

MINUTES OF THE 24th ANNUAL GENERAL MEETING OF MOTORSPORT SOUTH AFRICA**HELD AT 11H00 ON TUESDAY 30 JULY 2019 IN THE SASCOC AUDITORIUM, ATHOL OAKLANDS**

PRESENT : AS PER ATTENDANCE REGISTER

APOLOGIES : SEFAC
DES EASOM (Director)
SA BIKING ACADEMY

MSA's Chairman, Anton Roux, opened the meeting, welcomed all present and thanked SASCOC for the use of their facilities.

MINUTE 218 – NOTICE CONVENING THE MEETING

NOTED that the official notice convening the meeting had been distributed to all members as per the requirements of MSA's Memorandum of Incorporation.

MINUTE 219 – CONFIRMATION OF CORPORATE MEMBERS' CREDENTIALS AND PROXY AUTHORITIES

The Chairman confirmed that twenty-three (23) corporate members were present, thereby constituting a quorum.

MINUTE 220 – APPROVAL OF AGENDA

The agenda as tabled was **APPROVED**.

MINUTE 221 - CONFIRMATION OF MINUTES OF THE AGM OF THE COMPANY HELD ON 25th SEPTEMBER 2018

The minutes of the AGM held on 25th September 2018 were **APPROVED**.

MINUTE 222 – MATTERS ARISING FROM THE MINUTES OF THE 23RD AGM HELD ON 25/09/2019

Mr. Peter Lanz (representing Midvaal Raceway) stated that he had raised the issue of the Marketing Forum at previous AGM meetings and there still appeared to have been no progress made. He went on to state that he has also enquired about a Sporting Manager/Director previously but still no appointment had been made. He stated that having an ongoing vacancy in this important position was a big problem as it placed a lot of extra pressure on the CEO, and distracted from his core functions.

The Chairman acknowledged the comments made by Mr. Lanz and stated that he would allude to those matters in his report. **NOTED**

The Chairman requested that the members give the board a mandate to consider amendments to the company's Memorandum of Incorporation to make it more 'fit for purpose' in the current environment. The proposed amendments arising from this process would then be put to the company's members for approval and adoption. **APPROVED**

MINUTE 223 – TO RECEIVE THE ANNUAL REPORT ON THE GENERAL AFFAIRS OF THE COMPANY FROM:**223.1 *The Chairman (Mr Anton Roux)***

The Chairman's report as tabled was duly **ADOPTED** and forms an addendum to these minutes in the official minute book.

223.2 *The Chief Executive Officer (Mr Adrian Scholtz)*

The report of the CEO as tabled was duly **ADOPTED** and forms an addendum to these minutes in the official minute book.

223.3 *The Financial Director (Mr Anthony Taylor)*

The Financial Director's report for 2018 was duly **ADOPTED** and forms an addendum to these minutes in the official minute book.

MINUTE 224 – TO RECEIVE AND ADOPT THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2018

The company's Audited Annual Financial Statements as tabled were duly **ADOPTED**.

MINUTE 225 – APPOINTMENT OF AUDITORS

The Chairman referred to the mandate given to the board by the members in 2018 with regard to reviewing the continued retention of KPMG as MSA's auditors. He requested that the members formally approve GZ. & Co. as MSA's new auditors. **AGREED**

MINUTE 226 – TO TRANSACT SUCH BUSINESS AS MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING

Mr. Lanz enquired about the increase in insurance costs i.e. whether the high costs were due to more accidents and claims, or if it was due to the increase in medical costs. The Financial Director explained that the primary factor influencing the insurance costs was the general increase in health care costs. **NOTED**

Mr. Koo Lemeke (representing Lesotho Off Road Association) referred to the Chairman's report under *Operational Review* and requested clarity on whether the events hosted were in South Africa only. In response, the Chairman explained that the total number of events hosted were inclusive of events outside of South Africa e.g. those in Botswana and Lesotho. In response to a comment from Mr. Lemeke regarding the value of a statistics and research department within MSA, the Chairman confirmed that this was something that would be kept in mind going forward. **NOTED**

Mr. Rob Clark (representing Historic Racing SA) requested details of the development projects MSA was involved with, referencing the *Development Expenditure* in the Financial Director's Report.

The Financial Director explained that the emphasis was on transformation, with a greater focus on the two wheeled facets of the sport, as these offered more affordable options. He further explained that MSA was involved in a very successful program that had been initiated a few years previously called Motokids. This program encourages and assists youngsters to get involved in Motocross and Off Road Motorcycle racing. MSA also assists a black lady circuit motorcycle racer and her daughter and she in turn acts as a brand ambassador to involve more people of colour in motorcycle racing. **NOTED**

Mr. Peter du Toit (representing Zwartkops Raceway) stated that he understood that the issue of breakaway groups was a worldwide trend in motorsport and it was evident that there were "people who just want to do their own thing". He further stated that there was a distinction today between competitors with aspirational competitive instincts and those who simply wanted to have fun with their racing. He added that creative ways would need to be found to accommodate the latter group going forward. **NOTED**

Mr. du Toit also requested clarification on what a Cluster Project was, as referred to by the FIA, and what it would entail. The CEO explained that it was a project that involves and benefits more than one country. He went on to say that FIA grant funding was primarily focused on safety, training and ASN development. **NOTED**

In response to comments from the floor with regard to unsanctioned events, the CEO stated that, as already mentioned by Mr. du Toit, this was a problem for the recognised motorsport federations in many parts of the world. It was an extremely difficult challenge to deal with but one of MSA's main objectives in terms of its strategic vision was to everything possible to make MSA the obvious 'go to' organisation when it comes to motorsport administration in South Africa. **NOTED**

Mr. Lemeke informed the meeting that, in Lesotho, they do not have a problem with unsanctioned events because of how they are structured. He went on to state that the legal framework protects them and anyone that runs an event in Lesotho must have a permit or the police will stop the event. LORA have a relationship with the Ministry of Sport, Tourism, Defence, local government and immigration amongst others and they all play a role. Mr. Lemeke offered to share ideas with anyone that may be interested outside of the meeting.

The general concerns of the meeting with regard to unsanctioned events, and the feeling that MSA should do whatever it could to counter this threat, was **NOTED**.

Mr. Lemeke enquired whether the FIA submits a notice or invitation to clubs to make them aware of events and referred to the FIA Conference recently held at Sun City. The CEO explained that the clubs referred to by the FIA are the various ASNs (National Sporting Authorities). MSA is therefore the FIA’s “club” for South Africa on the sporting side. **NOTED**

The chairman acknowledged the comments made by Mr. Roger McCleery regarding the marketing of motorsport.

The Chairman acknowledged the comments made by Mr. Peter du Toit with regard to the possible appointment of Sporting-focussed (in the absence of a Sporting Manager) and Marketing-focussed individuals on a consultancy basis were noted.

Mr. Ed Murray (MSA board member) stated that, in his view, the load on MSA’s reduced staff complement could be mitigated by the enhanced use of technological advances. He went on to say that the shortage of well-trained senior race officials was a big concern for the sport, as incorrect decisions often have negative repercussions and this is when high legal fees are incurred. **NOTED**

MINUTE 277 - TO ELECT DIRECTORS OF THE COMPANY

*The Chairman informed the members that a late nomination had been submitted for Dr. Greg Mills and enquired from the members whether they would accept the late nomination. **AGREED**.*

The election of four directors took place via secret ballot, as well as electronic voting in the coastal regions, in a process overseen by the company’s independent auditors, GZ & Co. The following individuals were elected for the term of office 2019 – 2022:

- ASHWIN HARRI
- FREDERIK KRAAMWINKEL
- DR. GREG MILLS
- MELANIE SPURR

There being no further business to discuss, the chairman declared the meeting closed and thanked everyone for taking the time to attend.

CONFIRMED: CHAIRMAN

DATE