

**MINUTES OF THE SAICA ANNUAL GENERAL MEETING (AGM) OF MEMBERS HELD AT SAICA OFFICES,  
17 FRICKER ROAD, ILLOVO, SANDTON ON TUESDAY, 26 JUNE 2019 AT 09:00**

Ref. 763341

Attendance		Present		Apology
<b>Board Members</b>	LL Bam ( Chairman)	LLB	√	
	BD Van Dyk (Joint Vice Chairman)	BDvD	√	
	MA Khan (Joint Vice Chairman)	MAK		√
	CR de Wee	CRdW	√	
	C Du Toit	CdT	√	
	NA Essop	NAE		√
	ZP Khanyile	ZK		√
	AT Knott-Craig	ATK		√
	FL Lamola	FLL	√	
	V Maharaj	VM		√
	TH Mbatha	THM	√	
	HI McClintock	HIMcC	√	
	SK Osner	SKO	√	
	AAB Pheiffer	AABP	√	
	S Phillip	SP	√	
	TD Shango	TDS	√	
	K Singh	KS		√
	J Swanepoel	JS	√	
	TP Zondi	TPZ	√	
<b>SAICA Legal representative</b>	Ed Southey	ES	√	
<b>In Attendance</b>	B Ngomano (Minute Taker)	BN	√	
	F Meyer ( Minute Taker)	FM	√	
<b>SAICA Members: Attendance in person</b>				
	Imran Vanker	IV	√	
	Anderson C Roy	ACR	√	
	Jaroslav Cerny	JC	√	
	Sabeeha Dawood	SD	√	
	Raffaele G Degni	RGD	√	
	Lemao AA Ditodi	LAAD	√	
	Troy Dyer	TD	√	
	Anton S Ferreira	ASF	√	
	Petrus G Ferreira	PGF	√	
	Nasiegh Humdulay	NH	√	
	Guy RH Imbert	GRHI	√	
	Patrick Kabuya	PK	√	
	Leon Kaplan	LK	√	
	Charl H Kocks	CHK	√	
	Thabiso R Madiba	TRM	√	
	Ian G McNair	IGM	√	
	Makoma T Mokhabuki	MTM	√	
	Phaladi TR Mokwena	PTRM	√	
	Neil G Morris	NGM	√	
	Amanda J Olivier	AJO	√	
	Azhar Y Panchbhai	AYP	√	
	Vhonani D Ramuedzisi	VDR	√	
	Lebogang J Senne	LJS	√	
	Juanita Steenekamp	JS	√	
	Natashia Suknanan	NS	√	
	Jacobus A Van Niekerk	JAVN	√	

Attendance			Present	Apology
	Bernard P Agulhas	BPA	√	
	Masoom Alli	MA	√	
	Kedibone A Pilusa	KAP	√	
	Molefe S Phora	MSP	√	
	Nitasha Naicker	NN	√	
	Imre Nagy	IN	√	
	John F Murphy	JFM	√	
	Kudakwashe G Moyo	KGM	√	
	Suraya Gierdien	SG	√	
	Robert Brons	RB	√	
	Colin J Braude	CJB	√	
	Bernard P Agulhas	BPA	√	
	Michael RD Boyns	MRDB	√	
	Hiten Y Keshave	HYK	√	
	Mandisa T Matshoba-Ramuedzisi	MTMR	√	
	Graham VC Richardson	GVCR	√	
	Paul D Aird Ross	PDAR	√	
	Malope Mabizela	MM	√	
	Thandokuhle Myoli	TM	√	
	Bongeka Nodada	BN	√	
	Naomi-Pearl Swartz	NPS	√	

#### SAICA MEMBERS WHO PARTICIPATED IN THE AGM VIA WEBCAST CONNECTION

Christine	O'Neil	South Africa	Jaroslav	Cerny	South Africa
Steve	Koseff	South Africa	Raffaele	Degni	South Africa
Armand	Bosman	South Africa	John	Devonport	South Africa
Cicelia	Potgieter	South Africa	Anthony	Duncan	Australia
Izel	Du Plessis	South Africa	Troy	Dyer	South Africa
Brett	Annandale	South Africa	Brian	Eaton	South Africa
Jan	Lubbe	South Africa	Anton	Ferreira	South Africa
Frans	Prinsloo	South Africa	Ruth	Galgut	United Kingdom
Sydney	Mhlarhi	South Africa	Robert	Garnett	South Africa
Bernard	Schoeman	South Africa	Francois	Greeff	South Africa
Ricardo	Teixeira	South Africa	Christiaan	Hattingh	South Africa
Jose	Torres	South Africa	Victor	Hickel	South Africa
Mandy	Watson	South Africa	Trushar	Kalan	South Africa
Roy	Anderson	South Africa	Suresh	Kana	South Africa
Peter	Bersiks	South Africa	Bernard	Katz	South Africa
Elsa	Taylor	South Africa	Peter	Kilian	South Africa
Michael	Boyns	South Africa	Charl	Kocks	South Africa
Colin	Braude	South Africa	Ernest	Le Roux	South Africa
Robert	Brons	South Africa	Tracy	Middlemiss	South Africa
John	Buchanan	South Africa	Rodney	Moore	South Africa
Richard	Buchholz	South Africa	Wayne	Morris	South Africa
Matthys	Buitendag	South Africa	Karl	Muller	South Africa
Sean	Capazorio	South Africa	Kevin	O'Flaherty	South Africa
		South Africa	Vincenzo	Passalacqua	South Africa
Graham	Richardson	South Africa	Timothy	Ross	South Africa
Stephen	Saad	South Africa	Kenneth	Scher	South Africa
Joanne	Searle	Australia	Paul	Sillifant	South Africa
Paul	Streng	South Africa	Alwyn	Van der Lith	South Africa
Herman	Van Der Merwe	South Africa	Lindsay	Viljoen	United Kingdom
Daniel	Vorster	South Africa	Farrel	Wainer	South Africa
Harvey	Wainer	South Africa	Kevin	Wainer	South Africa
Jacobus	Swanepoel	South Africa	Glen	Blesler	South Africa
Hendrik	Greeff	South Africa	Zuhn	Hulme	United Kingdom
Martyn	Evers	South Africa	Renske	Howell	South Africa
Gil	Gorgulho	South Africa	Laetitia	Bezuidenhout	South Africa
Afzal	Jagot	South Africa	Schalk	Walters	Namibia
Shaun	Rosenthal	South Africa	Marthin	Greyling	South Africa
Henk	Heymans	South Africa	Johannes	Schreuder	South Africa

Attendance				Present		Apology
Jan	Vliegenthart	South Africa		Glenn	Fullerton	South Africa
Leon	Basson	South Africa		Jean	Du Plessis	South Africa
Linda	De Beer	South Africa		Guy	Imbert	South Africa
Jacobus	Van Niekerk	South Africa		Amanda	Olivier	South Africa
Christine	Du Toit	South Africa		Elizabeth	Naidoo	South Africa
Gary	Swartz	South Africa		Imran	Vanker	South Africa
Richard	Warren-Tangney	South Africa		Tanja	Ferreira	South Africa
Barend	Van Coller	South Africa		Cornelius	Kempen	South Africa
Gavin	De Lange	South Africa		Babalwa	Ngonyama	South Africa
Paul	Stedall	South Africa		Sanelda	Beets	South Africa
David	Read	South Africa		Harvey	Sallis	South Africa
Margaret	Amofa	South Africa		Eugene	Le Loux	South Africa
Petrus	Ferreira	South Africa		Thinglemony	Pather	South Africa
Jacques	Pienaar	South Africa		Marthinus	Prinsloo	South Africa
Eric	Prange	South Africa		Patrick	Kabuya	South Africa
Magdalena	Eloff	South Africa		Molefe	Phora	South Africa
Adriaan	De Lange	South Africa		Andrew	Young	South Africa
Pieter	Oberholzer	South Africa		Amanda	Fletcher	South Africa
Irma	Anderson	South Africa		Nasiegh	Hamdulay	South Africa
Neil	Morris	South Africa		Lorcan	Nurse	South Africa
Natalie	Brouwer	South Africa		Stefanus	Smith	South Africa
Malope	Mabizela	South Africa		Carmen	Botha	South Africa
Pierre	Van Staden	South Africa		Robert	Van Rensburg	South Africa
Kirsten	Greenfield	United Kingdom		Joanne	Seligmann	South Africa

**ALL COMMITTEE MEMBERS AND OTHER AUTHORISED PERSONS READING THESE MINUTES ARE REMINDED THAT THEY ARE DOING SO IN AN OFFICIAL CAPACITY AND ARE REQUESTED TO RESPECT THE CONFIDENTIALITY THEREOF**

<b>1. WELCOME</b>	
<p>1.1. The Chairman welcomed all attendees, both in-person and via webcast to the Annual General Meeting of members of the South African Institute of Chartered Accountants. The Chairperson highlighted the importance of the AGM stating that members would be required to approve the revised Constitution amongst other things. This was driven by the state that the profession has found itself in as a result of the unethical behaviour of some of its members. The revision was also aimed at closing any loopholes and ensuring that members who were contravening the code of professional conduct are dealt with explicitly.</p> <p>1.2. The Chairman highlighted the following:</p> <p>1.2.1. to encourage member participation at Annual General Meetings, SAICA provides an electronic online voting solution;</p> <p>1.2.2. registration and proxy-voting processes on the electronic platform were opened before 09:00 on Tuesday 5 June 2018, and closed at 09:00 on Sunday, 24 June 2018;</p> <p>1.2.3. only those persons who have not already cast proxy-votes will be able to cast their votes on the e-voting platform. Electronic devices (such as mobile phones, iPads and laptops) may be used to cast e-votes. SAICA provided laptops (in Rooms 26 and 27) for voting purposes. e-Voting Guidelines were available in hard copy at the Welcome Desk in the foyer, in the meeting room, and at the voting station set up by SAICA, and – for those participating remotely – on the SAICA website.</p> <p>1.2.4. prior to 2016, a paper-based voting system was deployed and there were instances where spoilt votes were submitted and therefore disqualified. However, the stringent process inherent to the e-Voting system eliminates the possibility of submitting a spoilt vote;</p> <p>1.2.5. a request was made to webcast-attendees to submit online comments or questions which would then be presented to the Chairman. Online questions would be dealt with after questions from members attending in-person had been addressed; and</p> <p>1.2.6. the Chairman requested members attending in-person to utilize the roaming microphones in order to ensure that webcast-attendees were able to hear and follow proceedings.</p> <p>1.3. At this point, no questions were submitted from the floor or via webcast.</p>	
<b>2. QUORUM AND APOLOGIES</b>	
<p>2.1. The Chairman noted that a quorum was present and declared the meeting duly constituted.</p> <p>2.2. Apologies were received from:</p>	

<p>2.2.1. Afzal M Khan- Joint Vice-Chair on the SAICA Board;</p> <p>2.2.2. Alan T Knott-Craig – Co-opted Information Technology representative on the SAICA Board;</p> <p>2.2.3. Vanuja Maharaj – Eastern Region representative on the SAICA Board;</p> <p>2.2.4. Zamangwane P Khanyile – AWCA representative on the SAICA Board;</p> <p>2.2.5. Kumeshnee Singh- Eastern Region representative on SAICA Board; and</p> <p>2.2.6. Chantyl C Mulder: SAICA Executive Director: Nation Building.</p>	
<b>3. APPROVAL OF PREVIOUS MINUTES</b>	
<p>3.1. The minutes of the Annual General Meeting held on the 26 June 2018 were <b>APPROVED</b> as an accurate reflection of the proceedings.</p> <p>3.2. The minutes of the Annual General Meeting held on the 31 July 2018 were <b>APPROVED</b> as an accurate reflection of the proceedings.</p>	
<b>4. MATTERS ARISING FROM THE MINUTES OF THE PREVIOUS MEETINGS</b>	
<p>4.1. The meeting CONSIDERED an Action Plan arising out of the minutes of the AGM meeting held on 26 June 2018. In addition, the following items were discussed:</p> <p>4.1.1. Point 4 of the minutes of the AGM meeting held on 26 June 2018 refers - A member enquired what disciplinary action had been taken against Mr W Gwaza (former SAICA Company Secretary) for misleading members who attended the 2017 AGM.</p> <p>4.1.2. Point 12.6 of the minutes of the AGM meeting held on 26 June 2018 refers – A member had further queried whether “there was commitment and courage to make the kind of decisions that needed to be made to restore the trust in the profession”.</p> <p>4.1.3. Point 12.7 of the minutes of the AGM meeting held on 26 June 2018 refers - Mr M Movundlela thanked the Chairman and the Board for the work they were doing. He however expressed concern that the Board was still not doing enough and felt that SAICA might not continue to exist for much longer.</p> <p>4.1.4. Point 12.9 of the minutes of the AGM meeting held on 26 June 2018 refers - Mr D Ramuedzisi expressed his concern that, in his opinion, there was still a sense that the current SAICA Board had no sense of where it was taking the profession. The concerns raised at the Northern Region AGM included the following:</p> <p>4.1.4.1. Lack of communication;</p> <p>4.1.4.2. Being obscure;</p> <p>4.1.4.3. Lost direction; and</p> <p>4.1.4.4. Not listening to its members.</p> <p>4.1.5. Some members felt that, having looked at these concerns/ comments, the salary and performance bonus payment to the SAICA CEO does not make sense.</p>	
<b>5. CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION</b>	
<p>5.1. The Chairman confirmed that the Notice of the Meeting had been published on the SAICA website and had been sent via electronic mail to members registered on SAICA's database as able to accept communications in this manner. It had also been published on the SAICA website for all members and had therefore been available to members for the prescribed period.</p> <p>5.2. The Chairman proposed that the Notice be taken as read. No objections were received from the floor or via the webcast and the Notice was taken as read.</p>	
<b>6. PROCEEDINGS OF THE MEETING</b>	
<p>6.1. The Chairman mentioned the following key points regarding the proceedings of the meeting:</p> <p>6.1.1. In terms of section 14.6 of the SAICA Constitution all voting shall be by way of a poll.</p> <p>6.1.2. The adoption and implementation of the electronic medium for purposes of convening the Institute's AGM is permissible under the provisions of the Companies Act 71 of 2008 read together with the Electronic Communications and Transactions Act 25 of 2002 (“ECTA”) and the Institutes' constitutive documents.</p> <p>6.1.3. The e-Voting Guidelines are available in electronic format and on-site in hard-copy. The Chairman reiterated that members could use their own electronic devices to log-on and cast their votes during AGM proceedings or could utilise the voting stations set up in Rooms 26 and 27, which would be available for voting purpose when all the resolutions had been tabled.</p> <p>6.1.4. All proxy-votes received prior to the close off the proxy-submission-process (as at 09:00 on 24 June 2019) had already been encapsulated within the electronic system and the votes recorded therein.</p>	

<p>6.1.5. Members who had been appointed as proxy-holders, had been electronically advised thereof. Proxy holders were required to exercise all discretionary-proxy votes assigned to them. In the event that an appointed proxy-holder had not voted on the discretionary proxy-votes assigned to him/her at the close of the general voting period, these proxy-votes would default to the Chairman. Therefore, prior to closing the voting system, the Chairman would vote on all discretionary proxy votes which have not been exercised by the allocated proxy holders. The Chairman would also vote on all discretionary proxy votes that had been allocated to the Chairman.</p> <p>6.1.6. Members who were eligible to vote, and who had their own electronic devices, were encouraged to vote for each resolution during the AGM proceedings at the same time as resolutions were tabled for adoption. Those members who were eligible to vote and wanted to make use of the voting stations set-up at SAICA, were requested to proceed to Rooms 26 and 27 after the AGM proceedings and to vote in respect of all resolutions tabled for approval.</p> <p>6.1.7. Members were encouraged to consult the e-Voting Guidelines, which had been made available both in electronic format and on-site in hard copy.</p> <p>6.1.8. All eligible members would be required to pre-register to vote using their identity number and SAICA Identity Number in conjunction with their predefined onetime pin.</p> <p>6.1.9. If any member experiences problems when logging-in, they were requested to seek assistance from the persons operating the e-Voting Helpdesk (outside Rooms 26 and 27).</p> <p>6.2. The Chairman requested that the voting be opened by INCE (the external service provider hosting the e-voting platform) it was confirmed that the platform had been opened.</p> <p>6.3. The Chairman confirmed that members could log-on at <a href="https://www.saicaagm.co.za">https://www.saicaagm.co.za</a> and follow the on-screen prompts. The Chairman reiterated that members should make use of the e-voting guidelines and assistance provided by SAICA's on-site IT team if needed.</p> <p>6.4. A member raised a concern regarding the voting not being by way of a secret ballot. It was clarified that the SAICA Constitution and the SAICA By-Law does not make a provision for voting by way of a secret ballot. In addition, it was not a common practice in the corporate world to have voting by a secret ballot. The ballot papers are also open for inspection and therefore it was not a secret voting as per the SAICA Constitution.</p>	
<p><b>7. 2018 SAICA GROUP ANNUAL FINANCIAL REPORT</b></p>	
<p>7.1. The Chairman informed the meeting that the SAICA Annual Group Financial Report for the year ended 31 December 2018, incorporating the Board Report and the Auditors' Report, had been published on the SAICA website. Hard copies were also available on-site.</p> <p>7.2. The Chairman tabled the 2018 SAICA Group Financial Report and invited comments and questions.</p> <p>7.3. Members raised the following questions and comments:</p> <p>7.3.1. <b>Reportable irregularities</b> – Members requested the Board to provide information on the investigation of the SAICA CFO.</p> <p>7.3.1.1. The Board responded by indicating that the investigation was related to unauthorised credit card transactions. SAICA Management had received a forensic report in this regard and had commenced the disciplinary process against the CFO. However, the CFO had resigned prior to the process being finalised.</p> <p>7.3.1.2. Some Members were under the impression that the charges against the CFO (as SAICA member) had been dropped following his resignation but the Chairperson confirmed that the disciplinary proceedings would continue as a formal complaint against the CFO had been filed.</p> <p>7.3.2. <b>SCI disclosure</b> – Members queried the scoring of the organisation and requested for an explanation as to how the scores were measured and whether the scores had been verified by an external independent body.</p> <p>7.3.2.1. The Board explained that an external survey had been completed by members regarding the value that SAICA offers to the profession. Upon the final scores being received from members, the scores were verified by the external auditors. The organisational performance score had also been interrogated by the Human Resource/ Remuneration Department.</p> <p>7.3.3. <b>SAICA CEO Remuneration</b> – Some Members objected against the CEO's remuneration stating that the salary was higher than the salary was too high.</p> <p>7.3.3.1. The Chairman explained that to obtain a good capable candidate, the INstitute has to pay commercially competitive salaries. He further explained that the CEO's salary, as disclosed in the SAICA annual financial statements, included a performance based bonus.</p> <p>7.3.3.2. The Chairman reiterated that an annual salary of R4 300 000 (four million three hundred thousand rand) with the potential for an additional bonus, was believed to be competitive for a person of the CEO's calibre who was expected to run an institute such as SAICA.</p> <p>7.3.3.3. He further indicated that the recruitment process for the new CFO had taken longer than expected due to remuneration issues. The majority of potential candidates had been asking for much more than what SAICA</p>	

	was offering. There was therefore a general need to adjust the salary scale for executives otherwise SAICA would end up attracting candidates of insufficient knowledge and experience.
7.3.3.4.	Some Members disagreed with the statements made by the Chairman, stating that they were aware of many skilled candidates who would be available at a reasonable salary scale.
7.3.3.5.	The bonus payment to the previous CEO was queried and some Members requested clarity on what informed the pay-out of the bonus.
7.3.3.6.	The Chairperson indicated that the bonus payment to the previous CEO had been in accordance with the employment contract signed with him.
7.3.4.	Members requested clarity on the new positions which had been introduced i.e. Executive Director Education and Executive Director Governance roles.
7.3.4.1.	Mr Freeman Nomvalo (SAICA CEO) explained that the positions had been created as there was a need to address issues such as the CA(SA) pipeline growth as well as some dedicated governance personnel to address the disciplinary proceedings back-log.
7.3.5.	Members raised a concern with regards to the SAICA ex- CEO performance bonus structure given that there was no mention of his Key Performance Indicators (KPIs) and the terms of his contract was not transparent with regard to how his performance was being measured.
7.3.6.	Members pointed out that at the 2018 AGM, it was stated that the salary of the ex-CEO (during his secondment to the Zondo Commission of Inquiry) would be recovered from the Commission.
7.3.6.1.	SAICA CEO indicated that SAICA was in the process of recovering the funds, but that there had been delays in obtaining the payment from the Commission. However, the commission had committed to pay the full amount owed to SAICA.
7.3.7.	Members wanted to know what talents the new SAICA CEO possessed which had resulted in his appointment.
7.3.7.1.	The Chairman indicated that the new CEO's qualities and expertise had been communicated to members transparently prior to his appointment.
7.3.8.	Members wanted to know what value SAICA had derived from the appointment of Dr Terence Nombembe and what he had achieved for SAICA.
7.3.8.1.	The Chairman stated that when he was still the CEO, Dr Nombembe had contributed a number of valuable things for the institute and the profession as a whole. He had engaged in robust discussions with key stakeholders and had facilitated the Mandatory Audit Firm Rotation (MAFR). He had also been instrumental in organising responses from the profession and gathering various stakeholders to have meaningful discussions around MAFR amongst many other valuable things.
7.3.9.	Members expressed the view that it was not commercially viable to pay bonuses to the executives when it was clear that the set Key Performance Indicators (KPIs) had not been met/achieved. A Member referred the meeting to page 99 of the integrated report in support of the remuneration debate - SAICA stated that the outcomes are supported by the strategic and financial matrix that are signed by the Board. Assuming that that strategic and financial matrix had been supported by SAICA members, the KPIs would then be supported or informed by achieving the strategic objectives as the strategic objectives is what informs the success of the profession
7.3.10.	Members noted the Disciplinary statistics report as included in the 2018 Integrated Report, and indicated that while it was good to receive such information, it would be beneficiary for members to be informed of the outcomes or progress with these matters. The importance of SAICA taking decisive actions against members who contravened the code of professional conduct to restore the public trust was emphasised.
7.3.10.1.	The SAICA CEO stated that the Institute publishes the outcomes of some of the cases on a regular basis.
7.3.11.	Members expressed the view that at the 2018 AGM, there had been a large number of members/trainees who were being disciplined, however it appeared as if only a few of these matters had been finalised and reported on.
7.3.12.	<b>Reciprocal arrangement</b> – Members pointed out that previously, SAICA had reciprocal arrangements in place with a number of institutes. This specifically included the Certified Public Accountants (CPA) in America. However, the CPA was not reflecting in the current list and the members requested reasons for this.
7.3.12.1.	The SAICA CEO clarified that SAICA had never had a reciprocal agreement with the CPA America in the past, however SAICA had been engaging with the CPA in this regard and that SAICA was awaiting a response from the CPA Institute regarding a reciprocal agreement
7.3.13.	Members requested clarity on the reasons why SAICA's appointments were based on race and not on skills.
7.3.13.1.	The Chairman stated that SAICA's objective was to transform the profession, therefore, while looking for the best skilled candidates, focus was to target transformation candidates.
7.3.14.	Members indicated that as per the 2018 Annual Financial Statement, SAICA was involved in litigation, however there was no mention of that in the 2019 Annual Financial Statement. Members emphasised the importance of informing members about the status or outcomes of litigation and how it was settled.
7.3.15.	Members raised a concern with regards to the system of continued education and members requested to engage with SAICA in respect of that process. Some Members would like the new CPD policy to be voted on by the members. Members submitted a letter to the Chairman and requested him to address the concerns.
7.3.16.	Members referred to programmes in support of Small, Medium and Micro-Sized Enterprises (SMMEs) within the membership base as included on Page 36 of the 2018 Integrated Report and enquired about current programmes in place and if SAICA was considering supporting programmes.
7.3.16.1.	The SAICA CEO indicated that there were programmes in place in support of SMMEs and that the impact report would outline the activities/programmes in this regard. There were about 35 SMMEs that were being supported through financial training by SAICA as indicated on Page 39 of the Annual Integrated Report. These programme were being coordinated through the regional executives within the four SAICA regions.

7.3.17. Members requested a status update of the Ushintsho project deliverables and cost.	
7.3.17.1. The Digital Transformation Governance Committee (DTGC) Chairperson explained that the Ushintsho project was a digital transformation of SAICA and specifically mentioned the aspects related to the current SAICA Customer Relationship Management (CRM) system. He further indicated that the project was at its initial phase but would be replacing the CRM component.	
<b>8. AUDITORS REPORT</b>	
8.1. The Auditors' Report was taken as read.	
8.2. The Chairman tabled the Auditors' Report and invited questions and comments from the members.	
8.3. A member enquired whether the auditors were not supposed to report on litigation. The Chairman reported that SAICA was not sure if the auditors were to report on such cases.	
8.4. There being no further questions, the Chairman stated that the motion to adopt the Auditors' Report could now be voted on.	
<b>9. APPOINTMENT OF EXTERNAL AUDITORS</b>	
9.1. The appointment of the External Auditors was taken as read.	
9.2. The Chairman laid the appointment of the External Auditors before the meeting and invited questions and comments from the members.	
9.3. There being no questions, the Chairman stated that the motion on the appointment of the External Auditors could be voted on.	
9.4.	
<b>10. CONSTITUTIONAL REVIEW</b>	
The Chairman tabled the revised Constitution. It was noted that Mr Roy C Anderson, the Chairman of the GRTT would assist with responses. The following comments from Members were noted:	
<b>Reference</b>	<b>Questions/comments</b>
	<b>Responses</b>
	Mr Ferreira – The minutes of the AGM of 2018 stated that SAICA Management had initiated the Governance Review of SAICA in its entirety including the Constitution.
	The Governance review had been initiated by the SAICA Board as per the 2018 AGM. The process was explained at the previous AGM and therefore, Management followed those processes in putting together the GRTT to undertake the task.
	A question was also directed to Mr Anderson relating to the statement he made at the plenary meeting that "if the profession does not change its way of doing things, the state would change the profession".
	The view had been expressed through the corridors – so the emphasis was to encourage the CA(SA) members to come up with initiatives that would strengthen the profession.
Paragraph 5	What would happen if none of the CAs uses the CA(SA) designation/brand? (There was no indication of what would be done to people using the CA(SA) designation undeserving.)
	This was prohibited in the CA (SA) Designation Act, therefore it need not be included in the Constitution.
Paragraph 6.2.1	The Board should recommend the appointment to the new Board at the AGM to consider and approve, and not the other way around.
	New appointments would first be discussed at the Council and Board, but has to be approved at the AGM.
Paragraph 6.2.2.2	A great concern regarding a number of CAs proposed to sit in the Board, a suggestion is that the representation of non CAs should be 25% of the Board.
	Noted.
6.3.2	The funding model for the institute should be approved by the AGM annually (should not only
	The Institute's funding model must be decided upon by the Board and bringing

	be the Board decision) as it determines the membership fee for the following year.	the funding model to the AGM for determination would be unrealistic.	
	Who appoint and determines the size of the Board Committees?	The Board should be entrusted with the task to decide on a number of committees and committee members on each committee	
6.3.1.12	Changes of the by-laws should be approved by the AGM/Members.	The By-Laws will be amended by the Board but should there be a need for clarity on the sentiments of members or challenges, the Board would be able consult the AGM/members.	
	Drastic changes had been made to the CPD and members have had minimal say on it.	Noted.	
6.11	There is no indication of what process should be followed by members when removing a Board member.	Noted	
7.2.2	Capital expenditure should be approved by AGM/Member annually.	Noted	
7.2.9	Appointment of the CEO must be done in terms of rules and guidelines by the AGM (the Board should recommend to the AGM for approval).	Noted	
8.1	A member requested an explanation of the paragraph.	The Board will be advised by the Council. The composition of the Council shall be representative of the SAICA constituencies.	
13.1.6	What is a special none binding vote?	It is an indicative view to inform the board of membership sentiments.	
13.4	The proposal to have the AGM before the 31 May 2020 should not be considered.	The good practise is that the AGM should be held within a period from the end of financial year-end, because the AGM reports on past events.	
	Is it still appropriate to continue an agreement with IRBA in terms of members disciplinary matters, does the agreement with IRBA preclude SAICA from disciplining its members who are also IRBA members?	It does not. The sequence however in that scenario is that IRBA leads with their disciplinary processes where a member belongs to both IRBA and SAICA. SAICA would then take IRBA's findings into account for purposes of SAICA's processes and ruling.	
	Will the Board members be paid based on meetings attendance, what will happen, when a Board member miss a meeting?	The remunerations/nominations committee would decide upon frequency of Board member's remuneration, possibly there should be penalty for none attendance to scheduled meetings.	
	Should SAICA not be converted to a NPC?	SAICA was formed as a voluntary organisation and not for commercial activities. It could have been an NPC, but at the time SAICA was formed, it was not common to have section 21 companies as NPC. There isn't much difference between voluntary organisation and a NPC. While it would not be difficult to convert SAICA into a NPC, It was stated that there will be no	



	benefits/advantages, therefore it is advisable to continue as a voluntary body.	
Expecting members to vote for new Board members will not be realistic, therefore members should entrust the current Board to appoint the new Board members through the stringent processes in place. Members should just support and guide the Board where possible.	Noted.	
What is the difference between the role of the Board and the Council?	The role of council is to advise the Board. Board is "hired-and-fired" by members at the AGM. The Council only steps in when they believe that the Board have deviated from their mandate. The Council will also act as Board in the case where the whole Board has been dismantled.	
Why is disciplining members voluntary?	The disciplinary processes and procedures did not fall within the GRTT scope; hence it was not address.	
There is no doubt that various members from big firms has brought the profession into disrepute but SAICA is dealing with other members decisively while other members work free unpunished.	SAICA believes that it is important to deal with its members who have acted unethical decisively. There is no evidence of any form of discrimination in how unethical members are dealt with. SAICA is concerned with dealing with members fairly. SAICA has recently improved the processes by increasing resources to ensure that matters are dealt with promptly. SAICA was not set up or is not equipped to deal with the large volumes of matters currently under consideration, hence the disciplinary levy was introduced to increase the capacity of the Legal and Governance Department within SAICA to expedite the cases.	
Consider bringing the annual budget to be approved by members.	The Capex budget would be presented to the new Board and the new Board would decide on how it should be done.	
SMEs were of the view that SAICA expedite the cases for SMEs but the big offenders from big firms/corporates are not treated with the same urgency.	All cases irrespective of their nature and intensity are dealt with, with the same urgency, however it depends on availability of information to proceed with investigations and issue sanction as the complexity of the cases differs.	
Apart from the Constitution, members should look closely to what they are required to do for the profession, for the communities and the country as a whole. However members would not be able to do everything for everybody.	SAICA is constituted based on its current purpose and strategy stated in the Constitution. It is the right of the members to decide on whether those objectives are no longer valid, to narrow the focus and streamline it.	
The view was expressed that the Constitution should be taken as is with the possible deficiencies considering that members across the world are ready to vote remotely, however	This point would be taken into consideration. However, members had already been consulted in the process of drafting the constitution. There had	

<p>should be revised where necessary and presented at the special meeting later in the year.</p> <p>The review of the Constitution and request for member's review and inputs should be given adequate period to allow members time to review and fully participate in the process taking into account that members have other commitments. The four weeks that was given for the review of the constitution was inadequate.</p> <p>Should LLB not step down as the SAICA Board Chairman Considering that he is the CEO of Deloitte which is implicated with Steinhoff and Tongaat?</p> <p>Some Members appealed to LLB to step down regardless of whether he was involved or not until such time the investigations had been completed.</p> <p>Perception around the conflict that can possibly arise, particularly in the case where the firm (Deloitte) or a member implicated is an employee of the firm whose CEO happen to be the Chairman of the regulating body/association which is expected to take action in this instance.</p> <p>Would it not be a good thing for the Chairman of the Board to step down until such time as the investigations has been finalised.</p>	<p>been opportunity to participate actively in the process.</p> <p>Point noted.</p> <p>Deloitte does not have membership with SAICA, LLB was of the view that he is a member in good standing therefore is allowed to participate on the activities of the Board.</p> <p>Members were requested to consider abiding by the fundamental principle of not guilty until proven otherwise. The is currently no charge being investigated for any Deloitte employee. The SAICA Board does not determine who gets charged, members are charged at an individual capacity.</p> <p>The Chair stated that if he was charged or being investigated, he would not have any difficulty stepping down.</p>																																																
<b>11. RESULTS OF THE VOTE</b>																																																	
<p>11.1. After tallying the votes received by e-Voting in respect of items 7 and 8 dealt with in the minutes above, the Chairman presented to the meeting the consolidated voting results which were calculated electronically and supplied by INCE as follows:</p> <table><tr><th></th><th colspan="2">For</th><th colspan="2">Against</th><th colspan="2">Abstain</th><th>Total</th></tr><tr><th>Resolutions</th><th>#</th><th>%</th><th>#</th><th>%</th><th>#</th><th>%</th><th></th></tr><tr><td>The 2018 SAICA Group Annual Financial Report</td><td>228</td><td>85.07%</td><td>13</td><td>4.85%</td><td>27</td><td>10.07%</td><td>268</td></tr><tr><td>The Auditors' Report</td><td>237</td><td>88.43%</td><td>8</td><td>2.99%</td><td>23</td><td>8.58</td><td>268</td></tr><tr><td>Appointment of Mazars as external auditors for the ensuing year</td><td>216</td><td>80.60%</td><td>28</td><td>10.45%</td><td>24</td><td>8.96</td><td>268</td></tr><tr><td>The amended Constitutions in terms of section 19 of the current Constitution</td><td>205</td><td>76.49%</td><td>42</td><td>15.67%</td><td>21</td><td>7.84</td><td>268</td></tr></table>			For		Against		Abstain		Total	Resolutions	#	%	#	%	#	%		The 2018 SAICA Group Annual Financial Report	228	85.07%	13	4.85%	27	10.07%	268	The Auditors' Report	237	88.43%	8	2.99%	23	8.58	268	Appointment of Mazars as external auditors for the ensuing year	216	80.60%	28	10.45%	24	8.96	268	The amended Constitutions in terms of section 19 of the current Constitution	205	76.49%	42	15.67%	21	7.84	268
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<p>11.2. The Chairman declared that the members <b>RESOLVED</b> to <b>ADOPT</b> all resolutions.</p>																																																	
<b>12. GENERAL</b>																																																	
<p>12.1. The Chairman invited members to raise matters for general discussion, if any.</p> <p>12.2. The following additional comments were noted:</p> <p>12.2.1. The Board should consider strengthening the measures that are in place to measure the achievement against the three pillars of the integrated report. It was further suggested that results of the measurements should be reported</p>																																																	

<p>over a period of time to establish if there were any improvements. Benchmarking them with international institutions and association with similar activities as SAICA could also be considered</p> <p>12.2.2. Some Members expressed appreciation to the Board for leadership and for playing an influential role globally. The willingness to participate at the Pan Africa Federation was not taken lightly.</p> <p>12.2.3. There should be a peer review of members undergoing disciplinary processes to establish whether the case necessitate immediate suspension or not.</p> <p>12.2.4. Management was requested to consider setting up mechanism or online platform for members to provide their input and suggestions.</p>	
<b>13. CLOSURE</b>	
<p>There being no further business to discuss, the Chairman thanked members for their invaluable contributions and closed the Annual General Meeting.</p>	

Approved as a true reflection of the proceedings

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Date