

## Minutes

### 50<sup>th</sup> Annual General Meeting

Held via Zoom

on Wednesday, 9 June 2021 at 17:30

#### Present:

Robinson, KE	President (Chair)
Sadie, S	CEO
Bagwandeem, L	Senior Vice President
Giuricich, S	Vice President
Kajee, S	Past President
Maybery, J	Finance Manager
Paxton, S	Technical Adviser
Warriner, I	Company Secretary
Fisher, M	Mazars (External auditor)
Akosah-Bempah, OF	CGISA Board member
Valdar, Andrej	Lumi (Scrutineer)

#### Members:

Refer to schedule	27 in person via Zoom 21 proxies given by Members
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#### Apologies:

No apologies were noted.

#### Action

#### 1. WELCOME

The President, Ms Robinson, welcomed all present to the 50<sup>th</sup> Annual General Meeting (AGM) of The Chartered Governance Institute of Southern Africa NPC (CGISA), convened in terms of the notice to members dated 25 May 2021 and conducted electronically as a result of the ongoing COVID-19 pandemic. As the notice convening the meeting had been posted and emailed to members, it was taken as read without objection.

#### MEETING DULY CONSTITUTED

Ms Warriner confirmed that the memorandum of incorporation required that 20 members be present in person or by proxy to constitute a quorum. As 27 members were present in person and 21 proxies had been received, a quorum was therefore present.

As due and adequate notice of the AGM had been given to members and a quorum was present, the Chair declared the meeting duly constituted.

The Chair addressed the meeting, providing an update on the highlights and successes of the past year.

## 2. PRESENTATION BY THE CEO

Mr Sadie gave a presentation on the achievements of CGISA. 2020 had presented challenges in view of the Covid-19 pandemic. Mr Sadie used an analogy of a boat being tossed about in the waves, but that the boat had none-the-less reached its destination. Key initiatives of the Institute in terms of the strategic plan, major events held during the year and recent changes to the examination system were discussed.

## 3. VOTING

The Chair explained the voting procedure to be followed. Voting took place by electronic voting using the Lumi platform. Each member had one vote. Proxy votes already received were included in the vote count. Mr Andrej Vladar of Lumi was appointed scrutineer for purposes of recording the votes.

The notice convening the AGM contained three ordinary resolutions. The ordinary resolutions must be supported by a majority of 50% plus 1 vote to be passed.

## 4. MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

The minutes of the AGM held on 10 June 2020 were approved and signed by the Chair, as a true record of proceedings, without amendment.

## 5. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS

The annual financial statements for the year ended 31 December 2020 together with the directors' report, the external auditors' report and the report of the Finance and Risk Committee, as circulated to members with the notice of the AGM, were taken as read.

### 5.1 Ordinary resolution number 1

It was RESOLVED that upon the recommendation of the company's Finance and Risk Committee, which has satisfied itself that the requirements of section 90(2) of the Companies Act had been met, Mazars, represented by the Mr Miles Fisher as the audit partner, be and is hereby re-appointed as the independent external auditor of the company until the conclusion of the company's next annual general meeting.

**Resolution**

Votes in favour: 97.56%

### 6.2 Ordinary resolution number 2

As there were no questions relating to the election of the following 4 candidates, the resolutions were put to the vote and the following results recorded:

#### 6.2.1 Ordinary Resolution number 2.1

It was RESOLVED that Ms Deolinda da Silva be and is hereby elected as a director of the Company with 97.3% votes in favour.

**Resolution**

#### 6.2.2 Ordinary Resolution number 2.2

- It was RESOLVED that Ms Fiona Maskell be and is hereby elected as a director of the Company with 91.89% votes in favour. **Resolution**
- 6.2.3 Ordinary Resolution number 2.3**
- It was RESOLVED that Ms Lindelwa Mngomezulu be and is hereby elected as a director of the Company with 92.68% votes in favour. **Resolution**
- 6.2.4 Ordinary Resolution number 2.4**
- It was RESOLVED that Simon Akala be and is hereby elected as a director of the Company with 91.89% votes in favour. **Resolution**
- 6.3 Ordinary Resolution number 3**
- It was RESOLVED that any director of the company, the CEO or the Company Secretary be and is hereby authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of the ordinary resolutions approved at this annual general meeting. **Resolution**
- Votes in favour: 100%

**7. CLOSURE**

There being no further business, the Chairman thanked everyone for attending and closed the meeting 18:50.

***Approved as a true reflection of the meeting:***



2 March 2022

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**Chair**

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**Date**