

## AGENDA

<b>MEETING</b>	<b>2022 ANNUAL GENERAL MEETING OF MEMBERS</b>
<b>DATE</b>	<b>THURSDAY, 26 MAY 2022</b>
<b>TIME</b>	<b>12H00 (Please connect to the <a href="#">link</a> by 11H45 to allow for a quorum to be confirmed when the meeting commences.)</b>
<b>PLACE</b>	<b>Attendance of the AGM will be via webcast</b>

[View](#) documents mentioned within this Agenda

### 1. QUORUM

To establish whether a quorum is present.

### 2. CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION

on  
website

1. To NOTE that a Notice to members convening the Annual General Meeting was published in the March, April, and May issues of the *Accountancy SA* magazine.
2. To NOTE that the Notice of the Annual General Meeting has been circulated to Members by the following means:
  - 2.2.1. Via electronic mail to members registered on SAICA's database as able to accept communications in this manner; and
  - 2.2.2. Via the SAICA website which is accessible to all members.
3. To NOTE that an electronic platform was made available to members to enable e-voting for both proxy and on-the-day voting processes, and virtual member participation through a webcast.
  - 2.3.1. Registration and proxy voting on the e-voting solution opened at 12h00 on Thursday, 5 May 2022, and closed at 12h00 on Tuesday, 24 May 2022.
  - 2.3.2. On-the-day voting will take place during the AGM proceedings through the e-voting solution.

### 3. CHAIRMAN'S REPORT

To allow the Chairman to provide members with a report.

### 4. CEO REPORT

To allow the CEO to provide members with a report.

**PROCEEDINGS OF THE MEETING:**

**5. FORMAL RESOLUTIONS**

**5.1 ORDINARY RESOLUTION 1: THE 2021 SAICA GROUP ANNUAL FINANCIAL STATEMENTS AND INTEGRATED REPORT**

To **CONSIDER** the SAICA Group and Institute Annual Statements and Integrated Report which includes the CEO and Chairman’s reports for the year ended 31 December 2021. on website

(The SAICA Constitution in paragraph 13.1.1 requires “consideration of the annual financial statements and integrated report” at the AGM. In addition, paragraph 13.1.2 requires “consideration of reports by the Chairperson and the CEO”).

**5.2 ORDINARY RESOLUTION 2: THE EXTERNAL AUDITOR’S REPORT**

To **CONSIDER** the Independent Auditors Report. on website

(The SAICA Constitution in paragraph 13.1.3 requires “the consideration of a report by the external auditors” at the AGM).

**5.3 ORDINARY RESOLUTION 3: THE APPOINTMENT OF EXTERNAL AUDITORS**

To **CONSIDER** and, if supported, **APPROVE** the appointment of Mazars with its partner Majali as the external auditors for the ensuing year.

(The SAICA Constitution in paragraph 13.1.4 requires “the consideration of the appointment of the auditors” at the AGM).

**5.4 ORDINARY RESOLUTION 4: APPOINTMENT OF A CA(SA) BOARD MEMBER<sup>1</sup>**

“Resolved that in terms of par 13.1.5 of the Constitution, Mr Cyril Madiba be, and is hereby, elected to the SAICA Board with immediate effect.” on website

**5.5 ORDINARY RESOLUTION 5: APPOINTMENT OF A CA(SA) BOARD MEMBER**

“Resolved that in terms of par. 13.1.5 of the Constitution, Ms Pamella Marlowe be, and is hereby elected, to the SAICA Board with immediate effect.”

**5.6 ORDINARY RESOLUTION 6: APPOINTMENT OF A CA(SA) BOARD MEMBER**

“Resolved that in terms of par. 13.1.5 of the Constitution, Mr Dheren Singh be, and is hereby elected, to the SAICA Board with immediate effect.”

**5.7 ORDINARY RESOLUTION 7: APPOINTMENT OF A CA(SA) BOARD MEMBER**

<sup>1</sup> Please note that resolution 4, 5, 6, and 7 relate to three vacancies for CA(SA) non-executive members and the three candidates who achieve the most votes will be elected to fill the vacancy. Members should therefore vote only for three of the four candidates.

**“Resolved that in terms of par. 13.1.5 of the Constitution, Ms Tintswalo Mofokeng be, and is hereby, elected to the SAICA Board with immediate effect.”**

**5.8 ORDINARY RESOLUTION 8: APPROVAL OF ANNUAL BOARD FEES**

**“Resolved that the Institute be, and is hereby, authorised to pay the following fees per meeting to non-executive Board members for their services as non-executive Board members for the period from the date of the passing of this resolution.**

(The current SAICA Constitution in paragraph 13.1.6 requires “approval of the increase/decrease and/or any change in the basis of determining the Board and Board Committee member fees for the ensuing year.)

**5.9 VOTE ON RESOLUTION 9: APPROVAL OF THE REMUNERATION AND RELATED IMPLEMENTATION POLICY**

on  
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(The current SAICA Constitution in paragraph 13.1.7 and 13.1.8 requires the consideration of the Remuneration Policy and Implementation Policy by a special non-binding vote at the AGM).

**6. CONFIRMATION OF PREVIOUS MINUTES AND ACTION LIST**

**To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on 27 May 2021 and the Action List.**

on  
website

**7. TO NOTE REGULATORY CHANGES TO THE CONSTITUTION**

The following minor amendments to the Constitution of SAICA were required by the Director: Non-Profit Organisations in terms of its authority provided by the Non-Profit Organisations Act, 71 of 1997:

on  
website

- The inclusion of a definition of "financial year" and defining the "financial year end" as being 31 December of each year; and
- The inclusion in the heading to paragraph 20 ("Winding Up") of the words "or Dissolution".

**8. RESULTS OF THE POLLS**

**To NOTE the results of the polls.**

**9. GENERAL**

**To NOTE any other matters for discussion under general.**

**10. CLOSURE**

2. [View](#) the following documents mentioned in this Agenda:

- *AGM Notice for the meeting of 26 May 2022*
- *2021 SAICA Group Financial Report*
- *Independent Auditors Report*
- *Board Candidate CVs*
- *Remuneration and Related Implementation Policy*
- *Minutes of the SAICA AGM of 27 May 2021*
- *Amended Constitution*