

# CONSTITUTION

## ASSOCIATION OF PERSONNEL SERVICE ORGANISATIONS

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### 1 - NAME

The name of this association shall be the "ASSOCIATION OF PERSONNEL SERVICE ORGANISATIONS" and shall hereinafter be referred to as APSO.

### 2 - ADDRESS

The National Office is based in the magisterial district of Johannesburg in South Africa or at such place as may be decided by the Executive Committee from time to time.

The postal address is:

PostNet Suite 232  
Private Bag X4  
Bedfordview  
2008.

### 3 - EMBLEM

This is the Association's emblem. Any amendments hereto must be approved by the Members in General Meeting. It may be used by Members on stationery and advertising matter or otherwise, as may be sanctioned by the Executive Committee, to signify membership. The emblem shall be available only to members in good standing. The emblem, when used by Members for purposes of illustrating membership, may be of any colour on any colour background.



#### **4 - OBJECTS**

APSO is the arbiter of standards in the Labour Recruitment Industry in South Africa, comprising Private Employment and Temporary Employment Services, and its objects are:

- 4.1 To regulate relations between its Members.
- 4.2 To promote and protect the interests of its Members.
- 4.3 To protect the interests of clients and candidates of Members.
- 4.4 To promote, support, oppose or seek to influence proposed or existing legislation or other measures affecting the interest of Members.
- 4.5 To guard the reputation of Members and the Association.
- 4.6 To provide training and education by means of seminars, lectures, correspondence and training courses to ensure a minimum standard is achieved throughout the Industry.
- 4.7 To underwrite the right to equity as being the cornerstone of a democratic society and to endeavour to ensure that all its rules, policies and procedures are in line with such principles as set out in the Bill of Rights of the Constitution of the Republic of South Africa.
- 4.8 To support the spirit and objectives of Broad Based Black Economic Empowerment and related strategies, and to assist and encourage Members in setting and achieving objectives and targets.

#### **5 – CORPORATE STATUS**

##### **5.1 Association not for Gain**

APSO is constituted as an Association not for gain and its activities and funds shall be to achieve the above objects only.

##### **5.2 Section 21 Company**

The Association is and shall be registered as a Section 21 Company as provided for in the Companies Act No 61 of 1973 and can act and be acted against in its own name.

##### **5.3 Principle of free enterprise**

The Association accepts the principle of free enterprise and accordingly disassociates itself from any form of cartel, price or fee fixing or agreement on non-competitive terms of business.

##### **5.4 Separate Entity**

APSO is and shall continue to be a distinct and separate legal entity with the power to acquire, to hold, and to alienate property of every description whatsoever and with the capacity to acquire rights and obligations and having perpetual succession. The property and funds of APSO vest in APSO as a juristic person and no member of APSO shall be liable for its debts.

#### **6 - CODE OF ETHICAL & PROFESSIONAL PRACTICE**

The Code of Ethical & Professional Practice approved by Members in General Meeting shall, for the sake of convenience, be printed in a separate, self-contained document. It forms part of and is indivisible from this constitution and shall be fully binding upon all Members (See Appendix 1).

## **7 - MEMBERSHIP**

### **7.1 *Categories of Membership shall include:***

- 7.1.1 Full Members – which shall be individual companies, close corporations or business units;
- 7.1.2 Branch Members – which shall be branches of Full Members.
- 7.1.3 Corporate Affiliates – which shall be corporate entities that have a dedicated recruitment division.

### **7.2 *Eligibility for Membership and Representation***

All companies, firms and sole proprietors actively engaged in business in the Republic of South Africa as either Private Employment Offices (as defined in the Skills Development Act 1998) or Temporary Employment Services shall be eligible to apply for Full membership, provided that:

- 7.2.1 Private Employment Offices must be registered in terms of the Skills Development Act 1998. When applications for such registration are still pending, acceptance of application for membership shall be subject to confirmation when a Certificate of Registration is granted.
- 7.2.2 Membership of APSO shall be subject to all production/ operating staff, i.e. recruitment consultants, counsellors, interviewers, recruitment managers, temporary staff assigners and sales staff, but not necessarily administrative staff such as secretaries, payroll staff, receptionists, drivers - having passed, within 6 months of joining, a standard entrance examination set on behalf of APSO.
- 7.2.3 The applicant is prepared to undertake in writing to uphold the APSO Constitution and adhere to the Code of Ethical & Professional Practice, in the spirit as well as the letter.
- 7.2.4 The company applying for membership undertakes that their operational staff will write the APSO accreditation exam within 6 months of provisional acceptance of membership, unless they are excluded by meeting entry requirements approved by the Executive Committee. Membership will be confirmed when all these requirements have been complied with.

The provisos specified above for application for Full membership shall equally apply to Branch members and Corporate Affiliates.

Members shall be required to register all branches as Branch Members. Members operating in more than one region must register as Branch Members in each region in which they operate.

All Members shall, in any case, undertake that the terms of this Constitution and the Code of Ethical & Professional Practice shall be honoured by any of their branches within the recruitment industry whether or not those subsidiary or associate companies are members of APSO.

Membership shall be vested in companies or firms and not individuals except in the case of a sole proprietor. Full Members shall nominate a representative who shall represent that Member's interests in any Association matter. Members' staff may participate in any Association activity but may not address any Association meeting unless invited by the Chairperson thereof so to do and only the Full Member's nominated representative may vote on any matter. Proxies or deputies may be nominated for the purpose of any meeting by written notice to the Chairperson of that meeting.

### **7.3 Participation**

All persons, irrespective of race, colour, creed or gender, shall have the right, in whatever capacity, to participate in its structures and activities on a democratic basis.

### **7.4 New Members from Previously Disadvantaged Groups**

As part of its Black Economic Empowerment and Enterprise Development initiative APSO will assist new members in the form of capacity building and/or financial relief in respect of fees, at the discretion of the Executive Committee.

### **7.5 Rights of Members**

Members are entitled to all the rights and are subject to all obligations of Members as encompassed by this Constitution.

### **7.6 Application for Membership**

Applications for membership are to be submitted on the prescribed form together with the appropriate membership fees, for consideration by the Executive Committee.

Applicants for Membership shall become Members only after approval by the Executive Committee who shall advise the applicant within 60 days of the result of the application. Relative to an application for membership, the Executive is empowered to inspect premises and institute such enquiries as they may deem necessary, and in the event of non-acceptance of an applicant, shall not be obliged to give reasons for their decision.

A majority vote of the Executive Committee is required for approval on all applications for membership. In the event that the application for membership is unsuccessful, the full membership fees submitted shall be refunded.

### **7.7 Certificate of Membership**

All Members shall be provided with a Certificate of membership, signed and sealed by the President and Secretary. Such certificate may be exhibited in their offices. The certificate shall be and remains at all times the property of APSO to which it shall be returned immediately upon cessation of membership.

### **7.8 Change of Membership Particulars**

Members must notify the Secretary within 14 days of any change in their name, address, or other relevant details.

### **7.9 Termination of Membership**

7.9.1 A Member may terminate Membership by giving formal notice in writing to the Secretary on or before 30th June of each year.

7.9.2 Members may be expelled or suspended for just cause. Just cause shall be the violation of any rule in the - Code of Ethical & Professional Practice of the Association or of any act of conduct prejudicial to the interests of the Association or its Members. Suspension or expulsion shall be by not less than a two-thirds vote of the membership of the Executive Committee present and voting.

Members may only be suspended or expelled after having been given thirty days written notice of the charges and having had an opportunity to be heard before the Executive Committee.

## **8 - MEMBERSHIP FEES AND DISPOSITION OF FUNDS**

- 8.1 The entrance fee and annual subscription shall be determined by the Executive Committee.
- 8.2 Annual subscriptions fall due on July the 1st of each year, or on the Members' anniversary for those joining after July 2007, and are payable within a period of 30 days from the date of the invoice, except at the discretion of the Executive Committee.
- A Member may indicate to the Treasurer a wish to exercise a payment plan consisting of up to 12 monthly direct debits. This option will be subject to an admin fee.
- 8.3 Should an annual subscription fee be unpaid after 30 days of due date, the Treasurer shall forward a reminder letter by registered post to the Member concerned giving the Member thirty days notice that rights to membership shall cease if the subscription is not paid by the expiry of a further thirty day period. If payment is not received, a registered letter is to be sent to the defaulting Member confirming the cessation of membership. Should the defaulting member apply for membership again in the future, such membership will be at the discretion of the Executive Committee and will be conditional on full payment of the application fee and arrear amounts.
- 8.4 With respect to new Members, membership and entrance fees shall be submitted with the application form and shall be payable from the month of application.
- 8.5 Any new Member owned by representatives of a previously disadvantaged group may, at the discretion of the Executive Committee, receive discounts or other financial relief in respect of membership fees, seminars, workshops and examinations.
- 8.6 Should the Secretary not have received a Member's formal notice of termination of membership in writing by the 30th June of that year, then that Member shall be liable for a full year's subscription which falls due on the next day, i.e. 1st July of that year
- 8.7 The funds of the Association shall be expended only for carrying out the objects of the Association as described under Article 4.
- 8.8 All fees and subscriptions shall be paid to, and all monies for the purposes of the Association shall be held in the name of the Association. All monies not immediately required to be disbursed for the purpose of the Association shall be invested as directed by the Executive Committee.
- 8.9 Unless otherwise specifically authorised by at least a majority of two thirds of Members present at a General Meeting, the Executive Committee may not commit this Association to any expenditure or liability in excess of the amount of the Association's funds available at the time of such decision.

## **9 - SECTIONS**

- 9.1 With the approval of the Executive Committee, sections may be created when the interests of any group of Members will best be served by the existence of such a group. A Chairperson and Vice Chairperson of each Section shall be nominated and elected by a vote of Members of that group when the group is first formed and annually thereafter at the Annual General Meeting.

Dissolution of a Section must be approved by a majority of Members at a General Meeting.

- 9.2 The Chairperson of a Section shall call meetings of the group whenever the Members of that Section so desire. Minutes of all Section Meetings shall be recorded and submitted to the Executive Committee for approval and adoption.
- 9.3 Sections shall constitute an advisory body to the Executive on all matters concerning that group, and the Executive Committee shall give their recommendations due consideration. Any action requiring funds shall be considered in relation to the contributions of that Section towards the general funds. The Executive may approve the collection from Members of the Section of a special action fund if this becomes necessary and is so approved by the majority of the Members of such Section.
- 9.4 All policy decisions taken by a Section must have the approval of the Executive.
- 9.5 It shall be appropriate for Sections to recommend to the Executive particular Codes of Conduct for members within that Section, which shall be supplementary to, but not in conflict with, the Association's Code of Ethical & Professional Practice. The Codes of Conduct accepted by the Executive Committee shall become binding on all members of the Association pending ratification or otherwise at the next General Meeting of the Association.
- 9.6 Members shall be entitled to join any Section subject to compliance with each Section's approved Code of Conduct.
- 9.7 Rules pertaining to voting at General Meetings also apply to Section Meetings (see 10.5).

## **10 - GENERAL MEETINGS**

- 10.1 Twenty-eight days' notice convening General Meetings shall be given by the Secretary to all Members. Any matters for inclusion in the Agenda must be received by the Secretary in writing at least twenty-one days before a General Meeting. The Agenda shall be despatched to Members fourteen days before a General Meeting.
- 10.2 Each Full Member present - by its representative(s) or by proxy - shall be entitled to one vote for each section and/or region in which that Member is registered, and one vote for every ten branches, subject to no Full Member being entitled to more than five votes. To be valid, proxies, in the form prescribed, must be in the hands of the Secretary before the time appointed for the meeting to commence.
- 10.3 The Annual General Meeting of all Members shall be held within 60 days of the 1st of July each year. At such meetings the Members shall receive a report of the outgoing Executive Committee and elect a new Executive Committee.
- 10.4 The Executive Committee shall have the power to call an Extraordinary General Meeting by giving all Members at least fourteen days notice thereof.
- Upon a joint request to the Secretary by not less than five Members of the Association, an Extraordinary General Meeting shall be convened and held within a period of not more than twenty-one days from the date of receipt by the Secretary of such request in writing. Not less than fourteen days notice of such Extraordinary General Meeting shall be given to all Members by the Secretary.
- 10.5 All questions arising at any meeting of the Association shall be decided upon by a majority of votes. Voting shall be by a show of hands or by ballot if so requested by any Member entitled to vote. Members shall be entitled to propose changes to the Code of Ethical & Professional Practice which, if ratified by a majority of Members, must then be considered by the Executive Committee for their final approval.

Should a ballot be requested:

10.5.1 The Chairman shall appoint two or more scrutineers.

10.5.2 The Secretary 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 purpose.

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

10.6 At least 5% of the Members in good standing must be present in person to constitute a quorum at any General Meeting of the Association.

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

## **11 - MANAGEMENT OF THE ASSOCIATION**

### **11.1 *Executive Committee***

11.1.1 The affairs and management of the Association shall be administered by the Executive Committee.

11.1.2 The Executive Committee shall consist of representatives of Members who shall be proprietors, partners, directors or employees of Member firms, members of Close Corporations or permanent employees of APSO.

The Members of the Executive Committee shall include a President, Secretary, Treasurer, Chairperson of Ethics, Chairperson of Public Relations, Chairperson of the Government and Policy (GAP) Committee, one Representative (the Chairperson) from each of the Regional Committees, Chairperson of the Education Portfolio, and up to three Vice-Presidents. No person shall be eligible for election to the Executive until his or her Member firm has been in operation for at least one year.

At least three Members of the Executive Committee, namely the President, the Treasurer and the Chairman of Ethics, shall become directors of the company in terms of the Companies Act No 61 of 1973, during the term of their tenure.

11.1.3 Companies owned by representatives of previously disadvantaged groups will be encouraged to join APSO and to put forward representatives for election to the Executive Committee. If less than 50% of the elected members of the Executive Committee are representative of these groups, the Executive Committee is entitled and encouraged to co-opt additional members from those groups on to the Committee.

11.1.4 All Executive Committee members, including the Officers, shall be nominated and elected by the Members in Annual General Meeting.

Not more than two representatives of any Member company or group of companies may be elected to the Executive Committee save in the case where a Region elects a Chairman from a company or group of companies with two representatives already elected to the Committee. In such circumstances, a third representative from one company will be allowed. No company or group of companies may have more than three votes, regardless of the number of people holding office.

All retiring Executive members shall be eligible for re-election provided that the President shall hold the same office for no more than three consecutive years. Any period during the year immediately preceding a President's election in which the new President stood in for the Past President shall not be taken into account.

At the end of the three-year period referred to above, a President may be re-elected on an annual basis providing a majority of at least 50% of the total membership is received, except where there are no other nominated candidates for the post of President, in which case the incumbent may, by majority vote, serve temporarily in the post until a replacement is nominated and elected.

- 11.1.5 All Officers, Section and Regional Representatives on the Executive Committee shall be elected by the Members of the Association in Annual General Meeting for a term of one year.

Nominations for the Executive Committee must be submitted to the Secretary in writing before the Annual General Meeting. Specific proxies will be admissible. A list of nominations for the Executive Committee will be circulated to all Members prior to the Annual General Meeting.

- 11.1.6 The Executive Committee shall serve until their successors are elected.
- 11.1.7 Each elected member of the Executive Committee shall have one vote and the President shall have an additional vote to be exercised only in the event of a tie.
- 11.1.8 The Executive Committee shall have the power to co-opt anyone able to assist them in their deliberations to participate in meetings of the Executive Committee. A co-opted member shall have full voting rights for the period of co-option, or until the next Annual General Meeting.
- 11.1.9 Except as provided in this Constitution the duties of each Officer shall be those as by usage and custom have come to be associated with such office.
- 11.1.10 Not less than seven members of which not less than three being officers attending an Executive Committee Meeting shall constitute a quorum.
- 11.1.11 Vacancies on the Executive Committee may be filled by representatives of members elected by the Executive Committee to hold office for the remaining period for the member replaced, but the Members shall be notified of such replacement at the next General Meeting. The retiring President, if not elected to the Executive, shall automatically become an 'ex officio' member of the new Executive for the ensuing year. An 'ex officio' member shall enjoy the same rights as other elected members of the Executive Committee.
- 11.1.12 Any Officer or other member of the Executive Committee - or the whole of the Executive Committee - may be removed from office by a resolution of an Extraordinary General Meeting specifically called for the purpose, and in these circumstances, proceed to fill the vacancy or vacancies so caused.

Reinstatement of any Officer or other member of the Executive Committee - or the whole of the Executive Committee - may take place according to the procedure outlined in Clause 10.5 of this Constitution.

- 11.1.13 Meetings of the Executive Committee may be held at any time and place to be determined by the Executive Committee, provided that not less than five days notice shall be sent in writing to each Executive Committee member. No formal

notice shall be necessary if all committee members are present at the meeting or waive notice thereof in writing.

11.1.14 Members of the Executive Committee, other than the Vice Chairperson of the Sections, are expected to attend all meetings of the Committee. Should they be unable to do so, they may present a timeous apology to the Secretary and, further, should they be required to have presented a Report on their area of activity or responsibility to that Meeting, then they must submit a written report to the Secretary in time for the presentation at that Meeting.

11.1.15 Should a member of the Executive Committee miss three (3) consecutive meetings with or without prior notice, they will automatically be deemed as having resigned from the Committee, except at the discretion of the Executive Committee.

### **11.2 Sections**

11.2.1 Each Section shall elect its own Chairperson, who shall represent the Section on the Executive Committee. Should a Section be composed of more than 10 members, the Vice Chairperson of that Section shall be an alternative member of the Executive Committee.

11.2.2 Each Section may form a sub-committee to assist with sectional activities.

### **11.3 Regions**

11.3.1 Each Region shall elect its own regional Chairperson. The Regional Chairperson shall be domiciled within the Region he represents and can only be nominated and elected by Members who are registered as Members in the same Region as the Regional Chairperson.

11.3.2 Each Region shall form a Regional Committee to facilitate regional activities.

11.3.3 Each Region shall hold a general meeting prior to the APSO Annual General Meeting, to elect their Chairperson, Vice Chairperson and Secretary/Treasurer. The rules pertaining to General Meetings (Article 10) shall also apply to Regional general meetings.

### **11.4 Staff**

The Executive Committee shall have the authority to employ and administer such full-time employees and additional temporary staff as, in their judgment, the needs of APSO or the Education Institute may dictate.

An Executive Director may be appointed by the Executive Committee to have overall responsibility for the management of the Association and the terms and conditions of employment will be at the discretion of the Executive Committee. The National Administration Manager will report to the Executive Director and be responsible for the administration of the organisation.

## **12 - MINUTES**

Minutes shall be kept by the Secretary of all Executive, General and Extraordinary General Meetings. Minutes of all General Meetings shall be despatched to all Members within one calendar month after

the meeting. Minutes of Executive Committee Meetings shall be despatched within a reasonable time of the meetings.

### **13 - FINANCIAL YEAR**

The financial year shall commence on 1st July and end on the 30th June in each year.

### **14 - BOOKS OF ACCOUNT**

Proper accounts and books shall be kept of all income and expenditure, and an Income and Expenditure Statement and a Balance Sheet shall be submitted at each Annual General Meeting. Such accounts shall be certified by the President and Treasurer, after being duly audited and certified by public accountants.

### **15 - CONTRACTS AND DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by any two nominated executive committee members, but in all cases one of the signatories must be either the President or the Treasurer. In the case of contracts, these must have the approval of the Executive Committee and so signed shall be binding upon the Association.

### **16 - INTERESTS OF MEMBERS THREATENED**

Where the special interest of any Section or specific group of its Members is threatened from any source, or is the subject of comment, consideration, investigation or litigation by any body or authority whatsoever, the Executive Committee shall be free to involve itself, and if necessary, to co-opt a representative or representatives, selected by the Members of that group or category affected, to participate in the deliberations of the Executive Committee on the matter and to be included in any representations entered into by the Executive.

### **17 - ETHICAL CONDUCT**

- 17.1 The Executive Committee shall have the authority to appoint an Ethics Committee, consisting of at least five delegates, made up of the Executive Director and elected members of the Executive Committee. If necessary, impartial outsiders may be paid to serve on the Ethics Committee.
- 17.2 The Executive Committee shall have the authority to elect an Ethics Committee in each Region which will consist of the Regional Chairperson and up to 5 (five) members of the Regional Sub-committee. If necessary, impartial outsiders may be paid to serve on that committee.
- 17.3 An Ethics Committee quorum will be 5 (five) at a national level and 3 (three) at a regional level.
- 17.4 In the case of dispute between Members, the Ethics Committee shall act as arbitrator if so agreed by all parties, except in the case of fee disputes where such arbitration shall be mandatory, and its decision will be binding subject to the right of appeal. In the case of a dispute between Members and others, the Ethics Committee shall act as an Arbitrator if so requested in writing by all parties.
- 17.5 The Ethics Committee shall have authority to call upon any Member for an explanation of any complaint made against that Member. Should a Member complained about be

represented on either the Executive or Ethics Committee, that representative shall temporarily vacate his or her seat on the relevant Committee investigating the complaint.

#### **18 - AMENDMENTS TO THE CONSTITUTION**

Amendments to the Constitution shall be by majority vote of not less than two-thirds of those present at a General Meeting, but notice thereof must appear in the Agenda sent in advance of the Meeting.

#### **19 - EXCLUSION OF LIABILITY AND INDEMNITY**

Each member of APSO shall, at all times, hold APSO, members of the Executive Committee and all Members of APSO indemnified against and harmless from and shall in no manner whatsoever seek to hold any of them liable for any injury, loss or damage suffered by such Member of APSO as a result of personal injury or patrimonial loss arising directly or indirectly from the participation of any person in any activity, or any action, of APSO or any of the Members of APSO whether or not such injury, loss or damage can be attributed directly or indirectly to negligence of whatsoever nature or degree on the part of APSO, any Member of APSO, and/or any of their officials, employees and/or agents.

#### **20 - DISSOLUTION OF ASSOCIATION**

APSO may be dissolved by consent of 75% of the paid up Members voting in ballot of all Members for that purpose. Any assets remaining after the satisfaction of all its liabilities at the time of the dissolution shall be given or transferred to some other association or institution having similar objects to APSO, to be determined by the Members of APSO at a special general meeting or, failing such determination, by the Court.

#### **21 - GENERAL**

All matters of procedure or otherwise on which this Constitution is silent shall be guided by common practice or shall be decided on a motion by a majority vote of the Members present at a General Meeting.