

THE SOUTHERN AFRICAN INSTITUTE FOR BUSINESS ACCOUNTANTS NPC
REGISTRATION NUMBER: 1990/005364/08
(“SAIBA”)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN to the members of SAIBA that the Annual General Meeting of members will be held, subject to any adjournment, postponement or cancellation, at 17h00 on 14 November 2018 (the "**Annual General Meeting**") at the Maslow, Time Square, Menlyn Maine, Pretoria.

1. PROCESS

The process for members to access the Annual General meeting is as follows –

- 1.1. Members are requested to RSVP their attendance for the Annual General Meeting via the hyperlink provided in the covering e-mail notice;
- 1.2. The proxy form, which will enable you to appoint a proxy, can also be accessed via the hyperlink provided in the covering e-mail notice.

2. RECORD DATE

The Board of Directors, in terms of section 59(1) (a) and (b) of the Companies Act, 71 of 2008, as amended (the "**Companies Act**"), has determined that the record date for all purposes of determining which members are entitled to participate in and vote at the Annual General Meeting is 7 November 2018. Therefore, the date for a member in good standing to be eligible to participate in, and vote at, the Annual General Meeting is Thursday, 7 November 2018.

3. AGENDA

The agenda for the Annual General Meeting is as follows –

- 3.1 Welcome.
- 3.2 Notice and quorum.
- 3.3 Approval of the previous minutes.
- 3.4 Presentation of the Chairperson of the Board's report.
- 3.5 Presentation of the Chief Executive Officer's report.
- 3.6 Presentation of the Integrated Annual Report.
- 3.7 Adoption of proposed resolutions as per Annexure A.
- 3.8 Any other business that may be transacted at the Annual General Meeting, if any.

4. GENERAL

- 4.1 All voting members in good standing of SAIBA as at the record date are entitled to attend, speak and vote at the Annual General Meeting.
- 4.2 Any member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, participate and vote in its stead. A proxy does not have to be a member of SAIBA. The holder of a general or special power of attorney, whether he is himself a member or not, given by a member will be entitled to attend the Annual General Meeting, and to vote, if duly authorised under that power, to attend and take part in the Annual General Meeting.
- 4.3 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of such power or authority will be submitted to SAIBA via e-mail (legal@saiba.org.za) before the time fixed for the holding of the Annual General Meeting or adjourned meeting at which the person named in the instrument is authorised to vote.
- 4.4 The appointment of a proxy will not preclude the member, who appointed that proxy, from attending the Annual General Meeting and participating and voting in person at such Annual General Meeting to the exclusion of any such proxy.
- 4.4 Kindly note that in terms of section 63(1) of the Companies Act, meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in the Annual General Meeting. Forms of identification include valid identity documents, driver's licences and passports.
- 4.6 SizweNtsalabuGobodo Grant Thornton Inc, the auditor of SAIBA, is entitled to attend, and be heard at, the Annual General Meeting on any part of the business of the meeting that concerns its duties and functions.

Signed at Pretoria on 30 October 2018.



Mr NF van Wyk

Chief Executive Officer

ADOPTION OF PROPOSED RESOLUTIONS (agenda item 3)

At the Annual General Meeting, the resolutions below will be proposed, considered, and if deemed fit, passed with or without amendment, and such other business will be conducted as is required to be dealt with at the Annual General Meeting in terms of the Companies Act.

Ordinary resolutions require the approval of more than 50% of the total votes cast on the resolutions by members present or represented by proxy at the Annual General Meeting. Special resolutions require the approval of at least 75% of the total votes cast on the resolutions by members present or represented by proxy at the Annual General Meeting.

Copies of the documents referred to herein below, will be made available on the SAIBA website: www.saiba.org.za as of 9 November 2018 and may be accessed and downloaded via the following hyperlink: <https://saiba.org.za/annual-report/>

A. ORDINARY RESOLUTIONS

1. Adoption of audited annual financial statements

Purpose: To receive and consider for adoption the audited annual financial statements, incorporating the directors' report and the independent auditor's report, for the financial year ended 30 June 2018.

Proposed resolution: "Resolved that the audited annual financial statements of SAIBA, incorporating the directors' report and the independent auditor's report, for the financial year ended 30 June 2018 be and are hereby accepted and adopted."

2. Re-appointment of auditors

Purpose: To approve the reappointment of the firm, SizweNtsalubaGobodo Grant Thornton Inc, as auditors of SAIBA for the ensuing financial year and to note that the individual registered auditor who will undertake the audit is Ms Jeanine Clarke-Nellmapius. The Audit and Risk Committee has recommended that the firm and the designated auditor be re-appointed for the ensuing year. SizweNtsalubaGobodo Grant Thornton Inc has been the auditor of the company for the past 5 (five) years.

Proposed resolution: "Resolved that the firm, SizweNtsalubaGobodo Grant Thornton Inc and Ms Jeanine Clark-Nellmapius as the designated auditor, be and are hereby re-appointed for the ensuing financial year."

3. **Authorise the directors to determine the remuneration of the auditor**

Purpose: To authorise the Board to approve the remuneration of SizweNtsalubaGobodo Grant Thornton Inc for the period ended 30 June 2019.

Proposed resolution: “Resolved that the Board be and is hereby authorised to approve the remuneration of SizweNtsalubaGobodo Grant Thornton for the period ended 30 June 2019.”

4. **Remuneration of non-executive directors**

Purpose: To approve the proposed fees for services rendered by non-executive directors.

Proposed resolution: “Resolved that the proposed remuneration of non-executive directors is hereby accepted and adopted.”

5. **Election of directors**

Explanatory note: To fill any vacancy arising in the composition of the Board due to the rotation of directors in terms of the provisions of the First Schedule to the Companies Act.

The short-list of candidates will be made available on the SAIBA website: www.saiba.org.za as of 9 November 2018 and may be accessed and downloaded via hyperlink which will be provided via email on said date.

Unless otherwise determined by members in meeting, the election of each candidate will be voted on separately.

Purpose: To consider the election of directors of SAIBA in accordance with the Memorandum of Incorporation (“MOI”), being eligible for election in terms of the criteria as determined by the Nominations Committee from time to time.

Proposed resolution: “Resolved that [insert name of candidate] is elected as a director.”

6. **Election of members of the Audit and Risk Committee**

Explanatory note: In terms section 94 of the Companies Act, at each Annual General Meeting, an Audit and Risk committee comprising at least 3 (three) members who are all independent non-executive directors must be elected.

The short-list of candidates will be made available on the SAIBA website: www.saiba.org.za as of 9 November 2018 and may be accessed and downloaded via the hyperlink which will be provided via email on said date.

Unless otherwise determined by members in meeting, the election of each candidate will be voted on separately.

Proposed resolution: “Resolved that [insert name of candidate] be and is hereby elected as a member of the Audit and Risk Committee and to continue in office until the next Annual General Meeting.”

B. SPECIAL RESOLUTIONS

None.

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