

**MINUTES OF THE SPECIAL GENERAL MEETING (SGM) HELD AT SAICA, 17 FRICKER ROAD, ILLOVO,
IN THE MEMBERS LOUNGE ON 31 JULY 2018 AT 09:00**

Ref: 681346

ATTENDANCE			PRESENT	APOLOGY
SAICA BOARD	LL BAM	(LLB)	Chairman	✓
	MA KHAN	(MAK)	Joint Vice Chairman	✓
	BD VAN DYK	(BDvD)	Joint Vice Chairman	✓
	CR DE WEE	(CRdW)	Central Region Representative	✓
	C DU TOIT	(CdT)	National Small & Medium Practice Representative	✓
	NA ESSOP	(NAE)	Co-opted: Public Sector	✓
	Z KHANYLE	(ZK)	AWCA** Representative (co-opted)	✓
	AT KNOTT-CRAIG	(ATK)	Co-opted: Information Technology (IT)	✓
	FL LAMOLA	(FLL)	SAICA Acting Chief Executive Officer (CEO)	✓
	TH MBATHA	(THM)	Northern Region Representative	✓
	V MAHARAJ	(VM)	Eastern Region Representative	✓
	HI McCLINTOCK	(HIM)	Northern Region Representative (NR President)	✓
	MC MGCOBO	(MCN)	ABASA* Representative	✓
	SK OSNER	(SKO)	Members-in-Business Representative	✓
	AAB PHEIFFER	(AABP)	Southern Region Representative	✓
	S PHILLIP	(SP)	Southern Region Representative (SR President)	✓
	TD SHANGO	(TDS)	Large Practice Representative	✓
	K SINGH	(KS)	Eastern Region Representative (ER President)	✓
	J SWANEPOEL	(JS)	Central Region Representative (CR President)	✓
MEMBERS WHO ATTENDED IN-PERSON				
	WILLIE BOTHA	(WB)	ROCHELLE MURUGAN	(RM)
	MICHAEL BOYNS	(MB)	MANDI OLIVIER	(MO)
	SIMO CHEMANE	(SC)	AZHAR PANCHBOR	(AP)
	BEN FREY	(BF)	THINUS PEYPER	(TP)
	MANDISA GANDELA	(MG)	SONJAY RANCHOJEE	(SR)
	STEVE GRAHAM	(SG)	LEBOGANG SENNE	(LS)
	NASIEGH HAMDULAY	(NH)	NATASHIA SOOPAL	(NS)
	CHRISTOPHER JACOBS	(CJ)	JUANITA STEENKAMP	(JS)
	ELSABE KILIAN	(EK)	NAOMI SWARTZ	(NS)
	ZANI LABUCHAGNE	(ZL)	SUSAN TRUTER	(ST)
	KGOBOKO MAKHAFOLA	(KM)	VANESSA VAN DYK	(VVD)
	CHANTYL C MULDER	(CCM)		
MEMBERS WHO ATTENDED VIA WEBCAST				
Beulah	Tlhola	(BT)	Natasha Prinsloo	(NP)
Christine	Toit	(CT)	Nikael Ismail	(NI)
Dale	Mclean	(DM)	Palesa Makobe	(PM)
David	Hauptfleisch	(DH)	Paul Streng	(PS)
Eric	Prange	(EP)	Tumeka Matshoba-Ramuedzisi	(TMR)
Gil	Gorgulho	(GG)	Wilbur Adams	(WA)
Hugo	Van Zyl	(HVZ)		

1. QUORUM	
	It was confirmed that a quorum at a SAICA Special General Meeting requires attendance by 20 (twenty) members. A quorum being present, either in person or via webcast, the Chairman declared the meeting constituted. Apologies were NOTED as recorded in the table above.
2. WELCOME	
2.1	The Chairman welcomed all members present at the meeting and those who joined through the webcast. He advised that the Joint Vice Chairmen were delayed in traffic and would join the meeting shortly. The meeting commenced promptly at 09:00 with the Vice Chairmen joining the meeting at 09:05.
2.2	The Chairman explained that an electronic platform enabled e-voting for both proxy and on-the-day voting, and virtual member participation made available through a webcast. The Chairman indicated that the registration for the electronic voting platform had opened on Tuesday, 10 July 2018 at 09:00 and closed on Sunday 29 July 2018 at 09:00. Only members who had not cast proxy votes would be able to cast their votes on the e-voting platform during the course of the SGM. The Chairman indicated that in order to facilitate the voting process, SAICA had provided laptops in adjoining rooms for those who would need to cast their votes. The Chairman informed members that the voting guidelines would be found at the on-site voting stations and on the SAICA website for members who joined via webcast. The Chairman indicated that the stringent electronic voting processes prevents the submission of spoilt votes.
2.3	There were no questions regarding the registration and voting procedure.
3. NOTICE OF A SPECIAL GENERAL MEETING	
3.1	The Chairman confirmed that the Notice to members convening the meeting had been made available for the prescribed period. The Notice was made available on SAICA's website and sent via electronic mail to members registered on the SAICA database.
3.2	The Notice was taken as read and there were no objections to the procedure.
4. PROCEEDINGS	
	The Chairman explained the proceedings in detail and then requested that the voting be opened by INCE, the external service provider hosting the e-voting platform.
5. APPOINTMENT OF EXTERNAL AUDITORS	
	Members were requested to consider the appointment of MAZARS as the external auditors for the ensuing year.
6. QUESTIONS	
6.1	Question: Michael Boyns enquired as to the process followed in determining that Mazars should be appointed as SAICA's external auditors.
6.2	Response: BDvD, the Chairman of the Audit and Risk Committee (AudCo) and the Vice Chairman of the Board responded as follows:
6.2.1	As agreed at the Board meeting of 28 May 2018, an open tender process was followed. The Request for Proposal (RFP) for the appointment of SAICA's External Auditors was advertised in the Sunday Times and on SAICA's website on 3 June 2018. By the bid closing date, 15 June 2018, 7 (seven) proposals were received.
6.2.2	The AudCo Chairman appointed an External Audit Selection Panel to ensure a fair and independent selection process. The External Audit Selection Panel consisted of at least one Non-Board AudCo member, at least one Board member not in public practice and SAICA's Acting CEO.
6.2.3	The initial assessment of all bids received resulted in 2 (two) bidders being shortlisted. These were BDO and Mazars. The 2 (two) shortlisted bidders were then interviewed and Mazars was chosen as the successful candidate.
6.2.4	BDvD NOTED that Mazars was a Level 1 (one) Broad-Based Black Economic Empowerment (BBBEE) contributor.
6.3	Question: Lebogang Senne requested that the criteria used to score the bidders be explained.
6.4	Response: BDvD explained that the Institute of Directors Audit Committee Toolkit "Conducting an Audit Tender" was used as a basis for the preparation of the Request for Proposal (RFP), which detailed amongst other things the scope of work and selection criteria. SAICA's Senior Executive Assurance: Willie Botha, also reviewed the scope of work and criteria. The criteria and scope of work used was approved by the External Audit Selection Panel. The following enhancements were made to the criteria used when the previously external auditors were selected:

6.4.1	understanding the business in which SAICA operates, experience in sectors similar to which SAICA operates, experience by the company, team and individual past experience;																
6.4.2	technical and general approach: Assessment of the methodology to be used, level of involvement of senior partners, clarification of arrangements regarding the direction, supervision and review of the work as well as value add;																
6.4.3	capability, knowledge and experience of the team leader and the rest of the team as well as the diversity (skills, race and gender) of the audit team;																
6.4.4	quality control and procedures – confirmation of the firm’s application of the International Standard on Quality Control 1 (ISQC 1); a description of the firm’s quality control processes and a summary of outcomes of the most recent Independent Regulatory Board for Auditors (IRBA) firm inspection; and																
6.4.5	independence and objectivity: A description of the firm’s policies and procedures to ensure the engagement teams are independent of SAICA and an indication of how the firm will manage its independence and objectivity should a conflict arise.																
6.5	A webcast question was received asking for the names of the 7 (seven) bidders.																
6.6	BDvD listed the bidders as follows:																
6.6.1	Asa Kolano Africa (AKA) INC;																
6.6.2	BDO;																
6.6.3	Crowe Johannesburg;																
6.6.4	MAZARS;																
6.6.5	Morar INC;																
6.6.6	Nolands Johannesburg INC; and																
6.6.7	Rain Chartered Accountants INC.																
6.7	There were no further questions and the motion to appoint Mazars as the external Auditors for SAICA was put to the vote.																
7	RESULTS OF THE VOTE																
<p>Following the completion of the voting process, the Chairman reported that the resolution to appoint MAZARS as the external auditors for SAICA received 81% (eighty one percent) approval. MAZARS was congratulated as SAICA’s newly appointed external Auditors.</p> <p>Below is the consolidated voting results calculated electronically and supplied by INCE:</p> <table border="1" data-bbox="177 1200 1262 1413"> <thead> <tr> <th colspan="5">Composite Voting Summary</th> </tr> <tr> <th>RESOLUTIONS</th> <th>For</th> <th>Against</th> <th>Abstain</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>To CONSIDER and if deemed fit, APPROVE the appointment of Mazars as the SAICA external auditors for the ensuing year</td> <td>132</td> <td>22</td> <td>9</td> <td>163</td> </tr> </tbody> </table>		Composite Voting Summary					RESOLUTIONS	For	Against	Abstain	Total	To CONSIDER and if deemed fit, APPROVE the appointment of Mazars as the SAICA external auditors for the ensuing year	132	22	9	163	
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8	GENERAL																
No questions were raised under general.																	
9	CLOSURE																
There being no further questions, the Chairman thanked everybody for attending and closed the meeting at 09:37.																	

Approved as a true reflection of the proceedings

Date

Signature