

# MINUTES OF SAEP ANNUAL GENERAL MEETING

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10:00 – 12:00 6th MAY 2017

Siyazakha Primary School Hall, Brown's Farm Philippi

**Present:** 120 people including staff & board members, funders, volunteers, parents, community members, learners, students and visitors. (See registration log for details)

**Apologies:** Helen Binckes, Gemma Oberth, Susie Price

**Welcome:** Andile Nqoko and Mpilo Khumalo welcomed everyone to the meeting. There was an opening prayer and national anthem.

## 1. ADOPTION OF MINUTES OF THE AGM 2015

Jane Keen, director, told those present that the minutes of last year's AGM had been confirmed by board at the time as a correct representation of meeting. After a proposal by Helena Duk and seconded by Leanne Allison the minutes were then approved by all present with no objections.

## 2. PRESENTATION OF ANNUAL REPORT

Jane Keen introduced the annual report for 2016 and explained that each programme was just going to present a highlight from the past year. Everyone present was given a copy of the 2015 SAEP Annual Report. Representatives of each programme reported on highlights from the report as follows:

- **Early Childhood Development Programme:** Runika Miles and Mirriam Sipondo ECD staff members interviewed Yandiswa Mpopoma of Rise 'n Shine ECD centre about the difference the new learning programme has made to the centre and the children.
- **Siyakhathala Primary Programme:** Nokuthula Dyonase, programme coordinator introduced the father of one of the learners in the SPP who testified that his child shows confidence and is prioritizing school work as a result being in the programme. He also commented that the parent discussions are valuable in that parents are given guidance on their involvement in their child's education.
- **Hope Scholars Programme:** Mpilo Khumalo, programme coordinator, introduced who gave a wonderful testimony of his involvement in the programme, the cultivation of Ubuntu among the learners, the great enjoyment of the camps and hikes, and the improvements seen in academic results and attitudes to one another.
- **ADT Teach:** Cebo Gqadushe, ADT tutor summarised what the programme's work in 6 schools, 3 in CT, Grade 10-12 learners, skills taught MS Word, Excel, presentation skills, and hikes.
- **Bridging Year Programme:** Nothando Msimango, programme coordinator introduced one of the past BY students who gave a touching testimony. She said she felt helpless when she didn't get good matric marks and was so grateful to get into the programme.

She was taught critical thinking, given hope, had access to social work support and the programme changed her view of life. The programme bonded the group together and boosted their confidence. *'Where you come from does not define you, it's your future that does'*.

- **Tertiary Support Programme:** Janine Jansen, programme manager, introduced Siyabonga Madikane, a current TSP student who is studying LLB at UWC. He described the support given, career guidance, life skills, social work support for challenges in the home environment, exposure to new places in Cape Town and mentoring which are all provided by TSP and assisting him in his studies.
- **Impact Centre:** Kayin Scholtz, manager of the IC and Tracey Appollis presented slides to demonstrate how the IC measures results and helps to demonstrate the changes that the programmes can make to people's lives. They presented their alumni survey taken from 46 graduates.

### **3. FINANCIAL REPORT**

Mandla Ngewu as SAEP Treasurer presented the audited financial statement for 2016.

### **4. QUESTIONS AND COMMENTS FROM FLOOR**

Those present were given the opportunity to ask questions and to make comments. One father confirmed how beneficial the programme was for his child.

### **5. ADOPTION OF ANNUAL REPORT AND FINANCIAL STATEMENT**

Adoption of the Annual Report and Financial Statement were proposed by Gina Leinberger and Isabel Essen and approved by all.

### **6. APPOINTMENT OF AUDITORS**

It was proposed by Mogie Dass and seconded by Mandla Ngewu that SAEP reappoint Mike Schreiber of Low & Schreiber as auditors for the year 2017.

### **7. CHANGES TO CONSTITUTION**

Jane introduced the proposed changes to the constitution which had been circulated prior to the meeting for all to consider. These were proposed to bring SAEP in line with requirements by the Department of Social Development in order to implement the name change approved 3 years ago at the AGM. The changes were unanimously approved by all. See attached.

### **8. ELECTION OF NEW BOARD OF DIRECTORS**

The following members were nominated (proposed by Kathrin Herms and seconded by Kayin Scholtz) and elected to the new board of SAEP:

Chair: Isabel Essen

Vice chair: Mogie Dass

Treasurer: Mandla Ngewu

Deputy Treasurer: Olebogeng Motswai

Secretary: Gina Leinberger  
Danielle Becker  
Gemma Oberth  
Helena Duk  
Leanne Allison

Jane thanked the board for their support and guidance to the organisation.

#### **9. PERFORMANCE**

Chuma Nozewu, Arts Coordinator, introduced a performance of dance, music and drama by the Arts students, celebrating the role of SAEP in their lives.

#### **10. VOTE OF THANKS**

Jane, Andile and Mpilo thanked all those who had participated, performed, attended, put AGM together, staff, volunteers, board, funders, parents, community members. Sikho Stungu a recent TS graduate and BY alumnus spoke about her journey through tertiary and the support she received from the TS programme. Sikho highlighted how the mentor she was matched with in TSP played a significant role in her academic and personal success. She is very proud of her achievements and that she is the first graduated in her family.

#### **11. CLOSURE**

The meeting was adjourned after a closing prayer and refreshments were served.



Signed: Chairperson



Director

Date : 6<sup>th</sup> September 2017

## **CHANGES APPROVED TO THE SAEP CONSTITUTION AT AGM 6<sup>th</sup> May 2017**

### **1. BOARD OF DIRECTORS**

- A Board of Directors of not less than seven members will oversee the organisation. They are the office bearers of the organisation and are elected at the AGM or co-opted as indicated in 8.3 or 8.4 below.
- Office bearers will serve for one year, and may be re-elected at the AGM provided they are still active, willing to serve, their services are needed and they are constructively involved with the organisation.
- If a board member resigns before the end of their period in office this must be done in writing, and the remaining board members must, as soon as reasonably possible, co-opt another person to take that board member's place.
- Minutes will be taken at every meeting to record the Board's decision. The minutes of each meeting and notice of the next meeting will be emailed, posted or given to the Board of Directors members at least a week before the next meeting.
- The organisation has the right to form sub-committees, which will meet as and when necessary to achieve the objectives of the organisation. The board may delegate any of its powers or functions to a sub-committee provided that such delegation and conditions are reflected in the minutes of the meeting where the decision was taken, that there is at least one office bearer on the sub-committee, that there are at least three people on the sub-committee, and that the sub-committee report back to the Board of Directors on its activities and proposals for ratification (agreement). The board must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend the conditions of the delegation.

### **2. MEETINGS AND PROCEDURES OF THE BOARD**

- Apart from regular quarterly meetings of the board, the chairperson or two members of the Board of Directors can call additional meetings if necessary.
- The chairperson of the Board of Directors will convene and chair meetings unless s/he is unable to attend, in which case the vice-chairperson will chair the meeting. In the event that both members are absent the members present will select who will chair the meeting. The secretary (or director if delegated to do so) must inform all members of the board of the date and time of the proposed meeting within a reasonable time, but not less than seven (7) days before it is due to take place.
- A quorum for every meeting will be a simple majority of board members (50% plus 1). When necessary, if consensus cannot be reached on a particular matter the Board of Directors will vote on issues. If the votes are equal on an issue, the chairperson will have the deciding vote. If a matter needs to be voted on and a board member knows in advance that they will not be able to attend they can appoint a proxy (in writing) to vote on their behalf.
- Attendance records and proper minutes of all meetings will be kept safely and must be accessible to members who would like to read them.

### **3. ANNUAL GENERAL MEETINGS**

- All members and stakeholders of the organisation must be invited to attend the AGM. Invitations must go out at least 14 days before the meeting, and be given in writing

personally, by post, email or whatever communication is most convenient to the address provided by the members and stakeholders. If there is any special business to be discussed (such as changes to the constitution) this must be communicated in the notice of the meeting.

- o The following business will be conducted at the AGM and recorded in the minutes:
  - Changes to the constitution (if necessary)
  - g.

#### **4. SPECIAL GENERAL MEETINGS**

Special General meetings can be held in addition to AGMs for matters which require urgent attention and cannot wait until the next regular AGM. A Special General Meeting (SGM) may be called by the board or not less than one third of the members.

#### **5. QUORUMS AT MEETINGS**

A quorum for every meeting will be a simple majority of relevant members expected to attend, except if the purpose of the meeting is to consider changes to the constitution or the dissolution of the organisation, in which case at least two thirds of the members shall be present. If no quorum is present then the meeting must be adjourned or postponed to another date, within fourteen days thereafter. If no quorum is present at the reconvened meeting within 15 minutes of the appointed time, then the members present will be regarded as a quorum for that meeting and the meeting will continue as if a quorum is present.

#### **6. FINANCES**

- o The treasurer must ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices of the organisation. The treasurer is furthermore responsible for making sure that the money of the organisation is safe and is accounted for, and must also make regular reports to the Board on the finances of the organisation, which should include all incomes, expenditures and balances that remain, according to the accounting practices of the organisation. The appointment of a treasurer (and finance sub-committee) does not reduce the individual and collective responsibilities of all board members in regard to their fiduciary duties and responsibilities.
- o The organisation is liable to income tax when:
  - carrying on any business undertaking or trading activity, otherwise to the extent that the receipts and accruals derived from such business undertaking or trading activity does not exceed the greater of 5 % of the gross receipts of the organisation, or R200,000, and that the undertaking or activity complies with Section 10(1) (cN)(ii)(dd) of the Income Tax Act (as attached); unless
  - the activity is integral and directly related to the sole object of SAEP, and carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities;or

#### **7. CHANGES TO THE CONSTITUTION**

- o A written notice needs to go out to all stakeholders and members of the organisation at least 14 days before the meeting, giving details of proposed changes.