AGM FOR MEMBERS OF THE COPYRIGHT SOCIETY OF BOTSWANA MEETING HELD IN GABORONE AT THE BOTSWANA BUREAU OF STANDARDS ON 22nd APRIL 2023

BOARD CHAIRPERSON	Mrs. Bakalanga Malikongwa						
	Mr. Ookeditse James Moyambo Mr. Letlhogonolo Makwinja	Vice Chairman CEO					
ATTENDANCE PHYSICAL	Mr. Patrick Setsiba Mr. Mpho Motlhasedi Mr. Benjamin Mogotsi Mr. Alfred Mosimanegape Mr. Martin Phatsimo Ntongana Mr. Kabelo Eric Kgaodi Mrs. Staffnurse Bangu Lesetedi- Keothepile Mrs. Winnie Winani Sekani	Board Director Board Director Board Director Board Director Ex-Officio Director Board Director Board Director Board Treasurer					
IN ATTENDANCE	Mr. Oshinka Isiang Mr. Lizibo Simon Mr. Chaa Mr. Laone Mareka	Deputy Permanent Secretary to the Presidency Advisory Committee Member COO Finance Manager					
ONLINE	Mr. T Rahube	MSD and Associates (Auditors)					
MINUTES RECORDER	Baker Tilly Botswana Advisory Services. Kamoyo N. Lungu-Chiteba	Secretary					

MEMBERS IN	Gaborone Maun	89 28
ATTENDANCE	Francistown Palapye Total	37 <u>21</u> 175
1. APOLOGIES	Mr. Moletlanye Trinity Mphoeng	Board Director

No.	Notes
	Preliminaries: The CEO presented the rules of engagement, conduct and
	procedures to be followed during the AGM.
2.	Confirmation of a quorum:
	Members in attendance formed a legitimate quorum.
3.	Adoption of agenda:
	 The agenda was adopted with no alterations.
	The motion was moved by Mr. Sono Abram and seconded by Ms. Ruth
	Bokole.
4.	Introductions
	Mr. Kgaodi welcomed and introduced the Deputy Permanent Secretary in
	the Ministry of the State President, Mr. Oshinka Isiang, who was
	representing the Permanent Secretary, in the Ministry of the State
	President, Ms Morekisi.
	He introduced the Board Chairperson, the CEO, the Directors, members of
	the Advisory Committee, and the COSBOTS officers present.
	the Advisory Committee, and the Cosbors officers present.
5.	Opening Prayer:
	Ms. Francina Phorego, a member, opened the meeting with a word of
	prayer.
6.	Welcome Remarks:
	The Vice Chairperson welcomed and appreciated all present, and thanked
	members for taking their time to attend the AGM in all locations- Gaborone,
	Francistown, Palapye and Maun.

He stated that the importance of holding an AGM was to give the company's governing structures an opportunity to update the shareholders on the progress the company had made in different areas during the year and give shareholders an opportunity to ask questions, where necessary.

Since the last AGM, held on the 27th of March 2022, the COSBOTS Board had been working tirelessly, to find ways to run the company more efficiently.

Members would be presented with a progress report, from the CEO, a report from the Board Chair, as well as a report from Finance and Accounts Departments.

He urged the members to feel free to ask questions, where necessary.

7. Keynote address:

The keynote address was presented by the Deputy Permanent Secretary (DPS), in the Ministry of State President, on behalf of the Permanent Secretary in the same ministry.

The Deputy Permanent Secretary expressed his gratitude and honour to have been invited to address the distinguished COSBOTS shareholders at their AGM.

He applauded COSBOTS for their initiative and innovation in streaming the AGM, live, in various locations. It demonstrated that the organisation had embraced modern technology and taken strides to become a trendsetter.

He acknowledged the creators and stated that their works were consistent with government's efforts to make Botswana a knowledge-based country.

He likened the creative industry to a sleeping giant which was beginning to arise, and that the members present were a key part of the awakening.

Mr. Isiang appreciated the cooperation between COSBOTS and the Department of Broadcasting Services (DBS), as it had created an environment in which creators were compensated fairly for their intellectual properties. The Creative industry

had also benefited from the cooperation between COSBOTS and DBS through the DBS roadshow.

DBS had also entered into a Memorandum of Understanding with COSBOTS which ensured the following:

- 80/20 ratio of local content on airplay
- Proper Archiving of works
- Digitization of all creative works
- Introduction of new Botswana TV channels

The government's goal was to change the status quo thereby ensuring that creators received adequate remuneration for their work to enable them to make a living from their crafts.

He challenged the creatives to create a local application that could be used to broadcast meetings to various locations without relying on foreign application works such as Zoom.

The DPS officially opened the meeting and thanked the Board Chair for the invitation to give the keynote address.

7. Approval of Minutes of AGM held on 22 May 2022

The Board Chair presented the Minutes and Action Items of the AGM held on 22 May 2022 for approval and adoption.

Amendments

- Page 3 Note 9 correction of names minutes were adopted by **Wiseman Gorewa** not 'Roemang'
- Page 6 Note 9 last paragraph names of Mrs. Staffnurse Bangu Lesetedi-Keothepile to be corrected

The amended minutes were adopted as a true record. The motion was moved by Mr Wiseman Gorewa and seconded by Mr. R. Musoka.

Matters Arising

- Finalisation of the new monitoring system which was to be completed by June 2022. The CEO was responsible for the task.

Actions Items

- The finalisation of monitoring system- COSBOTS seamlessly transitioned from BMAT monitoring to Broadsmart monitoring system. The state-of-the-art monitoring system was meticulously implemented, ensuring the oversight of all seven broadcasting stations.
- Additionally, COSBOTS installed a sophisticated event monitoring device at Choppies, which was fully operational.
- The new system boasted of a significantly higher music recognition rate when compared to its predecessor.

9. Chairperson's Report

9.1 Board Chair Report

The Chairperson began her address by pointing out the mission of COSBOTS. The organisation aimed at building a collective management that worked effectively for creators. COSBOTS endeavoured to support members with data and information tools while ensuring that creators were adequately remunerated. COSBOTS worked in cooperation with the government to ensure that laws were put in place to safeguard creators' rights and interests.

• COSBOTS restructuring- Amidst the restructuring exercise that brought about the retention of a sizable number of employees, the company was still able to pay its members. This was notwithstanding challenges. She stated that it was very important for creators to have the end user of their crafts, in mind, saying that the intrinsic value that end users placed on the creators' crafts played a huge role in their earnings. COSBOTS had successfully established an office in Francistown aimed at getting closer to its members. She urged members in and around surrounding areas to utilise that facility so that the company could achieve a return on investment on the Francistown project. Success of the Francistown office could pave way for other offices to be opened in other parts of the country.

- The Board, following their appointment in 2021, came up with a new and updated five-year Strategic Plan. This plan had put members' satisfaction at the forefront. That said, however, 2022 had been projected to be a financially challenging year, like the previous year 2021. Although the projection ran true, COSBOTS strived to put its members first. Some international CMOs saw their revenues fall by 30% forcing them to discontinue pay-outs. During this same time, COSBOTS was able to pay its members BWP 6,500,000.00 as relief during and post COVID 19. She encouraged any members, who may not have received their pay-outs, to follow up with COSBOTS Management to update their 'KYC' information.
- Despite challenges faced by the company, COSBOTS still achieved a remarkable year-on-year increase in their net distributable royalties. This saw the company being recognized in the 2022 Global performance Rights Financial report by the International Federation of the Photographic Industry (IFPI). IFPI recognised Botswana's COSBOTS as one of the top 3 African countries that distributed the highest amounts of royalties to its members. The recognition was a testimony of COSBOTS' exceptional efforts in putting members first.
- COSBOTS had launched several new initiatives aimed at ensuring that the
 company adhered to the highest standards and principles of corporate
 governance practices. The Board was rated one of the best in Botswana.
 They had previously hosted international delegates who were in the same
 industry. These delegates were very impressed with the accomplishments
 COSBOTS continued to achieve that even surpassed some CMOs
 achievements in first world countries.
- Former CEO's court case: Following his dismissal, the former CEO took the matter to court. However, the matter was resolved amicably, out of court.
- CIPA License: CIPA had advised COSBOTS that it would be issued with an operating licence which was renewable annually. However, COSBOTS did not agree with the introduction of the licence and had escalated the matter to the Minister of Industry and Trade, Mr. Kgafela, as well as Mr. Morwaeng, Minister in the Ministry of State President.

- The renewable licence did not make economic business sense. It was worth noting that the last country that implemented such a policy had since abandoned it due to the complicated administration that posed significant challenges to CMOs and copyright offices. COSBOTS was looking forward to a more beneficial arrangement or outcome.
- Levy on devises
 - COSBOTS was in the process of collecting levies through the Levy on Technical Devices Fund (LTDF). The Board Chair advised that monies collected from LTDF should be paid to the artists for the use of their work through private coping. COSBOTS had approached the Ministry of Industry and Trade to have funds from the Levy on Technical Devices availed and administered by a CMO, consistent with international norms. To this end, the government undertook to cede 50% of the funds collected to COSBOTS. Botswana was the only country where the government collected the levy. The normal practice was for the Collective Management Organisation (CMO), in this case, COSBOTS, to collect and distribute the funds.
- Membership issues: The Board Chair was delighted to announce that members had become more informed in relation to their fundamental rights concerning royalties and rights management. Members were urged to be stewards of their royalties, to make follow ups with management, ensuring that indeed they were being properly compensated for their work.
- Advisory Committee: The Board Chair appreciated the committee for the work they had done in bridging the gap between the Board and the members.
- New Constitution: COSBOTS had adopted a new constitution on the 28th of May 2022. This constitution set out to restructure and strengthen democracy in COSBOTS. This was relevant to the current CMO environment and was aligned with COSBOTS' growth vision. The newly improved governance changes included:

- The issue of Board members' composition which, over the years, had been dominated by directors from the music industry, had since been resolved by aligning the composition as per the Creative Sector Copyright and Labouring Act.
- It recognized the six creative sectors in which the pool of directors would be sourced from-Music, Textile and Image, Dramatic and Theatrical works, Visual Arts and Photography, Film and Audio Visual and Other Artistic Works not mentioned. In addition, 3 other directors would make up the Board. These would be members with expertise in the areas of Copyrights and related rights, Finance and Legal.
- It supported collaboration and reciprocal agreements with regional and international CMOs, which allowed COSBOTS to collect royalties, internationally, on behalf of the members.
- Provisional members, who used to be referred to as candidate members, would receive membership within a shorter period than before.
- COSBOTS had become a smaller members counsel with fewer directors which focused on members, the creative sectors and company engagements.
- A clearly defined electoral system and criterion for director appointment.
- Appointment: Directors would remain in office for 3 years, after which they would continue holding office as continuing members.
 - Three of the longest serving Board members would be replaced by 3 new directors that had served 3 or more years.
 - These 3 new Directors would possess skills that were not represented on the Board, plus some who were from special skills needed to compliment the board with their expertise.

The Board would be populated with 11 Directors.

• The Board Chair concluded by urging members to cease opportunities as and when they presented themselves. COSBOTS had managed to secure funding from a certain global organisation that funded CMOs. This organisation agreed to fund the Authors Association, and as such they were expected to host a workshop in Botswana sometime in August or September 2023. She advised members that they should look out for an invitation to attend the workshop later this year.

9.1.1 Questions on Chairperson's presentation

Members thanked the Board Chair for her detailed presentation. They enquired on the following:

- What COSBOTS was doing was to help them with uploading music online since an ISRC code was required and it greatly increased the costs they incurred to upload their music when they personally had to generate the code.
- What COSBOTS was doing to counter the annual licensing offer that had been proposed by CIPA
- Regarding the 80/20 play of local to international music, the members stated that it seemed like the radios were playing music by the same artists, at the expense of other members.
- Having opened an office in Francistown, the members asked whether there was any thought given to opening satellite offices instead since they were less costly to run.
- A member raised concern that the office in Francistown was not well equipped to cater for all the members' needs hence members were still travelling to the Gaborone office, which was costly.
- A member in Francistown applauded the current monitoring system stating that it was more effective, as compared to the previous one, in picking up unregistered songs. He further suggested that it would be more beneficial for members if they were presented with a statement of their royalties as and when required for better understanding and depiction of their royalties' earnings.
- A member sought clarity on the LTDF for Private coping.
- Members appreciated the Chairperson and the Board for the remarkable effort and commitment shown to turn COSBOTS around along with all the achievements they had accomplished thus far.

The Chairperson, in response to questions raised by members, explained that:

- The Copyright and Labouring Rights Act governing COSBOTS stated that the licence terms for CMOs should be indefinite. Consequently, COSBOTS was questioning why CIPA was trying to impose the annual licence.
- On the question of what COSBOTS was doing to assist musicians to upload music online, The CEO, through the Board Chair, responded by updating members that management was actively working on an ISRC and IRSWmanaged application that, when completed, would aid members as this application would generate the codes for members.
- The Board Chair thanked the member for the innovative idea regarding the establishment of satellite offices, COSBOTS would explore the idea.
- The CEO explained that intellectual property was subject to royalties' remuneration world-wide. Although the law was slowly being implemented in Botswana, he believed it was about time it became the status quo. He called for the implementation of the regulations for public lending rights. This was to enable creators, like authors, to earn their rightful royalties from their books which were displayed in Government libraries.
- The Board Chair stated that the COSBOTS Gaborone office would look into ways of making the Francistown office more efficient.

9.2 CEO Report (See full report)

FINANCIAL PERFORMANCE

- The CEO stated that the year 2020/2021 was a very challenging year for both members and customers. Revenue declined by 7% as compared to the previous year. Management was in active discussions with privately owned radio stations to comply with the 80/20 local content quota airplay.

REVENUE VS COST

- The high costs incurred during the period were related to the funds paid out to creators through the Covid Relief program.

ROYALTIES DISTRIBUTION TREND

- Mr. Makwinja reported on the distribution trends stating that they started off the distribution with Distribution 10 which saw BWP 2,600,000 being distributed out. Distribution 11 was BWP 2,900,000, Distribution 13 was BWP 6,500,000, Distribution 14 was BWP 6,500,000 and, lastly, Distribution 15 was at BWP 7,500,000. He added that for each pay-out, 10% was retained by COSBOTS for the social fund. The monies collected in the social fund were used for members' workshops, bereavements and health benefits.

MEMBERSHIP

- The membership of COSBOTS had continued to grow and, as at 30 June 2022, stood at 2,777 (two thousand seven hundred and seventy-seven members). Membership was expected to grow to 3,000 (three thousand) by the next AGM.

LICENSING ACTIVITIES

- The CEO stated that the public broadcaster continued to be the biggest source of revenue, at 68%, as they used up the majority of the copyrights' content. They had a bigger budget comprising 2 radio stations and 3 television stations. Private broadcasters were at 11%, Retailers at 10%, with Choppies making up 8% of the 10%; Hospitality fell to 1% and hadn't recovered since Covid 19; Events were at 7% and Mechanical rights, that comprised the likes of Facebook and Tiktok, were steadily growing at 3%.

DIGITAL TRANSFORMATION

- COSBOTS was leveraging on Technology and making the best use of some of the most cutting-edge systems and processes available and taking advantage of emerging technologies in order to better serve its members.

9.2.1 Finance Report

Mr. Mareka was pleased to present the Integrated Annual COSBOTS Financial Report to the members.

During the year 202, COSBOTS changed its accounting policy from cash basis to accrual reporting to align with International Financial Reporting Standards (IFRSs).

Revenue had declined by 7%. However, it was important to note that collections, based on cash basis, rose by 8% because of the change in the reporting system from cash basis to IFRS system.

PROFIT/ LOSS ANALYSIS

- In 2021, the business loss was BWP 7 460 490 compared to the business loss of BWP2 003 310 incurred in 2022. This was a significant improvement as the company noted an increase of 71%.

FINANCIAL POSITION

- The financial position had remained strong during the year. COSBOTS had maintained a healthy balance sheet and liquidity position. Cash equivalents, at year end, were BWP 29,839,993. Trade receivables stood at BWP 559,302, a 71% decrease from the previous year receivables of BWP 2,715,064.

PROVISIONS FOR ROYALTIES

Mr. Mareka outlined the royalties that were owed to members:

- International royalties of BWP5 333,713.00
- Unmatched payable loyalties of BWP 1 847,462.00
- Matched payables of BWP 259 856.00
- Royalties D15 declared of BWP8 300,000.00
- Radio station D14 royalties of BWP 443 745.00
- Other Rights of BWP 30 8,53 1.00

He concluded the report by stating that the financial statements had been audited and management was optimistic about the future financial prospects of COSBOTS.

10. Presentation of Company's audited Annual Financial and Auditors Report (see attached Financials)

Mr. Rahube introduced himself as the Auditor-In-Charge for COSBOTS audit. He stated that the objective of the audit was to get reasonable assurance that the Annual Financial Statements were prepared in accordance with the International

Financial Reporting Standards (IFRS) and that the accounts were free of material misstatement. He summarised the responsibilities of the auditors as follows:

- Issue an auditor's report which stated the auditor's opinion
- Identify and assess the risk that may affect the financials
- Obtain an understanding of the internal controls implemented by Management
- Evaluate the appropriateness of the accounting policies used
- Evaluate Management 's use of the going concerns of the organisation

The Directors and Management of COSBOTS were responsible for the preparation of financial statements that were fair and true and in accordance with IFRS. They were responsible for the design and implementation of internal controls as well as providing information to the auditors.

Mr. Rahube explained the four types of opinions that auditors could express.

Mr. Rahube read the Independent report which detailed that COSBOTS had been issued a **clean/ unqualified opinion** for the annual Financials for the period ended 30 June 2022.

11. **Resolutions passed**

- 1. It was **RESOLVED THAT** the Annual report of the Board of Directors and Corporate Governance report for the members of the Board, as submitted to the AGM, be adopted.
 - Motion was **moved by** Mr. B. Semela **and seconded by** Ms. M. Sampisi
- 2. It was **RESOLVED THAT** the Audited Annual Financial Statements for the period 1 July 2021 to 30 June 2022, as submitted to the AGM by the Board of Directors, be adopted.
 - Motion was moved by Ms. G. Molatlhegi and seconded by Mr. T. Molotso
- 3. It was **RESOLVED THAT** the members of the Board of Directors be granted a release from liability for the conduct and performance of their duties during and with respect to the financial statements for the year end 30 June 2022. To the extent that their activities had been reflected either in the

	audited financial statements for the period ended 30 June 2022 or the Annual Report of Directors, be adopted.
	The Motion was moved by Ms. A. Ntswejakgosi and seconded by Ms. T. Digalase
	4. It was RESOLVED THAT MSD and Associates be appointed as auditors. The motion was moved by Mr. O Fanyana and seconded by Ms. E Keothokile.
	 It was RESOLVED THAT the remuneration for the auditors would be set at BWP 60,000 (sixty thousand pula). Motion was moved by T. Oabile and seconded by Mr. O Willie
12.	CLOSING REMARKS:
	 The Chairperson appreciated the members of COSBOTS for their support and for taking time, out of their busy schedules, to attend the AGM.
	 On behalf of the Board and Management of COSBOTS, she appreciated all the stakeholders and members that helped to make the AGM possible
13.	Closing Prayer Mr. R. Kabelo closed the meeting with a word of prayer
14.	There being no further business to discuss, the Chairperson closed the meeting at 14 36 HRS
	Bakalanga Malikongwa Board Chairperson Sign: Date:
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	Recording Kamoyo N. Lungu- Chiteba
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NEXT MEETING DUE DATE:

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COPYRIGHT SOCIETY OF BOTSWANA

BOARD REGISTRATION FORM

DATES	SESSION	VENUE:	
FROM: 22/04/23 TO:22/04/23		BOBS	
MEETING TITLE: ANNUAL GENER	GENERAL MEETING 2022	22 P	April 2023
NAME & SHBNAME	PURPOSE	CO. NO.	Signature
Bakalanga Malikongwa	NA	NA	
Alfred Mosimanegape	NA	NA	(Times)
Kabelo Eric Kgaodi	NA	NA	Chinis.
James Ookeditse Moyambo	NA	NA	The state of the s
Winani Winnie Sekani	NA	NA	
Mpho Motlhasedi	AN	NA	The state of the s
Staffnurse Bangu AKeothepile	NA	AN	A South
Martin Ntongana	NA	NA	
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MEMBERSHIP REGISTRATION AGM @ GABORONE



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MEMBERSHIP REGISTRATION AGM @ GABORONE

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MEMBERSHIP REGISTRATION AGM @ GABORONE



### M.Ship No: COS-524613912 L. 206.45660 TIME: 09:00am M/Ship No: COS-R-44(R)858/ Tel: 752/7450 MIShip No: 101: 76211069 / 75955440 M/Ship No: 294914008 116565610 : M/Ship No 984726人の 72491880 KANIT MIShip No: A 10739 Tel: 760/3976 Tel: 74746530 Tel: 73758478 M/Ship No: +102100 Fally 28 8 M/Ship No: M/Ship No: Tel: Tel: as co wacko 3 2 DITHORISS MOUSE SHOWPANDOS MUSULLINA LES HMAN KATLERO RAMPHALENG MINISTER Date: 22/04/2023 ED, RA TSTABENG BOIKHUTSO 女にこれの となっているようか RAMPHALENG LESEGO **TOWN: GABORONE** 3

MEMBERSHIP REGISTRATION AGM @ GABORONE

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MEMBERSHIP REGISTRATION AGM @ MAUN

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MEMBERSHIP REGISTRATION AGM @ MAUN

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## ATTENDANCE REGISTER

MEMBERSHIP REGISTRATION AGM @ MAUN

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## MEMBERSHIP REGISTRATION AGM @ PALAPYE

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