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

HELD ON 22 SEPTEMBER 2011 AT THE MERCURE HOTEL, 33 BRADFORD
ROAD, BEDFORDVIEW FROM 14H00 TO 17H00

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, Guest Speakers, Award Winners and Special Guests. The members of the Board were then introduced individually by the President, while he also acknowledged Mr Mzwandile Khanya and his colleague from CHOC. Mr Ntshale Phalatse, Chairperson of the Northwest Province, 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: Professor N T Naidoo (Governor - Eastern Cape), Kobus Smit (Governor - Western Cape), Manny de Freitas (Chairperson – Gauteng), Belinda Steynberg (CANSA Head Office). The Company Secretary, Mr Rudolf van Jaarsveld, reported that the attendance register indicated 48 members were present and stated that all three Business Units were represented. Three valid proxies were received. These figures constituted a quorum and the President declared the meeting duly constituted and open.

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.

4. CONFIRMATION OF THE PREVIOUS YEAR'S AGM MINUTES

The minutes of the National Annual General Meeting held on 22 September 2010 were approved - Mr Lyndon Johnstone proposed and Professor Michael Herbst seconded.



Cancer affects us all...

Non-Executive Directors: L Johnstone (Chairperson) | B Pancha (Vice-Chairperson) | Prof. E McIntosh | D Foster | Dr C Masuku | T Mashaba
Executive Directors: S Janse Van Rensburg (CEO) | E Joubert (COO) | R van Jaarsveld (CFO)

Reg. No. 1932/003720/08. NPO No. 000-524



5. CHAIRPERSON'S REPORT

The Chairperson, Mr Lyndon Johnstone, presented his report which is also available on page 4 of the 2010/11 Annual Report:

"I am overjoyed at being able to congratulate CANSA on its 80th anniversary! What a blessing it is to count eight decades in which countless peoples' lives have been touched, changed and saved. And what a privilege it is for me to be a part of it all.

On behalf of CANSA's Board of Directors I would like to extend my sincere gratitude to cancer survivor and CANSA CEO, Sue Janse van Rensburg, for living and breathing CANSA. Thank you to our management team for driving the organisation forward, our loyal staff for investing their skills in the fight against cancer, and to our passionate volunteers for dedicating their time to making a difference in the lives of thousands of South Africans. And to our invaluable partners, stakeholders and funders – thank you for making it possible for us to take on this fight day after day. To my fellow Directors and Regional Officers, your unwavering commitment and support is humbling.

Because of all your combined efforts CANSA remains the leading non-profit organisation in cancer control in the country. Our awards and accolades testify to the fact that CANSA's unique three-tier service offering has successfully positioned us as a recognised leader in the field. This includes our well established and respected cancer research programmes that determine our growing advocacy or watchdog role and need-focussed service delivery programmes.

I am also pleased to report that CANSA has once again delivered in terms of its strategic objectives to ensure longer term sustainability. The board's vision and continued focus on governing structures resulted in our financial reporting and governance attaining King III compliance status during the 2010/2011 financial year.

Thank you to each and every individual who made the year a success. We have a formidable legacy from which to draw strength and inspiration. Let us never forget that and let us press forward to the next 80 years!"

6. COUNCIL OF GOVERNORS

At a Council of Governors meeting held on 22 September 2011, it was resolved to recommend the following to the Board of Directors and EXCO, that:

- the Council of Governors be retained in its current form in the proposed Memorandum of Incorporation that has to be adopted in accordance with the new Companies Act;
- the Chairperson of the Board of Directors remain an *ex officio* member of the Council of Governors;
- the Chief Executive Officer, or another executive member of the Board of Directors, also become an *ex officio* member of the Council of Governors;
- the Council of Governors be constituted in the Memorandum of Incorporation as the Social and Ethics Committee of the Company for the purposes of complying with the prescriptions of the Minister in terms of section 72(4) of the Companies Act, No 71 of 2008, read with the applicable Regulation;

- all Governors serve on the Business Unit Council concerned and that the Chairperson of the Business Unit Council be elected from amongst the Governors that serve in that Business Unit;
- the Ethics Committee of the Board be renamed the Health Practices Ethics Committee;
- the Council of Governors shall be required by the Memorandum of Incorporation to develop a Corporate Governance Ethics Charter and a Social Charter for adoption at a general meeting of CANSA;
- the Board of Directors should be constituted so as to be fully representative of the skills required by the business in which the company is engaged;
- the Council of Governors will adopt a Monitoring and Evaluation Model for monitoring and evaluating the performance of the Board of Directors.

The Council of Governors further resolved to recommend that volunteers of the company, who are not also paid-up members of the company, be offered non-voting membership.

The Council of Governors takes note of the measures that have to be taken to remodel the business components of the company and express the hope that those measures will enhance sound governance and accountability.

The Council of Governors also expresses the hope that the financial management of the company will be synchronised with the new business structure and that the financial planning model will enhance the effectiveness of that new structure.

7. FINANCIAL REPORT

Mr Rudolf van Jaarsveld (Chief Financial Officer) presented the financial report (please refer to the 2010/11 Annual Report for the audited Financial Statements). The President announced that copies of the financial statements were available at the meeting.

8. ADOPTION OF RESOLUTIONS

The President led the adoption of the six ordinary resolutions. Auditor Michael-Jon van Loggerenberg from the firm Rödl & Partner, counted the votes in accordance with the proxies received. The results were as follows:

ORDINARY RESOLUTION NO. 1

THAT Mr Lyndon Johnstone be re-appointed Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
48 3	0	0

ORDINARY RESOLUTION NO. 2

THAT Professor Elna McIntosh be re-appointed Director of the Company with effect from the date of the passing of this resolution.

For	Against	Abstain
28 3	0	2

ORDINARY RESOLUTION NO. 3

THAT the remuneration for the members of the Board of Directors remain R2 000 per meeting attended, to be paid in arrears in accordance with the Articles of Association.

For	Against	Abstain
41 3	3	0

ORDINARY RESOLUTION NO. 4

THAT the remuneration for the Chairperson of the Board of Directors remain R4 000 per meeting attended, to be paid in arrears in accordance with the Articles of Association.

For	Against	Abstain
38 3	1	3

ORDINARY RESOLUTION NO. 5

THAT the annual financial statement for the year ending 31 March 2011, be adopted, together with the auditors' report.

For	Against	Abstain
41 3	0	0

ORDINARY RESOLUTION NO. 6

THAT Deloitte and Touche be re-appointed as external auditors for CANSA and that the remuneration for their past audit be determined.

For	Against	Abstain
38 3	0	0

9. GUEST SPEAKERS

The Chief Executive Officer (CEO), Ms Sue Janse van Rensburg, commended Anel van den Berge for coming up with CANSA's 80th Anniversary theme: *Yesterday, Today, Tomorrow*. The CEO introduced the three guest speakers namely Dr Denis Baird, Mr Simon Gear and Mr Sibusiso Tshabalala. The President thanked all the guest speakers for their interesting and inspiring talks.

10. PRIZEGIVING

The President called upon the CEO to do the prize-giving.

Oettle Awards:

Dr Carl Albrecht explained the origin of the Oettle Awards, which were then presented to:

- Dr Denis Baird
- Professor Peter Bernard Hesseling
- Professor Anna Margaretha Joubert



11. VOTE OF THANKS

On behalf of the Board of Directors, Chairperson Lyndon Johnstone thanked the Board of Directors, Council of Governors and EXCO for their contribution and dedication to the cancer cause. The CEO thanked our guest speakers, the President - Gary Oliver, the Board of Directors, the members, volunteers, staff, prize winners and entertainers.

12. CLOSURE

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

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Mr Lyndon Johnstone
Chairperson: Board of Directors

Date: _____

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