



**DIRECT MARKETING ASSOCIATION OF SOUTH AFRICA NPC
("DMASA")
MINUTES OF THE ANNUAL GENERAL MEETING ("AGM")
HELD VIRTUALLY AT 12H15 ON 3 NOVEMBER 2022**

Present:

Ms Z Luthuli	Board Chairperson and Independent NED
Mr D Dickens	CEO
Ms C Goodman	NED
Ms Q Vhulahani-Munyai	Independent NED
Mr M Mello	NED

**21 Members Represented in Person
20 of which were eligible to vote,
but only 19 elected to do so:-**

Ms G Sibisi	Representing 1.618 Advisory Services
Mr V Bosega	Representing AdClick Africa (Pty) Ltd
Mr G Badrian	Representing Affinity Consumer Data
Mr S Bird	Representing Agon Training (Pty) Ltd
Ms S Classen & Ms D Mofokeng	Representing Bayport Financial Services 2010 (Pty) Ltd.
Ms T Munsami & Mr S Langry	Representing Better Compare
Mr L Van Wyk	Representing Black Moon Investments
Ms S Dickens	Representing Bytestream
Ms B Brink	Representing Clicks Retailers
Ms M Lambert	Representing Dragonfly Direct Marketing
Ms E Hamman	Representing Isabella Garcia International
Ms E McGuigan	Representing Logimeter
Mr B Rose	Representing MetroFibre
Mr M Israel	Representing Mitax Accountants
Ms C Goodman (NED)	Representing Mobitainment
Ms J Stolk	Representing NSRI
Mr S Kumandran	Representing SearchWorks 360
Ms G Parmassar	Representing Technology Partners
Mr N Dube	Representing Tsalena Media
Mr N Smith	Representing ZETZ Communications
Mr A Chetty	Representing AJC Solutions

**12 Members eligible to vote and
Represented by proxy:**

Ms T Settas	Representing Teresa Settas Communications
Ms J Bothma	Representing Ingeniosite Marketing Solutions
Ms S Banks	Representing The Cheese Has Moved (Pty) Ltd.
Ms S Paul	Representing DuePoint Network Consultants (Pty) Ltd
Ms L Mayet	Representing Centriciti Global BPO (Pty) Ltd.
Mr S Aitken	Representing Wunderman Thompson
Ms O Duvenhage	Representing Amazing Vouchers (Pty) Ltd.
Mr W Mann	Representing The Unlimited Group (Pty) Ltd.
Mr L Koopman	Representing Principa Decisions (Pty) Ltd.
Mr C Ngandu	Representing One World Travel Group (Pty) Ltd.
Mr J Makgopa	Representing MiWay Insurance
Mr R Goldstone	Representing Byteflow (Pty) Ltd

In Attendance:

Ms S Braham	FluidRock Co Sec (Pty) Ltd – Secretariat
Ms M Fourie	FluidRock Co Sec (Pty) Ltd
Ms T Claassen	Watermans Registered Auditors representative – Audit Manager
Ms E Mahlangu	DMASA – Administrator Assistant
Ms T Makhafola	DMASA – Communications Manager
Ms K Mdhluli	DMASA – Complaints Manager
Ms C Duval	Retired DMASA Independent NED/Board advisor/Working group member

Apologies:

Ms A Botha (NED)	Representing 3-Way Marketing
Ms M Short (NED)	Representing Consumer Profile Bureau
Mr R Govender (NED)	Representing Ronn Communications/Icon Africa

ITEM	DISCUSSION
	PART 1: ADMINISTRATION
1.	WELCOME AND ATTENDANCE
	<p>The Chairperson, Ms Z Luthuli introduced herself and welcomed all members present.</p> <p>The Chairperson requested that the Board members present, namely Mr D Dickens (CEO); Ms C Goodman; Ms Q Vhulahani-Munyai and Mr M Mello also introduce themselves to the Members.</p> <p>Apologies received from Non-Executive Directors were noted above.</p>

ITEM	DISCUSSION
2.	CONFIRMATION OF QUORUM
	<p>It was noted that the attendance register was recorded electronically by the Secretariat as the AGM was held virtually.</p> <p>The Chairperson advised that in terms of the Company's memorandum of incorporation (or MOI), read together with the Companies Act, a quorum is formed by at least ten (10) of the paid-up members being present in person or by proxy.</p> <p>The Secretariat advised that there were 21 duly appointed member representatives present in person and 12 proxies had been received representing a further 12 members which amounted to a total of 33 members represented in person or by proxy.</p> <p>It was noted that 19 of the 20 duly appointed member representatives present were eligible to vote and elected to do so, together with the 12 proxies received totalled 31 votes casted on each of the ordinary resolutions tabled under agenda items 7; 8; 9 and 10 for members' consideration.</p> <p>The Chairperson confirmed that the quorum requirements for the AGM had been met and that the AGM was duly constituted.</p>
3.	CONFIRMATION OF DELIVERY OF NOTICE
	<p>The Chairperson confirmed that the notice, dated 11 October 2022, convening the meeting, the Director's Report, the Auditors' Report, and the Audited Financial Statements (AFS) of the Company for the 12-month period ended 28 February 2022, was circulated to the Members within the required statutory period, being a minimum of 15 business days.</p>
4.	CHAIRPERSON'S ADDRESS
	<p>The Chairperson reported that the following changes in directorate had taken place during and post the financial year under review:</p> <p><u>New appointments:</u> Ms Queen Vhulahani-Munyai Mr Magatho Mello</p> <p><u>Resignation:</u> Mr Paul Aucamp</p> <p><u>Retirement:</u> Ms Christiane Duval</p> <p>The Chairperson stated that a call for nominations for the appointment of Non-Executive Directors by members was made on 1 August 2022. Ms Queen Vhulahani-Munyai and Mr Magatho Mello were nominated and appointed as Non-Executive Directors on 11 October 2022 and were standing for election under agenda</p>

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	<p>item no. 9. The appointments were made based on the need for diversity and skills sets as was determined by the Board.</p> <p>Mr Paul Aucamp had tendered his resignation as a Non-Executive Director on 29 September 2022.</p> <p>Ms Christiane Duval retired as a Non-Executive Director on 11 October 2022 as was agreed to by the Special Resolution of the members passed at the 2021 AGM. It is noted that Ms Christiane Duval had however agreed to remain as a Board advisor and member of the PoPIA Working Group. The Board extended their sincere gratitude to Ms C Duval for her 26 years of service and dedication to DMASA on behalf of the members.</p> <p>The Chairperson then gave the following address :-</p> <p>“This year marks the start of the post-pandemic new workplace environment. The industry successfully completed the first full year since the POPI Act's adoption, and DMASA are appreciative of the members' tireless efforts to comply. The DMASA Board appreciates the members' cooperation and willingness to address any customer complaints.</p> <p>The website was updated, the Assegai awards were recreated, two DMASA's colleagues' codes were authorised, and significant work was undertaken with the PoPIA guidelines for the direct marketing industry. Change was the order of business.</p> <p>The Chairperson expressed her gratitude to Mr D Dickens, the CEO and his management team, as well as her fellow Board members for their tremendous efforts.</p> <p>Before DMASA submits the PoPIA guidelines to the Regulator, the draft thereof will be made available to members for their input.</p> <p>Members were asked to keep in mind to get in touch with DMASA whenever they are in doubt or have questions.</p> <p>DMASA continues to maintain a cordial relationship with the office of the Information Regulator to assist in championing any matters on behalf of its members.”</p> <p>She then thanked the members on behalf of the DMASA Board and management.</p>
5.	VOTING PROCEDURE
	<p>The Chairperson advised that in terms of the MOI: -</p> <p>All members with voting rights, once they have paid their membership fee, have the right to vote, with the vote on a poll, being calculated in respect to the category and size of their company: -</p> <ul style="list-style-type: none"> • Members designated as Individuals and Charity Organisations and SMEs (having from 1 to 49 employees) have 1 vote each; • Members designated as Corporates with 50 – 1000 employees have 2 votes each; • Members with over 1000 employees have 5 votes each.


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	<p>The Members however agreed with the Chairperson’s proposal that the votes be determined by a show of hands, in which case 1 vote was to be exercised per member who is eligible to vote, present in person or by proxy.</p> <p>The Chairperson reminded members that:-</p> <ul style="list-style-type: none"> - If they were ineligible to vote, to please not participate in the voting process. - If they submitted a proxy and were present in person at the AGM, that they refrain from voting, as their votes had already been accounted for. - If there were two or more representatives present in person at the AGM representing one member, then only one of the representatives were to vote for and on behalf of the member. <p>Members were further advised that:-</p> <p>The ordinary resolutions tabled for adoption at the AGM must be supported by the majority (at least 51%) of those present in person or by proxy. A decision would not be accepted if more than half the members present in person or by proxy had abstained from voting.</p> <p>The DMASA had retained the services of FluidRock CoSec (Pty) Ltd (the Secretariat) represented at the AGM by Ms Marianne Fourie and Ms Shirley Braham to act as scrutineers for the voting process. Ms Marianne Fourie explained the process to be followed in members casting their “show of hands” vote on the virtual platform.</p>
PART 2: PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND ORDINARY RESOLUTIONS	
6.	PRESENTATION OF ANNUAL FINANCIAL STATEMENTS FYE 28 FEBRUARY 2022
	<p>The Chairperson advised that as required in terms of section 30 of the Companies Act No. 71 of 2008, as amended, and Clause 16.3.1 of the DMASA’s MOI, the annual financial statements of the Company, incorporating the reports of the auditors and the directors for the financial year ended 28 February 2022, duly approved by the Board, be presented to the Members.</p> <p>The Chairperson advised that the audit manager, Ms T Claassen from Watermans Registered Auditors was in attendance should there be any queries raised.</p> <p>No queries were raised.</p>
ORDINARY RESOLUTIONS	
	<p>The Chairperson tabled the ordinary resolutions, which members took as being read.</p>
7.	ORDINARY RESOLUTION 1: RE-APPOINTMENT OF INDEPENDENT AUDITORS
	<p>The Chairperson advised that Section 90(3) of the Companies Act requires the designated auditor to meet the criteria as set out in section 90(2) of the Act. Watermans Registered Auditors had indicated its willingness to continue in office. The board of directors of DMASA were satisfied that both Watermans Registered Auditors and the designated auditor, Ms T Aarons, meet all the relevant requirements. It was therefore proposed that</p>

ITEM	DISCUSSION
	<p><u>Outcome of voting:</u> <u>On a show of hands and proxies</u></p> <p><u>For</u> 16 + 12 = Total 28</p> <p><u>Against</u> 0 + 0 = Total 0</p> <p><u>Abstain</u> 3 + 0 = Total 3</p> <p>The Chairperson declared the passing of the Ordinary Resolution no.2.2 by the required 51% majority.</p>
9.	<p>ORDINARY RESOLUTIONS 3: ELECTION OF TWO NEW NON-EXECUTIVE DIRECTORS</p>
	<p>The Chairperson advised that:-</p> <p>In accordance with the provisions of the Clause 7.6 of the DMASA’s MOI, upon any vacancy occurring in the Board prior to the next AGM, the vacancy in question may be filled by a person appointed by the Board. Any Director appointed as such by the Board shall remain a Director until the first AGM after his/her appointment at the conclusion of which his/her directorship shall terminate unless he/she is duly nominated and re-elected by Members. If he/she is re- elected at the AGM, he/she shall be deemed to have served one (1) year as a director and shall be entitled to serve a further two (2) years and be eligible for re-election.</p> <p>In accordance with the provisions of the Clause 7.5 of the DMASA’s MOI, prior to the appointment as a Director of the Association, every person nominated by members shall signify his/her acceptance of such nomination by signing and delivering a written consent letter to the office of the Company. Board members will consider such nomination for appointment. If appointed, such nominee shall remain a director until the first AGM after his appointment.</p> <p>Ms Queen Vhulahani-Munyai and Mr Magatho Mello have complied with the abovementioned requirements and confirmed their willingness to serve as Non-Executive Directors of the DMASA.</p> <p><u>Ordinary Resolution no. 3.1</u></p> <p>It was therefore proposed that Ms Queen Vhulahani-Munyai be elected as a Non-Executive Director of the DMASA.</p> <p><u>Outcome of voting:</u> <u>On a show of hands and Proxies</u></p> <p><u>For</u> 15 + 11 = Total 26</p> <p><u>Against</u> 0 + 0 = Total 0</p> <p><u>Abstain</u> 4 + 1 = Total 5</p> <p>The Chairperson declared the passing of the Ordinary Resolution no. 3.1 by the required 51% majority.</p>

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	<p><u>Ordinary Resolution no. 3.2</u></p> <p>It was therefore proposed that Mr Magatho Mello be elected as a Non-Executive Director of the DMASA.</p> <p><u>Outcome of voting:</u> <u>On a show of hands and Proxies</u> <u>For</u> 15 + 11 = Total 26 <u>Against</u> 0 + 0 = Total 0 <u>Abstain</u> 4 + 1 = Total 5</p> <p>The Chairperson declared the passing of the Ordinary Resolution no. 3.2 by the required 51% majority.</p>
10.	ORDINARY RESOLUTION 4: SIGNING AUTHORITY
	<p>The Chairperson proposed that Mr D Dickens, the CEO of the DMASA, be authorised to do all such things and sign all such documents as are required to give effect to the all the tabled ordinary resolutions validly passed by the members at the AGM.</p> <p><u>Outcome of voting:</u> <u>On a show of hands and Proxies</u> <u>For</u> 17 + 11 = Total 28 <u>Against</u> 0 + 0 = Total 0 <u>Abstain</u> 2 + 1 = Total 3</p> <p>The Chairperson declared the passing of the Ordinary Resolution no. 4 by the required 51% majority.</p>
PART 3: ANY OTHER BUSINESS TO BE DEALT WITH AT THE AGM	
11.	GENERAL
	There were no further items raised for discussion under General.
12.	CEO REPORT – PRESENTATION BY THE CEO
	Mr D Dickens, the CEO gave a brief presentation on the DMASA and echoed the Chairperson’s sentiments and thanked members for their valued support. He also thanked the Chairperson, the DMASA Board and the DMASA team members for their contributions.
PART 4: CLOSING	
13.	COMMUNICATION OF VOTING RESULTS
	The Chairperson confirmed that the voting results for each of the ordinary resolutions tabled had been disclosed under agenda items no. 7; 8; 9 and 10 (inclusive).

ITEM	DISCUSSION
14.	CLOSURE OF MEETING
	There being no further business to discuss, the Chairperson thanked everyone for their attendance and declared the AGM closed at 13h00.

READ AND CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS.


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CHAIRPERSON – Z LUTHULI

2 December 2022
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DATE