

AGENDA

MEETING	2023 ANNUAL GENERAL MEETING OF MEMBERS
DATE	THURSDAY, 25 MAY 2023
TIME	12:00 (Please join by 11:45 to allow for a quorum to be confirmed before the meeting commences.)
PLACE	The meeting will be held at the SAICA Office, 17 Fricker Road, Illovo, Sandton. Members may attend in person or via webcast. Members who want to attend in person should book via this link on or before Friday 19 May 2023. Webcast details are available on the official notice documentation.

[View](#) documents mentioned within this Agenda.

1. QUORUM

To establish whether a quorum is present.

2. CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION

- 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 12:00 on Thursday, 4 May 2023 and closed at 12:00 on Tuesday, 23 May 2023.
 - 2.3.2. On-the-day voting will take place during the AGM proceedings through the e-voting solution.

3. CHAIRMAN'S REPORT

To allow the Chairman to provide members with a report.

4. CEO'S 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.

6. INDEPENDENT AUDITORS REPORT

To NOTE the Independent Auditors Report.

7. 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 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 and 4 relate to ONE vacancy for a CA(SA) non-executive member and the ONE candidate who achieve the most votes will fill the vacancy. Members should therefore vote only for ONE of the three candidates.

8. ORDINARY RESOLUTION 2: APPOINTMENT OF A CA(SA) BOARD MEMBER

"Resolved that in terms of par 13.1.5 of the Constitution, Ms. Tiffany-Ann Boesch be and is hereby elected to the SAICA Board with immediate effect."

9. ORDINARY RESOLUTION 3: APPOINTMENT OF A CA(SA) BOARD MEMBER

"Resolved that in terms of par 13.1.5 of the Constitution, Ms. Harriet Heymans be and is hereby elected to the SAICA Board with immediate effect."

10. ORDINARY RESOLUTION 4: APPOINTMENT OF A CA(SA) BOARD MEMBER

"Resolved that in terms of par 13.1.5 of the Constitution, Ms. Alice Le Roux be and is hereby elected to the SAICA Board with immediate effect."

Please note that resolutions 5, 6 and 7 relate to TWO vacancies for non-CA non-executive members and the TWO candidates who achieve the most votes will fill the vacancies. Members should therefore vote only for TWO of the three candidates.

11. ORDINARY RESOLUTION 5: APPOINTMENT OF A NON-CA BOARD MEMBER

“Resolved that in terms of par 13.1.5 of the Constitution, Mr. John Burke be and is hereby elected to the SAICA Board with immediate effect.”

12. ORDINARY RESOLUTION 6: APPOINTMENT OF A NON-CA BOARD MEMBER

“Resolved that in terms of par 13.1.5 of the Constitution, Ms. Yasmin Forbes be and is hereby elected to the SAICA Board with immediate effect.”

13. ORDINARY RESOLUTION 7: APPOINTMENT OF A NON-CA BOARD MEMBER

“Resolved that in terms of par 13.1.5 of the Constitution, Ms. Thandi Thankge be and is hereby elected to the SAICA Board with immediate effect.”

14. ORDINARY RESOLUTION 8: 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:

			<i>Total fee per meeting:</i>
1	<i>Board</i>	<i>Chairman</i>	<i>R 58 956</i>
2	<i>Board</i>	<i>Non-executive Member</i>	<i>R 39 300</i>
3	<i>Other Board Committees</i>	<i>Chairman</i>	<i>R 32 752</i>
4	<i>Other Board Committees</i>	<i>Non-executive Member</i>	<i>R 26 200</i>
5	<i>Lead independent member</i>	<i>For board meetings</i>	<i>R 49 128</i>

(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”).

15. SPECIAL RESOLUTION 9: APPROVAL OF THE REMUNERATION POLICY AND RELATED REMUNERATION REPORT

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

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

16. APPROVAL OF PREVIOUS MINUTES

To **CONSIDER** and **APPROVE** the minutes of the previous Annual General Meeting held on 26 May 2022.

17. RESULTS OF THE POLLS

To NOTE the results of the polls.

18. GENERAL

To NOTE any other matters for discussion under general.

19. CLOSURE

View the following documents mentioned with this Agenda:

1. AGM full notice for the meeting of 25 May 2023
2. 2022 SAICA Group Financial Report
3. SAICA Integrated Report for 2022
4. Auditors Report
5. Candidate CVs
6. Remuneration policy
7. Remuneration report
8. Minutes of the SAICA AGM of 26 May 2022