

MINUTES OF THE ANNUAL GENERAL MEETING OF 2019

The Annual General Meeting of the Southern African Gas Association was held on 9 October 2019 at the SAGA Office, 27 Princes Avenue, Windsor West, Randburg

The meeting commenced at 10:01

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 including 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: 15 members attended (as per attendance register)

Apologies: 2 apologies received (Grant Renecke & Stephan Ceronio)

Proxies: 12 proxies received for which proxy forms were open for inspection. Proxies accepted by the AGM. Votes per proxy were as follows: 9 proxies to vote all in favour; 1 proxy to vote as proxy chooses; 2 proxies to abstain from voting.

Quorum: A quorum of 27 members was established through 15 members in attendance and 12 by proxy. A quorum of 17 members in attendance and by proxy's is required. A quorum was confirmed and the Chairman declared the meeting duly constituted. The motion is passed unanimously.

NOTICE OF MEETING

Notice of the Annual General Meeting 2019 was received within the required period and AGM pack is taken as read by all. The motion is passed unanimously.

CONFIRMATION OF MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

Previous minutes of the meeting held on 12 October 2018 was reviewed and accepted as a true reflection of proceedings and confirmed. Proposed by Peter Pape and Seconded by David Julius.

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



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 was confirmed as read by all members.

Highlighting a few aspects...

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

The Department of Employment and Labour (DEL) had a name change. SAGA is meeting with the DEL Chief Inspector on 14 October with the expressed intent of discussing the processing of notices after the 60-day expiry date is reached.

As to the Safe Gas Equipment Scheme (SGES), an increase of 140% being 17 new companies participating in the scheme.

Establishing SAGA as the "Safety Regulator" in support of Nersa remains under discussion as Nersa is in anticipation of a top management directive on the same.

The gas practitioner part occupational qualifications and certifications have been concluded and are in public comments phase via the QCTO. This qualification will realise a career path for new entrants to the gas market.

Resolutions passed for adoption of new technical standards are SANS XXX low pressure Industrial generated gases and SANS 2974 for flats and multi dwellings. SAGA and SABS will inform industry once the workgroups have been setup to ensure industry work group participation.

Due to poor uptake as to exhibitors and delegates, the combustion seminar is rescheduled for March 2020. Option of a collaboration with Mozvest "upstream" on day 1 and SAGA "downstream" on day 2 are an option. Alternatively, a theme change. SAGA will keep all members updated on how it pans out.

The Chairman's report as confirmed was adopted by 25 votes in favour and 2 abstain from voting.

CONFIRMATION OF THE ANNUAL FINANCIAL STATEMENTS ENDING 30 JUNE 2019

SAGA continues to maintain sound growth initiatives and is in good financial position maintaining a healthy balance sheet with secure financial reserves.

During the year the company incurred a net surplus of R903,973 compared to previous year surplus of R308,260.



Interest earned on cash resources amounted to R310,770.00. The company's cash flow with the cash resources (cash & cash equivalents) at the end of the year amounting to R5,404,003.00 compared to previous year of R4,747,485.00 is sound. No bad debt for FY 19.

A provision has been made for pre-paid registration for R35,376.00. This provision is managed on a monthly basis as part of the registration process and these monies have been secured in a separate savings account for control purposes and accurate financial reporting.

Short term insurance took a rather nasty blow with the spate of theft the past year or so. To such an extent SAGA needed to find a new insurer which was initially problematic but resolved and came in the form of a dramatic increase in premium.

The budget for 2019/2020 was approved on a Board of Directors meeting of 25 July 2019.

The AFS was confirmed by 25 votes in favour and 2 abstain from voting.

APPOINTMENT OF AUDITORS FOR THE ENSUING YEAR

SAGA informed the members that RK Accountants is the current auditor and satisfied with their services.

The appointment of the auditor for the ensuing year was passed and the Chairman declared the motion carried unanimously.

ELECTION OF DIRECTORS

As per the MOI, the current directors were re-confirmed for the ensuing three (3) years. A nomination for Andre Joubert from The Combustion Group was received prior the AGM. As prescribed by the MOI, there was no vacancy to be filled on the Board at the time of the AGM therefore the need to elect an additional director was not necessary or required.

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 for guidance and to ensure the purpose thereof is achieved.

SAGA received nominations to the following committees, where applicable:

- Training and Competence (None)
- Safe Gas Equipment Scheme (Andries Henning)
- STAC (Tumelo Moloi)



POINTS FOR DISCUSSION

No additional points for discussion were noted

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 10:46am.

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

Roy Lubbe
Chairman
Southern African Gas Association

Date