

AGENDA

- MEETING:** 2025 ANNUAL GENERAL MEETING OF MEMBERS
- DATE:** WEDNESDAY, 28 MAY 2025
- 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 Monday 26 May 2025. Webcast details are available on the official notice documentation.

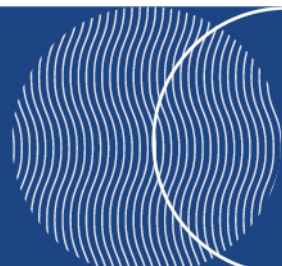
[View](#) documents mentioned within this Agenda.

1. QUORUM

1.1. 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.
- 2.4. Registration and Proxy voting on the e-voting solution opened at 12:00 on Wednesday, 07 May 2025 and closed at 12:00 on Monday, 26 May 2025.
- 2.5. 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 AND INTEGRATED REPORT

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 2024 as stipulated in the Constitution clause 13.1.1 "the consideration of the annual financial statements and integrated report".

6. INDEPENDENT AUDITORS REPORT

To NOTE the Independent Auditors Report as stipulated in the Constitution clause 13.1.3.

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, 4, 5, 6 and 7 relate to THREE vacancies for a CA(SA) non-executive member. Resolution for Other Skills. SELECT TWO (2) out of the following four (4) candidates with other skills.
1. Mr Zunaid Bulbulia 2. Mr Sibonelo Cyril Madiba 3. Ms Tintswalo Mofokeng 4. Mr Dheren Singh.*

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

"Resolved that in terms of par 13.1.5 of the Constitution, Mr Zunaid Bulbulia be and is hereby elected to the SAICA Board with immediate effect."

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

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

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

"Resolved that in terms of par 13.1.5 of the Constitution, Mr Sibonelo Cyril Madiba be and is hereby elected to the SAICA Board with immediate effect."

11. ORDINARY RESOLUTION 5: APPOINTMENT OF A CA(SA) BOARD MEMBER FOR OTHER SKILLS

“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.”

Resolution for Academia. SELECT ONE (1) out of the following two (2) candidates with academia skills:

1. Mr Gary Swartz 2. Mr Nico van der Merwe.

12. ORDINARY RESOLUTION 6: APPOINTMENT OF A CA BOARD MEMBER FOR ACADEMIA

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

13. ORDINARY RESOLUTION 7: APPOINTMENT OF A CA BOARD MEMBER FOR ACADEMIA

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

14. ORDINARY RESOLUTION 8: APPROVAL OF ANNUAL BOARD FEES

14.1. “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:

		AGSA 2025 Rates	Meeting fee 2024 & 2023
Board	Chairman	R 62 844	R 58 956
Board	Non-executive Member	R 41 892	R 39 300
Other Board Committees	Chairman	R 34 912	R 32 752
Other Board Committees	Non-executive Member	R 27 928	R 26 200
Lead Independent Member	For board meetings	R 52 368	R 49 128

14.2. The proposal was developed with the support of PricewaterhouseCoopers (PWC), who conducted an independent benchmarking study regarding fees for Board and Board committee members.

14.3. 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”.

14.4. The fees for the Board and Board committee members were last revised in 2023, with no adjustments made in 2024.

15. SPECIAL NON-BINDING VOTE ON RESOLUTION 9: APPROVAL OF THE REMUNERATION POLICY AND RELATED REMUNERATION REPORT

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

15.2. As per paragraphs 13.1.7 the approval of the Remuneration Policy by a special non-binding vote; and 13.1.8 the approval of the report on implementation of the remuneration policy by special non-binding vote.

16. APPROVAL OF PREVIOUS MINUTES

16.1. To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on 31 May 2024.

17. RESULTS OF THE POLLS

17.1. To NOTE the results of the polls.

18. GENERAL

18.1. Constitution Review Update

18.1.1. To NOTE the Constitution Review Update and road-map on the constitution review and the SGM meeting dates.

19. CLOSURE

19.1. View the following documents mentioned with this Agenda:

19.1.1. AGM full notice for the meeting of 28 May 2025

19.1.2. 2024 SAICA Group Financial Report

19.1.3. SAICA Integrated Report for 2024

19.1.4. Auditors' Report

19.1.5. Candidate CVs

19.1.6. Remuneration policy

19.1.7. Remuneration report

19.1.8. Minutes of the SAICA AGM of 31 May 2024