



NOTICE OF ANNUAL GENERAL MEETING 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately consult the 2019 AGM Principal Officer at: agm@sachefs.co.za

NOTICE OF PUBLICATION OF ANNUAL REPORT

Notice is hereby given that the South African Chefs Association's Annual Report 2018 has been published on the Company's website- www.saca.co.za

AGENDA

1. Welcome and quorum
2. Minutes of the 2018 Annual General Meeting - for approval
3. Tabling of the 2018 Report, including the SA Chefs' Annual Financial Statements for the financial year ended 28 February 2018.
 - 3.1 Presentation by the President of SA Chefs.
 - 3.2 Presentation of the SA Chefs financials
4. Governance
 - 4.1 Appointment of Auditors
 - 4.2 Motions
5. General
6. Closure of the AGM
7. Member Engagement The Board of Trustees invites members to engage with the Principal Officer and the Board of Directors.

South African Chefs Association NPC
(Registration Number 1987/002444/08)
("the Company")
Notice of Annual General Meeting
("Notice")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the members of the Company will be held at the **University of Johannesburg, School of Tourism & Hospitality, Kerzner Building, 52 Bunting Road, Auckland Park**, on **31st May 2019** at **10h00**.

Registration from **08h00** to **10h00**.

Members attending the AGM must bring along together with their **membership card** any of the following identification documents: A South African ID book or Smart ID card, South African Driver's License or a Passport.

1. RECORD DATE

The record date for determining which members are entitled to receive notice of the annual general meeting is **10 May 2019** and the record date to participate in and vote at the annual general meeting of the Company is **24 May 2019**.

2. ATTENDANCE AND VOTING

2.1 Please note that, in terms of section 62(3)(e) of the Companies Act, 2008 ("the Companies Act") –

2.1.1 a member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, participate in and vote at the annual general meeting in place of that member and members are referred to the form of proxy attached to this Notice as Annexure A; and

2.1.2 a proxy need not also be a member of the Company.

2.2 Note further that section 63(1) of the Companies Act requires that the annual general meeting participants must provide satisfactory identification and in this regard, before any person may attend or participate in the annual general meeting –

2.2.1 such person must present reasonably satisfactory identification; and

2.2.2 the chairperson of the annual general meeting must be reasonably satisfied that the right of that person to participate and vote, either as a member or a proxy for a member, has been reasonably verified.

- 2.3 Proxy forms must be delivered to the chairperson of the annual general meeting at **least 48 (forty eight) hours** before the commencement of the annual general meeting. Notwithstanding, the chairperson shall be entitled to accept proxy forms presented up to the exercise of voting at the AGM. Completed Proxy forms may be electronically sent, together with a copy of the suitable identification to :- agm@saca.co.za
- 2.4 The completion of a proxy form by a member entitled to complete such a proxy form, will not preclude such member from attending the annual general meeting in person.

3. RSVP

For logistical reasons it would be appreciated if members or their proxies who will be attending the annual general meeting in person could RSVP by **29 May 2019**. clicking on this link- pa@saca.co.za.

A failure to RSVP will not affect a member's right to attend the meeting in person or by proxy.

4. ELECTRONIC VOTING

Members or their proxies cannot participate in the annual general meeting by way of a teleconference call.

5. GENERAL PURPOSE OF THE ANNUAL GENERAL MEETING

The general purpose of the annual general meeting shall be to consider and, if deemed fit, to pass, with or without modification, the resolutions set out hereunder, as well as to deal with the matters set out below.

6. ANNOUNCEMENT OF THE RESULTS OF THE ELECTION OF THE BOARD OF DIRECTORS OF THE COMPANY

The following persons were elected to the board of the Company pursuant to the written resolution in terms of section 60 of the Companies Act –

Adrian Vigus Brown - has been the SA Chefs young Chefs Club Chairman since 2013 and is the World Chef Young Ambassador for Middle East and Africa. Adrian is also an active SA Chefs level B judge with international and national judging experience.

Carianne Wilkenson - Served on the SA Chefs Western Cape regional committee since 1999 . Carianne has set on the TWG panel developing the Chef Occupation Curriculum and Qualification, as well as the NAMB panel for developing the trade test for the new chef qualification .

Coovashan Phillay - Chairman of SA Chefs Gauteng Region, is currently the Executive chef of Protea Hotel by Marriot O.R Tambo International Hotel School.

David Keir - Has been a member of SA Chefs for over 20 years , in 2015 he was appointed a SA Chefs Director with taking on an added responsibility of the Finance Committee . He has 20 years of experience in the Chef and Catering industry.

Kabelo Segone - is the SA Chefs Vice president since 2015 and was appointed Director in 2009 He has been an active member for the past 12 years.

Linah Pinky Maruping - has been a SA Chefs member for the past 11 years. She is passionate about the industry . Linah has been appointed Regional Customer Manager for Uniliver Food Solutions.

Peter Robertson - Has been a member of the SA Chefs for the last 5 years he has been an active member of the association. He was SA Chefs Chairman of the Western Cape Region and North West. He is a accredited Chaine des Rotisseurs and SA Chefs judge.

Warren Frantz - is the committee Chairman of SA Chefs, KwaZulu Natal Region, is the Complex Executive Chef and Food and Beverage Operations Manager at the Ushaka Marine World.

This constitutes the notice of the result of the written resolution, as contemplated in section 60(4) of the Companies Act.

7. MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 28 March 2018.

The minutes of the annual general meeting of the Company held on the **28th March 2018** will be presented at the annual general meeting. A copy

of the minutes can be accessed by clicking on this link:-
<http://www.sachefs.co.za/sa-chefs-31-may-2019>

Attached to the e-mail under cover of which this notice is sent, is a copy of the minutes. Should a member have any comments on the minutes, they are welcome to raise such comments before or at the Annual General Meeting.

8. PRESENTATION OF THE ANNUAL REPORT FOR THE COMPANY FOR THE PERIOD ENDING ON 28 FEBRUARY 2018.

A summarised form of the annual report of the Company will be presented at the annual general meeting. A copy of the annual report can be accessed by clicking on this link:-

<http://www.sachefs.co.za/sa-chefs-31-may-2019/>

Attached to the e-mail under cover of which this notice is sent, are the highlights of the annual report for the Company for the period ending on February 2018.

9. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDING ON 28 FEBRUARY 2018

A summarised form of the annual financial statements of the Company will be presented at the annual general meeting. A copy of the complete annual financial statements can be accessed by clicking on this link:-

<http://www.sachefs.co.za/sa-chefs-31-may-2019/>

Attached to the e-mail under cover of which this notice is sent, are the highlights of the financial results for the Company for the period ending on 2018.

10. RESOLUTIONS

The directors believe that the proposed resolutions are in the best interests of the Company and its members and unanimously recommend shareholders to vote in favour, as the directors intend to do.

10.1 Ordinary Resolution Number 1 - Appointment of the auditors

"Resolved that **CTF Tax & Financial Services** be reappointed as the auditors of the Company, as contemplated in section 90 of the Companies Act."

The percentage of voting rights that will be required for the adoption of this ordinary resolution is the support of more than 50% of all the voting rights that are entitled to be exercised on this ordinary resolution.

10.2 Ordinary Resolution Number 2 - Authority of directors

"Resolved that any director of the Company, acting alone, is authorised to do all things and sign all documents as may be reasonable or necessary to give effect to the preceding resolutions. Any actions which have been taken by any director of the Company or any of the officer or prescribed officers of the Company related to the preceding resolutions are ratified and approved."

The percentage of voting rights that will be required for the adoption of this ordinary resolution is the support of more than 50% of all the voting rights that are entitled to be exercised on this ordinary resolution.

By order of the 2018 SA Chefs Board of Directors,



Arnold Tanzer (Principal Officer)

9th May 2019

MEMBERS RIGHTS

Right to have a matter of business dealt with at the AGM

Members meeting the threshold and time limit set out in Section 61 of the Companies Act can require that the Company give its members notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business.

Right to ask questions at the AGM

Any member attending the meeting has the right to ask questions.

The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) the answer has already been given on a website in the form of an answer to a question;
- c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.