



BYLAWS

OF

COMENSA NPC

REGISTRATION NUMBER 2005/017895/08

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A. DEFINITIONS AND INTERPRETATIONS

In these Bylaws, unless the content implies otherwise:

- i. one gender includes the others;
- ii. the singular includes the plural, and the plural includes the singular;
- iii. ‘writing’ includes typing, printing, and any other mode representing or reproducing words or figures in a visible form, including words or figures displayed on an electronic screen. A requirement that a document, notice or information should be given in writing will be met if the document, notice or information is in the form of a data message and accessible in a manner usable for subsequent reference. “Written” has a corresponding meaning;
- iv. a ‘month’ refers to a calendar month;
- v. a ‘year’ refers to a calendar year, unless stated otherwise;
- vi. a statute, regulation or provision of a statute or regulation (the ‘Statutory Provision’) includes:
 - a. the Statutory Provision as amended or re-enacted,
 - b. a statute, regulation or provision enacted in replacement of the Statutory Provision,
and
 - c. another regulation or other statutory instrument made or issued under the Statutory Provision.

- vii. All laws and statutes quoted or referred to shall automatically include any amendments to, revisions of or replacements of these laws and statutes as may occur from time to time, through due Parliamentary process, subsequent to the writing of these Bylaws.
- viii. ‘including’ and similar expressions are not words of limitation;
- ix. words that are defined in the Companies Act bear the same meaning in these Bylaws as in the Act; and
- x. the table of contents and any headings are to assist with the reading of the Bylaws and should not affect the interpretation of these Bylaws.
- xi. If any term is defined within the context of any particular clause in the Bylaws, the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the meaning ascribed to it for all purposes in terms of these Bylaws, notwithstanding that that term has not been defined in this interpretation provision;
- xii. When a particular number of Business Days is provided for between the happening of one event and another, the number of days must be calculated by:
 - a. excluding the day on which the first such event occurs;
 - b. including the day on or by which the second event is to occur; and
 - c. excluding any public holiday, Saturday or Sunday that falls on or between the days.

AGM	The Annual General Meeting of Members
Board	The Board of Directors of COMENSA, who have the authority to act on behalf of COMENSA
Bylaws	Regulations made by the Board, and approved by the Members, for the administration and management of COMENSA’s affairs
Chair	Chairman of the General Meeting or of a Committee
Code of Ethics and Conduct	The COMENSA guidelines set by the Board for Members on ethics, expected ethical conduct and the enforcement thereof
COMENSA	Coaches and Mentors of South Africa, an association incorporated under the Act, with

registration number Registration Number
2005/017895/08

Companies Act	South African Companies Act 71, 2008 as amended from time to time
CPD Credential	Continuing Professional Development A Professional designation recognised by SAQA which denotes competence at the minimum level set by COMENSA for that credential
Designation	Terminology used by SAQA which has the same meaning as a credential.
Director	Director appointed in terms of the MOI and the Companies Act.
Fit and Proper Individual	An individual who meets all the requirements set out in the Fit and Proper Individual Framework
Income Tax Act	Income Tax Act 58 of 1962, as amended from time to time
Individual King Code	A natural person South African Governance Code produced by the Institute of Directors of South Africa as amended from time to time. Reference to the Code includes the latest version of the King Report and supplementary guidance
Law	Any constitutional provision, treaty, decree, convention, statute, act, code, regulation, rule, order, ordinance, proclamation, subordinate legislation, bylaw, judgement, rule of common law or equity, rule, ruling or guideline made by a competent entity exercising jurisdiction in the relevant matter or any government body
Member	A person who holds Membership with COMENSA as outlined in the Bylaws
Member in Good Standing	A Member who has paid in full all subscriptions, dues, fees, contributions, levies or other monies payable by that Member to COMENSA, and who is not in material breach of any of the provisions of the MOI or of any Bylaw, nor any provision in the Code of Ethics and Conduct, and meets any other conditions set out in the Bylaws.
MOI NPC PoPIA	Memorandum of Incorporation of COMENSA Non-profit Company the Protection of Personal Information Act 4 of 2013
Profession Provincial Chapter	Coaches and Mentors Profession A structure designed to assist COMENSA in executing its mandate in a particular province of the Republic
Register Republic Rules	Register of the all the Members of COMENSA Republic of South Africa, a sovereign state Any rules made by the Board as contemplated in

**SAQA
Secretary**

**Section/s
Sign**

Unprofessional Conduct

section 15(3) to (5)
South African Qualifications Authority
Company Secretary as prescribed in the
Companies Act
Section of the Companies Act
Includes the reproduction of a signature
lithography, printing with an india-rubber stamp,
or any other mechanical or electronic process,
or partly the one and partly the other process
and “signature” has the corresponding meaning
A behaviour, practice or condition that is contrary to
the ethical standards adopted by COMENSA and has
the same meaning as dishonourable conduct

B. INTRODUCTION

PREAMBLE

1. These Bylaws contain the supplementary rules to the COMENSA Memorandum of Incorporation.
2. These Bylaws are subservient to the MOI. If any rule herein is in conflict with a provision in the MOI, the provision in the MOI takes precedent.
3. These Bylaws must be read in conjunction with the Code of Ethics and Conduct.

LOCATION

4. The location of the principal office of COMENSA is at Westend Office Park, 250 Hall Street, Centurion, Pretoria, 0046.
5. The location of the registered office may change from time to time by action of the Board. Such changes shall be communicated to Members as a matter of urgency.
6. Should the location of the registered office change, these Bylaws may be updated to reflect the new address without the approval of Members.

C. MEMBERSHIP

MEMBERSHIP CONDITIONS

7. Membership, irrespective of Membership Class, shall only be regarded as active if the Member is in good standing.
8. A Member is only regarded as being in good standing if she has paid in full all subscriptions (subject to clause 29), dues, fees, contributions, levies or other monies payable by that Member to COMENSA, and who is not in material breach of any of the provisions of the MOI or of any Bylaw, nor any provision in the Code of Ethics and Conduct, and meets all applicable conditions set out in these Bylaws and the Fit and Proper Person Framework.
9. All Members, regardless of their Membership Class, shall be held accountable against the Code of Ethics and Conduct.
10. COMENSA retains the right to require any information in relation to the demographic profiles of individuals, such as required by the South African Qualifications Authority, and to satisfy its own needs in relation to its transformation strategy.
11. COMENSA retains the right to require all such information the Board deems necessary to determine whether the individual meets the requirements of any Membership class and is regarded a Fit and Proper Individual before admitting any individual.
12. COMENSA retains the right to require any such information determined by the Board that enables COMENSA to communicate with its Members. The onus remains on the Member to ensure that her contact details remain up to date.
13. While Members may opt out of receiving marketing material from COMENSA, the Board retains the right to send all pertinent information to Members in relation to:
 - 13.1. Statutory requirements such as notifications of General Meetings;
 - 13.2. Membership Status;
 - 13.3. Continuing Professional Development requirements;

- 13.4. Disciplinary matters; and
- 13.5. Any other information the Board deems pertinent.
14. The Board must ensure that the register of Members is in compliance with the PoPIA.
15. COMENSA shall be entitled to convert any hard copy documentation received from persons of all categories of Membership to electronic format for storage and other purposes relevant to the maintenance of the register and to use any form of internet, cloud or other electronic means of data creation, storage and retrieval in the administration and management of the register.
16. In submitting an application for Membership an individual must:
 - 16.1. submit the application online on the COMENSA website together with certified copies of the applicant's ID and qualifications;
 - 16.2. submit a declaration that the applicant is not currently suspended or ineligible for professional licensure, registration or membership in South Africa or another country on the grounds of any current and relevant domestic or overseas professional misconduct matters that would be recognized as such by COMENSA;
 - 16.3. submit a declaration that the applicant will adhere to the COMENSA Code of Ethics and Conduct;
 - 16.4. provide the result of a background check, by a reputable organisation recognised by COMENSA, if requested by COMENSA; and
 - 16.5. submit other declarations and/or provide other disclosures that COMENSA may reasonably require.
 - 16.6. COMENSA will, in its absolute discretion, determine if such declarations or disclosures preclude COMENSA membership.

MEMBERSHIP CLASSES

17. A **Credentialed Member** (full voting rights) is an individual onto whom one of the following

credentials has been conferred:

- 17.1. A COMENSA *Credentialed Practitioner (CCP)*, who must meet the following criteria:
 - 17.1.1. Have a relevant SAQA recognised professional qualification;
 - 17.1.2. Provide evidence of having completed at least 60 hours of coach-specific training or 300 notional hours;
 - 17.1.3. Provide evidence of a minimum of 150 hours of one-to-one and/or group and/or team coaching (note: for group/team coaching, hours are counted for the group not per coachee e.g., 1 hour group coaching with 5 coachees counts a 1 hour on coach's coaching log);
 - 17.1.4. Supply references from a minimum of three separate clients;
 - 17.1.5. Complete and pass the online questionnaire;
 - 17.1.6. Be in, or committed to, supervision; and
 - 17.1.7. Complete 72 Continuing Professional Development hours over 3 years.
- 17.2. A COMENSA *Senior Practitioner (CSP)*, who must meet the following criteria:
 - 17.2.1. Have a relevant SAQA recognised professional qualification;
 - 17.2.2. 120 hours of coach-specific training;
 - 17.2.3. Provide evidence of a minimum of 750 hours of one-to-one and/or group and/or team coaching (note: for group/team coaching, hours are counted for the group not per coachee e.g., 1 hour group coaching with 5 coachees counts a 1 hour on coach's coaching log);
 - 17.2.4. Supply references from a minimum of three separate clients;
 - 17.2.5. Complete and pass the online questionnaire;
 - 17.2.6. Be in, or committed to, supervision; and
 - 17.2.7. Complete 72 Continuing Professional Development hours over 3 years.
- 17.3. COMENSA *Master Practitioner (CMP)*, who must meet the following criteria:
 - 17.3.1. Have a relevant SAQA recognised professional qualification;

- 17.3.2. 200 hours of coach specific training;
 - 17.3.3. Provided evidence of a minimum of 2000 hours of one-to-one and/or group and/or team coaching (note: for group/team coaching, hours are counted for the group not per coachee e.g., 1 hour group coaching with 5 coachees counts a 1 hour on coach's coaching log);
 - 17.3.4. Supply references from a minimum of three separate clients;
 - 17.3.5. Complete and pass the online questionnaire;
 - 17.3.6. Be in, or committed to, supervision; and
 - 17.3.7. Complete 72 Continuing Professional Development hours over 3 years.
18. An **Ordinary Member** (full voting rights) is an individual who meets one of the following criteria:
- 18.1. Practicing as a Coach
 - 18.2. Practicing as a Mentor
19. A **Student Member** (no voting rights) is entitled to a discount that is not more than a 75% of the Ordinary Members fee, but must meet the following criteria:
- 19.1. Provide proof of enrolment annually, for the duration of her studies; and
 - 19.2. Not exceed a maximum of three years as a Student Member.
20. An **Honorary Member** (full voting rights) is an individual identified by the Board, for such periods as determined by the Board, who shall not be required to pay subscriptions although enjoying full membership benefits. Honorary Members are individuals who:
- 20.1. have rendered distinguished or exceptional services to COMENSA;
 - 20.2. are eminent persons who hold some public office and whose membership of COMENSA would benefit COMENSA; or
 - 20.3. the Board wishes to co-opt for special purposes.

MEMBERSHIP FEES

21. The annual subscription fees shall be determined by the Board and ratified by Members at the Annual General Meeting.
22. The Board may determine different fees for different classes of Membership as contemplated in clause 40.
23. In determining the Membership subscription fees, the Board must take into consideration COMENSA's direct and indirect costs, COMENSA's role and responsibilities in relation to protecting the interest of the public and COMENSA's long term sustainability.
24. Upon admission every Member shall pay an application fee in addition to the annual subscription of such amount as prescribed by the Board.
25. The annual subscription shall be due upon admission to Membership and thereafter annually within 30 (thirty) days of date of renewal from COMENSA to a Member.
26. No person who shall have been a Member of COMENSA, and ceased to be such by virtue of her Membership having lapsed, shall be eligible for re-admission, with her Membership history intact, until she has paid all arrear subscriptions, dues, assessments or other indebtedness (if any) due by her to COMENSA at the date when former Membership ceased.
27. A person who seeks re-admission, without paying his arrear Membership subscription, will not be recognised as a long serving Member, but shall be re-admitted as a new Member. Such re-admission can only take effect once all outstanding debt, such as fees charged for services, have been paid in full. At re-admission that individual must meet the requirements set out in clauses 24 and 25.

DURATION OF MEMBERSHIP

28. Every Member shall remain a Member until his Membership is terminated in accordance

with the provisions set out in the MOI.

29. In the event that a Member has not paid his subscription fees within 30 days of his subscription fee being due, the Member shall be marked as inactive and shall not be confirmed as a Member in Good Standing.
30. Once a Member has been marked as inactive, the Member shall have a grace period of 90 days in which he has the opportunity to rectify his unpaid status.
31. Should an inactive Member not pay the outstanding dues during the grace period, he shall thereafter be considered a Lapsed Member and terminated from Membership.
32. All Membership certificates issued to Members in all categories shall be in the form prescribed by the Board from time to time and shall be and remain the property of COMENSA.
33. Every member in every category of Membership shall be entitled to receive from COMENSA and retain in his possession a certificate appropriate to his category of Membership, provided that in the event of suspension of, or exclusion from, Membership for any reason, he shall immediately cease to use such certificate.

VOIDANCE OF MEMBERSHIP

34. Membership obtained based on false or fraudulent evidence may be voided at any subsequent time by the Board.
35. Action to void must be on recommendation from the Disciplinary Committee.
36. Any individual whose Membership is voided based on clause 34 shall not be entitled to a refund on Membership application and subscription fees paid.
37. Notwithstanding the fact that the individual's Membership has been voided, COMENSA retains the right to take disciplinary action as contemplated in the Code of Ethics and Conduct.
38. An Individual whose Membership is voided is not entitled to the provision contemplated in

clause 26 should he at a later stage re-apply for Membership.

MEMBERSHIP BENEFITS

39. Membership benefits are determined by the Board and may be amended from time to time.
40. The Board may, when deemed appropriate, allocate specific benefits to the various Membership classes and distinguish membership fees based on differentiated benefits.
41. The Board must, as far as possible, avoid cross-subsidisation, which may adversely affect any Membership class.
42. COMENSA is responsible for providing access to benefits, but the onus shall remain on the individual Member to utilise the benefits. The lack of applying his right to utilise the benefits, does not entitle any Member to receive a discount on his subscription fees.
43. Membership benefits must be aligned to the objects set out in the MOI.

CREDENTIALS

44. The Board must ensure that all COMENSA designations are recognised and registered by the South African Qualifications Authority.
45. Members may only use COMENSA designations if they:
 - 45.1. Remain Members of COMENSA; and
 - 45.2. Meet the Continuing Professional Development Requirements.
46. In the event that a credentialed individual has not met the Continuing Professional Development Requirements, but has paid her membership fee, her status shall reflect as Ordinary Member until such time that she has met the requirements, retrospectively, to COMENSA's satisfaction. During such time she may not use the credential in her curriculum vitae, business cards, e-mail signatures or any other platform, including social media platforms.

APPEALS AGAINST MEMBERSHIP REFUSAL

47. Any person who has been refused Membership with COMENSA may appeal against the decision.
48. The appellant must lodge the appeal against the decision with the Secretary of the Board who shall pass the appeal on to the Disciplinary Committee.
49. The appeal must be submitted in the format prescribed by the Board.
50. The appellant must clearly stipulate whether the appeal is against procedural or substantive fairness.
51. The Disciplinary Committee shall use the provisions in these Bylaws as well as the Fit and Proper Person Framework, attached to these Bylaws in **Appendix A**, to determine whether the refusal to admit a person to Membership was sound and fair. **Appendix A** may be amended by the Board from time to time, in its sole discretion.
52. The Disciplinary Committee's decision is final, but where possible, the Committee must provide the appellant with guidelines on how she may remedy her application or, where applicable, with a time period after which she may re-apply for Membership.
53. A register of all individuals refused membership must be kept by the Secretariat. All new applications must be checked against that register. Should an individual appear in the register, the Disciplinary Committee must decide whether conditions under which the application had been refused have been remedied.

READMISSION TO MEMBERSHIP

54. A lapsed Member or an individual who had formally resigned may be readmitted using one of the following routes:
 - 54.1. Apply to be reinstated with an unbroken Membership record in which case the individual must:

- 54.1.1. Pay the Membership fees outstanding for the period for which he has been a lapsed Member or have not been a Member due to his resignation. The normal application fee will not apply in such a case; and
 - 54.1.2. Satisfy COMENSA that he has kept up with sufficient Continuing Professional Development, in the case of a Credentialed Member, failing which the individual may be readmitted as an Ordinary Member until such time that he has satisfied COMENSA that he is ready to be reinstated as a Credentialed Member.
 - 54.2. Apply to be admitted as a new Member, in which case the individual's previous track record will be disregarded in terms of years of Membership. Applications for new Membership shall be treated the same manner in which brand new applicants are treated as outlined in clause 16.
55. Any individual who wishes to be reinstated after having been suspended or expelled may be reinstated to Membership by the Board on recommendation of the Disciplinary Committee. The individual must however show cause that she should be reinstated and meet the following requirements, where applicable:
 - 55.1. Sufficient time and action had been taken to rehabilitate herself.
 - 55.2. Sufficient reparations have been made, if and where relevant.
 - 55.3. Any remedial action imposed as part of a sanction, following disciplinary action, has been met.
 - 55.4. Any other requirements the Disciplinary Committee may find necessary.
56. Any individual who is refused admission to Membership by the Disciplinary Committee, based on an application contemplated in clause 55, may appeal to the Board through the Secretary. In such case:
 - 56.1. The Board will appoint an ad hoc Membership Appeals Panel, consisting of either members of the Board or other Members who are sufficiently senior and skilled, to consider the appeal.

- 56.2. The ad hoc Membership Appeals Panel shall make a recommendation to the Board, based on their findings and the Board shall make a decision, which is final.

MEMBERS OUTSIDE OF THE BORDERS OF THE REPUBLIC

57. Individuals who do not reside inside the borders of the Republic may apply for Membership with COMENSA, subject to the following conditions:
- 57.1. There is no reciprocity agreement with a similar body in the country in which the individual reside, which precludes COMENSA from allowing individuals in that country to apply for Membership with COMENSA.
- 57.2. Notwithstanding clause 57.1, COMENSA may allow an individual to apply for Membership, if the individual can provide proof that she has retained her Membership with the body which COMENSA has a reciprocity agreement with.
58. Membership application and subscription fees shall be quoted, and payment settled, in South African Rands (ZAR).
59. Members not residing in South Africa are entitled to have access to all services in their Membership class but shall not be entitled to additional services being delivered in their country of residence.

RECIPROCIITY AGREEMENTS

60. The Board may, in its sole discretion, enter into reciprocity agreements with similar bodies which may either:
- 60.1. Be an agreement of mutual recognition of Membership, in other words, each body allows each other's Members access to their services available to their Members at the Membership rates;
- 60.2. Be an agreement of mutual recognition of credentials, in other words, each body would allow individuals with recognised credentials access to the same Membership classes and services as they would for individuals who carry their own credentials of the same

standing; and/or

- 60.3. Be an agreement in which both bodies are obliged to share marketing and other information with their respective membership bases on behalf of the recognition agreement partner.

GROUPS

61. COMENSA, in its sole discretion, may offer groups of individuals, who are employed by the same organisation, a group discount, provided that the organisation pays the full amount after the discount, on behalf of the individuals.
62. The Board may assign different discounts based on the size of a group.
63. Individuals whose subscription fees are paid for by their organisation shall still remain individual Members subject to all the provisions in the MOI, the Bylaws and the Code of Ethics and Conduct.
64. Notwithstanding the fact that the subscription fee has been paid by the individual's organisation, the individual will only be recognised as a Member once all the provisions contemplated in clause 16 have been met.
65. An organisation who pays subscription fees on behalf of its employees may not be regarded as a Member and shall have no voting rights.

STRATEGIC PARTNERS

66. Strategic Partners are organisations that provide coaching and/or mentoring as a primary service offering.
67. Strategic Partners are not classified as Members of COMENSA and are not entitled to vote.
68. Strategic Partner subscription fees are determined by the Board.
69. Strategic Partners are automatically entitled to group discounts for membership fees paid on behalf of their employees, subject to clause 62.
70. Strategic Partners must ensure that all individuals in their employ, who are eligible for

Membership of COMENSA, are Members of COMENSA.

71. The employees of Strategic Partners, who are not Members of COMENSA, are entitled to access COMENSA's free services and paid for services at a discounted rate determined by the Board.
72. Employees of Strategic Partners, who are not Members of COMENSA, may not claim that they are Members of COMENSA in their curriculum vitae, business cards, e-mail signatures or on any platform, including social media platforms.
73. Strategic Partners are entitled to be listed as such on COMENSA's website.
74. Strategic Partners are entitled to first right of refusal on sponsorship and advertising opportunities. Strategic Partners will be notified of opportunities and granted access to such opportunities on a first come first served basis, provided they meet the deadlines determined by the Board.
75. The Board retains the right to terminate a Strategic Partnership if the organisation has breached any of the provisions in the Code of Ethics and Conduct.
76. Notwithstanding the provision in clause 75, COMENSA retains the right to take disciplinary action against the individuals who were involved in the decisions and actions resulting in the termination of the partnership as contemplated in clause 75.
77. Strategic Partners may participate in any calls for comments or consultation processes initiated by the Board.

D. EDUCATION, TRAINING AND DEVELOPMENT

EDUCATION

78. Education refers the process followed to obtain the academic qualifications underpinning the COMENSA designations recognised by SAQA.
79. Where an individual does not have the required academic qualification, he may request

that the Recognition of Prior Learning (RPL) process, as set out in the COMENSA RPL Policy and amended by the Board from time to time, be applied.

TRAINING

80. Training is intended to develop technical knowledge and skill with a specific outcome.
81. COMENSA may from time to time set training requirements for the upskilling of Members who wish to attain a COMENSA credential.

DEVELOPMENT

82. Development is intended to promote continuous growth and allows the Member to stay abreast of changes in the Profession and the market.
83. All Members, on whom a credential has been conferred, must adhere to COMENSA's Continuing Professional Development (CPD) requirements as set out in the CPD Policy and amended by the Board from time to time, in order to retain the credential.
84. COMENSA retains the right to declare training on a specific standard compulsory, within any specific timeframe. To remain a Member in good standing an individual must adhere to the requirement as determined by the Board.
85. COMENSA retains the right to declare annual training in a specific area, such as Ethics, compulsory for all Members, where the Board deems it necessary for the continued credibility of the Profession.

E. STRATEGIC PLANNING

FREQUENCY

86. The Board must ensure that, as a minimum requirement, a three-year rolling strategic plan is in place.

87. The Board must revise the strategy at least once a year to ensure alignment to current and shifting realities.
88. The CEO or, in the absence of a CEO, the Executive Committee shall craft a draft strategic plan, taking all relevant factors into consideration, for submission to the Board for deliberation, adjustment where necessary, approval and adoption with an implementation plan.
89. The Board may, in its sole discretion, include committees in the strategy formulation process, to harness the diversity of thought in the governance structures.

REPORTING

90. The Board must receive reports on the implementation of the Strategy at least once a quarter and make recommendations for adjustments whenever such is required.
91. The Board must provide the Members with a report on the Strategy and the implementation thereof at every AGM.
92. The Board must periodically, based on its discretion, afford Members an opportunity to provide it with input, in whatever format the Board deems necessary, on pertinent strategic matters that will have a material impact on the future of the Profession.

F. GOVERNANCE STRUCTURES

BOARD OF DIRECTORS

93. The authority, powers, composition and duties of the Board are outlined in the MOI of COMENSA.
94. The Board must ensure that there is a Board Charter in place and that the Charter is aligned to the MOI, the Companies Act, the King Report as well as the Code of Ethics and Conduct.
95. Although the Board may delegate some of its responsibilities to Committees, it remains the

apex body responsible for the effective governance of COMENSA. It may therefore not delegate its accountability.

96. The Board must ensure that COMENSA fulfils all its obligations in relation to the South African Qualifications Authority's policies and, is in compliance with all relevant legislation, regulations and rules.
97. To bring some balance on the Board in terms of independence, two seats on the Board must be reserved for non-Members who are also not practicing within the Profession. Such individuals must be adequately skilled, experienced, and preferably credentialed individuals in the context of their own respective professions.

COMMITTEES

98. The Board may establish and delegate some of its responsibilities to committees in executing its mandate. **Appendix B** lists the Committees and their key functions, which is updated by the Board on an annual basis.
99. While the Board may, in its own discretion, decide which committees are needed at any given point in time, the following committees, each with their own clear Terms of Reference, must be established and remain active:
 - 99.1. The Audit, Risk and Finance Committee
 - 99.2. Nominations and Governance Committee
 - 99.3. Social and Ethics Committee
 - 99.4. Investigations Committee
 - 99.5. Disciplinary Committee
 - 99.6. Provincial Chapter Committees, although with their own Terms of Reference, governed by the Provincial Chapter Constitution.
 - 99.7. The Provincial Chapter Chairs Committee
100. Except for the Provincial Chapter Committees referred to in clause 99.6, and the

Nominations and Governance Committee referred to in clause 99.2, each one of these committees contemplated in clause 99 must be chaired by a member of the Board.

101. The President may not serve on the Audit, Risk and Finance Committee, the Investigations Committee and the Disciplinary Committee.
102. The Provincial Chapter Chairs Committee shall be chaired by the President.

TRANSFORMATION

103. The Board shall ensure that a transformation policy and related strategy is in place that address:
 - 103.1. Ensuring that diversity and inclusivity are prioritised;
 - 103.2. Ensuring that the demographic profile of the Membership base is either reflecting or making fair progress toward reflecting the demographic profile of the economic active population in the Republic;
 - 103.3. Ensuring that the demographic profile of the Secretariat and the Governance structures is either reflecting or making fair progress toward reflecting the demographic profile of the economic active population in the Republic.
 - 103.4. Ensuring access to the Profession for previously disadvantaged individuals; and
 - 103.5. Encouraging relevant stakeholders to prioritise transformation.

G. ADMINISTRATION

FINANCIAL PRUDENCE

104. The Board must ensure that the financial management of COMENSA:
 - 104.1. Is geared towards long term sustainability;
 - 104.2. Is aligned to the objects of COMENSA as outlined in the MOI; and
 - 104.3. Is governed by effective internal controls to ensure mitigation against fraud, corruption, mismanagement and fruitless and wasteful expenditure.

AMENDMENT OF THE BYLAWS

105. The Bylaws may from time to time be amended by a resolution supported by no less than 75% (seventy five percent) of those Members in good standing of COMENSA present in person or by proxy at a General Meeting of which due notice has been given with full particulars of the proposed amendment.

APPENDIX A - FIT AND PROPER PERSON FRAMEWORK

PURPOSE AND APPLICATION OF THE FRAMEWORK

106. The Framework supplements the Bylaws and the Code of Ethics and Conduct.
107. The Framework sets out COMENSA's requirements and conditions for admission to Membership as well as continued recognition as a Member of COMENSA.
108. The Framework applies to all Members and those who wish to become Members or readmitted Members of COMENSA.

MEMBERS IN GOOD STANDING

109. A Member shall be deemed to be in good standing where:
 - 109.1. Her annual membership subscription fees are paid up;
 - 109.2. All required declarations are fully submitted and up to date;
 - 109.3. Any compulsory training requirements have been complied with;
 - 109.4. There are no Disciplinary Findings (Sanctions) or pending disciplinary proceedings against the Member; and
 - 109.5. All CPD requirements, as set out by COMENSA have been adhered to.

GROUNDINGS FOR REFUSAL OF AND EXPULSION FROM MEMBERSHIP

110. Factors that constitute *prima facie evidence* that an individual does not qualify for Membership or ceases to be a Member in good standing include:
 - 110.1. If the individual-
 - 110.1.1. Has breached any of the provisions in the Code of Ethics and Conduct;
 - 110.1.2. Does not meet all of the conditions set out in clause 109;
 - 110.1.3. Has been found guilty (and that conviction has not been expunged in terms sections 271 A – D of the Criminal Procedure Act 51 of 1977) in any criminal

proceedings under any law in any jurisdiction of-

- 110.1.3.1. An offence in terms of Schedules 1 – 8 of the Criminal Procedure Act,
 - 110.1.3.2. An offence as a result of breach of the Companies Act 71 of 2008,
 - 110.1.3.3. An offence under a law relating to the regulation or supervision of a Financial Institution, as defined in the Financial Institutions Act, or a corresponding offence under the law of a foreign country,
 - 110.1.3.4. An offence of Perjury or any offence involving Dishonesty, Dishonourable and Unprofessional Conduct, or,
 - 110.1.3.5. An offence under the Prevention of Corruption Act, 1958, the Corruption Act, 1992, the Prevention and Combating of Corrupt Activities Act, 2004 or a corresponding offence under the law of a foreign country;
- 110.1.4. Has been found liable in any civil proceedings by a court or is a subject of any pending proceedings which may lead to such finding of liability under any law in any jurisdiction for having-
- 110.1.4.1. Breached the Companies Act, or
 - 110.1.4.2. Accepted civil liability for, or having been a subject of a civil judgment in respect of, Theft, Fraud, Forgery, Uttering a Forged Document, Perjury or any conduct involving Dishonesty, Breach of Fiduciary Duty, Misrepresentation, or Negligent, Dishonourable and Unprofessional Conduct;
- 110.1.5. Has been the subject of frequent material preventative, remedial or enforcement actions by any Registrar, Regulatory Authority or Professional Body;
- 110.1.6. Has been removed from an office of trust for Theft, Fraud, Forgery, Uttering a Forged Document, Perjury or any conduct involving Dishonesty, Breach of Fiduciary Duty, Misrepresentation, or Negligent, Dishonourable and Unprofessional Conduct;
- 110.1.7. Has breached any Fiduciary Duty;

- 110.1.8. Has been suspended, dismissed or disqualified from acting as a Director, Managing Executive, Public Officer, under any law or any action to achieve one of the aforementioned outcomes has been instituted against the individual;
- 110.1.9. Has been refused a registration, approval, authorisation or licence to carry out a trade, business or profession, or having had that registration, approval, authorisation or licence revoked, withdrawn or terminated by a regulatory authority;
- 110.1.10. Has been denied registration or membership of any professional body or had that registration or membership revoked, withdrawn or terminated by a professional body because of matters relating to honesty, integrity or business conduct;
- 110.1.11. Has been disciplined, reprimanded, disqualified, or removed by a Professional Body or Regulatory Authority, in relation to matters relating to honesty, integrity, incompetence or business conduct, or any action to achieve one of the aforementioned outcomes has been instituted against the individual;
- 110.1.12. Has knowingly been untruthful or provided false or misleading information to, or been uncooperative in any dealings with any regulatory or compliance authority;
and/or
- 110.1.13. Has demonstrated a lack of readiness and willingness to comply with legal, regulatory of professional requirements and standards.

APPENDIX B – COMMITTEES ESTABLISHED BY THE BOARD

Except for the Committees which are listed as compulsory in the Bylaws, the Board in its sole discretion may determine which Committees it needs to assist the Board in the execution of its duties.

The Committees established by the Board in 2021, which shall be in effect until such time that the Board amends the list, are listed below. The key functions herein are not meant to be comprehensive. The Committee shall each have their own Terms of Reference which include the full spectrum of roles, responsibilities, delegated authority and reporting requirements.

THE EXECUTIVE COMMITTEE

The Executive Committee is established to fill the void created by the absence of a strong Secretariat with executive staff responsible for the implementation of the strategy and the day-to-day operations of Professional Body. This Committee is chaired by a member of the Board.

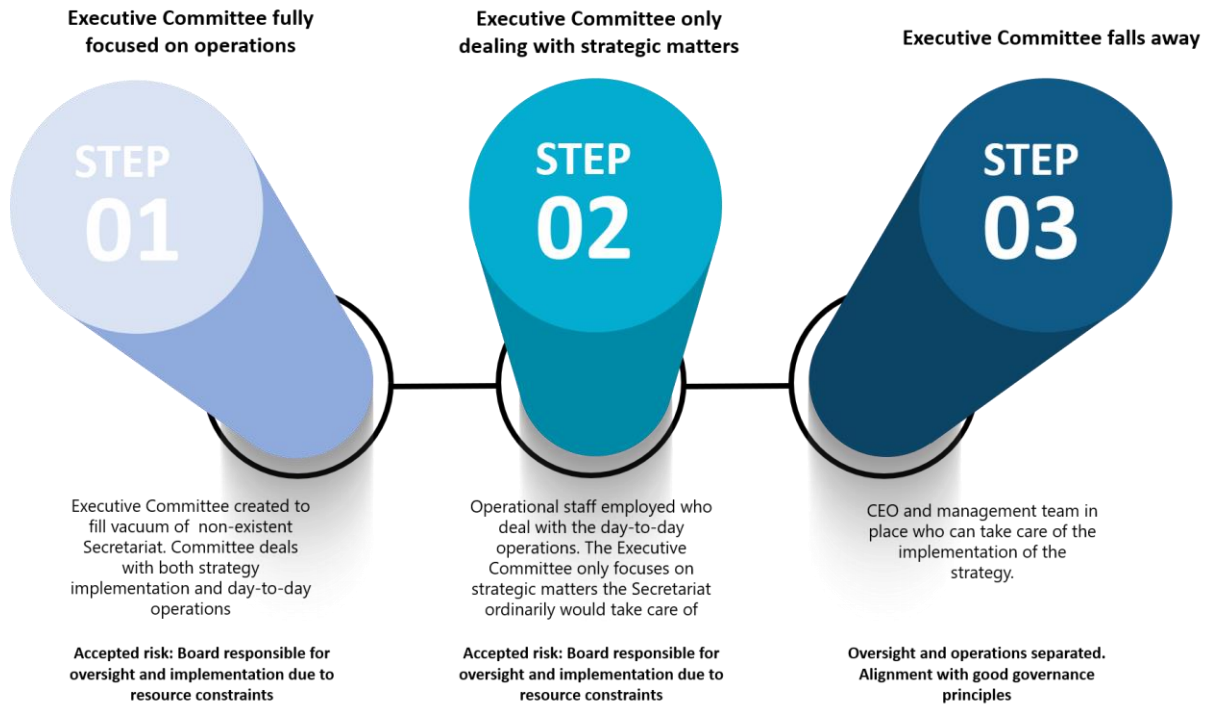
Key functions:

- With input from the relevant Committees, create the draft strategic plan for the Board's input and approval.
- Oversee the implementation of the strategy.
- Responsible for the day-to-day operations of the Professional Body, where the secretariat lacks capacity.

The Executive Committee is a temporary body, which will be phased out over time as COMENSA creates a strong Secretariat that will deal with the implementation of the strategy and day-to-day operations. This will ensure that COMENSA can eventually separate oversight from operations and satisfy the SAQA requirements.

The Executive Committee Consists of the Vice President, the Chairs of the Membership Criteria and Standards of Competence Portfolio Committee, the Marketing Portfolio Committee and the Research Portfolio Committee and is supported by the Administrator.

EXECUTIVE COMMITTEE TRANSITION



THE AUDIT, RISK AND FINANCE COMMITTEE

The Audit, Risk and Finance Committee is chaired by a member of the Board, who also serves as COMENSA’s Treasurer. The Committee may not be chaired by the President, to ensure a balance of power.

Key functions:

- Ensure that COMENSA has the necessary accounting policies and processes in place.
- Ensure that adequate controls are in place to prevent any fraud or corruption.
- Ensure that the Board receives regular financial reports to aid it in its oversight duties.
- Ensure that the Board is provided with accurate timeous financial information for decision

making processes.

- Ensure that COMENSA produces accurate audited Annual Financial Statements. Oversee the appointment and the work of the Auditors.
- Ensure that adequate measures are taken to identify and mitigate against any risks COMENSA may face.

NOMINATIONS AND GOVERNANCE COMMITTEE

The Nominations and Governance Committee consists of Members who are not Directors of the Board, plus the Past President who attends in an ex officio capacity with voting rights. The Committee must be chaired by a Member who is not a Director of the Board to ensure a fair amount of independence.

Key functions:

- Overseeing the COMENSA election processes, including assessing nominees and determining the final slate of candidates for approval of the Board.
- Leading the process of ensuring that COMENSA adheres to sound governance principles.
- Overseeing the process of an external Board evaluation every two years and ensuring that the Board undergoes a self-assessment in the alternate year.

SOCIAL AND ETHICS COMMITTEE

The Social and Ethics Committee is established in compliance with the provisions in the Companies Act. The Committee is chaired by a member of the Board.

Key functions:

- Review COMENSA's activities, having regard to any relevant legislation, other legal requirements of prevailing codes of best practice, and make recommendations relating to:
 - Social and economic development.
 - Good corporate citizenship.
 - The environment, health and public safety.

- Consumer relations. Labour and employment.
- Any other legislation, regulations and guidelines in relation to stakeholder needs.
- Monitor COMENSA's adherence to ethical guidelines and make recommendations for behaviour adjustments.
- Provide ethics guidance to Members.
- Make recommendations around ethics training needs for the Profession.

INVESTIGATIONS COMMITTEE

The Investigations Committee is established to meet the SAQA requirements. This Committee is chaired by a member of the Board.

Key functions:

- Receive complaints against members and investigates to determine whether there is a prima facie evidence that the member has breached the Code of Ethics and Conduct.
- Refer any matters with prima facie evidence to the Disciplinary Committee.

DISCIPLINARY COMMITTEE

The Disciplinary Committee is established to meet the SAQA requirements. This Committee is Chaired by a member of the Board.

Key functions:

- Ensuring that the disciplinary processes are aligned with SAQA requirements and best practice.
- Receiving cases from the Investigations Committee and determining whether disciplinary action should be taken against the implicated member.
- Appointing an ad hoc Disciplinary Panel (which shall not consist of any of the Committee members) should the Committee determine that there is merit in taking disciplinary action.

DISCIPLINARY PROCESS



MEMBERSHIP CRITERIA AND STANDARDS OF COMPETENCE PORTFOLIO COMMITTEE

The Membership Criteria and Standards of Competence Portfolio Committee is established to ensure that COMENSA meets its obligations in relation to the continuing development of Members. The Committee is chaired by a member of the Board.

Key functions:

- Oversee Membership applications.
- Credentialing and awarding designations.
- Develop, review and maintain the CPD Policy and Criteria.
- Manage the Continuous Professional Development Processes.
- Recommend to the Board CPD Categories and Points Per Category.
- Develop, review and maintain the RPL Policy.
- Training Provider Programme approval.

MARKETING PORTFOLIO COMMITTEE

The Marketing Portfolio Committee is established to effectively market COMENSA to all identified stakeholders. The Committee is chaired by a member of the Board.

Key functions:

- Propose a marketing plan and strategy in conjunction with the communication strategy.
- Identify marketing opportunities.
- Communicating, supporting and guiding marketing strategy across COMENSA on all platforms.
- Ensure all COMENSA committees are kept up to date on the marketing and communication strategy and plan.

RESEARCH PORTFOLIO COMMITTEE

The Research Portfolio Committee is established to support the COMENSA strategy to professionalise the South African coaching & mentoring industry, by promoting evidence-based practice. The Committee is chaired by a member of the Board.

Key functions:

- Develop and promote evidence-based practice (EBP) for coaches and mentors.
- Enable the availability of more coaching- and mentoring-related research to all members.
- Provide guidance on a common language within the profession and the industry Support COMENSA Exco in research requests.

SUPERVISION PORTFOLIO COMMITTEE

The Supervision Portfolio Committee is established to enhance the quality of coaching. The Committee is chaired by a member of the Board.

Key functions:

- Develop, maintain and implement supervision as best practice for coaches.

- Ensure that supervision is accessible to all COMENSA members.
- Provide a list of trained coach supervisors.
- Research, analyse and interpret information related to supervision.
- Market supervision to educate coaching communities.

PROVINCIAL CHAPTER COMMITTEES

Provincial Chapters represent the interests of Members at local and provincial levels. The activities are guided and governed by the Provincial Chapter Constitution.

Key functions:

- To serve as a two-way communication channel between the Board and the Members in the respective provinces, on issues of strategic importance to COMENSA.
- To support the undertaking of external functions by the National Committees in achieving the objectives of COMENSA.
- To host relevant events, that support the objects of COMENSA, on behalf of COMENSA.

PROVINCIAL CHAPTER CHAIRS COMMITTEE

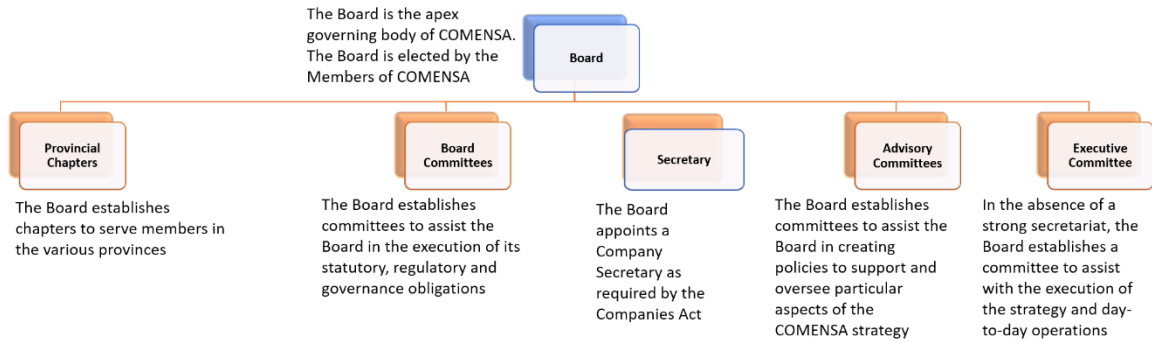
The Provincial Chapter Chairs Committee provides the Board with feedback from the provinces on matters relevant to the strategy of COMENSA. The Committee is Chaired by the President.

Key functions:

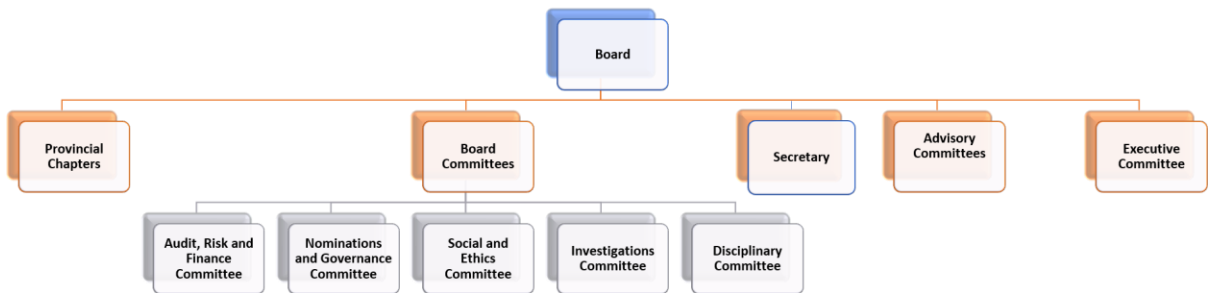
- To provide the Board with a consolidated view on issues of strategic importance to COMENSA.
- To provide input into the achievement of the objectives of COMENSA.
- To share best practice that would benefit all provinces to ensure sustainable growth.

GOVERNANCE STRUCTURES – ORGANOGRAM

COMENSA Governance Structures



COMENSA statutory and regulatory obligation structures



COMENSA Strategy formulation and execution structures

