

SATiBA AGM

21 October 2020 at 15h00

MS Teams Virtual Meeting

Present:

1. Kuben Vather
2. Riana Cockeran
3. Tania Glatt
4. Michael Pepper
5. Yvonne Holt
6. Yvonne Cordner
7. Carol Tonnesen
8. Jane Ward
9. Carlo Jackson
10. Sandra Venter
11. Marais Steyn
12. Charlotte Ingram
13. Ansie Sevenster
14. Anna Tough
15. Bernice Blignaut
16. Jooste Vermeulen
17. Phindile dos Santos
18. Helena Heystek
19. Mariette Lowes
20. Moji Mogari
21. Tracey Gibbs
22. Mande Toubkin
23. Greg Bellairs
24. Rhyleen Chauke
25. Lia Jorge

26. Tshego Daisy Nkonthla

27. Mveledzu Tswelebo Fanyane Ndhlovu / Cleo Ndhlovu

Apologies received:

1. Calista Hardwick
2. Hans van den Heever
3. Sharon Munnick
4. Melodie Labuschagne
5. Petrus Loubser

1. Introduction and quorum:

Sandra Venter welcomed everyone to the meeting. 70% of members are required to attend the AGM. More than 70% were present, so a quorum was confirmed.

Notice of meeting:

The meeting was called within the prescribed period, and everyone received an agenda within the period. There were no questions, and the agenda was closed.

Confirmation of previous minutes:

The minutes of the previous meeting had been circulated and everyone had received a copy. No changes were made, and the previous minutes were accepted as correct.

2. Chairman's report – Sandra Venter

Presented by Sandra Venter. Please see attached document – Chairman's Report.

3. Financial report – Yvonne Holt

A summary of the income and expenses were presented by Dr Holt and the financial statements will be sent out with the minutes of the AGM. It was proposed to continue with the services of Wynand Opperman as appointed accounting firm. All in agreement.

4. Secretarial report – Yvonne Holt

Changes to the membership over the last year include appointment of Sandra Venter, President; Kuben Vather President-elect; and Prof Michael Pepper, Past-President.

Question: Mande Toubkin "How many ordinary members?"

Answer: 11 ordinary members, 4 associate members and 5 individual members with Ethics Committee remaining in place.

5. Matters arising – Sandra Venter

No matters arising from the previous minutes.

6. Election of Board Members and Resolution for changes to the MOI – Kuben Vather. Refer to the submission details previously circulated and attached to the minutes. For the purposes of this meeting the submission is captured in two basic resolutions:

1. Resolution 1

The following board members' term has come to an end: Carol Tonneson and Cleo Ndhlovu. Carol Tonneson may be re-elected, Cleo Ndhlovu no longer works in the Tissue Banking Sector and therefore unfortunately does not qualify for re-election. Nomination received for Carol Tonneson. All paperwork in order; everyone in agreement. CT reappointed to board.

2. Resolution 2

Proposed amendment were circulated. Resolution to amend the MOI to reduce the number of registered Directors with CIPC, SARS and the bank to only three (3) Directors of the Company (NPC) and to constitute an executive committee to manage the activities of SATiBA. It was also proposed that an "Observer membership" category be established.

No objections received. Full quorum reached.

Resolution amendment proposal to be submitted for inclusion in the MOI and submit to CIPC.

7. Supplementary items

No supplementary items received for the agenda.

The following Members presented perspectives on their Challenges, Victories and General situation since the start of Covid-19:

- SA Bone Marrow Registry
- Organ Donor Foundation
- Bone SA: Vitanova
- SANBS
- Centre for Tissue Engineering
- Next Biosciences
- SA Burn Care Trust: Ubuntu Initiative
- KZN Cornea & Eye Association: Eye banking
- KZN Cornea & Eye Association: Femoral head donation
- Global Giving fund raising project feedback: Ansie Sevenster
- WCBS

8. The meeting closed at 17h30

Closing Comments from the Past President:

“It was a privilege for me to lead Satiba over the past six years, and to interact with everyone. I am always available to help, wherever possible. I would like to congratulate Sandra Venter on a wonderful job so far. Sandra, with Kuben Vather at your side, I have no doubt that SATiBA will go from strength to strength. It has been exciting to see the diversity of challenges for all the member banks, all on the rebound, regrouping and growing. I would like once again to acknowledge the immense contributions of my fellow board members to the successful running of SATiBA.”

Michael S Pepper

Chairperson’s Report

It is an immense privilege to bring you a report of the activities of the past twelve months. Looking back, I realise that last year this time, we probably didn’t grasp the full impact that the pandemic would have on our lives - our businesses, the local health sector, education, the economy – in fact there is not a single area in our day to day lives which has not been affected by it. It is therefore a great joy and relief to me, even though we’ve all been affected, that we are still here and able to have this opportunity to meet, share and encourage one another.

Some of our members are experiencing severe difficulty in these times and for some reaching out to others to form collaborations has been a means to survival. I am personally very encouraged to see such positive opportunities being explored. For others, the pandemic provided new opportunities to expand their services and for that we are glad and grateful.

I take this opportunity to thank all our members and in particular the SATiBA board members for their continuous dedication and commitment to our work. At the previous AGM, in an effort to ensure continuity and encourage rotation we took a decision to implement the leadership categories of President Elect and Past President. As I’ve done in a recent newsletter, I want to place on record our thanks and appreciation to Michael Pepper, who now serves as Past President, for the many years of consistent leadership on our board – he is one of a kind and a role model to many of us. Thank you to Kuben Vather who has taken up the challenge of President Elect – together we hope to accomplish much in the next year or two.

International participation

SATiBA continues to be a sister member of the EATCB and an observer member to the WUTBA. Through this participation Michael has been able to represent us in the drafting of a WHO Global action framework to advance universal access to safe, effective and quality-assured human tissues for transplantation (GAFTT) 2022 – 2030. The main objective is to strengthen the capacities of Member States and to achieve national self-sufficiency where possible.

It was the intention for SATiBA to host the 29th World Congress in Tissue Banking this coming weekend, but sadly this congress has been postponed indefinitely. Should a decision be made to host a face-to-face meeting in the near future, SATiBA remains a potential host of the event.

Newsletters and Website

We have started work on a refreshed and modern looking website which in future hopes to showcase some of the work SATiBA members are involved with. We encourage all members to provide content for the site and to make use of the SATiBA newsletters to share information and encourage further collaboration.

On an administrative level, in compliance with POPi requirements, we have formally appointed Yvonne Holt as SATiBA Information Officer and sent out the necessary communication to our mailing list. We have also contracted Julie Purkis to assist with administrative functions of the organisation.

Projects

SATiBA has been involved with a number of projects and while some of them has slowed down due to the current situation, they are all still continuing:

- Drafting of guidelines for cornea, bone & tendon, skin, cardiovascular and amniotic tissue: Thank you to Cleo Ndhlovu who coordinated the process and everyone who contributed to it thus far. We are now at a point of final reviews and hope to publish it on our website by the end of the year.
- The pilot project in Greys Hospital, Pietermaritzburg which is driven by Yvonne Cordner of the Burn Care Trust has made great progress and achieved formal inclusion of a required death referral system into a state facility – a first for SA. We look forward in anticipation to the longer term outcomes of the project.
- In the Western Cape, the collaboration with the provincial Forensic Pathology Department is continuing and although the project was severely affected by the pandemic, it is still supported by senior management, and we trust that it will gain new momentum now that the situation around the pandemic is improving.
- The project for Biomedical Scientist & Tissue Retrieval Technician registration with the HPCSA has made some progress and will now be taken forward by Mariette Lowes and supported by Dave Brittain from SASCeTS & Riaan Cockeran from SANBS.
- The Global Giving fund raising project for a national call center is underway and championed by Ansie Sevenster and the project is supported by SATS and the ODF.

In the next few month Satiba will start work on drafting of a document which could potentially trigger discussion on a National policy for organ and tissue donation. A member data collection program will also be started to record relevant information such as donor numbers, transplant & allograft numbers, adverse events, etc.

The SATiBA community is small but has made a significant impact over the last few years. It is an honour to work & interact with this group of exceptional people. I look forward to some new challenges and hope to involve more individuals from our sector in future projects, workshops and collaborative efforts.

Thank you.

A handwritten signature in black ink, appearing to read 'S. Venter', written in a cursive style.

Sandra Venter

President and Chairman of the Board

21 October 2021

Date: 12 October 2021

To: The Members of The South African Tissue Bank Association NPC

REQUEST TO THE SATIBA MEMBERSHIP TO SUPPORT THE ADOPTION OF THE AMENDMENTS PROPOSED TO THE MEMORANDUM OF INCORPORATION

1. PURPOSE OF THE SUBMISSION

The purpose of this submission is to request the members of the South African Tissue Bank Association NPC ("company") to support the adoption of the amendments proposed to the company's Memorandum of Incorporation ("MOI").

2. BACKGROUND AND PROPOSED AMENDMENTS TO THE MEMORANDUM OF INCORPORATION ("MOI")

At the Board meeting held on 10 March 2021, it was agreed that for administrative reasons and cost saving that the number of registered directors with CIPC, SARS and the bank be reduced to only three (3) and that an executive committee be established to manage the activities of SATiBA.

It was also proposed that an "Observer membership" category be established.

To enable these changes the following key amendments be effected into the company's MOI:-

2.1 Under **Section 1.5** of the MOI be amended to read:-

"associate member" – an entity or individual not involved primarily in the business of procurement, processing, manufacturing, storage, selling, marketing and/or as distributors of human tissue as its main business focus but whose activities are closely related to tissue banking for therapeutic purpose and admitted to the Company as such a member;

"observer member" – an entity or individual not involved primarily in the business of procurement, processing, manufacturing, storage, selling, marketing and/or as distributors of human tissue as its main business focus and admitted to the Company as such a member;

2.2 Under **Section 7.2** of the MOI be amended to include:-

"7.2.4 Observer members"

2.3 The provisions of **Section 17** of the MOI be amended to read as follows:-

"unless otherwise determined by a meeting of members, the board shall consist of a minimum number of at three (3) directors, of which will be the current president, president-elect and the past president. The directors shall be appointed by the Members of the company to serve a minimum term of six (6) years, unless they cease to be directors in terms of any ground mentioned in section 69 of the Companies' Act No. 71 of 2008 (as amended).

2.4 The provisions of **Section 20.1.1** of the MOI shall be amended to read as follows:-

"Directors shall be elected to the board in accordance with the following procedures –

at the expiry of their six (6) year term, the directors then currently in office shall step down and the same number of new directors, from amongst ordinary members, shall be elected to the board at the next annual general meeting scheduled to take place following the stepping down of such directors for a period of six (6) years. The election shall be effected by secret ballot, with a broad representation as far as is possible of all disciplines involved."

2.5 The provisions of **Section 20.1.2** of the MOI shall be amended to read as follows:-

"Notwithstanding the provisions of Section 20.1.1 above, all directors of the board shall be eligible for re-election on termination of their period of office for another period of six (6) years".

2.6 The provisions of **Section 20.9** of the MOI shall be amended to read as follows:-

“The standing and elected directors of the board shall, at their first meeting of the board immediately following the expiry of their six (6) year term, elect a president (previously chairperson), president-elect (previously vice chairperson) and treasurer from amongst themselves.”

2.7 The provisions of **Section 20.10** of the MOI which states that:-

“The President-elect shall serve for a total period of six (6) years (2 years as President-elect; 2 years as President; and 2 years as Past-President). As President-elect, he/she will work closely with the President in learning the role and responsibilities to ensure continuity and fill in as and when needed. At the end of the first 2 year term the President-elect shall become the President and serve for a period of two (2) years as the President and Chairperson of the board, after which he/she shall serve a last 2 years as Past-President. At the end of this term the Past-President shall, become a member of the Working Committee, provided however that he/she meets the requirements of Section 24.1 below or elects to resign as a director or member of the company’s board or any committee then in place. The Past-President shall not be nominated for the position of a president or president-elect again until his/her six (6) term has come to an end.”

2.8 The provisions of **Section 27.1** of the MOI shall be amended to read as follows:-

“A person will qualify for appointment as a director on the company’s Board or member on any of the Committees if she/he is a representative of such a member and designated by such member.”

2.9 The provisions of **Section 27.3** of the MOI should be moved and added under Section 34 as sub-Section 34.4

2.10 The provisions of **Section 27.4.7** of the MOI shall be amended to read as follows:-

“Resolve disputes and conflicts in a constructive manner within the board – under the leadership of the Chairperson of the Board, or if the current Chairperson is involved in the conflict or dispute, the previous Chairperson; and

either Chairperson, as the case may be, may seek expert assistance if required, in order to assist in the resolution of the matter.”

2.11 Under **Section 34** the following proposed amendments should be made:-

- i) The heading of the words “OPERATION OF SUB-COMMITTEES” be amended to read “**OPERATION OF COMMITTEES**”.
- ii) The word sub-committee throughout the MOI, be amended to read “committee”.
- iii) The provisions of **sub-section 34.2.7** should be replaced by the following:-

“The Chairpersons of the Committees appointed by the Board must present written reports on items tabled for Board consideration by the respective Committees and present these at Board meetings for further consideration and/or approval.”

- iv) The provisions of **sub-section 34.3.1** should be replaced by the following:-

“Be appointed by the board following nomination by the Principal Representative of an ordinary member and any member shall be free to nominate a person to participate in the activities of any committee, provided that the board may, at its sole discretion, limit the number of participants in the interest of committee efficiency and effectiveness.”

- v) The provisions of **sub-section 34.3.3** should be replaced by the following:-

“Always meet in the presence of a person delegated by the board to attend such meeting(s) to take minutes and be responsible for all other administrative arrangements associated with committee activities.”

- vi) The provisions of **sub-section 34.3.4** should be replaced by the following:-

“The Board shall be responsible for the appointment of the first chairpersons of the Committees and subsequent chairpersons will be appointed by the Committees from

amongst their members at the expiry of the terms of such chairperson. The chairpersons shall take responsibility for setting agendas for committee meetings with the board and ensure that the committees fulfil their mandates, with the assistance of the various committee members.”

2.12 Under **Section 36** the following proposed amendments should be made:

i) The provisions of **sub-section 36.3** should be replaced by the following:-

“A copy of the financial statements as applied, which are to be placed before the membership at an annual general meeting and the board, an accountant’s report shall, not less than ten (10) business days before the meeting, be made available on request to all members entitled to vote at an annual general meeting.”

3. RECOMMENDATION

In view of the above, it is therefore recommended that:-

3.1 The Membership support the adoption of the amendments proposed to the Memorandum of Incorporation of SATiBA.

3.2 The amendments to the MOI be lodged with the Companies and Intellectual Property Commission for acceptance and filing.

Submitted by:-

Ms Sandra Venter
President