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South Africa

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**BPESA CONSTITUTION 2019**

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## 1. NAME

The organisation hereby constituted is registered as BPESA and trades as BPESA NPC (hereinafter referred to as the Entity).

## 2. REGISTERED OFFICE

The registered office for BPESA is Mazars House, Rialto Road, Century City, 7441, Western Cape.

## 3. THE ENTITY

The entity shall:

- 3.1 Exist in its own right, separately from its members.
- 3.2 Continue to exist even when its membership changes and office bearers change.
- 3.3 Be able to own property and other possessions.
- 3.4 Be able to sue and be sued in its own name.

## 4. TRADEMARK

The BPESA name is a registered trademark (Class 35). All partners, members and affiliates may make use of the BPESA trademark under agreement with BPESA NPC directly. Any use of the BPESA brand and trademark is at the sole discretion of, and with permission, from BPESA.

## 5. PURPOSE

BPESA is the recognised Industry Body and Trade Association for the Global Business Services (GBS) Sector in South Africa. As a not for profit entity, BPESA was established to promote trade and serve the interests of its members and many stakeholder groups engaged in the development, growth and sustaining of this vibrant sector that cuts across many industry verticals of the economy.

## 6. OBJECTIVES

- 6.1 To target international and domestic captives and outsourcing operators; vendors supplying enabling capabilities and services to the sector; and the international clients whose customers are serviced from South Africa.

- 6.2 To deliver services in partnership with Government, at all levels, and various not for profit organisations including social enterprises and the professional bodies that amongst others support contact centre services, finance and accounting services, legal services, digital and IT services, HR services and knowledge services.
- 6.3 To provide access for its members to other business networks and associations that drive and influence the sectors transition into the digital economy.
- 6.4 To ensure knowledge is shared, best practices are identified and advocated, and business networks established to enhance productivity and global competitiveness in an ever-changing world.

## 7. STRUCTURE

The Entity will have Directors, a CEO, a Board, an Executive Committee (EXCO), an Operational Team, paying and non-paying Members.

Where other entities exist or are formed, serving under the umbrella of BPESA and using the brand of BPESA, they shall subscribe to and adhere to this constitution in its entirety regardless of any constitution of their own.

## 8. DIRECTORS

- 8.1 Directors are the individuals who are registered with the CIPC – companies and intellectual properties commission and these may change from time to time.
- 8.2 Directors do not have to be active board members.
- 8.3 Directors other than the CEO are not remunerated for their role or time.
- 8.4 Directors are bank signatories for the Entities bank account.
- 8.5 Directors are appointed by and take their mandate from the Board.
- 8.6 A minimum of (3) three Directors is required.

## 9. BOARD

- 9.1 The Entities founding Board as established in November 2018 consists of;
  - i. Two Non-voted permanent roles, which will remain allocated to the dti and Harambee for the term of the MOA signed between the parties
  - ii. The CEO as a permanent role
  - iii. Two members voted by incumbent board executives

- iv. Two members nominated and voted for by the Entities paid-up member base
- 9.2 The Board has representatives from National Government, funding and strategic national partners, representatives from active regions, representatives from Captives, Outsourcers and vendors
- 9.3 Future Boards will consist of;
- i. Two Non-voted permanent roles, which will remain allocated to the dti and Harambee for the term of the MOA signed between the parties
  - ii. The CEO as a permanent role
  - iii. Four members nominated and voted for by the Entities paid-up member base
- 9.4 The Board has a minimum of 7 (seven) members and a maximum of 10 (ten).
- 9.5 No one entity may have more than one employee represented on the Board, unless agreed to by the incumbent Board.
- 9.6 The Chairperson is voted by the Board from the Board for a two-year period.
- 9.7 Where the Chairperson is unable to attend a meeting, the chairperson shall have the power to delegate the chairmanship to another Board Member for the meeting.
- 9.8 The CEO shall be appointed by the Board for a term to be determined by the Board.
- 9.9 The CEO shall be vested with the management of the Entity according to the policies of the Board and decisions made by the Board.
- 9.10 The CEO is a Board Member.
- 9.11 The CEO may vote.
- 9.12 Board members may stand for a maximum of a two consecutive terms (two years) period, unless in a permanent staff role or representing a pre-determined stakeholder group such as government and strategic partners, and shall, at the expiry of his term of office be eligible for re-election.
- 9.13 The Board consists of both Directors and Non-Directors.

- 9.14 The Board may consist of members and non-members with no more than 25% of the Board being non-members.
- 9.15 Board Members do not hold portfolios.
- 9.16 Where a Board member may resign, step down willingly or unwillingly, a replacement Board member will be nominated and appointed by the incumbent Board. In such cases, each Board member will be requested to put forward one nomination with a suitable motivation in writing to the CEO who will present the list of nominees to the Chairperson of the Board. The Chairperson will facilitate a discussion with other Board members until either a consensus is reached for the new member or until a new member is appointed by way of majority vote.
- 9.17 The Board will host quarterly meetings.
- 9.18 Where a Board member misses two consecutive Board meetings without due reason and apology, the Board member will be asked to step down.
- 9.19 The Board makes consensus decisions. Where a consensus cannot be reached, a voting process will ensue, and the majority vote will stand.
- 9.20 Voting requires a quorum which consists of fifty percent (50%) plus one (1).
- 9.21 Voting may take place in person or virtually.
- 9.22 The Chairperson may vote.
- 9.23 Where a decision / resolution is decided by the Board and impacts the regions, the CEO will be responsible for communicating the decision to the regions.
- 9.24 Where Regional Offices do not accept the decision / resolution of the Board, the Chairperson of the Entities Board will engage the Chairperson of the Regional Board (where one exists) in order to resolve.
- 9.25 Where a Board member breaches the Entities Code of Conduct, the Board Member will be asked to resign.
- 9.26 No Board member is entitled to special treatment and will be engaged in the same manner as all of the Entities members.

- 9.27 Board Members are not remunerated for their role or time.
- 9.28 Board Members are automatically bound by the entities Non-Disclosure and Confidentiality.
- 9.29 Agreement when accepting the office bearer role and all any information discussed within and between Board members will remain confidential, unless otherwise specified by the Chairperson.
- 9.30 Board members may not share any of the Entities written collateral beyond Board engagements.
- 9.31 A breach of 8.30 and 8.31 by a Board Member would be regarded as very serious and the Entity would be entitled to take action, legal or otherwise
- 9.32 Board members will be measured against the Boards Commitment and agreed contribution annually by the CEO and Chairperson. Board Members failing to meet agreed commitment and contribution will be asked to step down.
- 9.33 Any Board Member who has a grievance against another Board Member must submit their grievance and evidence in writing to the Chairperson and CEO. The Chairperson and CEO will follow due process in resolving the grievance.
- 9.34 The Board approves the annual budget.
- 9.35 The Chairperson may (and on the request of any two or more Directors shall) at any time convene a special meeting of the Board of Directors. Not less than five calendar days' notice in writing shall be given of the date, time and place of any meeting of the Board of Directors (virtual or on person), together with an indication of the business to be addressed at such special meeting.
- 9.36 The Board of Directors shall:
- i. promote the aims and objectives of the entity
  - ii. provide inputs to the business and affairs of the entity
  - iii. provide oversight and ensure compliance with, as well as promote, the aims of the entity
  - iv. provide strategic direction for the Entity
  - v. represent the members and sector stakeholders without bias or favour
  - vi. attend the quarterly Board meetings and AGM and if requested SGM
  - vii. Be timeous and responsive to all requests of the Entity

- 9.37 No Board member may be represented by another non-Board Member at any Board meeting.
- 9.38 Board Members may provide their proxy to an alternate Board Member.
- 9.39 A Board member may only make use of a proxy once annually during their term of Office.
- 9.40 All Board members shall have a voting right.
- 9.41 Where Board decisions cannot be achieved through consensus, they will vote, and the majority vote will take effect.
- 9.42 Where a vote for and against a motion is tied, the Chairperson shall cast the deciding vote.
- 9.43 Board Members shall remain accountable to the Members for all activities, actions and decisions taken in terms of such authority as is delegated to the CEO / The EXCO / The Operations Team/ Contractors to the Entity.
10. EXECUTIVE COMMITTEE (EXCO)
- 10.1 The Executive Committee (EXCO) is made up of individuals.
- 10.2 The EXCO is appointed by the CEO.
- 10.3 Nominations are submitted by each active region as well as the incumbent EXCO.
- 10.4 Nominated individuals need to be members in good standing or employees of the entity or contractors to the entity or seconded to the entity by one or more of the entities' strategic partners having relevant interest, capacity and skills to manage the portfolio they are requested to represent and take responsibility of.
- 10.5 The EXCO consists of individuals who represent the following portfolio's;
- i. Regions – A representative for each active region
  - ii. BPO
  - iii. Transformation
  - iv. Shared Services
  - v. Digital and ICT
  - vi. Operations – Represented by the National Operations Manager
  - vii. Strategic partners
- 10.6 EXCO meets monthly and meeting participants include;



- i. All EXCO members
- ii. The CEO
- iii. The National Operations Manager
- iv. Guests by invitation
- v. Optional - The two permanent Board members

10.7 EXCO makes consensus decisions. Where a consensus cannot be reached, a voting process will ensue where each EXCO member has the mandate to vote and the majority vote will stand. Where the vote for and an against a motion is tied, the CEO will have the deciding vote.

10.8 Voting requires a quorum which consists of fifty percent (50%) plus one (1).

10.9 The CEO chairs the EXCO meetings.

10.10 Where an EXCO member misses two consecutive EXCO meetings without due reason and apology, the EXCO member will be asked to step down.

10.11 Where an EXCO member breaches the Entities Code of Conduct, the Member will be asked to resign.

10.12 All EXCO members are bound equally by the standard operating procedures (SOP's) enjoyed by all of the Entities members.

10.13 EXCO Members may serve a maximum of two consecutive terms (two years).

10.14 EXCO members will be measured against their Commitment and contributions annually by the CEO. EXCO Members failing to meet their agreed Commitment and contributions without good reason will be asked to step down.

10.15 EXCO members are not remunerated for their role or time.

10.16 The EXCO shall:

- i. promote the aims and objectives of the Entity
- ii. provide oversight and guidance for their specified portfolio
- iii. in some cases be actively / operationally involved in execution
- iv. represent the members and sector stakeholders without bias or favour
- v. attend the monthly EXCO meetings, the Portfolio meetings and AGM and if requested SGM
- vi. Be timeous and responsive to all requests of the Entity and their specific portfolio

## 11. DISQUALIFICATION AND REMOVAL OF DIRECTORS, BOARD OR EXCO MEMBERS

Any office bearer shall cease to hold office if:

- 11.1 He or she ceases to be a Member of the Entity, unless an agreement has been reached in terms of clause 8.15.
- 11.2 He or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 11.3 He or she resigns by notice to the entity. In the case of Directors, only if at least two (2) Directors remain in office when the notice of the resignation is taken into effect, or
- 11.4 The related committee (Board or EXCO) resolve unanimously and reasonably that his or her office be vacated.

## 12. OPERATIONS TEAM

- 12.1 The Operations Team is made up of regional representatives across the regions where the Entity is active.
- 12.2 The Operations Team meet virtually weekly.
- 12.3 Meeting participants include;
  - i. Designated Operational Representative from each active region
  - ii. National Operations Manager
  - iii. The CEO – optional
  - iv. Invited Guests
- 12.4 National Operations Manager chairs the meetings.
- 12.5 Decision making is done via consensus, where consensus cannot be reached, decisions are made via vote where each Operations Team member has the mandate to vote and the majority vote will stand. Where the vote for and against a motion is tied, the National Operations Manager will have the deciding vote.

12.6 The Operations team are responsible for implementing the mandate of the Entity and as instructed by the CEO through recommendations of the EXCO and the Board.

12.7 Operations team members are remunerated for their work, as employees or as contractors to the Entity.

### 13. MEMBERS

13.1 Membership is voluntary and is for recognised legal entities only and excludes individual persons.

13.2 Members are classified as members if they register with the Entity and where applicable pay membership fees.

13.3 Membership is National, there is no regional membership registration or fee.

13.4 Membership runs on an annual basis from 1 April to 31 March.

13.5 Membership is renewed annually.

13.6 Members are required to accept and abide by the Entity's code of conduct which is communicated as part of the member registration process.

13.7 Members engage the Entity as per the Membership value proposition, regardless of the region in which they are located, which may change from time to time.

13.8 Members vote at the Annual General Meeting (AGM) and where applicable at Special General Meetings (SGM).

13.9 AGM's are hosted annually in quarter three or four.

13.10 The Entity shall hold its first Annual General Meeting within twenty-four months after the date of its incorporation and shall thereafter hold an Annual General Meeting each year, provided that:

- i. an Annual General Meeting shall be held within ten months after the expiration of each financial year of the Entity, notwithstanding the fact that other General Meetings may have been held during such period; and
- ii. not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

13.11 The first Member AGM will be hosted in November 2019 and annually thereafter.

13.12 The Agenda for the AGM must be communicated with the members at least 21 working days prior to the AGM taking place.

13.13 SGM's are hosted when the need arises.

13.14 AGM's and SGM's can be held both in-person or virtually.

13.15 Members may be asked to vote both in person or virtually.

13.16 Membership regardless of type or size equates to one vote per registered Member.

13.17 Members may submit their proxy with another Member in good standing.

13.18 Only Members in good standing as at the date of any Meeting (AGM or SGM) shall be entitled to attend, speak and vote at such Meetings.

13.19 A quorum is required at AGM's and SGM's in order for voting to take place. A quorum is fifty percent plus one (50% plus 1).

13.20 Resolutions by Member vote taken at Meetings (AGM or SGM) will be based on the majority vote and will be binding unless a resolution directly conflicts with a contracted and legally binding agreement between the Entity and any other third party in which case the legally binding agreement will take precedent.

13.21 The entity will maintain an active database of Members which will include;

- i. the full names and e-mail addresses of key contacts of each Member as at the date on which each Member became a Member i.e. the date on which membership fees were received by the Entity or, in the case of non-paying members, on the date of registration of the member.

#### 14. MEETING ETIQUETTE

14.1 Notice of meetings shall be given to all participants.

14.2 Notice of meeting shall specify:

- ii. the date and the hour when, and the place where, meetings shall take place; and
- iii. the general nature of such business, including special business, as is to be dealt with at such General Meeting.

14.3 Attendance and Representation is required at all meetings.

14.4 In the event attendance cannot be made a proxy form is to be sent to all Members. A proxy form is provided as an addendum.

14.5 Records of attendance, resolutions, minutes and agenda's will be kept.

14.6 Meetings will be chaired by the Chairperson and in his/her absence, a designated Director.

## 15. CESSATION OF MEMBERSHIP

A Member shall cease to be a Member of the entity:

15.1 upon receipt by the Entity, at its Registered Office, of notice in writing to such effect from such Member; or

15.2 upon the issue of a provisional or final order of sequestration, liquidation or judicial management of such Member; or

15.3 Where the Member contravenes the Entity's Code of Conduct.

## 16. FINANCIALS AND RECORDS

16.1 All monies received by the entity shall be banked in one or more bank accounts held in its name.

16.2 A minimum of two individuals shall serve as signatories to the entity's bank accounts and the Board of Directors shall inform the entity's banking institution of the names of such signatories.

16.3 The entity's accounting records shall be kept at the Registered Office of the entity.

16.4 No Member, other than a Director, shall have any right to inspect any accounting record or other document of the entity, except as conferred by:

- i. the Act; or
- ii. this Constitution; or
- iii. the entity in General Meeting; or
- iv. the Board of Directors.

16.5 The Treasurer or CEO shall:

- i. prepare Annual Financial Statements from the books of account.

- ii. maintain a complete set of books of account in accordance with generally accepted accounting practice and principles.
- iii. ensure that the financial records of the entity are audited every year.  
make disbursements approved by the Executive
- iv. Committee and shall secure proper vouchers thereof and shall receive and deposit money of the entity in the entity bank or savings account.
- v. present the Executive Committee with Monthly management accounts
- vi. present the Board with Quarterly Management accounts
- vii. prepare any necessary tax or other return (or forms) for governmental agencies.

16.6 The Executive Committee shall present at the Annual General Meeting an Annual Report including the Annual Financial Statements, approved by the Chairperson and Treasurer, the Chairperson's report giving a review of the activities of the entity for the year then ended, and showing the whole amount of property and/or other assets acquired or disposed of during their tenure of office.

## 17. DISCONTINUANCE OF THE ENTITY

17.1 The entity may not be discontinued unless:

- i. three-fourths of the members in good standing of the entity vote for such discontinuance.
- ii. the assets of the entity have been delivered to the recipient organisation.

17.2 All entity assets that remain after payment to creditors shall be contributed to a South African based non-profit organisation.

17.3 Three fourths (3/4) of the members in good standing of the entity shall determine the recipient organisation.

17.4 The entity may be wound up, or otherwise dissolved, including the passing of a special resolution by the members in general meeting, agreeing to wind up the entity.

17.5 Upon the winding up, de-registration or dissolution of the entity, the assets of the entity remaining after the satisfaction of all its liabilities shall be given or transferred to some other association(s) or institution(s) having objects similar to its main object and exempt in terms of Section 10(cA) (i) of the Income Tax

Act, 58 of 1962, to be determined by the members at or before the time of its dissolution.

## 18. COMPLIANCE WITH SECTION 30 OF THE INCOME TAX ACT

- 18.1 The board shall submit to the Commissioner of the South African Revenue Services ("the Commissioner") in the Republic a copy of any amendment to the constitution of the entity.
- 18.2 The entity is prohibited from paying any remuneration to any employee, officer or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered. The payment of any such remuneration may further not economically benefit that employee, officer or other person in a manner which is inconsistent with the public benefit objects of the entity.
- 18.3 The entity shall comply with such reporting requirements as may be determined, from time to time, by the Commissioner.

## 19. COMPLIANCE WITH THE NON-PROFIT ORGANISATION ACT, 71 OF 1997

- 19.1 The entity shall register with the CIPC and shall comply with the requirements of the Non-Profit Organisations Act, 71 of 1997, as amended and replaced from time to time.

## 20. LIABILITY OF THE ENTITY

- 20.1 Neither the entity nor any member thereof shall be liable to any member or guest of a member or any other person for:
- i. any loss of or damage to property occurring from whatever cause, or for any injury sustained whilst attending entity events or activities; the entity will make reasonable enquiries that any premises used for entity events and activities comply with Health and Safety requirements;
  - ii. damages or loss of whatsoever nature, including but not limited to damages for loss of profits, goodwill or other intangible losses, resulting from the use of information or services provided by the entity through their database records or any other source of information, save to the extent that any attempt to exclude liability would be contrary to law.

## 21. DONATIONS AND PROFITS

- 21.1 The entity may only make donations to other companies, societies, or associations having a main object similar to the entity's main object.

- 21.2 No money or property of the entity or any gain from the carrying on of business of the entity shall be applied otherwise than for the benefit of the entity as a whole or for some charitable purpose chosen by resolution of a General Meeting.

## 22. BORROWING POWERS

- 22.1 By a resolution at a General Meeting the Executive Committee may be authorised and empowered to borrow money for the purposes of the entity at such rate of interest and upon such security as may be authorised by the Resolution or obtained by the Executive Committee.

## 23. ALTERATION OF RULES

- 23.1 The Rules of the entity may be varied, amended, added to or repealed by a resolution passed at a General Meeting of the members by a majority of not less than 50% of the members present and entitled to vote thereafter

## 24. INDEMNITY

- 24.1 Every Director, manager and officer of the entity and every other person employed by the entity, and the auditor, may be indemnified out of the assets of the entity against all liability incurred by him in his capacity as Director, manager, officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under Section 248 of the Act in which relief is granted to him by the Court.

## 25. MISAPPROPRIATION OF FUNDS

- 25.1 In the event that, after careful investigation by the Board of Directors, it has been found that a Director and/or any employee of the entity has misappropriated any of the monies and/or funds of the entity, the Board of Directors may take any such steps against such a person as may be allowed by law to recover any damages which the entity may have suffered as a result of such misappropriation of monies, assets or funds.

## 26. PROHIBITION ON DISTRIBUTION OF INCOME AND PROPERTY

- 26.1 The income and property of the entity, when so ever derived, shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or



otherwise howsoever, to the members of the entity or to its controlling or controlled company; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Entity or to any member thereof in return for any services actually rendered to the entity.

- 26.2 For the purposes of article 22.1, the investment of surplus profits shall be permissible, provided that any profits occurring on such investments are applied solely towards the promotion of the main object of the Company.

## 27. CHANGES TO THIS CONSTITUTION

- 27.1 The entity may, by special resolution in General Meeting, alter some or all, or add to any of, the provisions of the Constitution, with respect to the objects and powers of the entity, provided that:
- i. at least seventy-five percent of the votes of Members in good standing cast at a General Meeting are in favour of any such amendment.

This constitution was approved and accepted by The BPESA Board of Directors on  
26th (day) July (month of) 2019 (year).



\_\_\_\_\_  
Signature

**ADDENDUMS: FORM OF PROXY**

I/we \_\_\_\_\_

Of \_\_\_\_\_

Being a member of BPESA (the "Entity"), hereby appoint:

or, failing him/her, the Chairperson of the meeting, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Entity (the "General Meeting") to be held at «VENUE» on «DATE» at «TIME» and at every adjournment thereof.

**Voting Instructions**

Please mark with a tick as appropriate:

My/our proxy is hereby authorised to vote as he/she deems fit in relation to any resolution put to the General Meeting.

OR

My/our proxy is hereby instructed to vote as follows in relation to the special resolutions to be put to the General Meeting (please mark with a tick as appropriate):

Special Resolution	For	Against	Abstain

Signed this \_\_\_\_\_ (day of) \_\_\_\_\_ (month) \_\_\_\_\_ (year).

Signature: \_\_\_\_\_

By: \_\_\_\_\_

For and on behalf of: \_\_\_\_\_



Business Process  
Enabling  
South Africa

*building tomorrow together*

## Building a sustainable future for our South African economy and Youth.

Opportunities for inclusive growth



In partnership with National, Provincial and City Government

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