

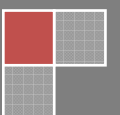
2018

SADCA BYLAWS

SOUTHERN AFRICAN DEVELOPMENT COMMUNITY COOPERATION IN ACCREDITATION

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

Publication reference: A001-06





Authorship

This document has been prepared by the SADCA Secretariat.

Classification

This document is classified as an SADCA Administrative Publication.

Authorisation

Issue Number:	06
Prepared by:	SADCA Secretariat
Approved by:	General Assembly
Issue and application date:	15 March 2018

Official language

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

Copyright

The copyright of this text is held by SADCA and the text may not be copied for resale.

Further information

For further information about this publication, contact the SADCA Secretariat at:

SADCA Secretariat
Private Bag X23
Sunnyside
Pretoria
0132
South Africa
Tel: +27 12 394 3149
Email: fikiles@sanas.co.za



CONTENTS

1.	DEFINITIONS.....	4
2.	PREAMBLE.....	5
3.	SCOPE OF THESE BYLAWS	5
4.	OBJECTIVES	5
5.	MEMBERSHIP	6
6.	SUSPENSION, SCOPE REDUCTION AND WITHDRAWAL OF MEMBERSHIP.....	10
7.	SADCA BUDGET AND FEES.....	11
8.	GENERAL ASSEMBLY	12
9.	EXECUTIVE COMMITTEE	14
10.	SADCA OFFICE-BEARERS	16
11.	THE SECRETARIAT	17
12.	COMMITTEES, SUB-COMMITTEES, WORKING GROUPS AND TASK FORCES.....	18
13.	APPROVAL OF SADCA DOCUMENTS	18
14.	AMENDMENT AND VALIDITY OF SADCA BYLAWS.....	18
15.	GOOD FAITH.....	19
16.	APPEALS	19
17.	BREACH	19
18.	DISPUTE RESOLUTION.....	19
19.	PUBLICATIONS AND ANNOUNCEMENTS	19
20.	MEMBERS NOT TO BIND SADCA	20



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 “SADCA” shall mean the **Southern African Development Community Cooperation in Accreditation**, as further described in clause **Error! Reference source not found.**;
- 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 “Bylaws” shall mean these Bylaws as amended from time to time;
- 1.4 “CABs” shall mean Conformity Assessment Bodies;
- 1.5 “Chair” shall mean the Chair of the General Assembly, who shall also be the Chair of the Executive Committee;
- 1.6 “Committee” shall mean the relevant Committee of SADCA;
- 1.7 “Committee Chair” shall mean the Chair of the relevant Committee;
- 1.8 “Executive Committee” shall mean the Executive Committee of the General Assembly;
- 1.9 “General Assembly” shall mean the General Assembly of SADCA which is constituted in terms of Clause 8.1, which shall be the highest authority of SADCA;
- 1.10 “IAF” shall mean the International Accreditation Forum, Inc.;
- 1.11 “ILAC” shall mean the International Laboratory Accreditation Corporation;
- 1.12 “Member State” shall mean Member States of the African Union;
- 1.13 “Members” shall mean collectively the Arrangement Members, Ordinary Members, Associate Members and Stakeholder Members;
- 1.14 “MRA” shall mean the SADCA Mutual Recognition Arrangement;
- 1.15 “National Accreditation Focal Point (NAFP)” shall mean a SADCA formal contact point within an economy that has no AB, comprising of at least one staff member and is recognised by their government. The SADCA 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.



2. PREAMBLE

- 2.1 The Southern African Development Community Cooperation in Accreditation (SADCA) is a cooperation of accreditation bodies in the Southern African Development Community (SADCA) region.
- 2.2 SADCA is a Technical Barriers to Trade (TBT) Cooperation Structure established under the TBT Annex of the SADC Protocol on Trade.
- 2.3 The objectives of these Bylaws are to fulfil the aims and functions of the TBT Annex to the Protocol on Trade. These Bylaws take into account internationally established structures and procedures thus serving best the economic and social aims of accreditation for the region. Among others, the given structure and procedures for SADCA will be a reliable and internationally accepted infrastructure of accreditation systems and conformity assessment bodies. These Bylaws are to be interpreted in such a manner as to give precedence to the text of the SADC TBT Annex.
- 2.4 These Bylaws define the formal structures and rules of procedure to be followed so that SADCA's objectives as set out in the Membership Memorandum of Understanding (MoU) are fulfilled.
- 2.5 SADCA shall coordinate accreditation services in the region and facilitate the national, regional and international recognition and acceptance of SADC accreditation infrastructure. Member States will thus use accreditation as a tool for facilitating trade and for the protection of health, safety and the environment in both the voluntary and regulatory areas.

3. SCOPE OF THESE BYLAWS

- 3.1 These Bylaws apply to SADCA:
 - 3.1.1 Membership;
 - 3.1.2 General Assembly;
 - 3.1.3 Executive Committee;
 - 3.1.4 Secretariat; and
 - 3.1.5 Council, Committees, including any sub-committees or task force / working groups established.
- 3.2 Where necessary, SADCA Committees including sub-committees or working groups / task force, may establish their own supplementary rules of procedure which shall be consistent with these Bylaws.

4. OBJECTIVES

- 4.1 The objectives of SADCA are to:
 - 4.1.1 Establish, manage and maintain a MRA between Accreditation Bodies in the region within the framework of, and consistent with global MRAs;



- 4.1.2 Harmonise the criteria for the operation of member Accreditation Bodies, based on the relevant accreditation standards and/or guides, SADCA, IAF and ILAC mandatory documents and other applicable regional accreditation cooperation's guidance documents;
- 4.1.3 Develop and maintain mutual confidence amongst Accreditation Bodies in the SADC region and internationally;
- 4.1.4 Achieve and maintain uniformity of accreditation activities in the SADC region and internationally;
- 4.1.5 Promote and facilitate the use of accreditation as a tool for national governments in the removal of technical barriers to trade and the protection of health, safety and the environment;
- 4.1.6 Promote the consistent application of accreditation standards and facilitate their implementation;
- 4.1.7 Ensure the provision of regional accreditation cooperation services which are independent, impartial, transparent, non-discriminatory and achieve and maintain a high level of integrity and confidentiality whilst ensuring ethical operations;
- 4.1.8 Facilitate access to current databases of recognised Accreditation Bodies within the region and internationally;
- 4.1.9 Facilitate the implementation of effective collaboration amongst accreditation bodies and any other institutions dealing with accreditation in the region;
- 4.1.10 Coordinate SADC projects on accreditation;
- 4.1.11 Participate in activities of and liaise with regional, continental and international bodies with interest in accreditation;
- 4.1.12 Facilitate capacity development in the region in the area of accreditation;
- 4.1.13 Promote cooperation and exchanges with other bodies with similar objectives to accreditation;
- 4.1.14 Seek ways and means of making SADCA financially sustainable; and
- 4.1.15 Be the voice of SADCA on matters of accreditation.

5. MEMBERSHIP

SADCA has four categories of Membership namely: Arrangement Members, Ordinary Members, Associate Members and Stakeholder Members.

5.1 Arrangement Members

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



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

5.1.1 *Rights and Obligations of Arrangement Members*

- a) To designate its representatives to the General Assembly, SADCA Committees and MRA Council, according to the appropriate Terms of Reference;
- b) To nominate and elect the SADCA Chair and Vice-Chair, the MRA Council Chair and Vice-Chair, as well as all SADCA Committee Chairs and Vice-Chairs;
- c) To be eligible to be elected by the General Assembly as SADCA Chair and Vice-Chair, as well as Chairs and Vice-Chairs of Committees;
- d) To participate in the General Assembly meetings, where they may present proposals and have a vote;
- e) To represent SADCA according to the decisions of the General Assembly;
- f) To participate in activities of the MRA Council, Committees or sub-committees as needed, and vote according to the corresponding Terms of Reference;
- g) To sign the relevant Membership Memorandum of Understanding (MoU) as may be required and comply with the provisions thereof;
- h) To comply with these Bylaws and the applicable SADCA policies and procedures;
- i) To contribute to the objectives of SADCA, and provide timeous input;
- j) To provide technical and administrative support to the Chair and Vice-Chair so that they may adequately fulfil their responsibilities;
- k) To promote the adoption of the General Assembly resolutions;
- l) To complete actions geared towards signing the SADCA MRA;
- m) To respect any confidential information gained as a result of its SADCA membership;
- n) To provide Peer Evaluators;
- o) To promote the acceptance of certificates and reports issued by the CAB's accredited by the SADCA Members, who are signatories to the SADCA MRA;
- p) To promote acceptance within the SADC region 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; and



- q) To pay any fees established by the SADCA General Assembly when applicable.

5.1.2 *Admission to Arrangement Membership*

The Admission process for Arrangement Membership is outlined in SADCA P001 "SADCA membership admission procedure".

5.2 **Ordinary Members**

Ordinary Members include Accreditation Bodies of SADC Member States, appointed or recognised by the government of the Member State, legally established and operating in the SADC region that declare that they are operating in accordance with the relevant accreditation requirements, mandatory ILAC/IAF documents and the requirements of SADCA, and who have not yet undergone an evaluation by SADCA to confirm compliance to the relevant requirements.

Ordinary Members also include National Accreditation Focal points (NAFPs) nominated by a Member State's government where National Accreditation Bodies do not exist.

5.2.1 *Rights and Obligations of Ordinary Members*

- a) To designate its representatives to the General Assembly, SADCA Committees and MRA Council, according to the appropriate Terms of Reference;
- b) To be eligible to be elected by the General Assembly as Chairs and Vice-Chairs of Committees;
- c) To participate in activities of the MRA Council, Committees or sub-committees, and vote according to the corresponding Terms of Reference;
- d) To promote the adoption of the General Assembly resolutions;
- e) To promote the acceptance of certificates and reports issued by the CAB's accredited by the SADCA Members, who are signatories to the SADCA MRA;
- f) To promote acceptance within the SADC region 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;
- g) To sign the relevant Membership Memorandum of Understanding (MoU) as may be required and comply with the provisions thereof;
- h) To comply with these Bylaws and the applicable SADCA policies and procedures;
- i) To contribute to the objectives of SADCA, and provide timeous input;
- j) To provide technical and administrative support to the Chair and Vice-Chair so that they may adequately fulfil their responsibilities;



- k) To nominate and elect the SADCA Chair and Vice-Chair, the MRA Council Chair and Vice-Chair, as well as all SADCA Committee Chairs and Vice-Chairs;
- l) To participate in the General Assembly meetings, where they may present proposals and have a vote;
- m) To respect any confidential information gained as a result of its SADCA membership;
- n) To provide peer evaluators; and
- o) To pay any fees established by the General Assembly when applicable.

5.2.2 Admission to Ordinary Membership

The Admission process for Ordinary Membership is outlined in SADCA P001 "SADCA membership admission procedure.

5.3 Associate Members

Associate Members are accreditation bodies legally established appointed or recognised by the respective countries or regions in non-SADC Member States or other regional cooperation's with similar objectives to those of SADCA.

5.3.1 Rights and Obligations of Associate Members

- a) To designate its representatives to the General Assembly, Committees and sub-committees, according to the appropriate Terms of Reference;
- b) To participate in General Assembly meetings, where they shall have a voice but no vote;
- c) To participate in the activities of the committees and sub-committees according to the corresponding Terms of Reference;
- d) To receive copies and/or have access to the relevant SADCA documents, as determined by the Executive Committee;
- e) To contribute to the objectives of SADCA;
- f) To sign the SADCA Membership Memorandum of Understanding (MoU) as may be required and comply with the provisions thereof;
- g) To comply with these Bylaws, and the relevant SADCA policies and procedures; and
- h) To pay any fees established by the General Assembly when applicable.



5.3.2 Admission to Associate Membership

The Admission process for Associate Membership is outlined in SADCA P001 "SADCA membership admission procedure".

5.4 Stakeholder Members

Stakeholder Membership shall be open to: Industry associations, government representatives, CAB's, other regional, continental and international cooperations in accreditation, representatives from other SADC TBT Cooperation Structures such as SADC MEL, SADC MET, SADC STAN, SADC CTRLC and any other SADC Committee with an interest in accreditation e.g. the SADC Committee on SPS/Food Safety and the SADC sector specific committees.

5.4.1 Rights and Obligations of Stakeholder Members

- a) To nominate its representatives in the General Assembly;
- b) To participate in General Assembly meetings, where they shall have a voice but no vote;
- c) To participate in the activities of the committees and sub-committees according to the corresponding Terms of Reference;
- d) To receive copies and/or have access to the relevant SADCA documents, as determined by the Executive Committee;
- e) To contribute to the objectives of SADCA;
- f) To sign the SADCA Membership Memorandum of Understanding (MoU) as may be required and comply with the provisions thereof;
- g) To comply with these Bylaws, and the relevant SADCA policies and procedures; and
- h) To pay any fees established by the General Assembly when applicable.

5.4.2 Admission to Stakeholder Membership

The Admission process for Stakeholder Membership is outlined in SADCA P001 "SADCA membership admission procedure".

6. SUSPENSION, SCOPE REDUCTION AND WITHDRAWAL OF MEMBERSHIP

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

- 6.1.1. Ordinary, Associate and Stakeholder 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 Secretariat;



- 6.1.2. Ordinary, Associate and Stakeholder membership may be suspended by the Executive Committee for conduct contrary to the best interest of SADCA; and
- 6.1.3. Ordinary, Associate and Stakeholder membership may be withdrawn by a General Assembly decision, upon approval by a two thirds majority vote of the Ordinary and Arrangement Members, for conduct contrary to the best interests of SADCA.

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.
- 6.2.2. The MRA Council may suspend Arrangement Members for conduct contrary to the best interest of SADCA and its MRA by a decision of a two thirds majority of the votes.
- 6.2.3. Arrangement Membership may be withdrawn by a decision of a two thirds majority of the votes of the MRA Council for conduct contrary to the best interest of SADCA and its MRA.
- 6.2.4. The procedures for suspension, scope reduction or withdrawal of Arrangement Members are defined in SADCA M001 "SADCA 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 SADCA any fees due and payable; and
- 6.3.2. Has the right to appeal any adverse decision related to their membership status, in accordance with P002 "SADCA Appeals and Complaints procedure".

7. SADCA BUDGET AND FEES

- 7.1 SADCA shall strive to be a self-funding cooperation, to this end its financial viability is a shared responsibility between its Members.
- 7.2 The income generated by SADCA is required to fund representation at international fora, training and utilisation of evaluators, Secretariat activities and creation and maintenance of appropriate documentation.
- 7.3 As far as possible, the costs of SADCA conferences and meetings of the General Assembly will be covered by the registration fees payable by all participants.
- 7.4 The Treasurer in consultation with the Executive Committee is responsible for creating and presenting a budget and will propose to the General Assembly, a draft budget for the coming calendar year.
- 7.5 SADCA's financial year shall be a calendar year.



8. GENERAL ASSEMBLY

The SADCA governing body is the General Assembly, which is SADCA's highest authority.

It is the responsibility of the designated representatives to disseminate all SADCA correspondence to relevant persons.

8.1 Composition of the General Assembly

- 8.1.1 The General Assembly is comprised of at least one representative, and delegates from each of the Arrangement, Ordinary, Associate and Stakeholder Members. Representatives may be accompanied by a reasonable number of observers.
- 8.1.2 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. All SADCA communications shall be referred to the designated representatives.
- 8.1.3 A representative of the SADC Secretariat is included as an ex officio member of the General Assembly and has no voting powers.
- 8.1.4 Other observers may be invited by the SADCA Chair to the meetings of the General Assembly, or parts thereof.

8.2 Authority and Responsibilities of the General Assembly

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

- 8.2.1. Elect the Chair, Vice-Chair and Treasurer as provided in these Bylaws;
- 8.2.2. Elect the Secretariat on recommendation of the Executive Committee;
- 8.2.3. Approve the policies and Strategic Plan of SADCA;
- 8.2.4. Approve SADCA's structure, and create or dissolve Committees as needed;
- 8.2.5. Approve the terms of reference of the Committees;
- 8.2.6. Elect the Chairs and Vice-Chairs of the Committees;
- 8.2.7. Approve and amend the relevant Governing Documents / Memorandum of Understanding (MoU);
- 8.2.8. Approve the work plans of the Committees;
- 8.2.9. Approve General Assembly resolutions;
- 8.2.10. Approve the admission of new members to the Ordinary, Associate and Stakeholder categories by a simple majority of the votes of the Arrangement and Ordinary Members;
- 8.2.11. Approve SADCA's fees, financial statements, and annual budget;
- 8.2.12. Decide on the suspension, scope reduction and withdrawal of SADCA Ordinary, Associate and Stakeholder Memberships; and
- 8.2.13. Attend to any other matters as agreed by the General Assembly.

8.3 Meetings of the General Assembly

- 8.3.1 The SADCA General Assembly shall meet at least once each calendar year.



- 8.3.2 In consultation with the Members, the Chair shall decide on the date of the meetings of the General Assembly.
- 8.3.3 In the event of exceptional circumstances, the General Assembly shall meet on request of the Chair or by request of simple majority of voting Members.
- 8.3.4 The Chair may invite Observers to attend the meetings, or parts of the meetings of the General Assembly.
- 8.3.5 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 thirty (30) days before the meeting.
- 8.3.6 The Secretariat will, where possible, send the agenda and meeting documents to the delegates and invited observers at least fourteen (14) days before the meeting.
- 8.3.7 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 voting Members present. The General Assembly may adopt resolutions between meetings via electronic means.
- 8.3.8 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 voting Members:
 - 8.3.8.1. The amendment of any provision of these Bylaws
 - 8.3.8.2. Recommendation to disband SADCA
- 8.3.9 A record of the General Assembly resolutions shall be kept by the SADCA Secretariat.
- 8.3.10 Meetings of the General Assembly may be held by means of telephone or other electronic communication means, as permits all persons participating in the meeting to communicate with others simultaneously and instantaneously.
- 8.3.11 The Secretariat shall circulate resolutions and draft minutes of meetings of the SADCA General Assembly to designated representatives to the General Assembly and, where appropriate, invited observers within one calendar month of the meeting.
- 8.3.12 Comments on the draft minutes shall be sent to the Secretariat within one calendar month of circulation of the draft minutes.
- 8.3.13 The minutes shall be confirmed at the next meeting of the General Assembly.

8.4 Quorum

The quorum for a meeting of the SADCA General Assembly is a simple majority of the voting Members or their proxies.



8.5 Voting at General Assembly meetings

- 8.5.1. 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 Ordinary Member with no outstanding fees at the time may vote. Each Arrangement and Ordinary Member is entitled to a single vote, whether in person or by proxy.
- 8.5.2. The designated representatives may authorise, in writing, a proxy to vote on behalf of the Arrangement and Ordinary Member.
- 8.5.3. The voting process, as in 8.5.1 and 8.5.2 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.
- 8.5.4. In any vote by the Members, either during a session of the General Assembly or by postal (email) ballot, simple majority of the Arrangement and Ordinary 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.

9. EXECUTIVE COMMITTEE

- 9.1. The Executive Committee operates according to the A007 “SADCA EXCO terms of reference” as approved by the General Assembly. The Executive Committee is comprised of:
 - a) The Chair
 - b) The Vice-Chair;
 - c) The Treasurer;
 - d) The Secretariat;
 - e) The Regional Coordinator;
 - f) One representative from the Associate membership, and one representative from the Stakeholder Membership;
 - g) The Chairs of all the SADCA Committees;
 - h) The MRA Council Chair; and
 - i) The immediate past Chair.
- 9.2. Attendance at the meetings of the Executive Committee is restricted to Executive Committee members only, however, observers may be admitted at the invitation of the Chair.

9.3 Responsibilities of the Executive Committee

The Executive Committee shall be responsible to the General Assembly for the effective pursuit of SADCA objectives.

The responsibilities of the Executive Committee are:

- 9.3.1 To manage the financial affairs of SADCA, including the appointment of the Treasurer;
- 9.3.2 To conduct the business of SADCA between meetings of the General Assembly and as directed by the General Assembly;



- 9.3.3 To ensure coherent and transparent application of SADCA's activities in laboratory, certification and inspection body scopes of accreditation, and other types of CABs;
- 9.3.4 To seek cooperation between SADCA and other bodies with interest in accreditation;
- 9.3.5 To recommend the appointment of all Committee Chairs and Vice-Chairs;
- 9.3.6 To endorse the appointment of all Committee Members;
- 9.3.7 To endorse the appointment of all Chairs and/or convenors of Working Groups / Task Forces;
- 9.3.8 To ensure proper coordination between all the Committees;
- 9.3.9 To initiate SADCA policy directions;
- 9.3.10 To recommend documents to be approved by the General Assembly, as appropriate;
- 9.3.11 To receive and discuss reports from all Committees and recommend their work plans for approval by the General Assembly;
- 9.3.12 To meet at least once per calendar year;
- 9.3.13 To report to the General Assembly at least annually, and this report is to include a financial report;
- 9.3.14 To perform all the work leading to the election of the Secretariat, and recommend their nomination to the General Assembly for election;
- 9.3.15 To as far as possible, strive to reach decisions of the Executive Committee by consensus; and
- 9.3.16 To recommend withdrawal of Ordinary, Associate and Stakeholder Memberships to the General Assembly.

9.4 Terms of Office

- 9.4.1 Representatives of Associate and Stakeholder Members elected to the Executive Committee are appointed for a term of three 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.
- 9.4.2 The Secretariat is appointed for a period of three years and may be re-elected.
- 9.4.3 When appropriate a Treasurer shall be elected for a period of three years and may be re-elected once.



10. SADCA OFFICE-BEARERS

10.1 Election of Chair and Vice-Chair

- 10.1.1 Subject to other provisions of these Bylaws, the SADCA Chair and his Vice-Chair will be elected by the General Assembly from the representatives of the Arrangement or Ordinary Accreditation Body Members for a period of two years, subject to a once-off re-election.
- 10.1.2 Candidates for the position of Chair and the Vice-Chair shall be nominated by the Members.
- 10.1.3 The nominations shall be received at least two months before the relevant General Assembly meeting.
- 10.1.4 The Chair and Vice-Chair shall be considered as elected with a simple majority of the votes cast.
- 10.1.5 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.
- 10.1.6 The Member that provides the Chair shall appoint another delegate as its representative in the General Assembly.

10.2 Responsibilities of the Chair and Vice-Chair

- 10.2.1 The SADCA Chair shall be responsible for:
 - a) Chairing meetings of the SADCA General Assembly and the Executive Committee;
 - b) Ensuring the proper functioning of SADCA;
 - c) Supervising on behalf of the General Assembly, the day-to-day business of SADCA, in particular the execution of decisions taken by the General Assembly and the Executive Committee;
 - d) Representing SADCA at other national, regional and international organisations of interest;
 - e) Promoting the interests of SADCA;
 - f) Signing agreements approved by the SADCA General Assembly;
 - g) Inviting persons or organisations on his/her own initiative or suggested by the General Assembly, Executive Committee, or other committees to participate in all or part of SADCA General Assembly or Executive Committee meetings; and
 - h) Delegating tasks as appropriate.



10.2.2 The Vice-Chair shall be responsible for:

- a) Assisting the Chair in the accomplishment of his/her duties;
- b) Substituting for the Chair in the event that the Chair is, for any reason, not available to act as such;
- c) Collaborating with the Chair in representing SADCA issues in bodies that have interest in accreditation; and
- d) Conduct any business as assigned by the Chair.

10.3 The Treasurer

10.3.1 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.

10.3.2 The Treasurer shall be responsible for:

- a) Reviewing SADCA's financial statements for approval by the General Assembly;
- b) Ensuring that expenditures comply within the approved budget limit and relevant procedures and regulations;
- c) 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;
- d) Proposing to the General Assembly a new structure of payments, in cases where it deems necessary;
- e) Ensuring the best management of SADCA's financial resources; and
- f) Submitting to the General Assembly the audited annual statement of expenditure, this will include the Treasurer's commentary on that statement.

11. THE SECRETARIAT

11.1 The SADCA Secretariat is headed by the Regional Coordinator.

11.2 The Secretariat shall be responsible for the day to day management of SADCA.

11.3 The General Assembly shall elect the Secretariat.

11.4 The Secretariat shall manage the process to ensure the timeous payment of Membership fees, when applicable.



- 11.5 The Secretariat's duties and responsibilities are described in SADCA A014 "SADCA Secretariat Procedure".

12. COMMITTEES, SUB-COMMITTEES, WORKING GROUPS AND TASK FORCES

- 12.1 The SADCA General Assembly shall establish the Committees needed to carry out the objectives, aims and tasks of SADCA in an appropriate manner.
- 12.2 All SADCA Committees shall have defined terms of reference and annual Work Plans that shall be endorsed by the General Assembly.
- 12.3 All Committees shall have a Chair and Vice-Chair elected by the General Assembly, preferably from 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 once.
- 12.4 The Committee Members shall be nominated by their respective delegates and appointed by the Chairs of the relevant Committees, unless otherwise determined in the terms of reference of the Committee.
- 12.5 SADCA Committees may establish and dissolve their own sub-Committees, Working Groups or Task Forces as needed, and these shall have corresponding Terms of Reference approved by the relevant Committee to which it reports.
- 12.6 The Chairs of sub-Committees, and the convenors of Working Groups and Task Forces shall be nominated by the relevant Committee Chairs, and endorsed by the Executive for a period of two years, and they may be re-elected.
- 12.7 The SADCA Committee Chairs and the convenors of the Working Groups or Task Forces may invite other experts to participate in the work of the body in question.
- 12.8 The MRA Council is comprised of one representative of each signatory to the SADCA MRA. The MRA Council makes decisions regarding the status of Membership to the SADCA MRA, including the granting, maintenance, extension or reduction of scope, suspension and withdrawal from the MRA.

13. APPROVAL OF SADCA DOCUMENTS

SADCA documents are approved by the relevant Committee or General Assembly in accordance with P003 SADCA document control procedure.

14. AMENDMENT AND VALIDITY OF SADCA BYLAWS

- 14.1 A proposal for the amendment of these Bylaws may be made to the Secretariat by any Member of SADCA at least sixty (60) days in advance of the next General Assembly.
- 14.2 An amendment of these Bylaws shall be adopted by a resolution passed in terms of Clause 8.5.
- 14.3 These Bylaws come into force on the date of approval by the General Assembly.



15. GOOD FAITH

15.1 The Members shall at all times show the utmost good faith in their dealings with one other, but such duty of good faith shall not constitute one Member to be the representative 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 shall be handled in accordance with P002 "SADCA 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 Executive Committee, such breach shall be remedied within 30 days. Where 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. The Executive Committee shall, on behalf of the remaining Members, be entitled, without prejudice to any other rights SADCA 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. PUBLICATIONS AND ANNOUNCEMENTS

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



20. MEMBERS NOT TO BIND SADCA

- 20.1 None of the Members will have the ability, power or capacity independently to bind SADCA in any way.
- 20.2 Unless delegated by the General Assembly, each of the Members undertakes that it will not seek to bind SADCA 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 SADCA in any manner whatsoever.