

RECRUITMENT & CONSULTING SERVICES ASSOCIATION LIMITED
AUSTRALIA & NEW ZEALAND

RCSA BY-LAWS



**RECRUITMENT & CONSULTING
SERVICES ASSOCIATION**
AUSTRALIA & NEW ZEALAND

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Interpretation

CEO: Wherever reference is made in these By-Laws to the CEO, the reference will be taken to include the CEO's duly authorised delegates.

Membership Extension Principle: For the purposes of applying the Membership Extension Principle:

- i. **“business”** includes a distinct part of a business operating under a separate business name, whether registered or not;
- ii. **“related entity”** means any entity engaged in the supply of labour on-hire, recruitment, contracting or consulting services with regard to which the applicant represents that it has, or has given or has established any sponsorship, approval or affiliation.

1. Corporate Membership

In recognition of the different business models and structures used within the industry, the following provisions contained in By-Law 1 apply to applications for Corporate Membership.

1.1. Criteria for Corporate Membership:

- a. Only a corporation (or a Crown agency) that is substantially engaged (or maintains a department or division that is substantially engaged) in the supply (including the supply to “internal clients” of the corporation or agency) of labour on-hire, recruitment, contracting or consulting services is eligible for Corporate Membership under this Part. A person not so engaged, but otherwise entitled to apply for Corporate Membership under the Constitution, may apply instead for membership as an RCSA Supporter under Part 4 of these By Laws.
- b. Subject to compliance with competition laws, an applicant for Corporate Membership may be required to apply for membership in respect of all (or other) businesses, which it conducts and in respect of all (or other) of its related entities that are substantially engaged in the supply of labour on-hire, recruitment, contracting or consulting services (**“Membership Extension Principle”**).
- c. An applicant for Corporate Membership may be required to apply for membership, and assessed for fees, with regard to each office and jurisdiction within Australia and New Zealand in which it carries on business whether it maintains a physical presence there or not.
- d. An applicant for Corporate Membership must supply RCSA, so far as it may reasonably require, with all relevant information with regard to related entities or businesses conducted by it within Australia and New Zealand, that are involved in the on-hire, recruitment, contracting and consulting industry for correct Membership category assessment by the CEO for recommendation to the Corporate Membership Accreditation Panel (**“CMAP”**). Each year on renewal Members must confirm / amend such information as part of the renewal process. Failure to do so or the provision of incorrect information may result in rejection of an application for Membership or non-renewal of a Membership.
- e. It is a condition of Corporate Membership that the Corporate Member:
 - i. maintains, at all times, an effective subscription to RCSA's corporate communications including its electronic communications; and
 - ii. ensures that its Corporate representatives and any staff having a responsibility for the supply of an Employment Service have undertaken and satisfactorily completed any mandatory Code Training component of RCSA's Continuing Professional Development program prior to exercising such responsibility and at least once in each twelve month period thereafter; and
 - iii. has on staff and available during all times when the Corporate Member is open for business, an Executive Director, owner/ operator or senior manager working within the corporation, who has a minimum of 2 years' relevant, recent and ongoing recruitment industry experience or such other formal qualifications as RCSA may stipulate as a condition of membership

In this context, Corporate Members need to be aware that RCSA's Code, Principle 7 — *Professional Knowledge* provides:

1. *Members must work diligently to develop and maintain a satisfactory and up to date level of relevant professional knowledge and, where required by RCSA's By-Laws, maintain a Continuing Professional Development program to the level prescribed by the RCSA Levels and Criteria of Professional Membership issued from time to time.*
2. *Members must ensure that their staff are adequately trained and skilled to undertake their responsibilities.*

In some jurisdictions, Members may have corresponding statutory duties.

1.2. Corporate Membership

a. Multiple Businesses conducted by the One Entity

An applicant for Corporate membership that conducts business under different brand names may be required to be part of a Group Corporate Membership — with all the ensuing benefits of Membership.

b. Related Entities

A membership certificate may be issued as a Group Corporate Membership Certificate to the members of a Corporate Group.

c. Corporate Members with Virtual Operations/Networks

Applicants for Corporate Membership, whose business model or structure includes virtual operators in Australia or New Zealand, must indicate, in their membership application, those jurisdictions where they carry on business. The RCSA CEO will review such applications and make recommendations to the CMAP based on the review.

d. International Corporate Members with international locations (other than New Zealand)

Eligible applicants for Corporate Membership, who have offices outside Australia and New Zealand, may apply for Corporate Membership in the appropriate category and may (but it is not mandatory) choose to include those overseas offices as part of a group membership; PROVIDED that in any such case they agree to submit to the laws of Australia and the jurisdiction of Australian Courts in respect of any dispute or matter arising in connection with their membership.

e. Franchises

- iv. Subject to compliance with competition laws, when a franchisee that has the same brand as other franchisees or its franchisor applies for Membership, all franchisees within the franchise group in Australia and New Zealand may be required to apply for Membership, with each franchisee completing a separate application.
- v. Group Corporate Membership can be negotiated but franchisees must be admitted separately and commit to Membership responsibility.
- vi. It is incumbent upon the franchisor, where it is the applicant, to assist RCSA to facilitate this process with its franchisees so that the Membership process is as efficient as possible.

f. Membership Extension Exceptions

- i. If a case is made by an applicant for Corporate Membership for an exception to the Membership Extension Principle and is accepted by the CMAP and ratified by the Board, the exception is deemed to be approved for that Member only.
- ii. An exception may be granted in any case where an applicant for membership can demonstrate to the satisfaction of RCSA:
 - A. that it has arrangements in place (including training arrangements) reasonably sufficient to secure compliance of any business, related entity, virtual operator, overseas office, franchisee, or downstream supplier to whom or to which the Membership Extension Principle would apply but for the exception (**“Subordinates”**); or
 - B. that, if required by RCSA, it will be answerable for and remain liable to the imposition of sanctions in respect of the conduct of any Subordinate whose conduct is inconsistent with the Code.

1.3. Single Jurisdiction / Single Office Membership

Applicants for Corporate Membership in this category need to head count all staff in the entity for the purpose of Membership classification.

1.4. Region Membership

Members will be identified as Region Members if their principal place of business is more than 70km outside the Central Business District (**“CBD”**) of the capital or principal city of any State or Territory in Australia in which they carry on business; or more than 70km outside the CBD of the Council Seat of any Region or Unitary Authority in New Zealand in which they carry on business. In all other cases, entities will be identified as CBD Members.

1.5. Membership Classification

Single Jurisdiction Members	Category	No Staff (direct hire total)
All Members	I	1- 3
CBD Members	H1	4- 10
CBD Members	H	11 +
Region Members	G1	4- 10
Region Members	G	11 +
1 Aust & 1 NZ Office	F1	-

Multiple Jurisdiction Members	Category	No Staff (direct hire total)
Multiple Offices in 1 RCSA Region	F	
Offices across 2 RCSA Regions	E1	1- 5
Offices across 2 RCSA Regions	E	6+
Offices across 3 RCSA Regions	D1	1- 5
Offices across 3 RCSA Regions	D	6+
Offices across 4 RCSA Regions	C1	1- 5
Offices across 4 RCSA Regions	C	6+
Offices across 5 RCSA Regions	B1	1- 5
Offices across 5 RCSA Regions	B	6+
Offices across 6 RCSA Regions	A1	1- 10
Offices across 6 RCSA Regions	A	11 +

1.6. Membership Fees

- The fee structure is based on the Membership classification and is agreed after the Membership application, ASIC Register and applicant's listing in commercial spaces (website, directories, telephone listings etc.) have been reviewed by the CEO.
- Region Members (By Law 1.4) with 4 — 10 staff will attract a fee of 80% of H1 (By Law 1.5).
- Region Members with greater than 11 staff attract a fee of 80% of H (By Law 1.5).
- All Region Members employing up to 3 staff will be classified under category I. This is the minimum Corporate Membership fee available.
- The Membership fees are determined by the RCSA Board and reviewed annually.

1.7. Application Fees

A non-refundable application fee is to be paid for each Membership application in the various categories.

1.8. Non Payment of Fees

- a. Any Member that has not paid membership fees, or any levy required to be paid in the same manner and subject to the same consequences as for non-payment of membership fees, within 14 days from the due date for payment will be served a reminder to pay all outstanding sums.
- b. Any Member that has not paid membership fees, or any levy required to be paid in the same manner and subject to the same consequences as for non-payment of fees, within 14 days from the date of receiving a reminder notice will be served a final notice to pay outstanding sums.
- c. Any Member that has not paid membership fees by the date notified in the final notice will be deemed to have declined to renew membership or evinced an intention no longer to be a member (as the case may be), and may be removed from the Register.
- d. If a person who has been removed from the Register under the preceding paragraph:
 - i. applies for reinstatement of membership within twelve months of removal from the Register; and
 - ii. pays all outstanding membership renewal fees and levies; and
 - iii. pays in advance membership renewal fees for the year next following the person's removal from the Register; and
 - iv. completes RCSA's Code training within the period of one month prior to reinstatement; and
 - v. complies with such further requirements as the Board may determine

the person may be reinstated to membership and the person's name restored to the Register.

1.9. Membership Information Changes

a. Change of Ownership, Brand or Delegate

- i. In these By-Laws, "brand" includes any business name, whether registered or not, as well as any common element used in a business name to indicate an affiliation or association that exists between businesses.
- ii. Membership certificates are not transferable and remain the property of the RCSA. When a Member changes (including the making of a partial change) its ownership or its brand, it is incumbent upon the Member to notify the RCSA of any changes within 14 days. The Membership certificate is to be returned, together with the information requested in the change of details form within a further 14 days. The Membership will then be reviewed by the CEO for continuity, and upon approval, a Membership certificate will be reissued.

b. Other Data Changes

- i. Any other changes to information in the membership, including other changes to management or control must be provided by the Member to the RCSA by completing a Change of Details Form and forwarded to the RCSA within 30 days of the change.

1.10. Objections to Membership

- a. Objections will only be considered when they are made in writing and contain specific allegations against a potential Member and/or current Member.
- b. If an objection is raised to a Member, or potential Member, the CMAP must examine the validity of the objection and, if necessary, request a Region Council to further investigate the objection, and if appropriate, give a hearing to both parties, and forward a recommendation to the RCSA Board for determination, or if the objection falls within Disciplinary & Dispute Resolution Procedure then the matter should be referred to the Ethics Registrar.

2. Accredited Members

The *RCSA Professional Accreditation Framework* allows for two key categories of individual membership: Professional Membership; and Non-Professional membership (Associate).

2.1. Facilitation of Membership

In recognition of the different roles consultants undertake in this industry and the many pathways to qualifications, the procedures and regulations in this By-Law may be applied from time to time by the Consultant Accreditation Panel (“CAP”) to accredit individuals and admit them into the Members Register upon acceptance by the Board and payment of the required fees.

2.2. Accredited Membership

- a. Any natural person, who has been accredited by the CAP, may upon acceptance and payment of the prescribed fee, be registered as an Accredited Member of the Association. These By-Laws also provide for the bestowing of Honorary membership upon an individual.
- b. An Accredited Member shall be classed, in accordance with and consistently with definitions contained in the RCSA Levels and Criteria of Professional Membership and the RCSA Professional Accreditation Framework as issued from time to time, and, at the time of issuance of these By-Laws, as one of the following:
 - i. an Accredited Professional;
 - ii. a Member
 - iii. a Fellow;
 - iv. a Life Fellow;
 - v. an Honorary Member, being a person selected by the Board from time-to-time at their discretion, as a person who is of acknowledged eminence in some activity related to the on-hire/recruitment industry or, who by reason of position, eminence or experience, has rendered outstanding assistance over a long period in promoting the objectives of the Association and for whom CPD maintenance is not applicable. Honorary Membership is not a category of Professional Membership;
 - vi. a Non-Professional Member (“Associate”).
- c. The following post-nominals will be awarded:

<i>Accredited Professional</i>	<i>APRCSA</i>
<i>Member</i>	<i>MRCSA</i>
<i>Fellow Member</i>	<i>FRCSA</i>
<i>Life Fellow</i>	<i>FRCSA (Life)</i>

2.3. Membership Fees

- a. Professional Members (other than Life and Honorary) will pay a fee annually to maintain the monitoring of their professional recognition program.
- b. Non-Professional Members (Associates) will pay a fee annually to maintain their registration.
- c. If an Accredited Member has not paid Membership fees as required following the receipt of due reminder notices, then the Member will be deemed to have declined to renew membership or evinced an intention no longer to be a member and may be removed from the Register, whereupon the person so removed shall cease to be an Accredited Member.
- d. If a person who has been removed from the Register under the preceding paragraph:
 - i. applies for reinstatement of membership and accreditation within twelve months of removal from the Register; and
 - ii. pays all outstanding membership renewal fees; and
 - iii. pays in advance membership renewal fees for the year next following the person's removal from the Register; and
 - iv. completes RCSA's Code training within the period of one month prior to reinstatement; and
 - v. complies with such further requirements (including any Continuing Professional Development requirements) as the Board may determine

the person may be reinstated to membership and accreditation (as the case may be) and the person's name restored to the Register.

2.4. Professional Renewal (other than Life & Honorary)

- a. Each year Professional Members (other than Life and Honorary) will be required to renew their commitment to the continuing professional development program ("CPD Commitment") and demonstrate that they have maintained a Continuing Professional Development program ("CPD Maintenance") to the level prescribed by the RCSA Levels and Criteria of Professional Membership issued from time to time.
- b. Professional Members (other than Life and Honorary) will be sent a 90 day reminder on their CPD Commitment and CPD Maintenance requirements; and a 30 day reminder before the expiry date of their registration as a Professional Member.
- c. Should the required CPD Commitment not be renewed, or should the Member be unable to demonstrate that he/she has maintained the required Continuing Professional Development Program, then the Accreditation will be deemed expired and the individual may need to re-apply for assessment by the CAP.

2.5. Information Changes

a. Change of Name

Accreditation certificates are not transferable and remain the property of the RCSA. When an Accredited Member changes his/her name, it is incumbent upon the Member to notify the RCSA Head office of any changes within 14 days. The Accreditation certificate is to be returned, together with the evidence of the name change e.g. (Marriage Certificate) within a further 14 days. The Accreditation will then be reviewed by the CAP for continuity, and upon approval, an Accreditation certificate will be reissued.

b. Other Data Changes

Any other changes to information in respect to the Accredited Member must be provided by the individual to the RCSA by completing a change of details form and forwarded to RCSA Head Office within 30 days of the change.

2.6. Previous Members

Former Professional Members and non-financial Professional Members (i.e. Members who have been suspended pursuant to paragraph 2.8(d) of the RCSA Constitution) are not permitted to use their post-nominals on any stationery, advertising material or website.

2.7. Objections to Membership

- a. Objections will only be considered when they are made in writing and contain specific allegations against a potential Accredited Member and/or current Accredited Member. An objection may be raised by RCSA's Ethics Registrar on the basis of information that was lawfully collected in connection with the handling of any matter dealt with under RCSA's Disciplinary & Dispute Resolution Procedure, and which may lawfully be retained, used and disclosed in connection with membership applications.
- b. If an objection is raised to an Accredited Member, or potential Accredited Member, the CAP must examine the validity of the objection and, if appropriate, authorise a further investigation of the objection, and if appropriate, give a hearing to both parties, and forward a recommendation to the RCSA Board for determination; or if the objection falls within the Disciplinary & Dispute Resolution Procedure then the matter should be referred to the Ethics Registrar.

3. RCSA Councils, Committees & Special Interest Groups

3.1. Application

- a. Unless otherwise stated, all provisions in these By-Laws that relate to Region Councils apply (subject to any relevant Terms of Reference and with the necessary changes to terminology) to sub-Region Councils, Member Group Councils, Committees, sub Committees and Special Interest Groups.
- b. Councils, Committees, sub Committees and Special Interest Group formed under these By-Laws will operate in accordance with Terms of Reference established from time to time by the Board.

3.2. Election of Region Councillors

- a. Each Region shall have a Region Council to assist the Board in the management and control of the Association. This Council will consist of a Chair, two Vice Chairs and Councillors as specified in its Terms of Reference.
- b. Members eligible to vote under the Constitution shall, for their respective Regions, elect a Region Council that ensures Accredited Members are equitably represented following, as nearly as is practicable, the procedures contained in the Constitution for the election of two Individual Members and Corporate Representatives. Additional Members, can be chosen from amongst the Professional Members or the Corporate Representatives and co-opted to the Region Council. The Board may additionally appoint two members.
- c. The Region Chair in consultation with the CEO may vary the requirements of 3.2. (b) to ensure the formation of a workable Region Council.
- d. Nominations of candidates for election to a Region Council shall:
 - i. be made in writing, signed by two Members of the relevant Region and Membership class and accompanied by the written consent of the candidate which may be endorsed on the form of nomination; and
 - ii. be delivered to the RCSA not less than 30 days before the date fixed for the holding of the RCSA Annual General Meeting.
- e. RCSA shall forward nomination forms to all Corporate Representatives and Accredited Members for the purpose of nominating candidates, giving a period of 14 days' notice of the closing date for nominations to be received in accordance with By Law 3.2(c).
- f. If insufficient nominations are received to fill all vacancies for elected positions on the Region Council, the candidates nominated shall be deemed elected.
- g. If the number of nominations received is equal to the number of vacancies for elected positions to be filled, the person nominated shall be deemed to be elected.
- h. If the number of nominations exceeds the number of vacancies for elected positions to be filled, a ballot shall be held. The ballot for the election of Members of the Region Council shall be conducted via post or electronic means.
- i. Within 14 days after the election and appointment of a Region Council, the elected and appointed Members shall conduct a Region Council meeting and shall elect from their number the various office bearers in accordance with By Law 3.2(a).
- j. The nomination for the appointment as a Director to the Board shall be minuted and notified to the Company Secretary 14 days prior to the date of the RCSA Annual General Meeting.

- k. Each Region Council will report directly to the Board, although they may request a Member of the Board to present any Region report to the Board if they so desire.
- l. A Region Council may delegate any of its powers and/or functions to one or more Committees or sub-Committees consisting of one or more Members of the relevant Region Council and such other Members of the relevant Region as the Board think fit. Any Committee or sub-Committee so formed shall conform to any regulations that may be imposed by the Board.
- m. Each Region Council must establish further Committees and sub-Committees as required by the Board.

3.3 Length of Service

- a. Commencing from the date of the Annual General Meeting for 2012 elected, appointed and co-opted members of the Region Council shall hold office for the same term as applies to the election, appointment and co-option, as the case may be, of Directors under the Constitution.
- b. The Region Chair in consultation with the CEO may vary the requirements of 3.3. (a) to ensure the formation of a workable Region Council.

3.4. Conflict of Interest

- a. Region Councillors must: -
 - i. disclose to the Council actual or potential conflicts of interest which may exist or might be reasonably be thought to exist between the interests of the party or its seconded personnel and the interests of the other parties in carrying out the activities of the Association and
 - ii. at the request of the Council within seven (7) days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.
- b. If a party cannot or is unwilling to remove a conflict of interest as required then he/she must absent themselves from the room during discussion of matters to which the conflict relates. This exit and entry should be recorded in the minutes.
- c. Region Councillors will indicate to the Chairperson any potential conflict of interest situation as soon as it arises.
- d. The same requirement will exist for related party transactions. Related party transactions include any financial transactions with the Association at any level. Related party transactions will be reported in writing to each RCSA Board meeting.

3.5. Council Meetings Meeting Frequency, Time, Place and Attendees

- a. Unless otherwise provided in its Terms of Reference, a Region Council will meet at least on a quarterly basis face to face or by teleconference or other means.
- b. Additional Region Council meetings can be convened when:
 - i. the Council or the Chair determines; or
 - ii. three Council Members call a meeting.

In such situations, a minimum of seven days' notice must be given.

- c. Meetings will occur at a venue determined by the Chair.

4. RCSA Supporter

4.1. Criteria for RCSA Supporter

Any Company, not eligible for corporate membership under Part 1 of these By Laws, who provides a service to the on-hire recruitment, contracting and consulting industry who agrees in writing to be bound by and comply with the Constitution and the By Laws of the Association and is eligible under the By Laws to be a Supporter, can apply to be an RCSA Supporter.

4.2. Supporter Entitlements

Supporters shall not be entitled to vote at any General Meetings appoint a Corporate representative or sit on a Region Council or the Board unless by special resolution of the Board

4.3 Supporter Fees

- a. The Supporter fees are determined by the RCSA Board and reviewed annually.
- b. Any Supporter that has not paid Supporter fees after one month from the due date for payment of such fees will be served a reminder to pay all outstanding fees.
- c. Any Supporter that has not paid Supporter fees after one month from the date of receiving a reminder notice will be served a final notice to pay outstanding fees. If any fees shall remain unpaid for a period of 14 days after the final notice is served to a Supporter by the Association the Supporter at the discretion of the Board will be barred by resolution of the Board from representing that it is a Supporter notwithstanding that the Board may reinstate the Supporter on payment of all arrears if the Board thinks fit to do so.