

**MINUTES OF A SPECIAL GENERAL MEETING (SGM)  
OF THE SOUTH AFRICAN INSTITUTE OF CHARTERED ACCOUNTANTS  
HELD AT THE SAICA OFFICES, 17 FRICKER ROAD, ILLOVO, SANDTON  
ON WEDNESDAY, 23 OCTOBER 2019 AT 09:00**

Ref. 763342

Attendance			Present	Apology
<b>Board Members</b>	LL Bam (Chair)	(LLB)	✓	
	BD van Dyk (Joint Vice Chair)	BDVD	✓	
	MA Khan (Joint Vice Chair)	MAK	✓	
	CR de Wee (via Webcast)	CRDW	✓	
	NA Essop	NAE	✓	
	ZP Khanyile	ZPK		✓
	AT Knott-Craig	ATKG	✓	
	FL Lamola	FLL	✓	
	V Maharaj (via Webcast)	VM	✓	
	LY Majova-Songca	LYMS		✓
	TH Mbatha	THM	✓	
	HI McClintock	HIMC	✓	
	S Nduna	SD	✓	
	SK Osner	SKO	✓	
	AAB Pheiffer	SKO	✓	
	S Phillip	SP	✓	
	TD Shango	TDS		✓
	K Singh	KS		✓
	F Suleman	FS	✓	
	J Swanepoel	JS	✓	
	TP Zondi	TPZ		✓
<b>SAICA Legal representative</b>	Ed Southey		✓	
<b>SAICA Board Secretary</b>	JH Snyman (JHS)	JHS	✓	
<b>In Attendance</b>	S Saunders (HMSS)	SS	✓	

<b>SAICA Members:</b>		
<b>Attended in person</b>	R Andersen (RA)	V Mulder
	B Ramokhele	G Ferreira (GF)
	R Brons (RB)	PJ Nel
	J Cerny (JC)	P Nelson
	D Singh	A Panchbhax
	R Degni	N Patel
	J Edrich	M Phora
	P Ferreira	E Plaatjies
	G Gorgulho	S Kana
	N Hamdulay	T Ross
	L Kaplan	L Swana
	J Khan	M Segal
	T Masindi	L Senne
	R Matenche	L Sennelo
	M Matshoba-Ramuedzisi	V Sigauke
	C Mbewu	S Smulders
	I McNair (IMcN)	G Ferreira (GF)

	D Mkololo	N Soopal
	K Moyo	J Steenekamp
	V Motholo	P Stock
	T Myoli	K Vilakazi
	S Nana	N Zecevic
	C Mulder	R Zwane

<b>Attended via Webcast</b>	N Asvat	B Nodada
	R Carpenter	S Parsons
	P Coetser	A Pienaar
	J Das Neves	H Ramsumer
	S Gierdien	D Ramuedzisi
	L Harvey	C Reintjies
	C Hattingh	C Roos
	R Hawkins	T Sebeela
	F Hove	I Short
	M Hove	A Singh
	D Lamprecht	J Steenkamp
	I Lubbe	C Swart
	R Mafoko	G Stratton
	C Mathias	C Vorster
	G Modack	C van der Walt
	N Mungwane	J Welch

The Chairman welcomed all present to the Special General Meeting (SGM) of members of SAICA, including those members participating via the webcast. Apologies were NOTED as recorded on the attendance list above.

**1. Quorum**

As the necessary quorum of members was present or in attendance as required by the SAICA Constitution, the Chair declared the meeting duly constituted at 09:05.

**2. Notice of the Special General Meeting**

The notice of the SGM, as circulated to members within the prescribed period, was taken as read and NOTED.

The electronic platform provided by SAICA enabled e-voting for both proxy and on-the-day voting, and virtual participation by members was available via a webcast. 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. Voting by proxies had been available from 09:00 on Tuesday, 8 October 2019 to 09:00 on Monday, 21 October 2019.

On-the-day voting was available during the meeting.

**3. Proceedings of the meeting**

The SAICA Constitution provided that all voting be by way of a poll. The electronic voting solution made available by SAICA was in line with the requirements of the SAICA Constitution, the Companies Act and the Electronic Communications and Transactions Act.

Proxy votes received prior to the closure of the proxy voting process had been recorded. In the absence of the proxy holders, discretionary votes would be exercised by the Chair.

#### 4. **Appointment of the new SAICA Board**

In terms of the new SAICA Constitution, the SGM was called to elect three independent non-executive Board members who were not Chartered Accountants and six non-executive Board members who were Chartered Accountants. The Constitution also provided for three *ex officio* members of the Board.

Messrs I McNair (IMcN) and R Brons (RB), as representatives of the East Rand Branch of SAICA, noted with concern that the SGM was being held despite there not having been a resolution of all issues regarding the new Constitution. The Chair declined to consider their proposal that the meeting be deferred as it was not a matter included on the agenda for discussion. In any event, the Chair confirmed that the Constitution had been unconditionally approved by the requisite number of members at the Annual General Meeting (AGM) on 26 June 2019.

Following the adoption of the new Constitution, the Transitional Nomination Committee (TNC) had been established and tasked with the nomination of new members of the Board. Mr R Andersen (RA), the Chair of the TNC, detailed the process that had been followed. Applications from 200 potential candidates had been received in response to adverts published, and additional potential candidates had been approached by the TNC. All candidates (whether responding to the advert or approached by SAICA) were subjected to the same process. All potential candidates were rated, *curricula vitae* and references checked, and academic qualifications verified. Candidates were required to confirm that they were not associated with any fact or matter which would compromise SAICA. The final nominations were made by the TNC with due regard to diversity (especially race, gender and age), experience and academic qualifications, as well as addressing the need to restore trust in the profession.

#### ***Election of non-CA members of the Board (Resolutions 1 to 4)***

The candidates who were not CAs would bring Information Technology, Legal and Strategic skills to the Board, as well as analytical and critical thinking. The intention was that they should challenge the *status quo*, while having an empathy for the profession. It was necessary that each new member add value to the Board and its proceedings.

The appointment of the new Board was a first step in meeting the challenges faced by the profession and restoring public confidence. The new Board would be responsible for identifying the next steps required in the process. IMcN noted his concern that the Board was not taking steps to defend the profession, which was strongly refuted by the Chair. The actions taken by the Board in respect of unethical and dishonest conduct, including during examinations was on record.

Members were requested to vote, by way of separate resolutions, for three of the following four candidates:

- Ms Babalwa Bekwa
- Mr Johan du Toit SC
- Ms Yasmin Forbes
- Ms Shamila Singh.

#### ***Election of CA Board members (Resolutions 5 to 13)***

*SKO joined the general body of members.*

Members were requested to vote, by way of separate resolutions, for six of the following nine candidates:

- Ms Ilse Lubbe
- Ms Tsakani Maluleke
- Ms Refilwe Matenche
- Mr Lesley Ndlovu
- Mr Peter Nelson
- Mr Shaun Osner
- Mr Bonolo Ramokhele
- Ms Monica Singer
- Ms Patricia Stock

**5. Approval of SAICA Board fees**

In the past, SAICA Board members were not compensated for their services. However, considerable commitment and time was required from Board members and it was therefore proposed to compensate Board members for their contribution.

Fees for Board members were proposed as annual fees (payable over twelve months). The fees approved by the SGM would only be payable until the next AGM (in about June 2020). Accordingly, a proportionate amount of the fee would be payable in respect of the period to be served.

The fees payable to Chair of the Board and of the committees was an all-inclusive fee, 50% of which would be paid as a retainer and 50% for attendance, whereas Board and committee members would only be paid for attendance at meetings. The difference in treatment was attributable to the responsibilities of the Chairs between meetings. The objection of Mr J Cerny (JC) to this proposal was NOTED.

In the event that another Board or committee member acted as chair in the absence of the Chair, the acting chair would not receive additional compensation.

*Members were invited to exercise their votes using the e-voting system.*

**6. Results of the Polls**

Following the completion of the voting process, the Chair noted that he had not exercised the discretionary votes. The Chair NOTED the following results:

**Resolutions 1, 2 and 3 (Board members who were not Chartered Accountants)**

It was RESOLVED by way of separate ordinary resolutions that in terms of paragraph 13.1.5 of the Constitution, the following individuals be, and are hereby, elected to the SAICA board with immediate effect:

1. Ms Babalwa Bekwa
2. Mr Johan du Toit
3. Ms Yasmin Forbes

**Resolutions 5, 6, 7, 11, 12 and 13 (Board members who were Chartered Accountants)**

It was RESOLVED by way of separate ordinary resolutions that in terms of paragraph 13.1.5 of the Constitution, the following individuals be, and are hereby, elected to the SAICA board with immediate effect:

5. Ms Ilse Lubbe
6. Ms Tsakani Maluleke
7. Ms Refilwe Matenche
11. Mr Bonolo Ramokhele
12. Ms Monica Singer
13. Ms Patricia Stock

**Resolution 14 (Payment of fees to SAICA Board members)**

It was RESOLVED as an ordinary resolution that SAICA be and is hereby authorised to pay fees to non-executive Board members for their services as non-executive Board members for the period from the date of passing of this special resolution, as follows:

			Base fee
1.	Board	Chair	R375 000
2.	Board	Non-executive Member	R145 000
3.	Audit and Risk Committee	Chair	R120 000
4.	Audit and Risk Committee	Non-executive Member	R96 000
5.	Other Board Committees	Chair	R90 000
6.	Other Board Committees	Non-executive Member	R72 000

Such fees would be adjusted proportionally for any special or unscheduled meetings lasting in excess of three hours and which are in addition to the scheduled four meetings per annum. Similarly, the fees would be adjusted proportionally should a committee meet less than four times a year.

Resolution	Abstain	Against	For	Result
14 (re Directors' fees)	61	55	174	Passed

On behalf of the outgoing Board, the Chair congratulated the members of the incoming Board on their election and wished them well in dealing with the challenges that were facing the profession. The Chair thanked the outgoing Board members for their dedication, commitment and counsel during what had proved to be an extremely trying period. A number of the outgoing Board members would become Council members in terms of the new structure.

**7. General**

A vote of thanks, proposed by IMcN, to the Chair and to the Chair of the Northern Region for their contribution was NOTED.

Concern of Members regarding the lack of continuity between the outgoing and incoming Boards was NOTED. The President of Council would be an *ex officio* member of the Board, which would provide some continuity. Furthermore, the Chairs of the committees had offered to work with the incoming Board to ensure a proper handover.

**8. Closure**

There being no further business to discuss, the Chairman closed proceedings at 11:00.

Approved as a true reflection of proceedings

\_\_\_\_\_  
CHAIR

\_\_\_\_\_  
DATE