

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting ("AGM") of members of the

SOUTHERN AFRICAN HIV/AIDS CLINICIANS SOCIETY NPC

for the year ended 28 February 2016 will be held at 07:15am on Friday, 15 April 2016

The venue for the annual general meeting is the Bill Galagher Room, Level 2, Sandton Convention Centre

1.	REGISTRATION: To ensure that registration procedures are completed by 07h15, please register for the annual general meeting from 07:00 (please note the identification requirements at 2 below).
2.	IDENTIFICATION REQUIREMENTS Please note that section 63(1) of the Companies Act 2008 (the 'Act'), requires that persons wishing to participate in the annual general meeting, whether in person or by proxy, or electronically, to provide satisfactory identification before they may so participate.
3.	RECORD DATE: The Board of Directors of the Company has determined that the record date for the purpose of determining which members of the Company are entitled to receive notice of the annual general meeting is 22 March 2016 and the record date for purposes of determining which members of the Company are entitled to participate in and vote at the annual general meeting shall be 15 April 2016. Accordingly, only members who are registered in the register of members of the Company on 14 April 2016 will be entitled to participate in and vote at the annual general meeting.
4.	QUORUM REQUIREMENTS & ADJOURNMENT It should be noted that in terms of the provisions of section 64 of the Act of the Company the quorum requirements for a members meeting to begin, or for a matter to be considered at a members meeting are per section 64 of the Act - Members entitled to exercise in aggregate at least 25% of the voting interests being present in person; and In terms of section 64 (4) of the Act, if, within one hour after the appointed time for a

	<p>meeting to begin, the quorum requirements for the meeting to begin have not been satisfied, the meeting is postponed without motion, vote or further notice, for one week.</p> <p>NOTICE IS HEREBY GIVEN IN TERMS OF SECTION 64 (7), that in the event that a quorum is not achieved at the meeting to be held on 15 April 2016, the meeting will be postponed without motion, vote or further notice, for one week in accordance with the provisions of section 64(4) of the Act, but the venue for the Adjourned Meeting will be the Registered Office of the Company, 112 Algernon Road, Norwood.</p>
5.	<p>EXPLANATION OF TERMINOLOGY & DEFINITIONS</p> <p>All of the resolutions contained in this notice of the annual general meeting which deal with amendments to the Society’s MOI refer to amendments to that portion of the Society’s MOI as adopted at the AGM of 21 November 2011.</p>
	<p>The purpose of the annual general meeting is for the following business to be transacted and for the following special and ordinary resolutions to be proposed:</p>
6.	<p>PRESENTATION OF—</p> <ul style="list-style-type: none"> i) the directors’ report; ii) audited financial statements for the financial year ended 28 February 2015 attached, and ii) audited financial statements for the financial year ended 28 February 2016 which shall be available on the Company’s website on www.....as from..... <p>The annual financial statements of the Company are presented to the members in terms of section 30 of the Companies Act 2008.</p>
7.	<p>SPECIAL RESOLUTION NUMBERS: 1-6</p> <p>Amendment to the Memorandum of Incorporation of the Company in accordance with Section 16 of the Act</p> <p>The minimum percentage of voting rights that is required for this resolution to be adopted is 75% (seventy-five percent) of the voting rights to be cast on the resolution.</p> <p>REASON FOR, AND EFFECT OF THE SPECIAL RESOLUTIONS</p>

	<p>The reasons for the proposed amendments to the Company’s MOI are:</p> <ul style="list-style-type: none"> i. to clarify and establish that the quorum requirement for a members meeting to begin, or for a matter to be considered at a members meeting is 25% as set out in section 64(1) of the Act; ii. to confirm the deliberative authority of proxies iii. to increase the maximum number of directors of the Company from 10 to 14; iv. to provide for an increase in the number of direct appointments of persons to the Board of Directors; v. to correct inconsistencies in the provisions of the MoI, pertaining to the term of appointment of directors; and vi. to correct a number of incorrect references to sections and schedules of the Act and the MOI
<p>8.</p>	<p>SPECIAL RESOLUTION 1</p> <p>A new Article 3.6 (1): Quorum Requirements, will be inserted as follows:</p> <p><i>The quorum requirements for a members meeting to begin, or for a matter to be considered are as set out in section 64(1) without variation.</i></p> <p>in substitution of the current Article 3.6 (1) which will be deleted.</p>
<p>9.</p>	<p>SPECIAL RESOLUTION 2</p> <p>A new Article 2.6: Deliberative Authority of proxy, will be inserted as follows:</p> <p><i>The authority of a members proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member are as set out in section 58 (7) without variation</i></p> <p>in substitution of the current Article 2.6 which will be deleted.</p>

<p>10.</p>	<p>SPECIAL RESOLUTION 3</p> <p>A new Article 4.1 (1): Composition of the Board of Directors will be inserted as follows:</p> <p><i>The Board of Directors of the Company comprises of a minimum of 3 directors and a maximum of 14 directors, a maximum of 8 and a minimum of 3 of whom shall be elected –</i></p> <p>in substitution of the current Article 4.1 (1) which will be deleted.</p> <p><i>Schedule 4 Directors of the Company at Part A paragraph 1.1 will be amended to provide for the election of a minimum of 3 directors and a maximum of 8 directors by the members.</i></p>
<p>11.</p>	<p>SPECIAL RESOLUTION 4</p> <p>A new Article 4.1 (2): Composition of the Board of Directors will be inserted as follows:</p> <p><i>In addition to the elected directors, the Board of Directors of the Company may directly appoint a maximum of 6 directors but always provided that the number of directly appointed directors as contemplated in this article 4.1 2) shall be less than the number of elected directors. There shall be no ex officio directors of the Company as contemplated in suction 66(4).</i></p> <p>in substitution of the current Article 4.1 (2) which will be deleted.</p> <p>Schedule 4 Directors of the Company at Part B will be amended by inserting the following new article:</p> <p><i>The Board of Directors of the Company shall be entitled to directly appoint a maximum of 6 Directors, provided that the number of directors so appointed shall always be less than the number of directors elected as contemplated in paragraph 1.1 of this Schedule 4 Part A.</i></p>

12.	<p>SPECIAL RESOLUTION 5</p> <p><i>Article 4.1 4) which provides for the appointment of directors to serve for an indefinite term to be deleted.</i></p>
13.	<p>SPECIAL RESOLUTION 6</p> <p><i>The following references will be corrected:</i></p> <ul style="list-style-type: none"> • <i>the reference to Schedule 2 at the last unnumbered paragraph of article 1.1 will be changed to Schedule 1;</i> • <i>the reference to Part C at paragraph of article 1.2 1) will be changed to Part D;</i> • <i>the reference to Schedule 2 at paragraph of article 1.4 1) will be changed to Schedule 1;</i> • <i>the reference to section 65(7)at paragraph 3.8 2) will be changed to section 65(9);</i> • <i>a reference to section 78(4) will be inserted at the second last line of article 4.4 1);</i> • <i>the reference to section 78(6) at paragraph 4.4 2) will be changed to section 78(7);</i> • <i>the 6 month period in paragraph f of Part C of Schedule 2 will be changed to 12 months</i> • <i>the reference to section 189 at paragraph g of Part C of Schedule 2 will be changed to section 58;</i>
	<p>The proposed amendments to the MoI are reflected in tracked changes in the attached copy of the MoI.</p>
14.	<p>ORDINARY RESOLUTION NUMBER 1: Appointment of Auditors</p> <p>“RESOLVED AS AN ORDINARY RESOLUTION that SAB&T are hereby appointed as the auditors of the Company, and Yousuf Hassan is hereby appointed as the designated auditor to hold office for the ensuing year.”</p> <p>The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights vote to be cast on the resolution</p>

15.	<p>ORDINARY RESOLUTION NUMBER 2: Reappointment and appointment of Directors</p> <p>It is confirmed that Prof. B. Eley; Dr. T. Tucker; Dr A. Grimwood; Dr. N. Davies hereby retire, having either served the maximum consecutive term stipulated in the Society’s MOI and/or having elected to retire.</p> <p>Ordinary resolution number 2.1 to 2.7 will be the election of 7 Directors by ballot.</p> <p>Please complete the Ballot Form attached hereto as Appendix B and submit it either:</p> <ul style="list-style-type: none"> i. in person at the AGM when registering for this AGM as per Item 1 above; or ii. together with the duly completed form appointing a proxy as per Item 11 below; iii. together with the notice of intention to participate in the meeting electronically as per Item 12 below <p>The minimum percentage of voting rights that is required for each of resolutions 2.1 to 2.7 to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on each resolution.</p>
16.	<p>ORDINARY RESOLUTION NUMBER 3: Appointment of Audit Committee members for the year ending 28 February 2017.</p> <p>Ordinary resolution number 3.1 to 3.3 will be the election of 3 of the Directors elected at the AGM to be appointed as members of the Audit Committee.</p> <p>Ballot forms will be distributed at the AGM following the election of the Directors.</p> <p>The minimum percentage of voting rights that is required for each of the resolutions in 3.1 to 3.3 to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on the resolution.</p>
17.	<p>ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IN PERSON OR BY PROXY</p> <p>Members may appoint an individual as a proxy, (who need not also be a Member of the Company) to attend, participate in and speak and vote in their place at the annual general meeting by completing the attached form of proxy and returning it to the registered office of the Company by no later than 07h15 on 13 April 2016, being 48</p>

	<p>(forty eight) hours prior to the time appointed for the holding of the annual general meeting. Please note that you may not appoint more than one proxy and you proxy may not delegate his/her authority to act on your behalf to another person. The appointment of the Proxy should be in the form of the Proxy attached hereto as Appendix C.</p>
<p>18.</p>	<p>ENTITLEMENT TO PARTICIPATE IN ANNUAL GENERAL MEETING ELECTRONICALLY</p> <p>Members may elect to attend, participate in, speak and vote at the annual general meeting electronically via SKYPE conference. Members wishing to participate electronically are advised to inform the registered office of the Company of their intention to participate electronically together with details of their Skype contact details by no later than 07h15 on 13 April 2016, being 48 (forty eight) hours prior to the time appointed for the holding of the annual general meeting. Notices may be emailed to admin@sahivsoc.org</p>

APPENDIX B
BALLOT FORM: ELECTION OF 4 MEMBERS FOR
APPOINTMENT TO THE BOARD OF DIRECTORS



**SOUTHERN AFRICAN HIV CLINICIANS SOCIETY ELECTION
TO BE HELD AT THE ANNUAL GENERAL MEETING ON 15 APRIL 2016**

NB: All paid-up, full-members of the Society may vote for four (4) of the nominated members listed below, to serve on the Board of Directors of the Society.

Ballot Forms must be submitted in person by Members when registering for the Annual General Meeting or must be attached to Proxy Forms

No	Names of Members Validly Nominated	
	(in alphabetical order)	
1	Sirraaj Adams	
2	Sandile Buthelezi	
3	Ravital James	
4	Peter Manyike	
5	Bhadrashil H Modi	
6	Ndiviwe Mphothulo	
7	Muhangwi Ben Molaudzi	

8	James Nuttall	
9	Nesri Padayatchi	

APPENDIX C
PROXY FORM

SOUTHERN AFRICAN HIV/AIDS CLINICIANS COMPANY NPC

(Incorporated as a Non-profit Company in terms of the Companies Act, 71 of 2008)

(the "Company")

I _____ (*member name*) _____, being a Member of the Company hereby appoint _____ (*insert name of proxy*) _____ as my proxy to attend and speak and vote on a poll for me and on my behalf at the annual general meeting of the Company to be held on the 15 day of April 2016 and at any adjournment thereof as follows:

Amendment to the Memorandum of Incorporation of the Company as per AGM Notice for meeting 15 April 2016

SPECIAL RESOLUTION NUMBER: 1

SPECIAL RESOLUTION NUMBER: 2

SPECIAL RESOLUTION NUMBER: 3

SPECIAL RESOLUTION NUMBER: 4

SPECIAL RESOLUTION NUMBER: 5

SPECIAL RESOLUTION NUMBER: 6

ORDINARY RESOLUTION NUMBER 1:

In favour of	Against	Abstain

Appointment of Auditors

ORDINARY RESOLUTION NUMBER 2.1 to 2.7: Election of 7 Directors by ballot.

ORDINARY RESOLUTION NUMBER 3.1 to 3.3: Election and appointment of 3 Directors to the Audit Committee by ballot.

AS PER THE ATTACHED COMPLETED BALLOT FORM APPENDIX B		

(if columns 1, 2 or 3 are not completed then my proxy may vote or abstain from voting as he deems fit)

(indicate instruction to proxy by way of a cross in space provided above).

This proxy appointment remains valid only until the end of the general meeting or annual general meeting any adjournment thereof, stipulated herein.

Signed at _____ on this the _____ day of _____ 2_____.

SIGNATURE

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy need not also be a member of the Company)