



**MINUTES OF THE 97th ANNUAL GENERAL MEETING HELD ON THE 7TH OF AUGUST
2015 AT THE GRAND HYATT HOTEL, DUBAI**

PRESENT: J. Vaghmaria, S. Patel, D. Marsh, D. Nyengera, F. Chitauro, G. Nengomasha, P. Jones, M. Chigunduru, W. Zimunya, K. Munyavi, M. Mandangu, K. Mhazo, F. Gonah, S. Mutamuko, B. Moyo, S. Katsande, R. Maunze, W. Machingambi, T. Muwandi, C. Benza, S. Zirebwa, T. Bere, S. Makunike, N. Mangwiro, G. Mubata, M. Mudiwa, J. Mutsekwa, N. Nyakujipa, T. Nyuke, N. Nyuke, C. Zimunya, B. Gatsi, B. Muswaka, H. Vundla, D. Dube, N. Gwangwadza, P. Machingambi, T. Taruva, S. Mavende, P. Charandura, D. Mudyirwa, M. Ndachena, R. Mbelengwa, S. Maruza, L. Nyajeka, A. Mutendera, T. Nyaunzwi, T. Mbishi, L. Mawire, S. Zinaka, T. Chidoni, J. Nyamukapa, N. Mkandla, E. Mungoni, S. Mukosera, B. Mbano., M. Mutiro, B. Nkomo, F. Kamota, F. Marwira, M. Luka, T. Mudidi, A. Chiremba, S. Chikukwa, C. Thondhlana-Nziramasa, A. Mabhun, M. Dube, N. Makoni, W. Mupanguri, G. Neely, D. Shinya, D. Gwande, Z. Kumwenda, U. Mazengeza, S. Gwanzura, T. Chizana, R. Chimanikire, G. Zvaravanhu, F. Kuipa, B. Njikizana, T. Moyo, H. Nhende, B. Taper, T. Gumbo, A. Mubaiwa, L. Nyandoro, E. Mudzimba, O. Manasah, E. Makava, P. Makava, P. Mujaya, R. Shayahama, T. Muzvagwandoga, S. Michael, G. Bwanya, A. Makonese, K. Horonga, S. Jakaza, M. Mafoti, K. Ndhlovu, N. Mhondiwa, E. Tsindikidzo, R. Mukuze, D. Nyirongo, F. Dube, T.C. Mhlanga, E. Bundo, R. Chibvongodze, L. Mangenda, S. Dodzo, M. Mapulanka, E. Bvurere, E. Antonio, F. Jaja, L. Kamba, A. Mushosho, S. Mambanda, M. Chawanda, G. Viki, P. Nekati, B. Muradzikwa, K. Nyawana, S. Chigunwe, M. Ndala, O. Ndori, P. Mhembere, M. Damba, F. Manikai, P. Dube, C. Rondoza, J. Matorofa, F. Rwakonda, T. Dube, R. Kufazvinei, B. Mabiza, N. Chiharidzo, N. Tachivona, F. Sithole, C. Munemo (Mrs), C. Munemo (Mr), H. Munowenyu, F. Gwiza, K. Ncube, S. Chataika, T. Murada, C. Shoniwa, S. Chitehwe, L. Hlabangana, B. Munyurwa, T. Munyurwa, E. Gumbo, G. Mudadi, T. Musena, T. Chikorwa, G. Nheweyembwa, T. Zimondi, A. Vere, C. Mashavave, T. Machanyangwa, T. Mugwazi, A. Muyambo, N. Ndoda, H. Chibanda, W. Mtemuza, B. Mabhena, V. Muyambo, R. Njikizana, C. Matarutse. P. Muzhingi, V. Mugabe, M. Makaya and C. Mukondiwa.

APOLOGIES: F. Manyangadze, J. Pilgrim, J. Bryant, D. Charamba, G. Prior, S. Turk, V. Gono, P. Mithal, K. Graziola, L. Rusere, G. Langlois, N. Nyamazana, S. Murwisi, P. Teesdale, D. Cooper, F. Chisango

IN ATTENDANCE: F. Karekwaivanane (Registrar)

The meeting commenced at 1355 hours. The President welcomed the members and a quorum (25) being present declared the meeting duly constituted.

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| <p><u>1. Apologies and Obituary</u></p> <p>Apologies were noted as above.</p> <p>The President requested members to be upstanding for a moment in memory of Messrs Douglas Dryden, Collin Garrard, Eric Bloch, Graham Genet, Anthony Dereck Lamb, Leslie Anderson, James Chiweshe and Davies Midzi who passed away during his presidential term.</p> <p><u>2. Confirmation of Minutes of the 96th AGM</u></p> | |
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The minutes of the 96th AGM had been circulated and were taken as read. The President proposed that the minutes be confirmed as a correct record of the proceedings. The proposal was seconded by B. Njikizana. The minutes were therefore confirmed as a correct record of the proceedings of the 96th Annual General Meeting.

3.1 Presentation of the Annual Report and Financial Statements

The CEO went through the highlights of the annual report as follows:

Technical

The Institute was now outsourcing the technical function in a bid to enhance the quality of that service to members.

Education

From 1 July 2015 to 31 October 2015, the Institute was offering an amnesty for those on the old training program who had passed all the exams but had not yet submitted their training records for discharge. The students were being asked to come forward and engage the Institute in order for them to become members.

Pathways to the CA Qualification

The Institute was currently exploring switching examinations from SAICA to ICAEW. Considerations given being cost to student, cost to firms, time off from work for studying and exams, time to complete the qualification and financial impact on the Institute. It was hoped that the relationship with ICAEW would eventually facilitate localization of exams in the future.

Non recognition of Zimbabwe University degrees by UNISA

Communication had been received from UNISA to the effect that students with degrees from Zimbabwe universities would be required to do a one year bridging course before they could proceed with the CTA programme. UNISA was being engaged so that this position might be reversed.

Strategic Direction

UNISA

UNISA had written to ICAZ stating its intention to cancel the agency agreement with effect from October 2015. This agreement with UNISA makes up about 40% of ICAZ income. UNISA was being engaged to see if this position could be reversed. Should the license be cancelled consideration was being given to have an arrangement with another SAICA accredited university through a certified

service provider and to work with the local universities.

Centre of Excellence

The World Bank and IFAC had expressed interest in funding the setting up of an initiative aimed at influencing and capacitating government. The Institute was currently engaging the Chartered Institute of Public Finance and Accountancy (CIPFA) and the Auditor General's office. The aim is to be able to train public sector accountants. The CIPFA qualification would thus be an alternative qualification to CA (Z) under a different membership category.

Diversification of Revenue

An advertising agency had been engaged to assist the Institute to leverage on its existing relationships and to create new relationships which can be used to generate revenue for the Institute to ensure its sustainability into the future.

ZimSelector - A contract has been signed up with an insurance agent. The Institute will receive commission for any of its members who sign up through the agent.

Enhancing Participation of Members

Effective 1 July 2015 there is now a seat for a diaspora member in Council.

Strategic Goals

- Improve and strengthen the financial status of the Institute
- Increase membership
- Create a Centre of Excellence
- Improve and maintain the quality of members to International standards
- Improve brand visibility and standing
- Enhance services to members
- Improve efficiency and effectiveness of internal support systems
- Increase influence in the economy and global development

Finances

The Institute incurred a deficit of \$102,731 during the year under review. This deficit was largely due to accrual of Value Added Tax (VAT) on members' subscriptions. Since the introduction of VAT in 2004, the Institute has not been charging VAT on members' subscriptions on the grounds that it is an educational institute. ZIMRA was yet to confirm this position. In light of this, Council had applied for the tax amnesty to cover possible VAT obligations for the period February 2009 to September 2014. The total potential VAT obligations amounted to \$396 000.

3.2 Questions and Comments

Members noted the need to come up with solid solutions to the financial problems facing the Institute. On the question why UNISA was cancelling the license, the CEO reported that the reasons were stated as strategic and no further details were availed by UNISA. It was noted that the cancellation was not unique to ICAZ but had been directed to all UNISA licensees.

Members sought to know the reasons behind the non-recognition of Zimbabwe University degrees by UNISA. It was noted that the reasons had again not be stated but the Institute had written to UNISA requesting that students from Zimbabwe universities be allowed to do the CTA programme without having to do the proposed one year bridging course. A response was still to be received.

Female CAs – A question was asked on the ratio of female presentation on council, need for comparison of members by sex and what was being done to promote female CAs. The CEO responded that there were currently 5 female members on council. The membership statistics based on sex were not immediately available. It was however, pointed out that ICAZ did not view its members as male or female but treated them with equality. To note was that the number of female students was slowly increasing with at least 50% of the prizes being awarded to ladies.

Members noted that only one person was representing the diaspora chapters on Council – to this the president responded that Council had taken the decision to have the diaspora chapters represented on Council and were still working on the logistics to ensure that there was full participation by the diaspora members during the council meetings. Members were reminded that the secretariat sends out a call for nominations to council on a yearly basis. All members were asked to participate in the nominations and elections process as this was the only way to get representatives from different countries onto council.

Polokwane Conference – members sought to know what caused the loss of \$57 000. The CEO responded that the number of members who registered for the conference was lower than anticipated. The Institute had committed to a certain number of people attending which led to money being spent but which could not be recovered.

Members noted that an amnesty had been given to students from the old training programme, the question raised was what ICAZ was doing to retain its old members and how CAs were being monitored in the market.

The president responded that there was a potential of 300 new members being admitted. The revenue earned from this could go a long way in helping the Institute's financial position. Monitoring of CAs in the market was noted to be ongoing with committees having been put in place to review annual reports of all quoted companies in an effort to improve the quality of financial reporting and hence the CA brand. It was noted that when a complaint is received on a CA, ICAZ has investigations and disciplinary committees which look into such complaints and ensure corrective measures are taken.

Dilution of the CA brand by bringing in new membership categories – to this comment, the president noted that ICAZ could easily be by-passed if different pathways are not created to the CA qualification hence leading to a weaker brand or no brand in future.

The President then proposed that the President's Statement, the Report of Council and the Financial Statements for the year ended 31 May 2015, be adopted. The proposal was seconded and the motion was carried by the majority of members present and adopted.

4. Council Elections

The President announced the Council Election results:

Mashonaland District

Three nominations were received for the three Council vacancies and the following sitting members who were standing for re-election – Martin Makaya and Tinashe Rwodzi were elected back on Council. One new nominee – **Tumai Mafunga** was elected to Council with effect from immediately before the dissolution of the annual general meeting.

Matabeleland District

Two nominations were received for the one Council vacancy. Elections were conducted and the new nominee, **Bhekimpilo Mpofo** won the election. Stanford Gwanzura, the sitting member who was standing for re-election was therefore going to be stepping down from Council immediately before the dissolution of the annual general meeting. The President thanked Mr. Stanford Gwanzura for the years of service he had given to ICAZ during his term on Council.

Manicaland District

One nomination was received for the one Council vacancy. Jill Rickard, the sitting

member who was standing for re-election was therefore deemed to be re-elected.

The President congratulated the re-elected and new Councilors.

Resignation

The President announced the resignation of Mrs. Emilia Chisango who was resigning from Council with effect from immediately before the dissolution of Annual General Meeting. The President thanked Mrs. Chisango for the years of service she had given to ICAZ during her term on Council.

5. Re-Appointment of Auditors

The President proposed the re-appointment of Deloitte & Touché as the Institute's Auditors for the 2016-17 financial year. The proposal was seconded and duly adopted.

6. Adoption of the Standing Orders of Council

The President drew attention to the Standing Orders of Council which had been circulated for the period 2005 to May 2015 and proposed that they be adopted. The proposal was seconded and duly adopted.

7. Any Other Business

It was proposed that the Institute levy on each member \$30 per month for the following 12 months. This would have the effect of enabling the Institute to recover from the insolvency problem it was facing. In response to this proposed resolution a point of order was raised that a notice be structured so that the resolution is circulated and approved before it can be put before the meeting.

There being no further business the meeting ended at 1515 hours.

President

Date