



Ecommerce Forum South Africa

Minutes of the EFSA Annual General Assembly, held on 9 March 2020 at the offices of PayU, Cape Town

Participants

Adheesh Budree	UCT - In the Chair (items 1 – 4)
Kerry Lewkowicz	Inspired Marketing
Alastair Tempest	EFSA - CEO (In the Chair items 5 - 7)
James van der Hoven	Vane Digital - Treasurer
Deon van Rensburg	Inspired Marketing
Rieka van Wijk	PayU

In attendance

Dylan Piatti	Advantage Group
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1. Welcome, Announcement of Proxy Votes Received and Declaration of a Quorum

The Chair welcomed attendees and thanked PayU for hosting the meeting. He asked the CEO to report on the Proxy Votes received. The CEO replied that Proxy votes had been received from Ms Sekwele (SintuOnline) and Messrs Walker (CourierIT), Guramatunhu (King-Online); Adejumo (Dropstore); Philippou (Massmart), and Loate (Lefa). All had given their vote to the CEO. The total of paid-up members represented was 9, which represented more than the minimum 20% of the membership required. The Quorum was therefore reached.

The Chair called for a vote of thanks for Simon Leps who had served as an active Board member and chaired the Online Payments Committee for 4 years. Simon had resigned to pursue non-ecommerce activities. The vote was carried unanimously and members wished Simon every success in his new endeavours.

2. Report on 2019 Activities by the CEO

The CEO presented his Report for 2019 (attached). The Chair reminded members that some students at UCT would be prepared to do relevant research as part of their Masters degree. He would welcome suggestions. Members noted that the Seminars would go ahead. Deloitte had offered 24 July 2020 for a half day. Proposals for a keynote speaker and panels were invited.

3. Treasurer's Report 2019

The Treasurer tabled the finances. These showed that the income had declined since 2018. The annual costs were for travel, remuneration for the person who prepared the Monthly Newsletter format, a contribution towards the CEO's office costs and the monthly fee for the CEO. In 2019 an additional cost to arrange a press conference for the Trustmark had been agreed. At present revenue had not met outgoing and the Forum was in arrears. Members noted that a paper "The Future of the Ecommerce Forum South Africa" had been presented by the CEO to the Board on 19 January 2020. This proposed a number of additional sources of revenue which should be pursued. This year, 2020, should address the previous lack of an event or seminar to attract potential members.

4. Election of the Board

The Chair announced that there were 10 nominees for the Board and asked if these could be voted as a block? The meeting agreed to this.

The Board proposed was Mr Adejumo (Dropstore); Dr Budree (UCT); Mr Kernes (Insaka Academy); Mr Loate (Lefa); Mr Philippou (Massmart); Ms Sekwele (Sintu Online); Mr van der Hoven (Vane Digital); Mr van der Spuy (Callpay); Mr Walker (CourierIT). The meeting voted the new Board members unanimously.

It was noted that the CEO had a permanent seat on the Board. The new Board was therefore 11 persons. Members discussed if this was not too large a Board and agreed that it was important to have representatives from the different sectors involved in ecommerce, however, that all Board members must take an active role.

The Chair reminded members that the new Board would elect a Chair (or co-chairs) and a Treasurer at its first meeting.

The Chair excused himself from the meeting

5. Resolutions of the AGM

The CEO took the Chair. He pointed out that the AGM should take a number of resolutions in order to take into account changes on the Board and the ongoing separation between the EFSA and the pan-African EFA. Presently EFA had 3 Directors registered at CIPR. In order to divide the EFA and EFSA, a new Not for Profit body had been registered under the name of the EFSA at CIPC. This was in accordance with the resolution of the 2018 AGM separating the two bodies.

He therefore proposed the following Resolutions for a vote:

- a. The Annual General Assembly of the Ecommerce Forum South Africa (enterprise number K2020110784) appoints the following Directors to serve until agreed otherwise : Adheesh Budree; James van der Hoven; Alastair Tempest. VOTE Unanimously agreed
- b. The Ecommerce Forum South Africa engages Conock Consultancy (2013/023347/07) to provide the services of Alastair Tempest (UK passport 548287982) as CEO for two years 2020-2022. VOTE Unanimously agreed

- c. The Ecommerce Forum Africa (enterprise number K2016122315) accepts the resignation of Messrs Simon Leps and James van der Hoven as Directors. The Ecommerce Forum Africa will act as the pan-African Ecommerce body which will be separated entirely from the Ecommerce Forum South Africa. Bank accounts and websites will be separated and from henceforth the two entities will operate separately. VOTE Unanimously agreed

It was also agreed that at the first meeting of the new Board members would be asked to appoint a fourth director for the EFSA. Mr Piatti pointed out that EFSA should be considered as the national chapter of the pan-African EFA.

6. Any Other Business

Mr van Rensburg offered the assistance of Inspired Marketing including a measuring system to market EFSA. It was agreed that the CEO would brief him. Mr Piatti said he looked forward to working with the EFSA on research in his new job with the Advantage Group, and he looked forward to joining the Forum in the future. Members were reminded that a Value Proposition document had been drafted and sent to the old Board for comments at the end of 2019. A copy is attached and members are invited to provide further comments.

7. Closure of the AGM and Notable Dates

The Chair reminded member that EFSA would hold an ecommerce day at the SAITEX event in Midrand on 22 June and that the long awaited Seminar at Deloitte, Cape Town would be held on 24 July. He declared the meeting closed.