South African Photovoltaic Industry Association

THE SOUTH AFRICAN PHOTOVOLTAIC INDUSTRY ASSOCIATION
REGISTRATION NUMBER 129-644 NPO
(A registered non-profit organisation and approved in terms of Section 18A tax benefit "SAPVIA")

ANNUAL GENERAL MEETING OF THE MEMBERS OF SAPVIA HELD VIA MICROSOFT TEAMS ON THURSDAY, 13 JUNE 2024 AT 16H00

PRESENT:

Messrs: The Chairperson and 30 members as per the attendance and proxy register

IN ATTENDANCE:

Messrs: Rethabile Melamu (SAPVIA)
Lunga Mtiti (Kilgetty Statutory Services (South Africa)

CONSTITUTION:

1. The Chairperson declared the meeting duly constituted.

NOTICE CONVENING THE MEETING:

2. It was confirmed that the Notice to Members convening the meeting be taken as read.

VOTING PROCEDURES:

3. Voting took place by a Poll and secret ballot.

4. Kilgetty Statutory Services (South Africa) (Pty) Ltd was acting as the independent scrutiniser to verify the vote count on the passing of Resolutions numbered 1 to 6.

CHAIRPERSON'S OPENING ADDRESS:

5. The Chairperson provided members with his opening address.

APPROVAL OF THE AGENDA

6. It was confirmed that the Agenda for the Annual General Meeting be taken as read.

7. The Chairperson proposed that the Agenda for the Annual General Meeting be approved and asked if she could have a seconder for the motion.

8. The motion was seconded.

9. The Agenda for the Annual General Meeting was approved.

RESOLUTION NUMBER 1

APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 30 MAY 2023 AND THE SPECIAL GENERAL MEETING HELD ON 30 AUGUST 2023.

10. It was confirmed that the minutes of the Annual General Meeting held on 30 May 2023 and the minutes of the Special General Meeting held on 30 August 2023 be, taken as read.

11. The Chairperson proposed Resolution number 1 as set out in the Notice convening the Annual General Meeting and asked if he could have a seconder for the motion.

12. The motion was seconded.

13. The Chairman requested the members to vote on Resolution number 1 by a show of hands.

RESOLUTION NUMBER 2

CONFIRMATION OF THE AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

14. It was confirmed that the Annual Financial Statements for the year ended 31 March 2024 be taken as read.

15. The Chairperson explained that in accordance with article 11.2.3.1.3 of the Constitution, the annual financial statements of the previous financial year must be put to vote at the Annual General Meeting.

16. The Chairperson explained that the confirmation of the Annual Financial Statements of the year ended 31 March 2024 was deferred to the current Annual General meeting to afford members an opportunity to peruse the Annual Financial Statements before voting on them.

17. The CEO provided members present with a high-level overview of the Annual Financial Statements for the year ended 31 March 2024.

18. The CEO presented members with a high-level overview of the budget for the year ending 31 March 2025.

19. The Chairperson proposed Resolution number 2 as set out in the Notice convening the Annual General Meeting and asked if he could have a seconder for the motion.

20. The motion was seconded.

21. The Chairman requested the members to vote on Resolution number 2 by a show of hands.

RESOLUTION NUMBER 3

CHANGE OF LEGAL STATUS

22. The CEO presented the proposed changes to the Organisation’s legal status.

23. The Chairperson proposed Resolution number 3 as set out in the Notice convening the Annual General Meeting and asked if he could have a seconder for the motion.

24. The motion was seconded.

25. The Chairman requested the members to vote on Resolution number 3 by a show of hands.

RESOLUTION NUMBER 4

APPROVAL OF THE RE-ELECTION OF THE AUDITORS FOR THE YEAR ENDING 31 MARCH 2025

26. The Chairperson explained that in accordance with article 9.1 of the Constitution, the Auditors shall be appointed to the Association at each Annual General Meeting.

27. The Chairperson proposed Resolution number 4 as set out in the Notice convening the Annual General Meeting and asked if he could have a seconder for the motion.

28. The motion was seconded.

29. The Chairman requested the members to vote on Resolution number 4 by a show of hands.

RESOLUTION NUMBER 5

APPOINTMENT OF SPONSOR MEMBERS

30. The Chairperson noted that in accordance with article 6.3.1.6.2 of the Constitution, sponsor members must be approved by vote at a General Meeting including the Annual General meeting.

31. The Chairperson proposed Resolution number 5 as set out in the Notice convening the Annual General Meeting and asked if he could have a seconder for the motion.

32. The motion was seconded.

33. The Chairman requested the members to vote on Resolution number 5 by a show of hands.

RESOLUTION NUMBER 6

RESIGNATION AND APPOINTMENT OF COMMISSIONERS

34. The Chairperson noted that in accordance with article 7.1.2.1 of the Constitution, commissioners shall serve as members of the Management Committee for a period of two years, after which they shall retire but be eligible for re-election.

35. The Chairperson noted that in accordance with article 7.1.2.1 of the Constitution, Commissioners shall only be eligible for re-election once and may occupy a seat on the Management Committee for a maximum of two consecutive terms.

36. In terms of voting on this Resolution and article 7.2.3.1.2.5 of the Constitution, members noted that:

- Only fully paid-up Sponsors, Ordinary Members and Associates shall be eligible to vote.
- Each Sponsor and Ordinary Member shall have one (1) vote for every Commissioner seat that is available for occupation on the Management Committee.
- Sponsors' votes shall carry the weighting specified in the Terms of Sponsorship Agreement.

- One vote cast by an Ordinary Member shall be equivalent to 3 votes cast by an Associate.
- No PV Green Card Member shall be eligible to vote.

37. The members noted the retirement of Maloba Tshehla (Spokesperson), Melissa Hill (Treasurer), Adv Mtho Xulu, Frank Spencer and Phemelo Mitchel (Deputy Chairperson). In this regard, vacancies for 5 (five) Ordinary Member Commissioners existed.

38. The members noted that Mr. Frank Spencer, Ms. Mantwa Mathebula, Adv. Mtho Xulu, Ms. Antje Klauss-Vorreiter and Ms. Nicola Cencelli had been nominated to be appointed as Ordinary Member Commissioners.

39. The nominated members proceeded to provide the members present with a brief overview of their skills and experience.

40. The Chairperson proposed Resolution number 6 as set out in the Notice convening the Annual General Meeting and asked if he could have a seconder for the motion.

41. The motion was seconded.

42. The Chairperson requested the members to vote on Resolution number 6 by a show of hands.

RESULTS OF THE VOTING

43. Mr. L Mtiti announced that Resolution numbered 1 – 6 as set out in the Notice was duly passed by the requisite majority of members.

CLOSING

44. There being no further business by members, the proceedings of the Annual General Meeting were formally closed by the Chairperson.

THESE MINUTES WERE CERTIFIED A TRUE AND CORRECT RECORD

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CHAIRPERSON
DATE: