



**DIRECT MARKETING ASSOCIATION OF SOUTH AFRICA NPC  
("DMASA")  
MINUTES OF THE ANNUAL GENERAL MEETING ("AGM")  
HELD VIRTUALLY AT 09H45 ON 26 OCTOBER 2023**

**Present:**

**Board Members (In person at CPB's offices)**

Ms Z Luthuli	Board Chairperson and Independent NED
Mr D Dickens	Chief Executive Officer
Ms C Goodman	Non-Executive Director
Ms A Botha	Non-Executive Director
Ms M Short	Non-Executive Director
Mr R Govender	Non-Executive Director (joined virtually at 10h30)

**A total of 36 DMASA members were represented and entitled to vote, 26 were present either in person or virtually at the commencement of the AGM and 10 proxies were received.**

Mr R Silberman	Representing 3 Way Group
Mr B Willie	Representing AdClick Africa (Pty) Ltd
Mr B Hini	Representing African Bank
MS D Mofokeng	Representing Bayport Financial Services 2010 (Pty) Ltd
Ms S Dickens	Representing Bytestream
Ms C Ndaba	Representing Bytestream
Ms L Davey	Representing Call On Me Marketing
Mr J Sewpersadh	Representing Cubical Media
Ms S Premjith	Representing DSA Marketing
Mr T Maphanga	Representing Easysell Client Support Services (Pty) Ltd
Mr T Reddy	Representing F&H Insurance Consultants
Mr T Sham	Representing Interactive Direct/Analogue MIS
Mr A Haynes	Representing Matrix Marketing
Mr D Joubert	Representing Merpak Envelopes
Mr M Israel	Representing Mitax Accountants
Ms C Goodman	Representing Mobitainment
Mr J Nothard	Representing Mr Price Group (Mr Price Money)
Ms J Cowie	Representing Nedbank
Ms J van Stolk	Representing NSRI
Ms C McLachlan	Representing O'Keefe & Swartz Consultants (Pty) Ltd
Mr K Chetty	Representing Ubuntu Division (Pty) Ltd

Mr S Byers	Representing VCCB
Ms S Plantena	Representing CDA Solutions (Pty) Ltd
Mr S Bird	Representing Agon Training
Ms M Short	Representing Consumer Profile Bureau
Ms A Botha	Representing TransUnion
Mr R Govender	Representing Talksure Trading (Pty) Ltd. (arrived at 10h30 and did not vote and was not counted in the number of attendees at the commencement of the AGM)

**10 members represented by Proxy:**

Ms M Lambert	Representing Dragonfly Direct Marketing SA
Ms Selma Fourie	Representing Riscfree Dot Com
Ms J Mcleod	Representing Downes Murray International
Ms S Blake	Representing Bastion & Flowe
Mr G Kitto	Representing Shackleton Life (Pty) Ltd
Ms L Kok	Representing Metrofibre Networx (Pty) Ltd
Mr L Koopman	Representing Principa Decisions (Pty) Ltd
Mr N Ragaven	Representing AON South Africa (Pty) Ltd
Ms B Brink	Representing Clicks Retailers
Ms E Jacobs	Representing Truworhs Limited

**In Attendance:**

Ms S Braham	FluidRock Co Sec (Pty) Ltd – Secretariat (In-person)
Ms M Fourie	FluidRock Co Sec (Pty) Ltd (Virtually)
Ms T Claassen	Watermans Chartered Accountants – Audit Manager (Virtually)
Ms E Mahlangu	DMASA - Administrator Assistant (In-person)

**Apologies:**

None received

ITEM	DISCUSSION
	<b>PART 1: ADMINISTRATION</b>
<b>1.</b>	<b>WELCOME AND ATTENDANCE</b>
	<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 Marina Short, non-Executive Director; Ms Annemie Botha, Non-Executive Director and Vice Chairperson; and Ms Candice Goodman, Non-Executive Director introduce themselves to the Members.</p> <p>No apologies were received.</p> <p>The attendance register was signed by those present in person and virtual attendance was recorded.</p> <p>In adherence to the Protection of Personal Information Act (POPIA), attendees were made aware that the meeting was being recorded for minuting purposes. No objection was noted thereto.</p>

ITEM	DISCUSSION
<b>2.</b>	<b>CONFIRMATION OF QUORUM</b>
	<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 26 duly appointed member representatives present in person (either in person or virtually) at the commencement of the AGM. 10 proxies had been received representing a further 10 members which amounted to a total of 36 members eligible to vote and represented either in person/virtually or by proxy.</p> <p>It was noted that 16 of the 16 duly appointed member representatives present were eligible to vote and elected to do so, together with the 10 proxies received totalled 26 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>
<b>3.</b>	<b>CONFIRMATION OF DELIVERY OF NOTICE</b>
	<p>The Chairperson confirmed that the notice, dated 3 October 2023, 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 2023, was circulated to the Members within the required statutory period, being a minimum of 15 business days.</p>
<b>4.</b>	<b>CHAIRPERSON’S ADDRESS</b>
	<p>The Chairperson reported that the following changes in directorate had taken place during and post the financial year under review:</p> <p><b><u>Resignation:</u></b>  Ms Queen Vhulahani-Munyai  Mr Magatho Mello</p> <p>The Chairperson thanked both Ms Queen Vhulahani-Munyai and Magatho Mello for their service and dedication to DMASA on behalf of the members.</p> <p>A call for nominations for the appointment of Non-Executive Directors by members was made on 17 August 2023. No new nominations were received for consideration by the Board.</p> <p>The Chairperson then gave the following address:-</p> <p>“The war in Israel threatened to drive up worldwide inflation; South Africa would not be immune to the hazard. The cost of living in the country was already high; both businesses and individuals were experiencing financial difficulties.</p>

ITEM	DISCUSSION
	<p>DMASA expressed appreciation that the members continued to prioritise their membership despite adverse circumstances.</p> <p>The DMASA empowered the industry to manage the ever-changing terrain by developing new methods and introducing proactive initiatives, ensuring the well-being of both consumers and members. DMASA would continue to solicit the feedback from members through the surveys that would be sent the members.</p> <p>The feedback received from the members would enable DMASA to provide services that are appropriate for the concerns that may occur in the industry.</p> <p>DMASA has been working on establishing an industry code since the implementation of the POPI Act in 2020, with the first submission to the Information Regulator in June. The Deputy Chairman would provide the members with a complete update.</p> <p>DMASA would have the privilege of hosting the Global Data and Marketing Alliance (GDMA), in South Africa this year. When the global community gathers in South Africa for the Assegai Awards and Direct Marketing Compliance Event, GDMA members would take centre stage.</p> <p>This organisation was devoted to representing, supporting, and connecting global marketing groups that specialising in data-driven marketing around the world. These programmes aimed to provide marketers with global trend insights, through leadership, and experience in data-driven marketing and advertising across a variety of sectors, disciplines, and media. The DMASA was actively involved in the 27 GDMA-affiliated associations.</p> <p>The highly anticipated Annual Assegai Awards recognised outstanding achievements of the direct marketing sector from the previous year. This year is no exception, as DMASA convened at The Wanderers Club on Thursday, 9 November 2023 to honour and reward remarkable campaign results. DMASA extended best wishes for success to all entrants and hoped to see them at the Gala.</p> <p>Finally, the Chairperson expressed gratitude to Mr David Dickens, the CEO and the rest of the management team, and the Board members for another successful audit, as well as for their continuous support and guidance.</p> <p>She then thanked the members on behalf of the DMASA Board and management.</p>
<b>PART 2: PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND ORDINARY RESOLUTIONS</b>	
<b>5.</b>	<b>PRESENTATION OF ANNUAL FINANCIAL STATEMENTS FYE 28 FEBRUARY 2023</b>
	<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 2023 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 virtually should there be any queries raised.</p> <p>No queries were raised.</p>

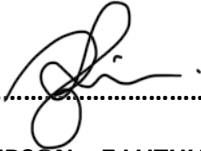
ITEM	DISCUSSION
	<b>ORDINARY RESOLUTIONS</b>
	The Chairperson tabled the ordinary resolutions, which members took as being read.
<b>6.</b>	<b>VOTING PROCEDURE</b>
	<p>Members were advised that in terms of the existing Clause no 18.1 the MOI: -</p> <ol style="list-style-type: none"> <li>a. All members 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 size of their company: - <ul style="list-style-type: none"> <li>• Members designated as Individuals and Charity Organisations and SMEs (having from 1 to 49 employees) will have 1 vote each;</li> <li>• Members designated as Corporates with 50 – 1000 employees will have 2 votes each;</li> <li>• Members with over 1000 employees will have 5 votes each.</li> </ul> </li> <li>b. The ordinary resolutions tabled for adoption at this AGM must be supported by the majority (at least 51%) of those present in person or by proxy. A decision shall not be accepted if more than half the members present in person or by proxy abstain from voting.</li> <li>c. The directed that the vote shall be decided by a show of hands, in which case 1 vote is to be exercised per member who is eligible to vote, present in person or by proxy.</li> </ol> <p>The Company retained the services of FluidRock CoSec (Pty) Ltd (the Company’s secretariat), represented by Marianne Fourie and Shirley Braham, to act as scrutineers for the voting process.</p>
<b>7.</b>	<b>ORDINARY RESOLUTION 1: RE-APPOINTMENT OF EXTERNAL AUDITORS</b>
	<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 Watermans Registered Auditors meet all the relevant requirements. It was therefore proposed that Watermans Registered Auditors and the designated auditor, Ms T Aarons be re-appointed the independent Auditors of DMASA for the ensuing financial year.</p> <p><b>Outcome of voting:</b>  <b><u>On a show of hands and Proxies</u></b>  <b>For</b>  14 (87.5%) (virtual show of hands) + 10 (proxies) = Total no. of votes 26  2 (in-person show of hands)</p> <p><b>Against</b>  0 (0%) (show of hands) + 0 (proxies) = Total no. of votes 0</p> <p><b>Abstain</b>  2 (12.5%) (in-person show of hands) + 0 (proxies) = Total no. of votes 2</p> <p>The secretariat confirmed that out of the 26 members eligible to vote (either in person or by proxy) 18 had elected to vote on a show of hands and 10 proxies had been received, totalling 28 votes cast of which 93% thereof had voted in favour of the passing of the resolution.</p> <p><b>The Chairperson declared the passing of the Ordinary Resolution no.1 by the required 51% majority.</b></p>

ITEM	DISCUSSION
8.	<p><b>ORDINARY RESOLUTIONS 2.1 TO 2.2: RE-ELECTION OF THE NON-EXECUTIVE DIRECTORS</b></p>
	<p>The Chairperson advised that:-</p> <p>In accordance with the provisions of the Clause 8.5 of the DMASA’s MOI, one third of the elected directors, must retire from office at the AGM and may, if eligible and willing, offer themselves for re-election. In terms hereof, Ms Zinzile Luthuli and Ms Annemie Botha will be retiring from office at the AGM and had confirmed their willingness to continue to serve as Non-Executive members of the Board.</p> <p>In terms of Clause 8.6 of the DMASA’s MOI Directors shall be elected for three years to the Board and may be eligible for a second three-year term after re-election by the members at the AGM. Thereafter, they are required to step down from the Board for at least three years. It was confirmed that Ms Zinzile Luthuli and Ms Annemie Botha terms of office fell within the afore-mentioned Board terms of office.</p> <p><b><u>Ordinary Resolution no. 2.1</u></b></p> <p>It was therefore proposed that Ms Zinzile Luthuli be re-elected as a Non-Executive Director of the DMASA</p> <p><b><u>Outcome of voting:</u></b>  <b><u>On a show of hands and proxies</u></b>  <b><u>For</u></b>  10 (71%) (virtual show of hands) + 8 (proxies) = Total no. of votes 20  2 (in-person show of hands)  <b><u>Against</u></b>  0 (0%) (show of hands) + 0 (proxies) = Total no. of votes 0  <b><u>Abstain</u></b>  4 (29%) (virtual show of hands) + 2 (proxies) = Total no. of votes 6</p> <p>The secretariat confirmed that out of the 26 members eligible to vote (either in person or by proxy) 16 had elected to vote on a show of hands and 10 proxies had been received, totalling 26 votes cast of which 77% thereof had voted in favour of the passing of the resolution.</p> <p><b>The Chairperson declared the passing of the Ordinary Resolution no.2.1 by the required 51% majority.</b></p> <p><b><u>Ordinary Resolution no. 2.2</u></b></p> <p>It was therefore proposed that Ms Annemie Botha be re-elected as a Non-Executive Director of the DMASA</p> <p><b><u>Outcome of voting:</u></b>  <b><u>On a show of hands and proxies</u></b>  <b><u>For</u></b>  11 (79%) (virtual show of hands) + 8 (proxies) = Total no. of votes 21  2 (in-person show of hands)  <b><u>Against</u></b>  0 (0%) (show of hands) + 0 (proxies) = Total no. of votes 0  <b><u>Abstain</u></b>  3 (21%) (virtual show of hands) + 2 (proxies) = Total no. of votes 5</p>

ITEM	DISCUSSION
	<p>The secretariat confirmed that out of the 26 members eligible to vote (either in person or by proxy) 16 had elected to vote on a show of hands and 10 proxies had been received, totalling 26 votes cast of which 80.1% thereof had voted in favour of the passing of the resolution.</p> <p><b>The Chairperson declared the passing of the Ordinary Resolution no.2.2 by the required 51% majority.</b></p>
9.	<p><b>ORDINARY RESOLUTION 3: SIGNING AUTHORITY</b></p>
	<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><b>Outcome of voting:</b>  <b>On a show of hands and proxies</b>  <b>For</b>  11 (79%) (virtual show of hands) + 8 (proxies) = Total no. of votes 21  2 (in-person show of hands)  <b>Against</b>  0 (0%) (show of hands) + 0 (proxies) = Total no. of votes 0  <b>Abstain</b>  3 (21%) (virtual show of hands) + 2 (proxies) = Total no. of votes 5</p> <p>The secretariat confirmed that out of the 26 members eligible to vote (either in person or by proxy) 16 had elected to vote on a show of hands and 10 proxies had been received, totalling 26 votes cast of which 80.1% thereof had voted in favour of the passing of the resolution.</p> <p><b>The Chairperson declared the passing of the Ordinary Resolution no. 3 by the required 51% majority.</b></p>
<p><b>PART 3: ANY OTHER BUSINESS TO BE DEALT WITH AT THE AGM</b></p>	
10.	<p><b>GENERAL</b></p>
	<p>There were no further items raised for discussion under General.</p>
11.	<p><b>CEO REPORT – PRESENTATION BY THE CEO</b></p>
	<p>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.</p>
<p><b>PART 4: CLOSING</b></p>	
12.	<p><b>COMMUNICATION OF VOTING RESULTS</b></p>
	<p>The Chairperson confirmed that the voting results for each of the ordinary resolutions tabled had been disclosed under agenda items no. 7; 8 and 9 (inclusive).</p>

ITEM	DISCUSSION
13.	<b>CLOSURE OF MEETING</b>
	There being no further business to discuss, the Chairperson thanked everyone for their attendance and declared the AGM closed at 10h58.

**READ AND CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS.**



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**CHAIRPERSON – Z LUTHULI**

**05 December 2023**

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**DATE**