



MINUTES OF THE ANNUAL GENERAL MEETING OF 2017

The Annual General Meeting of the Southern African Gas Association was held on 13 October 2017 at the SAGA Office, 27 Princes Avenue, Windsor West, Randburg

The meeting commenced at 09:02

WELCOME

The Chairman welcomed all the members and thanked them for attending. It was duly confirmed that all members received the AGM notice within the required time and the AGM pack for download.

The members were duly reminded of SAGA's Anti-Trust Policy and Meeting Rules to which every member in attendance needs to abide during the AGM.

ATTENDANCE, PROXIES AND QUORUM

Present: 12 members attended (as per attendance register)

Apologies: 4 apologies received (Grant Reneclé, Clinton Kistensamy, Andries Henning & John Rundle)

Proxies: 6 proxies received for which proxy forms were open for inspection. Proxies were accepted by the AGM.

Votes per proxy: 4 proxies' indicated voting in favour for agenda items on form provided (John Rundle, Anton Dye, Peter Pape & Jackie Hilscher), 1 abstained as to voting on AFS (John Rundle) and 2 open for voting by the proxy holders: Hendrik v Huyssteen & Grant Renelcé.

Quorum: A quorum of 18 members in total was established through 12 members present and 6 by proxies. The Chairman declared the meeting duly constituted. The motion is passed unanimously

NOTICE OF MEETING

Notice of the Annual General Meeting 2017 and respective documentation is taken as read duly accepted by members in attendance.

CONFIRMATION OF MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

Previous minutes of the meeting held on 21 October 2016 was reviewed and accepted as a true reflection of proceedings and confirmed. The motion passed and minutes adopted unanimously.

The adopted minutes were duly signed by the Chairman in the presence of the AGM. .

MATTER ARISING FROM THE PREVIOUS MINUTES

There were no matters arising from the previous minutes.

CONFIRMATION OF CHAIRMAN'S REPORT

The Chairman's report was provided to all members prior to the meeting and confirmed as read.

Amendment to previous minutes of 2016: no reason for CM van der Walt to have stood down as director as all 4 directors have been re-elected in 2015 to serve for another 3 years with maximum period of 9 years as per MOI.

The association remains aligned to its vision, mission, goals and strategy.

The Chairman's report as confirmed was accepted unanimously.

CONFIRMATION OF THE ANNUAL FINANCIAL STATEMENTS ENDING 30 JUNE 2017

During the year the company incurred a net surplus of R702,148 compared to previous year surplus of R488,177.

The company's cash flow remained healthy with the cash resources (cash & cash equivalents) at the end of the year amounting to R3,969,702 compared to previous year of R3,450,308. No bad debt for FY15.

A provision has been made for pre-paid registrations for the amount of R22,200. This is a current liability as to the registration process which needs to be managed and reported on a monthly basis during financial committee meetings.

Question was raised by a member: "*does SAGA place all reserves within a Money Market for better return?*" Chairman confirmed the question as raised is correct.

AGM requested a breakdown of the consulting fee. Consulting Fee Ledger was explained to the AGM that it is the Chairman's contractual fees and also stated within Related Party Transaction Fees #12 of the AFS.

There were no further comments or enquiries on the Annual Financial Statements.

The AFS was confirmed and passed by majority of members with 2 members abstaining.

BUDGET 2018

High-level budget for 2018 was presented by the Chairman. Training remains the biggest income for SAGA, followed by membership and SGES.

There were no further comments or enquiries on the Budget for 2018.

APPOINTMENT OF AUDITORS FOR THE ENSUING YEAR

The Chairman informed the members that an auditor can only stand for a period of 5 years as required by the Company Act of 2018 also incorporated within the SAGA MOI. Rademan & Associates only consist of one auditor and therefore SAGA has to interview new auditors for the ensuing year. SAGA interviewed one auditor and await formal proposal from a second auditor. Chairman requested the members to allow the SAGA Board to approve and appoint the auditor for the ensuing year.

It was also confirmed by Rademan & Associates that SAGA is a BBBEE Level 4 contributor.

The appointment of new auditors for the ensuing year was accepted and passed unanimously.

ELECTION OF DIRECTORS

As per the 2015 AGM and the Memorandum of Incorporation (MOI), SAGA have 4 (four) Directors nominated to serve for period of 3 years.

Members were welcome to nominate persons to serve as Directors. There being no nominations for directors the current directors will continue for the ensuing year.

ELECTION OF COMMITTEE MEMBERS FOR THE ENSUING YEAR

The election of committee members was addressed and the Chairman requested nominations from the members to participate in the following board committees:

- Training and Competence
- Safe Gas Equipment Scheme
- STAC

A SAGA Director will attend the committee meetings to ensure intent and purpose thereof is maintained and ensured.

Suggestion was raised that members must be placed on a rotation basis to serve on the above committees, which will ensure industry involvement. Include this as condition of membership which will also ensure a level of competency and not always the same members at each committee. All committee meetings can be done via teleconference to ensure everyone attending.

No nominations to these committees were received.

POINTS FOR DISCUSSION

- **Piping Course**

The SANS329 vs SANS 10087-3 scenario were explained. Behavioural changes of SANS10087-3 practitioners as to working outside the scope of the standard to be stopped. A new reticulation piping course for gases will be available end Jan 2018 for industrial gas practitioners for licencing purposes. This piping course will alleviate current malpractices within the industrial environment.

- **Reregistration of SGES Permits**

A question from members raised was “Why must permits be renewed every 3 years?” Renewal process and prices explained by the Chairman. The renewal process was adopted to be aligned with the LPGSASA process and Mandate from DoL. Members receive a substantially discounted fee for the renewals of permits.

SAGA has informed LPGSASA of ongoing concerns and complaints raised by the natural gas importers and suppliers approaching our association for guidance as to the SAS scheme. Underlying concerns raised by persons approaching our association cannot be ignored and are seemingly for an array of reasons. SAGA has formally requested that LPGSASA investigate all concerns and complaints as to permit registration for domestic appliances etc.

- **SAGA vs. SACGA Companies Tribunal**

The Chairman informed the members of the company name dispute raised by SACGA and that it is in the Company Tribunal stage. SAGA will keep members informed as to progress and or final outcome. SAGA and SACGA are busy clarifying roles and responsibilities between each association and their members in order to eliminate functional grey areas.

- **Combustion Seminar 2018**

SAGA is proud to announce that a Combustion Seminar is planned for March 2018. Member's involvement would be instrumental in establishing credibility to this event. SAGA is in need of speakers for this seminar and if interested members or if they are aware of any reputable speakers for any of the selected topics, members must please inform SAGA. Members requested that a synopsis of the topics to be forwarded to all so that they can engage with their principals for support or speakers

VOTE OF THANKS

The Chairman thanked members for attending the AGM and for their continued support of the current Board of Directors in managing the Association.

CLOSURE OF THE ANNUAL GENERAL MEETING

The formal proceedings were concluded in accordance with AGM proceedings as per the Company Act and MOI.

It is hereby duly recorded that all matters of compliance and matters raised by members were confirmed and fixed in the agenda and duly discussed.

There being no further business the Chairman declared the meeting closed at 10:37

Signed as a correct and complete record of proceedings of the meeting.

Roy Lubbe
Chairman
Southern African Gas Association

Date