

NOTICE OF THE SAICA ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the members and associates of the South African Institute of Chartered Accountants (SAICA) will be conducted through electronic media on **Thursday, 26 May 2022 at 12h00**, for the transaction of matters appearing in the agenda:

Member and associate participation will be facilitated through a webcast of the meeting. **To allow for the confirmation of a quorum, members and associates are kindly requested to join the webcast no later than 11h45 to avoid delaying the meeting.**

Members and associates 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 and associates 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 and associates with a short report on the activities of the Board in 2021.

CEO REPORT

To allow the CEO to provide members and associates with a short report on the activities of the Executive in 2021.

ORDINARY RESOLUTION 1:

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 2021.

(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").

ORDINARY RESOLUTION 2:

To CONSIDER 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 3:

To CONSIDER and, if supported, APPROVE the appointment of Mazars with its partner Majali 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 6.2.9 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.

- Dr Ilse Lubbe;
- Mr Bonolo Ramokhele, and
- Ms Patricia Stock.

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 4 (four) nominees for consideration in accordance with the procedure set out below.

- Mr Cyril Madiba;
- Ms Pamella Marlowe;
- Mr Dheren Singh; and
- Ms Tintswalo Mofokeng.

The candidates’ comprehensive curricula vitae and introductory videos have been published on the [SAICA website](#).

As more persons have been nominated for the Board vacancies of non-executive Board members who are Chartered Accountants, the result of the voting for resolutions 4 to 7 shall be determined in accordance with the number of votes cast in favour of each resolution so that the vacancies will be filled by the three candidates receiving the highest number of favourable votes.

ORDINARY RESOLUTION 4:

“Resolved that in terms of par 13.1.5 of the Constitution, Mr Cyril Madiba 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, Ms Pamela Marlowe 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, Mr Dheren Singh 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 Tintswalo Mofokeng be, and is hereby, elected to the SAICA Board with immediate effect.”

ORDINARY RESOLUTION 8:

Background:

In terms of par. 13.1.6 of the Constitution, the members and associates must approve the increase/decrease and/or any change in 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 inception (October 2019), the basis for calculating the hourly fee of the non-executive members of the Board has been the current guideline on fees for audits and audit-related services performed by auditors in private practice on behalf of the Auditor-General of South Africa. The fee applicable in 2021 was R3 119,00. The new proposed hourly fee requires a fee increase from R3 119 to R3 201 and is a 2.6% increase.

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 201 x 1,5. This results in an hourly fee of R4 801,50.

For the purpose of determining the appropriate fee for the Chairmen of the Board Committees, the hourly rate was fixed at R3 201 x 1,25. This is the formula that was applicable in the past. The result is an hourly fee of R4 001,25.

The fees will be paid based on attendance only and the following attendance fee calculation will apply which is the current basis:

- 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.

It must be noted that the Board has resolved to create an additional Sub-committee which will be known as the Education and Assessment Committee of the Board. This committee will assist the Board to ensure the quality, efficiency and integrity of the Institute’s education and assessments, including but not limited to assessments, ITC and APC results, accreditation, and other workstreams in the initial professional development pipeline. The usual fee payable to members of “other Board Committees” will apply and the Chairman of the Committee will be paid the usual Committee Chairman fees.

RESOLUTION:

“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, as follows:

			<i>Total fee per meeting:</i>
1	<i>Board</i>	<i>Chairman</i>	<i>R 57 618</i>
2	<i>Board</i>	<i>Non-executive Member</i>	<i>R 38 412</i>
3	<i>Other Board Committees</i>	<i>Chairman</i>	<i>R 32 010</i>
4	<i>Other Board Committees</i>	<i>Non-executive Member</i>	<i>R 25 608</i>
5	<i>Lead independent member</i>	<i>For Board meetings</i>	<i>R 48 015</i>

The proposed fees are fees 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”).

VOTE ON RESOLUTION 9:

To CONSIDER the approval of the Remuneration and Related Implementation Policy by a non-binding vote for the ensuing year.

(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 non-binding vote at the AGM).

APPROVAL OF PREVIOUS MINUTES

To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on 27 May 2021.

RESULTS 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 12h00 on Thursday 5 May 2022 and closes at 12h00 on Tuesday 24 May 2022.

Please note: In order to use the e-voting facility, members and associates 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 and associates 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 the e-voting and webcast guidelines](#) for assistance in this regard. We however suggest members register for voting during the abovementioned registration period. Members and associates 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 and associates must utilise the webcast option to participate remotely in the AGM proceedings, by [logging on](#) to the webcast dashboard. This will enable the 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 reconvened to allow the Chairman to announce the results. Members and associates 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

