

**INTERNATIONAL LIFE SCIENCES INSTITUTE OF
SOUTH AFRICA (ILSI SOUTH AFRICA) BYLAWS**

(as amended October 2016)

Article 1 (Name)

The name of this organisation shall be International Life Sciences Institute of South Africa (hereinafter "ILSI South Africa"). ILSI South Africa is the South African branch of the non-profit organisation "International Life Sciences Institute" (hereinafter "ILSI") of which the head office is located in Washington DC. The Bylaws of ILSI South Africa as the non-profit organisation, as set forth herein, shall be consistent with the Articles of incorporation and Bylaws of ILSI and all the relevant policies and procedures of the Board of Trustees of ILSI.

Article 2 (Purposes)

The main purpose of ILSI South Africa is to organise and implement exclusively scientific and educational activities, which are required in order to secure and improve food safety, sound nutrition and optimal human health. These issues will be addressed on the basis of scientific evidence (data) and comprehensive information relating to the safety as well as the nutritional and health effects of food, drugs and chemicals. ILSI South Africa is also concerned with sound environmental practices and the implementation of cleaner technologies for long term sustainable development and improvement of public health and safety.

Article 3 (Business)

ILSI South Africa is a body corporate which may enter into contracts and sue and be sued in its own name. The organisation shall carry out the following business in an attempt to achieve the purpose described in Article 2 of the Bylaws, as follows:

- To hold and sponsor symposia, seminars, lectures, and workshops which promote the well being of the public.
- To promote and/or fund research within the scope and purpose of the organisation.
- To publish authoritative research publications, educational materials and selected lecture notes.
- To promote scientific dialogue and exchange among scientists from government, academia, industry, and the public sector.
- To promote the harmonisation of toxicological testing procedures and regulatory guidelines.
- To conduct other projects relevant and necessary for achieving the purpose of the organisation.

Article 4 (Membership):

1. Membership in ILSI South Africa shall be open to such business entities (hereinafter "company") that:

- are producers of food, drugs, cosmetics, chemicals and other related consumer products, communications products, transportation products, energy products, or containers thereof, or providers of scientific and technical services used in the safety testing or production of the foregoing products;
- are producers of ingredients used therein or in connection therewith

- are interested in furthering the purpose of ILSI South Africa
 - apply for Membership
 - subscribe to the organisation's Bylaws
 - agree to any other reasonable conditions of Membership.
2. No individual person or trade association and no firm whose business consists principally of providing professional consulting service or advice may be a member of ILSI South Africa.
 3. No company or an affiliate that engages in the manufacture, production, marketing, sale, or distribution of tobacco products may be a member of ILSI South Africa. For purposes of this provision, the term "affiliate" means any company that controls, is controlled by, or is under common control with another company.
 4. Companies seeking Membership must submit a Membership application, which shall be accompanied by an annual Membership fee.
 5. Once a Membership application has been received and all other Membership requirements have been satisfied, the applicant shall become an ILSI South Africa Member after approval by the Board of Trustees.
 6. Members shall be eligible to vote at all meetings of the Assembly of Members, and will receive all information and documents that are relevant to Members.
 7. A Member may voluntarily withdraw or cancel its Membership at any time after written notice to the Chairman of such voluntary withdrawal. Any Member that ceases to qualify for Membership may have its Membership revoked by a majority vote of the Board of Trustees.

Article 5 (Organisational structure)

The organisation shall have:

- An Assembly of Members
- A Board of Trustees
- A President
- A Chairman
- A Vice Chairman / Treasurer
- A Secretary

If required, the organisation may have separate Committees necessary for pursuing specified business to achieve the purpose of ILSI South Africa.

Article 6 (Assembly of Members)

1. The Assembly of Members of ILSI South Africa shall consist of designated Member representatives. Each Member shall submit the name of its designated representative to ILSI South Africa. Such a representative shall be an officer or executive of the Member and shall have full authority to represent the Member in all matters for consideration before the Assembly of Members.
2. The term of a Member's representative shall automatically expire, if and when:

- The representative ceases to be employed by the Member
 - The representative's connection with the Member is otherwise severed
 - The Member with which the representative is associated ceases to be a Member of ILSI South Africa; or
 - The Member designates another representative.
3. An Annual Meeting of the Assembly of Members shall be held and Members shall be notified of the date one month in advance.
 4. The following issues shall be deliberated and resolved at the Annual Meeting of the Assembly of Members:
 - Settlement of accounts and business of the last year
 - Business plan and budget for the next year
 - Agreement of the number of Trustees for the next year
 - Election of Trustees
 - Revision of the Bylaws
 - Issues requested for discussion by the Board of Trustees
 - Agreement of the Membership Fee structure
 5. Special meetings of the Assembly of Members may be called by or at:
 - the President or Chairman, when he/she deems it necessary
 - the President or Chairman at the request of the Board of Trustees
 - the request of one-third of the Members.

Written notice of a Special Meeting shall be given to each Member of ILSI South Africa at least two days before the due date of the Special Meeting stating the venue, date and time as well as the purposes for which the meeting is being called.

6. One-third of the Members of the Assembly of Members constitutes a quorum. Unless otherwise expressly provided by law or these Bylaws, the decision(s) of a majority of the Members present at any meeting at which there is a quorum shall be the decision(s) of the Assembly of Members.

Article 7 (Board of Trustees)

1. The managing body of ILSI South Africa shall be the Board of Trustees, which shall consist of at least 8 and at the most of 16 Trustees. The Board of Trustees shall be elected by the Assembly of Members. The Board of Trustees shall also include a number of public Trustees (who represent universities, government, agencies or quasi-government bodies or foundations), which shall at least equal the number of Trustees who are representatives of Members. In the event of a Trustee being unable to attend a meeting, he/she may designate a non-voting alternate by prior arrangement with the Chairman. Should a Trustee fail to attend two consecutive Board of Trustee meetings without apology or without appointing an alternate, that Trustee may be asked to step down as a Board member and will be so notified in writing.
2. The Board of Trustees shall:

- Supervise, control and direct the daily affairs of ILSI South Africa
 - Determine policies and changes in such policies
 - Actively carry out objectives of ILSI South Africa
 - Supervise the disbursement of funds, and
 - Adopt such rules and regulations for the conduct of its business as shall be advisable.
3. The Assembly of Members shall elect every two years, by a majority vote of the Members present at a meeting, at which there is a quorum, between 4 and 8 Trustees to the Board of Trustees for a period of two years commencing 1 January. Elections will be required to maintain the balance between public and Member Trustees as stated in Article 7.1. There shall be a call for nominations four weeks before the date of an election. Nomination forms shall be signed by the proposer, seconder and nominee and shall be submitted to the ILSI South Africa office within two weeks following the call for nominations. A list of candidates shall be distributed at least one week before an election. If a vacancy occurs amongst the Trustees, the Assembly of Members shall elect another Trustee to fill the remainder of that term.
4. The Board of Trustees shall hold meetings, both regular and special. Special meetings may be called by the President or Chairman after two days notice has been given to each Trustee. Special meetings may be called by the President or Chairman or Secretary in a similar manner, and on similar notice, on the written request of two Trustees. A quorum consists of fifty percent of the Board of Trustees and must include the President or Chairman and at least one other officer of ILSI South Africa. Unless otherwise expressly provided by law or these Bylaws, the decision of a majority of the Board of Trustees present at any meeting at which there is a quorum shall be the decision of the Board of Trustees.
5. The following issues shall be also deliberated by the Board of Trustees:
- Business plans and development plans of ILSI South Africa
 - Branch finances
 - Membership fees
 - Budget
 - The Bylaws
 - Issues entrusted by the Assembly of Members
 - Other issues requiring an approval of the Assembly of Members
 - Provision for making investments should it be deemed necessary
 - Provision for the acquiring and controlling of assets should it be deemed necessary.

Article 8 (Officers)

1. The officers of ILSI South Africa shall be **elected annually** (proposed change: **....shall be elected every two years....**) by and from the Board of Trustees and shall include the President, the Chairman, the Secretary, the Vice Chairman/Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Chairman represents the Members, and this position should thus be filled by a designated representative of a Member

company. The office of President shall be filled by a public Trustee, i.e. someone from academia, government, a research institute or foundation.

2. The Chairman shall preside at all meetings of the Board of Trustees and Assembly of Members. He/she shall be the Chief Executive Officer and, as such, shall be responsible for the general and active management of ILSI South Africa. He/she shall also be responsible for the implementation of all decisions and resolutions of the Board of Trustees and the Assembly of Members.
3. The President shall lead the public Members of the Board of Trustees in ensuring that all the scientific activities of ILSI South Africa are of the highest standard. He/she shall provide scientific input and guidance regarding the programs of ILSI South Africa, and represent ILSI South Africa within the scientific community. In addition, the President shall also have such duties, as may be assigned to him/her by the Chairman and/or the Board of Trustees, and shall assist the Chairman as he/she may require.
4. The office of the Vice Chairman/Treasurer shall be filled by a representative of a Member company and shall be responsible for administering and reporting the finances of ILSI South Africa which shall be conducted through a bank account with a registered financial institution. He/she shall also be responsible for the presentation of the annual audited accounts at the Annual General Meeting in November of each year. Additionally, the Vice Chairman/Treasurer shall deputize for the Chairman in the event of the Chairman being unable to fulfill his/her duties.
5. The Secretary shall be a designated public Trustee and shall:
 - ensure that all official correspondence and all official papers and records of ILSI South Africa are kept at the ILSI South Africa office
 - ensure that all notices of meetings of the Board of Trustees and Assembly of Members are issued, and
 - perform, in general, all the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Trustees.
6. Any elected or appointed officers of ILSI South Africa may be removed from office by the Board of Trustees whenever, in the Board's judgment, it is in the best interest of ILSI South Africa and any such officer shall be served notice of such removal.
7. Any elected or appointed officers of ILSI South Africa shall ensure that:
 - The income and property of ILSI are not distributable to Members or office bearers, except as reasonable compensation for services rendered
 - They have no rights in the property or other assets of ILSI solely by being or having been Members or office bearers
 - Further to Article 8.6: That appeals against loss of benefits of Membership or against termination of Membership shall be heard by a quorum of the Board of Trustees within one month of such a written appeal to the Chairman or his designated deputy
 - They shall not be or become liable for any of the obligations or liabilities of ILSI by virtue of their status as Members or office bearers of ILSI

- They shall not be or become personally liable for any losses suffered by any person as a result of any act or omission, which occurs in good faith while the office bearer is performing functions for or on behalf of ILSI.

Article 9 (Location of office)

The office of ILSI South Africa shall be located in Fish Hoek, but may be moved at the discretion of the Board of Trustees.

Article 10 (Membership fee)

The necessary expenses of ILSI South Africa shall be funded by annual Membership fees. Annual Membership fees, based on company turnover, shall be proposed by The Board of Trustees and tabled for approval at the Annual General Meeting. Specific projects may be funded by special contributions from the Members and/or by other appropriate organisations. Membership fees for the fiscal year shall be payable by the end of January of each year. New members joining during the course of a fiscal year shall pay a pro-rata fee for the balance of that year.

Article 11 (Fiscal year)

The fiscal year of ILSI South Africa shall be from October 1 to September 30 of the following year. An annual financial statement, which shall be presented at the Annual General Meeting, shall be completed by an independent Auditor, who shall be appointed by the Board of Trustees.

Article 12 (Amendments of the Bylaws)

Within the framework of "The Non-Profit Organisations' Act", these ILSI South Africa Bylaws may be altered, amended or replaced, or new Bylaws may be adopted at any regular or special meeting of the Assembly of Members upon an affirmative vote of more than two-thirds of Members present at any meeting of the Assembly of Members at which there is a quorum.

Article 13 (Dissolution)

Upon dissolution of ILSI South Africa, the Board of Trustees shall, after paying or making provision for the payment of the liabilities of ILSI South Africa, dispose of all the assets of ILSI South Africa, in a manner that has been agreed upon by the Assembly of Members, to such organisation(s) that shall at the time qualify as non-profit organisation(s) exempt by the South African Revenue Laws.

Article 14 (Supplementary provisions)

The ILSI South Africa Bylaws shall be effective from the day of registration of these Bylaws with the Directorate for Non-Profit Organisations.

As amended and approved by the Board of Trustees, 06 February 2015.

Guideline: International Life Sciences Institute Policy on Retirees Serving as Trustees

The Board of Trustees both values the contributions of those trustees who retire from primary employment, and recognizes the importance of keeping the Board filled with scientists actively engaged in their fields, be they from the public or private sector. The Board also wishes to grant the global regions (composed of the branches) discretion to determine their representatives on the ILSI Board. Therefore, the ILSI Board adopts the following policy regarding treatment of retirees as trustees:

“When a trustee retires from primary employment, he or she will be expected to resign from the ILSI Board, unless the global region that nominated him or her specifically requests the trustee to continue serving and there are no other circumstances that make such service inappropriate (e.g., the trustee accepts employment from another company or a regulatory agency). Retirees asked to remain as trustees would be permitted to continue to serve on the Board, with the understanding and expectation that their participation would not usually last longer than 3 years after retirement. A maximum of six retirees may serve on the Board at any time.

For the purposes of assessing Board composition (which must be at least 50% public trustees), retirees shall be counted as industry trustees if they are recent retirees of industry, and as public trustees if they are recent retirees from academia, foundations, or government.”

For the long-term health of the organization, resignation of retirees from the Board should be the norm, not the exception. But rather than impose a hard and fast rule that all retirees must resign from the Board, this policy is intended to insert some flexibility and discretion.

July 29, 2004.