



CPA MEMBERS CODE OF CONDUCT

The Commercial Producers Association of South Africa, “the CPA, is the trade association representing production companies that produce television commercials for the South African and international market. Through policy advocacy, market research, industry promotion, education, standards development, negotiation and the fostering of business and strategic relationships, the CPA champions the interests of production companies that are invested in the sustainability and future success of the commercial production sector.

The CPA is committed to developing, promoting and observing high standards within the industry, specifically with regard to:

- Professionalism & Standards
- Diversity & Inclusivity
- Ethical conduct
- Safety
- Social responsibility

All CPA members are expected to:

1. Share the CPA’s goal to advance the commercial production industry
2. Maintain a professional level of courtesy, respect and objectivity in all matters and activities associated with the CPA and the industry in general
3. Exercise reasonable care, good faith and due diligence in CPA affairs
4. Respect diversity of opinions and the integrity and ability of others; and at all times promote collaboration and co-operation
5. In matters pertaining to the CPA, act in the best interests of all members (and the industry at large) rather than pursuing or prioritizing the interests of individuals or specific groupings
6. Strive to uphold the highest standards of conduct and assist others in maintaining those practices
7. Promote industry transformation in line with Government objectives
8. Uphold a professional, legally appropriate business relationship with CPA staff and Board members promoting a positive and collegial atmosphere free from harassment and other unacceptable behaviours
9. Not engage in or facilitate any discriminatory, defamatory or harassing behaviour directed towards CPA Board Members & staff, fellow members, clients and suppliers in the context of activities related to the CPA.
10. Adopt a fair and respectful attitude when dealing with clients, suppliers, freelancers, associations, authorities and other stakeholders in the course of conducting business
11. Promote open competition in the industry and comply at all times with South Africa’s competition laws
12. Reject unethical and illegal practices such as bribery, harassment and extortion and comply at all times with legislation governing the industry.

The CPA strives to be ethical and transparent and to ensure the organizations and individuals with whom the CPA conduct business adhere to the spirit and principles expressed in this code. The CPA reserves its right to take disciplinary action against members that fail to follow and uphold this code of conduct.

CPA BOARD / EXCO PROCEDURES AND CODE OF CONDUCT

The CPA's Board / Executive Committee is elected by the membership of the Association to represent them and to act in their best interests (and the best interests of the advertising production sector) at all times.

Under the provisions of Companies Act No.71 of 2008, CPA Board / Exco members have a fiduciary duty to the CPA Non-Profit Company (NPC). All Board / Exco members must familiarize themselves with these duties and responsibilities and must read and take note of all procedures and regulations set out in the CPA's Constitution / Memorandum of Incorporation.

The following rules and procedures shall apply via this Code of Conduct:

Rules:

1. Board / Exco members are elected to represent the membership of the CPA. They must at all times act in their best interests and take into consideration differences between member companies (size, location, market, client base) when making recommendations and decisions which affect member's businesses. Board / Exco members must commit to promoting the aims and objectives of the Association.
2. Board / Exco members must transact in an open, honest, fair and ethical way at all times. Elected individuals must recognize that, as the elected leadership of the industry, it falls to them to set a good example to other members and to the industry at large.
3. Board / Exco members are expected to act with integrity, discretion and confidentiality at all times, particularly when it comes to matters that are required to be handled in a sensitive manner.
4. The Board / Exco must embrace debate and differences of opinion and at all times recognize the input and expertise of all members.
5. Board / Exco members must conduct themselves with decorum at all times and must not attempt to bring the Association into disrepute or damage its standing with members and the wider industry
6. Board / Exco members should treat everyone with respect and should not defame or harass fellow board members, employees or members or anyone else with whom the Association has dealings
7. The CPA Board / Exco is not a vehicle for self-promotion or competitive advantage and its activities should not be used to try to promote the agendas, relationships or projects of board / exco members or specific interest groups.
8. The CPA / Board / Exco must abide by all legislation governing the industry. Members must not engage in illegal activities such as bribery, extortion or price fixing while acting as representatives of the CPA.

Procedures:

1. All correspondence circulated between Board / Exco members and all discussions at meetings and via electronic means between Board / Exco members are strictly confidential and should not be relayed to outside parties – this includes members. While it is in order for Exco members to speak in general terms about the activities of the Exco with members and other stakeholders, Exco members are expected to exercise the utmost discretion and caution to ensure that information shared does not result in a breach of confidentiality that could negatively impact the CPA in any way whatsoever.
2. A quorum of the Exco is 5 members. Where a vote is required, the proposal will carry if 5 (or more) Board / Exco members are in favour of it. While the other members may disagree with the outcome, they must agree to accept and honour the outcome of this process.

3. All communication between the Exco and the Members must be routed through the office and sent out by the Executive Officer. Board /Exco members should not communicate directly with members unless they are specifically requested to do so for a particular reason.
4. The admin sub-committee is responsible for the day-to-day financial affairs of the CPA. The sub-committee will oversee and approve all regular expenses. All special projects which cost in excess of R50,000.00 must be approved by the full Board / Exco before the quotation can be signed off by the Admin Sub-Committee.
5. No Board / Exco member may contract with suppliers without the approval of the admin sub-committee. All supplier quotations must be sent to the Executive Officer who will – upon approval – issue a Purchase Order.
6. All invoices must be sent to the Executive Officer for payment. All invoices must contain all information pertinent to the CPA including the CPA's NPC and VAT number.

CPA COMPLAINTS POLICY

All CPA Members are expected at all times to abide by the Association's published Codes of Conduct.

It is important to note that, in terms of the CPA's Memorandum of Incorporation, companies comprise the CPA's membership rather than individuals. As such, member companies will be deemed to be responsible for the actions of their directors, members/agents and employees.

In line with this, complaints may be made against member companies of the CPA if they contravene these codes.

The CPA will deal with complaints:

1. That relate to members' professional conduct, behaviour and ethics
2. That relate to non-payment of supplier invoices
3. That relate to transgressions of industry norms and standards and legislation specific to the industry.

It is the expectation of the CPA that all freelancers, suppliers & clients working with CPA members be held to the same standards of professionalism.

Therefore, CPA members can complain to the CPA regarding:

1. The professional conduct, behaviour and ethics of freelancers, suppliers & clients
2. Non-payment of production company invoices by agencies & clients
3. Non-delivery of goods and/or services by suppliers and freelancers
4. Transgression of industry norms and standards and legislation specific to the industry by freelancers, suppliers and clients.

The CPA will not deal with complaints:

1. That relate to companies that are not members of the CPA
2. That relate to projects other than the production of commercials (broadcast advertising content)
3. That are contractual in nature (aside from instances where this is expressly permitted in the contract)
4. That have already been referred to mediators, arbitrators, attorneys or advocates for advice
5. That are the subject of a legal dispute which is already underway
6. That relate to criminal conduct. (These complaints should be referred directly to the relevant authority i.e. the SAPS)

IMPORTANT NOTES:

- All complaints must be made to the CPA formally in writing via -email. Complaints should be sent to the Executive Officer at bobby@cpasa.tv
- Complainants are requested to send all information in one consolidated e-mail. Additional e-mails and lengthy communication chains that are sent after the complaint has been submitted will not be accepted.
- Complaints must set out the allegations clearly and concisely in the complainants own words and must describe the nature of the alleged transgression in detail. Lengthy correspondence chains do not constitute complaints and will not be accepted.
- All supporting documentation must be submitted with the complaint either via attachment or WeTransfer link
- Complainants should specify the preferred result or outcome of their complaint.
- The CPA offers the right of reply on all complaints and will solicit a response from the party about whom the complaint is made.

- The parties are instructed not to interfere in or try to influence the outcome of a complaint
- The CPA recommendations regarding the complaint will be final and no further correspondence shall be entered into
- In the event that the parties refuse to honour the outcome of the complaints process they are free to take appropriate legal recourse.

DISCIPLINARY PROCEDURE IN THE EVENT THAT MEMBERS ACT IN CONTRAVENTION OF THE “CPA CODE OF CONDUCT” OR WHERE BOARD / EXCO MEMBERS ACT IN CONTRAVENTION OF THE “EXCO PROCEDURES & CODE OF CONDUCT”

The CPA welcomes all new members in good faith and with the expectation that they have read and understood the Association’s Constitution / MOI and Codes of Conduct and that their motivation for joining the Association is well informed and genuine.

The same applies to the Exco which is voted in by the membership to perform the vital role of guiding the affairs of the Association and making important decisions which have an impact on the health and well-being of the Association and the industry.

Having said this, the CPA will not hesitate to discipline members and Board / Exco members where it is warranted and necessary. It is important to set out the process to ensure that lengthy disciplinary procedures do not erode the time, energy and resources of the Association which are far better spent on pursuing the goals and objectives of the Association.

In the event where a formal written complaint is made (which must include supporting documentation) regarding a member’s conduct in terms of these codes of conduct, where resolution cannot be easily reached and where it is deemed appropriate to commence with disciplinary action, the following shall occur:

1. The Board / Exco will convene to form a formal disciplinary committee comprising of Exco members. Any Exco member wishing to recuse themselves from this process (either due to time constraints or potential conflicts of interests) must do so in writing and with the understanding that they will, from that point onwards, have no involvement in the process and will honour its outcome.
2. The Board / Exco may, at their sole discretion, appoint an outside expert i.e., a practicing attorney or industry professional to form part of the disciplinary committee.
3. The disciplinary committee will convene to discuss the issue and draw up a charge sheet which will then be sent by e-mail to the member concerned.
4. The member will be afforded 14 days to submit a response to the complaint and all supporting documentation. This will set out events as they see them and set out their defense.
5. A meeting of the disciplinary committee, the complainant and the accused will be convened within 60 days of receipt of the original complaint at which the sub-committee will hear from both sides and review the documentation provided.
6. The disciplinary committee will meet again within 14 days of the hearing to reach a judgement and propose the appropriate censure:
7. This may include:
 - A request for a formal apology and/or acknowledgment of fault
 - A request that the accused cease and desist
 - A request to pay an outstanding amount or invoice due
 - A financial penalty
 - Suspension or expulsion from the Association
8. If the member concerned refuses to abide by the decision or the penalty imposed, the Board / Exco is empowered to cancel their membership with immediate effect.
9. The Board / Exco’s decision will be final and binding and no further correspondence will be entered into.