

COMENSA MINUTES NATIONAL AGM held via Zoom on 20th May 2021 at 18:00	
	<p>PRESENT: BOARD: Mokadi Max Mathye (President); Colleen Qvist (Vice President); Reuben Rammbuda (Acting Treasurer).</p> <p>OTHERS: Mahalia Molema (Admin).</p> <p>VOTING MEMBERS PRESENT: 30</p> <p>NON-VOTING MEMBERS PRESENT: 24</p> <p>The National President confirmed that the AGM quorate as the required quorum was 57 members was surpassed to a total of 71.</p>
1	OPENING OF MEETING: President Mokadi Mathye opened the meeting.
2	Welcoming Members: Vice President – Colleen Qvist welcomed all present.
3	<p>Presentation & Approval of the 2019/20 AGM Minutes: Mokadi Max Mathye</p> <p>There were no issues raised on the previous minutes.</p> <p>Proposed: Sean Fenn Seconder: Sibongile Ndimande</p>
3.1	<p>Matters Arising from Previous Minutes:</p> <p>There were no matters arising from the previous minutes.</p>

4	<p>Presidential Report: Mokadi Max Mathye:</p> <p>The year 2020/21 has been an interesting year on several perspectives as COMENSA operated under the COVID-19 pandemic. A lot has happened in the year under review. He looked at the resignations that took place internally in COMENSA.</p> <p>The resignations were as follows:</p> <ul style="list-style-type: none">• Sazi Ndwandwa: The Treasurer that was appointed at the 2020 AGM. He resigned on the 25th of November 2020. The decision was taken to request the former Treasurer Reuben Rammbuda to Act and to take up the position till the following AGM.• Lorraine Beaumont: The Company Secretary was appointed and due to personal challenges, she took the decision to resign.• Michelle Brown: The National Administrator has been with COMENSA for several years. She resigned on the 23rd of October 2020 and the last day was on the 30th of November 2020. At present Mahalia Molema has been the acting Administrator. <p>The reflection on the resolutions that took place in 2020 it has been contained on the presidential report and if there have been any issues it has been addressed on the presidential report.</p> <p>The President highlighted the growth in membership as follows:</p> <ul style="list-style-type: none">• Ordinary membership growth: growth of 46% in membership• Student membership growth: growth of 47% in membership• Credential membership growth: growth of 30% in membership

COMENSA has embarked on partnering with the following organizations:

- The University of Johannesburg (UJ) is offering a Master's in Leadership Coaching;
- The Gordon Institute of Business Science (GIBS) negotiations are still in the process
- The University of the Witwatersrand (Wits) on hold at the moment

The MCSC Portfolio has been working on getting the CPD Policy and RPL Policy approved. Both policies are in place with the effective dates as 1st February 2021.

COMENSA collaborations with the following organizations:

COMENSA have started the negotiations with Society for Industrial and Organisational Psychology of South Africa (SIOPSA) and the agreement will be signed in due course.

- COMENSA have also partnered with Africa Executive Coaching Council (AECC) when they had their convention and featured predominately
- partnered with other global professional bodies in signing the Joint Global Statement on Climate crisis in September 2020.
- COMENSA were audited by SAQA on the 14th of February 2020 and we are proud to announce that we are recognised as a SAQA professional body for another 5 years (2020-2025).

At the previous AGM there was a communication that there will be a Special AGM to discuss other matters, however, it was not possible, and a decision was taken to discuss all matters at the National AGM. In the period under review a discussion took place between the President and the Chapter Chairs to have a formal structure and to ensure any developments need to be addressed and communicated. The President concluded by recommending that the Ordinary and Special resolutions be approved as proposed.

Questions and Comments: None Applicable

	<p>Proposed: Mokadi Max Mathye</p> <p>Secunder: Dominique Nass</p>
5	<p>Vice President’s Report: Colleen Qvist</p> <p>There has been tremendous work done by the portfolios on behalf of COMENSA. The following portfolios are Marketing, MCSC (Membership Criteria and Standards of Competence), Research and Supervision and the climate sections. At the previous AGM 2020 the board stated the intentions undergoing on a brand strategy review and the beginning will take place at the brand review appropriate and essential to the future of the brand. The Chair of marketing Dawn Klatzko, offered to drive this initiative given her experience in the brand strategy and development arena.</p> <p>She outlined the key objectives of the brand review are as follows:</p> <ul style="list-style-type: none"> • To ensure our relevance to members and all related stakeholders within the broader framework • To provide a clearly defined framework within which the Board, Regional and Portfolio • To provide a clearly defined brand proposition for COMENSA which members, buyers, service providers and stakeholders can clearly understand and embrace. • To provide direction for the on-going evolution, sustained growth and longevity of COMENSA. <p>The development of the Brand Strategy from the Brand Review was compiled in a consultative process during a series of workshops, driven by Dawn Klatzko as the Marketing Chair and included the office bearers.</p> <p>Rather than framing the COMENSA Brand Positioning within the relatively “old-fashioned” or more conventional form of Vision & Mission statements, it was recommended that the “What, How, Why” model of Simon Sinek, the globally recognised Business Strategist and motivator, be employed to encourage a fresh perspective.</p> <p>The Recommend Shifts are as follows:</p> <ul style="list-style-type: none"> • To move from operating on the manual system and automating on the website

	<ul style="list-style-type: none"> • Refreshing the COMENSA brand • Retain the COMENSA professional body status with SAQA <p>COMENSA has applied for mentoring designations with SAQA. The mentoring designations will end with mentor, therefore, COMENSA has applied to SAQA to change the practitioner to the coach designation. Many more projects will be undertaken by Research and Supervision.</p> <p>Questions and Comments:</p> <p>Florus Prinsloo: He wanted to comment on the tremendous work and support by the Vice President and how she has led the team.</p> <p>Dr. Sunny Stout-Rostron – What is the role of coaches in society? More especially on the challenges of COVID and the loss of job. How can coaches help corporates and organizations on wellness?</p> <p>Proposed – Colleen Qvist</p> <p>Secunder – Dawn Klatzko</p>
6	<p>Treasurer’s Report: Reuben Rammbuda:</p> <p>The focus was on the Draft Audited Financial Statements</p> <ul style="list-style-type: none"> • Audit of the 2020/21 financial statements • Minor expenditure for 2020/21 due to the pandemic • Revenue decreased for 2020/21 • A decrease on the operational expenses for 2020/21 • An increase in the Net Profit for the 2020/21 • The statement of the financial position has increased due to the office furniture and office equipment • The main item in the balance sheet is the cash equivalent.

	<ul style="list-style-type: none"> • No membership fee increases for the 2020/21 • Unqualified Audit Opinion 2020/21 <p>The additional information on the draft on the financial statement: The auditors still require additional information, but the report will still be standardized</p> <ul style="list-style-type: none"> • The good book has an improvement in 2020/21 • The administration expense increased in 2020/21 due to having an assistant administrator • There are advance payments from the corporates payment for members and there are creditors that are still unallocated • The auditors will be operating for their last term • The budget for 2020/21 has been circulated • The cash and cash equivalence have increased for 2020/21 <p>Questions and Comments:</p> <p>Florus Prinsloo: Why does COMENSA not have a clean audit? What is the plan with the money, will there be an investment happening?</p> <p>Jacques van Heerden: The money in the money market, is that the best vehicle to ensure that we grow the funds and are there any constraints to consider for the financial growth? At the previous AGM 2020, the impairment loss was brought up last year due to invoicing in advance not to incur payment loss, what is the way forward to act proactively on the matter?</p> <p>Claudelle Von Eck: Are there anything that came through the management reports that concerned the BOD and how are you dealing with it? The partnership rotation with the auditors what is the way forward?</p> <p>Proposed: Reuben Rammbuda Secunder: Rohit Desai</p>
6.1	2020/21 Budget was attached to the AGM Invitation and it is up for approval
6.2	Audited Financial Statements: was attached to the AGM Invitation and it is up for approval

Social and Ethics Committee Report: Ashnee Naidoo

The companies act afforded the Social Ethics Committee (SEC) the opportunity to which it was constituted on 2019 to report to the member's key activities the SEC had oversight on.

Ethical complaints dealt with by the SEC in the period 2020/21 The SEC dealt ethical complaints during this period.

A brief summary of facts are as follows:

Complaint 1 - Ethical conduct of a Coach:

The team used the principles of "alternative dispute resolution" to resolve the matter.

Key Learnings: The Importance of coaches attending:

- Ethics Trainings and/or Webinars
- Coaching Supervision.

7.

Complaint 2 – Ethical conduct of COMENSA Board of Directors: The Complainant had a concern about the ethical conduct of the Board in relation to the "refreshing and updating" of COMENSA's website.

The team interviewed all parties involved and found that there was no evidence of a breach of ethics by the members of the COMENSA Board of Directors and that there was no impropriety in the awarding of the contract/s.

Based on the learnings in the period of 2020/21, the SEC undertakes to conduct audits within COMENSA in

the coming months in the following five (5) key areas:

- Social & Economic Development
- Good Corporate Citizenship
- Environment, Health and safety
- Consumer Relations
- Labour and employment.

At the next AGM the SEC will report on:

- Our findings,

	<ul style="list-style-type: none"> • The recommended solutions made to the Board • We will outline how these solutions were implemented and provide a progress update. • Lastly, we will show the memberships what monitoring mechanisms are in place. <p>Questions and Comments: None Applicable</p> <p>Proposed: Ashnee Naidoo Seconder: Lance Marshall</p>																				
8	AGM Business: Ordinary Resolutions																				
8.1	Ordinary Resolution 1: Ordinary Resolution 1: 2020/21 AGM Minutes be accepted as a true reflection of the meeting deliberations.																				
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8.2	Ordinary Resolution 2: Ordinary Resolution 2: Approval of the Annual Report of the National President.																				
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8.3	Ordinary Resolution 3: Ordinary Resolution 3: Approval of the Vice President’s Report and the Ratification of the Branding Strategy that includes the Strategic Plan for 2021/22			
		For	Against	Abstain
	Present			
	Proxies	88.73%	0%	11.27%
	Total	71		
	The motion was accordingly carried.			
8.4	Ordinary Resolution 4: Approval of the Treasurer’s Annual Report, Audited 2020/21 Annual Financial Statements, and 2021/22 Budget.			
		For	Against	Abstain
	Present			
	Proxies	85.92%	0%	14.08%
	Total	71		
	The motion was accordingly carried.			
8.5	Ordinary Resolution 5: Voting and Appointment of the National President and Treasurer on the Board of Directors.			
8.5.1	National President: Mokadi Max Mathye			
		For	Against	Abstain
	Present			
	Proxies	92.86%	0%	5.71%
	Total	71		
	It was proposed: <i>“That Mokadi Max Mathye be and is hereby elected as member of the COMENSA Board of Directors and as President of the Company.”</i> The motion was accordingly carried.			
8.5.2	Treasurer Candidate			

	Lance Marshall			
		For	Against	Abstain
	Present			
	Proxies	91.43%	2.86%	2.86
	Total	70		
	<p><i>“That Lance Marshall be and is hereby elected as member of the COMENSA Board of Directors and as Treasurer of the Company.”</i></p> <p>Lance made a brief thank you speech.</p> <p>The motion was accordingly carried.</p>			
8.6	Ordinary Resolution 6: Reappointment of External Auditors (Last year).			
		For	Against	Abstain
	Present			
	Proxies	91.55%	0%	8.45%
	Total	71		
	The motion was accordingly carried.			
9	Special Resolutions			
9.1	Special Resolution 1: Rescinding Previous Resolutions: 1.1 the appointment of Elders as Independent Directors of the Board; 1.2 Abolishment of the Governance Advisory Committee (GAC). We recommend that this be replaced by the Nomination and Governance Committee			
		For	Against	Abstain
	Present			
	Proxies	85.82%	1.41%	12.68%
	Total	71		
	The motion was accordingly carried.			
9.2	Special Resolution 2: Membership fees for 2021/22 to remain unchanged.			
		For	Against	Abstain

	Present			
	Proxies	97.18%	1.41%	1.41%
	Total	71		
The motion was accordingly carried.				
9.3	Special Resolution 3: Approval of the Governance Documents:3.1 Memorandum of Incorporation (MOI);3.2 Bylaws;3.3 Code of Ethics and Conduct; 3.4 Provincial Chapter Constitution			
		For	Against	Abstain
	Present			
	Proxies	87.32%	4.23%	8.45%
	Total	71		
The motion was accordingly carried.				
9.4	Special Resolution 4: Approval and implementation of the changed registered designation from “Practitioner to Coach” once approved by SAQA.			
		For	Against	Abstain
	Present			
	Proxies	94.37%	0%	5.63
	Total	71		
The motion was accordingly carried.				
9.5	Special Resolution 5: Approval and implementation of the Mentoring designations once approved by SAQA.			
		For	Against	Abstain
	Present			
	Proxies	95.77%	0%	4.23%
	Total	71		
The motion was accordingly carried.				
9.6	Special Resolution 6: Mandating and Delegating the Board to effect all necessary changes that are necessitated by the new MOI			
		For	Against	Abstain
	Present			

	Proxies	92.96%	1.41%	5.63%
	Total			
	The motion was accordingly carried.			
10	<p>Guest Speaker: Mr. Monty Thomas on Investing in Relationships</p> <p>It is important to understand the importance of relationships and the relational analytics. This helps us know the values we have and the connections on how we relate with each other.</p> <p>The following are the five spheres of working relationships:</p> <ul style="list-style-type: none"> • Purpose: What is the common purpose of working together and where we are going? • Relational proximity • Power - Understanding and knowing your power • Information – What information am I be given in this environment? • Story – What story do I have or does the person I am working with have? 			
11	<p>Reuben R spoke and gave a Vote of Thanks to members for their inputs, comments and questions: The re-elected President, The Vice President, the new National Treasurer, and the outgoing acting Treasurer. Thank you to Dr. Sunny Stout-Rostron, and the guest speaker Mr. Monty Thomas. The chapters and committees that are present we appreciate the presence at the AGM and the AGM would not be the same without everyone’s presence and input.</p>			
12	<p>Closure: Mokadi Max Mathye added to the vote of thanks. There is a good prospect for the organization to grow. We thank our guest speaker Mr Monty Thomas and fuelling such great words at a perfect time. It is important to look at how we relate with each other and we can work better together as colleagues. As we move into the future of COMENSA we need to look at opportunities that will benefit and grow the organization. We need to encourage members to be part of the organization and offer their services. Thank you all.</p>			
13	<p>The meeting closed at 19:45</p>			

Proposed		
Seconded		

Approved:	Signature	Date: 20 / 05 / 2021
President		Mokadi Max Mathye