

AGENDA

MEETING	2024 - ANNUAL GENERAL MEETING OF MEMBERS
DATE	FRIDAY, 31 MAY 2024
TIME	10H00 (Please connect to link by 09H45 to allow for a quorum to be confirmed when the meeting commence.)
PLACE	The meeting will be held at the SAICA Offices at 17 Fricker Road, Illovo, Sandton. Members may attend in person or via Webcast. Members who want to attend in person should RSVP here on or before Friday, 24 May 2024.

[View](#) documents mentioned within this Agenda

1. QUORUM

To establish whether a quorum is present.

2. CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION

(on website)

2.1. 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.

2.2. 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.

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 10:00 on Friday 10 May 2024 and closed at 10:00 on Wednesday 29 May 2024.

2.3.2. On-the-day voting will take place during 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.

5. ANNUAL FINANCIAL STATEMENTS

To NOTE the SAICA Group and Institute Annual Financial Statements and Integrated Report which includes the CEO and Chairman's reports for the year ended 31 December 2023.

6. THE INDEPENDENT AUDITORS REPORT

To NOTE the Independent Auditors Report.

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

PROCEEDINGS OF THE MEETING:		
7.	FORMAL RESOLUTIONS	
7.1.	ORDINARY RESOLUTION 1: 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).	
	Please note that resolutions 2, 3, 4 and 5 relate to TWO vacancies for a CA(SA) non-executive member on the SAICA Board and the two candidates who achieve the most votes will fill the vacancy. Members should therefore vote only for TWO of the four candidates.	
7.2.	RESOLUTION 2: APPOINTMENT OF A CA BOARD MEMBER	On website
	“Resolved that in terms of par 13.1.5 of the Constitution, Mr Vincent Motholo be and is hereby elected to the SAICA board with immediate effect.”	
7.3.	RESOLUTION 3: APPOINTMENT OF A CA BOARD MEMBER	On website
	“Resolved that in terms of par. 13.1.5 of the Constitution, Mr Suleman Badat be and is hereby elected to the SAICA board with immediate effect.”	
7.4.	RESOLUTION 4: APPOINTMENT OF A CA BOARD MEMBER	On website
	“Resolved that in terms of par. 13.1.5 of the Constitution, Ms Brenda Tsvetu be and is hereby elected to the SAICA board with immediate effect.”	
7.5.	RESOLUTION 5: APPOINTMENT OF A CA BOARD MEMBER	On website
	“Resolved that in terms of par. 13.1.5 of the Constitution Mr Zakariya Hoosain be and is hereby elected to the SAICA board with immediate effect.”	
	<i>Please note that resolutions 6, 7 and 8 relate to ONE vacancy for NON-CA non-executive members and the ONE candidate who achieve the most votes will fill the vacancy. Members should therefore vote only for ONE of the three candidates.</i>	
7.6.	RESOLUTION 6: APPOINTMENT OF A NON-CA BOARD MEMBER	On website
	“Resolved that in terms of par. 13.1.5 of the Constitution, Ms Babalwa Bekwa be and is hereby elected to the SAICA board with immediate effect.”	
7.7.	RESOLUTION 7: APPOINTMENT OF A NON-CA BOARD MEMBER	On website
	“Resolved that in terms of par. 13.1.5 of the Constitution, Ms Deshni Subbiah be and is hereby elected to the SAICA board with immediate effect.”	
7.8.	RESOLUTION 8: APPOINTMENT OF A NON-CA BOARD MEMBER	On website
	“Resolved that in terms of par. 13.1.5 of the Constitution, Mr Collen Weapond be and is hereby elected to the SAICA board with immediate effect.”	
7.9.	ORDINARY RESOLUTION 9: APPROVAL OF ANNUAL BOARD FEES	
	“Resolved that the Institute be, and is hereby, authorised to pay the following fees 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, as follows:	
		Total fee per meeting
1	Board	Chairman R 58 956
2	Board	Non-executive Member R 39 300
3	Other Board Committees	Chairman R 32 752
4	Other Board Committees	Non-executive Member R 26 200
5	Lead independent member	For board meetings R 49 128

	<p>The fees proposed are not increased and they are EXCLUSIVE of VAT and VAT may be payable in addition to the above amounts to qualifying board members but will have a zero net effect on SAICA.</p> <p>(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”).</p>	
7.10.	SPECIAL NON-BINDING VOTE ON RESOLUTION 10: APPROVAL OF THE REMUNERATION AND RELATED IMPLEMENTATION REPORT	on website
	<p>“Resolved to approve the Remuneration Policy and related Implementation Report by a special non-binding vote for the ensuing year.”</p> <p>(The current SAICA Constitution in paragraph 13.1.7 and 13.1.8 requires the consideration of the Remuneration Policy by a special non-binding vote at the AGM).</p>	
8.	CONFIRMATION OF PREVIOUS MINUTES AND ACTION LIST	
	To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on 25 May 2023 and note the Action List.	on website
9.	RESULT OF THE POLLS	
	To NOTE the results of the polls.	
10.	GENERAL	
	To NOTE any matters for discussion under general.	
11.	CLOSURE	

[View](#) Documents mentioned with this Agenda

- *AGM Notice for meeting of 31 May 2024*
- *2023 SAICA Group Annual Integrated Report*
- *2023 SAICA Group Annual Financial Statements*
- *Auditors Report*
- *Board candidate CVs*
- *Remuneration policy*
- *Minutes of the SAICA AGM of 25 May 2023*