

DRAFT MINUTES OF THE NATIONAL ANNUAL GENERAL MEETING OF THE CANCER ASSOCIATION OF SOUTH AFRICA (CANSA)

**HELD ON 19 SEPTEMBER 2013 AT THE MERCURE HOTEL, 33 BRADFORD
ROAD, BEDFORDVIEW AT 14H00**

1. OPENING AND WELCOME

The President of CANSA, Advocate Gary Oliver, welcomed all present, especially CANSA members, members of the Board of Directors, Governors, Provincial Chairpersons, Senior Management, the guest speaker, award winners, cancer survivors and special guests. The President introduced the members of the CANSA Board individually, namely Mr Bugs Pancha (Chairperson), Mr Derek Foster (Vice Chairperson), Ms Marlene Jennings, Ms Sue Janse van Rensburg, Mrs Elize Joubert and Mr Rudolf van Jaarsveld, with the exceptions of Messrs Christopher Masuku and Thomas Mashaba who had made their apologies. The President also acknowledged Mr Mzwandile Khanya (Chairperson of CHOC), Mr Ben Visser (Vice Chairperson of CHOC) and Mr Francois Peenz (CEO of CHOC). Mrs Lorraine Kleinhans blessed the proceedings with a non-denominational prayer.

2. CONSTITUTION OF THE MEETING

The President confirmed that all members present had signed the attendance register and noted apologies from the following members: Lyndon Johnstone, Thomas Mashaba, Christopher Masuku, Henk Jooste, Isabel Coetzee, Manny de Freitas, Dr Martin Mandew and Magdaleen Swanepoel. The Financial Director, Mr Rudolf van Jaarsveld, reported that the attendance register indicated 36 members were present and stated that all three Business Units were represented. One valid proxy was received. These figures constituted a quorum and the President declared the meeting duly constituted and opened.

3. NOTICE CONVENING THE MEETING

In accordance with the Memorandum and Articles of Association of the Cancer Association of South Africa, the notice of the National Annual General Meeting and the intended resolutions were advertised within the prescribed 21 days' notice of this meeting.



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4. CONFIRMATION OF THE PREVIOUS YEAR'S AGM MINUTES

The minutes of the National Annual General Meeting held on 20 September 2012 were approved. Mr Bugs Pancha proposed and Ms Sue Janse van Rensburg seconded.

5. COUNCIL OF GOVERNORS

The President reported back with regards to the Council of Governors meeting held on 19 September 2013, prior to the AGM, with special reference to:

- the Council of Governors took note of Mr Bugs Pancha being elected as Chairperson of the Board and Mr Derek Foster as Vice Chairperson and wished the Board members well in their undertaking for the forthcoming year
- the Council of Governors confirmed the re-appointment of Mr Christopher Masuku as a Board member as well as confirming the nominations of the proposed Board members
- the Council of Governors further noted their support to the Chairperson with regards his recommendation for a Nominations Committee
- the Council of Governors expressed their concern with regards the CANSA brand and noted that expertise was needed on the Board in this regard.

A summary of the Council of Governors report will be available on request.

6. CHAIRPERSON'S REPORT

The Chairperson, Mr Bugs Pancha, presented the report of the outgoing Chairperson, Mr Lyndon Johnstone, which is also available on page 4 of the 2012/13 Annual Report:

“As we reach the end of another year and start afresh, it gives me great pleasure to take a moment to look back and reflect on the past twelve months in the life of CANSA.

The year has been punctuated with moments of concern for our financial well-being as the economic climate continued to negatively impact on all sectors of South African society, but especially on non-profit organisations. In spite of the continued immense financial constraints, we continue to serve the South African community with pride, commitment and dedication. Once again we have managed to retain levels of service to communities, and our staff and volunteers have carried the additional burden with aplomb.

As committed to at the last Annual General Meeting, a Board Charter aligned to King III and the Companies Act, has been adopted. This Charter details the responsibilities of the Board of Directors. In addition, all sub-committee Charters have been finalised and approved by the Board.

Sustainability, especially on the financial front, remains one of our single biggest challenges. The development of diverse revenue streams remains paramount and we need to find ways that would set us apart from the rest.



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It was with sadness that I said goodbye to CANSA at the end of March 2013. As my career takes a new direction, I made the very tough decision to resign my position as Chairman of the Board. I want to thank all of CANSA for the support during my tenure as Chair. The support of my fellow Board members has been critical to our success and together with EXCO and Management I believe we made a formidable team.

I wish to thank Bugs Pancha for stepping up to the challenge and leading the Board following my resignation. I believe CANSA is in very capable hands. In conclusion, I wish CANSA all success for the year ahead and I am watching the organisation’s progress with keen interest.”

Mr Pancha thanked Mr Johnstone, the Board members, the staff of CANSA as well as the volunteers for all their hard work during the past year.

7. ADOPTION OF RESOLUTIONS

The President explained the use of the three different coloured voting slips and requested the members to use it during the voting process. The President then led the adoption of the special resolution and the eleven ordinary resolutions. Auditor Colin Caldwell from the firm Rödl & Partner Inc, counted the votes in accordance with the proxies received. The results were as follows:

SPECIAL RESOLUTION NO 1

THAT the Memorandum of Incorporation be amended to increase the maximum number of Directors from ten (10) to twelve (12).

For	Against	Abstain
34 1	0	1

ORDINARY RESOLUTION NO 1

THAT Mr Derek Arthur Foster be re-appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
34 1	0	1

ORDINARY RESOLUTION NO 2

THAT Mr Christopher Makheyi Masuku be re-appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
35 1	0	1

ORDINARY RESOLUTION NO 3

THAT Ms Marlene Jennings be appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
35 1	0	1



ORDINARY RESOLUTION NO 4

THAT Mr David Legolonko Lekota be appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
35 1	0	1

ORDINARY RESOLUTION NO 5

THAT Mr Pradeep Kumar Maharaj be appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
35 1	0	1

ORDINARY RESOLUTION NO 6

THAT Mr Martin de Porres Archibald Mandew be appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
32 1	0	2

ORDINARY RESOLUTION NO 7

THAT Ms Magdaleen Swanepoel be appointed as a Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
34 1	0	2

ORDINARY RESOLUTION NO 8

THAT the remuneration for the members of the Board of Directors remains at R3 000 per meeting attended, to be paid in arrears.

For	Against	Abstain
33 1	0	2

ORDINARY RESOLUTION NO 9

THAT the remuneration for the Chairperson of the Board of Directors remains at R5 000 per meeting attended, to be paid in arrears.

For	Against	Abstain
34 1	0	2

8. FINANCIAL REPORT

After the adoption of the special resolution and the first nine ordinary resolutions, Mr Rudolf van Jaarsveld (Chief Financial Officer) presented the financial report (please refer to the 2012/13 Annual Report for the audited Financial Statements). The President announced that copies of the financial statements would be available after the meeting.



The President then led the adoption of the last two ordinary resolutions and the votes were counted by the Auditor, Mr Colin Caldwell. The President thanked Mr Caldwell for his assistance.

ORDINARY RESOLUTION NO 10

THAT the Annual Financial Statements for the year ending 31 March 2013, be adopted, together with the auditors' report.

For	Against	Abstain
35 1	0	1

ORDINARY RESOLUTION NO 11

THAT Deloitte and Touche be re-appointed as external auditors for CANSA and that the remuneration for their past audit be approved, as accepted by the Board of Directors.

For	Against	Abstain
35 1	0	1

The President thanked Mr Thomas Mashaba for his time as a member of the Board of Directors and wished him well in the future. The President then introduced the Chief Executive Officer, Ms Sue Janse van Rensburg.

9. GUEST SPEAKERS

The Chief Executive Officer (CEO), Ms Sue Janse van Rensburg, introduced Nicola Stacey and Paula Edwards from HeronBridge College, two students who had entered a competition with Eskom on sunscreen and the effects of SPFs, using CANSA UV armbands for the experiment. The students gave a presentation on their research.

This was followed by talks from Professors Freddy Sitas and Ben Smit, as well as Dr Leon Gouws.

The President thanked all the guest speakers for their informative talks.

10. GENERAL

There being no other business, the President called upon the CEO to introduce the award winners at this year's prizegiving.

11. PRIZEGIVING

Oettle Awards:

The CEO explained the origin of the Oettle Awards and asked Dr Carl Albrecht to present this year's awards to Professor Freddy Sitas, Professor Ben Smit and Dr Leon Gouws.



Mariette Loots Cancer Trust Awards:

The CEO called upon the Chief Operations Officer, Mrs Elize Joubert, who was representing the Mariette Loots Cancer Trust, to introduce the Trust's national awards:

- Mariette Loots Cancer Winner Award for 2012 – Sue Diedericks from Tshwane North
- Mariette Loots Friends for Life Award for 2012 – Selina van Deventer from Eastern Cape (Selina was unable to attend and the award was collected by Delene Metelerkamp on her behalf).

Appreciation Certificates:

The CEO called upon Sanlam and Rooi Rose to collect their Appreciation Certificates. Unfortunately both companies were unavailable.

Staff Awards for outstanding achievements:

Long service awards: 30 years – Rona Labuschagne (on leave)
25 years – Fransie Reynolds (sick leave)
25 years – Johannes van Wyk (no flights from Cape Town)

Employee of the Year: Gina van Eeden, Johannesburg

Gold Category:

- Patient Service Award - Liesl Greyling – CBU
- Care Home Award - Irma Brushi Cancer Care Home in George (unable to attend due to her involvement in an outreach programme in Lesotho)
- Sustainability Award - Rina Burke - NBU
- Client Service Award - Izak Mahali - SBU
- Support Services Award - Lu-Ann Walters - NBU
- Team Work Award - Marketing & Communication – Lucy Balona, Lorraine Kleinhans, Debbie van Wyk, Marica Basson, Charmaine Stumke, Esti Lindner
- Leadership Award - Middle management: Henley Botha - CBU
Senior management: Belinda Steynberg - HO
- Innovation Award - Ronel de Freitas-Smit and Richard Beer (this award was presented at the Head Office Awards Dinner the night before)
- Best Performing Business Unit - Central Business Unit



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12. VOTE OF THANKS

The CEO thanked the Board of Directors, Council of Governors and EXCO for their contribution and dedication to the cancer cause. She also thanked our guest speakers, the President of CANSA, CANSA members, volunteers, staff, cancer survivors, prize winners, entertainers and all our partners.

13. CLOSURE

The President asked for any comments or questions. As there were none, he declared the AGM closed and thanked all who attended. The meeting concluded at 16h20.

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Mr Bugs Pancha
Chairperson: Board of Directors

Date: _____

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