



**SPECIAL ONLINE (VIRTUAL)
ANNUAL GENERAL MEETING
MINUTES**

DATE: 14 OCTOBER 2023

TIME: 12:00 – 15:00

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1. Welcome - President (Manare Setati)

- The annual general meeting (AGM) was scheduled to start at 12h00. After opening the AGM and welcoming the delegates, the President explained to the delegates that the Council had decided that he should not chair the AGM due to the fiduciary role played by the presidency in the matters to be discussed. Instead, Dr Nico Govendor (who was present in the National Council meeting) was appointed to chair the AGM. Unfortunately, Nico could not attend the AGM as he had another engagement and would be flying back to Eastern Cape when the AGM started. Moreover, the Secretary was also not able to attend. This left no neutral executive member to chair the meeting. Consequently, the President consulted with the Council via email a few days before the AGM and requested the Mpumalanga Regional Representative to chair the meeting.
- The Gauteng Rep was asked to be the AGM secretary.
- The President then handed over the AGM chair to Mr Diapo Makhubela.
- During the Annual General Meeting (AGM), a concern was raised about Mr Diapo Makhubela being a nominee and, therefore, not suitable to chair the AGM. However, it was later explained that Mr Makhubela would only preside over the meeting until the elections began. Once the elections started, he would hand over the chair to the electoral officer, and therefore, he would not be responsible for running the elections.
- The Vice President, Dr Baatseba Mofolo-Mbokane, objected to the fact that only the President had chosen Mr Diapo Makhubela as the AGM chair without involving the whole executive. The objection was based on the fact that Nico was not available, and therefore, the President should have consulted the rest of the executive members before making the decision. Furthermore, according to the executive's protocol, the Vice President should be the next in line to chair if the President is unavailable. The VP clarified the basis of her questions that the Council elected Nico and not Diapo. But Nico, in a private conversation with the VP, told the VP that he indicated he was not available to chair and asked for the postponement of the AGM, which did not happen.

Ms Goba asked if the whole executive team was conflicted and, if not, why the vice president was not chairing the AGM.

The Council members and the President explained the decision to exclude the President, Vice President, and Treasurer from chairing the AGM since they are part of FinCom. The President also clarified that since Nico was no longer available to chair the AGM, he proposed the names of Mr Diapo Makhubela and Mr Sokutu to the Council members via email. He further requested members to provide alternative proposals if they had any objections to the proposal or a different opinion. However, there was no response to the President's email, either opposing or offering alternative suggestions. Therefore, it was assumed that all Council members, including the executives, supported the proposal.

The Vice President requested the meeting to be recorded. She did so because some untrue statements were made that needed to be part of the recording. Specifically, she referred to a statement made by Ntate Gabriel Mphuthi, which claimed that nobody objected to the President's email. However, she pointed out that as the Vice President, she objected to the list and had responded to the President's email. (Unfortunately, she was cut off from the meeting before she could finish her statement).

Ms Nkhensani Duba pointed out that the VP did not attend the National Council meeting that decided the presidency should not chair the AGM. Also, the VP had responded to the President's email very late.

- Alwyn Olivier projected a part of the Constitution to explain
 - that the finance committee (FINCOM) is not part of AMESA structures.
 - The President, vice president, and treasurer take fiduciary responsibility for the Council.
 - Any motions must have been submitted three months beforehand. However, members may put a motion from the floor, and the motion must be supported by all the delegates unanimously.
 - He then pleaded with the delegates to leave nonrelevant issues and continue with the AGM according to the agenda.
- Alfred Msomi proposed that previous AMESA presidents present in the AGM should be requested to chair.
- Diapo indicated that there are two motions to entertain regarding chairing the meeting,
 - He must continue to chair the AGM,
 - Any previous AMESA president who is present should chair the AGM.

Hlamulo Mbhiza seconded the motion that the previous President chair the AGM.

During the meeting, Alfred Msomi nominated Ms Busi Goba to chair the session as the former President, while Gabriel Mphuthi seconded the motion. The AGM reached a unanimous decision after agreeing that there was no objection to the nomination of Ms Busi Goba. She agreed to chair the meeting while Diapo recused himself.

2. Finalising the agenda

- The delegates were to review and adopt the projected agenda, but the Secretary was asked to confirm if the AGM forms a quorum before finalising it.
- The President projected a table that showed the number of voters per region.
- During the AGM, Alwyn Olivier clarified that the quorum refers only to the official voters and office bearers rather than all attendees. Therefore advised the AGM to move on.
- The chair reviewed the agenda items and called for adoption. Prof Msomi made a motion to adopt, seconded by Dr Zweli Dlamini. The agenda was then adopted.

3. Apologies

- Ms Kgomotso Pilane, AMESA National Secretary
- Dr Govendor (Nico)

4. Financial Report - Oniccah Thibodi

Before the treasurer could give their report, the chairperson allowed some concerns to be raised. Senzo Bhuda raised a concern regarding the delegates who must form a quorum, whether they are present or not in the AGM. The chair subsequently requested the Secretary to call each delegate by name as it appears on the voter's roll for a roll call. Vutomi Bila interjected and objected to the process, stating that it concerned voting.

The treasurer presented and read the audited and qualified financial statement. Additionally, the treasurer presented the 2022 Congress financial records.

The financial report of the 2022 Congress has a significant issue that needs to be addressed. On 25 June 2022, the treasurer made an unusual or fraudulent expenditure of R118,945.70 by releasing a payment to an incorrect FNB account. Unfortunately, FNB and ABSA could not successfully reverse the transaction due to insufficient funds in the wrong FNB account. The payment should have been made to Jetline to cover printing costs. As a result of this error, the 2022 Congress Account is carrying a financial loss, and the funds have not been recovered. The treasurer has reported the matter to the police and managed to open a case numbered 342/7/2023.

- Matters arising and concerns:
 - The organisation's financial loss of almost R800 000 is alarming, probably due to poor management.
 - The loss of R118 945.70
 - Details about the police case and the bank investigation
 - Long-term sustainability and poor financial management
 - Follow up and report back on the investigation by the banks.
 - Money is outstanding (profit sharing?) due to hosting of congresses (NC, FS, KZN)
 - Subscriptions payment outstanding that are due to Regions.
 - Why was R425 000 used from the national account and not the Congress 2022 account as a rule? What was paid?
 - The beneficiary details were not re-checked/confirmed before payment was made.
- Response and clarification from the treasurer
 - The case was first reported to the bank's dispute department, but they could not provide a resolution. Therefore, the case was then referred to the fraud department. Legal Wise was consulted, and they suggested that the case be referred to ABSA Bank's ombudsman. Currently, the ombudsman's report is still pending. After receiving advice from the Congress held in Cape Town, a police case was finally registered in July 2023. The police investigation is still ongoing.

- The Association suffered significant financial losses due to the withdrawal of its primary sponsor, Old Mutual. Moreover, the COVID-19 pandemic caused the cancellation of face-to-face congresses in 2020 and 2021, substantially reducing revenue. Also, there was significantly less membership in 2020, and no profit was made in the 2022 Congress. The Association's finances were heavily dependent on these events, and the lack of income severely impacted its operations.
- The first payment to Jetline was successful, but the second payment went to the wrong beneficiary. Even though the payment was meant for Jetline, it was approved because it was the second payment. When Jetline notified the treasurer that they had not received the payment, it was discovered that it had been credited to a different account. Eventually, the correct account was settled in two payments, as documented by R81000 and R37000. Audrey Maboe, who was also a member of the 2022 Congress LOC, is aware of this transaction.
- Regarding the R452 000 expense from the National account, the treasurer explained that delegates paid the conference fees into the national account, and then the money was transferred to the Congress 2022 account. The national account covered the National Council and other exco expenses related to Congress 2022, and the payment was made to the Congress 2022 account. However, an outstanding amount of R260 000 needed to be paid to North-West University for their services, which the Congress 2022 account did not have sufficient funds for. As a result, the executive committee collectively decided to use the National Account to pay this amount. Unfortunately, Congress 2022 ended up incurring a significant loss. Audrey Maboe argued that only the National account was made known to members, not Congress 2022. However, Alwyn disagreed with her and pointed out that only the Congress account was published in all conference calls.
- The paper trail issue was clarified, and there is case number 342/7/2023.
- The issue of outstanding profit-sharing payments for NC, KZN, and FS has been recurring since 2013/2014 and seems to be inherited. Due to the shortfall caused by the withdrawal of the main sponsor, the executive has agreed to pay a certain percentage of the money until it is fully paid. For example, KZN has already received R50,000 towards their profit share.
- The regions must provide audited financial statements to receive the payments for their subscriptions.
- Percy Mogomotsi from North West proposed the adoption of the Audited Financial Statements, which Molatelwa Ramohale seconded from Limpopo and Phora Mokone from Mpumalanga.
- A proposal was introduced to impose consequence management measures on all executive members implicated in erroneous transactions—the proposal aimed to ensure accountability and deter future misconduct. However, the proposal was met with conflicting views and, ultimately, failed to garner

unanimous agreement. Some participants posited that the consequences should be strictly reserved for cases with clear evidence of wrongdoing. In contrast, others expressed concerns over the severity of the proposal and its potential to engender a culture of fear and mistrust within the executive team. Despite the lack of agreement, the discussion highlighted the importance of implementing measures to address potential issues and prevent future transgressions.

- Alwyn Olivier highlighted issues of incompetence. He further suggested supporting office bearers in understanding their role in managing the Association's finances.

5. Motions

- KZN
 - The motion was debated as tabled.
 - Dr. ZD argued that the motion being presented was based on the Financial Statement that was not adopted in Cape Town. As a result, Dr. ZD motioned to strike the current motion. Seconder Ngwako, Sela Mamenyi, Molatelwa Ramohale, Prince Msapha, and Percy Mogomotsi supported Dr ZD by seconding the motion to strike. Percy Mogomotsi added that the current motion was self-contradictory, further supporting the decision to strike it.
 - Prof Msomi voiced his support for the motion and moved for its adoption. However, Vutomi Bila argued against the motion, stating it was self-contradictory. Dr ZD then moved that the motion be noted. Despite this, Senzo Bhuda and Prof Percy Sepeng seconded the motion. Audrey Maboe also supported the motion by pushing for its adoption. Finally, the motion was put to a vote.
- North West
 - The motion was not debated as tabled but was subjected to voting because of time constraints.
- Voting process
 - A separate platform was used to ensure that only elected voters from each region and branch could vote. The voting poll was designed to allow voters to cast their vote for both motions simultaneously. The voters will receive an email that includes a link to access the voting poll. The email will contain instructions on how to cast their vote. The President proposed that the second motion be tabled and discussed so that the voting for both motions could occur simultaneously.
 - Voters will cast their votes secretly, and only the results will be disclosed. The poll had two options:
 - Yes – the motion must be carried (voting in favour),
 - No – the motion must not be carried on (voting against).

- Senzo Bhuda raised a concern regarding the voting process. He argued that according to point 30 of the Constitution, all members attending the AGM should be allowed to vote under procedures for motions and decision-making. However, Alwyn Olivier clarified that only office-bearers and elected representatives per branch and region are considered voters at the AGM. This means that not all attendees can vote.

The President further explained that during the opening of the AGM, he projected statistics that showed the composition of the AGM. This was to explain the AGM quorum precisely, which helped determine the number of attendees required to be present for the meeting to proceed. Therefore, only nominated individuals who meet the criteria set by the Constitution would be allowed to vote during the AGM. Although all attendees are invited to contribute to the AGM's deliberations, only the nominated people have the right to vote. This helps to ensure that the voting process is fair and that nominated individuals make decisions as per the Constitution.

- Dr ZD complained that the chairperson was not effectively leading the meeting and allowed voter education to prolong it. Voter education should take place in the branches.
- Voting on the motions
 - As the voting process was about to commence, the President announced that the electoral officer who was supposed to oversee the elections had withdrawn from the duty. The withdrawal was because the officer was known to have worked closely with the President. He did not want his Association with the President to cast any aspersions on the Annual General Meeting (AGM) and decided to withdraw from the task.
 - During the meeting, the President asked the delegates for guidance on appointing an electoral officer who would be responsible for receiving and announcing the results. A suggestion was made to appoint Alwyn Olivier, a former AMESA president, but he declined the offer. Thereafter, Prof Msomi proposed the name of Prof Sepeng, which Ms Audrey Maboe seconded. Prof Sepeng accepted to serve as the electoral officer.
 - Audrey Maboe objected to the voters' roll on the basis that the number of credentials announced in Cape Town was 63 but had now increased to 65. The President requested the council members to explain the discrepancy, but they failed to do so. The President then clarified that the most recent statistics from the figures presented at the Congress in Cape Town indicated an increase in the number of members. Members paid their subscriptions to UCT's events manager, CMC, instead of the AMESA Congress account during registration for the Congress. The updated membership information was sent late to the Secretary, which is why the Council collectively decided to consider the new statistics and amend the voters' roll accordingly.
 - The voters' roll was verified and confirmed by both the regional

representative and the President (for office-bearers) as follows:

Region	Number of voters	Confirmation
Eastern Cape	2	2
Free State	7	7
Gauteng	4	4
KwaZulu-Natal	7	7
Limpopo	18	18
Mpumalanga	10	10
Northern Cape	2	2
North West	8	8
Western Cape	2	2
Office bearers	5	5
Total	65	65

- All eligible voters were allowed to provide their accurate email addresses.
- The President sent an email to eligible voters containing a Google form link for casting their votes. However, the form's settings did not allow the voters to cast their votes. Instead, an error message stated, "Permission is not granted". The President then resent the link, and afterwards, the voters could cast their votes successfully.
- During the voting process, the voters were notified that the first motion on the form was intended for the North West region, while the second motion was meant for KZN. The Vice President objected, stating that the motions presented on the voting poll were identical and no distinction was made between the KZN and North West motions. However, the President explained that the motions were copied exactly as they were submitted. Professor Msomi confirmed that the President's interpretation was accurate. Then, the Vice President admitted that she was confused.
- There was a concern around the Google form sent out by the President, as it was not set up to prevent individuals from voting more than once. However, some members have explained that if someone attempted to vote twice, the electoral officer could detect this by exporting the data into an Excel spreadsheet. The members of the AGM agreed that any vote that was either incomplete or cast multiple times would be considered a spoilt vote.
- The electoral officer informed the delegates that he had received 58 votes and that the missing votes would be deemed as abstentions.
- During the AGM meeting, several members raised concerns about the voting system that the President had implemented. The members felt that the system was not user-friendly, and some were even unsure whether their votes had been recorded because there was zero over zero,

which they did not understand. In addition, some members managed to vote on the first link provided and again on the second link, which may cause confusion.

The President acknowledged that the system may have caused confusion, particularly regarding the casting of votes from the two different links, which could be captured in the same database. However, he explained that he had sent the second link in response to a request from the house, which was not his decision.

While some AGM members continued to be critical of the President's voting system, others felt that it was acceptable and that it was important for people to avoid being unethical and not take advantage of the system, given that it was virtual.

In the end, the President asked the AGM to decide on the best way forward, considering the concerns raised during the meeting.

- The electoral officer, Prof Sepeng, provided his expert assessment of a voting form and concluded that it was not designed to facilitate a fair vote. He explained that the form was designed like a quiz or academic test, which was not its intended purpose. The electoral officer pointed out that the form was supposed to allow only one casting of a vote and not multiple votes, as it would affect the results of the elections.

Furthermore, the electoral officer requested five minutes to design a new form using Microsoft Forms, which would ensure that email address usage was compulsory. The new form would allow voters to enter their email addresses and names. However, the names would be hidden when the results are announced.

The VP, Dr Batseba Mofolo-Mbokane, supported the electoral officer's assessment and explained that the current form was unacceptable. She provided her expert view, stating that a zero over zero must not show when completing the form, as it would create problems for the elections. She also said she completes these forms daily, and zero by zero never comes.

Vutomi Bila disagreed with the idea of designing a new form. Instead, he suggested changing the settings of the current form to comply with the AGM requirements. Bila argued that requiring people to enter their names would be unfair, as the names and email addresses could be automatically pulled into the spreadsheet.

Onnicah Thibodi requested that the AGM move forward and give the electoral officer permission to design a new form. Percy Mogomotsi concurred and made the same suggestion. However, Vutomi Bila suggested that the electoral officer should not work alone.

Mbazima Ngoveni volunteered to assist the electoral officer since he was independent and not conflicted. The officer welcomed the offer and promised to work with Mr Ngoveni to design a new form that would meet all the AGM requirements.

- During the AGM, the members had to wait more than 14 minutes for the electoral officer to create a new voting form. Once the new form was

ready, it was emailed to the voters. The chair then requested the members to check their emails and cast their votes. However, the electoral officer reported receiving 3 emails with the error “Email not found”. The chairperson then asked the members whose emails bounced back to confirm their attendance at the AGM, but none of them responded.

- The chairperson reminded voters that ‘Yes’ supports the motion, ‘No’ opposes it, and a third column was added for abstentions.
- At the meeting, Vutomi Bila drew attention to a significant issue regarding the forms used for voting. Both the electoral officer’s form and the President’s form allowed for multiple casting, which could lead to unfair results. In response, the chairperson reminded everyone to vote only once and to behave professionally.

Vutomi Bila’s concern was followed up, and it was suggested that the issue be discussed to avoid further challenges. The electoral officer claimed they would be able to identify any person who voted more than once. Still, Vutomi Bila highlighted that the form allowed multiple resubmissions, which could cause confusion and lead to the same individual voting numerous times without being detected.

Furthermore, Vutomi Bila explained that the electoral officer’s form was created to fix the President’s form’s problem, which also allowed for multiple casting. However, both forms had the same issue, indicating that the problem was not resolved. Therefore, Vutomi Bila suggested that the form be redesigned to ensure that the issue of multiple resubmissions is resolved.

Hlamulo Mbhiza echoed the electoral officer’s statement and suggested that colleagues should accept the current form and vote only once to make progress. A quality assurance process would also be implemented to expose people who voted twice. Thando Dlomo suggested that the first casting should be considered in the case of people who submitted multiple votes and the rest ignored. However, Oniccah Thibodi objected to Thando Dlomo’s proposal, stating that the second form was created to avoid multiple submissions. Oniccah suggested that the AGM penalise people who voted twice by disqualifying them since they knew they were not supposed to vote twice. Hlamulo Mbhiza seconded Oniccah’s suggestion.

- Voting results on the motions

- The electoral officer announced the results as follows:

The voting process ended when 50 responses were received, taking approximately 61 seconds. In the first motion, 25 people voted ‘Yes’, 24 voted ‘No’, and 1 person abstained. In the second motion, 23 people voted ‘Yes’, 25 voted ‘No’, and 2 people abstained. Motion 1 will proceed, while Motion 2 will be cancelled.

The chairperson asked the electoral officer to clarify the motions since they were swapped in the form.

The electoral officer continued to explain the results. The first motion

was that any member of AMESA who mismanages the finances of the Association, including the misuse of AMESA funds, should be held financially accountable for the misappropriated funds and that the members in question should be prohibited from serving in any decision-making capacity or executive positions within AMESA for four years following the transgression. Motion number two is the motion to deny the current office-bearers who have maladministered the Association funds to be nominated for the elections on 14 October.

During the announcement of the election results, some members of the Annual General Meeting (AGM) noticed a change in the vote count. They protested the results, claiming they were invalid. This led to chaos and disorder at the meeting. To bring order to the AGM, the chairperson requested the electoral officer explain the reason behind the vote change.

The electoral officer explained that he took a picture of the screen before presenting the result because he knew some members would continue to cast their votes after the polls were closed. He did not understand why it was happening. He also stated that when he started presenting the results, he initially announced that there were only 50 responses, not 51. He refused to check the person who voted after the poll closed because the exercise would be a waste of time. Motion 1 passed, while motion 2 failed.

The electoral officer (Mr Ngoveni) requested that the chairperson declare the announced votes valid.

- Deliberations and interpretation of the results

During the discussions, the AGM members were divided and echoed divergent views regarding the voting, results and the interpretations and implementation of the motions.

- Some members interpreted the results and suggested implementing the motions. Motion 1 should be carried forward as the majority voted for it.
- Other members requested the electoral officer identify individuals who voted more than once before moving forward.
- Other members felt that the voting was not fair and suggested that results be declared null and void. Furthermore, the new form that will allow one vote must be designed and open voting again.

After much discussion, the AGM decided that the electoral officer should reveal the identities of those who voted after the poll was closed for transparency purposes. While waiting for the electoral officer to display the voting data, some members argued that it would not be useful even if the person who voted twice were identified. Instead, they suggested that the AGM accept the announced results as legitimate and discuss Motion 1 since Motion 2 had been struck off.

Alwyn Olivier suggested that the chairperson declare the votes as valid, and the exercise of the electoral officer exposing the person with multiple votes will

not be necessary. Senzo Bhuda seconded the suggestion.

The electoral officer reported multiple votes were cast using the email addresses vutomi@gmail.com and “ramohalemolatelwa@gmail.com.” The AGM members requested the electoral officer to display the information on the screen, which was eventually shown. However, the electoral officer presented new results that indicated two more people had cast their vote after the voting had closed.

The new results projected on the screen differed from the initial results shared, which caused confusion and concern among the attendees. The latest results for motion 1 showed that 54 people cast their votes, with 26 people voting yes, 27 voting no, and 1 person abstaining.

Despite the request from the members, the electoral officer could not show the list of people who voted, which raised suspicion and distrust. When questioned about this matter, the electoral officer felt disrespected and left the AGM abruptly, which only added to the attendees’ frustration and confusion.

The chairperson asked for guidance on what the Constitution stipulates in the event of contested votes. Alwyn Olivier, co-author of the Constitution, noted that it does not provide direction for this scenario.

- Way forward

After an extensive discussion, the members could not reach a clear and final agreement regarding the motions. The main reason behind the impasse was the contestation of the results. In light of this, the members recommended the suggestions below for the way forward.

- Adopt Motion 1 and proceed to elections since it does not prohibit current leadership from being elected.
- Adjourn the AGM and meet face-to-face in Kimberly in 2024,
- Adjourn and call another meeting for elections before Kimberly.

However, the majority agreed to adjourn the AGM and continue the discussions face-to-face in Kimberly in 2024.

Dr Dhlamini proposed closure, and AGM members seconded. The AGM adjourned at 21h09.

6. Elections

Postponed to 2024 AGM in Kimberly

Office	Nominee	Nominated by
President	Manare Setati	Limpopo, North West and Mpumalanga regions
	Batseba Mofolo-Mbokane	Gauteng region
Vice-President	Zingiswa Jojo	Gauteng region
	Fusi Rantene	Free State region
	Lesego Mokotedi	North West region
Treasurer	Oniccahh Thibodi	North West region
	Ishaak Cassim	Gauteng region
Secretary	Audrey Maboe	North West region
	Diapo Makhubela	Limpopo and Mpumalanga regions

7. General

The AGM did not discuss the item.

8. Closure - President

The President closed the AGM