



**DIRECT MARKETING ASSOCIATION OF SOUTHERN AFRICA NPC
(Registration Number: 2005/040417/08)
Incorporated in the Republic of South Africa
("DMASA" / "the Company")**

SPECIAL GENERAL MEETING TO BE HELD ON 31 MARCH 2021

A. NOTICE

Notice is hereby given to the members of the Company ("members") that a virtual Special General Meeting ("SGM") of the members will be held on Wednesday, 31st of March 2021 at 12:15 pm (*Registration between 12:00 pm and 12:15 pm*) to conduct the special general business of the SGM and to consider and, if deemed fit of passing, with or without modification, the special and ordinary resolution as listed in the agenda as required by the Companies Act, No 71 of 2008 ("the Companies Act" or "the Act") and the Memorandum of Incorporation of the Company (MOI).

B. LOGISTICAL ARRANGEMENTS FOR THE SPECIAL GENERAL MEETING

1. The SGM will proceed at **12h15 on Wednesday, 31 March 2021**, and **will only be accessible through electronic communication**, as permitted by the provisions of the Companies Act.
2. To this end, **the meeting will be held via Zoom Video Call**. Click on this **link to access the meeting**:

<https://zoom.us/j/95224233880?pwd=RDV0aEh1RlJmRThiOEJLUGZZaWtsZz09>
3. Members will be liable for their own network charges in relation to the SGM. Any such charges will not be for the account of the Company and the Company cannot be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such member from participating in and/or voting at the SGM.

C. RECORD DATE

In terms of section 59(1)(a) and (b) of the Companies Act, the board of directors of the Company ("the board" or "directors") have set the record date for the purposes of determining which members are entitled to:

1. Receive notice of this SGM (being the date on which members must be recorded as such in the register of members for the purposes of receiving notice of this SGM) as Wednesday, 10th of March 2021; and
2. Participate in and vote at the SGM (being the date on which a member must be recorded as a fully paid-up member in the register of members for the purposes of being entitled to attend and vote at the SGM as Wednesday, 31st of March 2021.



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D. PROXY SUBMISSIONS

1. Members who are unable to attend the SGM in person but are eligible to vote (to Clause 19.1 of the MOI and section 58(1) of the Act), and who wish to vote by proxy, may give their proxy to any individual, including an individual who is not a member of the Company (section 58(1) of the Act) or to the Executive Director or to the Chairperson of the SGM.
2. A member's proxy may not delegate the proxy's powers to another person as envisaged in section 58(3)(b) of the Act and clause 19.3.5 of the MOI.
3. Members may, in terms of Clause 18.9, also delegate a representative of their company to attend in their place, in which case the Secretariat is to be informed in writing, of the name of their representative via mail, or email.
4. A proxy appointment must be in writing, dated and signed by the member appointing a proxy, and, subject to the rights of a member to revoke such appointment (as set out below), remains valid only until the end of the SGM.
5. The appointment of a proxy is suspended at any time and to the extent that the member who appointed such proxy chooses to act directly and in person in the exercise of any rights as a member.
6. The appointment of a proxy is revocable by the member in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the member as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
7. If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's MOI to be delivered by the Company to the member, must be delivered by the Company to (a) the member, or (b) the proxy or proxies, if the member has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
8. The completion of a form of proxy does not preclude any member from attending the SGM.
9. For ease of administrative processes, it would be appreciated if proxies and letters of representation could be received prior to the start of the meeting, preferably by Monday, the 29th of March 2021. Please send to members@dmasa.org



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E. GENERAL

1. Eligibility of members to vote and voting rights

Clause 18.1 of the MOI prescribes that, all members with voting rights, once they have paid their membership fee, have the right to vote. In terms of Clause 18.2 of the MOI, a resolution put to vote shall be taken by show of hands unless a poll is demanded in terms of Section 63(7) of the Act. :-

1.1 In terms of Section 63(5) of the Act, if voting is by show of hands, any person who is present at the meeting, whether as a member or as a proxy for a member and entitled to exercise voting rights has one vote.

1.2 In terms of Section 63(6) of the Act, if voting is by polling, any person who is present at the meeting, whether as a member or as a proxy for a member, and entitled to exercise voting rights, the number of votes allowed to be exercised will be according to Clause 18.3 of the MOI, namely:-

- Companies designated as SMEs (having from 1 to 49 employees) will have 1 vote;
- Companies designated as Corporates with 50 to 1000 employees will have 2 votes;
- Corporates with over 1000 employees will have 5 votes.

2. Quorum

As per Clause 16.1 of the MOI of the Company, the SGM shall be validly constituted if at least 10 (ten) of the paid-up members at the time of the SGM are present in person or by proxy. If the quorum of 10 (ten) of the paid-up members of the Company is not reached, the SGM shall be reconvened in terms of Clause 17.1 of the MOI.

F. SPECIAL AND RESOLUTIONS

1. Voting Requirements

In terms of Section 65(7) of the Act and Clause 18.7 of the MOI, ordinary resolutions of members shall be deemed to be duly adopted if supported by a simple majority of the votes exercised on the ordinary resolution, provided a quorum of the paid up members are present in person or by proxy. For a special resolution to be adopted at any members' meeting, it must be supported by at least seventy five percent (75%) of the votes exercised on the special resolution, provided a quorum of the paid up members are present in person or by proxy.

No resolution of members shall be regarded as adopted if more than fifty percent (50%) of the members



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present in person or by proxy abstain from voting on the resolution.

Special Resolution no. 1

'RESOLVED THAT the deletion of existing Clause no. 3 of the Memorandum of Incorporation and replacement thereof in its entirety as follows be and is hereby APPROVED:-

MEMBERSHIP

- 3.1 Membership shall, subject to the provisions of Clause 3.2 below, be open to all legal persons or bodies who subscribe to the objectives of the Association, who are active in the field of marketing, and who on application in such form, and subject to such admission fee, as may be determined by the Board from time to time, are admitted to membership of the Association.
- 3.2 The admission of any applicant as a member shall be entirely within the discretion of the Board, and subject to such conditions as the Board may determine from time to time.
- 3.3 Membership of the Association shall be divided into the following sub-categories:
 - 3.3.1 Individual membership
 - 3.3.2 Charity Organisations
 - 3.3.3 SME 1 (1 – 5 employees)
 - 3.3.4 SME 2 (6 - 10 employees)
 - 3.3.5 SME 3 (11 - 20 employees)
 - 3.3.6 SME 4 (21 - 35 employees)
 - 3.3.7 SME 5 (36 - 49 employees)
 - 3.3.8 Corporate 1 (50 - 100 employees)
 - 3.3.9 Corporate 2 (101 - 500 employees)
 - 3.3.10 Corporate 3 (501 - 1000 employees)
 - 3.3.11 Corporate 4 (Greater than 1000 employees)
- 3.4 For purposes of determining into which category corporate bodies, juristic bodies, firms (whether controlled by a single proprietor or otherwise), or any other body accepted by the Board, the number of employees shown above relate to the total number of employees, and not the number of employees within the marketing department(s).



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3.5 For purposes of the imposition of subscriptions, the Board may create further, and distinguish between, sub-categories of members within the above categories, or reduce the categories.

Special Resolution no. 2

'RESOLVED THAT, the deletion of existing Clause no. 18.3 of the Memorandum of Incorporation and replacement thereof in its entirety as follows be and is hereby APPROVED:-

18. VOTING AT GENERAL MEETINGS OF MEMBERS

18.3 On a poll at a General Meeting, votes are to be calculated in respect to the category of member, as set out in Clause 3.4 above. Members designated as Individuals and Charity Organisations and SMEs (having from 1 to 49 employees) will have 1 vote each; members designated as Corporates with 50 – 1000 employees will have 2 votes each, and members with over 1000 employees will have 5 votes each.

Ordinary Resolution 1: Signing Authority

"RESOLVED that, the Chief Executive Officer be and is hereby authorised to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the special resolution as set out in this notice of the SGM."

Yours sincerely

**DAVID MONTAQUE DICKENS
CEO
On behalf of the Board of Directors
10 March 2021**

**REGISTERED OFFICE:
Block 4 Ground Floor Fernridge Office Park
5 Hunter Street (Corner Bram Fischer Drive)
Ferndale, Randburg**

SUMMARY OF IMPORTANT DATES:

RECORD DATE FOR RECEIVING NOTICE OF SGM	10 March 2021
RECORD DATE TO ATTEND AND VOTE AT SGM	31 March 2021
DATE NOTICE GIVEN TO MEMBERS	10 March 2021
REGISTRATION AT SGM	31 March 2021 @ 12:00pm to 12:15pm
SGM COMMENCES	31 March 2021 @ 12:15pm