

# AGENDA

Ref. 762774

<b>MEETING</b>	<i>ANNUAL GENERAL MEETING OF MEMBERS</i>
<b>DATE</b>	<i>THURSDAY, 28 MAY 2020</i>
<b>TIME</b>	<i>09H00</i>
<b>PLACE</b>	<i>Attendance of the AGM will be via a Webcast</i>

[View](#) documents mentioned within this Agenda

## 1. QUORUM

To establish whether a quorum is present.

## 2. CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION

2.1 (on website)

2.1. To NOTE that a Notice to members convening the Annual General Meeting was published in the April and May issues of the *Accountancy SA* magazine.

2.2. To NOTE that the Notice of the Annual General Meeting, the 2019 SAICA Group and Institute Annual Financial Statements, the 2019 SAICA Integrated Report, the Independent Auditors Report and the Remuneration and related implementation policy have 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.

2.3. 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 09h00 on Thursday 7 May 2020 and closed at 09h00 on Tuesday 26 May 2020.

2.3.2. On-the-day voting will be made available during AGM proceedings through the e-voting solution.

## 3. APPROVAL OF PREVIOUS MINUTES

3.1. To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on the 26 June 2019.

2.2\_ (on website)

3.2. To CONSIDER and APPROVE the minutes of the Special General Meeting held on the 23 October 2019.

2.3\_ (on website)

## PROCEEDINGS OF THE MEETING:<sup>1</sup>

### 4. **ORDINARY RESOLUTION 1: THE 2019 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 2019.**

2.4\_ (on website)

(The current 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. **ORDINARY RESOLUTION 2: THE AUDITOR'S REPORT**

**To CONSIDER the Independent Auditors Report.**

2.5\_ (on website)

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

### 6. **ORDINARY RESOLUTION 3: THE APPOINTMENT OF EXTERNAL AUDITORS**

**To CONSIDER and, if supported, APPROVE the appointment of MAZARS as the external auditors for the ensuing year.**

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

### 7. **ORDINARY RESOLUTION 4: ANNUAL BOARD FEES**

**To CONSIDER and confirm that there will be no increase in the current board fees which will remain unchanged for the ensuing year.**

(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).

### 8. **VOTE ON RESOLUTION 5: APPROVAL OF THE REMUNERATION AND RELATED IMPLEMENTATION POLICY**

**To CONSIDER the approval of the Remuneration and related implementation Policy by a special non-binding vote for the ensuing year.**

2.6\_ (on website)

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

### 9. **RESULTS OF THE POLLS**

To NOTE the results of the polls.

### 10. **GENERAL**

To NOTE any matters for discussion under general.

<sup>1</sup> It will be noted that there is no resolution proposing the election of Board Members. The current board has been appointed at the SGM in October 2019 and there are no vacancies on the Board.

## 11. CLOSURE

- 2. [View](#) Documents mentioned with this Agenda
  - 2.1. AGM Notice for meeting on 28 May 2020 (Ref. 762778)
  - 2.2. Minutes of the SAICA AGM of 26 June 2019 (Ref. 763341)
  - 2.3. Minutes of the SAICA SGM of 23 October 2019 (Ref. 763342)
  - 2.4. 2019 SAICA Group Financial Report
  - 2.5. Auditors Report
  - 2.6. Remuneration policy