



Bylaws of Information System Audit and
Control Association South Africa Chapter
NPC, Registration No. 2003/004050/08

herein referred to as

("ISACA South Africa Chapter" or "The
Chapter")

2 Change history
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Change history			
Date	Version	Description of change	Author(s) / Reviewer(s)
02 Aug 2016	V1.0	Updated the previous version which was last updated in 2014 and approved by ISACA SA Chapter Board, ISACA HQ and ISACA SA Chapter members	2014 ISACA SA Board and ISACA International
	V1.0	Added the change control history table	The Secretary (Moses Segatsho)
02 Aug 2016	V1.0	<ul style="list-style-type: none"> Minor changes to the following paragraphs: <ul style="list-style-type: none"> 23 – added the word “ & assurance” after audit 26 – added “cyber” to “security” 86 – added “once” after the phrase “at least” 129 – added the word “general” to the phrase “annual meeting” 185 – added “ & Communications” to “Marketing” to clarify the scope of the role 190 – added additional function of “Education and Certification” to the Membership Director role 198 – deleted the heading “The Certification Director shall” and added it o paragraph 190 	The Secretary (Moses Segatsho)
01 Nov 2016	V1.1	Added “ By Board, HQ and Members” to paragraph 9 -	President (Tichaona Zororo)
		Added the following to further qualify membership “...hold office if their membership is in good standing, are suitably qualified, have been continuous members for a minimum of 3 years and they hold one or more of the Association’s certifications	President (Tichaona Zororo) and Vice President & Program Director (Arlene Volmink)
01 Nov 2016	V1.1	Removed “audit and control, assurance and cybersecurity...” between line 23 – 31 and replaced it with “risk management, audit & assurance, governance, security and cybersecurity...”	Vice President & Program Director (Arlene Volmink); Academic & Research Director (Dr Brett)

		Article IV, Chapter meetings: removed Eastern Cape and added “East London and Port Elizabeth...”	Secretary (Moses Segaletsho)
		<u>Added “on a frequent basis throughout the year...”</u>	Arlene Volmink (Vice President & Program Director)
		Removed reference to the role of Chapter leader at Large as it was unclear which function it relates to and there	Arlene Volmink (Vice President & Program Director); Secretary (Moses Segaletsho)
13 Nov 2016	V1.1	Added to Article 1, name paragraph “It is registered as a non-profit company (NPC) with the Company and Intellectual Property Commission (CIPC) of South Africa under registration number 2003/004050/08“	Arlene Volmink (Vice President & Program Director) ; Secretary (Moses Segaletsho)
	V1.1	Added the roles and responsibilities of the following directors: Academic Relations & Research; CSX Liaison; Public Sector; Regional Coordination;	Secretary (Moses Segaletsho)
27 Mar 2017	V1.1	Changed the quorum for the annual general or special meetings of the chapter back to the original of 15 members, from the proposed 50% + 1 which is difficult to achieve for Chapter meetings.	Input from Chapter President (Tichaona Zororo) and Education and Membership Director (Kenneth Pallium)
Oct 2017	V2.0	Incorporated review recommendation and changes from the HQ parliamentarian. The main recommendation was to remove the detailed director responsibilities from the ByLaws and move these to an internal board charter or terms of reference. The reason was that the ByLaws must be short and succinct and mention the roles of each director at a high level.	Recommendations and changes by HQ Parliamentarian (Nancy Sylvester).
07 Feb 2018	V2.0	Updated effective date to 11 December 2017.	Secretary (Moses Segaletsho)
26 May 2019	V2.1	Updated the name from “ <i>Information System Audit and Control Association NPC</i> ” to the “ <i>Information Systems Audit</i>	Secretary (Moses Segaletsho)

		<i>and Control Association South Africa Chapter NPC”</i>	
27 May 2019	V2.1	Article 1 – enhance and elevated the legal status of the Chapter, following the signing of the Chapter Affiliation agreement.	Secretary (Moses Segaletsho)
27 May 2019	V2.1	Article II – Enhanced the Purpose section in line with the amended purpose of the Association.	Secretary (Moses Segaletsho)
27 May 2019	V2.1	Article III – Added some references to the requirements of being a director/officer as per South African Companies Act, 2008. Also added new clauses to sections 3 and 4 respectively	Secretary (Moses Segaletsho)
27 May 2019	V2.1	Article IV – Realigned the Chapter meetings section with the recommendation of the Bylaws template.	Secretary (Moses Segaletsho)
27 May 2019	V2.1	Article V – Updated the duties of the Chapter officers and directors. Remove the CSX and Public Sector director roles. Separated the Program Function from the Vice President portfolio and made it a standalone portfolio.	Secretary (Moses Segaletsho)
July 2019	V2.1	Incorporated all inputs from Directors who reviewed and made comments	President, Vice President, Treasurer, Academic and Relations, and Secretary.
July 2019	V2.1	Final review and alignment with the HQ Chapter Bylaws Template	Secretary (Moses Segaletsho)
September 2019	V2.2	Final changes in Board meeting as discussed and approved by the Board	ISACA South Africa Board of Directors
January 2020	V2.2	ISACA HQ Approval	Nancy Sylvester (ISACA HQ Compliance Specialist)

**Bylaws of Information Systems Audit and Control Association South Africa Chapter
NPC**

Approved by Chapter Board, ISACA International and Chapter membership

Effective: When approved

Article I. Name

The name of this non-union, non-profit company shall be the Information Systems Audit and Control Association South Africa Chapter NPC (hereinafter referred to as “**ISACA South Africa Chapter**” or “**The Chapter**”), a Chapter affiliated with the Information Systems Audit and Control Association, Inc., (ISACA), hereinafter referred to as the “Association”. Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association and any other association, enterprise, or entity and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations. It is registered as a non-profit company (NPC) with the Company and Intellectual Property Commission (CIPC) of South Africa under registration number 2003/004050/08.

Article II. Purpose

Chapter’s Purpose

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, cybersecurity, control and assurance.

The objectives of the Chapter are:

- A. To promote the education of, and to help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques, approaches, and problem solving by its members;
- C. To promote adequate communication to keep members abreast of current events and research in IT governance, IS audit, cybersecurity, control and assurance that can be of benefit to them and their employers;
- D. To communicate to corporate institutions, professionals and to academic institutions the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources, and
- E. To promote the Association’s professional certifications and IT governance.
- F. To establish strategic alliances with related professional and corporate bodies to the benefit of the members and the profile of the profession as a whole;

Article III. Membership and Dues

Section 1. Classifications and Qualifications.

Membership in the Association is a requirement for membership in the Chapter.

- A. Member - any member of the Association interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members of the Chapter shall be entitled to vote. Members may hold office if they are suitably qualified, they have been continuous members for a minimum of 3 years, they hold one or more of the Association's certifications and meet the minimum requirements to be a director as per the South African Companies Act, 2008.
- B. Retired Member - any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- C. Student Member - full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.
- D. Recent Graduate - Individuals who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admissions

- A. Potential members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete an Association membership application form.
 - 3. Pay required Chapter and Association dues to the Association.
 - 4. Follow the Code of Professional Ethics of the Association available on the Chapter website
- B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual and the Association or individual designates the Chapter.

Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to the Association. A member shall forfeit membership in the Chapter and the Association, if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.

80 B. Any additional Chapter dues or assessments that is paid directly to the Chapter must be pre-approved by
81 the Association Board.

82 C. Resignation – any member who resigns shall not be entitled to a refund of his/her annual Association
83 membership or Chapter dues.

84
85 ***Section 4. Termination and Suspension***

86 A. Only the Association has the authority to terminate Association and Chapter membership of an
87 individual.

88 B. Termination of membership in the Association, for whatever reason, shall automatically terminate
89 membership in the Chapter.

90 C. A person whose membership in the Association has been suspended shall not be deemed a member of
91 the Chapter during the period of suspension.

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94 **Article IV. Chapter Meetings**

95 ***Section 1. Regular meetings***

96 Regular meetings of the Chapter membership shall be held on a frequent basis throughout the year at least once
97 quarterly, unless otherwise determined by the Chapter Board and shall be for the purpose of conducting the regular
98 business of the chapter.

99
100 ***Section 2 Educational sessions***

101 Educational sessions of the Chapter membership shall be **held primarily in Johannesburg, Pretoria, Cape Town,**
102 **Durban, East London and Port Elizabeth** at least once quarterly within selected regions unless otherwise
103 determined by the Chapter Board.

104
105 ***Section 3. Annual General Meeting***

106 The annual general meeting shall be held on a suitable date between March and May of each year and shall be for
107 the purpose of announcing elected officers, (depending on the election cycle), receiving reports of officers and
108 committees, approving the new budget, and for any other business that may arise. The date, time and location of
109 the annual general meeting shall be determined by the Chapter Board and communicated to the members.

110
111 ***Section 4. Special Meetings***

112 Special meetings may be called by the President or by the Chapter Board upon written request by twenty (20 or
113 more members. The purpose of the meeting shall be stated in the request. At least 30 (thirty) days' notice shall be
114 given.

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116 ***Section 5. Mail or Electronic Voting***

Paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these Bylaws.

Section 6. Quorum for Chapter Meetings.

The quorum for any regular, annual general or special meeting, except regional educational sessions, shall be 15 members. In the absence of the quorum for any regular, annual general or special meeting, the meeting will be adjourned, and reconvened at a suitable date and time determined by the Chapter Board. The new date and time will be communicated to members.

Section 7. Act of the Membership

The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 8. Notifications

Members shall be notified within thirty (30) days of annual general meeting and special general meeting. Membership shall be notified at least ten (10) days in advance of regular meetings. Notification may be by postal mail, e-mail, short messaging system (SMS) and social media platforms.

Article V. Chapter Officers

Section 1. Chapter Officers

The minimum number of Chapter Officers shall be five (5) comprising of the President, Vice President, Secretary, Treasurer, immediate Past President, and up to 16 (sixteen) directors, including representatives of Program, Certification and Education, Marketing and Communication, Membership and Academic Relations, and Regional Coordination.

Any failure by the Chapter at any time to have the minimum number of Chapter Officers does not limit or negate the authority of the Board or invalidate anything done by the Board or the Chapter.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two (2) years or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual general meeting at which they are elected.
- B. No member shall hold more than two (2) Chapter offices at a time and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office, unless a Chapter Office requires a professional qualification and no replacement could be recruited in a reasonable time.
- C. No Chapter Officer shall be entitled to appoint any person as an Alternate Chapter Officer or Director to himself/herself.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these Bylaws, the Chapter Board, or the parliamentary authority adopted by the Chapter. A detailed list of the Chapter Officers roles and responsibilities is distributed to all the directors and a copy is available on the Chapter's workspace.

A. The Chapter President shall:

- Preside at meetings of the Chapter and the Chapter Board;
- Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- Appoint all committee chairpersons and members, with approval of the Chapter Board;
- Be an ex-officio member of all committees, except the Nominating Committee;
- Represent the Chapter at ISACA Leadership Conferences, and other conferences and functions, where appropriate, or appoint another Chapter Board member as a representative;
- Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
- Present an annual report to members at the annual general meeting such report to consist of reports from various Chapter officers and committees;
- Maintain communications with the Association and respond to Association enquiries;
- Be responsible for submission of the required annual Chapter reports to the Association within 30 days after the annual general meeting;
- Supervise budgetary matters and proper internal control of finances;
- Ensure chapter trainers for ISACA certifications are accredited by ISACA; and
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board

B. The Chapter Vice President shall:

- Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
- Perform the duties of the President in the event of his/her absence or disability;
- Assume the office of President in the event of a vacancy in the office of President; and
- Perform other duties as pertain to this office.

C. The Chapter Secretary:

- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
- Maintain accurate attendance records,
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
- Assist the President in the administration of Chapter membership meetings, and

- Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:

- Be custodian of Chapter funds;
- Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board;
- Remit dues to the Association as required;
- Submit a written report at each regular Chapter and Board meeting;
- Along with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
- Submit annual financial statements for presentation to the membership at the annual general meeting;
- Submit books and records for audit, when required;
- File any and all tax forms required; and
- Perform other duties as pertain to this office.

E. The Immediate Past President of the Chapter shall:

- Provide advice and guidance to the new President and Chapter Board, and
- Perform other duties as assigned by the President.

F. The Marketing & Communications co-ordinator shall:

Marketing function

- Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, CMMI, Cybersecurity Nexus (CSX) the Association, and any other new initiatives;
- Coordinate initiatives involving partnerships and alliances;
- Acquire any required marketing materials from the Association as authorized by the Chapter Board;
- Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising the Chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
- Perform other duties as pertain to this office

Communication function

- Maintain electronic lists of members and guests, in accordance with local applicable privacy laws;
- Forward information on events and other pertinent information to email lists;
- Identify and use other means of disseminating information about events and the chapter, where appropriate; and
- Perform other duties as pertain to this office.

G. The Membership and Academic Relations Coordinator:

Membership function

- Maintain accurate lists of membership, in accordance with local applicable privacy laws;
- Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy;
- Report on Chapter membership data from the Association;
- Coordinate plans for maintaining and increasing Chapter membership; and
- Perform other duties as pertain to this office.

Academic Relations function

The academic relations chair/coordinator serves as the liaison to local colleges and universities and promotes ISACA's Academic Advocate program. This individual also makes recommendations regarding sponsorship of college activities and may represent the chapter on committees for joint events.

H. Education Coordinator:

In general, the education coordinator is responsible for coordinating the shorter educational programs held in conjunction with Chapter meetings. (The program chair/committee plans the larger seminars/workshops/conferences).

I. Certification and Education Coordinator shall:

- Maintain resource material related to ISACA's certifications;
- Promote ISACA's certifications within the Chapter membership, including exam preparation sessions;
- Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
- Report to Chapter Board on Chapter member exam results;
- Act as liaison between Chapter member exam participants and the Association, as needed; and
- Perform other duties as pertain to this office.

J. Regional Coordinators

In general, regional coordinators are responsible for coordinating short educational programs and networking sessions for members and non-members in their regions on a monthly basis. A national regional coordinator exist and is supported by regional coordinator at city level for Johannesburg, Pretoria, Cape Town, Durban, Port Elizabeth and East London.

K. Program Coordinator

In general, the program chair/committee is responsible for coordinating longer (half-day or more) or multitrack educational seminars/workshops or conferences.

Section 4. Chapter Officer Vacancies

- A. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

- B. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice President.
- C. B. If a vacancy should occur in any other office, except that of the President or immediate Past President, the vacancy shall be filled by Chapter Board.
- D. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- E. Chapter Officers must maintain their membership and certifications throughout their entire term of office.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominations Committee of a minimum of three (3) and a maximum of five (5) members shall be appointed by the Chapter Board at their meeting six (6) months prior to the end of term of the committee.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership, review applications based on agreed selection criteria stated below and shall nominate candidates for offices to be filled and announced at the annual general meeting.
- Be suitably qualified and hold one or more ISACA certifications.
 - Member in good standing with no outstanding membership fees.
 - Must have a minimum of three (3) consecutive years ISACA membership.
 - Must have suitable leadership experience.
 - Subject to credit and verification checks if the role deems it necessary.
- C. Each candidate shall have consented to serve and shall have completed a Willingness to serve agreement and Conflict of Interest form, along with any other required statutory documentation.
- D. Nominations from the floor shall be permitted prior to the election.

Section 2. Chapter Elections

- A. Officers shall be elected by ballot.
- B. All electronic ballots must be received by the Chapter before the stipulated voting closure date.
- C. In the event there is only one candidate for any office and providing the candidate meets all the selection criteria he/she will be appointed to the office.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the Chapter officers listed in Article V, Section 1. The Chapter Board shall have full power and authority over the affairs of the Chapter between membership meetings except as defined in these Bylaws.

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings.
- B. Make recommendations to the membership.
- C. Meet monthly at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President and shall be called upon the written request of _____ members of the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- D. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter.
- E. Regular or special meetings of the Chapter Board may be held electronically. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget before submitting for approval by the membership.
- B. Expend funds allotted in the approved budget.
- C. Authorise non-budgeted expenditure in addition to the allotted budget up to a maximum not exceeding 10% (ten percent) of the total allotted budget without prior approval of the membership.
- D. Non-budgeted expenditure over and above that specified in points C must be submitted to the membership for approval.
- E. Approval of expenditure for payments will be according to ISACA South Africa Chapter Delegation of Authority Policy approved by the Board. A copy of the approved policy shall be made available in the Chapter's workspace.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from 1 January to 31 December unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, audited or verified by individual(s) other than the Chapter Board, and approved by the Chapter Board, presented to members at the annual general meeting, and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall always use commercially reasonable efforts to carry adequate insurance coverage to insure the risk associated with the Chapter's activities, and shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

The quorum for any regular or special meeting of the Chapter Board shall be a simple majority of the members of the Chapter Board. The Chapter President or Vice President must be present to form a quorum.

Section 7. Removal

- A. Any member of the Board of Directors who fails to attend a minimum of 50% board meetings within a year or a minimum of 50% committee meetings within a year will be brought before the Board and may be removed from office by a majority vote of the Board of Directors.
- B. Any board member may be removed with cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.
- C. Any board member being considered for removal from the Board shall have the right to be heard by the Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following standing board committees: 1) Conference, 2) Education and Scholarship, 3) Audit and Risk, and 4) Social and Ethics. The Finance committee is optional and may be constituted as and when needed for specific purposes, e.g. to consider and assess investment options.

Section 2. Special Committees

Special committees may be created as necessary by the chapter membership or the Chapter Board.

Section 3. Duties of standing committees

- A. The Conference committee shall organise the annual chapter conference and other such workshops and seminars as may be required by the Chapter.
- B. The Education & Scholarship committee shall recommend and oversee seminars and programs of professional education, except exam review courses as well as manage the scholarship fund including awarding the scholarship to suitable candidates who meet the scholarship award criteria.
- C. The Audit and Risk committee shall be appointed by the Chapter Board whose duty shall be to provide audit and risk governance oversight on the Chapter accounts at the close of the fiscal year and to report at the annual general meeting.

D. The Social and Ethics committee shall be appointed by the Chapter Board whose duty shall be to provide oversight on the social and ethical conduct of the Chapter Board, the Chapter employees, the membership as well as third parties (contractors, consultants and service providers) contracted to deliver products and services to and/or on behalf of the Chapter.

Article IX. Indemnification

The Chapter shall indemnify any and all of its Directors or Officers or former Directors or Officers or any person who may have served at its request or by its election as a Director or Officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defence or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or a Director or Officer of the corporation or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for wilful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Article X. Dissolution

To effect dissolution of the Chapter, these Bylaws must be rescinded by two-thirds (2/3) vote of the chapter membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to ISACA International. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 21 of the South African Companies Act, 2008, as amended, with the approval of the Association's International President and Chief Executive Officer.

Article XI. Legal Authority

The rules pertaining to associations incorporated under Section 21 of the South African Companies Act, 2008, as amended, shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the chapter may adopt. In case of any conflict arising out of these Bylaws, the Companies Act, as amended and the Chapter's memorandum of incorporation (MOI) supersede these Bylaws in that order.

Article XII. Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested Bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all Bylaw changes prior to them being submitted for a vote by Chapter membership.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Bylaws. The Chapter Board must ensure the compliance of the Bylaws with the Association's Bylaws and applicable country requirements.

Chapter Bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Relations Team of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

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