

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE INSTITUTE OF INFORMATION TECHNOLOGY PROFESSIONALS SOUTH AFRICA (IITPSA) HELD VIA ZOOM ON TUESDAY, 18 AUGUST 2020 AT 17:00

PRESENT: Per list attached.

IN ATTENDANCE: Liezl Kenyon LK HMSS Minute Taker

1.	INTRODUCTION AND QUORUM	ACTION
	<p>Mr Thabo Mashegoane, the Chairperson of the IITPSA, welcomed everyone to the Annual General Meeting (AGM).</p> <ul style="list-style-type: none"> • It was confirmed by the meeting scrutineers that twenty-five IITPSA voting members were in attendance at the start of the meeting. The meeting was informed that five proxies had been received. • The Chairperson declared that the AGM was quorate and therefore properly constituted. 	
2.	IITPSA PRESIDENT'S ADDRESS	
	<p>The Chairperson tabled his address. The following matters were highlighted for the attention of members:</p> <ol style="list-style-type: none"> 1. 2020 has been in interesting year taking the pandemic into account. 2. The IITPSA has enjoyed the following highlights: <ul style="list-style-type: none"> • The Pr.CIO designation was launched, and the Gartner Symposium generated considerable interest by the attending CIOs and IT executives. • The IITPSA participated in high profile industry events, such as the Gartner Symposium and the Digital Skills Summit at Leaderex. • Chapter and SIG events were well attended. • The IITPSA reacted quickly to the national lockdown. Staff are working from home and events have been moved online, which has proven to be successful. • IT professionals need to examine their role in the 'new normal'. Across all industries, digital transformation has been fast tracked with the assistance of ICT. • Individuals, living on the fringes of rural areas without any digital skills or access, risk being left behind in the new digital era. ICT is a critical infrastructure and IT access needs to be elevated and is a human right as, without it, individuals cannot access education, jobs and vital information. ICT professionals need to assume a greater responsibility to build the critical infrastructure and access for everyone. The IT industry needs to advocate for policy that is more favourable to the 	

	<p>majority. All individuals should have access to the Internet. IT professionals need to work with the government to create policies that allow all individuals access to the Internet. A digital educational platform is needed that is low cost and coordinated and transparent. The foundation of skilled and employable youth is access to training and education, which requires policies allowing all young people equal access that would create jobs and assist businesses.</p> <ul style="list-style-type: none"> • Digital access would allow youth and small businesses to access IT tools that would give them a fair fighting chance in this difficult year. • ICT professionals must focus their attention on strategies to give Generation Next the skills and tools they need to thrive in this digital world. 	
3.	PROCEEDINGS OF THE MEETING	
	<p>The following meeting procedures were clarified for members in attendance:</p> <ol style="list-style-type: none"> 1. Voting will be conducted on all proposed resolutions on the voting platform and the results of voting on all resolutions will be announced before the close of the meeting. 2. Only members in possession of a valid proxy, filed in accordance with the notice of the meeting, or IITPSA members in good standing and reflected in the membership database will be entitled to speak and vote at the meeting. Any person not qualified to speak or vote will be allowed to pose questions during the Q&A session of the meeting. 3. All qualified members would have received a link to the voting platform on their email address or mobile device. The resolutions, as published in the notice of the meeting, are contained on the voting platform. Members are able to vote for, against, or abstain from voting. The submission of votes will be done after voting has taken place on all the resolutions. Voting members will only be allowed one vote per resolution. 4. It was confirmed that the detailed resolutions formed part of the meeting pack distributed in July 2020. 	
4.	ORDINARY RESOLUTION NUMBER 1: NOTICE OF MEETING, 2019 AGM MINUTES, DIRECTORS' REPORT AND AUDITORS' REPORT	
	<p>The Chairperson tabled Ordinary Resolution Number 1: Notice of meeting, 2019 AGM Minutes, Directors' Report and Auditors' Report be taken as read. The following was noted:</p> <ol style="list-style-type: none"> 1. A notice convening the AGM was distributed to all members in July 2020. The minutes of the 2019 AGM and the Financial Statements of the IITPSA for the year ending 29 February 2020, including the Directors' and Auditors' Report, were made available to members on the IITPSA website and a link was provided to members at the time of the distribution of the meeting notice. 2. The Chairperson proposed that the Notice of meeting, 2019 AGM Minutes, Directors' Report and Auditors' Report be taken as read 3. Members were requested to vote on Ordinary Resolution 1 on the voting 	

	platform.	
5.	ORDINARY RESOLUTION NUMBER 1.1: Approval of 2019 AGM MINUTES	
	<p>The Chairperson tabled Ordinary Resolution 1.1: Approval of 2019 AGM minutes, which were taken as read.</p> <ol style="list-style-type: none"> 1. The Chairperson proposed that the 2019 AGM minutes be adopted and approved as an accurate reflection of the meeting. 2. Members were requested to cast their vote on the resolution via the voting platform. 	
6.	PRESENTATION OF THE TREASURER'S REPORT - AUDITED ANNUAL FINANCIAL STATEMENTS	
	<p>Mr Karel Matthee, the IITPSA Honorary Treasurer, presented the Treasurer's report. The following was highlighted during the presentation:</p> <ol style="list-style-type: none"> 1. The Audited Financial Statements for the year ended 29 February 2020 were shared as part of the 2020 AGM pack and made available on the IITPSA website. 2. The Summarised Statement of Comprehensive Income shows the effect of the decline in the country's economy as well as the effect of the appointment of additional staff members, which was necessary considering the Institute's growth and strategic plans. <ul style="list-style-type: none"> • The Gross Revenue of R10m is 22% lower than the prior year. Membership subscriptions reflect a decrease of 4.6% and Critical Skills assessments showed a decrease of 37.2%. The trend was evident throughout the year. • Interest received of R1.8m shows an increase of 18.6%. • The total surplus of R2.1m including interest received is 65% lower than the previous year. 3. The Summarised Statement of Financial Position shows a healthy position and the Balance Sheet is very strong, thanks to the diligent controls of the Institute's management team. <ul style="list-style-type: none"> • The deferred income reflected an amount of R1.5m for membership fees received in advance and R300 000 for Critical Skills fees received in advance. • The Institute is in a strong position and the bank balance reflects an amount of R26m. 4. The Audit and Risk Committee had reviewed the Audited Financial Statements (AFS) and had recommended the AFS to the Board for approval, which recommendation had been accepted and approved by the Board. The AGM needs to adopt the Audited Financial Statements. 5. The Chairperson proposed Ordinary Resolution 2: The Adoption of the Audited Annual Financial Statements of IITPSA, including the Directors' and Auditors' reports for the financial year ended 29 February 2020 thereon, as 	

	<p>set out in the notice convening the meeting. The AFS includes the Directors' and Auditors' reports, and these had been made available to members via the AGM notice and link to the IITPSA website.</p> <p>6. Members were requested to cast their votes via the voting platform.</p>	
7.	APPOINTMENT OF AUDITORS	
	<p>1. The Chairperson proposed Ordinary Resolution 3: That Auditors, Wakely-Smith Lattuca Incorporated, as recommended by the Board, be appointed to hold office for the following year. The Board was satisfied that, in all material aspects, the recommended Auditors are independent of the IITPSA as required by Section 90 of the Companies Act 71 of 2008 as amended.</p> <p>2. Members were requested to cast their vote via the electronic platform.</p>	
8.	SOCIAL AND ETHICS COMMITTEE (SEC) REPORT	
	<p>Ms Moira de Roche tabled the SEC report. The following was highlighted during discussion:</p> <ol style="list-style-type: none"> 1. The Committee consists of Ms Moira de Roche, Ms Carolynn Chalmers, who, as a corporate governance expert, has made an invaluable contribution to the drafting of the Terms of Reference, and Ms Pearl Pasi, the Western Cape Chapter Chair. 2. The SEC is appointed by the IITPSA Board and forms an important part of the governance of the Institute. The Committee is guided by Board approved Terms of Reference, and the IITPSA's code of conduct is used as the foundation of ethical decision-making. 3. The monitoring activities of the SEC include social and economic development, good corporate citizenship, reviewing promotion of equality, prevention of discrimination, reducing corruption in society, contributions to the development of communities, recording sponsorships, donations and charitable giving, environmental health and public safety, member and other stakeholder relationships including the organisation's advertising, public relations and compliance with consumer protection laws, labour and employment as well as employer relationships and development of IITPSA employees. 4. New items added to the membership oversight function were noted as follows: <ul style="list-style-type: none"> • Review of member complaints and compliments and providing guidance to the Institute on what works well and what needs to change. • Grievances from prospective members whose applications have not been approved. A process exists for these individuals to query the reason for their membership not being accepted. The SEC will be the last step in the process, provided that all existing processes have been followed first, where the SEC could then review the decision taken to ensure that decisions were ethical and objective. • Members will be provided with a means to gain advice from the SEC if they are confronted with an ethical issue in the workplace. The SEC will provide an opinion on whether or not a matter is ethical. Members will 	

	<p>remain anonymous. The service will go live in the next couple of months, and a notification will be provided in the newsletter.</p> <p>5. The Committee consists of three non-executive Directors and two IITPSA members. A new SEC will be elected at the first Board meeting following the AGM. Members were requested to put forward their names if they wished to serve on this committee.</p>	
9.	AUDIT AND RISK COMMITTEE (ARC) REPORT	
	<p>Mr Karel Mathee presented the ARC report.</p> <ol style="list-style-type: none"> 1. The ARC consists of three non-executive Directors elected by the Board. 2. The IITPSA has no legal requirement to form an Audit Committee, but it is deemed to be good corporate governance to appoint this oversight committee. 3. The current members of the Committee are Mr Karel Mathee, Ms Ulandi Exner and Mr Rimmon Kisten. 4. The following items were highlighted for the year under review: <ul style="list-style-type: none"> • The risks listed in the risk register, along with internal controls, were reviewed by the ARC. • The AFS had been reviewed, along with the feedback received from the external Auditors. The Committee was satisfied that the Auditors were independent and reported that no substantial audit findings had been raised by the external Auditors. 5. The ARC is satisfied that the IITPSA Financial Manager has the necessary qualifications and experience to adequately resource the finance function. 6. The ARC had recommended the AFS to the Board for approval. 7. The ARC had recommended the appointment of the Auditors, Wakely-Smith-Lattuca Incorporated for the 2020-21 financial year. 	
10.	CEO's REPORT	
	<p>Mr Tony Parry, the CEO of the IITPSA, presented the CEO's report. The following items were highlighted for the attention of members:</p> <ol style="list-style-type: none"> 1. The new Annual Report, covering the 2019-2020 Financial Year had been made available to members on the IITPSA website. 2. Membership figures were noted as follows: <ul style="list-style-type: none"> • The total membership grew by 270 members for the year. The retention and fully paid up ratios and new membership subscriptions need attention. • A head of business development has been appointed to address the retention and growth of members, amongst other things. • Seventeen percent of the membership base consists of women. • Seventy percent of the South African membership is made up of Black, 	

	<p>Asian or Coloured members.</p> <ul style="list-style-type: none"> • Seventy five percent of members are between 26 and 40 years of age. • Gauteng accounts for 62% of members. • Twenty percent of members reside outside of SA. <p>3. The Board had set three strategic objectives, namely, Thought Leadership, Career Development and Stakeholder Engagement. The following was highlighted for these activities:</p> <p>3.1 Thought Leadership:</p> <ul style="list-style-type: none"> • The primary thought leader activity is the skills survey conducted in conjunction with the Johannesburg Centre of Software Engineering at WITS University. Adrian Schofield from the IITPSA is the prime researcher on the project. This has become the 'go-to' resource for determining the state of IT skills in South Africa. • The IITPSA attended Leaderex and ran and co-hosted the Digital Skills Summit portion of the event. • The IITPSA attended the Gartner Symposium and Expo in Cape Town and hosted an exhibition booth, which attracted just under 250 visitors. • The Pr.CIO designation was launched on 14 August 2019. • The IITPSA now has two professional designations, namely, the Professional member and Professional CIO. <p>3.2 Career Development:</p> <ul style="list-style-type: none"> • A digital seal is available to members to confirm a member's standing at the Institute in real time online. • Talent Search is a Computer Olympiad activity that helps to identify learners with an aptitude for the world of ICT. • A workshop was held to teach teachers about problem solving using the talent search. • Numerous career development events and activities were undertaken. <p>4. Other Highlights were noted as follows:</p> <ul style="list-style-type: none"> • The IITPSA donated a computer to a well deserving school in KZN. • The ICT Infrastructure seminar was attended by the IITPSA. • Eastern Cape Chapter Regional IT awards recognised individuals who succeeded and excelled in the province. • Women in IT events were hosted in a number of centres around the country in August 2019. • A CIO breakfast was hosted in KZN. • The AGM is the forum for members to engage on a national basis. • The Western Cape Chapter AGM recognised the provincial learners of 	
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	<p>the year in IT and CAT.</p> <ul style="list-style-type: none"> • The President's Awards event is hosted annually to recognise top performance in the IT industry. • Olympiads are run annually to identify talent at school level. • An annual bursary is awarded. • Between ten and fifteen learners are sponsored each year to study IT online in schools that do not offer IT as a subject. <p>5. Digital Engagement:</p> <ul style="list-style-type: none"> • Marginal improvement has occurred across all levels of social media engagement as a result of increased activity and the involvement of the new media and public relations partner. <p>6. Q&A: Mr Khaya Malinga enquired how the recognition of Professional Members would be done going forward as these members had previously received public recognition at events per region.</p> <ul style="list-style-type: none"> • Mr Tony Parry stated that a way would be considered to recognise members taking the current pandemic situation into account. 	
11.	OTHER RESOLUTIONS	
11.1	ORDINARY RESOLUTION 4: THE ELECTION AND RE-ELECTION OF DIRECTORS	
	<p>1. The Nominations for the election of Directors were tabled for consideration. The Chairperson highlighted the IITPSA MOI requirements for the composition of the Board as follows:</p> <ul style="list-style-type: none"> • The Board should consist of a minimum of seven and a maximum of twelve Directors, including non-executive Directors. • The current Board consists of eight non-executive Directors and one executive Director. Four of the five non-executive Directors standing down on rotation at this AGM have made themselves available for re-election. • An additional five members have been nominated for positions on the Board. These nominations had been duly completed and submitted to the Institute in good order in the manner and form prescribed by the Board. <p>2. A Board decision was made to present all newly nominated members as well as the four members standing down on rotation but available for re-election.</p> <ul style="list-style-type: none"> • Members were requested to elect eight Board members out of the nine names presented at the AGM to bring the Board to its maximum complement of twelve members, of which eleven will be non-executive Directors. <p>3. The names of the candidates available for election to the Board were noted as follows:</p>	

	<ul style="list-style-type: none"> • Ms Ulandi Exner: Standing down on rotation and available for re-election. • Mr Admire Gwanzura: Standing down on rotation and available for re-election. • Mr Rimmon Kisten: Standing down on rotation and available for re-election. • Mr Karel Matthee: Standing down on rotation and available for re-election. • Mr Kudzai Chipidza: A new nomination for election to the Board. • Ms Senele Goba: A new nomination for election to the Board. • Mr Llewellyn Kearns: A new nomination for election to the Board. • Mr Howard Makan: A new nomination for election to the Board. • Mr John Singh: A new nomination for election to the Board. <p>4. The Chairperson proposed that eight of the nine candidates be voted for as per Ordinary Resolution 4. Members were requested to submit their votes via the voting platform.</p>	
11.2	IITPSA MEMORANDUM OF INCORPORATION (MOI) Members were requested to submit their votes via the voting platform for each of the following special resolutions in respect of proposed amendments to the IITPSA Memorandum of Incorporation.	
11.2.1	SPECIAL RESOLUTION NUMBER 5.1: Updates to the MOI for reason of “Currency”	
	The Chairperson proposed Special Resolution 5.1 and resolved that the updates to the IITPSA Memorandum of Incorporation, by reason of being “updated for currency” as stipulated in the notice and more fully described under items one to ten in the supporting document entitled “IITPSA Recommended MOI changes 2020” be and are hereby approved.	
11.2.2	SPECIAL RESOLUTION NUMBER 5.2: Updates to the MOI for reason of “Consistency”	
	The Chairperson proposed Special Resolution 5.2 and resolved that the updates to the IITPSA Memorandum of Incorporation, by reason of being “updated for consistency” as stipulated in the notice and more fully described under items 11 to 13 of the supporting document entitled “IITPSA Recommended MOI Changes 2020” be and are hereby approved.	
11.2.3	SPECIAL RESOLUTION NUMBER 5.3: Updates to the MOI for reason of “Clarity”	
	The Chairperson proposed Special Resolution 5.3 and resolved that the updates to the IITPSA Memorandum of Incorporation by reason of being “updated for clarity” as stipulated in the notice and more fully described under items 14 to 26 of the supporting document entitled “IITPSA Recommended MOI Changes 2020”	

	be and are hereby approved.	
11.2.4	SPECIAL RESOLUTION NUMBER 5.4: Updates to the MOI for reason of “Accuracy”	
	The Chairperson proposed Special Resolution 5.4 and resolved that the updates to the IITPSA Memorandum of Incorporation by reason of being “updated for accuracy” as stipulated in the notice and more fully described under items 27 to 28 in the supporting document entitled “IITPSA Recommended MOI changes 2020” be and are hereby approved.	
11.2.5	SPECIAL RESOLUTION NUMBER 5.5: Substantive Change to Clause 7.1.7 of the MOI	
	The Chairperson proposed Special Resolution 5.5 and resolved that the substantive changes to clause 7.1.7 of the IITPSA Memorandum of Incorporation as stipulated in the notice and more fully described under item 29 in the supporting document entitled “IITPSA Recommended MOI changes 2020” be and is hereby approved.	
11.2.6	SPECIAL RESOLUTION NUMBER 5.6: Substantive Change to Clause 7.2.3 of the MOI	
	The Chairperson proposed Special Resolution 5.6 and resolved that the substantive changes to clause 7.2.3 of the IITPSA Memorandum of Incorporation, as stipulated in the notice and more fully described under item 30 in the supporting document entitled “IITPSA Recommended MOI changes 2020” be and is hereby approved.	
11.2.7	SPECIAL RESOLUTION NUMBER 5.7: Substantive Change to Clauses 7.3.1, 7.3.2 and 7.3.3 of the MOI	
	The Chairperson proposed Special Resolution 5.7 and resolved that the substantive changes to clauses 7.3.1, 7.3.2 and 7.3.3 of the IITPSA Memorandum of Incorporation, as stipulated in the notice and more fully described under items 31 to 33 in the supporting document entitled “IITPSA Recommended MOI changes 2020” be and are hereby approved.	
11.2.8	SPECIAL RESOLUTION 5.8: Substantive Change to Clause 7.6.2 of the MOI	
	The Chairperson proposed Special Resolution 5.8 and resolved that the substantive change to clause 7.6.2 of the IITPSA Memorandum of Incorporation as stipulated in the notice and more fully described under item 34 of the supporting document entitled “IITPSA Recommended MOI changes 2020” be and is hereby approved.	
12.	SPECIAL RESOLUTION NUMBER 6: Amendments to the IITPSA Rules	
	The Chairperson proposed Special Resolution 6 and resolved that the amendments to “The Rules of IITPSA NPC” as recommended by the Board and fully described in the meeting Notice, be approved and that the revised and approved rules, in their entirety, be accordingly lodged with the Companies	

	<p>Intellectual Property Commission. The recommended changes were detailed as follows:</p> <ol style="list-style-type: none"> 1. "Chairman" changed to "Chairperson" for consistency. 2. Professional CIO is inserted under clause 5.1.2. 3. Clause 14.4 is deleted in accordance with the Board decision to move the Manco function into the Institute's operations. 4. The word "sub-Committee" is deleted from renumbered clauses 14.4, 14.5, 14.6 and 15 as the Board has only Committees. 5. The words "or Manco members" to be deleted from clause 15 in accordance with the deletion of clause 14.4. 6. Clauses 21.1 up to 21.6 to be deleted as these functions and powers are documented in the Chapter Committee Terms of Reference governance document. 	
13.	RESPONSE TO "Q & A"	
	The members did not raise any queries requiring responses.	
14.	RESULTS ANNOUNCEMENT	
	<p>The Chairperson reminded all members to enter their votes on the voting platform and to submit the votes for counting. The following results were then announced:</p> <ol style="list-style-type: none"> 1. Ordinary Resolution 1: 2019 AGM Minutes, Directors' report and Auditors' report taken as read. For: 97.917%, Against: 2.083%. Resolution passed. 2. Ordinary Resolution 1.1: 2019 AGM minutes approved as a true reflection. For: 100%. Resolution passed. 3. Ordinary Resolution 2: Approval of AFS, Directors' and Auditors' Report. For: 97.917%, Against: 2.08%. Resolution passed. 4. Ordinary Resolution 3: Appointment of Auditors for 2020 – 2021 Wakely-Smith Lattuca Incorporated. For: 100%. Resolution passed. 5. Ordinary Resolution 4: Election and Re-election of non-executive Directors. The following Directors were elected based on the outcome of the voting process: Ms Ulandi Exner, Mr Admire Gwanzura, Mr Rimmon Kisten, Mr Karel Mathee, Ms Senele Goba, Mr Llewellyn Kearns, Mr John Singh, and Mr Kudzayi Chipidza. 6. Special Resolution 5.1: Updates to the IITPSA MOI for reasons of currency. For: 97.872%, Against: 2.128%. Resolution passed. 7. Special Resolution 5.2: Updates to the IITPSA MOI for reasons of consistency. For: 100%. Resolution passed. 8. Special Resolution 5.3: Updates to the IIPSA MOI for reasons of clarity. For: 100%. Resolution passed. 9. Special Resolution 5.4: Updates to the IITPSA MOI for reasons of accuracy. For: 100%. Resolution passed. 10. Special Resolution 5.5: Substantive change to Clause 7.1 of the IITPSA MOI. 	

	<p>For: 100%. Resolution passed.</p> <p>11. Special Resolution 5.6: Substantive change to Clause 7.2.3 of the IITPSA MOI. For: 100%. Resolution passed.</p> <p>12. Special Resolution 5.7: Substantive change to Clauses 7.3.1, 7.3.2 and 7.3.3 of the IITPSA MOI. For: 97.917%, Against: 2.083%. Resolution passed.</p> <p>13. Special Resolution 5.8: Substantive change to Clause 7.6.2 of the IITPSA MOI. For: 100%. Resolution passed.</p> <p>14. Special Resolution 6: Amendments to the IITPSA Rules as recommended by the Board. For: 100%. Resolution passed.</p>	
15.	CONCLUSION	
	The Chairperson thanked members for their participation and congratulated the newly appointed Directors.	
16.	CLOSE	
	There being no further business, the AGM closed at 18:26.	

Approved as a true reflection of the meeting

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Chairperson

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Date