

SATIBA

**Minutes of meeting held on**

**17 September 2015, 14h00**

**At Irene Country club, Pretoria**

**Present:**

Theo le Roux

Marais Steyn

Ana Sterrenberg

Michelle Narayan

Michael Pepper

Charlotte Ingram

Yvonne Holt

Petrus Loubser

Louis Rherl

Sandra Venter

Demaine Boettiger

Cleo Motsoari

Nikki Allorto

Yvonne Cordner

Werner Schoeman

Nat Ramoshebi

Sunette Bronkhorst

Caryn Wilson

Chris van Niekerk

Robert Crookes

Calista Hardwick

Lawrence Gobetz

Philip Venter

Daniel du Toit

Eduard Sevenster

Richard Strachan

Nicolene Shaw

Hans van der Heever

Marli Hanekom

Magda Slabbert

Apologies received:

Lynne Pickering, Carol Tonnesen, Sharon Munnick

Proxies received:

KZN Cornea and Eye association

Eye bank foundation of SA

### **1. Introduction and quorum**

Prof Magda Slabbert (chairperson for this AGM) welcomed all members to the meeting. A quorum at a members meeting shall be 35% of the total number of voting members, which means that 5 members needs to be present. With 11 voting member banks present and 2 proxies received, it was confirmed that a quorum was present.

### **2. Notice of meeting**

Although the notice of convening the meeting has been in the hands of the members for the prescribed period, Prof Michael Pepper explained that because this was the first AGM certain aspects that are prescribed by the Memorandum of Incorporation (MOI) had not been followed as indicated in the MOI. This included sending out an audited financial report, a chairman's report, etc. The corrected notice was now in the hands of all members.

Prof Pepper proposed that the members accept the shortened notice period in order that the meeting could continue. The proposal was seconded by Louis Rehr of Cryo-Save and was then put to the vote.

100% of the voting members voted in favour of the resolution and it was therefore duly passed.

Prof Magda Slabbert declared the meeting formally constituted.

### **3. Chairman's report and status report from interim board:**

The Chairman requested that the interim board members provide the meeting with a synopsis of the status of each of their projects as follows;

History and development: Sandra Venter

MOI discussion: Michael Pepper

Financial status: Petrus Loubser

Planned strategy: Louis Rherl

- 2 working groups:
  - Cleo Motsoari: Workshop topics planned for 2016
  - Michael Pepper: Legislative matters

Conference overview: Yvonne Holt

#### **4. Resolution to approve the appointment of directors**

The chairperson confirmed that 7 nominations had been received for the board of directors, that they had all accepted in writing and that the confidentiality agreement was signed for each nominee. Pre-prepared ballot papers were handed out and the following resolutions voted upon:

Resolution 1: Appointment of Michael Pepper as a director of the board.  
Seconded by Sandra Venter.

Resolution 2: Appointment of Sandra Venter as a director of the board.  
Seconded by Eduard Sevenster.

Resolution 3: Appointment of Yvonne Holt as a director of the board.  
Seconded by Richard Straughan.

Resolution 4: Appointment of Louis Rehrl as a director of the board.  
Seconded by Yvonne Holt.

Resolution 5: Appointment of Petrus Loubser as a director of the board.  
Seconded by Michael Pepper.

Resolution 6: Appointment of Charlotte Ingram as a director of the board.  
Seconded by Michael Pepper.

Resolution 7: Appointment of Yvonne Cordner as a director of the board.  
Seconded by Ana Sterrenberg.

#### **5. Resolution to authorise directors to constitute sub-committees**

Resolution 8: To authorise the directors to constitute sub-committees.

Proposer: Sandra Venter

Secunder: Yvonne Cordner

#### **6. Special resolution to accept the Memorandum of Incorporation.**

Resolution 9: Members to accept the Memorandum of incorporation as attached.

Proposer: Yvonne Cordner

Secunder: Louis Rehrl

#### **7. Voting results and announcement of board members**

##### Resolution 1

A 51% vote is required and the ballot reflected 13 for, 0 against and 0 abstentions representing 100% approval. The resolution was therefore carried.

Resolution 2

A 51% vote is required and the ballot reflected 12 for, 0 against and 1 abstention representing 92% approval. The resolution was therefore carried.

Resolution 3

A 51% vote is required and the ballot reflected 12 for, 0 against and 1 abstention representing 92% approval. The resolution was therefore carried.

Resolution 4

A 51% vote is required and the ballot reflected 13 for, 0 against and 0 abstentions representing 100% approval. The resolution was therefore carried.

Resolution 5

A 51% vote is required and the ballot reflected 11 for, 1 against and 1 abstention representing 85% approval. The resolution was therefore carried.

Resolution 6

A 51% vote is required and the ballot reflected 11 for, 0 against and 2 abstentions representing 85% approval. The resolution was therefore carried.

Resolution 7

A 51% vote is required and the ballot reflected 13 for, 0 against and 0 abstentions representing 100% approval. The resolution was therefore carried.

The board members were therefore confirmed as:

Michael Pepper; Sandra Venter; Yvonne Holt; Louis Rehrl; Petrus Loubser; Charlotte Ingram; Yvonne Cordner

Resolution 8:

A 51% vote is required and the ballot reflected 13 for, 0 against and 0 abstentions representing 100% approval – the resolution was therefore accepted.

Resolution 9:

A 75% majority vote is required for special resolutions and the ballot reflected 12 for, 0 against and 1 abstentions representing 92% approval – the resolution was therefore accepted.

**8. The meeting closed at 15h30.**