



**DIRECT MARKETING ASSOCIATION OF SOUTH AFRICA NPC
("DMASA")
MINUTES OF THE ANNUAL GENERAL MEETING ("AGM")
HELD VIRTUALLY AT 11H45 ON 21 OCTOBER 2021**

Present:

Ms Z Luthuli	Board Chairperson and Independent NED
Ms CY Duval	Independent NED
Mr D Dickens	CEO
Mr P Aucamp	Independent NED

**Members eligible to vote and
Represented in person:**

Ms C Goodman (NED)	Representing Mobitainment
Ms M Short (NED)	Representing Consumer Profile Bureau
Mr R Govender (NED)	Representing Ronn Communications/Icon Africa
Ms A Buckle	Representing Silverstone Media Solutions
Mr A Haynes	Representing Matrix Marketing (Pty) Ltd.
Mr D Pillay	Representing Bidvest Insurance Ltd.
Ms F Rakunde	Representing Alusani Skills & Training Network (Pty) Ltd.
Ms H Singh	Representing HDS Business Services (Pty) Ltd.
Ms J Van Stolk	Representing National Sea Rescue Institute
Mr LV Bosega/Mr AC Reji	Representing 356 Oak Holdings (Pty) Ltd. t/s AdClick Africa
Mr M Du Plessis	Representing Maris IT Development (Pty) Ltd.
Mr N Wonfor	Representing Tiburon Media Africa
Ms S Plantema	Representing CDA Solutions (Pty) Ltd.
Mr S Bird	Representing Agon Training (Pty) Ltd
Ms S Dickens	Representing Bytestream ICT CC
Mr M Mathews	Representing Quick Buy Holdings (Pty) Ltd.

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

Mr K Beekrum	Representing Xcelerate Outsourcing (Pty) Ltd.
Ms T Settas	Representing Teresa Settas Communications
Ms S Blake	Representing Bastion & Flowe
Mr GD Brooks	Representing Centriciti Global BPO (Pty) Ltd.
Mr DF Joubert	Representing Intimate Data

Mr. J Collison	Representing Downes Murray International
Mr D Joubert	Representing Merpak Envelopes (Pty) Ltd.
Ms O Duvenhage	Representing Amazing Vouchers (Pty) Ltd.
Mr W Mann	Representing The Unlimited Group (Pty) Ltd.
Ms EH Haasbroek	Representing Transunion Analytical Decision Services
Ms E Jacobs	Representing Truworths Ltd.
Ms A Botha	Representing 3-Way Marketing
Ms C Goodman	Representing Mobitainment
Mr R Goldstone	Representing Byteflow (Pty) Ltd.
Mr Q Muller	Representing Directline Holdings (Pty) Ltd
Mr C Swart	Representing The Foschini Retail Group (Pty) Ltd.

In Attendance:

Ms S Braham	FluidRock Co Sec (Pty) Ltd - Secretariat
Mr M Zondi	FluidRock Co Sec (Pty) Ltd
Ms M Fourie	FluidRock Co Sec (Pty) Ltd
Ms E Mahlangu	DMASA
Ms T Makhafola	DMASA
Ms T Claassen	Watermans Registered Auditors

Apologies:

Ms A Botha (NED)	Representing 3-Way Marketing
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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 M Short; Ms C Duval; Mr R Govender; Mr P Aucamp also introduce themselves to the Members.</p> <p>Ms A Botha's apology was noted.</p>
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>

ITEM	DISCUSSION
	<p>The Secretariat advised that there were 16 duly appointed member representatives present in person and 16 proxies had been received representing a further 16 members which amounted to a total of 32 members.</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 30 September 2021, 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 2021, was circulated to the Members within the required statutory period, being 15 business days.</p>
4.	CHAIRPERSON'S ADDRESS
	<p>The Chairperson reported that the following changes in directorate had taken place during the financial year under review:</p> <ul style="list-style-type: none"> i. <u>New appointments:</u> Mr Paul Aucamp on 29 September 2021 Mr Rajan Govender on 29 September 2021 ii. <u>Resignations:</u> Mr Wayne Mann on 8 October 2021 iii. <u>Retirement:</u> Mr Veli Ngubane on 29 September 2021 <p>The Chairperson stated that 2020 had caught the world by surprise, economies of the world were disrupted, and that the DMASA had seen and witnessed the dawning of a new normal. There was however an unspoken hope for a better 2021. The DMASA had entered 2021 believing that it was better prepared to deal with life post-pandemic, that it had established some form of rhythm in the later part of 2020. 2021 turned out to be 2020 on steroids. Many people had suffered great loss, but had also found resilience, connection and even opportunity.</p> <p>The POPI Act commencement date was 1 July 2020, and organisations were given a grace period to comply by 1 July 2021 and with it came many uncertainties to the industry. The industry continues to be unsettled as further amendments and guidelines are being issued. In this regard, the Chairperson reminded all that the DMASA was there for them. The CEO and the team were working tirelessly to try and weed out any ambiguities pertaining to whatever communications are issued by the Information Regulator.</p> <p>The DMASA aimed to foster a good relationship with the Information Regulator's office which translates to full representation by the DMASA.</p> <p>The Chairperson thanked the CEO and the DMASA employees for their continued efforts and commitment in 2021. She further thanked the members for their continued support, despite tumultuous times. She expressed that she was looking forward to seeing members at the prestigious Assegai Awards to be held on 11th of</p>

ITEM	DISCUSSION
	November 2021 at The Venue, Melrose Arch, where members' excellent work and achievements would be celebrated.
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. <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 those members who were present in person and had submitted a proxy, that they refrain from voting as their proxy votes had already been accounted for.</p> <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 abstain from voting.</p> <p>The special resolution tabled for adoption at this AGM 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. A decision would not be accepted if more than half the members present in person or by proxy abstain 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, Ms Shirley Braham and Mr Mbuso Zondi to act as scrutineers for the voting process. Ms Marianne Fourie explained the process to be followed in members casting their 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 2021
	<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 2021, duly approved by the Board, be presented to the Members by the CEO, with the assistance of the Auditor representative.</p>

ITEM	DISCUSSION												
	PART 3: SPECIAL RESOLUTION												
	The Chairperson tabled the undermentioned special resolution, which members took as read.												
11.	SPECIAL RESOLUTION: RATIFICATION OF BOARD												
	<p>The Chairperson advised that the special resolution, in terms of Section 20 (2) of the Companies Act, provides for in the instance when a company's MOI limits, restricts or qualifies the purposes, powers or activities of that Company, or limits the authority of the directors to perform an act on behalf of the company, the members, by special resolution, may ratify any action by the company or the directors that is inconsistent with any such limit, restriction or qualification, subject to subsection (3), which reads an action contemplated in subsection (2) may not be ratified if it is in contravention of this Companies Act.</p> <p>As advised at the commencement of the AGM, Mr Wayne Mann had subsequently resigned as a Non-Executive Director of the DMASA on the 8th of October 2021 (after the issue of the AGM notice) hence the amendment of the proposed special resolution, namely :-</p> <p><u>Special Resolution</u></p> <p>It was therefore proposed that the Board's decision for Ms Christiane Yvonne Duval, whose term of office had expired in terms of Clause no 8.6 of the MOI, to remain on the Board as a Non-Executive Director until the holding of the next AGM, in order that she may have the opportunity of transferring her skills and industry knowledge to the remaining Board members and that thereafter she will step down from the Board at the next AGM, be ratified.</p> <p><u>Outcome of voting:</u> <u>On a show of hands and Proxies</u></p> <table data-bbox="203 1218 682 1428"> <tr> <td><u>For</u></td> <td></td> </tr> <tr> <td>13</td> <td>12 = 25 in total</td> </tr> <tr> <td><u>Against</u></td> <td></td> </tr> <tr> <td>0</td> <td>1 = 1 in total</td> </tr> <tr> <td><u>Abstain</u></td> <td></td> </tr> <tr> <td>1</td> <td>3 = 4 in total</td> </tr> </table> <p>It was noted that 2 members had refrained from voting on this ordinary resolution.</p> <p>The Chairperson declared the passing of the Special Resolution by the required 75% majority.</p>	<u>For</u>		13	12 = 25 in total	<u>Against</u>		0	1 = 1 in total	<u>Abstain</u>		1	3 = 4 in total
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	PART 4: ANY OTHER BUSINESS TO BE DEALT WITH AT THE AGM												
12.	GENERAL												
	There were no further items raised for discussion under General.												

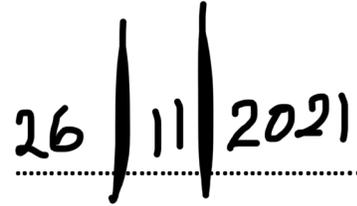
ITEM	DISCUSSION
12.1	CEO REPORT – PRESENTATION BY THE CEO
	<p>Mr D Dickens gave a brief presentation and the following salient points were highlighted:-</p> <ol style="list-style-type: none"> a. The DMASA brand should adapt, be agile in the changing COVID-19 environment. b. The DNC improved over the year. c. DMASA managed to organise the Assegai Awards despite the COVID-19 environment. d. The DMASA new look Online Academy was launched in 2021. e. The development of DPCP was started and tested via a soft launch in 2021. f. DMASA achieved financial success amongst others by: <ol style="list-style-type: none"> i. Ensuring that budget was a key focus as companies felt the impact of COVID-19. ii. Maintaining the cash flow. iii. Focused attention, specifically on expenses to the benefit and protection of the core stakeholders. g. DMASA produced guiding principles from industry experts to assist Members. <ol style="list-style-type: none"> i. There was focused spending and resource targeting on the following three new products:- The new Assegai Awards Applications. ii. The launch of the new Individual membership category. iii. Training with e-STUDY. h. There was significant spend on PoPIA in order for DMASA to comply with the Act. i. For 2022, the focus will be on the following: <ol style="list-style-type: none"> i. The growth of the business. ii. Leading the PoPIA lobby efforts on behalf of members and their interests to ensure a safe and thriving direct marketing sector. iii. Improving online professional training. iv. Changing of habits towards a healthy direct marketing ecosystem. v. Developing an industry code that holds Direct Marketers to a high professional standard, which is recognised by the Information Regulator and the global community. <p>The CEO then 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>
	PART 5: CLOSING
13.	COMMUNICATION OF VOTING RESULTS
	<p>The Chairperson confirmed that the voting results had been disclosed under agenda items no. 7 – 11 (inclusive).</p>
14.	CLOSURE OF MEETING
	<p>There being no further business to discuss, the Chairperson thanked everyone for their attendance and declared the AGM closed at 13h00.</p>

READ AND CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS.



A handwritten signature in black ink, appearing to be 'Z Luthuli', written over a horizontal dotted line.

CHAIRPERSON – Z LUTHULI



A handwritten date '26/11/2021' written in black ink over a horizontal dotted line.

DATE