



NOTICE OF ANNUAL GENERAL MEETING 2023

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 2023 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 2022 has been published on the Company's website-
www.sachefs.co.za

**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 (AGM) of the members of the Company (subject to any adjournment, postponement or cancellation) through physical and electronic participation at **9:30 am** on **15 June 2023** at the Southern Sun Sandton Johannesburg and through the link below. For those who wish to join online and, if deemed fit to pass, without modification, the resolutions as set out in this notice.

Link to RSVP: <https://rb.gy/mycr7>

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 25 May 2023** and the record date to participate in and vote at the annual general meeting of the Company is **6 June 2023**.

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 AGM Principal Officer of the annual general meeting at **least 48 (forty-eight) hours** before the commencement of the annual general meeting. Notwithstanding, the AGM Principal Officer shall be entitled to accept proxy forms presented up to the exercise of voting at the annual general meeting.
- 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.

Proxy Form Link: <https://sachefs.co.za/wp-content/uploads/2023/05/Proxy-Form-Final-2023-Annexure-A.pdf>

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 **6 June 2023**

The members joining us online please register by clicking on this link by latest **6 June 2023**

<https://rb.gy/mycr7>

Or Scan This QR Code



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 who cannot participate in the Annual General Meeting by way of face to face or an electronic means on the day, may submit their proxies by end of business on the **13 June 2023**. to agm@sachefs.co.za

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 –

Andile Somdaka- Chef Andile has been in the industry for more than 30 years and has worked with chefs around the world. He is dedicated to carry fly the flag of our country and association high wherever he goes in the word. He is committed to continue to inspire the youth and mentor and upskill young chefs, championing our diverse cultures and food heritage. Chef Andile will continue to play an even larger role in changing the lives of Chefs.

Candice Adams- is currently the director who heads up the youth portfolio. Chef Candice has worked with a multitude of chefs and hospitality professionals which has enhanced her skill set. She has the ability to navigate through complex and difficult situations and work as a team. Chef Candice would like to use this opportunity to continue her work as a member of the SA Chefs board, as she believes that the SA Chefs members and partners need the support to be able to service the members. She is committed to enable SA Chefs to have the best interest of the members as a key focus for driving interactions and activities.

Coovashan Pillay - Chef Coovashan has been part of the SA Chefs Board for the past 3 years and is currently the Vice President of the Association while heading up the Finance and Humanitarian portfolio. Chef Coovashan is one of the founding members representing SA Chefs on Chefs of Compassion. He also serves on Chefs of Compassion as the national project and financial officer. Chef Coovashan was the youngest member

serving on the KwaZulu Natal region in 2007. This shows his commitment and dedication to SA Chefs. Chef Coo is ready to continue building on the success achieved with managing the finances during a very challenging period. He is focused on growing the SA Chefs brand and taking it to new heights.

Lesley Jacobs- Chef Lesley has been part of the SA Chefs board of directors since 2020. During his time as a director, he has been the Chair of the Education Committee which has been vital in improving the communication between examinations and qualifications centers across South Africa, establishing a strong network of collaboration and cohesion amongst the training provider members. Chef Lesley has been a member of SA Chefs for the last 24 years and as director it will enable him to continue his work on the empowerment of TVET students and lecturers and the QCTO qualifications reviews, ensuring that the qualification offering to young chefs will stay valuable and relevant. He will also stay committed to assisting the education team in the office to ensure communication with all members through the EduChat feature and that relevant educational articles in the magazine are regularly published. He is an asset to SA Chef and believes he can represent the members in the board structure making sure they have a voice in the association.

Mahlomola Thamae- Chef Mahlomola has a proven track record of working as an executive chef, facilitator, assessor, industry mentor and has a wealth of international judging experience. He has a deep love and passion for the industry and has served on the Gauteng Regional Committee as well as leading the Transformation Committee under the guidance of Chef James Khoza. Chef Mahlomola is ready for all the challenges a board role presents and is excited for the opportunity to make a huge and positive difference to the association and its members.

Thomas Hurter- Chef Tommie, owner, and director of The Limpopo Chefs Academy, served on the board in 2021 has been re-elected in 2023. Chef Tommie together with Chef Lesley was the Chair of the Education portfolio and was instrumental in developing the new SA Chefs website. Chef Tommie would as a Director aim to complete the projects he is working on for the members, which includes initiatives such as, an Interactive members portal, assisting with internal and external communication channels, free online training for members, and growing SA Chefs membership. Chef Tommie is dedicated to the members of SA Chefs and has their best interests at heart at all times.

Sizwe Cebekhulu- Chef Sizwe is a goal driven, self-motivated chef, entrepreneur, culinary consultant and trainer with 16 years of industry experience. He has been involved in training and development of chefs for top food production companies namely Nestle, McCain Food and recently Royco Food Services. He has trained Enterprise Development Programs aimed at empowering small caterers and has been appointed Chairperson of the Chepreneurs committee for SA Chefs in 2023. He firmly believes that board members have a duty, and broader influential responsibility, of establishing the association direction, re-establish confidence and business integrity, promote financial viability, and most importantly build concrete trust with its partners and the entire membership on all levels. As an elected member of the board, he will continue with his current responsibility of corporate engagements and also represent the interests of small businesses and entrepreneurs, as they form part of the pillars of our esteemed association and the hospitality industry at large

Warren Frantz - Chef Warren was appointed as an SA Chefs Director in 2018. Currently, Chef Warren has been a vital element of the Region Committee portfolio. He assisted with the KZN, Gauteng, and North-West Province regional INFOCHEF'S in 2022 and we will expand this to the Limpopo, Mpumalanga, Eastern Cape, Western Cape, and Free State Regions in 2023. This will further assist to increase our current membership base. Chef Warren has over 30 years in the hospitality industry. Chef Warren has strong administrative experience and leadership skills that he would like to put in use for SA Chefs. He would like to create and implement new projects in the regions that will enhance the performance of committee members, this, in turn, creating marketing campaigns to reach the members.

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 August 2020.

The minutes of the annual general meeting of the Company held on the **24 January 2022** will be presented at the annual general meeting. A copy of the minutes can be accessed by clicking on this link:

<https://sachefs.co.za/wp-content/uploads/2023/05/South-African-Chefs-Association-AGM-Minutes-24-Jan-2022.pdf>

Attached to the e-mail under cover of which this notice is sent, is a copy of the minutes. **(Annexure B)**. 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 2022.

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:

<https://sachefs.co.za/wp-content/uploads/2023/05/Annual-Report-2022.pdf>

9. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDING ON 28 FEBRUARY 2022

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:-

<https://sachefs.co.za/wp-content/uploads/2023/05/SA-Chefs-Financials.pdf>

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 Special Resolution Number 1 – Changes to the Memorandum of Incorporation

Amendment of Clause 5 of the Memorandum of Incorporation to include provisions of a presiding President's term.

The board has considered the following resolution and has recommended to the members for consideration of adoption:

“RESOLVED that the memorandum of incorporation should be amended to include provisions of a presiding President’s term, his/her successor, an interim president, and other terms.

The percentage of voting rights that will be required for the adoption of this special resolution is the support of more than 60% of all the voting rights that are entitled to be exercised on this ordinary resolution.

Details of the Resolution

The Memorandum of Incorporation shall reflect the following amendment to clause 5.

5. The President may sit for a minimum of a single four (4) year term (such a term will be defined from the date of his/her election, to the date of the Annual General Meeting held in the fourth year after his/her election ("Fourth Year"), irrespective of the date of the election of the President in the Fourth Year and which may, therefore, be before or after the expiry of a period of 4 (four) years from his/her election).

5.1 Upon the presiding President’s term ending having served a 4-year term (on the same basis as the wording in clause 5,) the President must serve an additional single one (1) year term as Immediate Former President; thereafter he/she may not sit on the Board.

5.2 In the event of a presiding President’s term ending and there not being a suitable candidate to be deemed as his /her successor, the presiding president may continue to preside as president for a further period of 12 (twelve) months from date of expiry of the period of 4 (four) years from his/her election, in which event the board must seek to find a succeeding President.

5.2 In event of the board being unable to find a suitable succeeding president in the 12-month period, the board shall elect a director from their current standing board, who shall act as interim president for a further period of 12 (twelve) months until a suitable President be found.

5.2.1 Such elected board member must have served a minimum of 3 (three) years on the SA Chefs board to be eligible.

5.3 Upon the presiding President’s term ending and upon there not being a suitable candidate to be deemed as his successor and the presiding president declines to preside as president for another period of 12

(twelve) months from date of expiry of the period of 4 (four) years from his/her election, clause 5.2 shall be enforced.

10.2 Ordinary Resolution Number 1- Changes to the Company Rules

Resolved that the Company Rules will reflect the changes made to the MOI.

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.

10.3 Ordinary Resolution Number 2 - Appointment of the auditors

Resolved that Monique van Wyk CA(SA) RA - PKF Octagon be appointed as the new auditing firm for 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.

10.4 Ordinary Resolution Number 3 - 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 Board,

Munya Duvera (Principal Officer)
May 2023

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.