



SADA

**NOTICE OF SPECIAL GENERAL MEETING
7 DECEMBER 2023**



The South African Dental
Association (**SADA**) NPC

NOTICE OF SPECIAL GENERAL MEETING (AGM)

THE SOUTH AFRICAN DENTAL ASSOCIATION (SADA) NPC
Registration Number 1935/007092/08

Notice is hereby given by the SADA Board of Directors that a Special General Meeting of Members (SGM) of The South African Dental Association (SADA) NPC, will be held on Thursday 7 December 2023 at 18h00, which will be held via SADA's Zoom virtual meeting
(Due to the virtual meeting, member participation will be facilitated through the Zoom platform of the meeting. To allow for the confirmation of a quorum, members are kindly requested to join the virtual meeting no later than 17h45 to avoid delaying the meeting).

This document is important and requires your immediate attention. Your attention is drawn to the notes at the end of this Notice, which contains important information with regard to participation in the Special General Meeting ("SGM" or "Special General Meeting") electronically.

The board of directors of SADA ("the Board") has determined, in accordance with section 59 of the Companies Act, No. 71 of 2008 ("the Act"), that the record date by when persons must be recorded as voting members in order to be entitled to receive this Notice is 1 March 2023. The record date is noted in order for members to be able to attend, participate in and vote at the AGM is 1 March 2023.

The purpose of the Special General Meeting is limited to the following special business to be considered:

AGENDA

1. Opening and Welcome
2. Greetings
3. Apologies
4. **Ordinary Resolution**

Resolved that the 2023 SADA Annual General Meeting is postponed to 2024 on completion of the audit of the 2022 financial statements as approved by the Board.

Additional Information in respect of Ordinary Resolution

In 2022, investigations were commenced to move from its current E2 Client Relationship Management (CRM) to a new membership platform. The E2 platform was locally developed with limited development potential and customer base. Although it served SADA's needs, its support, integrity, and stability became a concern over the years. As a result, a new CRM Glup Up which is a global CRM system offering more functionalities than E2 was sourced with superior statistical analysis and reporting functions.

Parallel with the above decision and on the recommendation of our auditors PKF Octagon as part of their report on the 2021 audit of our financial statements, they stated a move of our financial records from Pastel Evolution to Xero Accounting in order to fully integrate finance with the CRM system.

During March 2023, the migration of financial records from Pastel Evolution to Xero Accounting commenced in preparation for the audit of the 2022 financial statements. A consultant company was appointed to ensure a smooth migration of our records to Xero Accounting and despite all efforts by them, the migration of financial records correctly was not successful. Our auditors then recommended All5 Accounting to review the integrity of the records migrated.

Some of the findings of All5 Accounting were :

1. The Xero integration process was flawed and not carried out correctly by our service providers
2. Insufficient training was given to SADA staff
3. Opening 2022 balances (2021 closing balances) were incorrectly integrated.

All5 Accounting reported during the week of 6 November 2023, that migration was successful and all opening balances for 2022 (2021 closing balances) were now correct and the audit process may begin.

Our auditors PKF Octagon were approached to begin their audit process but reported that they did not have the necessary teams to carry out the SADA audit as they were otherwise engaged during this period.

As a result, our auditors recommended that the 2023 AGM be postponed to 2024 and they will assist with:

1. Application will be made to the Companies Tribunal about the late filing of financial statements.
2. Application will be made to SARS about late filing of SADA returns.

A special Board Meeting was held on 8 November 2023, when the above developments were discussed and a National Council meeting was held on 13 November 2023 to appraise the Council of events.

The Board also decided to hold a Special General Meeting of members to propose a resolution to move the 2023 SADA AGM to 2024 as soon as the audit of its 2022 financial statements are completed. The Integrated Annual Report which also contains summarised annual financial statements will be made available once the Audited Annual Financial Statements are approved by the Audit & Risk Committee and its recommendations to the Board for signature.

In 2024, this will be followed up with an audit of the 2023 financial statements so that the AGM in 2024 can be held in time.

The Board together with the Audit & Risk Committee wish to assure all members that the delay and postponement of the 2023 AGM to 2024 was as a result of challenges in migration of financial data and not for any other reason. All records have now been successfully migrated to the new Zero Accounting system and the audit process can commence as soon as the auditors are available.

This Special General Meeting is being called to allow all members an opportunity to attend the meeting and receive a full report back and ask questions. Members are kindly urged to approve the proposed resolution so that the auditing process can begin early in 2024 and completed so that the Audited Financial Statements for financial year ending 31 December 2022 can be presented to an Annual General Meeting to be held in 2024.

This will be immediately followed up with the audit of our 2023 financial statements to present to an AGM to be held in 2024 within the required time frame.

5. Vote of thanks
6. Closure

IMPORTANT GENERAL NOTES

All eligible SADA members are entitled to attend the meeting. As stated above the record date of 1 March 2023, will for the purposes of the meeting, determine who the eligible members are.

Any eligible member, who is unable to attend the meeting, may submit their questions and comments via e-mail for attention Dr N Osman, SADA Chairperson c/o Ms Noma Nkiwane at e-mail address secretary@sada.co.za or NNkiwane@sada.co.za before the date of the meeting so that a consolidated feedback may be given at the meeting.

Dr. N Osman
Chairperson SADA Board
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