



**DIRECT MARKETING ASSOCIATION OF SOUTH AFRICA NPC
("DMASA")
MINUTES OF THE ANNUAL GENERAL MEETING ("AGM")
HELD VIRTUALLY AT 09H45 ON 24 OCTOBER 2024**

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

**22 DMASA Membership representation
(in person/virtually)**

Ms S Dickens	Representing Bytestream
Mr J Sewpersadh and Ms K Sewpersadh	Representing Cubical Media
Mr M Israel	Representing Mitax Accountants
Mr S O'Keeffe and Ms C McLachlan	Representing O'Keeffe & Swartz Consultants (Pty) Ltd
Ms C Goodman	Representing Mobitainment
Mr S Bird	Representing Agon Training
Ms M Short	Representing Consumer Profile Bureau
Ms M Lambert	Representing Dragonfly Direct Marketing SA
Ms J Greaves	Representing Swift Call
Mr R Govender	Representing Talksure Trading (Pty) Ltd.
Mr A Abbas	Representing Selldirect Marketing
Mr F Kruger and Mr J Harmse	Representing Biznify
Ms S Claasen	Representing Bayport Financial Services
Ms L Gumede	Representing Neema Financial Services
Mr J Swanepoel	Representing Black Moon Investments
Ms E Hamman	Representing Isabella Garcia International
Mr S Osei and Mr E Hatsu	Representing ITEED Development
Ms A Botha	Representing Transunion
Mr I Kinsey	Representing P3 People
Mr T Jackelman	Representing Home Choice
Ms T Buthelezi	Representing ICONAF
Mr A Chetty	Representing AJC Solutions

7 members represented by Proxy:

Ms J Greaves	Representing ByteFlow (Pty) Ltd (R Goldstone)
Mr D Dickens	Representing CDA Solutions (Pty) Ltd (S Plantema)
Mr D Dickens	Representing Shackleton Life (Pty) Ltd (G Kitto)
Mr D Dickens	Representing Amazing Vouchers (T Pierce)
Mr D Dickens	Representing RCS BNP Paribas/RCS Cards (C Paxton)
Mr D Dickens	Representing Prime Meridian Direct (Pty) Ltd (L Borchardt)
Ms Z Luthuli	Representing National Sea Rescue Institute (NSRI (J. Van Stolk)

In Attendance:

Ms M Fourie	FluidRock Co Sec (Pty) Ltd (Virtually)
Ms T Claassen	Watermans Chartered Accountants – Audit Manager (Virtually)
Mr E September	DMASA Event Manager
Mr Y Mosima	DMASA Administrator Assistant

Apologies:

Ms S Braham	FluidRock Co Sec (Pty) Ltd
-------------	----------------------------

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 introduced the Board members, all of whom were present: Mr. D. Dickens (CEO), Ms. M. Short (Non-Executive Director and Treasurer), Ms. A. Botha (Non-Executive Director and Vice Chairperson), Mr. R. Govender (Non-Executive Director), and Ms. C. Goodman (Non-Executive Director).</p> <p>The attendance register of the online participants was recorded electronically.</p> <p>In adherence to the Protection of Personal Information Act (POPIA) attendees were informed that the meeting was being recorded for minute-taking purposes. No objections were raised thereto.</p>
2.	CONFIRMATION OF QUORUM
	<p>The Chairperson advised that, in terms of the Company’s Memorandum of Incorporation (MOI) and the Companies Act, a quorum required at least ten (10) paid-up members to be present in person or by proxy.</p> <p>The Chairperson confirmed that the Secretariat had reported that at the commencement of the AGM a total of 29 DMASA members were represented (22 in-person/virtually and 7 by proxy) all of whom were eligible to vote.</p> <p>The Chairperson confirmed that the quorum requirements for the AGM had been met and declared the AGM duly constituted.</p>

ITEM	DISCUSSION
3.	CONFIRMATION OF DELIVERY OF NOTICE
	<p>The Chairperson confirmed that the notice, dated 1 October 2024, 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 2024, was circulated to the Members within the required statutory period, being a minimum of 15 business days.</p> <p>It was agreed that the documents be taken as read.</p>
4.	CHAIRPERSON'S ADDRESS
	<p>The Chairperson reported no changes in the directorate during or post the financial year under review.</p> <p>A call for new nominations was made at the beginning of September 2024, to be considered at the November 2024 Board meeting.</p> <p>In her farewell speech, the Chairperson expressed gratitude for the trust placed in her since her co-option in September 2020, in the midst of global uncertainty. Although she had not anticipated chairing the Board, with her colleagues' and FluidRock's exceptional secretariat team's support, she had grown and served in ways she had not imagined. She emphasised the Board's commitment to strengthening the DMASA sector and delivering tangible value.</p> <p>The Chairperson noted that, per the Memorandum of Incorporation (MOI), Non-Executive Directors (NEDs) served a maximum of two 3-year terms, followed by a cooling-off period of a further 3 years. Ms A Botha was also nearing the end of her two 3-year term of office. The Board is actively developing a pipeline of future members by involving them in sub-committees and working groups, ensuring a seamless transition of critical skills and leadership over 3 to 12 months.</p> <p>The Chairperson was leaving DMASA with confidence that the organisation was in good hands. DMASA had a clear strategy, resilient structures, and strong relationships across the value chain. The CEO and staff were empowered, motivated, and positioned for the challenges ahead, especially given the volatility of the regulatory environment. The Board had built a fit-for-purpose foundation, there was no doubt that DMASA would continue to thrive in the coming era.</p> <p>The Chairperson expressed confidence in DMASA's future, highlighting a clear strategy, resilient structures, and empowered leadership. The CEO and staff were well-prepared to navigate challenges in a volatile regulatory environment. She commended the team's commitment, noting that recent successes were due to their collaboration and openness.</p> <p>The Chairperson also recognized the team's significant efforts in engaging the Information Regulator. The sectorial engagement, particularly on telemarketing classifications under section 69(a) of the POPI Act was a critical milestone supported by Norton Rose, Werksmans Attorneys, Professor Snell, and members. This allowed DMASA to approach these discussions with strength and confidence.</p>

ITEM	DISCUSSION
	<p>As she handed over the reins, the Chairperson expressed pride in leaving behind four years of clean audits, steady membership growth, and a relevant and resilient sector. She concluded by thanking everyone for the opportunity to serve in this capacity.</p>
5.	<p>VOTING PROCEDURE</p>
	<p>Members were advised that in terms of the existing Clause no 18.1 the MOI: -</p> <ol style="list-style-type: none"> i. 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"> • 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; • Members with over 1000 employees will have 5 votes each. ii. 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. iii. 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. <p>The Company retained the services of FluidRock CoSec (Pty) Ltd (the Company's secretariat), represented at the AGM by Ms Marianne Fourie, to act as scrutineer for the voting process. Given the virtual attendance, members were advised to use the online poll.</p> <ol style="list-style-type: none"> iv. Please note :- <ul style="list-style-type: none"> - If you are ineligible to vote, please do not participate in the voting. - if you have submitted a proxy, please refrain from voting, as your vote would have already been counted. - If there are two or more representatives present from one member, only one of the representatives are to vote on behalf of the member.
PART 2: PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND ORDINARY RESOLUTIONS	
6.	<p>PRESENTATION OF ANNUAL FINANCIAL STATEMENTS FYE 28 FEBRUARY 2024</p>
	<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 DMSA'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
	ORDINARY RESOLUTIONS
	The Chairperson tabled the ordinary resolutions, which members took as being read.
7.	ORDINARY RESOLUTION 1: RE-APPOINTMENT OF EXTERNAL AUDITORS
	<p>Watermans Registered Auditors had indicated its willingness to continue in office and ordinary resolution 1 proposed the re-appointment of that firm as the Company's auditors by members. Section 90(3) of the Companies Act required the designated auditor to meet the criteria as set out in section 90(2) of the Act. The Board of Directors of the Company was satisfied that both Watermans Registered Auditors and the designated auditor, Ms Anja Hendrikse, met all relevant requirements. It was therefore proposed that Watermans Registered Auditors and the designated auditor, Ms Anja Hendrikse be re-appointed the independent Auditors of DMASA for the ensuing financial year.</p> <p><u>Outcome of voting:</u></p> <p><u>On a show of hands and Proxies</u></p> <p><u>For</u> 15 show of hands + 6 (proxies) = 21 Total no. of votes</p> <p><u>Against</u> 0 show of hands + 0 (proxies) = 0 Total no. of votes</p> <p><u>Abstain</u> 1 show of hands + 1 (proxy) = 2 Total no. of votes</p> <p>The secretariat confirmed that majority members, eligible to vote (either in person or by proxy) had voted in favour of the passing of the resolution.</p> <p>The Chairperson declared the passing of the Ordinary Resolution no.1 by the required 51% majority.</p>
8.	ORDINARY RESOLUTIONS 2: RE-ELECTION OF THE NON-EXECUTIVE DIRECTORS
	In accordance with the provisions of the Clause 8.5 of the 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 Marina Short and Mr Premanathan Govender would be retiring from office at the AGM.
8.1	Ordinary Resolution 2.1: Ms M Short
	<p>Ms M Short confirmed her willingness to continue to serve as a member of the Board.</p> <p>In terms of Clause 8.6 of the 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 must step down from the board for at least three years. It was confirmed that Ms M Short's term of office fell within the aforementioned Board terms.</p>

ITEM	DISCUSSION
	<p><u>Ordinary Resolution no. 2.1</u></p> <p>It was therefore proposed that Ms M Short be re-elected as a Non-Executive Director of the DMASA.</p> <p><u>Outcome of voting:</u></p> <p><u>On a show of hands and Proxies</u></p> <p><u>For</u> 16 show of hands + 5 (proxies) = 21 Total no. of votes</p> <p><u>Against</u> 0 show of hands + 0 (proxies) = 0 Total no. of votes</p> <p><u>Abstain</u> 1 show of hands + 2 (proxies) = 3 Total no. of votes</p> <p>The secretariat confirmed that majority members, eligible to vote (either in person or by proxy), had voted in favour of the passing of the resolution.</p> <p>The Chairperson declared the passing of the Ordinary Resolution no.2.1 by the required 51% majority.</p>
8.2	<p>Ordinary Resolution 2.2: Mr Premanathan Govender</p> <p>Mr P Govender confirmed his willingness to continue to serve as a member of the Board.</p> <p>In terms of Clause 8.6 of the 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 must step down from the Board for at least three years. It was confirmed that Mr P Govender's term of office fell within the aforementioned board terms.</p> <p><u>Ordinary Resolution no. 2.2</u></p> <p>It was therefore proposed that Mr P Govender be elected as a Non-Executive Director of the DMASA.</p> <p><u>Outcome of voting:</u></p> <p><u>On a show of hands and proxies</u></p> <p><u>For</u> 13 show of hands + 6 (proxies) = 19 Total no. of votes</p> <p><u>Against</u> 1 show of hands + 0 (proxies) = 1 Total no. of votes</p> <p><u>Abstain</u> 2 show of hands + 1 (proxies) = 3 Total no. of votes</p> <p>The secretariat confirmed that majority members, eligible to vote (either in person or by proxy), had voted in favour of the passing of the resolution.</p>

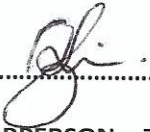
ITEM	DISCUSSION
	The Chairperson declared the passing of the Ordinary Resolution no.2.2 by the required 51% majority.
9.	ORDINARY RESOLUTION 3: SIGNING AUTHORITY
	<p>The online polling system encountered technical difficulties, preventing the launch of the poll for ordinary resolution 3. Participants were instructed to use virtual icons as an alternative method for voting.</p> <p>The Chairperson confirmed that this resolution proposed that Mr D Dickens, the CEO of the DMASA, be authorised to do all such things and sign all such documents as required to give effect to the all the tabled ordinary resolutions validly passed by the members at the AGM.</p> <p>The secretariat confirmed that majority members, eligible to vote (either in person or by proxy), had voted in favour of the passing of the resolution.</p> <p>Outcome of voting: <u>On a show of hands and Proxies</u> For 15 show of hands + 6 (proxies) = 21 Total no. of votes</p> <p>Against 0 show of hands + 0 (proxies) = 0 Total no. of votes</p> <p>Abstain 0 show of hands + 2 (proxy) = 2 Total no. of votes</p> <p>The Chairperson declared the passing of the Ordinary Resolution no. 3 by the required 51% majority.</p>
PART 3: ANY OTHER BUSINESS TO BE DEALT WITH AT THE AGM	
10.	GENERAL
	There were no further items raised for discussion under General.
10.1	CEO'S REPORT – PRESENTATION BY THE CEO
	<p>The CEO highlighted DMASA's resilience and adaptability in response to COVID-19, setting a future-focused tone. Key strategic focus areas included:</p> <ul style="list-style-type: none"> i. Prioritising self-regulation with a new Code of Data Practice Development to guide industry direction and ensure regulatory compliance. ii. Membership growth and enhancing direct marketing capabilities through improved systems and processes. iii. Upskilling staff to provide increased service to members.

ITEM	DISCUSSION
	<ul style="list-style-type: none"> iv. Enhancing the Do Not Contact (DNC) system for better compliance and efficiency, supporting consumer preferences while optimising marketing. v. Ensuring robust compliance with POPIA through a dedicated work group. vi. Strengthening stakeholder engagement, including with government, to advocate for industry interests and maintain relevance. <p>The CEO addressed challenges, including navigating COVID-19's impact on operations, maintaining financial flexibility to support members during economic difficulties, and ensuring effective communication with stakeholders.</p> <p>The DMASA was linked to the GDMA, a global fraternity of Direct Marketing Associations, allowing the DMASA to access best practices and insights from worldwide. DMASA's affiliation with the Global Data and Marketing Alliance (GDMA) allowed access to global best practices, bolstering the association's insights and relevance.</p> <p>A focus on sustainability led to regular risk assessments, enabling adaptability and resourcefulness.</p> <p>In 2024, DMASA achieved a significant financial turnaround from a deficit of R364k to surplus of R142k, accentuating strategic recovery, effective financial management and adaptability in a challenging economic environment.</p> <p>Increased DNC system usage generated higher revenue with 3 billion lookups performed, indicating strong demand for compliance services. The Assegai Awards also saw a notable increase in participation, with earnings increasing by R311k, reflecting growing recognition for excellence in direct marketing.</p> <p>The CEO expressed gratitude to members, the Board, and the DMASA team for their valuable support and contributions.</p>
PART 4: CLOSING	
11.	COMMUNICATION OF VOTING RESULTS
	The Chairperson confirmed that the voting results for each of the ordinary resolutions tabled under agenda items no. 7; 8 and 9 (inclusive) had been disclosed by the Company Secretary.
12.	CLOSURE OF MEETING
	There being no further business to discuss, the Chairperson thanked everyone for their attendance and declared the AGM closed at 10h35.

Note:

- These minutes are recorded in the order of the agenda and may not coincide with the order of discussions.
- These minutes are to be read with the meeting pack and documents distributed at the meeting.

READ AND CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS.



CHAIRPERSON – Z LUTHULI

28 November 2024

DATE