

NOTICE OF THE SAICA ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the members of the South African Institute of Chartered Accountants (SAICA) will be conducted, and members may attend in person or online. The meeting will be held at the SAICA Office, 17 Fricker Road, Illovo, Sandton, on **Thursday, 25 May 2023 at 12:00**, for the transaction of the matters appearing in the agenda.

Members who will attend in person should [book via this link](#) on or before Friday 19 May 2023. Online member participation will be facilitated through a webcast of the meeting, the details of which are provided below.

To allow for the confirmation of a quorum, members are kindly requested to join the meeting no later than 11:45 (GMT +2) to avoid delaying the meeting.

Members are required to utilise SAICA's electronic voting (e-voting) platform for both the proxy and on-the-day voting processes.

The [Agenda](#) provides for the following [resolutions](#) to be tabled at the meeting:

QUORUM

To establish whether a quorum is present.

CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION

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.

CHAIRMAN'S REPORT

To allow the Chairman to provide members with a short report on the activities of the Board in 2022.

CEO'S REPORT

To allow the CEO to provide members with a short report on the activities of the Executive team in 2022.

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 2022.

(The 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").

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).

ORDINARY RESOLUTION 1:

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).

BOARD ROTATION

In terms of clause 6.2.8, casual vacancy, and 6.2.9 of the SAICA Constitution, 1/3 (one-third) of Board members, excluding the *ex officio* members, must retire at each AGM provided that the Board Member has served at least 1 (one) year. The following Board members are required to retire by rotation at this AGM:

- Adv Johan Du Toit;
- Ms. Yasmin Forbes, and
- Ms. Alice le Roux.

Accordingly, there are 3 (three) vacancies to be filled at this AGM:

After considering the proposals of the Nominations Committee and the National Council, as well as the membership requirements in paragraph 6.2 of the Constitution which includes qualifications and experience of the nominees, as well as the gender and racial balance on the Board, the Board proposes the following three CA(SA) nominees for consideration for the one CA(SA) position in accordance with the procedure set out below.

- Ms. Tiffany-Ann Boesch (CA)
- Ms. Harriet Heymans (CA)
- Ms. Alice Le Roux (CA)

The following three non-CA nominees are proposed for consideration for the two non-CA positions in accordance with the procedure set out below:

- Mr. John Burke (Non-CA)
- Ms. Yasmin Forbes (Non-CA)
- Ms. Thandi Thankge (Non-CA)

The comprehensive curricula vitae have been published on the [SAICA website](#).

The result of the voting for resolutions 2 to 4 shall be determined in accordance with the number of votes cast in favour of each resolution so that the vacancy for a Chartered Accountant on the Board will be filled by the candidate receiving the highest number of favourable votes.

The same principle will apply for resolutions 5 to 7 for the election of two non-Chartered Accountants.

ORDINARY RESOLUTION 2

“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.”

ORDINARY RESOLUTION 3

“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.”

ORDINARY RESOLUTION 4

“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.”

ORDINARY RESOLUTION 5

“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.”

ORDINARY RESOLUTION 6

“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.”

ORDINARY RESOLUTION 7

“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.”

BOARD FEES

In terms of par. 13.1.6 of the Constitution, the members must approve the increase/decrease and/or any change on the basis of determining the Board and Board committee member fees for the ensuing year.

Board fees are payable only to the non-executive members of the SAICA Board. Since its inception (October 2019), the basis for calculating the hourly fee of the non-executive members of the Board has been the guideline on fees for audits and audit-related services performed by auditors in private practice on behalf of the Auditor-General of South Africa (currently specified in Circular 01/2021). The new hourly rate applicable is the charge-out rate for partners, directors, and specialists, which was fixed at R3 275 for the period 1 April 2023 to 31 March 2024. The fee applicable in 2022 was R3 201.00. The proposed hourly fee increase from R3 201.00 to R3 275 represents a proposed increase of 2.3%.

For purposes of determining the appropriate fee for the Board Chairman, the conventional rule which was applied in the past has been applied again, which suggests that the Chairman’s hourly fee should be R3 275 x 1.5. This results in an hourly fee of R4 913.

To determine the appropriate fee for the Chairmen of the Board committees, the hourly rate was fixed at R3 275 x 1.25. This is the formula that was applicable in the past. The result is an hourly fee of R4 094.

The fees will be paid based on attendance only and the following attendance fee calculation will apply as it applied in the past:

- Board – meeting and preparation time assumed to be 12 hours per meeting.

- Board committee – meeting and preparation time assumed to be 8 hours per meeting.

For the year May 2023 to May 2024, the Board developed an annual meeting plan specifying the number of meetings required for executing the responsibilities of the Board and the Board committees. If additional meetings are required (including strategic planning meetings) fees will be based on a calculation (using the applicable hourly rate) taking into account the actual duration of the meeting and required preparation time but may not exceed the AGM-approved meeting fee applicable to the ordinary scheduled meetings.

The current Constitution (par 6.5) provides that the Board “must appoint a Lead Independent Board Member (“LID”) to assist the Chairperson in the execution of his or her/her duties and such other functions as the Board may wish to delegate to the Lead Independent Board Member in the Board Charter”. The SAICA Board proposes that the current practice be continued and that the LID be paid an hourly rate per Board meeting equal to that of a Committee Chairman.

The current proposed fees represent the Board fees exclusive of VAT. VAT may be payable in addition to the above amounts to qualifying Board members. This will have a zero net effect on SAICA.

ORDINARY RESOLUTION 8

RESOLUTION:

“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 | 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 |

The proposed fees 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.

(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”).

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

King IV as well as the SAICA Constitution calls for remuneration practices to be disclosed to members through a remuneration report. If 25% or more of the voting rights exercised by members are against the remuneration policy or the implementation report, or both, the Board should address issues of concern in response to this voting outcome.

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

APPROVAL OF PREVIOUS MINUTES

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

RESULT OF THE POLLS

To NOTE the results of the polls.

GENERAL

To NOTE any other matters for discussion under general.

CLOSURE

REGISTRATION AND PROXY VOTING

Registration and Proxy voting on the e-voting solution opens at 12:00 on Thursday, 4 May 2023 and closes at 12:00 on Tuesday, 23 May 2023.

Please note: In order to use the e-voting facility, members must register, [log on](#) and cast their proxy e-votes by following the on-screen prompts which have been detailed in the [e-voting and webcast guidelines](#). There will be no paper-based proxy voting option. All voting will be conducted through the e-voting system.

ON-THE-DAY VOTING

On the day of the meeting, members who did not exercise proxy votes will be able to [log on](#) to the AGM e-voting platform, and supply their SAICA membership number, South African ID number, or Passport number and follow the on-screen prompts to vote. [Read on-the-day e-voting and webcast guidelines](#) for assistance in this regard. We however suggest members register for voting during the abovementioned registration period. Members will be allowed to cast their e-votes when the voting is opened during the AGM proceedings. All voting will be electronic. There will be no paper-based voting.

WEBCAST PARTICIPATION AT THE AGM

SAICA members must utilise the webcast option to participate remotely in the AGM proceedings, by logging on to the [Webcast Dashboard](#) ([Read e-voting and webcast guidelines](#)). This will enable online submission of comments or questions, which will be presented to the chairman for action, at the chairman's discretion. The AGM will be adjourned to enable the e-voting process to be completed and the meeting will be re-convened to allow the chairman to announce the results. Members joining via webcast and casting an electronic vote are requested to stay connected during this process. Additional instructions on the proceedings at the AGM will be provided by the Chairman at the meeting.

QUERIES

Email AGM@saica.co.za to log any technical support queries relating to the e-voting platform.

TERMS AND CONDITIONS

Please read [the SAICA AGM e-voting Terms and Conditions](#).

Issued by:

Jaco Snyman
Board Secretary

The South African Institute of Chartered Accountants