



**South African Chefs Association
Annual General Meeting**

**Date: Tuesday 24 January 2022
Time: 09h25 – 16h23**

**Venue: Protea Hotel by Marriott
Johannesburg Balalaika Sandton**

Meeting Minutes

Present:

Absalom Kotsokoane	Gideon chimbara	Mulaudzi mulweli Martha	Thomas Hurter
Adele Stiehler	Glenn McGinn	Naledi Matshoga	Thulaganyo Segalwe
Adrian Vigus-Brown	Gwabeni Bomkazi	Nicola Eksteen	Thuto Masala
Aideen O'Mara	Happiness Mkhize	Nkosikhona Myaka	Tsakani Dlamini
Alicia Rassool	Heinz Brunner	Nkoti Seloane	Tumi Mnguni
Allister Esau	Helene Visagie	Nwabisa Lisa	Usisipho Mashiqa
Andrew Hosking	Ishmael Louw.	Octavius Nare	Varinia Ladbrooke
Asanda	Israel Mogomotsi	Okuhle Leeuw	Veronica Namane
Asanda	Itumeleng Motingoe	Oliver Reddy	Verosha Lutchman
Asanda Mtukushe	Jason Hodgkinson	Paballo Mosenogi	Vutomi Tracy Baloyi
Asanda N Futshane	Jean-Pierre Siegenthaler	Paritile Mathala	Waylen Van Wyk
Asanda Zantsi	Jocelyn Myers-Adams	Patricia Mogotsi	Winniefred Mokwena
Avhatakali Thomani	Jodi Gillespie	Paul Blumberg	Xoliswa Ntokazi Nkosi
Barney Lategan	June Steenekamp	Pauline Moeng	Yaseen Henry
Bipin lawot	Kabelo Segone	Percy Josiah Mavhungu	Zama ndlovu
Bonke Diko	Kagiso Sebediela	Phepane Melesi	Zamaswazi Nkosi
Brian Nell	Kayembe mwepu	Philippe Frydman	Zana Alvarado
Candice Adams	Keamogetse Thole	Prince Sithole	Zandiswa Khuzwayo
Charles Makoea	Kefilwe Molele	Robin C Mc Luckie	Zimasa Matiwane
Chef Andile Somdaka	Kelly Fowlds	Rofhiwa Given Nefumembe	Zithulele Hlombe
Chené Goosen	Lebogang Mothopeng	Seymour Talpert	Zodumo Msiza
Chulumanco Gojela	Lee Khoza	Shane Olsen and Cobus Swart	Zolani Ntsumpa
Coovashan Pillay	Lerato Refiloe Moti	Shannon Cassim	Zubaidah Solomon
Corrie Kriek	Lesley jacobs	Shirley Fawke	Zuziwe Dlwati
Craig Henley	Lethu Fakazi	Shoeshoe Borole	
Dave Collier	Londiwe	Sibusiso Nyembe	

Debby Laat,	Lottie Austine Nxumalo	Sipho Vilakazi
Dede wyt	Lufuno Nengovhela	Sizani Mbambo
Deon Pastor	Lungile Makiza	Sonja Labuschagne
Deon Schutte	Mabatho Majara	Stephen Billingham
Dimakatso	Mahlomola Thamae	Stuart McClarty
Donald Ledwaba	Makgato Ramohadi	Suné Terblanche
Dumisani prince maluleke	Manfred Reinhart	Tabisa Ningiza-Hlanyane
Edward Clegg	Mankiane Nkhatho	Tamryn Iyer
Elias Letswele	Maria Monama	Tebogo Juliet Seloane
Emmarentia Khanyile	Marius	Tefo Tshepiso Mokgoro
Eunice Molefe	Mark Hibberd	Thato Samson
Fanie Sebapo	Mashadi Mashiane	Themba Chauke
Fanny minyuku	Maswanganyi Ezra	Themba Dyantyi
Gabeni Thizwidivhi	MDMartha Masilo	Thomas A Gugler

Guests:

Peter Carlisle
Poena Le Roux
Cecelia Zietsman
Shaun Smith

Agenda Item	Actions & Deadline
<p>1. OPENING AND WELCOME The meeting was opened by Arnold Tanzer (Presiding Officer of the South African Chefs Association, who welcomed the Board of Directors, Auditors, shareholders, and staff members present.</p>	
<p>2. ATTENDANCE REGISTER See attached attendance register.</p>	
<p>2. QUORUM As this is an adjourned meeting the MOI does not require a quorum for the meeting. Votes will be calculated on proxies and shareholders present.</p> <p>Determined number on 172 eligible voters (present on-line, via proxy and in person)</p>	
<p>4. ACCEPTANCE OF MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING The minutes of the previous Annual General Meeting held in 2020 were circulated amongst all shareholders prior to the meeting. Presiding Officer requested the approval by shareholders present: Proposer – Kabelo Segone Second – Warren Franz No objections or comments were received from the floor and the minutes were</p>	

<p>approved by a majority show of hands.</p>	
<p>5. CONSIDERATION OF PREVIOUS FINANCIAL REPORTS</p> <p>This slot was presented by Mr. Peter Carlisle of Carlisle Financial Services as the current auditor of the Association, to discuss the overall financial status of the Association for the past two years.</p> <p>Presentation of the Annual Financial Statements for the period ending 29 February 2020:</p> <p>The year 2022 Income Statement showed a slight downturn in the revenue / gross profit of the Association, but it also reflects the measures taken by the board to keep the expenses down.</p> <p>The reserves accumulated in the savings and investments accounts caused a breakeven scenario in the financial position.</p> <p>The various investments were the reason that the Association could continue with most of their planned activities.</p> <p>The trade receivables generated sufficient operating cash to sustain the daily operations in 2020.</p> <p>The trade payables refer to the current financial obligations at that particular point in time.</p> <p>Presentation of the Annual Financial Statements for the period ending 28 February 2021:</p> <p>This period reflects the real impact of the COVID lockdown on the hospitality industry.</p> <p>The comprehensive income showed a huge drop in this period of which the biggest contributor was the drop in facilitation fees which caused the other income areas to take the same reduction in income.</p> <p>The management team did what they could under the circumstances to limit the expenditure. The employment percentage was lowered to keep down cost. This resulted in an almost 2-million Rand deficit on the balance statement.</p> <p>Due to the lowering of interest rates proclaimed by the Reserve Bank, the investment income from interest earned was not sufficient as in previous years. Financial assets decreased because the Association was forced to utilize reserve saving funds to finance the losses suffered.</p> <p>The reserve funds are not depleted and hopefully will increase again through the growing economic activity in the current financial period.</p> <p>No questions or comments were received from the floor.</p>	
<p>6. ELECTION OF DIRECTORS</p> <p>Election of the new Board of Directors took place in June 2021 and their new term will start after this Annual General Meeting.</p> <p>Handed over to Phillipe Frydman (Election Committee Chair) to discuss the election process:</p> <p>Information was sent to all shareholders of the Association on the election process. 10 205 members were recorded at the time of which 6 680 were eligible to vote but only 186 ballots were received. 64 were still students and not eligible to vote.</p> <p>The following directors served on the Board for the financial year 2019-2020:</p> <ol style="list-style-type: none"> 1. President: James Khoza 2. Immediate past president: Steven Billingham 3. Vice-president: Kabelo Sekone 4. Cary-Anne Wilkenson 5. David Kia 6. Linah Pinky Maruping 	

<p>7. Adrian Vigus-Brown 8. Peter Robertson 9. Coo Pillay 10. Warren Frantz</p> <p>The following directors served on the Board for the financial year 2020-2021:</p> <p>1. President: James Khoza 2. Vice-president: Kabelo Sekone 3. Linah Pinky Maruping 4. Adrian Vigus-Brown 5. Peter Robertson 6. Coo Pillay 7. Warren Frantz 8. Lesley Jacobs 9. Thomas Hurter</p> <p>The following directors were elected to serve on the Board for the financial year 2021-2022:</p> <p>1. Adrian Vigus-Brown 2. Allister Esau 3. Candice Adam 4. Coo Pillay 5. Jocelyn Myers-Adam 6. Lesley Jacobs 7. Linah Pinky Maruping 8. Tommy Hurter 9. Warren Frantz</p>	
<p>7. RESOLUTIONS</p> <p>7.1 Special Resolution 1: Ratification of changes to the Memorandum of Incorporation (MOI) by the shareholders</p> <p>Proposed Special Resolution was posted on website 1 month prior to the original AGM date, which was adjourned. Proposed changes to the MOI have been approved by the Board, must be ratified by shareholders with a majority vote of 75% + 1 of the eligible votes cast. The changes to the MOI were proposed to fall in line with changes in the Company Rules. The Association has 21 days to file with CIPRO after closure of AGM before the changes will come into effect.</p> <p>Voting result: 112 For 8 Against Special resolution 1 passed.</p> <p>7.2 Ordinary Resolution 2: Ratification of the changes to the Company Rules</p> <p>The changes to the Company Rules must be ratified with a majority vote of 50% + 1 of the eligible votes cast. The Association has 21 days to file with CIPRO after closure of AGM before the changes will come into effect.</p> <p>Voting result: 112 For 8 Against</p>	

Ordinary resolution 2 passed.

7.3 Ordinary Resolution 3: Appointment of auditors

The resolution requires a majority vote of 50% + 1 of the eligible votes cast to be passed.

Voting result:

136 For

1 Against

Ordinary resolution 3 passed.

7.4 Ordinary Resolution 4: Authority to directors

Confirmation given by shareholder to authorize directors to run the Association subject to the restrictions stated in the Company Rules.

Voting result:

135 For

4 Against

Ordinary resolution 4 passed.

7.5 Ordinary Resolution 5: Reinstatement of Shaun Smith as a member of the Association

The resolution requires a majority vote of 50% + 1 of the eligible votes cast to be passed. Voting will be done by secret ballot and all eligible voters received a ballot paper with a red pen to vote. All ballots placed in a separate ballot box and given to the auditors for counting.

Voting result:

64 For

85 Against

Ordinary resolution 5 did not pass.

8. ANNUAL REPORT BY THE PRESIDENT

The annual report was delivered by SA Chefs President James Khoza. All present stood up for a minute of silence in memory of those lost due the effects of the COVID pandemic.

Allister Esau delivered his Office report on the Association with the help of an organogram showed to the shareholders.

The organogram of the management team in 2019/2020 has changed in terms of operational numbers due to the effects felt in the industry during the lockdown stage of the COVID-pandemic. The situation in the 2021/2022 organogram looks very different due to the industry that had to adapt.

The President discussed all the various Regional Committees and briefly spoke on the roles available, and the active participation required. He encouraged the shareholders to become involved in these activities to promote the chef's activities.

Coo Pillay delivered his report on all humanitarian activities undertaken by SA Chefs in the financial years of 2019-2021.

He thanked all the partners who became involved in the SA Chefs humanitarian projects.

James Khoza discussed the following areas of concerns that were raised by

members:

1. Communication
2. Transformation & equity representation

Future planning for progress to be made in the new financial year of 2022:

1. Expansion and building of SA Chefs brand.
2. Improvement of operational efficiency to carry out reconstruction initiatives.
3. Appointment of new Operational Manager.
4. Continue to rechoose capital expenditures.
5. Be bold in transformation to better position SA Chefs in the future.
6. Setting up partnerships with stakeholders in other economic sectors.
7. Repositioning SA Chefs as the preferred organization for all chefs in South Africa.
8. Becoming a National Organization by penetrating previously unreachable frontiers.
9. Fully embrace technology to assist with valuable communication with members.
10. Continuous searching to provide solutions for the challenges experienced by members.
11. Conducting essential business by adhering to higher standard of governance, integrity, and ethics through a process of transparency.
12. Education committee is seeking for innovative methods to assist the Chef Schools.
13. Modernizing of systems and creating a proper development pipeline for chefs.
14. Encourage members to support and participate in the efforts for sustainability.
15. Direct communication with board members is now possible to raise any concerns or obtain clarity on issues. The contact email address is: board@sachefs.co.za
16. Monthly newsletters will be distributed to all members.
17. The digital community platform is in the development stage and planned benefits like online speciality services will be available.
18. Support and improvement of membership services which is a key operational area for the board.

The President encourages the members to become a representative entity that will create a bigger impact for chefs on various platforms. The board has been structured to deliver the best outcome for membership as they continue to look after member's needs and to excel in best execution of duties.

He acknowledged and thanked all outgoing board members for their great service to the organization. He furthermore encouraged the new board members to fully participate in the innovation of the Association.

9. BESTOWMENT OF HONORARY TITLE

President James Khoza bestowed the title of Honorary President on past-president Steve Billingham for achieving the following on behalf of SA Chefs:

1. First to change the status quo of SA Chefs between 1974 – 2009.
2. Implemented and shared with SA Chefs the EDP township programme.
3. Implemented the first Level 2 BEE participation in SA Chef history.
4. Conceptualized the NYCTP who skilled many beneficiaries.
5. Increased membership number from 2400 to 10 000.
6. Grew a patron base from 4 to 12.
7. Launched the African Culinary Cup for the African continent.
8. Achieved professional body status with SACUA for SA Chefs.
9. Assisted in building a massive reserve fund for the financial longevity of the Association.

10. OPEN FORUM DISCUSSION General discussion of issues by members.	
11. CLOSING Coo Pillay thanked the patrons and sponsors involved in the goods provided for the AGM and the host venue for their hospitality extended towards SA Chefs. The meeting was closed at 16h43 pm.	

Minutes taken by:

Cecilia Zietsman
Meeting Pal