



FEDERATION OF AFRICAN PROFESSIONAL STAFFING ORGANISATIONS

GOVERNING RULES OF THE COMPANY

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DEFINITIONS

In this Constitution, the following words have the following meaning:

“APSO” is the acronym for the Federation of African Professional Staffing Organisations

“Africa Affiliate” a staffing business residing and operating outside of South Africa but on the continent of Africa and that has met the entrance criteria stipulated by prevailing APSO policy.

“AGM” the Annual General Meeting of the Company

“Board” the board of directors of the company, Federation of African Professional Staffing Organisations (APSO)

“Business Unit” a division, subsidiary or separate business brand operating within the private employment agency (PEA) or temporary employment services (TES) sectors and that operates within an organisation that applies for, or is a member, of APSO

“Brand” a marketing identity that is utilised by an applicant, or member of APSO, operating within the private employment agency (PEA) or temporary employment services (TES) sectors

“Branch” any office, other than the Head Office, of a Full Member and includes any physical or virtual presence within another region or office/premises including a “satellite office”, payroll site, place to collect timesheets, whether staffed or not.

“CAPES” Confederation of Associations in the Private Employment Sector

“Chair” the elected individual tasked with leading a specific committee

“CIETT” International Confederation of Private Employment Agencies

“CPD” continuous professional development of registered professionals in accordance with prevailing APSO policy

“Days” means business days

“Director” an individual duly appointed as a director of the company, Federation of African Professional Staffing Organisations, in terms of the Companies Act 71 of 2008 (as amended)

“Franchisee” an individual or entity that has bought into an existing business or company and has the right to use the franchisor’s name and branding and to sell its products and services.

“Full Member” individual companies, close corporations, business units, franchisees, and/or brands that operate as a Private Employment Agency (PEA), Temporary Employment Service (TES) or a combination of both, that have met the stipulated membership criteria and have been admitted to membership of APSO.

“Dual Staffing Business” an entity that operates as both a Private Employment Agency (PEA) and a Temporary Employment Service (TES).

“Independent Advisor” an individual who has specialised knowledge and experience and who is co-opted by the Board for a specific purpose and period of time.

“International Affiliate” a staffing business residing and operating outside of Africa and that has met the entrance criteria stipulated by prevailing APSO policy.

“ISP” an individual working in the staffing industry that has met the criteria for, and been awarded, in line with prevailing policy, the professional designation of Individual Staffing Practitioner

“ISPr” an individual working in the staffing industry that has met the criteria for, and been awarded, in line with prevailing policy, the professional designation of Individual Staffing Professional

“ISM” an individual working in the staffing industry that has met the criteria for, and been awarded, in line with prevailing policy, the professional designation of Individual Staffing Master

“MOI” means the Memorandum of Incorporation of the Company as required by the Companies Act 71 of 2008 (as amended)

“PEA” a private employment agency registered in accordance with prevailing legislation.

“PES” the public employment services operated by the Department of Labour in accordance with prevailing legislation.

“Proxy” the written authorisation given by a voting Member to a specific nominated individual to cast that Member’s vote at a members’ meeting.

“Region” a designated geographical area in which Members operate.

“Individual Affiliate” an individual working within the staffing industry and who has been awarded one of the professional designations recognised by SAQA and managed by APSO as the professional body for the staffing industry.

“SAQA” the South African Qualifications Authority

“Special Interest Group” a designated group of Members that operate within a specific sphere of business and who share common interests.

“Service Offering” staffing services offered by the Member, including but not limited to, Private Employment Agency (otherwise known as permanent recruitment), Temporary Employment Services, Advertising Response Handling or Executive Search.

“SME” small and medium enterprise as defined by prevailing codes and legislation.

“Subsidiary” any business unit, branch, division, brand, franchise, company, close corporation or any other recognised legal entity under ownership and/or control of a member

“TES” a temporary employment services business registered in accordance with prevailing legislation.

“Term of Office” the period from one AGM, or interim election/co-option, to the following AGM

1. PROFESSIONAL STANDARDS

As the arbiter of standards for the staffing industry APSO has a Code of Ethics and Codes of Professional Practice that are binding upon all Members, their employees, Affiliates and associates, and Individual Affiliates.

Changes to the Code of Ethics will be managed in accordance with prevailing policy and will include the opportunity for Members to comment before being put forward for consideration and final adoption by the Board. Attached to this document, as part of the rules of the Company, find:

1. APSO Code of Ethics: Annexure A1
2. APSO Codes of Professional Practice: Annexure A2

The Board will furthermore have the authority to create and approve policy and procedures to enable the working of the Codes on operational level, such as the authorization of an Ethics Committee.

The Ethics and Professional Practice Committee is mandated to investigate and adjudicate complaints against Members or Individual Affiliates as well as the settlement of fee disputes in accordance with the MOI, these rules and the Ethics Codes and prevailing Company policy.

2. MEMBERSHIP

Membership eligibility is contingent on compliance with the APSO Membership policy and payment of the required fees for membership categories and all other associated fees, i.e. application and renewal fees. These fees will be revised by the Board annually. Administration and payment of all categories of fees will be strictly managed and enforced in accordance to prevailing Company policy.

The onus rests with Members to ensure that accurate records are provided to APSO, and updated accordingly, for the purposes of confirmation of membership.

2.1 CATEGORIES OF MEMBERSHIP

Membership of APSO shall consist of two categories namely:

- i. Voting Members; and
- ii. Non-Voting Members

2.1.1 Voting Member Category

These Members will have the right to vote in any APSO general meeting.

2.1.1.1 Full Member

Shall be any individual company, close corporation, business unit, franchise, and/or brand that resides and operates as a registered Private Employment Agency (PEA) and/or Temporary Employment Service (TES).

Compliance with prevailing legislation and APSO Membership policy is a pre-requisite.

2.1.1.2 Branch Member

Shall be any office, other than the Head Office, of a Full Member, whether physical or virtual, that resides and operates within the borders of Republic of South Africa.

Branch Members are also required to comply with all prevailing legislation and APSO Membership policy is a pre-requisite.

2.1.2 Non-Voting Member Category

These Affiliate Members are not eligible to vote.

2.1.2.1 Africa Affiliate

Shall be any staffing business residing and operating outside of South Africa but on the continent of Africa and that has met the stipulated criteria as per the APSO Membership policy.

2.1.2.2 International Affiliate

Shall be any staffing business residing and operating outside of Africa and that has met the stipulated criteria as per the APSO Membership policy.

2.1.2.3 Individual Affiliate

Shall be an individual working within the staffing industry and who has been awarded one of the professional designations recognised by SAQA and managed by APSO as the professional body for the staffing industry in accordance with the requirements as entrenched in prevailing APSO policy.

2.2 RIGHTS OF MEMBERS

Members are entitled to all of the rights and subject to all of the objectives contained in the Company MOI, these rules and prevailing APSO policy.

Any disciplinary action taken against Members shall be in accordance with the APSO Code of Ethics, Codes of Professional Practice and prevailing policy such as APSO Disciplinary Policy and Procedures.

A decision to terminate or suspend a Member by a disciplinary committee must first be considered and ratified by the Board before being enforced.

A Member has a right to lodge any grievance with APSO in accordance with the APSO Member Complaints Policy and Procedure.

2.3 APPLICATION FOR MEMBERSHIP

Any person, natural or juristic, shall have the right to apply for membership and will have their application assessed against membership entry requirements as contained within prevailing APSO policies.

A person applying for membership is required to disclose all subsidiaries involved in staffing and to apply for membership for each of these subsidiaries.

2.4 PROFESSIONALISATION OF THE INDUSTRY

It is accepted that a minimum embedded knowledge is required in order for individuals working within the industry to deliver compliant, ethical and professional services. Thus, it is a compulsory requirement of APSO membership that any individual (who is client or candidate facing) working for a Member must write and pass the APSO Entrance Exam within the first 12 (twelve) months of joining.

At least the custodian of recruitment operations and/or a nominated official of that member must complete any of the three professional designations within 12 (twelve) months of becoming a member of the Company or implementation of the APSO Memorandum of Incorporation.

Members shall be provided with an annual certificate of membership. Such certificate must be displayed on their premises and/or website. Certificates shall, at all times, remain the property of APSO. APSO reserves the right, at any time, to revoke said certificate should membership be suspended or terminated.

2.6 RENEWAL OF MEMBERSHIP

Membership is annually renewable and shall automatically terminate if the Member does not renew its membership in accordance with prevailing APSO policy.

An annual compliance self-assessment shall form a compulsory part of the renewal process and the Member is required to adhere to any compliance directive issued by APSO in order to successfully renew in accordance to the prevailing Company policies.

2.7 SUSPENSION OF MEMBERSHIP

APSO may suspend a Member's membership for just cause in accordance to prevailing APSO policies. For the period of suspension all Member access and privileges will be removed and the Member will be required to remove all references to and association with, trademarks, logo, and inferences of membership or material of a like nature.

2.8 TERMINATION OF MEMBERSHIP

APSO membership can terminate for any of the following reasons:

- i. The Member formally resigns;
- ii. Non-renewal of membership; and
- iii. APSO formally terminates for just cause.

Irrespective of the reason for termination of membership, the member is required to immediately remove all references to and association with, trademarks, logo, and inferences of membership or material of a like nature. APSO reserves its right to pursue legal action, civil or criminal, against any person who is found in breach of this requirement.

A member whose membership is terminated for reasons (i) or (ii) as outlined above, may apply for membership in the future in accordance with prevailing APSO policy and will be subject to all compliance requirements and associated fees.

In the event of a termination of membership by APSO for reasons relating to misconduct, any re-application for membership will be considered by the Board on merit.

The termination of a Member shall include all subsidiaries and branch offices under the ownership and/or control of that Member.

3. PROFESSIONAL REGISTRATION OF INDIVIDUAL AFFILIATES

In accordance with APSO's appointment by SAQA as the professional body for the staffing industry, individuals wishing to achieve professional recognition are required to register with APSO. Registration eligibility is contingent on compliance with the APSO Professional Recognition and Registration policy and payment of the required assessment and subscription fees.

Individuals registered with APSO are affiliates and as a result non-voting members. Further they may not make use of the APSO logo or reference to APSO "membership". Individuals are encouraged to use their professional designations and may use any specific corporate identity provided by APSO for this purpose, in accordance with prevailing APSO policy.

3.1 CATEGORIES OF INDIVIDUAL AFFILIATES

There are three (3) levels of professional designation, as recognised by SAQA.

3.1.1 Individual Staffing Practitioner (ISP)

Shall be the entry level designation and individuals must achieve at least the minimum entrance criteria as stipulated within the APSO Professional Recognition and Registration policy.

Maintenance of this designation is contingent on maintaining good standing in respect to the APSO Code of Ethics and Codes of Professional Practice and meeting the Continuous Professional Development (CPD) requirements contained within the APSO CPD policy.

3.1.2 Individual Staffing Professional (ISPr)

Shall be the mid-level designation and individuals must achieve at least the minimum entrance criteria as stipulated within the APSO Professional Recognition and Registration policy.

Maintenance of this designation is contingent on maintaining good standing in respect to the APSO Code of Ethics and Codes of Professional Practice and meeting the Continuous Professional Development (CPD) requirements contained within the APSO CPD policy.

3.1.3 Individual Staffing Master (ISM)

Shall be the highest level designation and individuals must achieve at least the minimum entrance criteria as stipulated within the APSO Professional Recognition and Registration policy.

Maintenance of this designation is contingent on maintaining good standing in respect to the APSO Code of Ethics and Codes of Professional Practice and meeting the Continuous Professional Development (CPD) requirements contained within the APSO CPD policy.

3.1.4 PROFESSIONAL DEVELOPMENT STANDARDS COMMITTEE

The Board shall establish a Professional Development Standards Committee who shall be mandated to manage the process of awarding, revoking and maintaining individual professional designations in accordance to the MOI, these rules and prevailing Company policies.

4. MEMBER ORGANISATION

As a member-driven organisation encompassing the full, diverse spectrum of the staffing industry, APSO recognises that Members have the right and need to associate with other Members in regards to areas of mutual interest, i.e. areas of specialisation, topics of special interest, common initiatives and/or geographical location.

All special interest groups remain an integral part of APSO and may not form separate entities nor act independently from the APSO governing structures.

4.1 SPECIAL INTEREST GROUPS

When the interests of a group of Members will be best served by the existence of a special interest group, whether of a permanent or temporary nature, APSO may create such a group.

The group may be initiated by APSO if it becomes apparent that an area of mutual interest or a common initiative will enhance and add value to the affected Members. The group may be formal or informal but should be inclusive, providing opportunity for any Member who feels an association with the area of interest to join.

A group of Members has the right to approach APSO to form a special interest group if an area of mutual interest or common goal can be established and is determined to be in the best interest of APSO and the industry as a whole. Such a request would be presented for approval by the Board.

A special interest group may elect volunteer Members to serve on a committee intended to manage the affairs associated with this group. Such a committee should be managed in accordance with the requirements of the MOI, these rules and prevailing Company policies.

A special interest group created for a specific purpose shall terminate once the intended purpose has been fulfilled.

4.2 REGIONAL COMMITTEES

4.2.1 REGIONAL COMMITTEE

It is acknowledged that Members within a specific geographic location or region shall share common interests associated with the staffing industry and Company affairs. A Regional Committee may be established to drive regional initiatives, aligned to the national strategic imperatives, to facilitate local activities and to develop an active member community.

A regional committee will be constituted by volunteer Members, residing and operating within the specific region, and is intended to drive regional activity and initiatives. Such a committee should be managed in accordance with the requirements of the Company Memorandum of Incorporation, rules and applicable policy.

A Regional Committee must elect a Chairperson who will be responsible for managing the affairs of this committee. Such an individual must be elected by the Members of the region at a regional members' meeting. The maximum Term of Office for a Regional Committee Chairperson shall be 5 (five) consecutive Terms of Office.

In the event of a developing region the Board may co-opt an individual Member from that region to act as the regional representative and to fulfil the duties normally associated with a Regional Committee Chairperson until such time as the region has developed and is capacitated to hold a regional member meeting.

4.2.2 REGIONAL REPRESENTATIVES COMMITTEE

In order to ensure and encourage adequate participation and representation on all levels as well as good governance a Regional Representatives Committee shall be established. The Regional Representatives Committee will be made up of all duly elected Regional Chairpersons within established regions and/or individual Members co-opted, to act as a Regional Representative, by the Board in developing regions.

Any duly elected Regional Chairperson, who is eligible to serve on the Board, may be elected by Voting Members who are his/her fellow Regional Chairs to the role of Chairperson: Regional Representatives Committee, providing he/she has served at least one (1) full term of office as a Regional Chairperson.

The Chairperson: Regional Representatives Committee is mandated to raise issues of mutual interest and to advocate on behalf of the regions in addition to fulfilling the normal duties of a Board member.

In the event that the role of Chairperson: Regional Representatives Committee becomes vacant for any reason, the Members of the Regional Representatives Committee, shall have the power to vote a fellow Member of the Regional Representatives Committee into this position.

5. MEETINGS

Registers of attendance and proper minutes shall be kept at all meetings of the Company and its Committees.

5.1 GENERAL MEETINGS

All General Meetings will take place as contemplated in the Company MOI, with at least fifteen (15) days notice. Notwithstanding aforementioned, any items for discussion shall reach the Executive tasked with Compliance at least five(5) days after notice of the meeting has been sent and a final agenda for such a General Meeting will be circulated at least five(5) days before the intended date of the General Meeting.

Each Member present, by its representative(s) or by proxy, shall be entitled to one (1) vote, or in the case of a Dual Staffing Agency to two (2) votes, and one (1) additional vote per region in which the Member is registered, and a vote for every ten (10) branches, subject to no Full Member being entitled to not more than five (5) votes.

To be valid, proxies in the prescribed form must be in the hands of the aforementioned Executive before the appointed time for the meeting to commence.

At an Annual General Meeting the Members shall receive a report of the outgoing Board and elect a new Board.

All questions arising at any meeting of the Company shall be decided upon by a majority of votes. Voting shall be by a show of hands or by ballot if so requested by a Member entitled to vote.

Should a ballot be requested President shall appoint two (2) or more scrutineers. The Executive tasked with Corporate Governance shall then ensure that a ballot paper is issued to each of those entitled to vote which the latter shall complete, fold and deposit in the ballot box or container provided for the purposes.

At all meetings, in cases where votes are equally divided, the President shall have a casting vote as a Member.

At least ten percent (10%) of the Members in good standing must be present by any combination of members present in person, by proxy or by acceptable electronic/technology based means to constitute a quorum at any General Meeting of the Federation.

A Member shall not be entitled to attend a General Meeting or vote by proxy if its subscriptions are in arrears.

Minutes of the AGM shall be made available for Members by no later than sixty (60) from date of the AGM.

5.2 BOARD MEETINGS

Board meetings may take place either face to face or virtually. There shall be six (6) Board Meetings per term of office of which at least two (2) Board Meetings shall be face to face meetings.

The Executive tasked with Corporate Governance shall send out an agenda for the Board Meeting at least five(5) days before the date of the meeting. Minutes must be kept of Board Meetings by aforementioned Executive and shall be distributed to the Board by no later than ten(10) days after the date of the meeting.

At least one third (1/3) of the Board, present at a meeting (virtually or in person), shall constitute a quorum.

Decisions shall carry by a majority vote. In the case of a tied vote the President shall have the deciding vote.

Failure by a Board Member to attend more than two(2) consecutive Board Meetings without an acceptable apology or more than four(4) Board Meetings, in any single term of office, with or without apology, in total shall be regarded as an automatic resignation from the Board by said Board Member. Such a resignation shall be communicated to the President by the Executive tasked with Corporate Governance and the President shall communicate acceptance of such a resignation to the Board Member concerned. In exceptional circumstances such a Board Member may address the Board of Directors on reasons why he/she should not be resigned.

Apologies must be recorded in writing with the executive tasked with Corporate Governance at least twenty four (24) hours before a meeting. Apologies recorded later than twenty four hours before a Board Meeting shall only be accepted in exceptional circumstances.

All reports must be submitted at least five (5) days before the meeting, irrespective of attendance or non-attendance by that Board member. If a Board members has nothing to report he/she shall send a report indicating this fact.

5.3 COMMITTEE MEETINGS

Committee meetings may take place either face to face or virtually. There shall be at least one (1) Committee Meeting per quarter.

The Committee Chairperson shall send out an agenda for the Committee Meeting at least five (5) days before the date of the meeting. Minutes must be kept of all Committee Meetings by the Committee Chairperson and shall be distributed to the Committee by no later than 10 (ten) days after the date of the meeting. A copy of the minutes must also be sent to the Executive tasked with Corporate Governance for safekeeping.

At least one third (1/3) of the Committee, present at a meeting (virtually or in person), shall constitute a quorum.

Decisions shall carry by a majority vote. In the case of a tied vote the Committee Chairperson shall have the deciding vote.

Failure by a Committee Member to attend two (2) consecutive Committee Meetings without an acceptable apology or three (3) Committee Meetings, with or without apology, in any single term of office, in total shall be regarded as an automatic resignation from the Committee by said Committee Member. Such a resignation shall be communicated to the Executive tasked with Corporate Governance and the Committee Chairperson shall communicate acceptance of such a resignation to the Committee Member concerned. In exceptional circumstances such a Committee Member may address the Committee and Executive tasked with Corporate Governance on reasons why he/she should not be resigned.

Apologies need to be recorded in writing with the Committee Chairperson at least twenty four (24) hours before a meeting. Apologies recorded later than twenty four (24) hours before a Committee Meeting shall only be accepted in exceptional circumstances.

6. CONTRACTS & DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Company must be signed by at least two (2) Board members in accordance to the Company Fiduciary Policy.

7. NON-DISCLOSURE AND PROTECTION OF CONFIDENTIALITY

All Directors, Committee members and staff of the Company will be required to sign and be bound by a non-disclosure agreement pertaining to knowledge and information acquired.

All information gathered and/or recorded about any Member will be kept strictly confidential, stored securely within the APSO Head Office and only used for the purposes expressly intended in accordance to prevailing legislation and Company policy.