

# AGENDA

<b>MEETING</b>	<i>ANNUAL GENERAL MEETING OF MEMBERS</i>
<b>DATE</b>	<i>THURSDAY, 27 MAY 2021</i>
<b>TIME</b>	<i>09H00 (Please connect to link by 08H45)</i>
<b>PLACE</b>	<i>(Attendance of the AGM will be via 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 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 09h00 on Thursday 6 May 2021 and closed at 09h00 on Tuesday 25 May 2021.

2.3.2. On-the-day voting will be made available 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.

**PROCEEDINGS OF THE MEETING:**

**5. FORMAL RESOLUTIONS**

**5.1. ORDINARY RESOLUTION 1: THE 2020 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 2020.**

2.2\_ (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").

**5.2. ORDINARY RESOLUTION 2: THE AUDITOR'S REPORT**

**To CONSIDER the Independent Auditors Report.**

2.3\_ (on website)

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

**5.3. ORDINARY RESOLUTION 3: THE RE-APPOINTMENT OF EXTERNAL AUDITORS**

**To CONSIDER and, if supported, APPROVE the re-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).

**5.4. ORDINARY RESOLUTION 4: RE-APPOINTMENT OF NON-CA BOARD MEMBER<sup>1</sup>**

"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."

**5.5. ORDINARY RESOLUTION 5: APPOINTMENT OF NON-CA BOARD MEMBER**

"Resolved that in terms of par 13.1.5 of the Constitution, Ms. Brenda Mfihlo be and is hereby elected to the SAICA board with immediate effect."

**5.6. ORDINARY RESOLUTION 6: APPOINTMENT OF A CA BOARD MEMBER<sup>2</sup>**

"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."

**5.7. ORDINARY RESOLUTION 7: APPOINTMENT OF A CA BOARD MEMBER**

"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."

**5.8. ORDINARY RESOLUTION 8: APPOINTMENT OF A CA BOARD MEMBER**

"Resolved that in terms of par. 13.1.5 of the Constitution, Ms. Thembeke Mthethwa be and is hereby elected to the SAICA board with immediate effect."

**5.9. ORDINARY RESOLUTION 9: APPROVAL OF ANNUAL BOARD FEES**

**"Resolved that the Institute be, and is hereby, authorised to pay the following fees per meeting to non-executive board members for their services as non-executive board members for the period from the date of the passing of this special resolution.**

(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.

<sup>1</sup> Please note that resolution 4 and 5 relates to one vacancy for a non-CA non-executive member and the candidate who achieve the most votes will be elected to fill the vacancy. Members should therefore vote for one of the two candidates.

<sup>2</sup> Please note that resolution 6, 7 and 8 relates to two vacancies for CA(SA) non-executive members and the two candidates who achieve the most votes will be elected to fill the vacancy. Members should therefore vote for two of the three candidates.

- 5.10. VOTE ON RESOLUTION 10: APPROVAL OF THE REMUNERATION AND RELATED IMPLEMENTATION POLICY** 2.4\_ (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).
- 5.11. VOTE ON SPECIAL RESOLUTION 11: APPROVAL OF THE AMENDED CONSTITUTION** 2.5\_ (on website)  
“Resolved that the Constitution be amended in terms of Section 18 of the current Constitution as proposed in the circulated documents.”
- 6. CONFIRMATION OF PREVIOUS MINUTES AND ACTION LIST** 2.6\_ (on website)  
To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on the **28 May 2020** and the Action List.
- 7. RESULTS OF THE POLLS**  
To NOTE the results of the polls.
- 8. GENERAL**  
To NOTE any matters for discussion under general.
- 9. CLOSURE**

2. [View](#) Documents mentioned with this Agenda
- 2.1. AGM Notice for meeting of 27 May 2021
- 2.2. 2020 SAICA Group Financial Report
- 2.3. Auditors Report
- 2.4. Remuneration policy
- 2.5. Amended Constitution
- 2.6. Minutes of the SAICA AGM of 28 May 2020