
COMENSA (Incorporated association not for gain)

Constitution

1. **Name and status**

- 1.1 The name of the Association is “Coaches and Mentors of South Africa”, abbreviated as “COMENSA”. The organisation will be referred to throughout this Constitution as “COMENSA” or “the Association”.
- 1.2 COMENSA is a professional association not for gain, incorporated under Section 21 of the Companies Act of 1973, and not having a share capital under Section 60 of the Act.
- 1.3 This Constitution represents an expansion on the statutory requirements stipulated in the Companies Act of 1973 and the provisions of the Memorandum and Articles of Association of COMENSA (Incorporated associated not for gain). Nothing in this Constitution is intended to be contrary to applicable statutes or to an individual’s rights under the Constitution of the Republic of South Africa.

2. **Mission**

Supporting professional practice and a learning culture in coaching and mentoring through standards and ethics.

3. **Vision**

Empowering people to achieve their full potential in a consciousness of sustainable well-being.

4. **Values**

- 4.1 As a professional association we expect and require all our members to operate with the following values:
- 4.1.1 • Integrity;
- 4.1.2 • Ethics;
- 4.1.3 • Accountability;
- 4.1.4 • Inclusivity; and
- 4.1.5 • Professionalism.
- 4.2 For details of:
- 4.2.1 • The professional ethics required of members, consult the Association’s [Code of Ethics](#).
- 4.2.2 • The level of professional competence required of members, consult the Association’s [Standards of Professional Competence](#).
- 4.2.3 • The professional supervision process required of members, consult the Association’s [Policy on Supervision](#).

5. Objectives

5.1 COMENSA has the following objectives:

- 5.1.1 • To be the recognised umbrella professional association representing and providing for regulation of the coaching and mentoring professions in South Africa.
- 5.1.2 • To develop the credibility and awareness of coaching and mentoring as professions, and to promote the roles of coaching and mentoring, among all potential stakeholders.
- 5.1.3 • To promote the effective empowerment of clients by the coaching and mentoring professions.
- 5.1.4 • To develop frameworks and/or mechanisms to facilitate access to coaching and mentoring services by disadvantaged clients.
- 5.1.5 • To develop frameworks and/or mechanisms to support the professional development of individuals who for reasons of history rather than ability experience difficulty in entering the coaching and mentoring professions.
- 5.1.6 • To develop, implement, and provide for member compliance with, standards of professional competence and a code of professional ethics.
- 5.1.7 • To provide a central resource centre for information, formal and informal research, and other relevant reference material on coaching and mentoring, and to facilitate access to such information by members.
- 5.1.8 • To monitor and promulgate best practice trends in coaching and mentoring.
- 5.1.9 • To provide a forum within which coaches and mentors may network, share ideas and values, and develop a sense of community.
- 5.1.10 • To achieve and maintain affiliations to relevant national and international organisations involved in the development of coaching and mentoring.
- 5.1.11 • To facilitate and support the development of minimum training standards for coaches and mentors.
- 5.1.12 • To develop and implement mechanisms to support the active supervision of practising coaches and mentors.
- 5.1.13 • To admit into membership those who meet the professional requirements of the association.
- 5.1.14 • To maintain and administer a central register of members available to prospective clients of coaching and mentoring services.

5.2 COMENSA shall not undertake the following roles:

- 5.2.1 • Assess and/or certify competence of members against qualifications, unit standards or training programmes, whether or not registered with or approved by the South African Qualifications Authority (SAQA) or any Sector Education and Training Authority (SETA) in terms of the National Qualifications Framework (NQF) and related legislation.
- 5.2.2 • Establish, manage or operate any other organisation, entity or business venture, except in direct support of the above-specified Objectives of the Association and not being otherwise in conflict with the provisions of this Constitution and not involving the personal interest of any office-bearer of the Association and only in terms of a specific resolution by a majority of the Association's members in general meeting.
- 5.2.3 • Lend or invest funds, or in any way facilitate the lending or investing of funds by third parties, to/in any member or office-bearer or any other individual or organisation, except for the investing of funds surplus to operational requirements only in low-risk fixed-term deposits with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act of 1984.

- 5.2.4 • Provide, or facilitate the provision by third parties of, professional liability insurance or other risk management or risk mitigation service, to any member or other individual or organisation.
- 5.2.5 • Act as employment broker, finder or business agent for any member or other individual or organisation, other than to provide prospective clients of coaching and mentoring services with basic database information on members without express or implied warranty as to the competence or suitability of such members.
- 5.2.6 • Define or recommend any professional fee or tariff structure for application by any member or other individual or organisation.
- 5.2.7 • Distribute any income or assets of the Association to any person, except as reasonable remuneration for services rendered.

6. Functions and activities

6.1 Internal functions

6.1.1 Internal functions relate to the internal management and administration of COMENSA, as follows:

- (a) Executive Committee functions at national level;
- (b) Provincial Chapter Committee functions at provincial level;
- (c) management functions;
- (d) financial management functions;
- (e) administrative functions; and
- (f) membership database management.

6.2 External functions

6.2.1 External functions relate to interaction with and delivery of services to members and external parties, and are focused on the following areas:

- (a) strategic purpose;
- (b) constitution and Section 21 company;
- (c) continuing professional development;
- (d) definitions;
- (e) code of professional ethics;
- (f) standards of professional competence;
- (g) marketing: public relations;
- (h) marketing: members;
- (i) membership;
- (j) event organisation and co-ordination;
- (k) research;
- (l) NQF unit standards;
- (m) supervision;
- (n) users/special interest groups; and
- (o) website development, management and maintenance.

7. Membership

7.1 Membership criteria

- 7.1.1 Persons or organisations meeting the respective requirements and paying the required annual membership fee may be admitted to the membership categories of the Association specified in this clause.
- 7.1.2 Persons or organisations who do not meet the membership criteria, or whose credentials prove to be invalid, may be refused admission to membership or admitted to membership under a different membership category or required to resign membership, as applicable and recommended by the Membership Committee. In the event of a dispute regarding eligibility for membership, the decision of the Executive Committee shall be final. The Association shall not be required to furnish reasons for refusal of membership.
- 7.1.3 Once membership has been formally bestowed, the member shall remain a member until her/his membership lapses or is terminated or amended in accordance with the provisions of this constitution and bylaws.
- 7.1.4 A member in good standing shall be defined as a member, whether individual or corporate, registered within the appropriate membership category of the Association, who complies with the Code of Professional Ethics, Standards of Professional Competence and Policy on Supervision of the Association, and whose membership fees are fully paid up.

7.2 Membership categories

7.2.1 Individual members

It is envisaged that individual members shall ultimately comprise persons in the following categories:

- (a) *Master Practitioners* of coaching or mentoring, being persons able to demonstrate professional mastery through:
- (i) having a relevant coaching or mentoring qualification, or a relevant recognition of prior learning (RPL) document, at an appropriate NQF Level; and
 - (ii) having a specified quantity of coaching or mentoring experience at a defined level of quality; and
 - (iii) undergoing a specified amount of continuing professional development work (including supervision) per annum.
- (b) *Associate Practitioners* of coaching or mentoring, being persons able to demonstrate professional expertise through:
- (i) having a relevant coaching or mentoring qualification, or a relevant recognition of prior learning (RPL) document, at an appropriate NQF Level; and
 - (ii) having a specified quantity of coaching or mentoring experience at a defined level of quality; and
 - (iii) undergoing a specified amount of continuing professional development work (including supervision) per annum.
- (c) *Candidate Practitioners* of coaching or mentoring, being persons:
- (i) able to provide evidence of studies into coaching or mentoring.

The eligibility criteria for the above individual membership categories shall as soon as feasible be defined and applied by the duly-constituted Standards Committee and Membership Committee, under the supervision and guidance of the duly-elected Executive Committee, based on assessment of the needs and requirements of the membership and the professions of coaching and mentoring, as appropriate for the effective fulfilment of the Association's Mission, Vision and Objectives.

Until the implementation of the above individual membership categories becomes feasible, the categories of individual membership and their eligibility criteria shall be defined by the duly-constituted Membership Committee to be as generalised and inclusive as possible, based on standards of professional eligibility defined by the duly-constituted Standards Committee, under the leadership and guidance of the duly-elected Executive Committee, and shall be promulgated in applicable bylaws.

7.2.2 Companies

It is envisaged that Companies admitted as members shall ultimately comprise the following categories of organisation:

- (a) *Companies of Coaching or Mentoring Practitioners*, being companies which earn income from coaching and/or mentoring:
 - (i) with 1 to 5 staff members being coaches and/or mentors; or
 - (ii) with 6 and more staff members being coaches and/or mentors.
- (b) *Training Institutions*, being companies which train coaches and mentors.
- (c) *Affiliates or Interested Parties*, being companies which are not earning income from coaching and/or mentoring.
- (d) *Corporate Members*, being companies which are users or buyers of external coaching and/or mentoring, or which use coaching and/or mentoring methodology.

Until the implementation of the above corporate membership categories becomes feasible, the categories of corporate membership and their eligibility criteria shall be as defined by the duly-constituted Membership Committee, under the leadership and guidance of the duly-elected Executive Committee, and shall be promulgated in applicable bylaws.

7.3 Membership fees

7.3.1 All members shall be liable for the payment of an annual membership fee, the levels of which for the respective categories of membership shall be determined by the Executive Committee, tabled at the Annual General Meeting in conjunction with and in support of an annual budget for the Association, and approved by the members at the AGM as an amendment to the relevant bylaw.

7.3.2 Membership fees are due on submission of application for membership and thereafter within three calendar months of the Association's Annual General Meeting. Failure to pay the required membership fee by the latter date shall cause the membership concerned to lapse.

7.4 Membership benefits

7.4.1 Membership benefits shall be as defined by the Executive Committee, and shall be similar in nature for all categories of membership.

7.5 Membership rights

- 7.5.1 Members in good standing have the right to assert their membership of the Association in the specific category for which they have been registered.
- 7.5.2 Members in good standing have the right to elect office-bearers onto the Executive Committee and their respective Provincial Chapter Committees.
- 7.5.3 Members in good standing have the right to hold the Executive Committee accountable in general meeting for:
- (a) the fulfilment of the Mission of the Association;
 - (b) the achievement of the Association's Objectives; and
 - (c) the effective, efficient and economical leadership and management of the Association, in full compliance with:
 - (i) the provisions of this constitution and bylaws,
 - (ii) company law and other applicable statutes,
 - (iii) generally-accepted accounting practice (GAAP), and
 - (iv) the recommendations of the King II Report on Corporate Governance insofar as these are applicable.

7.6 Membership registration

- 7.6.1 A member may only be registered as such:
- (a) after submission of a properly completed and signed membership application form, including substantiation of relevant qualifications and experience as required in terms of the relevant bylaws, to the Secretary; and
 - (b) after submission to the Secretary of a properly completed and signed undertaking to comply with the requirements of membership, including maintenance of professional ethics and standards of professional competence; and
 - (c) after payment of the applicable membership fee to the Treasurer; and
 - (d) after consultation regarding the member's *bona fides* by the relevant structures with the relevant Provincial Chapter Committee or, in the absence of a functioning Provincial Chapter Committee, with members located within the relevant province, as may be determined to be appropriate by the Membership Committee under the supervision and guidance of the Executive Committee.
- 7.6.2 The details of members shall be kept on a central database maintained under the supervision of the Secretary. Each member shall be registered with a single address, which in the case of individual members shall be the work address of the member concerned unless they work from home, in which case their residential address must be registered.

7.7 Implementation of membership categories and criteria

- 7.7.1 The membership categories outlined in Clause 7.2 above constitute an envisaged ideal situation which shall ultimately prevail after an adequate period of further development of the professional skills and standing of the members of the Association. In the interim, the definition and implementation of membership categories and their associated eligibility criteria shall be conducted by the relevant committees under the leadership and guidance of the duly-elected Executive Committee in terms of relevant bylaws promulgated by the latter structure.

8. Structures

8.1 Executive Committee

8.1.1 Roles

8.1.1(a) An Executive Committee at national level shall be responsible and accountable to members for the leadership, management and administration of the Association, and shall constitute and act as the Board of Directors of the Section 21 company COMENSA (Incorporated association not for gain).

8.1.1(b) The roles of the national Executive Committee are to:

- (i) monitor key and/or strategic developments in the fields of coaching and mentoring, and communicate these to members;
- (ii) formulate and implement strategic policies and plans in accordance with the wishes of members expressed in general meetings to ensure that the Association fulfils its mission and achieves its objectives;
- (iii) constitute and act as the Board of Directors of the Section 21 company COMENSA (Incorporated association not for gain);
- (iv) direct the strategic, operational and administrative management of COMENSA to ensure that the Association's activities:
 - (aa) comply with the provisions of this constitution and bylaws,
 - (bb) are effective, efficient and economical, and
 - (cc) comply fully with company law, generally-accepted accounting practice (GAAP), and the applicable recommendations of the King II Report on Corporate Governance;
- (v) manage the membership application and registration process and maintain the membership database;
- (vi) co-ordinate and supervise the activities of the Portfolio Committees; and
- (vii) report to members in general meeting on progress achieved towards the Association's strategic goals and objectives.

8.1.1(c) Once formally constituted, the Executive Committee shall define its Terms of Reference in writing, and record these in its minutes. These Terms of Reference must be reviewed annually by the Executive Committee.

8.1.1(d) The Executive Committee shall constitute sub-committees in the form of Executive Oversight Committees and Portfolio Committees to assist with its management duties. The members of the Executive Committee remain jointly and severally liable for all actions, omissions and activities of these sub-committees, and delegation of any issues to a sub-committee does not relieve the members of the Executive Committee of their joint responsibility.

8.1.2 Contractual powers

8.1.2(a) The members of the Executive Committee shall have the power to manage the business affairs of the Association, including authority to contract with external parties insofar as this is directly necessary for the achievement of the Objectives of the Association detailed in Clause 5 above, and provided that such transactions do not conflict with the provisions of this constitution and bylaws or with the provisions of the Articles and Memorandum of Association of the Section 21 company COMENSA (Incorporated association not for gain) or with applicable company law or other relevant statutes.

- 8.1.2(b) All contracts with external parties shall be signed by the President and the Secretary of the Executive Committee.
- 8.1.2(c) The members of the Executive Committee shall have the power to employ on behalf of the Association paid managerial and/or administrative staff members as and when this is feasible.
- 8.1.2(d) The members of the Executive Committee shall have the power to engage on behalf of the Association the services of accountants, auditors, attorneys, advocates and any other professional firm or person for purposes deemed necessary by the Executive Committee and on such terms as the Executive Committee shall decide.

8.1.3 Accountability

- 8.1.3(a) The Executive Committee is accountable for the direction, management and administration of COMENSA to the Association's members, through the following mechanisms.

(i) Annual report

The President shall table an annual report summarising progress towards achievement of the Association's strategic plan for the previous financial year at the Annual General Meeting for review by members, and summarising and explaining any material deviations from that strategic plan and its associated budget.

(ii) Audited annual financial statements

The Treasurer shall table the annual financial statements of the Association for the previous financial year, duly completed and audited in compliance with generally-accepted accounting practice (GAAP) and applicable company law, at the Annual General Meeting for consideration by members.

(iii) Annual strategic plan

The President shall table a strategic plan outlining the Association's strategic objectives and activities for the current financial year at the Annual General Meeting for discussion and approval by members.

(iv) Annual budget

The Treasurer shall table a budget outlining the funding of the Association's strategic plan for the current financial year, including the specification of annual membership fees, at the Annual General Meeting for discussion and approval by members.

(v) Portfolio Committee reports

The Vice-President shall report to members on portfolio developments and activities during the past financial year, and on planned portfolio activities for the current financial year, during the Annual General Meeting.

8.2 Executive Oversight Committees

8.2.1 Roles

The Executive Committee shall appoint Executive Oversight Committees to assist with its management duties in accordance with the recommendations of the King II Report on Corporate Governance insofar

as these are applicable, without diminishing the responsibilities of the Executive Committee in fulfilling these duties.

8.2.2 Scope

The Executive Oversight Committees appointed by the Executive Committee shall include, without being limited to, an Audit Committee.

8.3 Portfolio Committees

8.3.1 Roles

8.3.1(a) The role of the Portfolio Committees is to undertake activities involved in the external functions listed in Clause 6.2 above in support of the fulfilment of the Association's Mission and the achievement of its strategic objectives, as appropriate.

8.3.1(b) In carrying out their roles, Portfolio Committees are to provide technical support and assistance with the implementation of national policy and strategic plans by Provincial Chapters, to the extent determined to be feasible and practicable by the relevant Portfolio Committee, and as requested by the chairpersons of the Provincial Chapters concerned.

8.3.1(c) On being formally constituted, each Portfolio Committee shall draft its own Terms of Reference, subject to the provisions of this clause, for review and approval by the Executive Committee. These Terms of Reference shall cover the Committee's composition; objectives, purpose and activities; delegated authority and extent of power to make decisions and/or recommendations; tenure; and reporting mechanisms to the Executive Committee.

8.3.1(d) The Terms of Reference shall be reviewed annually by each Portfolio Committee immediately after its reconstitution following the Association's Annual General Meeting, and any amendments to the Terms of Reference shall be approved by the Executive Committee.

8.3.2 Portfolios

Portfolio Committees shall be constituted under the supervision of the Vice-President to undertake the external functions listed in Clause 6.2 above. The specific designations of the Portfolio Committees concerned are as listed in the applicable bylaw.

8.4 Provincial Chapters

8.4.1 Roles

8.4.1(a) It is desirable that Provincial Chapters of the Association be constituted to represent the interests of members at local and provincial level to the national Executive Committee. These Provincial Chapters shall be governed by Provincial Chapter Committees.

8.4.1(b) Members shall automatically be entitled to participate in the establishment and governance of the Provincial Chapter in their respective province by virtue of their membership of the Association, and not through a distinct or separate level, class or category of membership in the Provincial Chapter itself.

8.4.1(c) Provincial Chapter Committees shall have the following roles:

- (i) To represent the views of members at provincial level to the Executive Committee at national level, and thereby to ensure that all views are heard without geographic discrimination.
- (ii) In representing and interacting with members at provincial and local level, to support the undertaking of external functions by the Portfolio Committees in fulfilling the Mission and achieving the Objectives of the Association.
- (iii) To hold general meetings, particularly a chapter Annual General Meeting, in order to enable members located within the province concerned to discuss issues of strategic importance to the Association.
- (iv) To hold portfolio meetings at provincial level to enable members of the national Portfolio Committees to brief members on, and discuss with them, issues of importance.
- (v) To hold events such as seminars and workshops in support of the development of best practice in coaching and mentoring for members within their respective provinces.
- (vi) To use the funding allocated to them by the national Executive Committee to cover cash outlays on basic administrative and event co-ordination expenses, and to account for the use of such funds to the Executive Committee by submitting a report thereon, in a form prescribed by the Executive Committee, to the Treasurer via the Vice-President within one month of the end of the Association's financial year.

8.4.1(d) Provincial Chapters may not:

- (i) Establish or maintain membership of a Provincial Chapter as distinct from membership of the Association as a whole.
- (ii) Levy membership or other fees on members, other than entrance fees to events organised by the Provincial Chapter Committee, which entrance fees must be intended to cover only the venue, refreshment and other direct costs of such events.

8.4.2 Constitutions

- 8.4.2(a) Provincial Chapters shall be established and governed in terms of Provincial Chapter constitutions, which must be drafted by the founding members and submitted along with the charter application for approval by the national Executive Committee, and which shall inter alia prescribe the Terms of Reference and rules of procedure of the respective Provincial Chapter Committees.
- 8.4.2(b) Such Provincial Chapter constitutions may not conflict in any respect with the provisions of this constitution and bylaws or the Articles and Memorandum of Association of the Section 21 company COMENSA (Incorporated association not for gain), company law, or the applicable recommendations of the King II Report on Corporate Governance.

8.4.3 Charter requirements

- 8.4.3(a) Only one Provincial Chapter may be constituted in each province of the Republic. The provinces and their boundaries shall be those prescribed in Chapter 6 of the Constitution of the Republic of South Africa, Act 108 of 1996.
- 8.4.3(b) A Provincial Chapter may constitute sub-provincial or local committee structures within its province in order to facilitate geographical coverage of the province and thereby assist it in its roles, in accordance with explicit provisions regulating the establishment and oversight of these sub-provincial structures within the constitution of that Provincial Chapter.

- 8.4.3(c) A resolution agreed by the majority of Association members in good standing in attendance at a provincial general meeting, each member having an address registered on the Association's membership database in terms of Clause 7.6 above as being within the province concerned, and such majority comprising at least 20 members, shall be required for a Provincial Chapter to be chartered.
- 8.4.3(d) A Provincial Chapter shall be established by the Executive Committee on submission of a written request by the founding members, together with a copy of the minutes of the general meeting at which the founding members resolved to apply for the charting of that Provincial Chapter, a signed register of attendance of the general meeting, and a copy of an appropriately drafted constitution for that Provincial Chapter.
- 8.4.3(e) A Provincial Chapter shall be formally constituted and recognised by the Executive Committee in terms of a bylaw to that effect approved as stipulated in Clause 15 of this constitution.
- 8.4.3(f) A Provincial Chapter Committee may be reconstituted or suspended, and the Provincial Chapter concerned may be suspended or combined with another Provincial Chapter, by the Executive Committee in its sole discretion if such Provincial Chapter Committee is found to be inactive or operating in contravention of the Mission, Values or Objectives or other material provisions of this constitution and bylaws.

9. Office-bearers

9.1 Executive Committee

9.1.1 Composition

- 9.1.1(a) There shall be an Executive Committee of the Association which shall consist of not less than seven (7) and not more than fifteen (15) individual members, including representatives of Provincial Chapter Committees.
- 9.1.1(b) The Executive Committee shall include the following offices:
- (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) Chairpersons of those Provincial Chapter Committees duly constituted by the Executive Committee in terms of Clause 8.4 above and the applicable bylaws.
- 9.1.1(c) The members of the Executive Committee shall be formally appointed Directors of the Section 21 company COMENSA (Incorporated association not for gain) immediately after their election or appointment, as applicable, on completion and registration of the relevant official forms in terms of the Companies Act.
- 9.1.1(d) No member of the Association prohibited from acting as a director of a company in terms of the Companies Act or other applicable statute shall be eligible for election or appointment to the Executive Committee.

9.1.2 Election and appointment

- 9.1.2(a) Members of the Executive Committee are elected at the Association's Annual General Meeting for a term of two years, the dates of commencement and completion of such terms being the dates of the relevant Annual General Meetings. No member shall be appointed to more than one office on the Executive Committee.
- 9.1.2(b) At the Association's first Annual General Meeting the President, Vice-President, Secretary and Treasurer shall be elected for a term of two years, and the remaining members of the Executive Committee shall be elected for a term of one year.
- 9.1.2(c) Subject to the provisions of the Companies Act, at each subsequent Annual General Meeting half the members of the Executive Committee shall retire from office, being those members completing their stipulated terms of office together with those unwilling or unable to complete the second year of their two-year term of office.
- 9.1.2(d) Nomination and election of members to the Executive Committee shall be conducted as follows:
1. The Secretary shall, 60 days before the scheduled date of the next Annual General Meeting, call for nominations from members in good standing of the Association for those offices on the Executive Committee to be elected at that AGM.
 2. Nominations of one candidate per office may be submitted to the Secretary by members not later than 30 days before the scheduled date of the AGM.
 3. The Secretary shall confirm that the nominated candidates are willing and able to stand for election to the respective offices on the Executive Committee.
 4. The Secretary shall distribute, together with the formal notice of the AGM, proxy forms containing the names, and other details as the Executive Committee considers appropriate, of the candidates nominated for each office, to enable the members to cast their vote in respect of each office either in person or by proxy at the election of office-bearers during the AGM.
 5. At the election of office-bearers during the AGM, if not more than one candidate has been nominated for a particular office, that candidate shall be deemed to be elected by acclamation. No further nominations from the floor shall be called for.
 6. If more than one candidate has been nominated for a particular office, members shall cast their votes on the candidates so nominated. No further nominations from the floor shall be called for.
 7. If no candidate has been nominated for a particular office, the chairperson of the AGM shall call for nominations from the floor. If only one candidate is nominated from the floor, they shall be deemed to have been elected by acclamation. If more than one candidate is nominated from the floor, those members present shall vote from the floor on the candidates so nominated.

9.1.3 Resignation and replacement

- 9.1.3(a) A member of the Executive Committee shall be deemed to have vacated their office if they:
- (i) become insolvent;
 - (ii) are found to be lunatic or of unsound mind;
 - (iii) resign their office by notice in writing to the Executive Committee;
 - (iv) are removed from any other office of trust on account of misconduct;
 - (v) are convicted of fraud, theft, forgery, perjury, or any other offence involving dishonesty;
 - (vi) cease to be a member of the Association;
 - (vii) are removed by members in terms of section 220 of the Companies Act; or

(viii) are absent from three Executive Committee meetings annually without apology and good cause.

9.1.3(b) If the President is temporarily unable to exercise her/his office by reasons of health or other contingencies not constituting a vacation of office as defined above, the Vice-President shall assume the role of President for the duration of the President's indisposition.

9.1.3(c) Upon any vacancy occurring on the Executive Committee prior to the Annual General Meeting, the Executive Committee shall request members to nominate candidates for a successor, and shall appoint a successor from among the nominated candidates, who shall serve out the term of office of the member so replaced.

9.2 Executive Oversight Committees

9.2.1 Composition

Executive Oversight Committees shall comprise a minimum of two (2) and a maximum of four (4) members, all of whom must be members of the Executive Committee. Executive Oversight Committees shall include the office of Chairperson.

9.2.2 Appointment

The members of each Executive Oversight Committee, including the Chairperson, shall be appointed by the Executive Committee in compliance with the recommendations of the King II Report on Corporate Governance insofar as these are applicable. The members of the Audit Committee, including the Chairperson, shall be appointed by the Executive Committee in consultation with the Association's external auditors and otherwise in compliance with the recommendations of the King II Report on Corporate Governance insofar as these are applicable.

9.2.3 Resignation and replacement

9.2.3(a) A member of an Executive Oversight committee shall be deemed to have vacated their office if they:

- (i) become insolvent;
- (ii) are found to be lunatic or of unsound mind;
- (iii) resign their office by notice in writing to the Executive Committee;
- (iv) are removed from any other office of trust on account of misconduct;
- (v) are convicted of fraud, theft, forgery, perjury, or any other offence involving dishonesty;
- (vi) cease to be a member of the Association;
- (vii) are absent from three committee meetings annually without apology and good cause; or
- (viii) are removed from office by the Executive Committee.

9.2.3(b) Upon any vacancy occurring on an Executive Oversight Committee which in the view of the Chairperson reduces the size of the Committee to an inadequate level, or in any case to less than two (2) members, the Executive Committee shall appoint a replacement.

9.3 Portfolio Committees

9.3.1 Composition

9.3.1(a) Portfolio Committees shall consist of a minimum of two (2) and a maximum of 12 (twelve) members.

9.3.1(b) Portfolio Committees shall include the following offices:

- (i) Portfolio Chairperson; and
- (ii) Portfolio Secretary.

9.3.1(c) Portfolio Committees may define other offices as desired to support their effective operation.

9.3.2 Appointment

9.3.2(a) Portfolio Committees shall be reconstituted annually under the supervision of the Vice-President within one month of the Annual General Meeting from members in good standing who volunteer to serve on one or more Portfolio Committees in response to a call for volunteers by the Vice-President.

9.3.2(b) The Chairpersons of the Provincial Chapter Committees are to ensure, to the fullest extent possible, that at least one member from each of their respective provinces serves on each of the Portfolio Committees.

9.3.2(c) The Vice-President shall arrange a first meeting of the members volunteering for each respective Portfolio Committee, these being the first members submitting their names to the Vice-President up to a maximum of 12 (twelve) persons, provided that a volunteer from a province not yet represented on a particular Portfolio Committee may be deemed by the Vice-President to have submitted her/his name prior to a member from a province already represented on that Committee. The Vice-President's decision in this regard shall be final.

9.3.2(d) At the first meeting of each Portfolio Committee, the members thereof shall elect a Portfolio Chairperson and a Portfolio Secretary.

9.3.3 Resignation and replacement

9.3.3(a) A member of a Portfolio Committee shall be deemed to have vacated their office if they:

- (i) become insolvent;
- (ii) are found to be lunatic or of unsound mind;
- (iii) resign their office by notice in writing to the Executive Committee;
- (iv) are removed from any other office of trust on account of misconduct;
- (v) are convicted of fraud, theft, forgery, perjury, or any other offence involving dishonesty;
- (vi) cease to be a member of the Association;
- (vii) are absent from three committee meetings annually without apology and good cause; or
- (viii) are removed from office by the Executive Committee.

9.3.3(b) Upon a vacancy occurring on a Portfolio Committee which in the view of the Chairperson reduces the size of the committee to an inadequate number, or in any case to less than two (2) members, the Vice-President shall call for a volunteer to fill that vacancy.

9.4 Provincial Chapter Committees

9.4.1 Composition

9.4.1(a) Provincial Chapter Committees shall include the following offices:

- (i) Provincial Chairperson, who is automatically a member of the Executive Committee;
- (ii) Provincial Deputy Chairperson;

- (iii) Provincial Secretary;
- (iv) Provincial Treasurer;
- (v) Chairperson: Chapter Membership Committee.

9.4.1(b) A Provincial Chapter Committee may constitute other offices in compliance with the constitution of that Provincial Chapter in order to support its effective and efficient operation.

9.4.1(c) Members of Provincial Chapter Committees are elected for a term of two years.

9.4.2 Appointment

Members of each Provincial Chapter Committee shall be elected at the annual general meeting of that Provincial Chapter, in compliance with the provisions of the constitution of that Provincial Chapter.

9.4.3 Resignation and replacement

9.4.3(a) A member of a Provincial Chapter Committee shall be deemed to have vacated their office if they:

- (i) become insolvent;
- (ii) are found to be lunatic or of unsound mind;
- (iii) resign their office by notice in writing to the Executive Committee;
- (iv) are removed from any other office of trust on account of misconduct;
- (v) are convicted of fraud, theft, forgery, perjury, or any other offence involving dishonesty;
- (vi) cease to be a member of the Association;
- (vii) are removed from office by the members of the Provincial Chapter in terms of that Chapter's constitution; or
- (viii) are absent from three Provincial Chapter Committee meetings annually without apology and good cause.

9.4.3(b) Upon any vacancy occurring on a Provincial Chapter Committee prior to the Chapter's annual general meeting, the Provincial Chapter Committee shall request members of the Association within that province to nominate candidates for a successor, and shall appoint a successor from among the nominated candidates, who shall serve out the term of office of the Chapter Committee member so replaced.

10. Meetings

10.1 General meetings

10.1.1 Role of general meetings

The role of general meetings, and in particular of the Annual General Meeting, shall be:

- (a) to enable members to hold the Executive Committee to account for the leadership, management and administration of the Association;
- (b) to enable reporting on and discussion of the financial situation of the Association;
- (c) to enable the Executive Committee to present policy proposals, strategic plans and annual budgets for discussion by and approval of members; and

- (d) to enable Portfolio Chairpersons to brief members on strategic developments in their respective fields.

10.1.2 Calling of general meetings

- 10.1.2(a) The Executive Committee of COMENSA shall call a general meeting of members at least once a year, provided that an Annual General Meeting must take place within three months of the end of the Association's financial year.
- 10.1.2(b) The Executive Committee shall rotate the location of the Annual General Meeting between the provinces in which the Association has active Provincial Chapters, the first Annual General Meeting being located in the province containing the most members.
- 10.1.2(c) All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 10.1.2(d) An Extraordinary General Meeting may be convened by the Executive Committee, or on the requisition of members representing at least five (5) per cent of the voting rights of members having on the date of lodgement of the requisition the right to vote at general meetings.
- 10.1.2(e) All members in good standing of the Association shall be entitled to attend general meetings in person or by proxy if individual members, or duly represented if corporate members.

10.1.3 Notice of general meetings

- 10.1.3(a) An Annual General Meeting and a general meeting calling for the passing of a special resolution shall be called on at least 21 (twenty-one) clear days' notice in writing. A general meeting other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called on at least 14 clear days' notice in writing.
- 10.1.3(b) In each case the notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of the general meeting, and in case of special business, the general nature of that business.
- 10.1.3(c) In the case of a special resolution, the terms and effects of the resolution and the reasons for it shall be given in the prescribed manner.
- 10.1.3(d) Provided that the Executive Committee has taken reasonable steps to give notice of a general meeting, the accidental omission to give and/or the accidental giving of a defective notice (provided that by reason of such defect it is not misleading) of a general meeting to, or the non-receipt of such notice by, any member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 10.1.3(e) The Secretary of the Executive Committee, duly authorised by the Executive Committee, shall issue notice of, and proxy forms for, general meetings, including the Annual General Meeting, and shall include with this notice copies of all documents to be tabled for discussion at the general meeting.

10.1.4 Proxies for general meetings

- 10.1.4(a) Proxy forms must be issued to all members along with notification of Extraordinary General Meetings, and must include:

- (i) the precise wording of any resolutions to be tabled for discussion and voting by members at the meeting;
- (ii) provision for the issuing member to register their vote in respect of each resolution;
- (iii) specification of the name of the proxy, who must be a member in good standing of the Association; and
- (iv) the option of specifying an alternative proxy, who must be a member in good standing of the Association; failing them the Chairperson of the meeting to act as proxy.

10.1.4(b) Proxy forms must be issued to all members along with notification of the Annual General Meeting, and must include:

- (i) the precise wording of any resolutions to be tabled for discussion and voting by members at the meeting, including approval/non-approval of the strategic plan and budget tabled at the Annual General Meeting;
- (ii) provision for the issuing member to register their vote in respect of each resolution;
- (iii) the names of duly nominated candidates agreeing to stand for election to specified offices on the Executive Committee, and provision for the issuing member to register their vote in respect of each office;
- (iv) specification of the name of the proxy, who must be a member in good standing of the Association; and
- (v) the option of specifying an alternative proxy, who must be a member in good standing of the Association; failing them the Chairperson of the meeting to act as proxy.

10.1.4(c) Proxy forms must be submitted in hard copy and signed to the Association's Secretary not less than one working day prior to the general meeting concerned. The form appointing a proxy shall be tabled at the meeting at which the person named in the form is proposed to vote. No instrument appointing a proxy shall be valid after the expiration of 12 (twelve) months from the date of its execution.

10.1.5 Agenda of Annual General Meetings

10.1.5(a) In addition to any other matters required by the Act to be dealt with at the Annual General Meeting, the following matters shall be dealt with at every Annual General Meeting:

- (i) consideration of the President's annual report;
- (ii) consideration of the audited financial statements for the previous financial year;
- (iii) fixing the remuneration of the auditors;
- (iv) consideration and approval of the strategic plan for the current financial year;
- (v) consideration and approval of the budget for the current financial year;
- (vi) consideration of any other matters raised at the general meeting, including any resolutions proposed for adoption by the general meeting, and voting upon such resolutions; and
- (vii) election of members of the Executive Committee.

10.1.5(b) Any member entitled to be present may bring before a general meeting any matter of business which they consider requires the attention of the Association. Notice of such matter shall be given to the Secretary at least 28 days before the general meeting at which the business is to be discussed, unless the Executive Committee in its sole discretion agrees to accept a late submission based on the merits of the case.

10.1.6 Voting at general meetings

- 10.1.6(a) All members entitled to be present shall be entitled to vote at general meetings of the Association, in accordance with Article 6.7 of the Articles of Association of the Section 21 company COMENSA (Incorporated association not for gain).
- 10.1.6(b) Each member of the Association present in person or by proxy, or in the case of a corporate member duly represented, at any general meeting shall have one (1) vote.
- 10.1.6(c) Every resolution and every amended resolution proposed for adoption by a general meeting shall be seconded at the general meeting, and if not so seconded shall be deemed not to have been adopted.
- 10.1.6(d) Nomination of and voting for candidates for election to the Executive Committee shall be conducted only in accordance with the provisions of Clause 9.1.2 above, except as required in the specific circumstances described in Clause 10.1.8 below.

10.1.7 Proceedings of general meetings

- 10.1.7(a) All business that is transacted at a general meeting, including the Annual General Meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be deemed to be special business.
- 10.1.7(b) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.
- 10.1.7(c) The quorum of a general meeting shall be one twentieth (1/20) of the members of the Association entitled to be present either in person or by proxy.
- 10.1.7(d) If within 30 (thirty) minutes of the time appointed for the holding of a general meeting, a quorum is not present, the general meeting shall stand adjourned to the same day in the next week at a time and place to be determined by the chairperson of the general meeting.
- 10.1.7(e) If, at an adjourned general meeting, a quorum is not present within an hour from the time appointed for holding the meeting, the members present shall be deemed to constitute a quorum.

10.1.8 Non-approval of strategic plan and/or budget

- 10.1.8(a) If the strategic plan and/or budget for the current financial year is not approved by a majority of members at the Annual General Meeting, the following procedure shall be followed:
1. The reconstituted Executive Committee shall take immediate action to redress the situation in light of the discussion preceding the applicable resolution at the Annual General Meeting.
 2. A revised strategic plan and/or budget, as applicable, shall be forwarded within one month of the Annual General Meeting to all members of the Association in good standing, who shall be deemed to have approved the documents in question.

10.2 Executive Committee meetings**10.2.1 Proceedings of Executive Committee meetings**

- 10.2.1(a) Once formally constituted, the Executive Committee shall define its Terms of Reference and rules of procedure in writing, and record these in its minutes. These Terms of Reference must be reviewed annually by the Executive Committee.

- 10.2.1(b) The members of the Executive Committee shall meet together not less than four times within any financial year for the dispatch of business, adjourn and otherwise regulate their meetings in accordance with rules of procedure defined by them in compliance with the provisions of this constitution and bylaws, company law, and the applicable recommendations of the King II Report on Corporate Governance, subject to the following provisions:
- (i) The President shall attend and chair all meetings of the Executive Committee.
 - (ii) The quorum for any meeting of the Executive Committee shall be four (4) members present in person, of whom one shall be the President and at least one other shall be the Vice-President or the Secretary or the Treasurer.
 - (iii) Any resolution of the Executive Committee shall be carried on a simple majority of votes cast. In the event of equality of votes for and against any resolution, the President shall have a casting vote.
 - (iv) The Secretary shall keep an attendance register of meetings of the Executive Committee, which all members attending meetings shall sign.
 - (v) The Secretary shall keep detailed minutes of every Executive Committee meeting, which minute shall within two weeks of the meeting be reduced to writing, certified correct by the President, and placed in an Executive Committee minute book to be kept in terms of the Companies Act for meetings of directors of companies.
 - (vi) If unforeseen contingencies prevent the Secretary from attending a meeting of the Executive Committee and keeping minutes, the President shall mandate one of the other members of the Executive Committee present to minute the meeting.
 - (vii) The Executive Committee's minute book shall be open for inspection at all reasonable times by any member of the Executive Committee, the Association's auditors, and any member of the Association.
 - (viii) Any resolution signed by all the members of the Executive Committee shall be valid in all respects as if it had been duly passed at a meeting of the Executive Committee, provided that such resolution is minuted in the Executive Committee's minute book and noted at the next succeeding meeting of the Executive Committee.
 - (ix) In the event of any disciplinary action or litigation, as applicable, being instituted against a member or structure of the Association or any external individual or organisation, with the exception of action intended to recover debt, a two-thirds majority of the members of the Executive Committee shall be required to institute such action or litigation.

10.3 Executive Oversight Committee meetings

- 10.3.1 Each Executive Oversight Committee shall be provided with Terms of Reference by the Executive Committee. These Terms of Reference shall cover the composition; objectives, purpose and activities; delegated authority and extent of power to make decisions and/or recommendations; tenure; and reporting mechanisms to the Executive Committee, in accordance with the recommendations of the King II Report on Corporate Governance insofar as these are applicable.
- 10.3.2 The Terms of Reference of each Executive Oversight Committee shall be reviewed annually by the Executive Committee.
- 10.3.3 The rules of procedure of Executive Oversight Committees shall be determined by the Executive Committee in accordance with the recommendations of the King II Report on Corporate Governance insofar as these are applicable.

10.4 Portfolio Committee meetings

10.4.1 Responsibilities of Portfolio Committee members

Responsibilities for Portfolio Committee activities shall be allocated as follows:

(a) *Portfolio Chairperson:*

- (i) schedule meetings in consultation with the other Portfolio Committee members;
- (ii) prepare meeting agenda;
- (iii) chair meetings;
- (iv) approve meeting minutes; and
- (v) report on committee activities and achievements to Vice-President.

(b) *Portfolio Secretary:*

- (i) notify committee members of meetings;
- (ii) keep meeting minutes and other committee records;
- (iii) forward meeting minutes to the Association's Secretary and Vice-President; and
- (iv) assist the Portfolio Chairperson in drafting of annual report (and interim reports as required) on committee activities for submission to Vice-President.

(c) *Committee members:*

- (i) participate in committee meetings; and
- (ii) undertake portfolio work and activities under the supervision of the Portfolio Chairperson.

10.4.2 Proceedings of Portfolio Committee meetings

10.4.2(a) Portfolio Committees shall define their own rules of procedure during meetings, in compliance with the provisions of this constitution and bylaws, company law, and the applicable recommendations of the King II Report on Corporate Governance.

10.4.2(b) The first meeting of each Portfolio Committee during the Association's financial year shall be held within one month of the Annual General Meeting.

10.5 Provincial Chapter Committee meetings

10.5.1 Provincial Chapter Committees shall define their own rules of procedure in compliance with the provisions of their respective Provincial Chapter constitutions.

10.5.2 The Annual General Meeting of each Provincial Chapter shall be held in compliance with the provisions of the constitution of that Provincial Chapter, but in any case not later than the end of the financial year of the Association.

10.6 Meeting minutes

10.6.1 All committees of the Association are required to keep minutes of their meetings, which shall be compiled in written form by the Secretary to the committee concerned and approved within two weeks of the meeting by the committee Chairperson (in the case of the Executive Committee, by the President).

10.6.2 If a committee is not constituted with a dedicated secretary, the Chairperson shall at each meeting appoint one of the committee members to act as secretary and keep minutes.

- 10.6.3 Minutes of meetings of all committees must be forwarded to the Association's Secretary as soon as the minutes are approved by the respective committee Chairperson. Minutes of meetings of Portfolio Committees are also to be forwarded to the Association's Vice-President.

10.7 Language

- 10.7.1 The Association recognises that the Republic of South Africa has 11 official languages. Until it becomes feasible for the Association to hold meetings in the other official languages as well, English shall be used as language of record for all meetings of national governance and management structures. Provincial Chapters may conduct meetings in the language(s) of their choice, in compliance with the provisions of their constitutions.

11. Governance and management

11.1 Governance principles

- 11.1.1 The Association, the Executive Committee and all other governance structures are expected to adhere at all times to the very highest standards of probity and best practice in corporate governance, so as to uphold and enhance the standing of the profession and to provide leadership by example.
- 11.1.2 In particular, the Executive Committee members shall all be bound by the requirements of the Companies Act, and are required to implement the applicable recommendations of the King II Report on Corporate Governance and other relevant best practice as far as possible.
- 11.1.3 In order to ensure the maintenance of the highest standards of governance, all instances where the Executive Committee members have deviated from the applicable recommendations of the King II Report on Corporate Governance must be summarised and explained in the annual report or annual financial statements, as applicable.
- 11.1.4 No office-bearer shall be personally liable for any loss suffered by any individual or organisation as a result of any action, taken in good faith and being neither incompetent nor negligent nor in contravention of applicable statute or common law, in the performance of the office-bearer's functions for or on behalf of the Association.
- 11.1.5 Members or office-bearers shall not be held liable for any of the obligations or liabilities of the Association solely by virtue of their status as members or office-bearers of the Association.

11.2 Strategic management

- 11.2.1 The President shall ensure that the following strategic management activities are effectively and efficiently carried out:
- (a) *Strategic planning*: An annual strategic plan must be formulated by the President in consultation with the chairpersons of the Portfolio Committees, and tabled by the President at the Annual General Meeting.
 - (b) *Budgeting*: An annual budget to fund the activities and objectives specified in the annual strategic plan must be compiled by the Treasurer in consultation with the President and tabled by the Treasurer at the Annual General Meeting.
 - (c) *Reporting*.

- (i) *Annual report*: An annual report on the implementation of the strategic plan and progress towards strategic objectives achieved during the previous financial year, summarising and explaining any material deviations from that strategic plan and its associated budget, must be compiled by the President and tabled by them at the Annual General Meeting.
- (ii) *Portfolio reports*: Reports on activities undertaken and progress achieved towards strategic objectives by the specific Portfolio Committees must be compiled by the chairpersons of the respective Portfolio Committees, forwarded timeously to the Vice-President, and tabled by the latter at the Annual General Meeting.
- (iii) *Interim reports*: Interim reports on progress in implementing the strategic plan and other key strategic developments may be made by the President in the course of the financial year to members either remotely (electronically and/or in hard copy) or at general meetings, as appropriate.
- (iv) *Interim portfolio reports*: Interim reports on activities by the various Portfolio Committees may be made by the Vice-President in the course of the financial year to members either remotely (electronically and/or in hard copy) or at general meetings, as appropriate.

11.3 Operational management

- 11.3.1 The President is responsible for ensuring the effective operational management of the Association, as follows:
- (a) *Financial management*: The Treasurer shall regularly and timeously report to and consult with the President to enable the latter to ensure that financial management of the Association is executed effectively and efficiently, and in full compliance with company law and other applicable statutes.
 - (b) *Administration*: The Secretary shall regularly and timeously report to and consult with the President to enable the latter to ensure that administrative management of the Association is executed effectively and efficiently, and in full compliance with company law and other applicable statutes.

11.4 Paid managerial and administrative staff

- 11.4.1 As and when the financial situation of the Association permits, the Executive Committee may appoint paid managerial and/or administrative staff members on a full-time and/or a part-time basis to assist the respective members of the Executive Committee in the carrying out of their managerial and administrative duties.
- 11.4.2 Such paid managerial and/or administrative staff members shall be hired and supervised in terms of formal job descriptions and performance frameworks drafted and approved as bylaws by the Executive Committee. These bylaws must comply fully with applicable company, labour and employment equity law.
- 11.4.3 Notwithstanding the employment of such paid managerial and/or administrative staff members, the respective members of the Executive Committee shall remain responsible and accountable for the execution of the Executive Committee's governance and management duties as detailed in this constitution.

12. Financial management

12.1 Fees

12.1.1 The Executive Committee shall raise funds by levying membership fees on all members. The levels of such membership fees shall be determined annually by the Executive Committee, based on the recommendations of the Treasurer, as an integral component of an annual budget tabled at the Annual General Meeting and approved by the members of the Association, and the levels of membership fees so determined shall immediately thereafter be included in the applicable bylaw by the Executive Committee.

12.2 Accounting and auditing

12.2.1 The Treasurer shall be accountable to the President for the proper, effective and efficient keeping of accounts covering all funds and properties of the Association, in full compliance with company law and other applicable statutes.

12.2.2 The Association's financial year shall run from 1 July to 30 June of the following year.

12.2.3 The financial controls systems and accounts shall be reviewed regularly by an Audit Committee comprising the President, the Treasurer and at least two other members of the Executive Committee.

12.2.4 The Association's financial accounts and annual financial statements shall be audited by an appropriately qualified and experienced auditing firm.

12.3 Financial signatories

12.3.1 The Treasurer shall be accountable for opening and operating a bank account in the name of the Association, implementing all electronic and other banking transactions, and liaising with the bank regarding banking matters.

12.3.2 The bank account shall have as signatories on cheques two members of the Executive Committee, including the Treasurer. Electronic banking transactions shall be conducted by the Treasurer. Electronic notifications regarding account beneficiary and other updates and changes must be forwarded by the bank to the other signatory member of the Executive Committee, who shall be given a copy of the monthly bank statement by the Treasurer.

12.4 Budgeting and financial management

12.4.1 An annual budget to fund the activities and objectives specified in the annual strategic plan must be compiled by the Treasurer in consultation with the President and tabled by the Treasurer at the Annual General Meeting.

12.4.2 The annual budget shall balance recurrent expenditure with projected revenue for the year in question. Funds may not be borrowed to finance recurrent expenditure, except that the Executive Committee may authorise the Treasurer to secure short-term overdraft facilities at the Association's bank for the purpose of bridging gaps for periods of three months or less between (a) projected fee income from members already registered and whose membership renewal fees are due, plus sponsorship and other income already secured, and (b) recurrent operating expenditure explicitly budgeted for in the Association's annual budget to fund activities detailed in the Association's annual strategic plan.

- 12.4.3 The Executive Committee may authorise the Treasurer to borrow or raise money from the members or other persons only for the funding of capital expenditure budgeted for in terms of an annual strategic plan duly compiled by the President and an annual budget duly framed by the Treasurer, both strategic plan and budget having been duly approved by members in general meeting in compliance with the relevant provisions of this Constitution and Bylaws, and only in terms of a specific special resolution approved by members in compliance with Article 11.3 of the Articles of Association of COMENSA (Incorporated association not for gain).
- 12.4.4 A percentage of the annual budget is to be dedicated by the Executive Committee to the funding of direct and explicit cash outlays for basic managerial, administrative and event co-ordination activities by Provincial Chapters. This Provincial Chapter budget is to be allocated among individual provinces according to the percentages of national membership registered on the membership database as located within each of them.

12.5 Acceptance of sponsorship funding

- 12.5.1 COMENSA shall be entitled to motivate, secure and receive *bona fide* sponsorship funding or in-kind support from members or external individuals or organisations, explicitly and solely intended to enable the Association to fulfil its Mission and achieve its Objectives.

13. Administration

- 13.1 The Secretary is responsible for ensuring that the administration of the Association is executed effectively and efficiently, as follows:
- 13.1.1 • *Meeting minutes*: The Secretary must compile and keep minutes of all Executive Committee meetings of the Association, and must ensure that all Portfolio Committees, Provincial Chapter Committees and other governance bodies within the Association compiled and submit minutes of their meetings within 30 days of the dates thereof.
- 13.1.2 • *Maintenance of company records*: All records relating to corporate governance and administration required by company law and related statutes, and all documentation recording the Association's compliance with other legislative requirements, must be kept up to date in the prescribed formats.
- 13.1.3 • *Membership database*: The Secretary must, in consultation with the Membership Committee, ensure that a database of membership details is kept up to date, and that all enquiries in regard to membership details are answered within two weeks of receipt.
- 13.1.4 • *Research library*: The Secretary must, in consultation with the Research Committee, ensure that a resource centre of research and other appropriate reference materials on coaching and mentoring is maintained in appropriate and accessible formats at the offices of the Association or at some other appropriate and secure location.
- 13.1.5 • *Website*: The Secretary must ensure, in consultation with the Website Committee, the Marketing Committee and applicable service providers, that the Association's website is efficiently maintained and kept up to date.

14. Interim constitutional provisions

- 14.1 During the period of interim membership between the Association's launch as a professional body and the election of office-bearers and institution of formal executive structures, the following constitutional provisions shall prevail over all applicable clauses:

- 14.1.1 • The Steering Committee shall supervise strategic and operational management and administration.
- 14.1.2 • The existing Portfolio Committees shall continue to operate with their current members and under the leadership of their current chairpersons.
- 14.1.3 • The Steering Committee shall co-ordinate the activities of the existing Portfolio Committees during this period, particularly the activities involved in operationalising and formalising the Association.
- 14.1.4 • Directors already nominated and registered for the Board of Directors of the Section 21 company COMENSA (Incorporated association not for gain) shall retire from the Company's Board of Directors with effect from the date of the first Annual General Meeting, and the President, Vice-President and Secretary elected to the Executive Committee at that Annual General Meeting shall be appointed Directors of the Company's Board.
- 14.1.5 • The Provincial Chapters already constituted shall continue to operate, and shall formalise Provincial Chapter Committees in consultation with the National Co-ordinator and Chairperson: Constitutional Committee.
- 14.1.6 • The Provincial Chapter Committees of the Provincial Chapters already constituted shall draft and submit to the Executive Committee constitutions for their respective Provincial Chapters within three months of taking office.

15. Constitutional amendments

15.1 Amendments to constitutional provisions

- 15.1.1 Proposals to amend constitutional provisions may be tabled before the Executive Committee by any member thereof, or submitted to the Secretary of the Executive Committee by any five (5) members in good standing of the Association, for tabling as Special Resolutions at the Annual General Meeting and discussion and voting by members present or their duly authorised proxies.
- 15.1.2 Proposals must reach the Secretary not less than 60 days before the scheduled date of the Annual General Meeting, and must be communicated as Special Resolutions either electronically or in hard copy along with the notification of the AGM to all members in good standing not less than 21 days prior to the scheduled date of the AGM.
- 15.1.3 Any proposal to amend an Article of the Constitution shall be considered adopted if approved by at least two-thirds of the votes cast by members in person or by proxy at the AGM.
- 15.1.4 Members shall be notified as soon as administratively possible, electronically or in hard copy, of any constitutional amendment adopted.
- 15.1.5 Constitutional amendments shall come into effect the day after adoption, unless otherwise specified within the Special Resolution as approved by the members.

15.2 Amendments to bylaws

- 15.2.1 Proposals to amend bylaws may be tabled before the Executive Committee by any member thereof, or submitted to the Secretary of the Executive Committee by any five (5) members in good standing of the Association for consideration by the Executive Committee.

- 15.2.2 The Executive Committee shall have the power to amend the bylaws as necessary to regulate and support the operational management and administration of the Association in accordance with the highest standards of good corporate governance, except that:
- (a) the annual membership fees stipulated in the applicable bylaw shall be amended only to those values approved by the members of the Association as part of the Association's Annual budget in the Annual General Meeting; and
 - (b) no bylaw may conflict with, supersede or overrule any provision of this constitution.

16. *Winding-up and/or dissolution*

- 16.1 COMENSA may only be wound up or dissolved by resolution at a general meeting of members of the Association called specifically for that purpose and supported by at least 75 per cent of members present in person or by proxy.
- 16.2 Upon the winding-up and/or dissolution of the Association, any assets remaining after the discharge of all liabilities shall be transferred to another non-profit organisation or organisation having similar objectives, as contemplated in the Non-profit Organisations Act of 1997.
- 16.3 The non-profit organisation or organisations referred to in Clause 16.2 above shall be identified by the Executive Committee, failing which by a majority of members in general meeting.

Bylaws

1. **Membership fees**

1.1 Annual membership fees for the 2006/07 financial year shall be as follows:

1.1.1 **Individual members**

- | | |
|--------------------------------------|------|
| (a) Interim practitioner membership: | R500 |
| (b) Interim student membership: | R200 |

1.1.2 **Companies**

- | | |
|--|--------|
| (a) <i>Companies of Coaching or Mentoring Practitioners:</i> | |
| (i) with 1 to 5 staff members being coaches and/or mentors: | R1 500 |
| (ii) with 6 and more staff members being coaches and/or mentors: | R2 500 |
| (b) <i>Training Institutions:</i> | R1 500 |
| (c) <i>Affiliates or Interested Parties:</i> | R500 |
| (d) <i>Corporate Members:</i> | R1 500 |

2. **Location of head office**

2.1 The head office of the Association shall be located in Gauteng Province.

3. **Provincial Chapters**

3.1 As at 1 February 2006, Provincial Chapters of the Association have been established in the following provinces:

- 3.1.1 • Gauteng
- 3.1.2 • Western Cape
- 3.1.3 • KwaZulu-Natal

4. **Portfolio Committees**

4.1 As at 1 February 2006, the following Portfolio Committees of the Association have been constituted:

- 4.1.1 • Strategic purpose
- 4.1.2 • Constitution and Section 21 company
- 4.1.3 • Continuing professional development.
- 4.1.4 • Definitions
- 4.1.5 • Ethics and Standards
- 4.1.6 • Marketing
- 4.1.7 • Membership

- 4.1.8 • Event organisation and co-ordination
- 4.1.9 • Research
- 4.1.10 • NQF unit standards
- 4.1.11 • Supervision
- 4.1.12 • Corporate users/special interest groups

5. Operationalisation and formalisation deadlines

5.1 Launch deadline

- 5.1.1 The launch of COMENSA as a formally-constituted professional Association is scheduled to occur during March-April 2006.

5.2 Formalisation deadline

- 5.2.1 The holding of elections for office-bearers and the formal constitution of the Association's governing structures are scheduled for August 2006.