



**THE SOUTHERN AFRICAN INSTITUTE FOR BUSINESS ACCOUNTANTS NPC**  
**REGISTRATION NUMBER: 1990/005364/08**  
**("SAIBA")**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** to members that the annual general meeting of SAIBA for the financial year ended June 2019 will be held by way of electronic communication on Monday, 6 April 2020 (the "**Annual General Meeting**") at 17h00.

**1 Attendance**

The process for members who wish to attend the Annual General meeting is as follows –

- 1.1 members are requested to RSVP their attendance for the Annual General Meeting using the following link <https://saiba.clickmeeting.com/saiba-annual-general-meeting/register>;
- 1.2 the proxy form, which will enable you to appoint a proxy, can also be accessed via the above hyperlink; and
- 1.3 copies of all documents referred to in this notice, will be made accessible to members on the SAIBA website as of 23 March 2020 via <https://saiba.org.za/2019-annual-report/>.

**2 AGENDA**

The agenda for the Annual General Meeting is as follows –

- 2.1 Welcome
- 2.2 Notice and quorum
- 2.3 Approval of the previous minutes
- 2.4 Presentation of the Chairperson of the Board's report
- 2.5 Presentation of the Chief Executive Officer's report
- 2.6 Presentation of the Audited Annual Financial Statements
- 2.7 Adoption of proposed resolutions (set out below)
- 2.8 Any other business that may be transacted at the Annual General Meeting, if any.



### 3 PURPOSE OF THE MEETING

The purpose of the Annual General Meeting is to consider and if deemed fit, pass, with or without modification, the ordinary resolutions and special resolution set out hereunder in accordance with the Companies Act, 71 of 2008 (“the Act”).

#### 3.1 *Approval of Minutes of Previous Annual General Meeting* **Ordinary Resolution Number 1:**

“THAT the minutes of the previous annual general meeting of SAIBA held on 14 November 2018 be and are hereby approved.”

Explanatory note:

The minutes of the previous annual general meeting of SAIBA held on 14 November 2018 are accessible in the manner set out in paragraph 1.3 above.

#### 3.2 *Presentation of Audited Annual Financial Statements* **Ordinary Resolution Number 2:**

“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 2019 be and are hereby presented to members of SAIBA.”

Explanatory note:

In terms of section 30(3) of the Act read with section 4.1 of Article 4 of SAIBA’s memorandum of incorporation, the annual financial statements of SAIBA are required to be presented to members after the statements have been approved by the board of directors of SAIBA (“the Board”).

A copy of the complete audited annual financial statements of SAIBA for the financial year ended 30 June 2019 may be accessed by members in the manner set out in paragraph 1.3 above.

#### 3.3 *Appointment of Auditors* **Ordinary Resolution Number 3:**

“THAT SizweNtsalubaGobodo be re-appointed as the auditors of SAIBA until the conclusion of the next annual general meeting.”

Explanatory note:



SAIBA is required each year at its annual general meeting to appoint an auditor which complies with the requirements of section 90(2) of the Act.

The Audit and Risk Committee is satisfied that SizweNtsalubaGobodo complies with the requirements of section 90(2) of the Act and has nominated SizweNtsalubaGobodo for reappointment as the auditors of SAIBA for the 2020 financial year.

3.4 *Confirmation of Appointment of R Ngobeni as a Director*

**Ordinary Resolution Number 4:**

“THAT the appointment of Mr. Russel Ngobeni as a director of SAIBA by the board of directors in terms of clause 1.7 of Article 3 of SAIBA’s memorandum of incorporation be and is hereby confirmed.”

Explanatory Note:

In terms of clause 1.7 of Article 3 of SAIBA’s memorandum of incorporation, if the number of directors of the Company together with any ex-officio directors, falls below eleven, but provided at least three directors still remain in office, then the remaining directors shall be entitled to appoint directors to the board of directors to fill the vacancies so arising. The directors so appointed shall remain in office as determined during their appointment or until the first meeting of members of the Company, whichever event is the earliest.

In the light of the fact that no candidates were put forward for election to the board of SAIBA at the previous annual general meeting, the Nominations Committee interviewed, determined the eligibility of and recommended that Mr. Russel Ngobeni be appointed to the board of directors of SAIBA.

In this regard, on 4 July 2019 the board of SAIBA approved the appointment of Mr. Ngobeni as per the Nominations Committee’ recommendation. A copy of Mr. Ngobeni’s CV may be accessed by members in the manner set out in paragraph 1.3 above.

3.5 *Election of members of the Audit and Risk Committee*

3.5.1 **Ordinary Resolution Number 5:**

“THAT Mr. Pieter de Jager be and is hereby elected as a member of the Audit and Risk Committee of SAIBA until the next annual general meeting.”

3.5.2 **Ordinary Resolution Number 6:**

“THAT Mr. Russel Ngobeni be and is hereby elected as a member of the Audit and Risk Committee of SAIBA until the next annual general meeting.”



Explanatory note:

The Board is satisfied that Messrs. de Jager and Ngobeni are eligible to be elected to the Audit and Risk Committee in terms of section 94(4) of the Act, in that none of the candidates are (a) involved in the day-to-day management of SAIBA or have been so involved during the previous financial year; (b) a prescribed officer or full-time employee of SAIBA or have been such an officer or employee during the previous 3 financial years; or (c) a material supplier or customer of SAIBA such that a reasonable and informed third party would conclude in the circumstances that the integrity, impartiality or objectivity of that director is compromised by that relationship; and (d) is not related to any such persons. Accordingly, the Board recommends the election of Messrs. de Jager and Ngobeni to the Audit and Risk Committee.

3.6 *Non-binding Advisory Vote – endorsement of SAIBA’s Remuneration Policy*  
**Ordinary Resolution Number 7:**

“THAT SAIBA’s Remuneration Policy be and is hereby endorsed.”

Explanatory Note:

A copy of SAIBA’s Remuneration Policy may be accessed by members in the manner set out in paragraph 1.3 above.

Per principle 14 of the King Report on Corporate Governance for South Africa, 2016, SAIBA’s Remuneration Policy should be tabled to members for a separate non-binding advisory vote at the Annual General Meeting. This vote enables members to express their views on the remuneration policies adopted and on their implementation.

Accordingly, the members are requested to endorse SAIBA’s Remuneration Policy, by way of a non-binding advisory vote.

3.7 *Amendments to SAIBA’s Memorandum of Incorporation*  
**Special Resolution Number 1:**

“THAT SAIBA’s memorandum of incorporation be and is hereby replaced in its entirety with the memorandum of incorporation marked “**A**” in terms of section 16(1)(c) of the Act”

Explanatory Note:

In terms of clause 4.6 of SAIBA’s memorandum of incorporation, read with section 16 of the Act, amendments to the memorandum of incorporation require the prior written approval of members in terms of a special resolution.



As members are aware, SAIBA is in the process of applying to SARS for recognition as a Controlling Body in terms of section 240A of the Tax Administration Act, 2011. This will enable SAIBA to provide its members with a unitary registration platform for Accounting Officer Status and Tax Practitioner Status.

In order to attain such recognition SARS has informed SAIBA that it is required to meet certain criteria, including specific criteria pertaining to codes of ethics and conduct, disciplinary codes and enforcement of disciplinary procedures and membership criteria.

In any event, SAIBA's ability to discipline its members forms a critical part of its reputation in the minds of the public. However, complex disciplinary procedures have the potential to increase membership costs and, consequently membership fees. Moreover, apart from being costly to implement, the current disciplinary procedure is cumbersome and time consuming. Accordingly, SAIBA intends to adopt a more efficient disciplinary procedure which affords members due process in a fair, expeditious and cost-efficient manner.

In addition, with the automation of numerous functions performed by members through advances in technology, more questions are being asked about the ethics and integrity of such technology, particularly with regards to the confidentiality of client information. SAIBA is always looking at innovative ways of partnering with technology providers in order to provide its members with affordable access to quality technology solutions.

The foregoing has necessitated the above changes to the memorandum of incorporation in order to:

- make provision for the inclusion of tax practitioners into SAIBA's objects (clause 4.1.1);
- strengthen SAIBA's disciplinary functions vis a vis its members and SAIBA's ability to enforce disciplinary findings against members for the above reasons and to satisfy SARS for purposes of attaining recognition as a Controlling Body (clauses 4.1.3, 8.9, 9, 10 and 13.5);
- comply with SARS' specific requirements pertaining to admission of members (clause 8.2); and
- comply with the Act (clause 8.8).

In addition to the above, paragraph 1.1 of Article 3 of SAIBA's memorandum of incorporation requires the election of directors to be overseen by a Nominations Committee constituted by the Board of Directors. In terms of the foregoing, the Nominations Committee is required to comprise 4 independent external parties who are not directors of SAIBA. However, in practice, the Board has found it difficult to find suitable appointees to the Nominations



Committee and the provisions pertaining to the election of directors do not allow sufficient time for such a Committee to conclude its mandate. Accordingly, it is proposed that this procedure in the memorandum of incorporation be simplified to merely require the Nominations Committee to comprise one independent non-executive director to oversee the appointment process and one executive director to coordinate SAIBA's efforts in this regard.

In the circumstances, the Board recommends the above amendments to SAIBA's members for adoption.

The effect of this special resolution, if adopted, will be to amend the memorandum of incorporation in the manner set out above. The final memorandum of incorporation marked "A" and a comparison between the current provisions of the memorandum of incorporation marked "B" may be accessed by members in the manner set out in paragraph 1.3.

#### 4 **VOTING**

4.1 For the special resolution to be adopted, it must be supported by at least 75% (seventy five percent) of the voting rights exercised on that resolution.

4.2 For each ordinary resolution to be adopted, it must be supported by more than 50% (fifty percent) of the voting rights exercised on the resolution.

#### 5 **RECORD DATE**

The Board has determined, in accordance with section 59(1) (a) and (b) of the Act, that the record date for members to receive notice of the Annual General Meeting and on which members must be registered as such in the register of members of SAIBA is 23 March 2020. Therefore, the date for a member in good standing to be eligible to participate in, and vote at, the Annual General Meeting is 23 March 2020.

#### 6 **ATTENDANCE, AND PROXIES**

6.1 All voting members in good standing of SAIBA are entitled to attend, speak and vote at the Annual General Meeting.

6.2 Alternatively, any member entitled to attend and vote at the Annual General Meeting may appoint one proxy to attend, participate and vote in its stead. A proxy does not have to be a member of SAIBA.

6.3 A proxy form may be accessed by members in the manner set out in paragraph 1.3 above for the convenience of any members who cannot attend the annual general meeting, but who wish to be represented.



- 6.4 All members not attending the Annual General Meeting are encouraged to submit their completed forms of proxy to SAIBA as soon as possible. Proxies are required to be delivered to SAIBA by hand (to SAIBA's offices) or e-mail to [saiba@saiba.org.za](mailto:saiba@saiba.org.za) before the proxy exercises any rights of a member at the meeting.
- 6.5 SizweNtsalabuGobodo, 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.

## 7 IDENTIFICATION

In terms of section 63(1) of the Act, any person attending or participating in the Annual General Meeting must present reasonably satisfactory identification before he or she may attend or participate in the meeting, and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (as member or as proxy for a member) has been reasonably verified. Suitable forms of identification will include the presentation of a valid identity document, driver's licence or passport.

Signed at Pretoria on 20 March 2020

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**Mr NF van Wyk**  
**Chief Executive Officer**