

**AGM FOR MEMBERS OF THE COPYRIGHT SOCIETY OF BOTSWANA MEETING HELD IN ON
MULTI LOCATION LIVE STREAMING**

BOARD CHAIRPERSON	Mrs. Bakalanga Malikongwa	
ATTENDANCE PHYSICAL	Mr. Ookeditse James Moyambo Mrs. Winnie Winani Mabone Mr. Benjamin Mogotsi Mr. Alfred Mosimanegape Mr. Martin Phatsimo Ntongana Mrs. Staffnurse Bangu Lesetedi-Keothepile Kelebonye Sibanyoni Mphoeng Moletlanye Mr. Letlhogonolo Makwinja Mr. Patrick Matlapeng Mr. Laone Mareka Hon. Nelson Ramaotwana	Vice Chairman Board Treasurer Board Director Board Director Board Director Board Director Board Director Board Director CEO Documentation & Distribution Manager Finance Manager Minister of Justice and Correctional Services, MP for Gaborone South

IN ATTENDANCE	Ms. Tebogo Ketlhoilwe Mr. Lizibo Simon Mr. Phemphethe Bafana Pheto Mr. Nkgopolang Tlhomelang Mr. Patrick Setsiba	Advisory Committee Members
ONLINE	Mr. Kabelo Eric Kgaodi Mr. T Rahube	Board Director MSD and Associates (Auditors)
MINUTES RECORDER	Baker Tilly Botswana Advisory Services. Bonang Kabimba	Secretary
MEMBERS IN ATTENDANCE	GABORONE FRANCISTOWN PALAPYE MAUN TOTAL	89 44 25 32 190
1. APOLOGIES <u>(Reasons for the Delay in Convening the AGM)</u>	• A data leakage incident affecting the organization, which disrupted operations and was formally reported to the Botswana Police Service and other relevant authorities. • Broader financial constraints affecting government operations, government being COSBOTS's largest licensee. • The passing of a member; the AGM originally scheduled for 6 September 2025 coincided with the member's burial, and was postponed at members' request	

No.	Notes
No.	CONFIRMATION OF A QUORUM:
2.	The Board Secretary confirmed, based on the register of 190 members (Gaborone 89, Francistown 44, Palapye 25, Maun 32), that the meeting was quorate.
3.	ADOPTION OF AGENDA: The agenda was tabled and put forward for adoption. No substantive objections were raised. Moved by: Ms Manthe Seconded by: Ms Sihlupheki Eldah
4.	MOMENT OF SILENCE: In place of an opening prayer, the Board Chairperson invited the meeting to observe a moment of silence in honour of members who had passed away, describing them as pioneers who shaped Botswana's cultural fabric.
5.	INTRODUCTIONS: The Board Chairperson introduced the Vice Chairperson, Treasurer, Board Directors present and those who had tendered apologies, the co-opted Board member, the CEO, the Copyright Specialist, the Advisory Committee member, the regional representatives (Francistown and Palapye), and the Company Secretary. The CEO and management team, and the auditors, were also introduced.
6.	WELCOME REMARKS: The Board Chairperson welcomed attendees joining from Gaborone, Francistown, Maun and Palapye, noting that the Minister originally scheduled to deliver the keynote address had been called away on an urgent government matter. She apologized for the delay in convening the AGM (see Apologies, above), thanked members for their patience, and formally declared the 2024 Annual General Meeting of COSBOTS open.

7.	KEYNOTE ADDRESS / REMARKS OF THE GUEST OF HONOUR: Hon. Nelson Ramaotwana, Minister of Justice and Correctional Services and MP for Gaborone South, addressed the meeting on behalf of government (apologizing for a delayed arrival due to a flight schedule change). Key points: • Commended progress in government-COSBOTS collaboration on royalty collection, digital infrastructure and transparency. • Reported that the review of Botswana's copyright legislation is well under way, covering digital-platform alignment and clarity on AI and human creativity. • Affirmed creative expression as a human right and government's commitment to protecting creators from exploitation, censorship and discrimination. • Reaffirmed commitment to deepening regional/international partnerships (SADC, African Union, WIPO, ARIPO). • Outlined a government vision for the creative sector: arts education in schools, contribution to GDP/exports/jobs, and a living wage across sectors. • Called on the Board to strengthen governance, data quality and member services, and committed government to paying its obligations to COSBOTS on time (citing the Ministry of Agriculture's turnaround-time standard as a benchmark). • Encouraged creators to register works, update metadata, and adopt professional standards. Closed by linking the creative sector to the country's transformation agenda and youth unemployment, and reaffirmed government's support for COSBOTS.
8.	Review of Previous Minutes: • Minutes of the AGM held on 10 August 2024 were taken as read, page by page, with corrections invited from each venue. • One correction, concerning the Francistown/Maun record, was flagged and accepted. • A member from Francistown queried whether outstanding matters could be handled via the organization's WhatsApp groups; this was noted. • The minutes were adopted as a true record of the previous Annual General Meeting. Moved by Mr. Kgaodi Seconded by Ms Portia

9. CHAIRPERSON'S REPORT:

By consent of members, the annual report, audited financial statements and Directors' Report were taken as read. The Chairperson's address covered:

- **Data leakage and defamation matter:** A comprehensive audit of data systems has been completed and digital security strengthened; a joint investigation by the Botswana Police Service and independent forensic experts is underway; legal counsel has been instructed to pursue remedies for defamation/reputational harm; staff have undergone data protection and ethics training. The Chairperson gave a detailed account of the underlying episode (involving artists referred to as "Dlala" and "Pro Lanez", other artists reportedly approached anonymously, and a threatening message received by a director), concluding the sources involved were not credible whistleblowers. The Board has restructured internally in response and remains willing to restructure again, guided by a members-first strategy for 2025.
- **Financial performance:** Distribution-to-income ratio of 72% for 2024 (up from 68% in 2023), against a two-part commitment made since the 2021 AGM (70% distribution-to-income ratio and reduced cost-to-income ratio by 2025). Of approximately P20 million generated, P14.5 million was distributable, with P9.5 million going to local members. [Note: a separately-cited figure of a decline "from 72% to 66%" in the local/international distribution split does not fully reconcile with the CEO's and Finance report's figures of 68% (2024) versus 72% (2023) - to be clarified against the audited financial statements.] Aspiration remains an 80/20 distribution ratio agreed with the Department of Broadcasting Services. The FY2025 revenue target of P45 million was not achieved, attributed mainly to insufficient enforcement by relevant authorities. Reprography distributions since March 2022 total P1.8 million and P2.42 million (a 34.4% increase).
- **COSBOTSS Creative Hub:** Five bidders responded to a closed expression of interest; a preferred supplier was selected; architectural drawings finalized and approved by the Board; site preparation targeted around October. Funded from historical foreign royalties that could not be remitted abroad due to reciprocal agreement disputes with other CMOs. Comparable hubs cited in South Africa, Ghana and Malawi.

	• Levy on Technical Devices Fund (LTDF): Continued advocacy for operationalization; Botswana's LTDF revenue remains locked in government systems, unlike in Malawi, Cameroon and Ghana. Independent legal advice obtained; legal options, including possible court action, are being explored. • Discussion following the address: Mr. Jameson Richard (Francistown) asked why COSBOTS has not gone to court on the LTDF despite earlier readiness to do so. The Chairperson clarified that legal advice confirms COSBOTS, as a company, cannot sue government on this specific issue (LTDF funds accrue to individual creatives, not COSBOTS), but COSBOTS can facilitate and fund creators/associations to pursue the matter, with litigation as a last resort.
10.	Auditor's Report: Presentation of the company's audited Annual Financial Statements and Auditor's Report (see attached financials). • Audit report presented by Mr. Thero Rahube (Audit Manager) on behalf of Mesotlo & Associates (MSD), assisted by Mr. Kaone Lebotse. • Audit covers the statement of financial position as of 30 June 2024, statement of profit or loss and other comprehensive income, statement of changes in equity, and statement of cash flows. • Financial statements deemed free of material misstatement. • Unqualified ("clean") audit opinion issued, in accordance with IFRS. It was reiterated that the auditor is independently appointed by the general membership (not the Board) and is not COSBOTS staff.
11.	CEO's Report The CEO reported steady year-on-year growth, with revenue up approximately 8% and government remaining COSBOTS's largest licensee. • Distribution 17 totalled P14.5 million, a 22% increase; approximately 68% distributed to local rights holders (down from 72% in 2023). • Continued rollout of WIPO Connect, DBS fingerprinting and ISRC management to strengthen international recognition of members' works. • COSBOTS's growth compares favourably to peer CMOs on the continent (citing IFPI/Global Music Report data). • Membership has grown to close to 4,000.

	Strategic initiatives: distribution system upgrade, website redesign for online submissions, and a comprehensive tariff review.
12.	Financial Report: The Finance and Administration Manager, Mr. Laone Mareka, presented the financial statements on behalf of the Board, with the following key highlights: • Revenue for the year was P20.18 million, an 8% increase from P18.5 million (Music: P14.95 million; Reprography: P5.27 million). • Growth drivers: decentralization (new Francistown office), enhanced legal enforcement (litigation against the University of Botswana, Botswana Accountancy College and Mascom), and reprography stakeholder engagement (tertiary compliance improved to ~90%). • Distribution 17 royalty distribution was P14.54 million, a 29% increase; distribution-to-revenue ratio of 72%. • Operating expenses were P13.08 million, up 3% (well below the 8% revenue growth), driven by legal enforcement and countrywide licensing engagement costs. • Total comprehensive loss for the year: P3.51 million, a 24% improvement on the prior year's loss. • Cash and cash equivalents of approximately P35 million (P15 million short-term investments; P18.8 million reserved for Distribution 17). • Largest liability: a royalties-payable provision of approximately P28.36 million. Deferred income of approximately P12 million reflects the mismatch between COSBOTS's financial year (July-June) and government's (April-March). Outlook: WIPO Connect has cut the distribution process time by more than half; management is exploring aligning COSBOTS's financial year with government's.
13.	MEMBER FEEDBACK & DISCUSSIONS: • Clarification sought on revenue categorisation between broadcaster and public performance licensing (Palapye member). • Concern raised over large disparities between promoter earnings and artist payment at events. • Query on independent verification of COSBOTS's financials beyond the appointed auditor; clarified that MSD is independently appointed by the membership and COSBOTS is rated among the most transparent CMOs in Africa.

- Ms. Flora (Francistown) reported on event licensing enforcement coordination with security services and the Ministry of Sports and Arts, citing a P1.5 million payment required from a promoter for an unlicensed event, and improved DJ licensing compliance.
- DJ Association chairperson ("Fondofaya") raised the impact of the COVID-19 pandemic on DJ licensing progress (only 3 of 100+ known DJs licensed) and proposed strengthening the local-content MOU, citing the DRC's local-content policy.
- Suggestion that small retailers/instrument vendors be engaged as licensing partners, and that COSBOTS consider contributing to members' travel costs for workshops/events (Mr. Sam Richard).
- Suggestion that members with relevant skills be engaged to support regional licensing compliance work.
- Instrumentalist/session-musician members raised concern that they receive no share of royalties paid to featured artists (a neighbouring-rights issue not yet resolved).
- Dispute raised over a work declared by a person other than its true creator ("Mr Makhwengwe"); COSBOTS confirmed no formal arbitration panel is yet operational and advised members to use written contracts, copies of which COSBOTS will hold on file.
- DJ tendering requirements queried (Mr. Pheps Motheo) - proof of licensing as a tender condition was confirmed as intended to drive compliance.
- Extended exchange between artists and a DJ association representative ("Ms Kaelo") on recognition, booking practices, and the need for artists to invest in digital distribution (e.g. Spotify, Apple Music) as a business.
- Concern raised over missing metadata/production credits (producer, composer, editor) on submitted works (Mr. Herbert Makgoni), affecting accurate royalty attribution.
- Specific registration/producer dispute raised regarding an artist referred to as "Ezekia" (Promise Gospel); resolution via a facilitated meeting with the producer was agreed.
- Further questions on the LTDF legal position and a tentative timeline (around 11 October) for coordinated action with heads of associations, and a planned benchmarking exchange with Malawi's COSOMA.
- Proposal to establish a members' Savings and Credit Cooperative Society (SACCOS).

	• Proposal to develop a members-only website/portal for statements, contracts and submissions. • Discussion on a proposed regional cultural/music festival; the Board confirmed it can fund but not directly organize such an event, and encouraged stronger regional associations to lead coordination, including potential collaboration with Malawi's COSOMA. • Call for a formal publishers' association/regulatory framework; an informal group exists but is not yet constituted. Calls for further capacity-building workshops for members, with Francistown proposed as the next priority location.
14.	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 who helped to make the AGM possible. CLOSING PRAYER • A closing prayer was led by Mr Ntogana, thanking God for the successful conclusion of the meeting and invoking wisdom and protection for members and creators. There being no further business to discuss, the Chairperson closed the meeting.
	Bakalanga Malikongwa Board Chairperson Sign: _____ Date: _____
Signed by:	Letlhogonolo Makwinja CEO Sign: _____ Date _____

	Recording Bonang Kabimba Sign: _____ Date: _____

MATTERS ARISING

ACTION	WHEN	RESPONSIBLE	STATUS
Improve the matching process for unmatched royalties, currently exceeding P500,000.	By Distribution 18	COSBOTS Management	Ongoing. Metadata enrichment and matching continue through WIPO Connect, ISRC allocation and validation, iMonitor/DBS usage data and manual review of unmatched works. Unmatched works are continually posted on social media pages with members invited to register works, correct missing or conflicting metadata. Any amount not matched remains ring-fenced and is not treated as COSBOTS income.
Digitise the registration and submission process for creative works, to enable online submissions and reduce reliance on hard copies.	Ongoing	COSBOTS Management	Ongoing. The members' portal in our website is still under development to support online access to statements, contract submission and work-registration functions. Statutory copyright-registration requirements administered by CIPA remain subject to the applicable law and CIPA processes and COSBOTS will continue advocating for end-to-end digital submission where legislative or regulatory change is required.

Continue lobbying relevant ministries and stakeholders for reform of the Levy on Technical Devices Fund (LTDF) framework, with the goal of securing direct administration by COSBOTS in line with international best practice.	Ongoing	The Board and Legal Committee	Ongoing. COSBOTS has continued policy engagement on the private-copying/technical-devices levy and has participated in regional discussions on appropriate administration, transparency and creator benefit. The LTDF dispute is now before the courts.
Improve and communicate the transparency of the airplay/usage monitoring and sampling methodology to members.	Not specified	Management / Monitoring Company	In progress. COSBOTS will publish a plain-language explaining monitoring, methodologies used, usage categories, data sources, matching rules, treatment of unmatched or disputed usage, quality controls and limitations. Members are also encouraged to attend COSBOTS workshops to learn more
Investigate the feasibility of a members' Savings and Credit Cooperative Society (SACCO).	On going discussions	Board / Management	Management has identified the Copyright Society of Malawi (COSOMA) as the only African CMO identified to date that has facilitated a SACCO model for its members. Management intends to engage COSOMA and Arts SACCO directly to obtain detailed information on the model's governance structure, operating costs, membership participation, loan portfolio, financial sustainability and regulatory requirements. The assessment will also consider loan-default rates,

			liquidity, credit, operational and reputational risks, as well as the level of financial and administrative support required from the CMO. The findings will inform a formal feasibility assessment and recommendations to the Board on whether a similar, independently governed SACCO model would be viable and appropriate for COSBOTS members.
Explore collaboration with Malawi's COSOMA on a joint regional cultural/music festival (COSBOTS to fund, not organize).	Ongoing discussions	Board / Management	Collaboration between COSBOTS and COSOMA towards the development of a joint cultural and music festival is ongoing, an adhoc committee has been formed to among other things, come up with an annual date for the festival and budget for the festival.
Consider establishing a formal arbitration mechanism/panel for disputes over royalty ownership and declarations.	Not specified	Board	Where there are disputes of rights, management ring-fence disputed royalties. The membership chairpersons and copyright expert in board gets roped in to avert the confusion with the hope of bringing the matter to acceptable conclusion.
Engage the Ministry of Trade and Entrepreneurship and local councils to strengthen licensing enforcement.	Ongoing	Management	Engagements with the Ministry of Trade and the Ministry of Local Government are ongoing as part of our strategic stakeholder engagement efforts. A stakeholder engagement meeting has been held with the Minister of Trade, while a formal request

			has been submitted to the Minister of Local Government seeking an engagement meeting. Regular follow-ups will continue with both Ministries to advance the matter and achieve the desired outcome.
Review the position of session musicians/instrumentalists (neighbouring rights) who report receiving no royalty share.	Not specified	Board / Management	Session musicians and instrumentalists may hold performers' neighbouring rights, but they are not automatically entitled to a share of authors' or composers' royalties. Entitlement depends on the applicable right and use, qualifying performance or fixation, repertoire and performer declarations, mandates, contracts and distribution rules. COSBOTS has developed music business related contracts that covers session musicians
Require and standardize written contracts between artists, producers and collaborators, held on file at COSBOTS.	Ongoing	Management	The written contracts have been developed and are now available on the COSBOTS website for ease of access, reference and use by relevant stakeholders.