



# Members' Code of Conduct



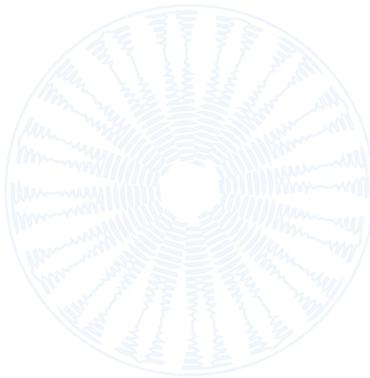
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## CODE OF CONDUCT – COSBOTS MEMBERS

This Code of Conduct expresses **The Copyright Society of Botswana's (COSBOTS)** commitment to consolidate the image of the company as an example of integrity, accountability and professional ethical standards. This relates to COSBOTS members inter se, as well as their relationship with other industry associations, the public and all its key stakeholders.

### 1. INTRODUCTION

- 1.1** In terms of the COSBOTS Constitution, the COSBOTS Board of Directors has the authority to adopt a Code of Conduct to which all COSBOTS members will adhere to. Non-adherence to this Code of Conduct will result in the instituting of the disciplinary measures set out herein. The Board also has the authority to amend this Code of Conduct from time to time.
- 1.2** The purpose of the Code of Conduct is to set out the standards of professional behavior expected of all participants in the art industry and all those occupied in the related activities, who are members of COSBOTS.
- 1.3** The generally accepted principles of ethical conduct, including the specific examples set out in this document, will inform any decisions made by Disciplinary Committees

and the Board in respect of an alleged infringement of this Code by COSBOTS members. The principles and possible causes set out herein are not exhaustive and each matter must be adjudicated on its individual merits.

- 1.4** All applicants for membership of COSBOTS are required to sign an undertaking that they will abide by the Code of Conduct if admitted.
- 1.5** Any act or omission by a COSBOTS member that constitutes a breach of this Code of Conduct, brought to the attention of the COSBOTS Board, will be considered a cause for disciplinary action. The COSBOTS Board will also institute disciplinary measures following any conduct of a member, individually or in concert with others, that could bring the company into disrepute or is perceived to do so. Dishonest or fraudulent acts, including those that result in a criminal conviction, are also considered a breach of this Code of Conduct.
- 1.6** Breach of the Code of Conduct will attract sanctions, which may include prohibitions from attending meetings of COSBOTS, suspension, termination, and or any other penalty that may be deemed appropriate by the Disciplinary Committee.

## 2. SET OF RULES OUTLINING EXPECTED CONDUCT AT MEETINGS OF MEMBERS

### 2.1 RULE #1

We respect each other and everyone's opinions at all times. We value opinions and suggestions of all of our members equally. We practice active listening, never interrupt and always give clear, constructive suggestions. We recognise each others' success.

### 2.2 RULE #2

All votes will be placed in accordance with the company constitution.

### 2.3 RULE #3

The agenda will be enforced at all times. Any new items that arise during the meeting or after the agenda is circulated will only be included if a vote is passed at the meeting to allow them, otherwise they become agenda items for the next meeting.

## 2.4 RULE #4

The minutes, agenda and any reports must be delivered in writing to all members at least 21 days prior to the meeting. Members are encouraged to read them thoroughly. By 'reading', we will think about them, identify any issues or concerns, and consider what we want to contribute at the meeting.

## 2.5 RULE #5

We only discuss matters relative to the agenda during our meetings and will not condone side conversations.

## 2.6 RULE #6

It is our right to object constructively. We all have the right to object constructively when discussing all agenda items.

## 2.7 RULE #7

Volunteer only when you can carry through. We only volunteer for actions from the meeting when we are able to commit to the timeframe and activities of the motion. We respect the right to say "no".

## 2.8 RULE #8

Finish on time. If it is nearing finishing time, we will vote on moving unfinished items to the next scheduled meeting, or

hold another one in between. We will allow the Board and management to deal with long, technical or contentious items, which will bring recommendations to the next meeting.

## **2.9 RULE #9**

Stick to the point. Everyone's time is valuable. We will not allow rambling or mumbling. No one will be allowed to go into unnecessary detail, repeat points, raise matters already discussed, or talk when there is nothing to say.

## **2.10 RULE #10**

Members must not behave in a rude or unpleasant way with staff and further more not make unreasonable demands upon COSBOTS time and resources.

## **2.11 RULE #11**

Delegate when you need to. We will ask each other for help to complete tasks and activities when we are not able to complete them ourselves. We expect everyone to try his or her best.

### 3. DISCIPLINARY ACTION

Further causes for disciplinary action include, but are not limited to:

- 3.1** Failure to respond to or co-operate with requests made by any of the COSBOTS Disciplinary Committee or the Board in the fulfillment of their duties described in this Code of Conduct when investigating an alleged infringement thereof, including requests by office staff so instructed by any of the bodies mentioned.
- 3.2** False and/or misleading statements made to or about the company, the COSBOTS Board, or any other of its structures, in the media or otherwise.
- 3.3** Distribution of confidential information not available in the public domain but only available to COSBOTS members, which may include information of a proprietary nature, information which is legally restricted from circulation, or information which a member has reason to believe COSBOTS would not wish to be divulged in the best interests of its membership. All information circulated to office bearers/ employees of COSBOTS should be treated as confidential unless otherwise stated by the person distributing the information.

- 3.4** Unprofessional communication in written, oral or electronic format issued by a member in respect of the company and/or its members, without appropriate business communication steps being taken to ensure that the communication is appropriate to the circumstances and its intended audience and sufficiently courteous.
  
- 3.5** Failure to declare an actual or perceived conflict of interests and/or performing under an impaired ability to act fairly as a result of a conflict of interests.

#### **4. MEMBERS CONDUCT**

COSBOTS members will at all times and in whatever capacity such members may act:

- 4.1** Maintain the honour and dignity of COSBOTS;
  
- 4.2** Promote the objectives of COSBOTS as set out in its constitution and must not engage in any action that is contrary to those objects;
  
- 4.3** Treat others with courtesy and fairness;
  
- 4.4** Conduct their personal and public lives with care and diligence;

- 4.5** Refrain from using, directly or indirectly, COSBOTS or anybody controlled or appointed by COSBOTS, to advance their own political, religious beliefs or practices, social or economic needs at the expense of COSBOTS;
- 4.6** Members must not discriminate in their dealings with individuals or organisations in matters relating to COSBOTS on the grounds of race, colour, religious beliefs or practices, ethnic origin, disabilities, gender, sexuality, marital status and age;
- 4.7** Refrain from committing any act that may conflict with the goals of COSBOTS or may prejudice the interests and good name of COSBOTS or other members of COSBOTS;
- 4.8** Diligently and with due care carry out any obligations such member may have towards COSBOTS;
- 4.9** Enhance the standing and good name of the arts industry;
- 4.10** Commit to the highest possible standards of professional conduct and competency;
- 4.11** Exercise integrity, honesty, diligence and appropriate behaviour in all professional and personal activities;
- 4.12** Members must not misuse or allow unauthorized disclosure or use of any information acquired by them, in confidence, in the course of their professional work within COSBOTS;

- 4.13** Members must not seek or seem to ascribe to the company's responsibility for views expressed or actions taken by them unless expressly authorised to do so;
- 4.14** Act within the law;
- 4.15** Members must strive to be orderly during all meetings and avoid the following:
- 4.15.1** abusive language
  - 4.15.2** intoxication
  - 4.15.3** violence
  - 4.15.4** general nuisance
  - 4.15.5** all other general acts of indiscipline
- 4.16** It is the members' responsibility to ensure they act in accordance with the terms and conditions set out in the membership Code of Conduct and they do not provide false or misleading information in relation to their works and agreements.

## **5. DISCIPLINARY COMMITTEE**

- 5.1** The Board of Directors of COSBOTS, through its Membership Committee shall come up with guidelines on disciplinary procedures for members, from time to time and appoint a Disciplinary Committee, the chair of whom shall be an independent person appointed by the Board of Directors.

- 5.2** A Disciplinary Committee may suspend any member for the duration of any disciplinary proceedings set out herein.
- 5.3** The Membership Committee (MC) may suspend any member in respect whereof a grievance is received, as set out below, for the duration of the disciplinary proceedings as set out herein.
- 5.4** The Board or a Board-appointed Disciplinary Committee may suspend any member in for the duration of any disciplinary proceedings set out herein, and confirm the expulsion of any member/s as set out herein.
- 5.5** Other forms of discipline available to all the above-mentioned bodies may include, but are not limited to:
- 5.5.1** Obtaining from the member a written undertaking to refrain from continuing or repeating the offensive conduct;
  - 5.5.2** A written undertaking to the member that the consequences of his/her initial actions or any recurrence thereof will lead to stronger disciplinary actions;
  - 5.5.3** A temporary withdrawal of membership benefits, the specific nature whereof to be decided by the

appropriate disciplinary body described in this Code of Conduct.

## 6. DISCIPLINARY PROCEDURE

- 6.1** A Disciplinary Committee (DC) will be responsible for ensuring that members abide by the Code of Conduct.
- 6.2** The DC which will be appointed for a particular case only will comprise of 3 (three) members appointed by the Board of Directors and chaired by an independent person.
- 6.3** The DC will have, apart from any other powers the Board of Directors may determine by ordinary resolution, the following powers:
  - 6.3.1** To investigate any alleged or suspected breach of the Code of Conduct by a member or any other conduct warranting the appointment of a DC, and to recommend a temporary withdrawal of membership benefits, the specific nature whereof to be decided by the appropriate disciplinary body.
  - 6.3.2** To call upon any member who is suspected of having breached the Code of Conduct and for witnesses, where applicable, to furnish the DC

with such information as it may deem necessary to properly consider the alleged breach;

**6.3.3** To hand down a verdict as to whether the breach of the said Code of Conduct was committed by the member concerned or not;

**6.3.4** To order the suspension of the member in question for such period as it may, in its sole discretion, deem fit, once it has determined that the member has breached the Code of Conduct and that his/her conduct warrants suspension;

**6.3.5** To recommend to the Board to order, over and above the suspension imposed by the DC, the expulsion of the member once it has determined that the member has breached the Code of Conduct and that such breach warrants expulsion.

**6.4** All the proceedings of the DC will be conducted in a summary manner on the basis that it will not be necessary to observe or carry out the strict rules of evidence applied in legal proceedings. The procedure to be followed will be set out by the DC, provided that such procedure is based on accepted principles of fairness and equity.

- 6.5** The DC will be entitled to consult any person it may deem necessary to reach a just and equitable conclusion and the member concerned will have no right to be present during such consultations or to be made aware thereof, provided that the member will be given an opportunity to rebut any evidence against him/her compiled in such consultation.
- 6.6** The DC will not be bound to follow strict principles of law, but may decide on the matter according to what it considers just and equitable in the circumstances.
- 6.7** Save for the appeal provisions hereunder, the DCs' decision on matters dealt with in this clause will be final and binding upon the member concerned, unless full expulsion is recommended in which case the DCs' decision must be either ratified or set aside by the Board.
- 6.8** The DC will, from the date of its appointment, complete its investigations and deliver its verdict within a period of 4 (four) ordinary weeks.
- 6.9** The member, whose conduct was investigated by the DC, will be informed by the Board of Directors, of the DCs' decision and reasons thereof within 7 (seven) ordinary days of such decision taken.

- 6.10** In the event that the DC decides to recommend to the Board to order an expulsion of the member, over and above any suspension that may already be in place as ordered by the DC, the DC will send such recommendation to the Board, addressed to the Chairperson or Vice- Chairperson, within 7 (seven) ordinary days of being informed of the DCs' decision.
- 6.11** The Board will confirm or set aside the recommendation of expulsion so received within 14 (fourteen) ordinary days from receipt thereof, and will inform the member concerned of its decision within 7 (seven) ordinary days of having reached it in writing stating its reasons for its decision. The Boards' decision will be final and binding. The Board will inform the member about its decision and the member will be bound by the decision of the Board.
- 6.12** In the event that a particular Disciplinary Committee is incapable of making a decision as a result of a non-functional committee, for whatever reason, the disciplinary process described above will be conducted by the COSBOTS Board in terms of clauses 9.1 of this Code of Conduct.
- 6.13** The Board must put in writing its decision to the member and give reasons for it. If the member involved believes that the process has not been followed, a referral can be made to the Arbitration Panel at Companies and Intellectual Property Authority (CIPA). The Arbitration Panel at CIPA has the final decision on whether the process has been followed and can

recommend that the Board review its decision, though it has no power to overturn the Board's decision.

## **7. APPEALS PROCEDURE: DISCIPLINARY COMMITTEE - BOARD**

- 7.1** A Member may appeal to the Board with regards to his/her suspension and/or any matter concerning his/her membership as a result of disciplinary action taken against him/her by the DC.
- 7.2** Such an appeal must be lodged, in writing, to the Chairperson of the company, by no later than 7 (seven) ordinary days after the member was informed in writing of the DCs' decision, stating the members' reasons for his/her appeal.
- 7.3** The Board will have 14 (fourteen) ordinary days from the date of receipt of the written appeal by the Chairperson to consider the appeal and apply its mind to the decision reached by the DC in relation to the written appeal, and must inform the member and the DC of its final decision within 7 (seven) ordinary days after having reached the decision in writing, stating the reasons therefore. The Boards' decision will be final and binding.

## **8. GRIEVANCE PROCEDURE: COSBOTS AND/OR OFFICIALS OF COSBOTS OR ANY OTHER MEMBER OF COSBOTS**

- 8.1** Any member of COSBOTS who feels aggrieved by any act of COSBOTS and/or officials of COSBOTS and/or any other member of COSBOTS will be entitled to make his/her grievance known by lodging details thereof in writing, in the form of a grievance notice to the CEO.
- 8.2** Should the CEO be of the view that the grievance is of a serious nature and merits investigation, the CEO must within 14 (fourteen) ordinary days of receiving the grievance notice appoint a Grievance Committee, which will comprise of 3 (three) independent and competent individuals to investigate the grievance.
- 8.3** In carrying out its investigation, the Grievance Committee will have the rights and powers as the Disciplinary Committee, as specified on (Disciplinary Procedure). Should the decision reached by the Grievance Committee not be satisfactory to the aggrieved member, s/he will have the right of appeal, as provided for on (Appeal Procedure) and the provisions thereof will apply mutatis mutandis.

## 9. GRIEVANCE PROCEDURE: DISCIPLINARY COMMITTEE

- 9.1** Any member of COSBOTS who –
- Feels aggrieved by any act of a DC and/or a member of a DC;
  - For any other valid reason (which must be provided in writing and will be considered by the CEO) believes that his/her grievance should not be heard by a Disciplinary Committee;

Will be entitled to make his/her grievance known by lodging details thereof in writing to the CEO, by means of a written grievance notice.

- 9.2** The CEO will, from date of receipt of the grievance notice, and if satisfied that the grievance is not vexatious or unfounded, complete investigations and deliver verdict within a period of 4 (four) ordinary weeks. The Grievance Committee will have the authority to decide on the following:

- 9.2.1** If the grievance is found to be vexatious, frivolous and/or unfounded at any stage during its investigation, to inform the member, DC and the Board accordingly and discontinue its investigation.

- 9.2.2** To make recommendations on actions to be followed against any COSBOTS official or any other member/s involved to the Board if the grievance is found to have merit.
- 9.2.3** To order/ recommend the suspension of any member/s investigated up until such time as the Board either confirms or puts aside the Grievance Committee recommendations.
- 9.3** All the proceedings of the Grievance Committee (GC) will be conducted in a summary manner, on the basis that it will not be necessary to observe or carry out the strict rules of evidence applied in legal proceedings. The procedure to be followed will be set out by the GC, provided that such procedure is based on accepted principles of fairness and equity.
- 9.4** The GC will be entitled to consult any person it may deem necessary to reach a just and equitable conclusion and the member who laid the grievance or any other member will have no right to be present during such consultations or to be made aware thereof, provided that the member will be given an opportunity to rebut any evidence against him/her compiled in such consultation/s if necessary.
- 9.5** The GC will not be bound to follow strict principles of law,

but may decide on the matter according to what it considers just and equitable in the circumstances.

- 9.6** The GC will, from the date of its receipt of the grievance and in the event that the grievance has merit, complete its investigations and deliver its final recommendations to the Board within a period of 4 (four) ordinary weeks.
- 9.7** The member/s whose conduct was investigated by the GC, will be informed by the GC of its recommendations to the Board and reasons therefore within 7 (seven) ordinary days of such decision taken and inform the member/s in question of its recommendations to the Board at the same time.
- 9.8** The Board will confirm or set aside the recommendations so received from the GC within 14 (fourteen) ordinary days from receipt thereof, and will inform the GC and the member/s concerned of its decision within 7 (seven) ordinary days of having reached it in writing, stating its reasons for its decision. The Boards' decision will be final and binding.

## **10. DISCIPLINARY PROCEDURE: BOARD**

- 10.1** Save as otherwise stated in this document, in the event of there being any grievance or disciplinary issue relating to any of the Board members, a Disciplinary Committee (DC) comprising of a minimum of 3 (three) independent and

competent individuals must be appointed by the Board to investigate such grievance or disciplinary issue. Members of such DC may include Board members provided the Director in question does not participate in the making of that decision.

- 10.2** The DC appointed in terms of clause 10.1 above shall have the same powers as referred to in relation to the Disciplinary Procedure and the provisions thereof will apply mutatis mutandis. Once a Board decision has been arrived at in terms of this process, it will be final and binding.

## **11. APPEALS PROCEDURE: BOARD**

- 11.1** A Director whose conduct was investigated will have the right to appeal in writing, stating reasons therefore to the full Board of Directors within 14 (fourteen) ordinary days.
- 11.2** The Board of Directors will make its findings within a period of 4 (four) ordinary weeks from receipt of the appeal.
- 11.3** The decision of the Board of Directors must be in writing, stating the reasons for the decision, and will be final and binding.

## 12. GRIEVANCE PROCEDURE: CHAIRPERSON AND/ OR VICE-CHAIRPERSON

- 12.1** A grievance against the COSBOTS CEO must be raised with the Chairperson or Vice-Chairperson. The Chairperson or Vice-Chairperson will within 30 (thirty) ordinary days of receiving the grievance notice either resolve the grievance, or appoint a Grievance Committee, or refer the grievance to the Board. If the person being complained against is the Chairperson, the Grievance Notice must be sent to the Vice-Chairperson and vice versa. In the event of both the Chairperson and Vice-Chairperson being the subject of the same/similar complaint, the Grievance Notice must be forwarded to the Chief Executive Officer, who must ensure that it is forwarded to the rest of the Board (excluding the implicated Board members) without delay.
- 12.2** If the Chairperson or Vice-Chairperson resolves the grievance, they must inform the aggrieved member of the outcome in writing within 7 (seven) ordinary days after it has been resolved.
- 12.3** If the Chairperson or Vice-Chairperson appoints a Grievance Committee, the Committee must within 30 (thirty) ordinary days resolve the grievance and inform the aggrieved member of the outcome in writing, within 7 (seven) ordinary days of its decision.

- 12.4** If the Chairperson or Vice-Chairperson refers the grievance to the Board of Directors, the Board of Directors will within 30 (thirty) ordinary days after referral of the grievance resolve the grievance or appoint a Grievance Committee to hear and resolve the grievance.

### **13. COSBOTS COMMITMENT**

- 13.1** As a Collection Management Organisation COSBOTS members are committed to doing what is right and honourable. COSBOTS members set high standards for themselves and aspire to meet those standards in all aspects of their lives. This Code articulates the behaviour that is mandatory in the role of COSBOTS members who believe that the collection management industry is shaped by the collective conduct of individual members of the company.
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Private Bag B075, Gaborone, Botswana  
Tel: +267 392 8055, Fax: +267 392 8131  
Website: [www.cosbots.com](http://www.cosbots.com)