



South Africa Chapter

## ACFE 12<sup>th</sup> Annual African Conference & Exhibition

### Notice - ACFE SA Board of Director Nominations

Notice is hereby given that the Annual General Meeting (AGM) of the South African Chapter of the Association of Certified Fraud Examiners will be held on:

**Date:** 17 September 2019

**Time:** 09:30

**Venue:** Sandton ICC

### Awards Nominations:

For ease of reference herewith a time schedule:

<b>18 July 2019:</b>	<b>Nominations open</b>
<b>16 August 2019:</b>	<b>Nominations close</b>
<b>16 August 2019:</b>	<b>Submission of proposal/resolution close</b>
<b>20 August 2019:</b>	<b>Résumé and Manifesto of each candidate will be posted on the website/ Resolutions to be voted on will be posted on the website</b>
<b>6 September 2019:</b>	<b>Voting closes @ 16:00</b>
<b>17 September 2019:</b>	<b>Announcement of results at AGM</b>

### Nominations for the 2019/2020 ACFE SA Chapter Board of Directors

Notice is hereby given that Nominations for the Board close on **16 August 2019**.

**In terms of Article VI & VII of the ACFE Chapter Bylaws the following regulations apply:**

Every paid-up member of the ACFE South African Chapter will be entitled to nominate or second a candidate for election to the Board:

**How the Board of Directors will be elected according to the ACFE SA Memorandum of Incorporation:**

The Board of Directors of the ACFE SA will comprise of at least five (5) elected directors, no more than fifteen (15) elected non-executive directors, and no alternate directors each of whom is to be elected – In addition to the elected directors, there will be six automatically co-opted *ex officio* directors of the ACFE SA. The *ex officio* directors will be the Chairpersons of the respective Regional Interest Groups or any other committee member nominated by such committee should the Chairperson not be available, being:

1. Cape Town Region
2. Central Region
3. Eastern Cape Region
4. Johannesburg Region
5. KZN Region
6. Pretoria Region

**REQUIRMENTS:**

*\*There is no limit on the number of nominations.*

- i. All candidates must be paid-up members of the SA local chapter, and must have been members of the chapter for a minimum of two (2) years;
- ii. Only Certified Fraud Examiners (CFE), being members in good standing with the Association of Certified Fraud Examiners International and SA Chapter, may hold the office of President, Vice President, Treasurer, Secretariat and Training Director. The Board may vote to allow Associate Members to hold the office of Vice President, Treasurer, Secretariat and Training Director;
- iii. Associate members, being members in good standing with the Association of Certified Fraud Examiners International, may hold all other positions;
- iv. Requirements the respective Board members (CFEs & Associates) needs to adhere to (as per the Mol, Schedule 3 - Directors of the Company Part B):
  - a. If a CFE is nominated such CFE has to be a member of the local chapter in good standing for a minimum of two consecutive years, or
  - b. an Associate who has been a member in good standing of the local chapter for at least three consecutive years with 5 years of relevant forensic experience.

- v. Affiliates shall not be eligible to hold any Chapter office, but may serve on the respective committees;
  - vi. The elected Board members of the Chapter will consist of a President, Vice President, Secretary, and Treasurer. However, the Board of Directors shall have the option to combine the offices of Secretary and Treasurer into one position and designate one person to conduct both functions. These members together with the Immediate Past President and Legal Counsel will form part of the Exco;
  - vii. Directors may be re-elected to successive terms in either the same or a different office. The Exco serves a term of three (3) years;
  - viii. Have been a director of the ACFE SA during previous years and have already completed their “cool down” period as set out in the Mol.
- Each appointed director of the Board may be re-elected to successive terms. The Exco will serve for a three (3) year term. The Past President will automatically serve on the Board as a non-executive director for a three-year term.
  - Non-Executive Directors of the Company will serve for a three- (3) year term, where after they will qualify for re-election at a members meeting.
  - Any elected non-executive Board member may only serve a maximum of six (6) consecutive years as a Board member, whereafter he/she will observe a two (2) year cooling-down period.
  - The Board will always consist of an odd number. The Board of Directors shall consist of the Chapter positions designated above plus at least three (3) other at large positions;
  - The Chair (President) will be elected by the board during the first Board meeting, after which remaining portfolio allocations will be made;
  - All candidates will undergo a vetting and interview process to ensure that they understand what is expected from them, fit in with the ethos of the ACFE SA, and have no pending previous convictions

All nominated candidates need to ensure that they understand the obligations and requirements set out in the Mol regarding the Board Members. A copy of the Mol is available on request or can be found on the ACFE SA Website.

#### ADDITIONAL REQUIREMENTS

To ensure responsible voting and accountability of the candidates, the following will apply:

- Each candidate, whether having served previously on the Board, must submit an abbreviated resume and updated manifesto, informing voters why they should be

elected/re-elected, what position they would like to hold, what actions they intend and their vision for the chapter.

- Those candidates who have previously/currently served on the board will, in addition, submit a report detailing what they have accomplished in their term of office and their attendance records of ACFE SA Events as well as Board and Regional meetings.
- All newly elected board members will attend the AGM at their own cost.
- The candidates, if successful, will be required to enter into a Service Level Agreement with the Chapter relating to their performance as a Board Member.

#### NOMINATIONS VERIFICATION

On the closure of nominations, the Chapter will conduct a verification exercise to determine the list of candidates that qualify for the election. For each nomination to qualify, it must satisfy the following conditions:

- The nomination must be lodged on the prescribed Nomination Form (please find attached);
- Both the Proposer and the Nominee must be paid up members of the South African Chapter of the ACFE;
- The Nominee must be a paid-up member of the ACFE International (Associate or CFE);
- The Nominee must signify his/her willingness to accept nomination by signing the prescribed nomination form and providing an abridged résumé;
- The Nominee must signify his/her willingness to enter into a service level agreement with the Chapter relating to his/her performance as a Board member;
- The nomination form must reach the ACFE SA on or before **16th of August 2019** end of business

On completion of the verification process, all successful nominees and members will be advised of the outcome of the nomination process.

Once the nomination process has been completed, an election will be held by Postal Ballot from the **20th of August 2019 – 6 September 2019**.

#### THE ANNUAL GENERAL MEETING AND VOTING:

To comply with the International Standards of the ACFE and to streamline this meeting, the elections and voting on major issues (if any) will take place by Postal Ballot via our website. At the AGM, we will announce the results of the Postal Voting Ballot and introduce the Board of Directors for the next term of office. The AGM will take place at 09:30 on Tuesday the 17th of September 2019.

#### PROPOSALS AND RESOLUTIONS:

Every paid-up member of the ACFE South African Chapter shall be entitled to submit (propose) or second Proposals or Resolutions to be voted on by the membership of the Chapter. Proposals or Resolutions should be submitted by no later than the **16th August 2019**, be in writing (text format) and must be signed by a proposer and a seconder, both being members in good standing of the

local chapter, any submissions received after this date will not be voted on during the Postal Ballot but may be discussed by the General Assembly at the AGM.

#### VOTING:

Please note that only members of the Local Chapter in good standing will be eligible to vote. If you have not applied for membership or settled your dues please do so immediately. For any inquiries please contact the ACFE Office at (012) 346 1913 or email Janine at [janine@acfesa.co.za](mailto:janine@acfesa.co.za).

#### GENERAL COMMENTS:

Members are requested to give proper thought to who they nominate and vote for. The Board of Directors primarily represent the general membership and play an important role in deciding on the direction and policies of the ACFE SA Chapter. As such it is important that members trust the Candidate to adequately represent their interests and those of the organisation.

While there are no formal regulations in this regard, the policy has always been to encourage nominations from across all sectors, regions, etc. to ensure diversity. It is also preferable that large companies and organisations refrain from submitting multiple nominations from their own ranks. It must be noted that ACFE SA Directors does not represent their company or specific organisations, therefore it is acceptable to have more than one candidate from a specific organisation. But in the interest of fairness and diversity, it is not desirable to have too many members from the same establishment on the board.

Nominees should have a passion for the industry and the ACFE, and be willing to spend large amounts of their time and resources without compensation. It is therefore important that they also have the backing of their employer, colleagues and family.



*Be part of the change & nominate yourself or someone  
who would have a positive impact on the ACFE SA*