industry, having objectives similar to and compatible with AFRAC’s objectives, and which consist of formally nominated representatives of the accreditation interests recognised by the Member States.

5.4.1.2 Groups that have an interest in accreditation matters, such as national authority/regulators associations, CABs, industry associations, manufacturing, consumer interests, government representatives, other regional, continental and international cooperations in accreditation.

5.4.2 Rights and Obligations of Stakeholder Members

Stakeholder Members shall have the right to:

5.4.2.1 Designate a representative to the General Assembly, the Executive Committee, Committees and Council, according to the appropriate Terms of Reference;

5.4.2.2 Participate in General Assembly meetings where they may present proposals, but shall not have the right to vote;

5.4.2.3 Participate in the activities of the Committees or sub-committees as needed, according to the relevant terms of reference; and

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

Stakeholder Members shall have the obligation to:

5.4.2.5 Support and contribute to the objectives of AFRAC, including the recognition of the AFRAC MRA;

5.4.2.6 Sign the relevant Governing Documents as may be required and comply with the provisions thereof;

5.4.2.7 Comply with these Bylaws and the applicable AFRAC policies and procedures;

5.4.2.8 Respect any confidential information gained as a result of its membership;

- 5.4.2.9 Contribute to the efficient resolution of any complaints received by AFRAC in circumstances where the member is involved;
- 5.4.2.10 Abide by the AFRAC Code of Conduct A004;
- 5.4.2.11 Inform AFRAC of any key changes in the organisation, such a legal status, management system, top management, membership to other arrangements, etc.; and
- 5.4.2.12 Pay any fees established by the General Assembly, when applicable.

5.4.3 Admission to Stakeholder Membership

The admission process for Stakeholder Membership category is as outlined in AFRAC P001 “AFRAC membership admission procedure.

6. SUSPENSION, SCOPE REDUCTION AND WITHDRAWAL OF MEMBERSHIP

6.1. Suspension, Withdrawal of Full, Associate and Stakeholder Memberships

- 6.1.1 Full, Associate and Stakeholder Membership may be withdrawn on a Member’s own decision by written resignation within at least 30 days of the decision to withdraw, which must be sent to the Secretariat and Executive Committee Chair.
- 6.1.2 Full, Associate and Stakeholder Membership may be suspended by the Executive Committee for conduct contrary to the best interest of AFRAC.
- 6.1.3 Full, Associate and Stakeholder Membership may also be withdrawn by a General Assembly decision, upon approval of a simple majority vote of the Full and Arrangement Members, for conduct contrary to the best interests of AFRAC.

6.2 Scope Reduction, Suspension and Withdrawal of Arrangement Membership

- 6.2.1 Arrangement Membership may be withdrawn on a Member’s own decision by written resignation at least 30 days prior to the intention to withdraw, which must be sent to the MRA Secretariat and MRA Council Chair.
- 6.2.2 The MRA Council may suspend Arrangement Members for conduct contrary to the best interest of AFRAC and its MRA by a decision of a simple majority of votes.
- 6.2.3 Arrangement Membership may be withdrawn, or their scope reduced, by a decision of a simple majority of the votes of MRA Council for conduct contrary to the best interest of AFRAC and its MRA.
- 6.2.4 The procedures for suspension, scope reduction or withdrawal of Arrangement Members are defined in AFRAC M001 “AFRAC policies and procedures for a MRA among AB’s”.

6.3 Any Member whose membership has been withdrawn:

- 6.3.1 Remains liable to pay AFRAC any fees due and payable but unpaid at the date of withdrawal; and
- 6.3.2 Has the right to appeal the decision to withdraw, in accordance with P002 “AFRAC Appeals and Complaints procedure”.

7. GENERAL ASSEMBLY

- 7.1** The General Assembly is AFRAC’s highest decision-making authority which comprises of at least one representative from each of the Membership categories. Representatives may be accompanied by a reasonable number of observers.
- 7.2** 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.
- 7.3** 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.
- 7.4 Authority and Responsibilities of the General Assembly**

The General Assembly shall be responsible for all matters contained in the AFRAC Bylaws, and shall:

- 7.4.1 Elect the Chair, Vice-Chair and Treasurer as provided in these Bylaws;
- 7.4.2 Elect the Secretariat on recommendation of the Executive Committee;
- 7.4.3 Define and/or approve the policies and Strategic Plan of AFRAC;
- 7.4.4 Approve AFRAC’s structure, create and dissolve Committees as needed;
- 7.4.5 Approve the terms of reference of the Committees;
- 7.4.6 Elect the Chairs and Vice-Chairs of the MRA Council and Committees;
- 7.4.7 Approve and amend the relevant Governing Documents;
- 7.4.8 Approve the workplans of the Committees;
- 7.4.9 Approve General Assembly resolutions;
- 7.4.10 Approve the admission of new members to the Full, Associate and Stakeholder categories by simple majority of the votes of the Arrangement and Full Members;
- 7.4.11 Approve AFRAC’s fees, financial statements, and annual budget;
- 7.4.12 Decide on the withdrawal of AFRAC Full, Associate and Stakeholder Memberships; and
- 7.4.13 Decide on the dissolution and liquidation of AFRAC.

7.5 Meetings of the General Assembly

- 7.5.1 The General Assembly shall meet at least once each calendar year.
- 7.5.2 In consultation with the Members, the Chair shall decide the date of the meetings of the General Assembly.
- 7.5.3 The venue of the General Assembly meetings will be offered by a Member, and shall, as far as possible, be approved by the General Assembly in the previous year.
- 7.5.4 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.
- 7.5.5 Observers may be invited by the Chair to be present at meetings of the General Assembly, or parts of the meetings.
- 7.5.6 A draft agenda for the meeting of the General Assembly will be circulated by the Secretariat to all the delegates and invited observers of the General Assembly at least three (3) weeks before the meeting.
- 7.5.7 The Secretariat will, where possible, send the agenda and meeting documents to the delegates and invited observers at least two (2) weeks before the meeting.
- 7.5.8 Resolutions of the General Assembly shall be reached by consensus, and if this is not achieved, they shall be adopted by a simple majority of the Arrangement and Full Members present. The General Assembly may adopt resolutions between meetings via electronic means.
- 7.5.9 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:
- The amendment of any provision of these Bylaws; or
 - Recommendation to disband AFRAC.
- 7.5.10 A record of the General Assembly resolutions shall be kept by the AFRAC Secretariat.
- 7.5.11 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.
- 7.5.12 The Secretariat shall circulate resolutions and draft minutes of meetings of the AFRAC General Assembly to designated representatives to the General Assembly and, where appropriate, invited observers within one calendar month.
- 7.5.13 Comments on the draft minutes shall be sent to the Secretariat within one month of circulation of the draft minutes.
- 7.5.14 The minutes shall be confirmed at the next meeting of the General Assembly.
- 7.5.15 The quorum for a meeting of the AFRAC General Assembly is a simple majority of the voting Members or their proxies.

7.6 Voting at General Assembly Meetings

- 7.6.1 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. Each Arrangement and Full Member is entitled to a single vote, whether in person or by proxy.
- 7.6.2 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.
- 7.6.3 The voting process may also be used for electronic ballots. A period of one month (30 days) from the date of posting shall be allowed for return of votes.
- 7.6.4 In any vote by the Members during a session of the General Assembly or by postal (email) ballot. A simple majority of the Arrangement and Full Members present 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.

8. AFRAC OFFICE-BEARERS

8.1 Election of the Chair and Vice-Chair

- 8.1.1 Subject to other provisions of these Bylaws, the Chair and Vice-Chair will be elected by the General Assembly from the representatives of the Arrangement and Full Members for a period of three (3) years, subject to a once-off re-election.
- 8.1.2 Candidates for the position of Chair and the Vice-Chair shall be nominated by all Members.
- 8.1.3 The nominations shall be received at least one month before the relevant General Assembly meeting.
- 8.1.4 The Chair and Vice-Chair shall be considered as elected with at least a simple majority of the votes cast.
- 8.1.5 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. However, should the second vote also result in a stalemate, the final decision shall be through a flip of a coin.

8.2 Responsibilities of the Chair and his Vice-Chair

- 8.2.1 The Chair shall be responsible for:
- 8.2.1.1 Chairing meetings of the General Assembly and the Executive Committee;

- 8.2.1.2 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;
- 8.2.1.3 Signing agreements approved by the General Assembly;
- 8.2.1.4 Ensuring the proper functioning of AFRAC;
- 8.2.1.5 Representing AFRAC at other national, regional and international organisations of interest;
- 8.2.1.6 Promoting the interest of AFRAC;
- 8.2.1.7 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;
- 8.2.1.8 In consultation with the Secretariat, deciding on the date of meetings of the General Assembly; and
- 8.2.1.9 Delegating tasks as appropriate.
- 8.2.2 The Vice-Chair shall be responsible for:
 - 8.2.2.1 Assisting the Chair in the execution of his/her duties;
 - 8.2.2.2 Substituting for the Chair, in the event that the Chair is, for any reason, not available to act as such;
 - 8.2.2.3 Collaborating with the Chair in representing AFRAC's issues in bodies that have interest in accreditation; and.
 - 8.2.2.4 Conduct any business as assigned by the Chair.

9. EXECUTIVE COMMITTEE

- 9.1 The Executive Committee operates according to A007 AFRAC EXCO Terms of References as approved by the General Assembly.
- 9.2 The EXCO is comprised of:
 - i) The Chair;
 - ii) The Vice-Chair;
 - iii) The Secretariat;
 - iv) The Treasurer;
 - v) All AFRAC Committee Chairs;
 - vi) The MRA Council Chair;
 - vii) One representative of the Arrangement Members;
 - viii) One representative of the Full Members;
 - ix) One representative of the Associate Members;
 - x) One representative of the Stakeholder Members; and
 - xi) The immediate past Chair.

- 9.3** Arrangement and Full Member representatives will participate in the activities and discussions of the Executive Committee and shall have the right to vote.
- 9.4** Associated and Stakeholder member representatives may participate in the discussions and activities of and present proposals to the Executive Committee but shall not have the right to vote.
- 9.5** The selection criteria for the Arrangement, Full, Associate and Stakeholder member representatives shall be as follows:
- 9.5.1 The representatives shall be nominated by the Associate / Stakeholder members, as relevant;
- 9.5.2 The representatives of the Arrangement / Full / Associate / Stakeholder members, as relevant, shall be selected by a simple majority vote of the Arrangement / Full / Associate / Stakeholder members; and
- 9.5.3 The representatives shall be willing to represent their respective membership categories, as relevant, at all the meetings of the Executive committee.
- 9.6** Observers may be admitted at the invitation of the Chair.
- 9.7 Terms of Office of Executive Committee Members**
- 9.7.1 The member appointed at the Chair's discretion shall be appointed for a period of two (2) years and may be re-considered.
- 9.7.1 Representatives of Associate and Stakeholder Members elected to the Executive Committee are appointed for a term of two (2) years and may be re-elected once, all other Executive Committee Members are elected for Terms of Office specified in their respective Terms of Reference.
- 9.8 The responsibilities of the Executive Committee are to:**
- 9.8.1 Be responsible to the General Assembly for the effective pursuit of AFRAC objectives;
- 9.8.2 Implement AFRAC policies and manage the Committee (including its financial affairs) between meetings of the General Assembly and as directed by the General Assembly;
- 9.8.3 Ensure coherent and transparent application of AFRAC's activities in the scopes of the Arrangement;
- 9.8.4 Seek international cooperation between AFRAC and relevant international bodies for CABs;
- 9.8.5 Ensure proper cooperation with other relevant bodies in the field of conformity assessment;
- 9.8.6 Endorse the appointment of all Committee Members;
- 9.8.7 Ensure proper coordination between all the Committees;
- 9.8.8 Initiate policy directions;

- 9.8.9 Receive and discuss reports from all the Committees and recommend their workplans for approval by the General Assembly;
- 9.8.10 Meet at least twice per calendar year;
- 9.8.11 Report to the General Assembly at least annually, and this report is to include a financial report;
- 9.8.12 Perform all the work leading to the election of the Secretariat, and recommend the nominations to the General Assembly for election;
- 9.8.13 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;
- 9.8.14 Suspend Full, Associate and Stakeholder Membership for conduct contrary to the best interest of AFRAC; and
- 9.8.15 Recommend withdrawals and terminations of AFRAC Full, Associate and Stakeholder Memberships to the General Assembly.

10. THE SECRETARIAT

- 10.1 The Secretariat shall be responsible for the day-to-day management of AFRAC.
- 10.2 The Secretariat is nominated by the Executive Committee and elected by the General Assembly from amongst the Arrangement and Full members, for a period of three (3) years and may be re-elected.
- 10.3 The Secretariat's duties and responsibilities are described in AFRAC A019 "AFRAC Secretariat Responsibilities".
- 10.4 The Secretariat shall manage the process to ensure the timeous payment of Membership fees, when applicable.

11. THE TREASURER

- 11.1 The Executive Committee appoints the Treasurer. The Treasurer shall not be an employee of the Secretariat but is to be a member of the Executive Committee.
- 11.2 The Treasurer is appointed for a period of four (4) years and may be re-appointed.
- 11.3 The Treasurer shall be responsible for:
 - 11.3.1 Reviewing AFRAC's financial statements for approval by the General Assembly;
 - 11.3.2 Ensuring that expenditures comply within the approved budget limit and relevant procedures and regulations;
 - 11.3.3 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;

- 11.3.4 Proposing to the General Assembly a new structure of payments, in cases where it deems necessary;
- 11.3.5 Ensuring the best management of AFRAC's financial resources; and
- 11.3.6 Submitting to the General Assembly the audited annual statement of expenditure, this will include the Treasurer's commentary on that statement.

12. THE MRA COUNCIL, COMMITTEES, SUB-COMMITTEES, WORKING GROUPS AND TASK FORCES

- 12.1 The AFRAC General Assembly shall establish the MRA Council, and the Committees needed to carry out the objectives, aims and tasks of AFRAC in an appropriate manner.
- 12.2 The MRA Council and all AFRAC Committees shall have defined terms of reference.
- 12.3 Committee shall have annual work plans which shall be endorsed by the General Assembly.
- 12.4 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.
- 12.5 Nomination and election of the MRA Council Chair, Vice-Chair and members
 - 12.5.1 Candidates for the position of Chair and the Vice-Chair of the MRA Council shall be nominated by Members from amongst its Arrangement Members.
 - 12.5.2 The nominations shall be received at least one month before the relevant General Assembly meeting.
 - 12.5.3 The Chair and Vice-Chair shall be considered as elected by the General Assembly with at least a simple majority of the votes cast. The term of office of the Council Chair and Vice-Chair shall be four (4) years, and they may be re-elected once.
 - 12.5.4 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. However, should the second vote also result in a stalemate, the final decision shall be through a flip of a coin.
 - 12.5.5 The MRA Council members and their alternates shall be nominated by their respective and duly authorised representative of the Arrangement member and appointed by the Chair. The Council Chair may select one representative each of the Full and Stakeholder membership Categories to participate as non-voting members. The MRA Committee Chair shall participate as non-voting member of the MRA Council.

12.5.6 The MRA Council makes decisions regarding the status of Membership to the AFRAC MRA, including the granting, maintenance, suspension and withdrawal from the MRA.

12.6 Nomination and election of the Committee Chairs, Vice-Chairs and members

12.6.1 All Committees shall have a Chair and Vice-Chair elected by the General Assembly. The MRA Committee Chair and Vice-chair shall be elected from amongst the Arrangement and Full Members for a term of four (4) years and may be re-elected. All other Committee Chairs and Vice-chairs shall be elected from amongst its delegates.

12.6.2 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 all other Committee Chairs and Vice-Chairs shall be two (2) years, and they may be re-elected once.

12.6.3 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.

12.6.4 AFRAC Committees may establish and dissolve their own sub-Committees, Working Groups and Task Forces as needed, and these shall have corresponding Terms of Reference approved by the relevant Committee to which it reports.

12.6.5 The Chairs of sub-Committees and conveners of the Working Groups and Task Forces, shall be nominated by the relevant Committee Chairs and endorsed by the Executive for a period of two (2) years, and they may be re-elected.

12.6.6 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.

13. AFRAC DOCUMENTS

AFRAC documents are approved by the relevant Committee or General Assembly in accordance with P003 AFRAC Document Control Procedure.

14. AFRAC BUDGET AND FEES

14.1 AFRAC shall strive to be a self-funding cooperation. To this end its financial viability is a shared responsibility between the Members.

14.2 The income generated by AFRAC is required to fund representation at international fora, training and utilisation of evaluators, Secretariat activities and creation and maintenance of appropriate documentation.

14.3 As far as possible, the costs of AFRAC conferences and meetings of the General Assembly will be covered by the registration fees payable by all participants.

- 14.4 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.
- 14.5 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.
- 14.6 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).
- 14.7 AFRAC's financial year is the calendar year.

15. GOOD FAITH

- 15.1 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.
- 15.2 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.

16. APPEALS

Appeals against any adverse decision related to membership status shall be handled in accordance with P002 "AFRAC Appeals and Complaints procedure".

17. 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 the Executive Committee or MRA Council, as applicable 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 or MRA Council, as applicable, 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.

18. 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.

19. MEMBERS NOT TO BIND AFRAC

- 19.1 None of the Members will have the ability, power or capacity independently to bind AFRAC in any way.
- 19.2 Unless delegated by the General Assembly, 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.

20. 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 Executive, provided that Members shall be entitled to announce their Membership with AFRAC as they deem fit.

21. GOVERNING DOCUMENTS

- 21.1 The Articles and Memorandum of Association of AFRAC shall come into effect on the registration of AFRAC as a legal entity.
- 21.2 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:
 - 21.2.1 Any Member may require the Articles and Memorandum of Association of AFRAC to be amended accordingly; and
 - 21.2.2 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 0.
- 21.3 Without detracting from the provisions of clause 21, 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.

22. AMENDMENT AND VALIDITY OF AFRAC BYLAWS

- 22.1 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.
- 22.2 An amendment of these Bylaws shall be adopted by a resolution passed in terms of the provisions of Clause 7.5.9.

22.3 These Bylaws come into force on the date of approval by the General Assembly.

APPENDIX A: AMENDMENT RECORD

Section	Change
1.	Added point 1.19
5.1.1.1	Changes from "...and Executive, AFRAC Committees..."
5.2.1.1	Changes from "...General Assembly and Committees, according..."
5.3.2.1	Deleted "AFRAC"
5.4.2.3	Changes from "..., the AFRAC Executive Committees and AFRAC Committees, according..."
9.2	Added point viii)
9.2 vii)	"member at the discretion of the Chair" replaced by "representative of the Arrangement Members"
9.3	"The member appointed to the Executive Committee at the Chair's discretion" replaced by "Arrangement and Full Member representatives"
9.5	Added "Arrangement, Full,"
9.5.1	Added "Arrangement / Full / "
9.5.2	Added "Arrangement / Full / "
9.5.3	Changed from "The representative shall be willing to represent the Associate / Stakeholder member, as relevant, at least one meeting of the Executive committee per annum."
12.5	Added ", Vice-Chair and members" Added points 12.5.5 and 12.5.6
12.5.3	The term of office changed from "two" to "four" years
12.5.6	Deleted "and is comprised of one representative of each signatory to the AFRAC MRA."
12.6.1	Added "for a term of four years and may be re-elected"
12.6.2	Added "all other.."